

AMENDED AND RESTATED

BYLAWS OF THE FINN HILL NEIGHBORHOOD ALLIANCE (FHNA)

(Adopted November 20, 2011; amended January 15, 2014)

PREAMBLE

When the City of Kirkland annexed Finn Hill in 2011, the Denny Creek Neighborhood Alliance (DCNA), at the request of the community, expanded its mission to all of Finn Hill and changed its name to Finn Hill Neighborhood Alliance.

DCNA was founded by neighbors in 1994 to preserve protect and restore the natural environment of the Denny Creek and adjacent Finn Hill watersheds for the benefit of people and wildlife. Since then, the DCNA community has effectively partnered with supporters, schools and governments to provide stewardship of the area.

Achievements include working with neighbors and public officials to promote land use practices and policies that protect forest cover and fragile glacial slopes in private and public lands; construct a bulkhead and fish ladder in Denny Park; form a self-taxing park district for Denny Park; acquire the 40 acre Juanita Woodlands and 10 acre Sue MacDonald Memorial Preserve; and it has organized volunteers to spawn salmon, map and monitor Denny creek and its wetlands, support Finn Hill's annexation to Kirkland, as well as provide ongoing park maintenance, wildlife sanctuary education, litter cleanup, communications, and celebrations.

ARTICLE I PURPOSE

Section 1 MISSION

The Finn Hill neighborhood is characterized and unified by the commitment of its residents to the area's extraordinarily intact natural environment of woodlands, waterways, watersheds and parks, and by the quality of life that this engenders for both residents and the region. The mission of the Finn Hill Neighborhood Alliance (FHNA) is to coordinate our active community of residents and regional partners to preserve, protect, and restore this natural environment, and to promote the welfare of the Finn Hill community by engaging in civic issues.

Section 2 GOALS OF FHNA

1. To preserve and enhance the natural resources of the area, including parks, waterways and greenbelts, and promote good stewardship of wildlife and the environment.
2. To develop and maintain an open line of communication, from within the community, with the City of Kirkland, and with other government agencies and neighborhoods.
3. To preserve and enhance the unique quality of life and residential character of the neighborhood by addressing public safety, traffic, land use, public recreation and other community issues.
4. To promote volunteer activities to support community services and bolster civic education and awareness throughout the Finn Hill neighborhood.
5. To provide an open and effective process by which members may involve themselves in matters of common interest to the Finn Hill neighborhood.
6. Notwithstanding any other provision in these bylaws, FHNA shall not engage in any activity that is inconsistent with its eligibility to be classified as a charitable organization under Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE II **MEMBERSHIP**

Membership in FHNA shall be open to all persons who reside within FHNA boundaries, as identified on the map attached as Exhibit A. Members 16 years of age or older who provide FHNA with current postal and electronic mailing information at, or within 90 days before, any general or special meeting shall have one vote each to be cast during attendance at such general or special meeting.

ARTICLE III **FUNDING**

Contributions are encouraged and accepted. Contributors may specify a particular fund to which their contributions should be credited, if separate funds exist.

ARTICLE IV **MEETINGS**

Section 1 **GENERAL MEETING**

The Board of Directors shall endeavor to schedule and convene general meetings during the months of January, March, May, September, and November, provided that a minimum of two general meetings will be held each year. Meetings are held for the purpose of electing members of the board of directors, conducting neighborhood business, or disseminating information that is of interest to the neighborhood. Notification for general meetings shall require notice no less than fourteen (14) days and no more than fifty (50) days before the meeting. FHNA shall provide members eligible to vote notice by mail or by email, in the case of those members who have consented in writing to email notice, and to all members notice by means that are reasonably designed to notify them without the incurrence of significant costs (e.g., email notifications, public service announcements in media that are circulated within Finn Hill, postings on the FHNA and City of Kirkland websites).

Section 2 **SPECIAL MEETINGS**

Special meetings of the membership may be called by the president or the Board of Directors as deemed necessary. Notification and purpose of the special meeting shall be made at least ten (10) and no more than fifty (50) days in advance of the meeting. Notice shall be given in accordance with the terms of Article IV, Section 1.

Section 3 **QUORUM**

A quorum for any general or special meeting of FHNA shall be the greater of 20 members present and who are entitled to vote at the meeting or one-tenth the number of all FHNA members entitled to vote at the meeting. Unless otherwise specified in these bylaws, decisions by members of FHNA shall be made by a majority vote of those members present at any meeting. If votes are hand counted and any member at the meeting requests verification of the count, two (2) members of the board of directors must verify the count.

Section 4 **PARTICIPATION**

Any general or special meeting is open to any person. However, only those eligible for membership are entitled to vote. Meeting summaries of general and special meetings will be posted to the organization's website.

ARTICLE V **BOARD OF DIRECTORS AND COMMITTEES**

Section 1 **COMPOSITION OF BOARD**

The Board of Directors, hereinafter referred to as the board, shall be composed of nine to eleven directors, as determined by the members at a general or special meeting. The board shall elect officers, including but not limited to:

- a. **President:** The president shall preside at all meetings of the board; be the lead spokesman for the organization; may appoint members of committees not elected, with a majority approval of the board; and ensure that resolutions and directives agreed upon by the membership are carried into effect (except in those instances in which the board assigns that responsibility to some other person).
- b. **Vice President - Secretary:** The secretary shall record the minutes of all general, special and board meetings, be custodian of the corporate records of the organization, and maintain and update the membership roster.
- c. **Vice President - Treasurer:** The treasurer shall be held accountable for all funds; report to the board and membership the organization's finances at least annually; support committees in grant-writing and administration of funds; and shall receive, safe keep, and disburse FHNA funds, but such disbursement shall require another officer's prior written approval, in the form of an email or a hard copy with a signature.

Section 2 **DUTIES OF THE BOARD**

- a. **MANAGEMENT:** The affairs of FHNA shall be managed by the board in accordance with these bylaws. The board shall be responsible for notifying the membership of elections and significant events affecting the Finn Hill neighborhood, shall manage the receipt and expenditure of funds, and shall maintain and update the membership and mailing lists.
- b. **TERMS OF OFFICE:** Except as is provided in Article IX, each elected director shall hold office for a term of two years, provided that such director may serve until his or her replacement is elected or he or she is re-elected, There shall be no limit on the number of consecutive terms served by any one individual. Any director may resign at any time by delivering written notice of resignation to the Secretary.
- c. **VACANCIES:** The board may fill any vacancy on the board by majority vote. A member appointed to fill a vacancy shall serve the remainder of the unexpired term or until his or her successor is elected, whichever is later.
- d. **BOARD MEETINGS:** The board shall meet periodically as needed. These meetings shall be open session; however, the board may at its discretion call a closed board meeting. Board meetings may be held in person or by telephone conference call. Only board members shall be entitled to vote. A quorum for board meetings shall be the majority of the board members. Decisions shall be made by a vote of a majority of the directors attending a meeting for which a quorum is present. Directors shall be notified of board meetings by the president or secretary in writing or by email at least three (3) days in advance. Any board member may request a board or special meeting by written notice to all board members.
- e. **ACTION BY WRITTEN CONSENT:** Any action that may be taken at a meeting of the board of directors (or its committees) of FHNA may be taken without a meeting if a consent in writing or by email transmission setting forth the action is given by all of the directors entitled to vote with respect to such action. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.
- f. **COMPENSATION:** Board members shall not receive any compensation for their services.

Section 3 **COMMITTEES**

- a. The board may designate and appoint one or more committees, each of which shall have a chair appointed by the board. The board may disband a committee or replace a committee chair at any time. The board shall promptly fill any vacancy in the position of a committee chair as promptly as is practicable.
- b. Vacancies in the membership of any committee may be filled by the committee chair.
- c. Committees seeking funding or incurring expenditures shall submit a worksheet request or receipts to the treasurer who will present it to the board.
- d. Committees may not disseminate public statements on behalf of FHNA without prior board approval.

ARTICLE VI **ELECTIONS OF DIRECTORS**

Section 1 **ELIGIBILITY**

Only persons eligible for FHNA membership may hold an elected or appointed position.

Section 2 **ANNUAL VOTE**

An election shall be held annually at a general meeting, typically held in November.

Section 3 **RECALL OF A DIRECTOR**

A majority of the board may vote to remove a director in the event the director has failed to attend three (3) consecutive board, general or special meetings within a period of no less than three months. A majority of the board may vote to seek the resignation or recall of any director by submitting a written request at any time to the president (or to the secretary, in the event that the majority seeks the president's resignation or recall). Any such request shall be delivered promptly by the president (or secretary, as the case may be) to the director who is the subject of the request. If the director does not resign within thirty days after receiving a copy of the request, the president (or secretary, as the case may be) shall schedule a members' meeting to be held within seventy-five (75) days of receipt of the request. Any board member may be removed and replaced by a two-thirds (2/3) vote of those members who participate in a vote at the members' meeting.

ARTICLE VII **PROCEDURE FOR CONSIDERATION OF PROPOSALS**

Section 1 **SUBMISSION OF PROPOSALS**

Any person or group, inside or outside the boundaries of FHNA, including any governmental official or agency, may propose in writing items for consideration to the board. The board shall decide whether FHNA will consider any proposal and will determine whether any proposal will appear on the agenda of the board, will be referred to a committee, or will be addressed at a general or special meeting.

Section 2 **NOTIFICATION**

The proponent and any members who the board or committee (if the board refers the proposal to a committee) reasonably believes would be directly affected by a proposal shall be notified of the place, day, and hour the proposal shall be reviewed, not less than ten (10) days in advance. The proponent shall be notified in writing and any members who may be affected shall be notified by such means as are reasonably designed to afford actual notice without the incurrence of significant costs.

Section 3 **ATTENDANCE**

The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 4 **DETERMINATIONS**

The board or committee shall provide a written summary of the meeting, including the board's or committee's determination regarding the proposal, to the proponent and any members who request such summary.

ARTICLE VIII **AMENDMENTS**

Adoption of amendments to these bylaws shall require a 2/3 vote by the members at a general or special meeting, providing that a quorum has been met.

ARTICLE IX **TRANSITIONAL MATTERS**

- a. **DISPOSITION OF EXISTING BOARD OF DIRECTORS:** The terms of six of the directors who are serving, at the time of the adoption of these Amended and Restated Bylaws, on the FHNA (formerly the Denny Creek Neighborhood Alliance) board shall be extended through the date of general meeting for the election of FHNA directors in or around November 2012. The members of the current FHNA board of directors shall determine which members shall be entitled to serve through the date of such meeting. On April 30, 2012, the terms of the remaining former DCNA directors who are serving on the FHNA board at the time of the adoption of these bylaws, shall expire and such directors shall cease to be members of the board. No election shall be held in or around April 2012 to replace the directors whose terms have expired.
- b. **ELECTION OF ADDITIONAL MEMBERS OF THE BOARD.** Promptly following adoption of these Amended and Restated Bylaws, the members of FHNA shall convene in a general meeting and those eligible to vote shall elect up to five new directors, each to serve for a term of one year. These members will join the existing members of the board of directors of FHNA (formerly, the Denny Creek Neighborhood Alliance).
- c. **2012 ELECTION OF DIRECTORS.** At the general meeting for the election of directors, to be held in or around November 2012, five directors shall be elected for a term of one year each and six directors shall be elected for a term of two years each.
- d. **SUBSEQUENT ELECTIONS OF DIRECTORS.** The term of office for each director who is elected at the annual meeting for the election of directors in 2013 and thereafter shall be two years.
- e. **DELETION OF TRANSITIONAL MATTERS ARTICLE.** Following the general meeting for the election of directors to be held in 2013, this article, and the reference to this article in Article V shall be deleted from the bylaws, without the need for a vote by the members of FHNA.