

North Hearthwood Neighborhood Association

BYLAWS

ARTICLE I – PURPOSE

North Hearthwood Neighborhood Association (hereafter referred to as “NHNA”) is established for and dedicated to promote, preserve, enhance and protect the quality of life within the boundaries of the NHNA. To that end, the NHNA endeavors to formulate and disseminate public positions on matters of neighborhood-wide significance which represent the views of the residents therein, and NHNA encourages and assists in the formation and management of neighborhood Crime Watch programs.

NHNA’s actions shall foster resident participation in its purpose, above, without distinction or preference as to race, color, creed, or sex.

ARTICLE II- BOARD OF DIRECTORS

Section 1- Membership

A Board of not more than fifteen (15) nor less than seven (7) individuals elected as described in Article II, Section 2, shall serve as Directors. This Board of Directors (“Board”) shall be the governing body of the NHNA. The Board, once elected, shall promptly elect from its ranks an Executive Committee comprised of a President, Vice-President, Secretary, and Treasurer.

Section 2- Selection

All individuals and entities who reside or own real property within the boundary of the NHNA, as described in Article III, Section 1, below, shall be eligible for election to the Board of Directors. Individual candidates for Director shall be nominated by the sitting Board of the prior year at the annual general membership meeting. The Board may appoint and delegate the power of such nominations to a Nominating Committee created by the Board for that purpose. Any other candidate for Director may be nominated by any member in good standing, which shall include the power of a member to nominate oneself, at the annual general membership meeting, at which time the Directors shall be elected by a vote of the majority of those members present.

Section 3- Removals and Vacancies

Any Director may resign his or her office at any time, provided however, that such resignation must be declared in writing and will take effect from the time that the declaration is delivered to the President or Secretary. The Executive Committee may declare the seat of any elected or selected Board member vacant if that member is absent from three consecutive meetings of the Board without cause deemed sufficient by the Committee. In the event of such vacancy, the Executive Committee may fill the vacancy by selection of a qualified member and subsequent approval by a vote of not less than 2/3 of the sitting Board.

Section 4- Meetings

The Board of Directors shall regularly meet at least four times per year, and at least once per annual quarter. The time and place for each meeting shall be announced at each preceding meeting and at such other times and places as the President may direct. A quorum for the transaction of business shall consist of one half (50%) of the Board of Directors. The transaction of business at all meetings of the Board shall be in accordance with Roberts Rules of Order (Revised), which shall be interpreted as necessary by a Director designated by the President as Parliamentarian. A majority vote of those present at a duly called and constituted meeting shall control and bind the actions of the Board and Corporation. Any action so taken shall be deemed the action of the full Board. No Board member may vote by proxy.

Special meetings of the Board of Directors may be called by or at the request of any Executive Officer or any two Directors.

Notice of any special meeting shall be given at least 72 hours previously thereto by written notice delivered personally to the residence of each Director at his or her address of record with the secretary. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. A written waiver of notice of a meeting signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Meetings of the Board of Directors, or of any committee designated by the Board of Directors, may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and have technical capability to communicate verbally with each other. Such participation shall constitute presence in person at the meeting.

Section 5- Individual Duties

The President shall preside at all meetings of the Board of Directors and of the members. He or she shall be the Chief Executive of the NHNA and shall carry out the general policy formulated and authorized by the Board of Directors in any manner the President reasonably deems appropriate to the specific task at hand.

The Vice President, in the absence of the President or in the event of the President's death, inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the association records; (d) keep a register of the postal delivery address of each member which shall be furnished to the Secretary by such members; (e) be responsible for the membership records; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If a treasurer is not elected, then the Secretary shall also have those duties and obligations as specified, below. In the absence of the President or in the event of his or her death, inability or refusal to act, and if no Vice President is able to serve, the Secretary shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

The Treasurer shall: (a) have charge and custody of and be responsible for all the funds and securities of the association; (b) receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies or other depositories as shall be selected or approved by the Board of Directors; (c) maintain all financial and fiscal records and reports of the association; and (d) in general perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Board of Directors shall establish such committees as it deems necessary and shall grant said committees such authorization as may be required to accomplish their purpose. The President shall appoint committee chair persons who will report to the Board on the progress and activity of said committee.

Section 6- Restrictions

No officer shall be elected to the same office for more than three consecutive years.

ARTICLE III- MEMBERSHIP

Section 1 – Eligibility for Membership

Membership shall be granted to any individual, 18 years or older, or any entity who owns real property, or resides within the boundaries of the NHNA, described as follows,

North of NE 9th Street (including only the north side of NE 9th Street), south of NE 18th Street (including both the north and south sides of NE 18th Street), east of NE 139th Avenue (including both the west and east sides of NE 139th Avenue), and west of NE 144th Avenue.

The interest of each member shall be equal and no member can acquire any interest which will entitle it to a greater voice, vote, authority or interest in the NHNA than any other member.

Section2- Rights of Membership

Every member in good standing shall be entitled to one vote at each general meeting of the membership, provided however, that in the event that a single parcel of real property is owned by more than one individual or entity or is owned as community property by husband and wife, each owner up to a maximum of two (2) votes per household shall be entitled to vote.

An annual meeting of the members shall be held during the month of September of each year at a time and place to be designated by the Board of Directors. Special meetings of members may be called by the President, or the Secretary upon the written request of not less than five of the members.

ARTICLE IV – DISTRIBUTION OF ASSETS AND DISSOLUTION

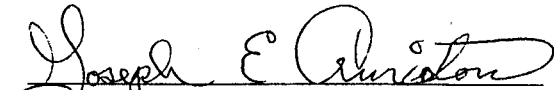
Upon dissolution of the Association, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for charitable, literary or educational purposes with the meaning of Section 501c(3) of the Internal Revenue Code, as now in force or hereafter amended, as the Directors of the Corporation shall determine. Any assets not so distributed shall be distributed by the Superior Court of the State of Washington for Clark County to another organization to be used in such manner as in the judgement of such Court will best accomplish the general purpose for which the Association was organized.

ARTICLE V – AMENDMENTS OF THE BY-LAWS

The By-Laws may be amended by a majority vote at any annual membership or special meeting of the NHNA members called for that purpose, but no amendment shall be effective unless at least 15 days notice of the nature of the proposed amendment shall be given to NHNA members prior to said meetings.

These by-laws were adopted by the NHNA as of July 26, 2001.

Signed this Thursday day of 09-06 . 2001;


Chairperson