

PUGET NEIGHBORHOOD ASSOCIATION
Bylaws

ARTICLE I
Name

The name of this organization, organized under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03), shall be the Puget Neighborhood Association (hereafter referred to as the Association).

ARTICLE II
Purpose

The purposes of the Puget Neighborhood Association shall be:

- 1) To preserve and enhance the community and provide another avenue for citizen involvement in civic affairs.
- 2) To promote and provide a sense of community with the Puget neighborhood of the city of Bellingham, of the state of Washington.
- 3) To provide an open forum for the Puget neighborhood to meet and discuss issues and to work closely with government, business and other entities to address Puget neighborhood concerns including but not limited to matters of land use, zoning, and other laws, rules or regulations directly or indirectly affecting quality of life, neighborhood amenities, the character of the neighborhood, inter-relationship of neighbors consistent with Puget Neighborhood Association objectives, public safety, legal use of public and private land within the neighborhood; issues that maintain the character of the Puget Neighborhood; matters of environmental concern and preservation of the same;
- 4) To disseminate information of interest and concern to residents of the Puget Neighborhood; and
- 5) To engage in other lawful activity deemed by the Association to be in the best interests of the Puget neighborhood.

ARTICLE III
Members

Section 1. Membership. All persons living in the Puget neighborhood, owning property or business in the Puget neighborhood, or living within the sphere of influence of the Puget neighborhood as determined by the board of directors are eligible for membership.

Section 2. Process. Eligible persons become members upon the payment of the dues and upon signing the membership roll with the Association secretary. The membership year shall begin on January 1.

Section 3. Dues. Dues shall be established in the standing rules of procedure. Dues will be kept minimal to encourage participation. Dues shall be payable on or before January 1 of each year.

Section 4. Termination. Membership shall cease by resignation, non-payment of dues, or removal for cause.

4.1 **Resignation.** A member in good standing may resign by sending a written resignation to the Association secretary at the Association address. The resignation shall be effective upon receipt unless otherwise specified.

4.2 **Non-payment of dues.** The Treasurer shall notify by mail members who are three months in arrears, and those whose dues are not paid within one month thereafter shall be automatically dropped from membership in the Association.

4.3 **Removal for cause.** A member may be removed from membership for failure or refusal to work within the framework of the organization. The essential steps for imposing severe discipline or expelling a member as delineated in the parliamentary authority shall be followed.

ARTICLE IV

Membership Meetings

Section 1. Regular meetings. The regular meetings of the Association shall be held quarterly at a day designated in the Standing Rules with the dates for the year adopted at the annual meeting. All meetings are open to the public.

Section 2. Annual Meeting. The regular meeting in the Winter Quarter shall be known as the annual meeting and shall be for the purpose of electing directors, receiving reports of officers and committees, and for any other business that may arise. Notice stating the place, day and hour of the annual meeting shall be delivered at least ten (10) days prior to the date of the meeting, either personally, electronically, by mail or by telephone to each member by members of the Board of Directors. Notice shall also be made to all residents, business owners/operators, and institutions within the PNA boundaries by published newspaper notice and at least one of the following: general mailing, electronic media, delivered handbills or flyers, other media notices, and /or notices and signs posted prominently throughout the neighborhood.

Section 3. Special Meetings. Special meetings may be called by the President, or by the Board of Directors, or upon the written request of 15 members of the Association. The purpose of the meeting shall be state in the call. Except in cases of emergency, ten day (10) notice shall be delivered personally by mail, e-mail, or telephone by members of the Board of Directors to each member. In case of emergency, notice will be delivered before the time of the meeting. Good faith attempts shall be made to inform non-members, including residents, business owners/operators, and institutions within the association's boundaries by at least one of the means listed in section 2.

Section 4. Quorum. 15% of the members of the Association shall constitute a quorum.

ARTICLE V

Board of Directors

Section 1. Membership. The board of directors shall be composed of no fewer than seven and no more than fifteen members. It shall be a goal of the Association to have directors representing as broad a geographic cross-section of the neighborhood as possible.

Section 2. Duties

- 2.1** The board of directors (hereinafter referred to as the board) shall control and manage the Association subject to direction from the membership. The board shall transact the business of the Association between regular Association meetings.
- 2.2** Each individual board member shall serve in one of the following capacities during his/her term on the board: one of the elected officers; the neighborhood representative to the mayor's Advisory Commission; or as chair/liaison/member of one of the board or association's standing and special committees.
- 2.3** Additional duties of the board shall include, but are not limited to:
 - 2.3.1** Approval of the annual budget at the meeting following the annual meeting;
 - 2.3.2** Amendment of the budget to meet the needs of the Association, including approval in advance of expenditures not otherwise provided in the budget;
 - 2.3.3** Providing for an annual audit of all funds.
 - 2.3.4** Submittal of annual financial reports, duly audited, as the annual meeting.
 - 2.3.5** Creation of committees of the board as necessary
 - 2.3.6** Recommendation of a name/names for the neighborhood representative to the Mayor's Advisory Commissions.

Section 3. Conditions

- 3.1 Eligibility.** A person shall be a member of the Association to be eligible to be elected to the board of directors.
- 3.2 Nominations.** There are three ways for a person to be nominated for the board.
 - 3.2.1** The Nominations and Elections Committee shall seek out interested and qualified candidates.
 - 3.2.2** Nominations shall be submitted to the Nominations and Elections Committee by members of the Association.
 - 3.2.3** Further nominations may be made from the floor at the annual meeting.
- 3.3 Elections.** Directors shall be elected at the annual meeting following voting procedures set forth in the standing rules
- 3.4 Terms.** The director's term of office will be one year.
- 3.5 Removal of directors.**
 - 3.5.1** A director who misses three consecutive meetings of the board shall be deemed to have resigned unless a written request to remain on the board has been received by the secretary.
 - 3.5.2** A member of the board of directors may be removed from office for cause by the affirmative vote, by ballot, of two-thirds (2/3) of the Association members present, a quorum present, at any regular or special meeting called for that purpose; provided that a notice of the proposed action to be taken shall be sent to the address as it appears in the Association records, not less than fourteen (14) days before the meeting to all members, and by certified mail to the board member being challenged. The board member may appear and present evidence at this meeting. The essential steps for imposing severe discipline or expelling a member, as delineated in the parliamentary authority, shall be followed.
- 3.6 Vacancy**
 - 3.6.1** If the board membership falls below the minimum of nine, such vacancy(ies) shall be filled by the board at the first available opportunity

from first, the unsuccessful candidates from the previous election in order of balloting rank (In the case of ties, selection shall be by lot.); second, if there are no unsuccessful candidates, then from the association membership.

- 3.6.2** If the board membership is below the maximum of fifteen, the board of directors may appoint further directors from the association membership to serve until the next election. Such appointments shall attempt to fill out the geographic cross-section of the neighborhood.

Section 4. Meetings.

- 4.1** The board shall meet at least 4 times a year at a regularly scheduled time and place designated by the president with notice to the general membership given by providing each member with the adopted schedule of regular meetings for the ensuing year.
- 4.2** Special meetings of the board may be called by the President or by two or more directors on 24 hours notice to each of the directors if such notice is delivered personally or by telephone, or on four days notice if delivered by fax, mail or e-mail. Reasonable attempts shall be made to notify the general membership of special meetings.
- 4.3** All meetings of the board are open to all members of the Puget Neighborhood Association.

Section 5. Quorum. A majority of the membership of the board of directors shall constitute a quorum.

Section 6. Voting. Board decisions shall be approved by a simple majority as long as there is a quorum present. Voting by proxy shall not be allowed.

ARTICLE VI Officers

Section 1. Officers. There shall be the following officers: President, Vice President, Secretary, and Treasurer. These officers shall serve as officers of the Association and of the board of directors.

Section 2. Duties of Officers

- 2.1 President.** The president shall preside over meetings of the Association including the annual meeting and meetings of the board of directors and may designate the vice president as a temporary chair, shall appoint standing and special committee chairs with the approval of the board of directors, shall coordinate the duties of officers and committees, shall serve as an ex officio members of all committees, and shall perform such other duties applicable to the office as prescribed by the adopted parliamentary authority. The president or his/her designee is the officer authorized to make official statements on behalf of the Association to groups, organizations, and official entities.
- 2.2 Vice President.** The vice president shall, in the absence or incapacity of the president, perform the duties of the president. The vice president may serve as the

program chair. The vice president shall serve as the Association parliamentarian, unless another parliamentarian is designated by the president.

2.3 Secretary. The secretary shall serve as secretary for Association meetings including the annual meeting and for the board of directors. The secretary shall keep the roll of Association members and maintain mailing lists. The secretary shall be responsible for required notification members, and maintain a permanent file of all minutes and records of the organization. The secretary shall be responsible for submitting the annual report to the Secretary of State and the annual tax return to the IRS. The secretary shall perform such other duties applicable to the office as prescribed by the adopted parliamentary authority.

2.4 Treasurer. The treasurer shall be the custodian of the funds as directed by the Association. The treasurer shall maintain accounting records including a paid membership list, receive and disburse funds, and shall prepare financial reports for board of directors and membership meetings, and prepare an annual budget to be approved by the board of directors at the first board meeting after the annual meeting. The treasurer shall prepare the annual tax return for the IRS. The treasurer shall perform such other duties applicable to the office as prescribed by the adopted parliamentary authority.

Section 3. Conditions

3.1 Eligibility. A person shall be a member of the Association to be eligible to be elected to an office.

3.2 Terms. The officers shall be elected from within the board of directors at the organizational meeting of the board of directors following the annual meeting and shall serve for one(1) year or until their successors are elected. No elected officer, except the secretary or treasurer, shall hold the same office for more than two (2) consecutive terms. The term of office shall begin upon election.

3.3 Removal from Office. An officer may be removed from office for cause by the affirmative vote, by ballot, of two-thirds (2/3) of the board members present, a quorum being present, at any regular or special meeting called for that purpose; provided that a notice of the proposed action to be taken shall be sent to the address as it appears in the Association records, not less than fourteen (14) days before the meeting to all members, and by certified mail to the officer being removed. The officer may appear or present evidence at this meeting. The essential steps for imposing severe discipline or expelling a member as delineated in the parliamentary authority shall be followed.

Section 4. Vacancy. A vacancy in the office of president shall be filled by the vice president. The resulting vacancy or any other vacancy shall be filled by the board of directors.

ARTICLE VII Committees

Committees, standing or special, shall be appointed by the president from time to time as deemed necessary to carry on the work of the Association.

ARTICLE VIII Parliamentary Authority

The current edition of the Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law or in the charter, bylaws or adopted rules.

ARTICLE IX

Amendment

Amendment of Bylaws. The Bylaws may be amended by a two-thirds (2/3) vote of members present and voting at any regular meeting of the Association, provided that the amendment has been submitted in writing in the meeting notice to members.

Adopted by the membership, January 23, 2001
Amended by the membership, May 21, 2002
Amended by the membership, February 25, 2003
Amended by the membership, February 8, 2005
Amended by the membership, November, 2006
Amended by the membership, September 20, 2007

PUGET NEIGHBORHOOD ASSOCIATION

Standing Rules of Procedure

(These can be adopted/changed by a majority vote without notice)

1. Standing Committees
 - 1.1 Names. There shall be the following standing committees:
 - i. Membership;
 - ii. Fund Raising;
 - iii. Publicity;
 - iv. Hospitality and Community;
 - v. Crime Prevention;
 - vi. Land Use and Housing;
 - vii. Traffic and Transportation;
 - viii. GreenSpace.
 - 1.2 Membership and Chair. All PNA members are eligible to join committees. The Board President shall be responsible for seeing that the initial meetings of the committees for each year are called and that a chair is selected. The chair may choose to appoint the chair or may let the committee elect a chair.
 - 1.3 General Responsibilities of each committee
 - 1.3.1 Recruit members
 - 1.3.2 Meet at least twice a year
 - 1.3.3 Prepare an annual report (to be submitted to the Board of Directors meeting before the annual meeting; including the names of the members, meetings held; primary issues; actions taken; and recommendations for the future.
 - 1.3.4 Keep the Board of Directors informed of progress/issues/concerns through the Board liaison and/or through reports to Board meetings.
 - 1.3.5 Get Board approval for funding, scheduling commitments, publicity, using Association letter head, or for any funding
 - 1.4 Specific Committee Responsibilities
 - 1.4.1 Membership

- 1.4.2 Fundraising
 - 1.4.2.1 Planning and organizing fund raising events
 - 1.4.2.2 In cooperation with the Public Relations Committee, approach business to become members/sponsors
 - 1.4.2.3 Seek out sources for additional monies including grants
- 1.4.3 Publicity
 - 1.4.3.1 Develop media contacts and profile handouts to promote PNA name familiarity with the primary interest in gaining new members to our association including residence and business members.
 - 1.4.3.2 Contact businesses for promotion of PNA
 - 1.4.3.3 Assist the Fund Raising committee in their campaigns
 - 1.4.3.4 Prepare press releases announcing or describing significant events or accomplishments in PNA.
 - 1.4.3.5 Develop programs to promote all forms of communication among all members of PNA
 - 1.4.3.6 Coordinate the neighborhood sign boards
 - 1.4.3.7 Produce and distribute the newsletter
- 1.4.4 Hospitality and Community
- 1.4.5 Crime Prevention
 - 1.4.5.1 Make contacts with neighborhood police representatives
 - 1.4.5.2 Find out and report crime statistics for the neighborhood
 - 1.4.5.3 Help groups of neighbors become Neighborhood Watch Units
 - 1.4.5.4 Develop a plan to encourage participation in National Night Out activities
 - 1.4.5.5 Liaison with the city Crime Prevention office
 - 1.4.5.6 Write articles on crime issues for PNA newsletter
- 1.4.6 Land Use and Housing
- 1.4.7 Traffic and Transportation
- 1.4.8 GreenSpace
 - 1.4.8.1 Development an integrated plan for Puget neighborhood.
 - 1.4.8.2 Develop a progressive strategy to best fulfill long-term Puget greenspace vision
 - 1.4.8.3 Work with associated neighborhoods as well as city, county, and state groups to facilitate green space vision and goals.
 - 1.4.8.4 Direct additional planning, organizing, implementation, and follow-up of green space projects.

2. Election of Board of Directors:

- 2.1 The usual method of election of the Board of Directors shall be by ballot unless the number of candidates is equal to or less than the number of positions to be filled in which case the chair may ask for a voice vote to elect the directors.
- 2.2 Candidates will be listed where visible to the membership and members will write the names of people they wish to vote for on the ballot provided. Each member may vote for as many candidates as there are positions to be filled.
- 2.3 To be elected, a candidate must receive a majority vote based on the total number of legal ballots cast and must receive a vote that is high enough to be within the number of positions to be filled.

3. Election of Officers by Board of Directors
 - 3.1 The election of officers of the Board shall be held at the first meeting of the new board after the annual meeting.
 - 3.2 Nominations. Each member of the Board of Directors shall indicate his/her interest in being considered for any of the four offices. Statements by each member may include strengths the member believes s/he brings to his/her work on the PNA Board and how s/he feels those strengths would benefit the Board. After statements have been made, the presiding officer will call for nominations for each office.
 - 3.3 Campaign. After nominations are closed, each nominated candidate will have 3-5 minutes to make a statement and/or take questions from the board members.
 - 3.4 Election. The vote will then be taken by written ballot, unless there is only one candidate for each office, in which case the presiding officer can take a voice vote, or can declare that the nominees are elected.. Balloting is handled by two tellers, appointed by the presiding officer, who distribute, collect, count the ballots, and report the vote. The teller's report will consist of the following: number of votes cast; number of votes necessary for election; number of votes each candidate received.
 - 3.5 Declaration of election. The presiding officer receives the tellers' report and declares the winner of each of the offices if there is a majority for a candidate for each office. If no candidate for a particular office receives a majority vote, the presiding officer announces "no election" for that office and opens a 5-10 minute discussion period for further comments from candidates and questions and comments from the Board membership. After the discussion period, the presiding officer directs that new ballots be distributed and the vote be retaken until one candidate has the majority.
4. Puget Neighborhood Representation on Association of Bellingham Neighborhoods.
 - 4.1 The Board of Directors shall elect a representative and alternate to represent the Association on the Association of Bellingham Neighborhoods;
 - 4.2 The representative may participate, deliberate and vote in that organization as an individual; but must bring any motions that are intended to speak for the Puget Neighborhood Association to the Board for discussion and approval.
5. Annual reports. Each officer and committee chair shall submit an annual written report for the Association records to the Board of Directors at the Board meeting prior to the Annual Meeting and shall present a brief report at the annual meeting.
6. Meetings of the Associations. Meetings of the association shall be on Tuesdays.