

# **BYLAWS OF THE YORK NEIGHBORHOOD ASSOCIATION**

Board Motion 2014-02-12.2  
General Membership Motion 2014-03-12.1  
Revised March 12, 2014

## **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**

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 28<sup>th</sup>.
- 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.** 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.** 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. The president shall also be responsible for carrying out the notice requirements of Section III.4, above. And other duties required elsewhere in these bylaws.

**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. And other duties required elsewhere in these bylaws.

**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. And other duties required elsewhere in these bylaws.

**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 General Membership meeting. And other duties required elsewhere in these bylaws.

**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

### Committees

**VIII.1 Committees.** YNA shall employ both standing and ad hoc committees.

**VIII.2 Standing Committees.** All standing committees are established by the Bylaws and listed herein.

**VIII.3 Committee Chairs.** All committees shall be chaired by a member of the Board of Directors. Other committee members may or may not be members of the Board of Directors.

**VIII.4 Meetings.** All committees shall meet at a frequency of their choosing except when directed otherwise by the Board of Directors.

**VIII.5 Executive Committee.** The Executive Committee shall be comprised of the Board Officers as denoted in Article VII, Officers. This committee shall be chaired by the Board President or Acting President.

**VIII.6 Bylaws, Policies & Procedures Committee.** The Board Treasurer shall sit on this committee and may or may not be elected chair. This committee shall convene as it or the Board dictates. Most changes to the Bylaws and the Policies & Procedures should be referred to this committee prior to review and passing by the Board.

## ARTICLE IX

### Administrative and Financial Provision

**IX.1 Fiscal Year.** The fiscal year shall be the calendar year.

**IX.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.

## ARTICLE X

### Amendment of the Bylaws

**X.1 Process.** These bylaws may only be altered, amended, or repealed as follows.

**X.2 First Reading at a Board of Directors Meeting.** With a quorum present, the amendment(s) shall be presented to the board in the standard form of a motion. Said motion may itself be amended and said amendment(s) to the motion may be approved at that meeting. However, no vote on the motion itself may be made at the First Board Meeting. No notice is required prior to the First Board Meeting specifically regarding this motion.

**X.3 Second Reading at a Board of Directors Meeting.** Prior to a Board Meeting where a Second Reading is to be on the agenda, the motion, in full, including the amendments shall be distributed to the Board. The agenda provided in advance shall also contain the agenda item for a Second Reading of a Bylaws Amendment. A quorum must be present to have a Second Reading. At the Second Reading, the motion shall be read in full with all present having access to the text of the Bylaws Amendments. If any additional amendments to the motion, including the text of the Bylaws is approved, the motion shall be considered to be in the First Reading stage and may not proceed to a vote. If no further amendments to the motion are approved, the motion may proceed to a vote. Passage requires a simple majority of the Board of Directors.

**X.4 City Review.** The amendment(s) to the Bylaws shall then be provided to the City of Bellingham for review and approval according to current process within the City. If not approved, the amendment(s) shall be returned to the Board for a First Reading unless the Board chooses to discontinue the amendment process.

**X.5 General Membership Meeting.** Standard notice requirements shall be observed with the addition that the notice shall clearly state that a Bylaws Amendment motion and ratification vote shall be on the agenda. Standard motion rules shall be observed with a simple majority of the General Membership required to ratify the amendment(s). If the motion does not pass, or if any amendments to the motion pass, then a Second Reading at a following General Meeting shall be required. The motion may also be returned to the Board for a First Reading if the General Membership desires.

These Bylaws were amended on March 12, 2014.

Certified by: Don Hilty-Jones \_\_\_\_\_

YNA President

Certified by: Anne Mackie \_\_\_\_\_

YNA Secretary