

# BY-LAWS OF THE CENTRAL BALLARD RESIDENTS ASSOCIATION

Adopted October 10, 2013

## **ARTICLE A: NAME**

The name of this organization shall be the Central Ballard Residents Association, which shall be referred to as CBRA.

## **ARTICLE B: PURPOSE**

The Central Ballard Residents Association is formed for the purpose to continue to build a healthy, diverse, liveable, walkable, affordable, and safe, community for residents in central Ballard.

1. To define and establish appropriate action on concerns of the community, by providing a public forum for the discussion of pertinent issues.
2. To establish and maintain communication throughout the community relating to areas of concern and community action.
3. To publicize, support, propose, or oppose any action, public or private, that impacts Central Ballard residents and inform the appropriate public or private entities of the residents' concerns.
4. To serve as the voice of the Central Ballard when engaging with governmental, community and other organizations.
5. To join with other community organizations on issues of mutual concern.

## **ARTICLE C: GEOGRAPHICAL AREA**

The CBRA shall serve that area of the city of Seattle which is within the following boundaries:

65th St. NW on the North from 15th Ave NW to 28th St. NW;  
57th Ave. NW on the North from 28 St. NW to 32nd St. NW;  
15th Ave. NW on the East;  
Salmon Bay on the South;  
28th Ave. on the West from 57th St. NW to 65th St. NW; and  
32nd Ave. NW on the West from the shoreline to 57th St. NW.

## **ARTICLE D: MODE OF OPERATION**

The CBRA shall consist of members, meeting and voting in a public forum on issues within the scope of the CBRA's purpose. The CBRA shall be assisted by elected officers, hereinafter known as the Association Board, consisting of a President, Vice-President, Treasurer, and Secretary. Ad hoc committees or other advisory groups may be appointed (and later dissolved) by the Association Board to study issues of concern, and prepare reports for discussion and action by the CBRA as a whole. The Association Board may be expanded as needed by majority vote of the membership.

## **ARTICLE E: MEMBERSHIP**

1. Regular membership shall be open to all residents within the Central Ballard area as defined in Article C who are over the age of 18.

2. Associate membership shall be open to any individual who does not reside within the Central Ballard area as defined in Article C and any members under the age of 18. An associate member shall have the right to participate at general membership meetings and as a member of a committee. No other rights or privileges are granted to associate members without the express authorization of these bylaws.
3. General membership shall include those with either an associate or regular membership.
4. All members shall pay annual dues as follows:
  - \$10.00 individual;
  - \$5.00 seniors over 60; and
  - \$5.00 students.
5. Annual dues for CBRA will be reviewed on an annual basis by the Board of Directors. If a change in the price of a membership is deemed necessary, the Association Board will present the price to the members in a scheduled meeting and the change will be made on a majority vote by the members in attendance.

## **ARTICLE F: MEMBERSHIP PARTICIPATION**

### **1. VOTING**

- a. Voting rights are attained by attendance in two or more meetings in a twelve month period.
- b. Only regular members have the right to vote at regular membership meetings.
- c. Each individual regular member resident shall be afforded one vote.
- d. Voting by proxy is not permitted.
- e. Regular members shall sign the meeting's membership roster before voting on any issue or candidate.

### **2. MEETINGS**

- a. There will be a monthly membership meeting of CBRA held once a month for a minimum of ten months each year at a location chosen by the Association Board. Notification for each meeting shall be by email. The Association Board must notify the membership of any changes to meeting venue or time no less than seven (7) calendar days prior to the scheduled meeting. The time, place and purpose of each meeting shall be determined by the Association Board.
- b. The regular membership attending a CBRA meeting shall constitute a quorum provided proper advance notice was given.
- c. Special meetings of CBRA may be called by the Association Board for the purpose of providing a public forum on issues within the scope of the Association's purpose. Special meetings may be called by the President, a majority of the Association Board, or at least 5% of the regular members.

### **3. NOTICE**

- a. Official notice of Association Board, committee, and general and special membership meetings shall be provided to active members not less than seven days and not more than 45 days prior to the meeting. Publicity via the email listserv shall constitute official notice.

4. COMMITTEES

- a. Committees shall be designated and dissolved by a majority of the Association Board as needed to fulfill the objectives of CBRA. The size of the committee shall be determined by a majority of the Association Board.
- b. Membership on each committee and chair position shall be open to all general members in good standing and if more members wish to participate in a particular committee then designated positions, there shall be an election held at the next meeting of CBRA for regular positions on the committee.
- c. Committee Chairs shall be appointed by a majority vote of the Association Board.
- d. Committee Chairs shall organize activities, within the scope of their appointments, to assist CBRA in addressing pertinent issues.
- e. Each Committee Chair shall schedule committee meetings, as needed.
- f. Each Committee Chair shall provide each month an oral and written report of committee activities to CBRA at its regular membership meetings.
- g. Each Committee shall make recommendations for action to the Association Board. The Association Board shall be responsible for determining whether committee recommendations shall be presented for vote by the membership.

**ARTICLE G: ASSOCIATION BOARD - DUTIES AND FUNCTIONS**

The Association Board shall consist of the elected Officers (President, Vice-President, Secretary, and Treasurer) with duties and powers as outlined below:

1. ELECTIONS

- a. The elected Association Board members shall serve two-year terms, for a total of no more than two consecutive two-year terms. The terms shall be staggered, with two Association Board members elected each year, and the remaining two Association Board members elected the subsequent year.
- b. An election of the Association Board shall be held at the annual membership meeting of CBRA, beginning in 2012. The date of the annual membership meeting shall be set by the Association Board.
- c. Nominations shall be made by the Chair of the Nominating Committee at the annual membership meeting with the consent of the person nominated.
- d. In the event of a vacancy, the Association Board shall appoint a replacement to serve out the unexpired term.
- e. If a Association Board member is appointed to fill a vacancy or they serve an unexpired term, they may elect to run for that or any other Association Board position for two full two-year terms.

2. PRESIDENT

- a. The President shall preside at all meetings and serve as chief executive, coordinating all programs and business of the organization.
- b. The President shall prepare agendas for all meetings with Association Board input and approval.
- c. The President shall be an ex-officio member of all CBRA committees.
- d. The President shall provide a written update on all CBRA activities to the membership at least yearly.

e. The President shall transfer records at the end of their term.

3. VICE-PRESIDENT

a. The Vice-President shall assume the duties of the President during the absence or disability of the President, and shall carry out such other duties as the President or Association Board may direct from time to time.

b. The Vice-President shall serve as the President-elect if the President fails to complete their term on the Association Board.

c. The Vice-President shall maintain the integrity of and recommend improvements to the management of the membership list.

d. The Vice-President shall ensure the integrity of votes of the membership.

e. The Vice-President shall transfer records at the end of their term.

4. SECRETARY

a. The Secretary shall issue official notices for all CBRA meetings.

b. The Secretary shall record the minutes of each meeting.

c. The Secretary shall maintain permanent files of all minutes, unfinished business, correspondence and other records created in the conduct of the CBRA's business.

d. The Secretary shall transfer records at the end of the Secretary's term.

5. TREASURER

a. The Treasurer shall have joint custody with the President and Vice-President of all monies and securities of the Association, and shall keep regular books of account and transfer records at the end of the Treasurer's term.

b. The Treasurer shall maintain CBRA accounting records, and receive and disburse CBRA funds.

c. The President, Vice-President, Secretary or Treasurer shall be required to obtain prior approval from the Association Board before authorizing disbursement of funds.

d. The Treasurer shall be responsible for maintaining a CBRA checking account in a banking institution, where organization funds are accessible to authorized Association Board officers and shall ensure that current authorized Association Board officers are recognized by the banking institution as checking account cosigners.

e. The Treasurer shall transfer records at the end of their term.

**ARTICLE H: POWERS & RESPONSIBILITIES OF THE ASSOCIATION BOARD**

1. The Association Board shall consist of the President, Vice-President, Secretary, and Treasurer.

2. The management of all of the affairs, property, and interest of CBRA shall be vested in the Association Board, and all related decisions shall be approved by majority vote of the Association Board.

3. The Association Board shall meet, at least telephonically, at least ten times a year.

4. Two members of the Association Board shall be necessary to constitute a quorum for the transaction of Association Board business.

5. The Association Board may establish ad hoc committees from time to time to study and

- report on issues of concern for public discussion and action by the Association.
6. The Association Board may establish standing committees from time to time to deal with both internal CBRA business and a broader scope of purpose.
  7. The Association Board may authorize various surveys and questionnaires of the community to determine needs and issues.
  8. Association Board members with 3 consecutive absences from regular membership meetings may be removed from office by a majority vote of the remaining members of the Association Board.
  9. All officers are subject to removal for cause by a majority vote of the Association Board.
  10. Any Board member who has a direct financial interest in an issue before the Board and who stands to gain personally from Board action shall disclose his interest and disqualify him/herself from voting. Failure to disclose any possible conflict of interest shall be grounds for removal from office by a majority vote of the Board.

#### **ARTICLE I: POWERS OF THE ASSOCIATION**

1. The CBRA may by majority vote of regular members present and voting form a position to support, propose, or oppose any action, governmental or otherwise, on any issue within the scope of the purpose of the organization.
2. The CBRA shall elect by a majority vote of active CBRA regular members present and voting its Association Board.

#### **ARTICLE J: AMENDMENTS**

1. These By-Laws may be amended after such proposed amendments have been distributed for review to the CBRA membership at least thirty (30) calendar days prior to the scheduled regular membership meeting at which such proposed amendments are to be voted upon.
2. The By-Laws may be amended at such meetings of CBRA by a majority of the regular members voting, provided that one-half of the Association Board and not less than a quorum of the membership are present.

#### **ARTICLE K: POLITICAL ACTIVITY**

1. No member shall state a position on behalf of CBRA on any issue or candidate unless authorized by a majority vote of active CBRA regular members present and voting.

#### **ARTICLE L: FISCAL YEAR**

1. The fiscal year of the Association shall be set by resolution of the Association Board.
2. The initial fiscal year shall be January 1 to December 31.

#### **ARTICLE M: RULES OR ORDER**

1. The rules contained in Robert's Rules of Order Revised shall govern in all cases in which they are not inconsistent with the By-Laws.