

**FAIRHAVEN NEIGHBORS
BYLAWS**

Revision Adopted October 1, 2008

ARTICLE I. NAME & PURPOSE

Section 1. Name

The name of this organization, as stated in the Articles of Incorporation under the provisions of the Washington Nonprofit Corporation Act, shall be FAIRHAVEN NEIGHBORS, which hereinafter may also be referred to as “the Association.”

Section 2. Purpose

The purpose of the Association, as stated in the Articles of Incorporation, is to preserve, protect, and enhance the physical, economic, and social well being of the Fairhaven neighborhood, as the neighborhood is defined by the City of Bellingham’s Comprehensive Plan; to provide a means for citizen involvement in broader community and civic affairs; to represent the Fairhaven neighborhood to the City of Bellingham; and to perform other charitable acts within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. MEMBERSHIP

Section 1. Goal

The goal of the Association is to have broad, open membership and fair, democratic deliberation.

Section 2. Eligibility for Membership

- a. To be eligible for membership in the Association, a person must be any natural person who is 18 years or older, and who qualifies in one or more of the following categories:
 1. Owns or rents his or her primary residence within the Fairhaven neighborhood;
 2. Owns real property in the Fairhaven neighborhood;
 3. Owns a licensed business operating within the Fairhaven neighborhood;
 4. Is the on-site manager of a licensed business operating within the Fairhaven neighborhood; or
 5. Demonstrates a commitment to the purpose of the Association and is determined by a majority vote of the Board of Directors to

qualify as being within the “sphere of influence” of the Fairhaven neighborhood.

- b. Any eligible person may attend meetings and participate in debate, but shall not have the right to vote, or make motions, or serve on the Board of Directors.

Section 3. Becoming a Member

- a. Except as limited by provision (d) within this section, any eligible person shall become a member with rights to make motions, debate, vote, and serve on the Board of Directors by:
 - 1. Submitting a completed membership form, and
 - 2. Attending at least two Association meetings within the prior twelve-month period, including the current meeting.
- b. Each member shall have only one vote, regardless of the number of categories under which he or she qualifies for membership.
- c. Multiple members may come from any real property or tax parcel or mailing address, provided that each person is independently eligible for membership.
- d. Only one voting member may come from each qualified business, trust, or corporation.

Section 4. Dues

- a. Annual dues are voluntary, and shall have no bearing upon voting rights.
- b. The amount of the annual dues shall be determined once per year at the Annual Meeting by a vote of the general membership.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

Section 1. Regular Meetings

- a. Regular meetings of the membership shall be held at least quarterly, as called by the Board of Directors.
- b. Notice stating the place, day, and hour of the meeting shall be delivered at least ten (10) calendar days prior to each meeting by means of a 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.

Section 2. The Annual Meeting

- a. One of the regular meetings during the first quarter of the calendar year shall be the Annual Meeting.

- b. The purpose the Annual Meeting shall be for the election of the Board of Directors, reports, and other appropriate business to come before the membership.

Section 3. Special Meetings of the Membership

- a. Special meetings of the membership may be called by the President, by two or more members of the Board, or by a written petition to the Secretary signed by ten (10) or more members.
- b. Special meetings requested by petition must state the business for which the meeting is to be called and must be called within 30 days of receipt of the written request. No Special meeting may be scheduled within 30 days of any scheduled Regular meeting.
- c. Except in cases of emergency, ten (10) days notice shall be given by at least one of the means described in Section 1 of this article. Notice shall include the business for which the Special meeting has been called.
- d. Only business listed in the call may be conducted at a Special meeting.

Section 4. Quorum

Twelve (12) members of the Association shall constitute a quorum of the membership.

Section 5. Open Meetings

All membership meetings are open to the public.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of no fewer than 5 and no more than 11 persons.

Section 2. Election of the Board of Directors

- a. Election of the Board of Directors shall take place at the Annual meeting.
- b. Only current members are eligible to run for or serve as members of the Board of Directors.
- c. Nominations process
 - 1. A nominating committee, appointed by the President, shall recruit, interview, and nominate candidates for the board.
 - 2. Nominations may also be made from the floor at the Annual meeting.

- d. Elections shall be by ballot if there are more nominees than there are positions; otherwise, election may be by acclamation.

Section 3. Duties

The Board of Directors shall control and manage the Association subject to direction by the membership.

Section 4. Terms of Office

Directors shall take office at the close of the Annual Meeting at which they are elected and shall serve for a term of three years, or until their successors are elected. Terms should be staggered whenever possible.

Section 5. Meetings

- a. Regular meetings of the Board of Directors shall be held no less than every three months. If a regularly scheduled Board meeting time is established and the adopted schedule is provided to the Association membership, this shall be considered notice.
- b. Special meetings of the Board may be called by the President or by two Directors. Reasonable attempts shall be made to notify all board members and the general membership of special Board meetings.
- c. A quorum of the Board of Directors shall be a majority of the positions currently filled.
- d. The Board of Directors may (a) conduct a meeting through the use of any means of communication, including but not limited to telephone and video conferencing, by which all Directors participating may simultaneously communicate with each other during the meeting; or (b) permit a Director to participate in a meeting by similar means of simultaneous communication. A Director participating in a meeting by such means shall be considered present in person at the meeting. Actions taken by a majority of the Directors at such a meeting, provided a quorum is participating, shall be valid actions of the Board of Directors.
- e. Meetings of the Board are open to all members of the Association.

Section 6. Conflict of Interest

A Director who has a conflict of interest on any issue coming before the Board shall inform the Board of the conflict. The Board may ask the Director to abstain from voting on a particular matter or require that the Director be absent during discussion of the matter.

Section 7. Committees of the Board

The Board may establish such committees as are necessary for fulfilling its duties.

Section 8. Removal of Board Members

- a. Any Board member who is absent for two meetings within a calendar year without prior notice and a valid reason, as determined by the Board, may be deemed to have resigned from the board.
- b. The Board may, for cause, suspend a Board member at any time. Such suspension shall remain in effect until a Regular or Special meeting of the Association to vote on removal of the suspended Board member.
- c. At any Regular or Special meeting of the Association, a Board member may be removed by a two-thirds (2/3) vote of those voting, provided a quorum is present. Notice of the proposed removal must be given to such person ten (10) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Board member must state the cause for the proposed removal.

Section 9. Vacancies

- a. Vacancies in the Board of Directors may be filled by appointment by the Board of Directors.
- b. A Board member appointed to fill a vacancy shall serve until the next Annual Meeting.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Association shall be President, Vice President, Secretary, and Treasurer. One person may hold the offices of Secretary and Treasurer.

Section 2. Election of Officers

At the first Board meeting following the Annual Meeting, the Board shall elect officers from within its own membership.

Section 3. Term of Office

Officers shall take office immediately after election by the Board and shall serve for one year or until their successors are elected. Officers may serve consecutive terms in the same office up to a maximum of three (3) years.

Section 4. Vacancies

- a. A vacancy in the office of the President shall be filled by the Vice President until the next annual election of officers.
- b. Other vacancies in offices may be filled by the Board of Directors.

Section 5. Duties

- a. The President shall serve as the chief officer of the Association, preside at all meetings of the Association membership and the Board of Directors, supervise activities of the Association, serve as spokesperson of the Association, and perform other such duties as are appropriate to the office or as directed by the membership or Board.
- b. The Vice President shall act for the President in his/her absence and perform such other duties as are appropriate to the office or as directed by the membership or Board.
- c. The Secretary shall keep an accurate record of all Board and general membership meetings, keep the records of the Association, and perform such other duties as are appropriate to the office or as directed by the membership or Board.
- b. The Treasurer shall be responsible for managing and monitoring all financial activities of the Association and for regularly reporting to the Board of Directors on the Association's finances.

ARTICLE VI. COMMITTEES

Section 1. Establishment

Standing or special committees may be established by the membership or the Board of Directors as deemed necessary for carrying out the work of the Association.

Section 2. Ex-officio Member

The President shall serve as an ex-officio member of all committees, except the nominating committee.

ARTICLE VII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with state law, these bylaws, or any special Rules of Order the Association may adopt.

ARTICLE VIII. AMENDMENTS

These bylaws may be amended at any Regular meeting of the membership by a two-thirds (2/3) vote, provided that one of the following conditions of notice has been met:

- a. Members have been provided with a written or electronic record of the proposed amendments(s) at least twenty-one (21) calendar days prior to the vote;
- b. A copy of the proposed amendment(s) had been distributed at the previous meeting;
- c. A complete copy of the proposed amendment(s) is contained in the notice for the meeting.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Association, the net assets of the Association shall be distributed to one or more neighborhood associations recognized by the City of Bellingham. If no such association is in existence, or is no longer qualified as a distributee, or is unwilling or unable to accept the distribution, then the net assets of the Association shall be distributed to a fund, foundation, or organization that is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

I affirm and attest that these are the Fairhaven Neighbors Bylaws as approved on October 1, 2008.

Secretary, Fairhaven Neighbors

Date