

HILLYARD FESTIVAL ASSOCIATION

BYLAWS

ARTICLE I – NAME

The name of this organization shall be the HILLYARD FESTIVAL ASSOCIATION.

ARTICLE II – LOCATION

The location of the principal place of business of this association shall be at such place within the Hillyard Neighborhood, as shall be determined from time to time by the Board of Directors of the Association.

ARTICLE III – CHARACTER

This association shall be and remain a nonprofit, non-partisan, and non-sectarian organization under the laws of the state of Washington, and all of its funds and efforts shall be devoted to its mission and objectives.

ARTICLE IV – MISSION and OBJECTIVES

- SECTION 1. The mission and objectives of the Hillyard Festival Association is to raise funds to promote the Hillyard neighborhood, raise community awareness and citizen involvement, help promote community improvement and the welfare, development and goodwill of the residents, businesses and organizations in the Hillyard Neighborhood.
- SECTION 2. This shall be done annually by staging community celebrations, which shall be known as the Hillyard Festival and ChalkArtWalk, and through other fund raising activities. ChalkArtWalk shall be held the first Saturday of June and the Hillyard Festival shall be held the first weekend of August.

ARTICLE V – MEMBERSHIP

- SECTION 1. Anyone of 16 years or more who: belongs to a Hillyard organization, owns a property or business, resides, is employed, or has interest in the Hillyard neighborhood shall be eligible for, and become a voting member upon attending a third consecutive General meeting. The Executive Board may, by a 2/3 vote, waive attendance requirements or may deny membership to any entity with a known agenda contrary to, antagonistic towards, or deemed to be inappropriate to the Mission and Purposes of the Hillyard Festival Association.
- SECTION 2. Sponsoring Member: Those firms, organizations, corporations and others who contribute financially or materially to The Hillyard Festival Association. Sponsoring members may address the General membership but shall have no vote in the affairs of the Association. Persons associated with Sponsoring Members may have a vote pending fulfillment of the requirements set forth in Section 1.
- SECTION 3. No member shall receive any shares of stock in this Association nor have or hold, any ownership in the assets, records and/or un-sold memorabilia purchased by and/or for the Association by reason of such membership.

ARTICLE VI – OFFICERS

- SECTION 1. The minimum number of elected officers of this association shall consist of a Chairperson, Vice Chair, Treasurer and Secretary and shall constitute the Executive Board.
- SECTION 2. The Appointed officers of the association shall consist of any Chair or Vice Chair of the various committees.
- SECTION 3. Appointed officers and Executive Board members combined shall constitute the Board of Directors.
- SECTION 4. Any member of the Board of Directors, to include the Executive Board officers, may be removed from office for two consecutive unexcused absences from board meetings; if they miss three general meetings during the year, or by a 2/3 vote of the Board of Directors. Prior notification to the Chairperson (or Vice chair if acting in the capacity of Chair), by mail, telephone, electronic media or in person shall constitute an excused absence.

ARTICLE VII – ELECTIONS

- SECTION 1. Anyone who is an active member of the Association may nominate or vote in the annual election of officers.
- SECTION 2. To be eligible for office, a person must be an active member of this organization, have met membership qualifications and attended general meetings for no less than three consecutive months.
- SECTION 3. The term of office of the Executive Board shall be from October 1st through September 30th of the following year. Elections of the Executive Board shall be held yearly during the September general meeting. Any active member may make nominations to positions on the Executive Board during the General meeting prior to elections.
- SECTION 4. A simple majority vote by members present at the annual meeting in September shall suffice for election to any executive office if there are two or fewer candidates; a plurality vote if there are three or more candidates. Voting will be by secret ballot if there is more than one candidate. Ballots shall be counted by the Secretary and verified by a member at large who shall be selected by the voting membership immediately prior to the election. The ballots shall then be sealed into an envelope and maintained by the Secretary for a period of 60 days after the election and then be destroyed.
- SECTION 5. Executive Board officers may serve no more than two consecutive terms in the same office, unless no other member is eligible or willing to run, and they receive a 3/4 super majority vote.
- SECTION 6. In the event an Executive Board officer is unable to fulfill his/her term of office, fails to meet the attendance requirements, or is removed from office, the Board of Directors shall appoint another member to the position for the remainder of the term, subject to ratification by a simple majority vote of the membership at large.

ARTICLE VIII – DUTIES OF EXECUTIVE BOARD

- SECTION 1. It shall be the express duties of the Executive Board to conduct the routine daily business of this organization and to decide on general policies.
- SECTION 2. The Executive Board shall have the right to authorize the: Acquisition of property; establishing of bank accounts and reserves; soliciting of funds or donations; incurring of debts; borrowing of money; or pledging of the credit of the Association, in order to carry out the objectives of the Association.
- SECTION 3. The Chairperson shall preside and preserve order at all meetings of the Association, supervise the daily business of the organization, appoint Committee Chairpersons with the majority approval of the other officers of the Executive Board, assist each Committee Chair as needed, prepare and follow an agenda, issue a call to meeting, represent the Association at public functions and institute and/or respond to correspondence as needed. He/she may also exercise all other powers usual to the office.

- SECTION 4. The Vice Chair shall act as special advisor to the Chair and Board of Directors and shall temporarily perform the duties of the Chair in his/her absence. In addition the Vice Chair shall be in charge of drafting, executing and overseeing contracts as described in Amendment I.
- SECTION 5. The Treasurer shall be responsible for all monies received or expended from the Association's bank account, keep and maintain the financial records of the Association in accordance with good bookkeeping practices, pay its bills in a timely manner, receive and retain an invoice or receipt for all transactions, and give a monthly report on the Association's financial condition during the General meeting. The Treasurer shall not issue any check without the co-signature of the Chairperson or Vice Chair. The Treasurer shall prepare and present a final report and accounting of all financial transactions for the preceding fiscal year at the September General meeting, and at the request of the Board of Directors, shall submit his/her records for an annual audit by a CPA in October.
- SECTION 6. The Secretary shall record the minutes of all association meetings, prepare a typewritten report of the minutes for approval at the next General meeting, keep all attendance records and report to the Board of Directors any members who may become disqualified for membership and maintain any and all business records of the Association. The Secretary shall also prepare and conduct all correspondence as directed by the Executive Board, develop a data base of contacts and keep a permanent record and file of all Association correspondence. The office of Secretary may be sub-divided into a Meeting Secretary and a Correspondence Secretary, and each shall be a member of the Executive Board.
- SECTION 7. All officers of the Executive Board shall be voting members of the Board of Directors.
- SECTION 8. The removal from office of an Executive Board officer shall require a 2/3 vote in favor, by the Board of Directors. Elected officers may be removed from office on the following grounds: embezzlement, misconduct in office and actions contrary to or in violation of these bylaws. The vacant position will be filled as per Article VII, Section 6 of these bylaws.

ARTICLE IX – BOARD OF DIRECTORS

- SECTION 1. The Board of Directors of the Association shall, at minimum, consist of the Executive Board and the Committee Chairs or Vice Chairs. Additionally, one Board member may be appointed by the general membership for each ten or more Association members. Each Board member shall have one vote on the Board of Directors.
- SECTION 2. The Chair of the Executive Board shall serve as Chairperson of the Board of Directors.
- SECTION 3. Members of the Board are expected to attend all Board meetings.

- SECTION 4. The Chair, with the majority approval of the officers of the Executive Board, shall appoint each new Chairperson of a committee and he shall serve until the end of September, except as provided for in Article VII; Section 4 of these bylaws.
- SECTION 5. The Board of Directors is authorized by the Association to purchase insurance and permits in order to meet its obligations under the law.
- SECTION 6. The Board of Directors shall vote on all major fund raising policies and issues, charitable contributions by the Association and vacancies on the Executive Board. It shall also define general guidelines for each Committee Chairperson and committee, but shall not interfere with a Chair's responsibilities unless said Chairperson is removed for cause or asks for assistance.
- SECTION 7. Each Committee Chair shall submit an oral or written report on their committees' activities and status at all General meetings of the Association to be included in the meeting minutes. He/she shall turn in for deposit; all monies received by their committee and submit all bills, invoices, statements and/or receipts to the Treasurer. Committee chairpersons shall supervise and/or guide the members of their committee, report to the Executive Board a lack of activity or involvement of any member of their committee, maintain good records and documents of their committees' activities and conduct the specific business necessary and pertaining to their committees' goals.
- SECTION 8. Any chairperson may serve on or chair more than one committee, but shall only have one vote.

ARTICLE X – COMMITTEES

- SECTION 1. Chairpersons of committees may recruit volunteers to their committees, or ask the chairman to do so.
- SECTION 2. The committees shall consist of the following: Entertainment; Parade; Marketing/Media; Gazette; Budget review, Vendors, and Fund-Raising. Other committees may be created or dissolved by the Board of Directors as needed.

ARTICLE XI – MEETINGS

- SECTION 1. The General meeting of the Hillyard Festival Association shall be on the second Tuesday of each month. An open meeting of the Board of Directors shall be on the fourth Tuesday of the month throughout the year. If a meeting falls on a legal holiday, that meeting will be held on the previous Tuesday.

- SECTION 2. Notification of regular meeting dates and times shall be published in *The Advocate*, a monthly publication of the Northeast Community Center, or in another local publication.
- SECTION 3. Written minutes of all meetings shall be required and kept by the Meeting Secretary. These minutes and records shall be kept readily available throughout the following year and shall then be archived with previous Association records and documents.
- SECTION 4. The Board of Directors may also meet at such times as is necessary to conduct business meetings.
- SECTION 5. A quorum for conducting business at any Board of Directors meeting shall consist of a minimum 50% attendance of the Board members. A quorum for conducting business at any General meeting shall consist of the attending membership. In the event of members being in a conflict of interest, being defined as being a board member or employee of an organization or business at issue, or having another vested interest in the outcome of a vote on said issue, the member(s) shall be held in abstention in all voting on that issue.
- SECTION 6. The Executive Board shall meet in executive session as deemed necessary by its members. A minimum of three Executive Board members, to include either the Chair or Vice Chair, must be present to constitute a quorum. Minutes of Executive Board meetings must be kept by the chairperson conducting the meeting and reported upon at the next General meeting. Executive Board meeting minutes must be entered into the permanent record of the Association.

ARTICLE XII – EXCESS FUNDS

- SECTION 1. The Chairperson of the Association, with the assistance of the Treasurer and input from the Board of Directors, shall submit a proposed budget for the fiscal year at the November General meeting.
- SECTION 2. The budget must be based on known and/or projected expenses anticipated in the regular course of operation and administration of the Association and the Associations' annually scheduled events. Establishment of a Growth Fund may be included in the budget but may not exceed 10% above the proposed operating budget. The budget must be balanced or project a positive cash flow and may include anticipated revenues from existing and/or previously proposed fund-raising activities.
- SECTION 3. The Budget Review committee shall review and amend the proposed budget during the following months and provide a revised budget and recommendations to the membership as needed.
- SECTION 4. The revised budget shall be discussed, further amended if necessary and voted upon by the general membership and it shall require acceptance by a simple majority of voting members present to pass any budget.

SECTION 5. All money above the necessary annual operating funds shall be spent to directly benefit a Hillyard organization, resident, business or community project.

ARTICLE XIII – AMENDMENTS

SECTION 1. Proposed amendments to these bylaws may be made at regular Board of Director meetings. Written notification must be given to each Board member at least seven days prior to the meeting date and must include the proposed changes to be considered.

SECTION 2. If the Board of Directors votes to implement any amendment to these bylaws, the proposed amendment must be put on the agenda for the next regularly scheduled General meeting.

SECTION 3. Notification of a meeting to change the bylaws and the text of the proposed amendments must be made available to all Association members in good standing, no less than seven days prior to the scheduled meeting. Amendments to the bylaws must be passed by a 2/3-majority vote of all Association members present and eligible to vote.

ARTICLE XIV – RULES OF ORDER

Bobs' Rules of Order shall apply to all General meetings and meetings of the Board of Directors.

ARTICLE XV – FISCAL YEAR

The Fiscal Year of this Association shall end on the 30th day of September of each year.

AMENDMENT I - CONTRACTING

SECTION 1. All financial transactions conducted by the Hillyard Festival Association shall require a contract, including but not limited to an invoice, purchase order, sales receipt, or HFA generated contract. The Board of Directors shall decide what constitutes a contract by a simple majority vote.

SECTION 2. The Chairperson may authorize any expenditure contracts up to \$100.00 without Board of Directors approval.

SECTION 3. The Board of Directors must approve any financial transaction exceeding \$100.00. Approval may be prior to purchase or as basis for reimbursement. The Vice Chair shall oversee all contracts, handing them over to the Treasurer for payment or reimbursement.

SECTION 4. Any disputes in contracts shall be examined by the Vice Chair and brought to the Membership for debate and final decision by simple majority vote.

Bylaws accepted as amended on 7 March 2006

Signed:

Desi L. Bucknell

HFA Chairperson – Desi L. Bucknell

Luke J. Tolley

HFA Bylaws Committee Chair – Luke J. Tolley

Patti Howe

HFA Member at Large – Patti Howe

Brooke S. Plastino

HFA Bylaws Cmte Member-at-Large – Brooke Plastino