

BYLAWS OF THE YORK NEIGHBORHOOD ASSOCIATION

Revised March 9, 2011

ARTICLE I

Purpose

I.1. Purpose. The York Neighborhood Association exists to preserve and enhance the community and engage citizens in civic affairs. It works to promote a safe, comfortable, and thriving neighborhood.

I.2. Boundaries. The York Neighborhood Association serves the geographic area of the York Neighborhood as defined in the City of Bellingham's Comprehensive Plan.

ARTICLE II

Membership

II.1 Membership. The membership of the York Neighborhood Association shall consist of any resident, property owner or business owner of the York Neighborhood who attends at least one meeting per calendar year.

ARTICLE III

Meetings of General Membership

III.1 Annual Meetings. The annual general membership meeting will be held no later than February 28th.

III.2 General Membership Meetings. General membership meetings shall be held quarterly and are open to the public. Minutes shall be taken.

III.3 Special Meetings. Special meetings of the general membership for any purpose may be called at any time by the President or the Vice-President in accordance with III.4, below.

III.4. Notice of Meeting. Written or printed notices stating the date, place, and hour of the meeting, and, in case of special meetings, the exclusive purpose or purposes for which the meeting is called, shall be delivered not less than two (2) nor more than ten (10) days before the date of the meeting, either personally or by mail, by means of a flyer, or via email or posting on the York Neighborhood website. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, addressed to the member at his or her address with postage prepaid thereon.

III.5 Quorum. A quorum shall consist of 10 members.

ARTICLE IV

Board of Directors

IV.1 Number. There shall be a minimum of seven (7) directors of the Association, each serving a one-year term. The desired number of directors is 15. Directors may serve longer than two years, if elected to do so. Board members will be elected at the annual membership meeting (See V.1)

IV.2 Vacancies. The Board of Directors shall have the power to fill any vacancy occurring on the Board after the annual membership meeting. The person selected to fill the vacancy shall serve until the next election.

IV.3 Powers. The Board of Directors shall have the power to act on behalf of the membership in between general meetings. The Board shall notify the membership of any action taken by the Board in the interim. Use of email and the yorkneighborhood.org website can be used for notifications.

ARTICLE V

Meetings of the Board of Directors

V.1 Annual Meetings. The annual meeting of the Board of Directors shall be held within one month of the annual membership meeting at which members of the Board of Directors are elected by the general membership present.

V.2 Board meetings will be held monthly unless otherwise altered. Board meetings will be held no less than quarterly and shall be open to all members.

V.2 Special Meetings. Special meetings may be held at any time, whenever called by the President, Vice President, Secretary, or two (2) or more members of the Board. Decisions may be made by the board via email, if a decision is needed prior to a regular meeting of the board and if a quorum via email is obtained for the decision.

V.3 Quorum. A quorum of the board shall consist of five (5) members present.

ARTICLE VI

Indemnification of Board of Directors and Officers

Each member of the Board of Directors or officer now or hereafter serving the Association and each person who at the request of or on behalf of the Association is now serving or hereafter serves as a member of the Board of Directors, director or officer of any other corporation, whether for profit or not for

profit, shall be indemnified by the Association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such member, director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of Board of Directors or members, or otherwise.

ARTICLE VII

Officers

VII.1 Officers shall be a president, a vice president, a treasurer and a secretary. The four (4) officers shall be elected annually by the Board of Directors from among the members of the Board.

VII.2 President. The president shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the Board and of the membership.

VII.3 Vice President. In the absence or disability of the president, the vice president shall act as president. In addition, the vice president may be responsible for ad hoc activities or ongoing activities at the discretion of the president.

VII.4 Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Board and general and special meetings. The secretary shall also be responsible for carrying out the notice requirements of Section III.4, above.

VII.5 Treasurer. The treasurer shall have the care and custody of, and be responsible for, all funds of the Association and shall cause to be kept regular books of account. He or she shall cause to be deposited all funds in the name of the association in such depositories as may be designated by the Board. In general, he or she shall perform all the duties incident to the office of treasurer. Either the president, vice president and/ or the treasurer has the authority to sign checks. The treasurer shall be responsible for giving an annual fiscal report at the annual membership meeting.

VII.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at its next meeting.

ARTICLE VIII

Administrative and Financial Provision

VIII.1 Fiscal Year. The fiscal year shall be the calendar year.

VIII.2 Books and Records. The Association shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board and any committee having any of the authority of the Board. All books and records of the Association may be inspected by any active member, or his agent or attorney, for any proper purpose at any reasonable time.

VIII.3 Amendment of Bylaws. These bylaws may be altered, amended, or repealed by affirmative vote of a majority of the Board of Directors at any annual or special meeting of the Board, subject to ratification by the membership at the next general meeting. Notice of a ratification vote shall be given in the general meeting notice.

These Bylaws were amended on March 9, 2011.

Certified by: ___/s/ Kirsti Charlton _____
YNA President / or Vice President

Certified by: ___/s/ Jessica Bandstra _____
YNA Secretary