

Samish Neighborhood Association By-laws

Adopted October 1980
Revised July 10, 2001
Revised January 13, 2004
Revised September 28, 2007
Revised November 14, 2013

Article I Name

The name of the association shall be: SAMISH NEIGHBORHOOD ASSOCIATION and may be referred to in these by-laws as the Association.

Article II Purpose

The purpose of the Association is set forth in the articles of incorporation as follows:

- (a) To organize residents living within the boundaries of the area within the City of Bellingham commonly known as the Samish Neighborhood.
- (b) To serve as a public voice for the residents living within the Samish Neighborhood.
- (c) To serve as a means of internal organization for discussion of neighbors concerning matters of neighborhood and citywide concern.
- (d) To be an active entity for the protection of the neighborhood interests.
- (e) To obtain and disseminate information of a public nature to residents of the neighborhood on issues that directly or indirectly affect the neighborhood and the City of Bellingham.
- (f) To publish a periodic newsletter to be disseminated to the residents within the Samish Neighborhood as well as the City of Bellingham.
- (g) To collect monies for association projects and to disburse said monies for said projects. The fiscal year shall run from April 1 through March 31.
- (h) To promote the interests of the Samish Neighborhood in matters of land use, zoning and other laws, regulations, rules and ordinances which directly or indirectly affect the quality of life, neighborhood amenities, character of the neighborhood, interrelationships of the neighbors and safety and convenient use of public and private land and activities within the neighborhood and the City of Bellingham.
- (i) To collect and disseminate information of the type valuable to residential owners and tenants.
- (j) To promote the comfort, protection, convenience, and interest and rights of the members of the Association and the residents of the Samish Neighborhood.
- (k) To facilitate the cooperation of its members to their mutual advantage and protection in matters relating to the use and occupancy and ownership of real property within the Samish Neighborhood.

Article III Membership

- (a) Membership in the Association is open to individuals who meet both of the following criteria:
 - (1) 18 years of age or older;
 - (2) reside within the boundaries of Samish Neighborhood as established by the City of Bellingham's Comprehensive Plan;OR
own property, own a business, or operate a business within the boundaries of Samish Neighborhood.
- (b) Members in good standing are those who are current on annual membership dues. The Board of Directors shall establish the amount of such dues, and may adjust the amount from time to time by majority vote of the Board members. Timely payment of dues shall validate the good standing of a member for the fiscal year in which they are paid or, if paid less than two (2) months in advance of the start of a fiscal year, from the date of payment through the following fiscal year. Should a member fail to timely pay renewal dues, such member shall be granted a 2-month grace period during which payment of dues will maintain good standing.
- (c) Only members in good standing can vote in Association meetings. Voting by proxy shall not be permitted.

Article IV Association Management

(a) Board of Directors

The general management of the affairs of the Association shall be vested in a Board of Directors, whose membership shall be at least nine (9) but not more than fifteen (15). The Samish Neighborhood representative on the Mayor's Neighborhood Advisory Commission shall be asked to serve as an ex-officio member of the Board of Directors. The members of the Board of Directors shall serve until the election of their successors.

(b) Officers

The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer elected annually following the annual meeting of the Association by the Board from among the Board of Directors. The Secretary and Treasurer may be one person.

(c) Elections:

- (1) Election of the Board of Director's members, also referred to as Board members, shall be held at the annual meeting of the membership in March of each year. The Board members shall be elected by a majority vote of the members in good standing attending the annual meeting.
- (2) A nomination committee of three (3) members shall be appointed by the Board in January of each year. The Board shall establish the number of Board members to be elected at the annual meeting. A slate of members, in good standing, willing to

serve as Board members, shall be selected by the committee and published at least 30 days prior to the annual meeting.

- (3) Nominations for board of directors may also be made from the floor at the annual meeting with the consent of the person nominated.
- (4) All Board member terms shall be for two years. Terms shall be staggered such that each year approximately one-half (1/2) of the board will be elected at the annual meeting.
- (5) Any vacancy of the Board shall be filled for the unexpired term by a qualified person elected by a majority of the remaining Board members. Notice of such election shall be given to the membership of the Association.

(d) Duties of the Board

The duty of the board shall be to carry out the purposes of the Association. The Board shall transact necessary business of the Association as a whole, form committees when necessary, and discuss and decide policies which affect the neighborhood. No member of the Board may receive compensation for serving as a member of the Board; however, board and association members may be reimbursed for actual expenses incurred while serving the association or carrying out their duties.

(e) Meetings

(1) General and Annual Membership Meetings

General membership meetings of the Association shall be held at least semiannually with the Annual Meeting in March. The dates, time, and place of these meetings shall be determined by the Board of Directors. All general membership meetings are open to the public. Minutes shall be taken.

Advance notice of general membership meetings shall be provided to neighborhood stakeholders through published newspaper notice and at least one of the following: general mailings, electronic media, delivered handbills or flyers, other media notices and/or notices and signs posted prominently throughout the neighborhood.

The membership of the Association shall be given at least thirty (30) days notice of the said meeting. The President shall give a report of the activities of the Association during the past year. The Treasurer shall give a fiscal report. The Board of Director positions to be filled shall be elected by a majority of the members in good standing and present at the annual meeting. The quorum for the annual meeting shall be twenty five (25) members in good standing.

(2) Special Meetings

Special meetings of the membership may be called by the President of the Board of Directors or by five (5) members of the Board of Directors. The membership shall be given at least ten (10) days notice prior to such meeting.

(3) Board of Director's Meetings

The Board of Directors shall meet at least six (6) times a year at a date, time and place to be set by the Board. The membership shall be notified in advance of said meetings and are encouraged to attend. All members have a voice at said meetings but only duly elected Board members may vote. A quorum shall be a majority of the Board. A special meeting of the board of Directors may be called

by the President or by five (5) members of the Board provided that all members of the board are given at least ten (10) days notice.

(f) Duties of the Officers

(1) President

The President shall preside at all meetings of the Association and the Board of Directors. The President shall perform such duties as are prescribed in these by-laws or assigned by the Board of Directors and shall coordinate the work of the officers, committees and functions of the Association.

(1) Vice President

The Vice President shall assist the President, serve in the absence of the President and perform such other duties as may be assigned by the Board of Directors.

(2) Secretary

The Secretary shall record and maintain minutes of all Association and Board of Director meetings and provide copies of said meetings to members of the Board of Directors. The Secretary shall serve and publish all necessary notices, maintain all records in order that they may be passed on to the next Secretary and perform such other duties as may be assigned by the Board of Directors.

(3) Treasurer

The Treasurer shall maintain all accounting records, receive and disburse funds, and prepare financial statements as required by the Board of Directors. The Treasurer shall maintain a current list of all members in good standing in the Association. The Treasurer shall present a financial report for the previous fiscal year at the annual meeting of the Association.

(g) Removal of a Board member

(1) A Board member who is absent for more than three (3) meetings within a calendar year without giving prior notice to an officer of the Board or providing a valid reason, as determined by the Board, may be removed from the Board by majority vote of Board members.

(2) A Board member may be removed for failure or refusal to work within the framework of the Association or for other conduct injurious to the Association or its purpose. Board members are encouraged to express their views openly in Association meetings. Should a Board member disagree with the outcome of a vote of the Board and wish to express his opposition to the Board's position publicly such Board member may do so only as an individual citizen and not as a Board member.

(3) Removal of a Board member for cause shall be by majority vote of Board members at an Association Board meeting, provided a quorum is present. Written notice stating the reason(s) for the proposed removal must be given to such Board member at least ten (10) days prior to the date of the meeting at which removal is to be voted upon. Such Board member must be given an opportunity at this meeting to be heard prior to the vote.

Article V By-Laws Adoption/ Amendments

These by-laws may be amended at any regular or special meeting of the Board of Directors by a two-thirds (2/3) vote of the Board provided a notice has been given of the proposed changes to the Board and the membership of the Association at least thirty (30) days prior to their consideration and adoption.

Article VI Parliamentary Authority

"Robert's Rules of Order" (newly revised) shall govern as closely as possible the proceedings of this group in all cases where they are applicable and not inconsistent with the by-laws of the Samish Neighborhood Association.

Article VII Dissolution

On the dissolution of the Samish Neighborhood Association, the Treasurer, after paying or making provision for the payment of all liabilities of the Association, shall dispose of all its assets to the City of Bellingham for the benefit of the neighborhood as an exempt organization under section 501(c) (4) of the Internal Revenue Code.