



**BYLAWS**

**FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY  
STATUTE OR ITS ARTICLES OF INCORPORATION OF**

**ENTERPRISE-PARADISE POINT NEIGHBORHOOD ASSOCIATION,  
A Washington Nonprofit Public Benefit Corporation**

**ARTICLE I - OFFICES**

**SECTION 1. PRINCIPAL OFFICE.**

- (a.) The Corporation's principal office is fixed and located at 2600 N.W. 329<sup>th</sup> Street, Ridgefield, Washington 98642.
- (b.) The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another by noting the changed address and the effective date of the change below. Such changes of address shall not be deemed an amendment of these Bylaws. However, under no circumstances shall the Corporation's principal office be located outside the limits of Clark County.

\_\_\_\_\_ Date \_\_\_\_\_, 19\_\_

\_\_\_\_\_ Date \_\_\_\_\_, 19\_\_

**ARTICLE II - PURPOSES**

**SECTION 1. PURPOSES**

The purpose of this Corporation is to give a voice to local residents in planning for the future of the area in order to preserve the quality of the environment and/or lifestyle and to inform public officials and policy-making bodies about the opinions on such issues, and also to educate the citizens of the area about issues that have a potential to affect the quality of their environments and/or lifestyles.

**ARTICLE III - MEMBERSHIP**

**SECTION 1. MEMBERSHIP**

The Corporation membership shall be residents of the areas historically known as Enterprise, Pekin Ferry, North Pioneer, as well as those residents who reside in the approximate geographic boundaries of the Burlington-Northern railroad to the west, 289<sup>th</sup> Street to the south, Northwest Timmen Road to the east, and the East Fork Lewis River to the north.

**SECTION 2. FEES, DUES, AND ASSESSMENTS**

Donations, subscriptions, contributions, or grants will be accepted by the Corporation. No mandatory dues will be levied on the membership.

**SECTION 3 – NUMBER OF MEMBERS**

There is no limit on the number of members of the Corporation.

**SECTION 4. - VOTING RIGHTS OF MEMBERS**

- (a) Each member is entitled to vote on each matter submitted to a vote of the members.

- (b) All votes of the membership will be determined by a simple majority unless a greater proportion is required by applicable law, the Articles of Incorporation of the Corporation, or these Bylaws.
- (c) Members have a right to vote either in person or by a written proxy.
- (d) Votes of the membership may be held at annual or special meetings or by mail, as determined by the Board.
- (e) A quorum for a meeting of the membership will consist of a majority of the members of the Corporation.
- (f) An annual meeting of the membership will be held at a place and time determined by the Board.
- (g) Special meetings of the membership may be held as determined by the Board, or may be called by petition of one-third (1/3) or more of the members.

#### **ARTICLE IV. - DIRECTORS**

##### SECTION 1. NUMBER

This Corporation shall have not less than four (4) nor more than twelve (12) Directors, who shall collectively be known as the Board of Directors, throughout the life of the Corporation. The exact number of Directors shall be fixed, within the limits specified above, from time to time by amendment of these Bylaws the number of Directors can be changed. No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

##### SECTION 2. POWERS

Subject to limitations of law, the Articles and these Bylaws, and except where powers are expressly reserved to the membership, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

##### SECTION 3. SELECTION AND TERM OF OFFICE

- (a) Election of Directors will be vote of the membership.
- (b) All votes of the members shall be decided by a majority of the members present.
- (c) Each Director shall hold office until the next annual meeting of the membership, and until his or her successor is elected.

##### SECTION 5. BOARD ACTIONS

- (a) All votes of the Board will be determined by simple majority of the Directors voting, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.
- (b) Each Director shall have the right to designate an alternate representative for any meeting, which representative may cast that Director's vote by proxy, or to vote by written proxy given to any other Director.
- (c) A quorum for purposes of a meeting of the Board will consist of a majority of the Directors present or voting by proxy.

#### **ARTICLE V - OFFICERS**

##### SECTION 1. NUMBER OF OFFICERS

The Officers of this Corporation shall be a Chair, Vice Chair and Secretary/Treasurer or a Secretary and Treasurer. No person may hold more than one office at any given time.

##### SECTION 2. SELECTION OF OFFICERS

The Board shall elect the Officers of the Corporation from among the Directors and the membership at large as long as the Chairman remains the Chief Officer.

### SECTION 3. TERM OF OFFICE

Each Officer shall serve for one (1) year or until he or she resigns or is removed by a vote of the Directors or of the membership or ceases to be a Director. There is no limitation on the number of terms of office any person may serve.

### SECTION 4. DUTIES OF CHAIR

The Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the Officers. The Chair shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be prescribed from time to time by the Board or by a vote of the membership. The Chair shall serve as the chief spokesperson for the Corporation; other persons may represent themselves as spokespersons for the Corporation only with the express permission and delegation of the Chair or the Board. The Chair shall preside at all meetings of the Board and of the membership.

### SECTION 6. DUTIES OF SECRETARY/TREASURER

The Secretary/Treasurer shall:

- (a) certify and keep the original, or a copy, of these Bylaws as amended to date
- (b) keep a book of minutes of the annual meetings and such other meetings of the membership or of the Board as shall be required by law or directed by the Board
- (c) provide notice of the annual and any special meetings of the membership to all members
- (d) maintain a membership book containing the name and address of each member
- (e) be custodian of the records and the seal of the Corporation
- (f) have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board
- (g) maintain adequate and correct financial records
- (h) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports
- (i) in general, perform all duties incident to the Office of Secretary/Treasurer and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned from time to time by the Board or delegated by the Chair.

(If office of Secretary/Treasurer is separated out, Secretary will be responsible for Section 6 (a)-(e) and (i) and Treasurer will be responsible for (f)-(i.))

### **ARTICLE VI - COMMITTEES**

The Board or the chair may designate and appoint any committees deemed necessary.

### **ARTICLE VII - FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1 to December 31 in each year.

### **ARTICLE VIII - AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by majority vote of the membership.