



# Juanita Neighborhood Association Organizational Bylaws

(Adopted May 26, 2025)



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## Article 1 - Name

The name of this corporation shall be “Juanita Neighborhood Association,” hereinafter referred to as “JNA.”

## Article 2 - Purposes

The JNA is formed as a nonprofit for civic and educational purposes, and may engage in any and all lawful activities and such purposes as from time to time are determined by the Board of Directors and as allowed by the Washington Nonprofit Corporation Act, Chapter 24.03 RCW (Act) as presently enacted or hereafter amended, and as consistent with the exemption requirements as set forth in Section 501(c)(4) of the Internal Revenue Code of 1986, as presently enacted or hereafter amended (Code).

JNA is formed specifically:

1. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies, and other neighborhoods.
2. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

## Article 3 - Membership

### *3.1 - Classes of Members*

The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws. The corporation shall have members meeting the definition of “members” in RCW 24.03A.010(45).

### *3.2 - Qualifications of Membership*

Membership in JNA shall be open to all residents, property owners, business licensees, and representatives of nonprofit organizations located within the neighborhood of Juanita in the City of Kirkland, or within five (5) blocks of the neighborhood boundary within city limits. Post office boxes shall not constitute sufficient evidence of location within the Juanita boundaries.



### *3.3 - Voting Rights*

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Each member entitled to vote at an election of the Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

## **Article 4 - Meetings**

### *4.1 - Annual Meeting*

The annual meeting of the Board shall be held on the second Monday of May in each year at a time established by the Board for the purposes of electing directors and officers and transacting business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### *4.2 - General Meetings*

General meetings of the membership shall be held on the second Monday of January, March, September, and November in each year. This schedule is open to amendment by majority vote of those present at a meeting of the board of directors. In no case shall there be less than one general membership meeting yearly.

### *4.3 - Board Meetings*

Meetings of the board shall occur on the last Monday of every month in each year. This schedule is open to amendment by majority vote of those present at a meeting of the board of directors. In no case shall there be less than one board meeting per quarter.

### *4.4 - Special Meetings*

A majority of the board or twenty-five (25) members may call special meetings of the members for any purpose.

### *4.5 - Notice of Meetings*

Notice for annual, general, and special meetings shall require at least ten (10) calendar days advance notice via the JNA email distribution list. Notice for board meetings shall require at least ten (10) calendar days advance notice via email to board members. The notice shall state the date, place, and time for the meeting, and shall provide information on the business and transactions to be discussed at the meeting.



#### *4.6 - Place of Meetings*

Annual, general, board, and special meetings may be conducted in whole or in part by any means of remote communication, including but not limited to telephone, video conference, or other electronic platforms, provided that all participants can hear each other and participate in real-time. Participation in a meeting by such means shall constitute presence in person at the meeting.

#### *4.7 - Attendance at Meetings*

Annual, general, and special meetings are open to any person; however, only those eligible for membership are entitled to vote. Board meetings are open to any person; however, the Board may enter into executive session, during which member or public attendance is not permitted, to discuss confidential or sensitive matters.

#### *4.8 - Quorum*

10 of the members, at least three of whom must be Board Directors, entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. Quorum for board meetings shall require that a majority of board members are in attendance.

#### *4.9 - Manner of Acting*

The vote of a majority of the votes entitled to be cast by the members represented in person 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 of Incorporation, or these Bylaws.

#### *4.10 - Proxies*

A member may vote by proxy executed in writing by the member or by his or her attorney in fact. Such proxy shall be filed with the Secretary of the JNA before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof. One person may only serve as the proxy for three other members.

### **Article 5 - Board of Directors**

#### *5.1 - General Powers*

The affairs of the JNA shall be managed by a Board of Directors.



### *5.2 - Number*

The Board shall consist of not less than three (3) nor more than fifteen (15) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### *5.3 - Qualifications*

Directors shall be members of the corporation. Directors may have such other qualifications as prescribed by amendment to these bylaws.

### *5.4 - Election of Directors*

Directors shall be elected at the annual meeting of the Board in such manner as the Board of Directors shall determine.

### *5.5 - Term of Office*

Unless a Director dies, resigns, or is removed, they shall hold office for a term of one year.

### *5.6 - Resignation*

A director may resign at any time by delivering written notice to the Board of 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.

### *5.7 - Removal*

By a two-thirds (2/3) vote of all Directors then in office, the Board may remove from office any member of the Board who violates the terms of these by-laws, who violates explicit instructions of the Board for the conduct of the business of the JNA, or who acts publicly or privately to obstruct or thwart the objectives of the JNA. At least ten (10) days' notice of the proposed vote for removal will be given to the Board and to the specific Director being proposed for removal, who shall have the opportunity to be heard prior to the vote. Any Director that resigns or is removed shall also be deemed to resign or be removed from any office or position as committee chair or committee member. By a two-thirds (2/3) vote all directors then in office, the Board may remove any Director who has been absent without valid justification from half or more of the scheduled regular meetings of the Board during the Director's term of service, provided that: (a) such Director has been given at least ten (10) days' written notice of the proposed action; and (b)



such Director has been given an invitation to respond in writing or in person if the Director wishes to oppose the removal or otherwise explain the reasons for his or her absences.

#### *5.8 - Vacancies*

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of their predecessor in office.

#### *5.9 - Board Committees*

The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of three or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the JNA, subject to the limitations as may be prescribed by the Board, except that no committee shall have the authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any 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. A majority of the number of members of 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. Any member of any committee may resign at any time by delivering written notice thereof to the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. 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.

#### *5.10 - Compensation*

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



#### *5.11 - Actions by Written or Electronic Consent*

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all Directors participate in such action, with a written or electronic record demonstrating majority approval filed with the minutes of the next scheduled meeting of the Board. The Board shall undertake reasonable efforts to minimize the circumstances where votes occur by written or electronic record. Such action by written or electronic consent shall have the same force and effect as a unanimous vote of the Board and may be recorded as such.

#### *5.12 - Representing the Organization*

No Director shall take or make public any resolution, or reveal their membership in the organization or position on the Board in such a way as to lead any third party to believe that any statement for the public record (either orally or in writing) is made under the authority of and with the approval of the organization, or in any way commits the organization to a particular position on a question of public policy or of general public interest, or commits the organization to any contractual or legal obligation without having first received specific written approval of the Board of Directors. Nor shall any Director, or the organization itself, state or imply that any action taken by the organization or any policy or particular statement of the organization is endorsed by every member of the Board or any specific member(s) of the Board, except with the specific approval of the Board of Directors. Board members may, however, identify themselves as board members when speaking in a personal capacity, as long as they clarify that they are not speaking on behalf of the JNA.

### **Article 6 - Officers**

#### *6.1 - Number and Qualifications*

The officers of the JNA shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

#### *6.2 - Election and Term of Office*

The officers of the JNA shall be elected by the members at the annual meeting. Unless an officer dies, resigns, or is removed from office, they shall hold office until the next annual meeting of the Board.





### *6.3 - Resignation*

An Officer may resign at any time by delivering written notice to the Board of 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.

### *6.4 - Removal*

An Officer may be removed by a majority vote of Directors then in office based on a determination that removal would be in the best interests of the JNA.

### *6.5 - 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 the Board for the unexpired portion of the term or for a new term established by the Board.

### *6.6 - Chair*

The Chair shall serve as the chief governance officer of the JNA, and shall develop agendas for Board meetings, shall preside at all meetings of the Board, shall serve as the chief spokesperson for the Board, and shall exercise and perform such other powers and duties as may be necessary to ensure the Board's fulfillment of its fiduciary duties and the objectives and aspirations for the organization, or as prescribed by the Board of Directors in these by-laws, in its governing policies, and in its resolutions.

### *6.7 - Vice Chair*

The Vice Chair shall assume the duties of the Chair when the Chair is unable to act and until the Board fills the vacancy or the Chair resumes his or her duties. In the absence of the Chair and the Vice Chair from a duly called meeting of the Board, the Directors present shall elect a chairperson pro tem. The Vice Chair shall perform such other duties as may from time to time be assigned to them by the Chair or the Board.

### *6.8 - Secretary*

The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian or ensure the safe custody of the corporate records of the Corporation; (d) keep records of the post office and email address of each Director and each 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 the Secretary by the Chair or the Board.

#### *6.9 - Treasurer*

The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request 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 Chair or the Board.

### **Article 7 - Administrative Provisions**

#### *7.1 - 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. No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

#### *7.2 - 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.

#### *7.3 - Books and Records*

The corporation shall keep copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.



#### *7.4 - Accounting Year*

The accounting year of the JNA shall be the twelve months ending December 31.

#### *7.5 - Rules of Procedure*

The rules of procedure at meetings of the Board and committees of the Board 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 Board.

### **Article 8 - Protection of Exempt Status**

#### *8.1 - Prohibition on Private Inurement*

No member, Director, Officer or employee, or any person connected with the JNA, or any other private individual, shall receive at any time any of the net earnings, loans, or pecuniary profit from the operations of the JNA, provided that this provision shall not prevent the payment to any such person of such reasonable compensation for specific services rendered to or for the benefit of the JNA in effecting any of its purposes. No person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of JNA.

#### *8.2 - Exempt Activities*

Notwithstanding any other provision of these Bylaws, no member, Director, Officer, employee or representative of JNA shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(4) of the Code (or the corresponding provision of any future United States Internal Revenue law) and its regulations as they now exist or as they may hereafter be amended.

### **Article 9 - Amendments**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of those members present at a general membership meeting of the JNA in which notice of the meeting included notice that Bylaws amendments would be considered.

The foregoing Bylaws were adopted by the JNA at a meeting held on May 26, 2025 at which a quorum was present.

Alexia Brown  
Secretary