

**BY-LAWS OF  
BELLA VISTA NEIGHBORHOOD ASSOCIATION  
(Non-Profit)**

**ARTICLE I - PURPOSE**

Bella Vista Neighborhood Association (hereafter referred to as "BVNA") is established for and dedicated to promote, preserve, enhance and protect the quality of life with the boundaries of the Bella Vista neighborhood. To that end, the BVNA endeavors to formulate and disseminate public positions on matters of neighborhood-wide significance which represent the views of the residents therein, and BVNA encourages and assists in the formation and management of neighborhood Crime Watch programs.

BVNA's actions shall foster resident participation in its purpose, above, without distinction or preference as to race, color, creed or sex.

**ARTICLE II - BOARD OF DIRECTORS**

**Section 1 - Membership**

A Board of not more than fifteen (15) nor less than nine (9) individuals elected as described in Article II, Section 2, shall serve as Directors. This Board of Directors ("Board") shall be the governing body of the BVNA and shall have and exercise for the Corporation all the powers of the Corporation. The Board, once elected, shall promptly elect from its ranks an Executive Committee comprised of a President, Vice-President, Secretary, and Treasurer.

**Section 2 - Selection**

All individuals and entities who reside or own real property within the boundary of the Bella Vista Neighborhood, as described in Article III, Section 1, below, shall be eligible for election to the Board of Directors. Individual candidates for Director shall be nominated by the sitting Board of the prior year at the annual general membership meeting. The Board may appoint and delegate the power of such nominations to a Nominating Committee created by the Board for that purpose. Any other candidate for Director may be nominated by any member in good standing, which shall include the power of a member to nominate oneself, at the annual general membership meeting, at which time the Directors shall be elected by a vote of the majority of those members present.

### Section 3 - Removals and Vacancies

Any Director may resign his or her office at any time, provided however, that such resignation must be declared in writing and will take effect from the time that declaration is delivered to the President or Secretary. The Executive Committee may declare the seat of any elected or selected Board member vacant if that member is absent from three consecutive meetings of the Board without cause deemed sufficient by the Committee. In the event of such a vacancy, the Executive Committee may fill the vacancy by selection of a qualified member and subsequent approval by a vote of not less than 2/3 of the sitting Board.

### Section 4 - Meetings

The Board of Directors shall regularly meet at least four times per year, and at least once per annual quarter. The time and place for each meeting shall be announced at each preceding meeting and at such other times and places as the President may direct. A quorum for the transaction of business shall consist of one half (50%) of the Board of Directors. The transaction of business at all meetings of the Board shall be in accordance with Roberts Rules of Order (Revised), which shall be interpreted as necessary by a Director designated by the President as Parliamentarian. A majority vote of those present at a duly called and constituted meeting shall control and bind the actions of the Board and Corporation. Any action so taken shall be deemed the action of the full Board. No Board member may vote by proxy.

Special meetings of the Board of Directors may be called by or at the request of any Executive Officer or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the Bella Vista neighborhood as the place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be given at least 72 hours previously thereto by written notice delivered personally to the residence of each Director at his or her address of record with the Secretary. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. A written waiver of notice of a meeting signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Meetings of the Board of Directors, or of any committee designated by the Board of Directors, may be held by means of conference telephone or similar

the boundary of the Bella Vista Neighborhood, described as follows:

SE Bella Vista Road and all streets intersecting or connecting to SE Bella Vista Road between SE McGillivray Blvd. to the North, SE Cascade Park Drive to the South, plus West on SE 28<sup>th</sup> Street to SE 138<sup>th</sup> Avenue (See map, attached)

The interest of each member shall be equal and no member can acquire any interest which will entitle it to a greater voice, vote, authority or interest in the BVNA than any other member.

## **Section 2 - Rights of Membership**

Every member in good standing shall be entitled to one vote at each general meeting of the membership, provided however, that in the event that a single parcel of real property is owned by more than one individual or entity or is owned as community property by husband and wife, each owner up to a maximum of two (2) votes per household shall be entitled to vote.

An annual meeting of the members shall be held during the month of September of each year at a time and place to be designated by the Board of Directors. Special meetings of members may be called by the President, or by the Secretary upon the written request of not less than five of the members.

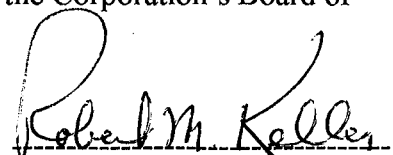
## **ARTICLE IV - DISTRIBUTION OF ASSETS AND DISSOLUTION**

Upon dissolution of the Corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for charitable, literary or educational purposes with the meaning of Section 501 © (3) of the Internal Revenue Code, as now in force or hereafter amended, as the Directors of the Corporation shall determine. Any assets not so distributed shall be distributed by the Superior Court of the State of Washington for Clark County to another organization to be used in such manner as in the judgment of such Court will best accomplish the general purpose for which the Corporation was organized.

## **ARTICLE V - AMENDMENTS OF BY-LAWS**

The By-Laws may be amended by a majority vote at any annual membership or special meeting of the BVNA members called for that purpose, but no amendment shall be effective unless at least 15 days notice of the nature of the proposed amendment shall be given by mail to all BVNA members prior to said meetings.

These by-laws were adopted as amended by resolution of the Corporation's Board of Directors as of the 15<sup>th</sup> day of April, 1997.

  
Secretary

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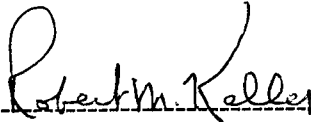
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Secretary