

**Bylaws of the
Northwest Olympia Neighborhood Association
Including Amendments from 2007**

Article 1: Name

The name of the organization is the Northwest Olympia Neighborhood Association (Association).

Article 2 Boundaries

The Boundaries of the Association are: the West shore of Budd Inlet, the North side of Harrison Avenue, the East side of Division Street, and north to the City limits, excluding both the Lenox Knoll and the Burbank Neighborhood Associations.

Article 3 Membership

All adults, 18 years old or older, who reside within or own property or a business within the Association boundaries and provide their name, address, telephone number, and email address (if applicable) to the Association, are eligible for membership. Membership, as well as dues, are per individual, not per household. There is only one class of membership. Any person eligible for membership who has paid annual dues is considered a full member of the association.

Termination of Membership: Membership shall automatically terminate when one no longer resides or owns property or a business within the designated boundaries, or when a member asks to have their membership terminated, or when a person has not paid their annual dues.

Article 4 Meetings

An annual meeting of the members shall be held at least once each calendar year. The date and time shall be determined by the Board of Directors. Special meetings of the members may be called by the President; a majority of Board members; or any 15 members of the association or 15% of the membership, whichever is greater. The members shall be given 30 days prior notice of each annual or 15 days of each special meeting through a mailing (electronic mail or regular mail) to members. Posters and newspaper notices may also be used to notify Neighborhood residents. Members elect the Board of Directors at the annual meeting.

Five percent of members must be present to be considered a quorum at any annual or special meeting. Each dues paying member shall be entitled to one vote and no voting by proxy shall be allowed. Decisions at the annual and special meetings are made by majority vote of the members present.

Article 5 Board of Directors

The business, property, and affairs of the Association shall be managed by the Board of Directors. The Board will elect its own Officers. All Board members must be members of the Association. Nominees may be made from the floor at the annual meeting of the members. Also, nominees may be made from a Nominating Committee appointed by the Board. Consent shall be obtained from the member to be nominated.

If a Board Member leaves the Board before their term has ended, the Board may select a replacement Board Member to finish out the remainder of the term. It is recommended that the Board notify the membership and solicit interested parties before appointing a replacement Board Member.

Removal: A Board member may be removed from their position by a 67% majority vote of the Board.

Article 6 Officers

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom will be annually elected by the Board and serve until their successors are duly elected. The officers shall have such powers and perform such duties as the Board of Directors may prescribe.

President: The president will provide leadership to promote the goals and objectives of the Association and draft agendas for the Board and membership meetings. The President shall be the official representative of the Association, unless otherwise designated by the Board.

Vice President: In the absence of the President, the Vice-President will perform the Presidential duties and help promote the goals and objectives of the Association. The Vice-President shall coordinate the Association's Committees.

Secretary: The Secretary will keep the minutes of the Board and membership meetings, keep a member list and member records, and when requested by the President, sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments, in the name of the Association.

Treasurer: The Treasurer is responsible for all funds and the investments of the Association. The Treasurer will keep books of account, deposit all funds and other valuables in the name of the Association as designated by the Board, disperse funds as designated by the Board, and provide a financial report to the Board at each Board meeting.

Vacancies in an office may be filled by the Board at any Board meeting.

Article 7 Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation of By-laws, or by the State of Washington, with the exception of election or renewal of officers or Board members, may be taken without a meeting if written or oral consent is obtained in advance from a majority of the Board of Directors. The action and votes will be reported to the next meeting of the Board.

Article 8 Dues

The Board of Directors may determine the amount of dues per calendar year that may be asked of each

member. Said amount is subject to membership approval at an annual meeting.

Article 9 Administrative and Financial Provisions

These By-laws may be altered, amended, or repealed by a majority vote of the members at any annual or special meeting.

No loans shall be made by the Association to any officer, director, or member.

Upon dissolution, all the remaining assets of the Association shall be distributed by the Treasurer as directed by the Board of Directors to another nonprofit organization with goals similar to the Association.

All officers shall have signatory authority. Two signatures shall be provided for each purchase or disbursement.

All expenditures shall be approved by the Board.

The Board shall present the annual budget to the members at each annual meeting.