

**BYLAWS  
OF THE  
SOUTH PARK NEIGHBORHOOD ASSOCIATION  
(SPNA)**

Adopted by the SPNA Membership: June 11, 2013

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**BYLAWS**  
**OF THE**  
**SOUTH PARK NEIGHBORHOOD ASSOCIATION (adopted June 11, 2013)**

**ARTICLE 1. NAME, MISSION AND PURPOSES, LOCATION,  
BOUNDARIES AND OFFICES**

**1.1 Name**

The name of the organization shall be the South Park Neighborhood Association, hereinafter known as SPNA or the South Park Neighborhood Association, a 501(c)3 non-profit corporation.

**1.2 Mission and Purposes**

**1.2.1 Mission**

To improve and enhance the South Park community by connecting neighbor to neighbor

**1.2.2 Purposes**

- Provide a venue for the community to discuss neighborhood concerns
- Build comraderie among neighbors
- Celebrate diversity of the South Park neighborhood
- Disseminate information about upcoming events
- Promote public safety/emergency preparedness and maintain a dialogue with police to address local issues
- Garner community support for activities or projects that improve South Park

- Cooperate with City, County, Port and South Park groups to report on current projects
- Work with City of Seattle Departments and other South Park groups to update South Park Neighborhood Plan and/or Action Agenda and to implement the South Park Urban Village

### **1.3 Location**

The South Park neighborhood is the location of SPNA's work. This neighborhood is roughly bounded by State Route 509, the Duwamish River and South 100th St.

### **1.4 Offices**

The principal office of the corporation shall be located at its current place of business (The South Park Neighborhood Center, 8201 10th Ave S, Suite 2, Seattle WA 98108-4449) or such other place(s) within the State of Washington as the Board of Directors ("Board") may designate.

## **ARTICLE 2 MEMBERSHIP**

### **2.1 Membership**

#### **2.1.1 General Membership**

Any person residing, working or owning property in the South Park neighborhood is eligible for membership in the SPNA.

#### **2.1.2 Voting Rights**

A member may claim voting status if recognized as active by attending two previous meetings or events in the last twelve months, or can provide documentation of volunteering, making donations, or constructively participating in discussions of neighborhood issues via social media.

#### **2.1.3 Amendments to Membership**

Membership classes, the manner of election or appointment of members, the qualifications and rights of each class of members, and dues for members may be established by amendment to the Articles of Incorporation or these Bylaws

#### **2.1.4 Membership roster**

A roster of members and contact information will be maintained by the SPNA.

### **2.2 Membership Meetings**

The membership meetings shall be held on second Tuesdays of the month.

### **2.3 Special meetings**

Special meetings of the membership may be called by or at the written request of the President or any three Directors or members.

### **2.4 Notice of Special Meetings**

#### **2.4.1 In Writing**

Notices in writing may be delivered via mail to a member at his or her address shown on the records of the corporation not less than 3 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

#### **2.4.2 Personal Communication**

Notice may be by personal communication to a member not less than 3 days before the meeting.

#### **2.4.3 Electronic Transmission**

Notices may be provided in an electronic transmission not less than 3 days before the meeting. Notice in an electronic transmission is effective only with respect to those members that have consented to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

#### **2.4.4 Posting Electronic Notice**

Notice may be provided to members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 3 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 2.4.4.

#### **2.5 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within the State of Washington as designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

#### **2.6 Quorum**

Ten (10) voting members of SPNA shall constitute a quorum.

#### **2.7 Standing or Temporary Committees**

##### **2.7.1 Establishment of Committees**

The membership, by resolution adopted by a majority of those in attendance at a membership meeting, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more members. Such committees shall have and exercise the authority of the membership, subject to such limitations as may be prescribed by the membership and by applicable Washington law except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any SPNA member, member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.



### **2.7.2 Committee Reports**

The Chairpersons of all committees shall be prepared to give a report at general membership meetings.

## **2.8 Representation to other groups**

### **2.8.1 SPARC**

SPNA will elect a representative to serve as a Director of the South Park Area Redevelopment Committee.

### **2.8.2 Greater Duwamish District Council**

SPNA should designate a representative to the Greater Duwamish District Council (GDDC) as called for by the Neighborhood Involvement Structure (representatives from Community Councils, local Chambers of Commerce, PTSAs, and Non-Profit Groups) as established by Seattle City Council Resolutions 27709, 28115, 28948m and 29015 and GDDC Bylaws.

### **2.8.3 Other representatives**

SPNA may also send representatives to other groups as may be determined.

## **ARTICLE 3 BOARD OF DIRECTORS**

### **3.1 General Powers**

The business and affairs of the corporation shall be managed by a Board of Directors.

### **3.2 Number**

The Board of Directors shall consist of Officers and Directors, the specific number to be set by the membership, with a minimum of 3. The number of Directors may be changed from time to time by resolution of the membership, provided that no

decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **3.3 Qualifications**

Directors shall be voting members of the SPNA. Directors may have such other qualifications as the membership may prescribe by amendment to these Bylaws.

### **3.4 Election of Directors**

A slate of candidates for Officers and Directors shall be placed in nomination at the May membership meeting. Officers and Directors shall be elected at the June membership meeting, shall be immediately installed, and serve until the next election by the membership.

### **3.5 Terms of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office for one year until the next annual election by the membership or until his or her successor is elected, whichever is later. Directors and Officers can be elected to successive terms of office, but any particular Office for no more than six years.

### **3.6 Regular Board Meetings**

The Board shall hold regular meetings on first Tuesdays of the month, at least quarterly, without other notice, to transact such business as may properly come before the Board. The Board shall develop agendas for the membership meetings.

### **3.7 Special Meetings**

Special meetings of the Board or the membership or any committee may be called by or at the written request of the President, or any 3 Directors or members. In the case of a committee meeting, the chair of the committee can call a special meeting.

### **3.8 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting

### **3.9 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within the State of Washington as designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.10 Notice of Special Meetings**

#### **3.10.1 In Writing**

Notices in writing may be delivered via mail to the Director at his or her address shown on the records of the corporation not less than 3 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

#### **3.10.2 Personal Communication**

Notice may be by personal communication with the Director not less than 3 days before the meeting.

#### **3.10.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted not less than 3 days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

#### **3.10.4 Posting Electronic Notice**

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the

electronic network not less than 3 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.10.4.

### **3.11 Waiver of Notice**

#### **3.11.1 Record**

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 the form of a record, including, without limitation, an electronic transmission from 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.

#### **3.11.2 By Attendance**

The attendance of a Director 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.

### **3.12 Quorum**

One-third of the number of Directors (but not fewer than two) fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.13 Manner of Acting**

The act of a quorum 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.

### **3.14 Presumption of Assent**

A Director 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 Director 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 a Director who voted in favor of such action.

### **3.15 Action by Board without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

### **3.16 Resignation**

Any Director may resign at any time by delivering written notice to the President 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.

### **3.17 Removal**

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the membership fixed by or in the manner provided by these Bylaws. One or more Directors may be removed from office, with cause, by the affirmative vote of a majority of the Board of Directors.

### **3.18 Vacancies**

A vacancy in the position of Director may be filled by an affirmative vote of the membership following a recommendation by the 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

### **3.19 Standing or Temporary Board Committees**

#### **3.19.1 Board appoints**

The Board may designate or appoint one or more standing or temporary committees, each of which shall consist of two or more members. Such committees shall report regularly at the Board meetings.

#### **3.19.2 Quorum; Manner of Acting**

A third of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **3.19.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. 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.

#### **3.19.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **3.20 Compensation**

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

## **ARTICLE 4 OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, a Secretary and a Treasurer, with a Vice President desired, and others as deemed necessary, each of whom shall be elected by the membership. Any officer may be assigned by the membership any additional title that the membership deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### **4.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the membership at a June meeting of the SPNA membership. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual election meeting of the membership or until his or her successor is elected.

#### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, Treasurer, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board or membership. 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/

#### **4.4 Removal**

Any officer elected or appointed by the membership may be removed by an affirmative vote of at least a majority of those members in attendance at a membership meeting 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, provided notice of such anticipated action has been given in writing to the Officer to be removed. Discussion of removal shall be heard and the vote of removal shall be cast at the next regular or special meeting.

#### **4.5 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 a vote of the membership for the unexpired portion of the term or for a new term established by the membership.

#### **4.6 President**

The President shall be the chief executive officer of the corporation and, subject to the membership's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside or designate another Officer to preside over meetings of the Board. The President when authorized by a plurality of the Board may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some

other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board or membership from time to time.

#### **4.7 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, the membership or by the Board.

#### **4.8 Secretary**

The Secretary shall, unless designated otherwise by the Board: (a) keep the minutes of meetings of the Board, the membership and any minutes which may be maintained by committees; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **4.9 Treasurer**

The Treasurer, unless designated otherwise by the Board, shall be responsible for tracking and maintaining all funds and securities of the corporation. The Treasurer is bound by the written fiscal policies of the corporation. The Treasurer shall report annually to the membership and to the Board as determined by the Board; ; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **4.10 Compensation**

The officers and other directors shall receive no compensation for their service as officers or directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.



## **ARTICLE 5 ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **5.1 Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **5.2 Loans or Extensions of Credit to Officers, Directors or Members**

No loans shall be made and no credit shall be extended by the corporation to its Officers, Directors or members.

### **5.3 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### **5.4 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select or by such fiscal agent as the Board may designate.

### **5.5 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Amendments and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its membership and Board and any minutes which may be maintained by committees; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

### **5.6 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31.

## **5.7 Rules of Procedure**

The rules of procedure at meetings of the membership, Board and committees 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 membership. A copy of the Roberts' Rules of Order will be maintained in the principal or registered office.

### **ARTICLE 6 AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the membership at a membership meeting fixed by or in the manner provided by these Bylaws.

Adopted by the SPNA Membership: June 11, 2013