

EASTGATE COMMUNITY ASSOCIATION BYLAWS

FINAL DRAFT – OCTOBER 2019

Article I. – Name

The name of this corporation shall be the Eastgate Community Association. All references herein to the “Association” shall apply to the Eastgate Community Association.

Article II. – Boundaries

The geographic boundaries of the Eastgate Community Association shall be as defined by the Neighborhood Areas Map of the City of Bellevue dated August 31, 2016 including any future updates or changes determined by the City of Bellevue.

Article III. – Purpose

The purpose of the Eastgate Community Association shall be to:

1. support projects and programs which promote the common good of our members;
2. inform, educate, and provide an open forum for the free discussion of all issues which affect our neighborhood and promote cooperative action;
3. build a better neighborhood by reducing and deterring crime;
4. develop a cleaner, safer, healthier neighborhood and improve the quality of life for all its residents;
5. assist with solving concerns which exist or arise within our boundaries; and
6. enable our members to work together to determine the needs of our neighborhood and fully utilize all available resources to respond to those needs.

Article IV. – Membership and Dues

Section 1.

Voting membership shall be open to any person who is at least 18 years of age who resides or owns property located within the boundaries described above, upon payment of the annual dues. Businesses and organizations operating within the same boundaries are eligible for non-voting membership. Eligibility is to be without regard to race, creed, color, or national origin.

Section 2.

The amount of annual dues shall be established by the Board and is not to exceed \$50 per household annually. Any funds raised by the Eastgate Community Association will be used exclusively for Association purposes. Unutilized earmarked donations shall be returned to the donor. Membership dues are non-refundable.

Section 3.

Each household or non-residential entity, upon payment of dues, shall have up to two (2) voting members. Voting by proxy shall not be permitted.

Section 4.

Each residential member of the Association is eligible to serve as an officer, director, or on any committee of the Association, to vote on matters as provided by the bylaws, and to attend any business or social functions of the Association.

Section 5.

The Board of Directors is responsible to maintain a current membership list of the Association which shall be open and available for inspection upon request from members. This list shall be comprised of persons and entities that qualify for membership who have enrolled as members by payment of dues.

Section 6.

The Association's fiscal year will run from January 1 through December 31.

Article V. – Board of Directors and Officers

Section 1.

The Board of Directors shall be composed of no fewer than five (5) and a maximum of seven (7) directors: four officers and one to three at-large directors. All directors are to be elected at the annual meeting of the Association, as described below. The directors shall be elected for one (1) year terms. The Board shall not have two (2) elected directors from the same household.

Section 2.

Each year the membership shall elect the following directors from its membership:

- President
- Vice President
- Secretary
- Treasurer
- One to three at-large directors

Section 3.

Directors and officers shall serve the term for which they are elected or until replaced.

Section 4.

Duties of the officers are as follows:

- **President**: The President shall preside at membership meetings of the Association and meetings of its Board of Directors. The President shall appoint a parliamentarian and invoke Robert's Rules of Order whenever he/she deems it necessary for any meeting. The President shall perform such other duties as may be prescribed by the Board of Directors. The President shall have the authority to represent the Association in its relations with other persons and organizations, except as otherwise provided herein.
- **Vice President**: The Vice-President shall act as the aide to the President and shall preside at meetings in the absence of the President.
- **Secretary**: The Secretary shall maintain accurate minutes of meetings of the membership and of the Board of Directors. The Secretary shall be the custodian of all official records of the

Association, including the membership list and perform such other duties as the Board of Directors may prescribe.

- **Treasurer:** The Treasurer shall have custody of all funds and shall keep a full and accurate account of all receipts, disbursements, and expenditures of the Association. The Treasurer shall present a financial report at each membership meeting of the Association and meetings of the Board of Directors. All checks written shall require two (2) signatures.

Section 4.1.

The Director-at-large position(s) shall not have specific duties unless otherwise asked by the President. They are expected to represent the Association and its members' best interests. Directors-at-large have the same voting rights as officers.

Section 5.

The Association or its Board of Directors shall not enter into any contract in the name of the Association, except as recommended by the Board and approved by the membership.

Section 6.

The business and affairs of the Association shall be managed by its Board of Directors. The directors shall in all cases act as a Board and may adopt such rules and regulations for the conduct of meetings and management of the Association as they may deem proper.

Section 7.

At any meeting of the Board of Directors, a simple majority shall constitute a quorum for the transaction of business.

Section 8.

The Board of Directors shall meet at least four (4) times each year.

Section 9.

Any director may be removed for cause by a majority vote of the members attending a membership meeting of the Association. A director may also be removed for missing three (3) consecutive board meetings.

Section 10.

In the event that a vacancy occurs in the Board of Directors, such vacancy shall be appointed by the President to fill the remainder of the term. If the President is the vacant position, the Board may elect a new President by a majority vote.

Section 11.

No director of the Association shall receive any form of compensation from any source in connection with the discharge of his/her duty as an Association director.

Section 12.

A meeting of the Board of Directors may be called at any time by the following:

- President or
- Majority of the Board of Directors

Section 13.

Directors shall not be personally liable for the debts, liabilities, or obligations of the Association by virtue of their membership in the Association.

Section 14.

To the full extent permitted by the Washington Nonprofit Corporation Act the Association shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the association or otherwise) by reason of the fact that he is or was a Director or officer of the association, or is or was serving at the request of the association as a Director or officer of another association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the association has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

Article VI. – Meetings

Section 1.

There shall be a minimum of one (1) meeting per year of the Association membership. The election of the Board of Directors and officers and the presentation of the annual reports shall be held at 6:30pm on the first Wednesday of May each year, unless otherwise determined by the directors and notice of the change is made to the members. Failure to hold the annual meeting at the designated time does not work a forfeiture or dissolution of the Association.

Section 2.

A meeting of the membership may be called at any time by any of the following:

- President
- Majority of the Board of Directors
- A petition signed by no less than the number of members required for a quorum.

Section 3.

Notice of any meeting of the membership or meeting of the Board of Directors shall be given in accordance with procedures established to assure reasonable and sufficient notice. Notice shall state the place, date and time of the meeting and the general purpose for which the meeting is held. Notice shall be given a minimum of twenty (20) calendar days prior to the meeting. Notice may be given via flyers, email, postcards, social media, and/or neighborhood newsletter.

Section 4.

One-third of the voting membership shall constitute a quorum for the transaction of all business of the Association.

Article VII. Committees

Section 1.

The Board of Directors may create and appoint committees with such authority and responsibilities as it deems necessary for the accomplishment of the purposes of the Association and may include the following: Communications, Public Safety, Community Events, and Neighborhood Advocacy.

Article VIII. – Parliamentary Authority

Section 1.

The conduct of business of the Association shall be governed by the rules contained in the current edition of Robert's Rules of Order Newly Revised.

Section 2.

Any internal dispute or any grievance against the Association or its Board of Directors shall be attempted to be resolved first through the Bellevue Neighborhood Mediation process.

Article IX. – Amendments to Bylaws

These bylaws may be amended at any duly convened Association membership meeting by a two-thirds vote of the members present, provided that notice of the proposed amendment shall have been provided to the membership sixty (60) days prior to the meeting at which the vote will be taken.

Article X. – Privacy

All information in the membership list of the Association is for the exclusive use of the Eastgate Community Association for the purpose as described in these bylaws or as approved by the Board of Directors. Furthermore, the information, in part or in whole, is not to be used for or in connection with the purpose of soliciting, promoting, or advertising any commercial, political, and/or professional enterprise.

Article XI. – Political Endorsements

The Association shall not endorse a political candidate or political position. The Association may monitor and act upon zoning and local community issues which affect the Eastgate area. Any member, including officers, directors and committee chairs, may, as an individual, support political candidates of their choosing.

Article XII. – Dissolution

This Association may be dissolved by the same procedure as that provided for amending the bylaws. All debts of the Association must be paid and provisions made for the responsible disposition of any assets.

These bylaws adopted this _____ day of _____, _____.

President: _____

Secretary: _____