

## **ADMIRAL NEIGHBORHOOD ASSOCIATION BYLAWS**

### **Preamble**

The Admiral Neighborhood Association (ANA) is comprised of residents, business people, and others who care about the environmental, economic and social sustainability of our Admiral neighborhood. We believe in maintaining the quality of life we have come to enjoy, and exist to serve our neighbors and our community.

### **Article I: Name**

The name of the organization shall be the Admiral Neighborhood Association and shall be referred to herein as "ANA" or "the Association."

### **Article II: Duration**

The corporation has perpetual existence.

### **Article III: Address of Registered Office and Agent**

The address of the registered office of the corporation is 4701 SW Admiral Way, PMB 414, Seattle, WA 98116, and the registered agent is David Whiting.

### **Article IV: Purpose**

The corporation is organized exclusively for one or more purposes specified in Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code"), including, without limitation, furthering charitable and educational purposes by:

1. Building, strengthening and maintaining relationships between residents, businesses and other community members,
2. Creating opportunities for people to participate in projects which benefit the community,
3. Encouraging cooperative and democratic processes,
4. Creating, installing, improving, and maintaining community public space and art including project facilitation,
5. Stewarding and maintaining oversight on the implementation of the Admiral Residential Urban Village Plan,
6. Providing a community forum to coordinate with the City and other entities, and;
7. Acting as a clearinghouse for neighborhood information to the community, including historical information, local resources, and current events.

### **Article V: Membership**

1. All persons within the Admiral Neighborhood boundaries (as defined in Map Attachment 1) are eligible for membership in the Association. This includes residential owners and renters; commercial property owners and business owners/managers.
2. Attendance at three (3) general meetings within a period of six (6) meetings starting at the first attended meeting is required to become eligible for membership.
3. All members shall pay annual dues determined by the Executive Committee.
4. Annual dues will be collected on an annual basis at the first meeting of the fiscal year. Partial-year

membership dues will be pro-rated accordingly.

5. All members shall have the right to vote, run for office, and receive any rights and privileges granted to other members.

6. All members will have the right to cast one (1) vote. Business and organizational members will have the right to cast one (1) vote on behalf of the organization. Individual Association members within those organizations will have the right to cast their individual member vote.

7. Attendance at a minimum of four (4) general meetings within the past twelve (12) general meetings is required to maintain active membership status.

8. Association members may not vote by proxy or absentee, voters must be present.

9. Membership in ANA is not a requirement for participation in Association activities.

#### **Article VI: Officers**

1. The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer.

2. All officers shall serve a term of one (1) year, from January 1 through December 31, or until their successors are elected.

3. All officers shall serve as members of the Executive Committee for a minimum of one calendar year (January 1 through December 31).

4. Officer elections will occur two (2) months prior to the beginning of a new calendar year.

5. With a minimum of three days notice to the general membership, any officer may be removed from office, with or without cause, by a two thirds majority vote of the members having voting rights at a meeting at which a quorum is present.

6. The duties and powers of the officers of the Association shall be as follows:

a. President shall:

- 1) Preside at all General Meetings of the Association
- 2) Call regular and special meetings as needed,
- 3) Appoint a Parliamentarian or other officers as necessary,
- 4) Serve as an ex-officio (non-voting) member of all committees,
- 5) Chair the Executive Committee,
- 6) Oversee the activities of the other officers, and
- 7) May act on behalf of the Association to communicate community positions, consistent with the ANA's purpose, to appropriate government bodies and officials and to urge the adoption of ANA's positions.

b. Vice President shall:

- 1) In the absence or inability of the president to perform his or her duties as set forth in these By-Laws, the Vice President shall assume all duties and privileges of the President.
- 2) If both the President and Vice President are absent from a General Meeting, the Association shall appoint an interim Chairperson who shall preside over the meeting but retain no permanent authority.
- 3) The Vice President shall serve as a member of the Executive Committee

c. Secretary shall:

- 1) Keep minutes of all General Meetings,

- 2) Attend to the official correspondence of the Association,
- 3) Maintain official membership roster and make it available to all general members to see,
- 4) Serve as a member of the Executive Committee, and
- 5) Perform all duties incident to the office of Secretary.

d. Treasurer shall:

- 1) Be responsible for all monetary matters of the Association. This officer shall be bonded in an amount to be set by the Executive Committee.
- 2) Maintain all bank accounts of the Association,
- 3) Prepare a written quarterly report of the Association's financial status,
- 4) Pay all bills incurred by the Association as requested by the officers, and
- 5) Prepare and submit invoices.
- 6) Receive and deposit funds,
- 7) Ensure that all financial records are made available to all active members to see,
- 8) Serve as a member of the Executive Committee, and
- 9) Perform all duties incident to the office of Treasurer.

### **Article VII: Executive Committee**

1. The Association shall be governed by an Executive Committee (hereafter EC), which shall be entrusted with the overall planning and administration of the Association.
2. The EC shall consist of a minimum of five (5) and a maximum of nine (9) members of good standing and shall include the President, Vice President, Secretary, Treasurer, selected Committee Chairpersons, and at least one (1) Association member-at-large.
3. In the event of a vacancy in the office of Vice President, Secretary, or Treasurer, the remaining EC members shall appoint an officer pro tempore until the next Association election.
4. The EC shall be elected by the general membership at the Annual Meeting.
5. The officers of the EC shall serve a term of one (1) year starting January 1 following the elections.
6. Officers of the EC are limited to no more than three (3) consecutive terms in the same office.
7. The EC shall meet a minimum of one (1) time every quarter at a place determined by a majority vote of its membership, or special meeting called by any two members of the EC.
8. The quorum for the EC shall consist of at least 50 percent of the elected membership of the EC.
9. All EC meetings shall be open to the general membership of the Association, unless a majority of the EC members vote to hold an executive session.
10. The EC shall:
  - a. Assure the achievement of the goals of the Association,
  - b. Prepare or cause to be prepared documents needed to comply with the City or other governmental entities,
  - c. Enter into contracts with consultants, suppliers, or other vendors,
  - d. Inform the members of significant actions through vehicles such as a newsletter or at General Meetings,
  - e. Supervise the President and,
  - f. Oversee and maintain fiscal accountability of the Association.
11. The EC is authorized to select such banks or depositories, as it shall deem proper for the funds of the Association. The EC shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Association's behalf, to sign checks, drafts, or other orders

for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

12. The EC is authorized and required to dissolve the Association should the EC fail to meet the minimum requirements as stated in Article V, Numbers 2 and 7 above.

13. In the event of dissolution of the Association, any monies remaining in the Association treasury shall be disposed of as follows:

- a. Donated to one or more non-profit community groups with aims and purposes similar to those of this Association, and/or
- b. Be used for any other legitimate purpose that members may propose.

14. Final disbursement of Association monies will be determined by a majority vote of the membership.

**Article VIII: Limitations**

1. No inurement to private persons. No part of net earnings of the Association shall inure to the benefit or be distributable to its members, officers or other private person, with the exception to compensate for services rendered from legitimate contractors and vendors.

2. Legislative and political activities. No substantial part of the activities of the Association shall be for attempting to influence legislation except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or the corresponding provision of any future tax law. The Association shall not participate in, or intervene in (including the publication or distribution statements) any political campaign of (or in opposition to) any candidate for public office.

**Article IX: Officer Liability Limitations**

1. Immunity from Liability. An officer of the Association shall have such immunity from liability as is granted under federal law and Washington state law, including without limitation, if applicable, the Federal Volunteer Protection Act and RCW 4.24.264.

2. Liability to the Association. No officer of the Association shall be personally liable to the Association or its members for monetary damages for conduct as an officer, except for (a) acts or omissions involving intentional misconduct or a knowing violation of law by the officer, (b) any transaction from which the officer will personally receive a benefit in money, property or services to which the officer is not legally entitled.

**Article X: Meetings**

1. The Association shall conduct the following meetings:

- a. General Meetings, to be held on the second (2nd) Tuesday of each month. A minimum of nine (9) General Meetings will be held each year, beginning with the first meeting January.
- b. Special meetings may be called at any time, as needed by the President or Executive Committee with five (5) days advance notice to the general membership. At special meetings, only the business specified in the notice shall be transacted.

2. The General Meeting held in November shall be known as the "Annual Meeting" and shall include election of new officers.

3. The quorum for General Meetings shall be twenty-five (25) percent of the total number of members of the Association, as listed on the Membership roster, and shall include at least one officer and one other member of the Executive Committee.

4. All General meetings shall be open to the public and announced no later than five (5) days before the General Meeting date.

**Article XI: Committees**

1. The committees of the Association may consist of regular committees and/or ad hoc committees.
  - a. The members of their respective committees shall elect committee chairpersons.
  - b. Committees shall meet as often as needed unless otherwise stipulated below.
2. Committee chairpersons shall report on the status and activities of their committees at each General Meeting.
3. There are no standing committees as defined by the Association Bylaws.
4. Some recommended committees are, but are not limited to:
  - a. Membership Committee, which shall be responsible for identifying, contacting, and orienting new members. The Membership Committee shall meet at least four (4) times per year.
  - b. Program Committee, which shall be responsible for preparing programs for General Meetings.
  - c. Special Events Committee, which shall be responsible for special Neighborhood events that occur outside General Meetings.
  - d. Newcomer Committee, which shall be responsible for welcoming new residents and businesses to the community.
  - e. Finance Committee, which shall be responsible for fiscal oversight of the Association.
  - f. Neighborhood Plan Stewardship Committee, which shall be responsible for follow-through of all planning activities with the City, and which shall act as steward for the Admiral Residential Urban Village Plan.
  - g. Local Business Owner Committee, which shall be responsible for the coordination and implementation of efforts to increase the awareness and vitality of the Admiral Business District.
  - h. Outreach Committee, which shall be responsible for communicating with the community.
  - i. Nominating Committee, which shall be responsible for identifying and recruiting a slate of officers and Executive Committee members to be submitted for election by the general membership at the Annual Meeting. The nominating committee shall exclude any member running for election or re-election to any office
5. Special Committees. Other special (ad hoc) committees may be created and dissolved by the President or general membership as needed.

**Article XII: Parliamentary Authority**

1. The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association might adopt.
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2. Meetings shall be conducted in a relaxed parliamentary procedure to encourage input from all members.
3. In the event of a tie vote in the election of officers of the Association, each tying candidate's name shall be written on identical slips of paper. These slips will be placed in a container (such as a hat) and one slip will be drawn by the presiding officer to determine the winner of the election.

**Article XIII: Fiscal Year**

1. The fiscal year of the Association shall begin with the first day of January and end with the 31st day of December of the same year.

**Article XIV: Amendment of Bylaws**

1. These Bylaws shall become effective upon the date of their approval as set forth below. The powers to amend, alter, or repeal these Bylaws shall be vested in any member of the Association, and reviews of these Bylaws shall be conducted as necessary.
2. Any proposed amendment to these Bylaws shall be presented at the General Meeting preceding the General Meeting in which the amendment is voted upon, with written notice of the upcoming vote to be

included in the minutes of the General Meeting.

3. These Bylaws may be amended by a two-thirds majority vote of the members having voting rights at a meeting at which a quorum is present.

#### **Article XV: Standing Rules**

1. The Executive Committee may propose various standing rules such as those relating to dues collection, committees and other matters of an annual nature and therefore not needed in the bylaws. These standing rules require approval by a majority vote of members at a General or Special meeting for adoption.

#### **Article XVI: Nondiscrimination and Affirmative Action**

1. The Association strives to provide an opportunity for all interested parties to participate in the Association free from discrimination on the basis of race, color, sex, age, creed, religion, ancestry, national origin, marital status, sexual orientation, political ideology, or the presence of any sensory, mental or physical limitation or handicap. The Association encourages participation by all its members.

Approved by vote of the membership on this 4<sup>th</sup> Day of October, 2005.

Article III, paragraph 8 deleted by vote of the membership on this 13<sup>th</sup> Day of April, 2010.

Article VIII, paragraph 3 added by vote of the membership on this 8<sup>th</sup> Day of June, 2010.

Article III, paragraph 2; Article IV, paragraph 3; Article V, paragraph 5 modified

Article XI added; Article III, paragraph 8 previously stricken now deleted

Article III, paragraph 9; Article XI renumbered for paragraph deleted and Article added

Modified by vote of the membership on this 13<sup>th</sup> Day of December, 2011.

Article III, paragraph 7; Article VI, paragraph 3 modified by a vote of the membership on this 10<sup>th</sup> Day of January, 2012

Approved 2 by a vote of the membership on this 14<sup>th</sup> Day of May 2013.

Article II: Duration added in its entirety.

Article III: Address of Registered Office and Agent added in its entirety.

Article IV: Purpose, added first sentence referencing organization's purpose to Section 501(c)(3); modified paragraphs 2, 3, 4 and 5.

Article VI: Officers, added paragraph 5, and under subparagraph C item 3 restricting disclosure of membership to all active members, similar change for subparagraph C item 7 restricting disclosure of financial records to all active members.

Article VII: Executive Committee, subparagraph 7 added "or special meeting called by any two members of EC", and subparagraph 9 added "unless a majority of EC members vote to hold an executive session."

Article VIII Limitations, added in its entirety.

Article IX: Officer Liability Limitations, added in its entirety.

Added map that is referenced in Article V.

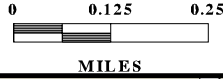
# Admiral Neighborhood Plan Area



Prepared by:  
Strategic Planning Office

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No warranties of any sort, including accuracy,  
fitness or merchantability, accompany this product.



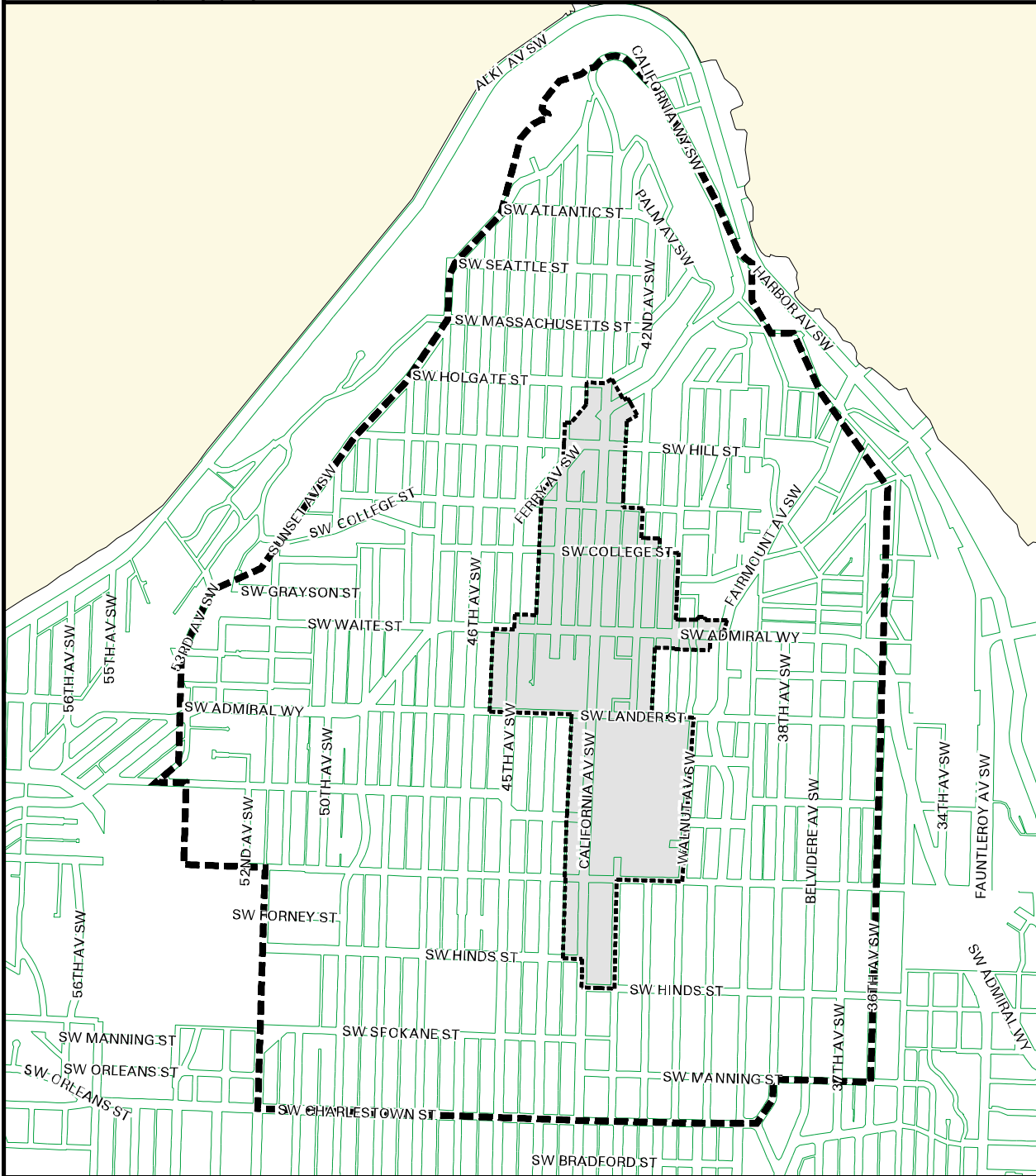
Planning Area Boundary



Urban Village/Center Boundary



Urban Village/Center



Creation Date 11/16/99  
file: /mapping/lvsfaml/8x11pa.aml

village: rv113  
planning area: admipa