

**BYLAWS
of the
SOUTH PERRY TOGETHER COLLECTIVE**

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SECTION I: NAME, ADDRESS, AND PURPOSE

A. NAME OF THE ASSOCIATION

The name of the association shall be South Perry Together Collective (hereinafter referred to as "SPT").

B. MAILING ADDRESS

The mailing address of SPT is PO Box 4322, Spokane WA 99220-0322.

C. GEOGRAPHIC AREA

The area covered by the South Perry Together Collective shall be centered on the South Perry business district and the surrounding neighborhood. Geographic boundaries shall remain flexible to allow participation by businesses, residents, property owners, and other community members who identify South Perry as the center of their business, neighborhood, or community life.

D. PURPOSE

The purpose of SPT is to strengthen the South Perry District and the surrounding community.

- We are community connectors. We bring residents, businesses, and institutions together to create a stronger, more connected district.
- We are proud stewards of place. We value and celebrate the diversity and creativity of our district and nurture its growth, visibility, and vibrancy.
- Together, we support and strengthen one another to create welcoming experiences that bring joy and positivity to enrich our community.

SECTION II: MEMBERS

SPT 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, property owners and business owners to become members.

A. INDIVIDUAL ELIGIBILITY

1. In order to become an individual 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 two of the three meetings required for membership.
2. To continue to be an individual member, a person must continue to participate in SPT including attending meetings regularly. If a member **fails to attend at least 3 meetings in any twelve month period**, they shall become inactive, until they have again met the requirements of Section II.A.1.

B. BUSINESS AND ORGANIZATION ELIGIBILITY

A South Perry District business or non-profit organization may become a member through the attendance at meetings of SPT of one or more of its owners, officers,

members or other representatives designated by the entity. This requirement may be met by attendance by 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 entity.

C. VOTING RIGHTS

Any individual, business or organization is entitled to no more than one vote on any issue brought to the membership for approval. No person may vote on an issue as both an individual member and a representative of a member organization.

SECTION III: MEETINGS

Meetings of the Members of SPT must be held at a venue that is open to the public.

A. ANNUAL MEETING

1. Purpose and Schedule: There shall be an Annual meeting held during the fourth quarter of the calendar year for the purpose of reporting on the annual activities of SPT, electing directors and transacting such business as may properly come before the meeting. Everyone with an interest in the South Perry District is welcome to attend.
2. Agenda: The President shall determine the agenda for the Annual Meeting. Requests to be included on the agenda shall be submitted to the President ten or more days prior to the meeting and will be accommodated at the discretion of the Board.

B. REGULAR MEETINGS

In addition to the annual meeting, there shall be meetings each year open to the community for the purpose of receiving updates on SPT activities and information about other events and initiatives pertinent to the South Perry community. These shall be scheduled by the first meeting of the calendar year. The Secretary shall attempt to send meeting notices to all known members approximately seven to ten days and one to two days before each meeting. Failure of any member to receive such notice shall not invalidate the meeting.

C. QUORUM

A quorum for conducting business at meetings shall be the lesser of 10 individual members and business or organization representatives, or 25% of members.

D. SPECIAL MEETINGS

Special meetings of SPT may be called by the Executive Committee or pursuant to a written request signed by 25% of the active members. Such request shall state the time, location and purpose of such special meeting. Active members 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.

E. RULES OF ORDER

If a question arises as to how to conduct a meeting, or if needed to determine a dispute, simplified rules of parliamentary procedure shall govern process.

F. MINUTES

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

G. PROXY VOTING

Proxy voting shall not be allowed.

SECTION IV: BOARD OF DIRECTORS

A. GENERAL POWERS

The affairs of the South Perry Together Collective shall be governed by a Board of Directors. Except for matters for which member voting is required, the Board shall have full power to govern the activities of SPT and assure that its mission is carried out.

B. NUMBER

The Board shall consist of no less than three and no more than nine Directors (the exact number to be determined by the Board), elected by the Members, and shall include the Officers of SPT in that number. The immediate past President may serve as one of the 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.

C. NOMINATIONS, ELECTIONS, AND TERM OF OFFICE

1. Unless a Director dies, resigns, or is removed, he or she shall hold office for a term of two years or until his or her successor is elected, whichever is later. Terms of Directors shall be staggered to the extent possible. New Directors shall be seated immediately upon election. Directors may serve four consecutive terms and may be eligible for re-election after a twelve (12) month absence from the Board.
2. Eligibility. Candidates must be Members at the time of their election and agree to serve.
3. Elections shall be held at the Annual 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 the seat is uncontested, in which case a motion may be made for an open vote. Election shall require a plurality of the votes cast. If there is not a plurality on the first ballot, there shall be a run-off between the tied candidates.

D. VACANCIES AND REMOVAL OF DIRECTORS

1. Vacancy. Should a Director seat become vacant for any reason outside the normal election process of Section IV.C. the Executive Committee may appoint

an interim to serve until the next election of Directors, or the Executive Committee may choose to leave the position open until the election.

2. 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 at a meeting of members at which a quorum is present. At a meeting of the Board, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

SECTION V: OFFICERS

A. NUMBER AND SELECTION

The officers of SPT shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall be known collectively as the Executive Committee. All Officers shall be elected annually by the Board and shall be chosen from among the Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

B. 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 SPT 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 SPT; and
 - f. Shall serve as Chair of the Board of Directors.
2. Vice-President
 - a. Shall assist the President in the responsibilities in Section V.B.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 SPT Committees and/or projects;
 - c. Shall serve as Vice-Chair of the Board of Directors; and
 - d. Shall represent SPT 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 SPT, including minutes, agendas, notifications and correspondence, 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 required meeting agendas.

- c. Shall ensure the creation and maintenance of SPT Policy and Procedures guide, including information on all the accounts held by SPT and how to access them.
 - d. Shall produce written communications as directed by the Executive Committee or SPT Board; and
 - e. Shall serve as the Secretary of the Board of Directors.
4. Treasurer
- a. Shall keep all financial records of SPT 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 SPT meetings;
 - d. Shall be an authorized signer on, and keep records for, all bank accounts.
5. Executive Committee
- a. Shall be composed of the President, Vice-President, Secretary, and Treasurer;
 - a. Shall be the entity authorized to enter into contracts;
 - b. Shall prepare the annual budget for Board approval.

C. VACANCIES AND REMOVAL OF OFFICERS

1. Vacancy: 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.
2. 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.

SECTION V: COMMITTEES

A. CREATION OF COMMITTEES

The President and/or the Executive Committee may create standing and temporary committees as needed and appoint persons to serve on those committees. Where practicable, standing committees will be chaired by a Director. Persons other than members may serve on such committees. Such committees shall serve in an advisory capacity to recommend actions to the Board. Committees may only act on behalf of SPT when expressly authorized by the Board or Executive Committee for a designated purpose.

B. COMMITTEE REPORTS

Regular reports of such committees shall be made to the SPT Board or to the Executive Committee. These should be in writing if practical.

SECTION VI: ADOPTION AND AMENDMENTS

A. RULES FOR AMENDING BYLAWS

The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors through a supermajority vote of the Directors.

Adopted by a vote of the South Perry Together Collective membership August 12, 2026.