
BYLAWS

THE
BYLAWS
OF
ENATAI NEIGHBORHOOD ASSOCIATION
A WASHINGTON NONPROFIT CORPORATION

EFFECTIVE DATE: APRIL 24, 2006

**BYLAWS
OF
ENATAI NEIGHBORHOOD ASSOCIATION**

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ARTICLE I. OFFICES

The registered office of the Association shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

ARTICLE II. PURPOSES AND DISSOLUTION

2.1 Purposes. The purpose for which this Association is formed is to provide the Enatai community with an all-volunteer membership organization that will:

1. Promote the interests of its membership in preserving the unique residential and arboreal character and aesthetics of the Enatai community;
2. Establish and maintain an open line of communication and liaison between the Enatai neighborhoods, government agencies and other neighborhoods;
3. Represent the interests of its membership in meetings with government representatives, committees, agencies, and boards, regarding matters that concern the members or that may affect the Enatai community;
4. Provide an organized means by which the members may disseminate information, solicit member opinions and concerns with respect to matters that affect the Enatai community, and take such action as the members deem appropriate with regard to such issues; and
5. Engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that
 - (i) The Association shall not, in the nature of a planned community organization, create covenants, conditions and restrictions on the use of property held by its membership or common interest areas such as roadways, sidewalks, parks and trails;
 - (ii) The Association shall not purport to bind its membership to any other rules, regulations, policies or procedures adopted by the Association and involving members' use and enjoyment of private property or such common interest areas, or involving members' activities on their property, or the common interest areas;
 - (iii) The Association shall not require mandatory or automatic membership in the Association; and
 - (iv) The Association shall not have authority to make assessments against members, charge fees, sanction or otherwise penalize its membership.

2.2 Dissolution. The members may, at any time and for any reason, elect to dissolve the Association by the approval of the members representing two-thirds (2/3) of the votes entitled to be cast by the members physically present in person or represented by mail, by electronic transmission, or by proxy at any annual or special meeting at which a quorum is present.

ARTICLE III. BOUNDARIES, MEMBERSHIP AND VOTING

3.1 Membership Boundaries. The Association's membership boundaries shall be limited to the following geographic areas comprising a portion of the Enatai community of Bellevue,

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Washington, as may be amended from time to time by the Board of Directors in accordance with these Bylaws (the “*Association Boundaries*”):

All households located on the western side of Bellevue Way from the East, extending West to the households bordering Lake Washington, and running South to Enatai Beach Park (excluding Beaux Arts Village), and North to SE 16th Street.

These Association Boundaries are made for purposes of determining the territorial scope of the community comprising its membership; they are not intended to represent the extension of exclusive jurisdiction over the households in these areas with respect to membership in this Association or in any existing or future neighborhood association. Any member of this Association may concurrently hold membership in any other neighborhood association that exists now or that may be formed in the future.

3.2 *Membership Qualification.* All households within the Association Boundaries shall be eligible for membership for up to two adults per household regardless of the number of legal residents of that household.

3.3 *Admission of Members.* Eligible individuals that meet the membership qualifications shall be admitted into membership by delivering, in person, by mail or by email, a completed a membership application form to any director, or, if available, by submitting an online membership application form to the Association’s web site .

3.4 *Membership Fees.* All membership fees and dues shall be made on a voluntary basis and shall be used exclusively for Association purposes.

3.5 *Membership Voting.* Each member shall be entitled to one vote on all matters submitted to a vote of the Association's members. Each member entitled to vote at an election of directors may cast one vote for as many persons as there are directors to be elected.

3.6 *Membership Book.* The Association shall keep a membership book, in printed or electronic form, containing the name, postal and email addresses of each member.

3.7 *Non-transferability.* Memberships shall not be transferable and may not be assigned by a member in any circumstances, including without limitation, in a sale or lease of a member home.

3.8 *Non-liability of Members.* Members shall not be personally liable for the debts, liabilities, or obligations of the Association by virtue of their membership in the Association.

3.9 *Termination of Membership.* A member may at any time terminate his or her membership in the Association by giving notice to the President in any manner.

ARTICLE IV. MEMBERS' MEETINGS

4.1 *Meeting Place.* All meetings of the members shall be held at the registered office of the Association, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

4.2 *Annual Meeting Time.* The annual meeting of the members for the purpose of electing Directors and transacting such other business as may properly come before the meeting, shall be held each year on the third Friday of April, at the hour of 6:00 P.M., unless otherwise determined by the Directors and notice of the change is made to the members in accordance these Bylaws. Failure

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to hold the annual meeting at the designated time does not work a forfeiture or dissolution of the Association.

4.3 Annual Meeting--Order of Business. At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) All other business

4.4 Special Meetings. Special meetings of the members for any purpose may be called at any time by the President, the Board of Directors, or by members having one-tenth (1/10) of the votes entitled to be cast at the meeting.. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting.

4.5 Notice of Meetings.

(a) General. Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by these Bylaws.

(b) Tangible Medium. If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.

(c) Electronic Transmission. If notice is provided in an electronic transmission, it must satisfy the requirements of Article VIII, Section 2.

4.6 Waiver of Notice. A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

4.7 Voting.

(a) General. The vote of a majority of the votes entitled to be cast by the members physically present in person or represented by mail, by electronic transmission, or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles

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of Incorporation or these Bylaws. A member may vote in person, by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

(b) On Proposals and Elections. Votes for any proposal brought before the members or to elect directors may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

(c) Election by Electronic Transmission. An election of directors may be conducted by electronic transmission if the Association has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

4.8 **Quorum**. One-quarter (1/4) of the members entitled to vote at a meeting in person, by mail, by electronic transmission, or by proxy shall be necessary and sufficient to constitute a quorum for the transaction of business. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

ARTICLE V. BOARD OF DIRECTORS

5.1 **Number and Powers**. The management of all the affairs, property, and interests of the Association shall be vested in a Board of Directors consisting of nine (9) persons. Directors must be members. At each annual meeting after the initial annual meeting, directors shall be elected for a term of one year to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the Association. A director shall perform the duties of a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

5.2 **Change of Number**. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

5.3 **Vacancies**. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

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5.4 **Regular Meetings.** Regular meetings of the Board of Directors may be held at the registered office of the Association or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors. By resolution, the Board may specify the date, time and place for the holding of regular meetings without notice other than as provided in such resolution.

5.5 **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the registered office of the Association or at such other place or places as the directors may from time to time designate.

5.6 **Notice.** Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 5.4) shall be given to each director by three (3) days' prior service of the same in compliance with Article VIII of these Bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated by the Board of Directors, need be specified in the notice or waiver of notice of such meeting.

5.7 **Quorum.** A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

5.8 **Waiver of Notice.** Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

5.9 **Registering Dissent.** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director's dissent or abstention shall be entered in the minutes of the meeting or unless the director shall deliver his or her dissent or abstention to such action to the person acting as the secretary of the meeting immediately after the adjournment thereof, or shall deliver such dissent or abstention to the secretary of the Association immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

5.10 **Committees.** The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Association other than in the ordinary course of

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business; authorizing the voluntary dissolution of the Association or adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

5.11 **Remuneration.** No stated salary shall be paid directors, as such, for their service; provided, that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

5.12 **Loans.** No loans shall be made by the Association to any director.

5.13 **Removal.** Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights with regard to the election of any director represented in person, by mail, by electronic transmission, or by proxy at a meeting of members at which a quorum is present.

5.14 **Action by Directors without a Meeting.** Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

ARTICLE VI. OFFICERS

6.1 **Designations.** The officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 **The President.** The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Association, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

6.3 **Vice Presidents.** During the absence or disability of the President, any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

6.4 **Secretary.** The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

6.5 **Treasurer.** The Treasurer shall have the custody of all monies and securities of the Association and shall keep regular books of account. The Treasurer shall disburse the funds of the

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Association in payment of the just demands against the Association or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Association. The Treasurer shall perform such other duties as are incident to the office or, are properly required by the Board of Directors.

6.6 **Delegation.** If any officer of the Association is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

6.7 **Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

6.8 **Other Officers.** The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

6.9 **Loans.** No loan shall be made by the Association to any officer.

6.10 **Term--Removal.** The officers of the Association shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII. DEPOSITORIES

The monies of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VIII. NOTICES

8.1 **General.** Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail, including email that complies with 8.2 of this Article. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Association, postage prepaid.

8.2 **Electronic Transmissions.** A notice to be provided by electronic transmission must be electronically transmitted. Notice to members and directors in an electronic transmission that otherwise complies with the requirements of this Article is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices. Notice to members and directors include material that these Bylaws require or permit to accompany the notice. A member or director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Association in the form

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of a record. The consent of any member or director is revoked if the Association is unable to electronically transmit two consecutive notices given by the Association in accordance with the consent, and this inability becomes known to the secretary of the Association or other person responsible for giving the notice. The inadvertent failure by the Association to treat this inability as a revocation does not invalidate any meeting or other action. Notice to members or directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE IX. SEAL

The corporate seal of the Association, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Association.

ARTICLE X. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

The Association shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as an officer, employee, or agent of another Association, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XI. BOOKS AND RECORDS; FISCAL YEAR

11.1 ***Books and Records.*** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

11.2 ***Fiscal Year.*** The fiscal and administrative year for the Association shall be from April 1 through the last day of March.

ARTICLE XII. AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this Association; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of members unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the members present at a meeting duly convened in accordance with these Bylaws.

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ARTICLE XIII. ROBERTS RULES OF ORDER

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority for all matters or procedures not specifically covered by these Bylaws.

Adopted by resolution of the Association's Board of Directors on _____.

Secretary