

BYLAWS
OF
LANDOVER-SHARMEL NEIGHBORHOOD
ASSOCIATION
A NON-PROFIT CORPORATION

ARTICLE I

NAME AND OFFICE

1.01 **NAME:** The name of this Association is: Landover-Sharmel Neighborhood Association

1.02 **OFFICE:** The principle office of this Association shall be located at the following address care of Fox & Company CPAs, LLC, 10818 NE Coxley Drive, Suite E, Vancouver, WA 98662, or such other place in or outside the State of Washington as the Directors may deem appropriate.

ARTICLE II

PURPOSE

2.01 **PURPOSE:** Said Association is organized exclusively for charitable, religious, educational, literary, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as well as any lawful purpose, as authorized by state law.

Specifically, the Landover-Sharmel Neighborhood Association was established by the residents of the Landover-Sharmel Neighborhood in order to unite the common interest and promote the welfare of the neighborhood and its residents.

The Association shall concern itself with a variety of challenges, including but not limited to, matters affecting livability and quality of the neighborhood and the community in general.

BOUNDARIES

The neighborhood association boundaries are to the North 28th street, to the East 138th Avenue, to the South 18th Street, and to the West 112th Avenue.

ARTICLE III

MEMBERS

- 3.01** The membership of the Association is open to all persons who have attained the age of eighteen years or greater who reside, or who own property in the boundaries of the neighborhood as defined above. Membership is voluntary.
- 3.02** Every member who is in attendance at any meeting of the Association shall be eligible to cast one vote in favor of or against any proposition brought before the meeting of the Members.
- 3.03** The chairman of the meeting of the members shall determine who is a member of the Association for voting purposes.
- 3.04** Voting shall be conducted by voice or by secret ballot as decided by the members in each meeting.
- 3.05** Meetings. The Members shall meet at least twice annually in a location specified by the Directors, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Members at least 30 days before the meeting. The location of said meetings may be any location within or outside the State of Washington.
- a. The primary regular meeting shall be held in the month of January or February, at which time the Chairman of the Board of Directors shall report on the activities of the Association during the previous year, and shall relate plans and goals for the coming year. The annual budget for the Association shall be presented and approved by the Members at this meeting.
 - b. The next primary regular meeting shall be held in the month of April or May, whereupon, the Chairman of the Board of Directors shall give a general state of the Association to the Members.

3.06 SPECIAL MEETINGS: Special meetings may be called as needed by the Chairman of the Board of Directors or by motion approved by a majority of the Board of Directors. Oral or written notice of the meeting, the time, and place shall be presented to the Members at least seven days before a Special Meeting of the Members. The notice of the Special Meeting shall state its purpose and each Member shall be provided with an agenda upon request.

3.07 Electing Directors: At the primary regular meeting of the Members, new Directors shall be elected to serve for three-year terms. A simple majority of the members present shall be sufficient to elect member(s) of the Board.

ARTICLE IV

DIRECTORS

4.01 NUMBER & QUALIFICATIONS: This Association shall be governed by a Board of Directors of not less than (3) three or not more than (10) ten persons. Any Member of the Association may be elected to be a Board Member.

4.02 APPOINTMENT & ELECTION & TERM: The Officers shall be elected by the members in their primary annual meeting. Officers shall serve a term of two years, and shall be eligible to succeed themselves in consecutive terms provided they meet the requirements enumerated in the Articles of Incorporation. The terms of the Officers shall be established so that their terms expire in different years.

4.03 RESPONSIBILITIES AND LIABILITY: The Directors shall be trustees of the Association and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Officers in matters of the operation of the corporation. Directors shall in no way encumber personal liability from the actions of the Association and shall be entitled to indemnification according to the provisions of Washington laws exempting nonprofit officials from liability.

4.04 RESIGNATION OR REMOVAL: Any Director may resign at any time by giving prior written notice of such resignation to the Board of Directors. Furthermore, Directors may be removed from the Board of Directors by resignation, or pursuant to the Articles of Incorporation. Vacancies on the Board will be filled by election by a majority of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

4.05 ANNUAL MEETINGS: The Board of Directors shall meet at least twice annually in a location specified by the Chairman of the Board, who shall, in the

case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The location of said meetings may be any location within or outside the State of Washington. A simple majority shall constitute a quorum sufficient to conduct business. At the annual meeting preceding the primary annual meeting of the Members, the Board shall adopt a proposed budget for the next fiscal year for presentation and adoption at the primary Member's meeting.

4.06 SPECIAL MEETINGS: Special meetings may be called as needed by the Chairman of the Board or by a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be presented to each director at least three days before an emergency meeting of the Directors.

4.07 WAIVER OF NOTICE: Attendance of a Director at any meeting of the Board of Directors constitutes a waiver of notice of such meeting except where Director attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provision of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice whether before or after the time stated is such waiver, will be deemed equivalent to the giving of such notice.

4.08 QUORUM: All meetings of the Board of Directors shall have a majority of directors necessary to constitute a quorum and the act of the majority of Directors present at any meeting in which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

4.09 REIMBURSEMENT OF EXPENSES: Directors shall be reimbursed a reasonable sum for expenses incurred in services to the organization which are approved by the Board of Directors.

4.10 ACTION BY CONSENT: Any action by law or under the Articles of Incorporation of this Association or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting by a consent in writing, setting forth the action so taken, signed by all the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Association.

ARTICLE V

CORPORATE OFFICERS

- 5.01** **NUMBER:** The officers of the Association shall be the Chairman, Vice Chairman, Secretary, and Treasurer. All Officers will be members of the Board of Directors. All officers shall be residents living within the boundaries of the Neighborhood Association. All officers shall be elected by the Board of Directors at one of its Annual meetings, and shall serve for two year terms. The Chairman and the Secretary shall be elected in even numbered years. The Vice-Chairman and the Treasurer shall be elected in odd numbered years.
- 5.02** **CHAIRMAN:** The Chairman will be the Chief Executive Officer of this Association and will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The Chairman will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.
- 5.04** **VICE CHAIRMAN:** The Vice Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or is otherwise unable to act. The Vice Chairman will perform such other duties as may be prescribed from time to time by the Board of Directors.
- 5.05** **SECRETARY:** The Secretary will keep minutes of all the meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- 5.06** **TREASURER:** The Treasurer will have charge and custody of all funds of the corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accountings to the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by the Bylaws, or which may be assigned from time to time by the Board of Directors.
- 5.07** **RESIGNATION OF ANY OFFICERS:** Any Officer elected or appointed to office may resign at any time via writing sent to the Chairman of the Board of Directors of the Association or if the Officer resigning is the Chairman, to the Secretary of the Board of Directors of the corporation.
- 5.08** **REMOVAL OF OFFICERS:** Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interest of the Association will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

5.09 EXECUTIVE COMMITTEE The Executive Committee shall be composed of the four officers.

5.10 COMMITTEES: Special committees to handle specific concerns may be appointed by the Executive Committee, as necessary.

ARTICLE VI

FISCAL YEAR

6.01 FISCAL YEAR: The Fiscal Year of the Association shall commence on January 1 of each year and end on December 31.

ARTICLE VII

MISCELLANEOUS

7.01 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS: No director, trustee, officers or employee of or member of a committee of or person connected with the Association shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

7.02 CONTRACTS WITH DIRECTORS AND OFFICERS: Except as provided for in the conflict of interest policy adopted concurrently herewith, the Directors and Officers of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees, or as agents for other persons or corporations, or may be interested in the same matters as directors or otherwise; but shall be deemed "at arm's length" and not violative of proscriptions against the corporation's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

7.03 MATTERS TO BE REFERRED TO CITY COUNCIL: Except in emergency situations where the Board receives less than 30 days' notice of an impending action by the City Council which may have an effect on the Neighborhood, matters to be referred to the City Council shall be voted upon by the members present at any regular meeting. A majority vote of those present will refer the matter under review to the City Council, with a representative of the Association being appointed to carry the Association's view or concern.

7.04 RECORDS MANAGEMENT: Records pertaining to attendance at meetings, either board meetings or general meetings will be kept by the Chairman of the Association. Sign in sheets will be evidence of attendance. Financial records including bank statements, deposits, receipts, checks written will be kept by the Treasurer of the Association. Treasurer Reports will be published in the quarterly Association Newsletter and also kept on line in the Association's data base. Meeting minutes will be kept by the Secretary of the Association and also published in the quarterly Association Newsletter and also kept on line in the Association's data base.

ARTICLE VIII

AMENDMENTS

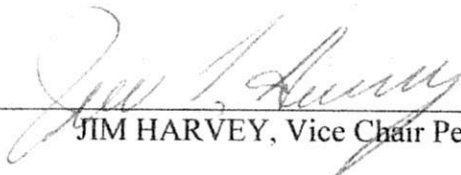
8.01 AMENDMENTS BY DIRECTORS: The directors shall have the power to make, alter, amend and repeal the Articles or Bylaws of the Association by affirmative vote of the majority of the Board of any regular or specially called meeting for the purpose of amending the Articles or Bylaws. Written notice of any meeting where the Articles are to be amended shall be given to each member of the Board of Directors by regular mail by or by email (confirmed by the recipient) at least (30) days before the meeting.

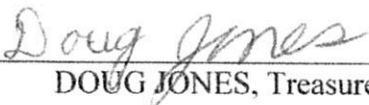
CERTIFICATE

We, the undersigned being all of the Officers and Directors of the above named corporation, do hereby ratify and adopt the foregoing Bylaws as the Bylaws for the regulation of the affairs of said corporation.


Dated this 26 day of MARCH, 2012.



JAIME MANRIQUEZ, Chair Person


JIM HARVEY, Vice Chair Person

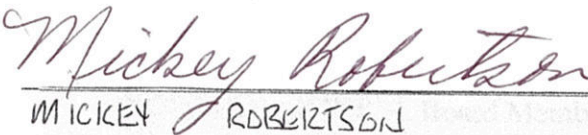

DOUG JONES, Treasurer

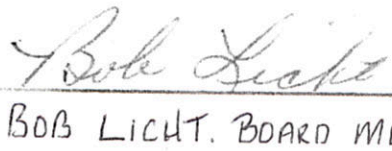

DONNA SCHAEFER, Secretary


TARA MANRIQUEZ, Board Member


ALICIA NOVAK, Board Member


ARLENE POTTER, Board Member


MICKEY ROBERTSON


BOB LICHT, BOARD MEMBER