

**BYLAWS  
of the  
SOUTH PERRY BUSINESS AND NEIGHBORHOOD ASSOCIATION**

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## SECTION I: NAME, ADDRESS, AND PURPOSE

### A. NAME OF THE ASSOCIATION

The name of the association shall be the South Perry Business and Neighborhood Association (SPBNA).<sup>1</sup>

### B. MAILING ADDRESS

The current mailing address of the SPBNA is PO Box 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 District. 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 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 between the residents and institutions in the area; and helping South Perry continue to be an attractive, healthy, and vibrant community in which to live, work, play, and worship.

## SECTION II: MEMBERS

### A. VOTING MEMBERSHIP ENCOURAGED

The SPBNA values the active participation of anyone who is interested in the vitality of the South Perry District. In furtherance of this value, we encourage residents and business owners to become voting members.

### B. VOTING MEMBERS

1. In order to become a voting member, a person shall **attend at least 3 meetings in a 6 month period**. If a committee holds regular meetings, with minutes and a record of attendance, attending such meetings may count toward 2 of the 3 meetings required for voting membership.
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 Section II.B.1. The Secretary will make notation in the minutes of each meeting the names of the

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<sup>1</sup> Previously, the association was the South Perry Business Association (SPBA), however every effort should be made to update that information to South Perry Business and Neighborhood Association.

individuals whose voting membership will lapse by their absence at the next scheduled meeting.

### C. BUSINESSES

A South Perry District business or non-profit organization may become 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 an 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. If the individual representing a business is also a Voting Member themselves, that person may only cast one vote.

## **SECTION III: MEETINGS**

### A. ANNUAL MEETINGS

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

### B. MONTHLY MEETINGS

In addition to the annual meeting, there shall be at least six additional ("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 seven-ten days and one-two days before each meeting. Failure of anyone to receive such reminder shall not invalidate the meeting. The monthly and annual meetings must be held at a venue that is open to the public.

### C. QUORUM

A quorum for conducting business at monthly meetings is 25% of voting members.

### D. AGENDAS

An agenda for monthly meetings shall be prepared and published by the President and Secretary at least two 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

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. RULES OF ORDER

If a question arises as to how to conduct a meeting, or if needed to determine a dispute, the current edition of Robert's Rules of Order shall govern process.

## G. MINUTES

Minutes of all meetings shall be prepared and adopted at the next regular meeting. These shall be kept on file by the Secretary in both digital and hard copy (paper) format.

## H. PROXY VOTING

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

# **SECTION IV: OFFICERS, EXECUTIVE COMMITTEE, AND BOARD OF DIRECTORS**

## A. OFFICERS

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

## B. BOARD OF DIRECTORS

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. RESPONSIBILITIES OF THE OFFICERS

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 Committee) 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 conjunction with the Executive Committee) 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; and
  - d. Shall represent the SPBNA at official events, and city functions when the President is unable to attend.

3. Secretary
  - a. Shall be responsible for maintaining all written records of the SPBNA, including minutes, agendas, notifications and correspondence, and keeping them in an organized fashion so that they may be easily found and accessed.
  - b. Shall ensure the website is updated with the current minutes and meeting agendas.
  - c. Shall ensure the creation and maintenance of the SPBNA Policy and Procedures guide, including information on all the accounts held by the SPBNA and how to access them.
  - d. Shall produce written communications as directed by the Executive or the SPBNA; and
  - e. 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. At Large Directors
  - a. Shall chair or co-chair a committee, as confirmed by the Executive Committee.
  - b. Shall serve on the Board of Directors.
6. 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.
7. 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 on January 1 in even numbered years. The Vice-President, Treasurer, and one Director shall have terms beginning on January 1 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 at the time of their election 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 Committee may appoint an interim to serve until the new Officer is elected, or the Executive Committee may choose to leave the position open until the election.
2. An Officer may be removed from office for good cause. In order to accomplish the business of the Association, Officers and Directors must regularly attend meetings.
  - a. If a board member has three unexcused absences *within a 12 month period*, they shall be removed from the board. The board member may be reinstated upon written request, attendance at the following monthly meeting and a majority vote of the board. Thereafter, a single unexcused absence during the remainder of the term may invoke this resignation process again without reinstatement options. Removal from office will not revoke regular voting privileges, provided the requirements of [Section II.B](#) are met.
  - b. If a Board Member is absent (excused or unexcused) for one third or more of the meetings of a 2-year term, the Officer shall not be eligible for reelection.
  - c. 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. CREATION OF COMMITTEES**

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. COMMITTEE REPORTS**

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.

1. Voting members serving as chair of a committee, or those scheduled to provide committee reports, are asked to provide advance notice to the President or Secretary if they are not able to attend an upcoming SPBNA meeting. Committee representatives should send a written report to the President or Secretary to be presented at the meeting in their absence.

## **SECTION VI: ADOPTION AND AMENDMENTS**

### **A. RULES FOR AMENDING BYLAWS**

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. The SPBNA bylaws should be reviewed in even years . Bylaw edits should be submitted at the February meeting of even numbered years and voted on at the March meeting. 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. APPROVAL OF BYLAWS**

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 January 2019, after due notice to all members.