

**BYLAWS  
OF  
PARKWOOD NEIGHBORHOOD ASSOCIATION**

**ARTICLE 1. NAME AND ORGANIZATION**

**1.1 Name**

The organization shall be a non-profit corporation named the Parkwood Neighborhood Association (hereinafter referred to as "PNA").

**1.2 Area**

The boundaries of the Association are Aurora Avenue North (Washington State Highway #99) to the west, Interstate Freeway 5 to the East, North and Northeast 145th to the South, and North 160th Street to the North, or as established by the City of Shoreline.

**ARTICLE 2. PURPOSE AND ORGANIZATION**

**2.1 Purpose**

The purpose of PNA is to provide a forum for neighbors to share information and implement change; to cultivate community among diverse neighbors; to promote a safe and pleasant neighborhood environment; and to act as a liaison between Parkwood neighborhood and the City of Shoreline.

**2.2 Organization**

PNA is a non-profit corporation, organized and existing under the laws of the State of Washington. PNA shall not engage in any activities or exercise any powers not permitted by law for Washington nonprofit corporations or by the federal government under Section 501 (c)(3) of the Internal Revenue Service Code of 1954.

**ARTICLE 3. MEMBERSHIP**

**3.1 Definition of Member**

Membership is available to all residents, property owners, business licensees, and non-profit organizations within the designated boundaries of Parkwood neighborhood. No person shall be denied membership on the basis of race, sex, gender, sexual orientation, religion, color, national origin, handicap or political affiliation. PNA shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members,

and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

### **3.2 Voting, Resident**

Any competent resident, 18 years of age or older is accorded one vote per person.

### **3.3 Voting, Business**

Because businesses and nonprofits contribute to the vibrancy of the community, any licensed business or non-profit organization will be accorded one vote per business or organization. However, if the owner/director resides in Parkwood neighborhood, the owner/director shall have one vote, but not the business/nonprofit. No individual in any capacity shall be accorded more than one cumulative vote.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **4.1 General Powers**

The affairs of the association shall be managed by a Board of Directors. The Board of Directors is responsible for executing on the mission and plan of the organization as approved by the residents of Parkwood neighborhood.

### **4.2 Number**

The Board of Directors shall have up to eleven, and no fewer than three Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **4.3 Composition**

The Board of Directors will consist of all Officers, including Chair, Secretary, and Treasurer, with the immediate past Chair, and up to 7 additional members. In the event that the Secretary/Treasurer are the same position, and/or the past Chair is not able to be on the board, those positions can be filled by additional members. The board of Director and officers

#### **4.3.1 Committees**

The Chair will appoint Committee Chairs on an ad-hoc basis.

#### **4.3.2 Webmaster and Communications**

The design and maintenance of the PNA's website shall be administered by the Webmaster, who is appointed annually by the Board. The Webmaster is accountable to the Board

of Directors for all matters relating to the PNA's website and shall provide a report to the Board upon request. The report may include new updates and features, editorial matters relating to format and content, reader feedback, and production concerns. The website shall be updated once a month.

#### **4.4 Qualifications**

Directors shall be residents of Parkwood neighborhood.

#### **4.5 Election of Directors**

##### **4.5.1 Initial Directors**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

##### **4.5.2 Successor Directors**

Successor Directors shall be elected each year at the annual meeting of members. One-half of the number of initial Officers shall serve a term of one year and one-half shall serve a term of two years so that the term of future officers will be staggered.

#### **4.6 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

#### **4.7 Elections**

Board of Directors will be elected at the November Annual Election and Business Meeting by a majority vote of the individual members in attendance and will assume office at the next scheduled Board meeting. Term of office will be for 2 years, from November through October of the following year. All candidates nominated must previously have given their consent. In the event that a Director is unable to complete a term, the board will fill the remaining term by appointment by the Board.

#### **4.8 Annual Meeting**

The annual meeting of the Board shall be held during November for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. The Directors, by resolution, may change the date of the annual meeting.

#### **4.9 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

#### **4.10 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

#### **4.11 Notice of Special Meetings**

Notice of special Board or committee meetings shall be given to an Officer in writing or by personal communication with the Officer not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Officer at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 4.22 of these Bylaws.

#### **4.12 Waiver of Notice**

##### **4.12.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

##### **4.12.2 By Attendance**

The attendance of an Officer at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **4.13 Quorum**

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting.

#### **4.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

#### **4.15 Presumption of Assent**

An Officer of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Officer files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to an Officer who voted in favor of such action.

#### **4.16 Action by Board Without a Meeting**

Any association action required or permitted by the Articles Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors (or its committees) of the association taken without a meeting if a consent in writing or by electronic transmission, setting forth the action so taken, shall be signed if in writing or transmitted along with sufficient information to identify the sender, by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

#### **4.17 Resignation**

Any Director may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.18 Removal**

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

#### **4.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

#### **4.20 Other Agents**

The Board may appoint such other agents who will serve at the pleasure of the Board as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Other agents may include membership chair, events coordinator, Council of Neighborhoods Representative, Council of Neighborhood Alternate Representative, Webmaster, members of subcommittees.

#### **4.21 Compensation**

The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for expenditures incurred on behalf of the corporation.

#### **4.22 Electronic Transmission**

The association may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Officer has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Officer and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### **ARTICLE 5. OFFICERS**

#### **5.1 Number**

The officers of the corporation shall be a Chair, a Secretary, and a Treasurer, each of whom shall be elected by the members. Secretary and Treasurer can serve as the same position.

#### **5.2 Qualifications**

Officers shall be residents of Parkwood Neighborhood.

#### **5.3 Election and Term of Office**

The officers of the association shall be elected each year by the members at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

#### **5.4 Resignation**

Any officer may resign at any time by delivering written notice to the Chair, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such

resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **5.5 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **5.6 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **5.7 Duties**

### **5.7.1 Chair**

The Chair will preside at all meetings of the general membership, oversee the provision of agenda, call special meetings as necessary, appoint committee chairs if necessary, be authorized to sign checks, conduct business on behalf of the PNA, and serve and chair meetings of the Board of Directors.

### **5.7.2 Secretary**

The Secretary will keep record of all the meetings of the Board, the PNA's annual Election meeting in May as provided for in Article IV, Section 5; conduct appropriate correspondence as requested by the Board; maintain a file of minutes, correspondence and other written material pertinent to the operations, and serve on the Board of Directors. The Secretary is responsible for filing yearly incorporation with the State of Washington.

### **5.7.3 Treasurer**

The Treasurer shall receive, deposit and disperse monies as directed by the Board; furnish a financial report as called for by either the Chair or a quorum of the Board; be authorized to sign checks and serve on the Board of Directors.

## **ARTICLE 6. EXECUTIVE COMMITTEE**

### **6.1 Composition**

The Executive Committee shall consist of all Officers.

## **6.2 General Powers**

The Executive Committee shall have and may exercise such authority of the Board of Directors in the management of the business and affairs of the corporation as authorized by the Board of Directors. The Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the organization; or amending the articles of incorporation. The Executive Committee shall meet on an as-needed basis to act on urgent business. The designation and appointment of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

## **ARTICLE 7. ADMINISTRATIVE PROVISIONS**

### **7.1 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Officer, and each officer; and such other records as may be necessary or advisable.

### **7.2 Accounting Year**

The accounting year of the corporation shall be the twelve months ending in December.

### **7.3 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

### **7.4 Checks**

The Chair and Treasurer are authorized to sign checks. Two signatures are required for checks over \$200.00.

### **7.5 Dissolution**

In the event of dissolution of the PNA, any remaining assets after discharge of all liabilities and obligations shall be transferred to one or more organizations exempt under Section 501 (c)(3) of the Internal Revenue code of 1954 as required by law. No part of the net earnings of the organization shall inure to the benefit of any private shareholder or individual.

**7.6 Disposal of Records**

Upon expiration of the term of officers, all records shall be turned over to the Executive Board to be passed on to the newly elected officers following examination.

**ARTICLE 8. AMENDMENTS**

**8.1** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Officers in office.

The foregoing Bylaws were adopted by the Board on \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Secretary