

BYLAWS OF
THE SOUTH PERRY BUSINESS AND NEIGHBORHOOD ASSOCIATION

SECTION I
NAME, ADDRESS, AND PURPOSE

A. The NAME OF THE ASSOCIATION shall be the South Perry Business and Neighborhood Association (SPBNA).

B. The ADDRESS OF THE SPBNA is POB 4322, Spokane WA 99220-0322.

C. GEOGRAPHIC AREA

The area covered by the South Perry Business and Neighborhood Association shall be an area centered on, and served by the businesses in, the South Perry Business District in the City of Spokane's Neighborhood Business Centers Program. Its boundaries are to be flexible in order to allow members to join who consider this their business center.

D. PURPOSE

The Purpose of the SPBNA is to strengthen the South Perry Business District and the surrounding community. Our values include: bringing new businesses, residents and institutions to the District; strengthening and promoting the businesses and institutions that are here; building relationships among the residents and institutions in the area; helping South Perry continue to be an attractive, healthy, and vibrant community in which to live, work and play.

SECTION II
MEMBERS

A. The SPBNA values the active participation of everyone who is interested in the vitality of our neighborhood. In furtherance of this value, we encourage people to become Voting Members.

B. Voting Members:

1. In order to become a Voting Member, a person shall attend at least 3 of any 6 consecutive SPBNA meetings. (If a committee holds regular meetings, with minutes and a record of attendance, attending such meetings may count toward 2 of the 3 meetings.)

2. To continue to be a Voting member, a person must continue to participate in the SPBNA including attending meetings regularly. IF a Voting member fails to attend at least 3 meetings in any twelve month period, they shall lose the right to vote, until they have again met the requirements of II.B.1.

C. Businesses

A business or non-profit organization may be a Voting Member through the attendance of its owners, officers, members or other representatives designated by the business. The requirements of Section II.B. may be met by a attendance of different representatives at different meetings. In order for the business to receive credit for attendance, the person must 'sign in' as the representative of the business. Although anyone associated with the business may participate, the business only gets one vote as a business. Each individual associated with businesses may also become a Voting Member under Section II.B.

SECTION III MEETINGS

A. There shall be an Annual meeting held as near as practical to the regular October monthly meeting date. Everyone with an interest in the neighborhood is welcome to attend. A report on the annual activities of the SPBNA shall be given.

B. In addition to the annual meeting, there shall be at least six addition ("Monthly") meetings each year of the SPBNA Members. These shall be scheduled at the first meeting of the calendar year. The secretary shall attempt to send meeting reminders to all known members approximately two days before each meeting. Failure of anyone to receive such reminder shall not invalidate the meeting.

C. A quorum for conducting business at Monthly meetings is 25% of Voting Members.

D. An Agenda for Monthly meetings shall be prepared and published by the President and Secretary at least 2 days before the meeting. Requests to be on the Agenda should be submitted ten days before the meeting, unless it is a matter arising after that deadline. There shall be an amount of time, determined by the Executive Committee, for other Items of business to be introduced from the floor at each meeting.

E. Special meetings of the SPBNA may be called by the Executive Committee or pursuant to a written request signed by 51% of the Voting Members. Such request shall state the time and location of such special meeting. Everyone on the mailing list shall be sent notice of any Special meeting by e-mail or other equivalent means at least 48 hours before such special meeting. More notice shall be given if practical.

F. If needed to determine a dispute, the current edition of Roberts Rules of Order shall govern process.

G. Minutes of all meetings shall be prepared and adopted at the next regular meeting. These shall be kept on file by the Secretary.

H. Proxy voting shall only be allowed if provision for such is announced in the Agenda for the meeting.

SECTION IV OFFICERS AND EXECUTIVE

A. The officers of the SPBNA shall be President, Vice-president, Secretary and Treasurer. These officers shall be known collectively as the Executive Committee.

B. The Board of Directors (under the Articles of Incorporation) Shall be the President, the Vice-President, the Secretary, the Treasurer and the immediate past President. Two 'at-large' Directors may also be elected by the SPBNA if desired. If the Past President chooses not to serve on the Board, the SPBNA may elect a third 'at-large' Director.

C. The Responsibilities of the Officers shall include:

1. President:

a. Shall be responsible for operating according to the Articles and Bylaws and see that the Association complies with applicable laws;

b. Shall prepare (with the Executive) an Agenda for each meeting, and chair the meeting;

c. Shall represent the SPBNA at official events, and city functions;

d. Shall assist Committee functions, including (in consultation with the Executive) naming persons to serve on committees as needed;

e. Shall generally oversee the business of the SPBNA; and

f. Shall serve as Chair of the Board of Directors.

2. Vice-President

a. Shall assist the President in the responsibilities in Section IV.C.1. and shall assume the duties of President when the President is absent, or delegates authority to the Vice-President;

b. Shall serve as liaison to currently active SPBNA Committees and/or projects;

c. Shall serve as Vice-Chair of the Board of Directors.

3. Secretary

a. Shall be responsible for maintaining all written records of the SPBNA, including minutes, agendas, notifications and correspondence;

b. Shall produce written communications as directed by the Executive or the SPBNA; and

c. Shall serve as the Secretary of the Board of Directors.

4. Treasurer

a. Shall keep all financial records of the SPBNA according to reasonable accounting standards;

b. Shall ensure that all local, state and federal business filings are done;

c. Shall prepare regular financial reports for the SPBNA meetings;

d. Shall be an authorized signer on, and keep records for, all bank accounts; and

e. Shall serve on the Board of Directors.

5. Executive Committee

a. Shall be composed of the President, Vice-President, Secretary, and Treasurer;

b. Shall be the entity authorized to enter into contracts;

c. Shall work with the Treasurer to prepare the annual budget; and

d. Shall, along with the immediate past President, (and any other Directors elected by the SPBNA) be the Board of Directors.

6. Board of Directors

a. Shall consist of the President, Vice-President, Secretary, Treasurer, the immediate Past President, and up to two other Directors if elected by the SPBNA under Section IV. C.

b. Shall perform duties as required by law or under the Articles of Incorporation.

D. Nominations, Elections and Terms of Office

1. The term of Office for each Office shall be two years, with new officers taking office on January 1 following their election. No officer may serve more than four consecutive terms in the same office. These provisions notwithstanding, officers may continue in office until they have been replaced by their successor.

2. The Office of President, Secretary, and one Director shall have terms beginning in even numbered years. The Vice-President, Treasurer, and one Director shall have terms beginning in odd numbered years.

3. When a vacancy is anticipated in any office, the nominating process shall begin at the first Monthly meeting after September 1. The September Agenda shall notify SPBNA members which positions are open for nominations. Nominations shall be received from the floor, or by email to the Secretary up to ten days before the Annual Meeting. Candidates must be Voting Members and agree to serve. A list of nominees shall be provided to the Annual Meeting under Section III. A.

4. Elections shall be held at the November Meeting, or, if there is not a quorum, at the next meeting at which there is a quorum. Elections shall be by secret ballot, unless there is only one Nominee. In which case, a motion may be made for an open vote. Election shall require a majority of the votes cast. If there is not a majority on the first ballot, there shall be a run-off between the top two candidates.

5. The secretary shall send notice to the SPBNA mailing list the list of officers each year within 20 days after the November Meeting, or the meeting at which officers are elected under Section IV.D.3.

E. Vacancies and Removal of Officers

1. Should an office become vacant for any reason outside the normal election process of Section IV.D. there shall be a special election at the earliest practical Monthly Meeting. The newly elected person shall serve out the term of the vacating Officer. If the vacancy occurs 60 days or less before a scheduled election for that Office, The Executive may appoint an interim to serve until the new Officer is elected. Such officer shall take office immediately upon election, and not wait until January.

2. An Officer may be removed from office for good cause.

a. If an Officer misses three consecutive regular monthly meetings without notifying the President or Secretary of their anticipated absence, they shall be summarily removed from office at the next monthly meeting.

b. A Voting Member may submit to any Board Member a written notice of a request for removal of any Officer, stating the cause for the action. A copy of the request shall be given to that Officer within 10 days. The Officer shall have thirty (30) days to respond to the rest of the Board, in writing. The rest of the Board shall look into the request and report their written recommendation to the Voting Members of the SPBNA within thirty (30) days of receiving the Officer's response. At the next monthly meeting this matter shall be dealt with as a separate part of the meeting which shall be open only to Voting Members of the SPBNA. For this portion of the meeting, a quorum shall be 60% of the Voting Members and an Officer may be removed by a majority vote of those present. No proxy votes shall be permitted in the vote on removal of an Officer. This process may be terminated at any time by unanimous agreement of the person(s) submitting the request, the Officer in question and the Executive Committee.

SECTION V COMMITTEES

A. The President and/or the Executive Committee may create committees as needed and appoint persons to serve on those committees. Persons other than Voting Members may serve on, and Chair such committees.

B. Regular reports of such committees shall be made to the SPBNA monthly meetings or to the Executive Committee. These should be in writing if practical.

SECTION VI ADOPTION AND AMENDMENTS

A. These Bylaws may be amended at a meeting of the Voting Members of the corporation for which notice of such proposal and the time and location of the meeting has been given at least 10 days in advance. For purposes of amending these Bylaws, a quorum shall consist of 60% of Voting Members. In order to be adopted, an amendment shall be approved by 60% of those Voting Members present and voting. As an alternative, the Board may adopt a process by which Amendments may be made

through an electronic or absentee ballot in which 60% of the Voting Members must agree to amend.

B. These bylaws as amended are approved and adopted by the Voting Members of the South Perry Business and Neighborhood Association at the regular Monthly meeting of _____, after due notice to all members.