

FELIDA NEIGHBORHOOD ASSOCIATION (Felida NA)
BYLAWS -- 2007
(Amended*)

SECTION I: PURPOSE.

The Felida Neighborhood Association (Felida NA) was established by a group of community members residing within its boundaries. The Felida NA was created to unite common interests and promote, preserve, and improve safety, welfare, and quality of life of community stakeholders, residents, neighborhoods, and communities.

The Felida NA's board of directors, NA's committees, and community members shall be involved with a variety of issues including, but not limited to, matters which affect the safety, livability, and quality of life of residents, neighborhoods, and/or the community.

SECTION II: BOUNDARY

The Felida NA boundary was reconfigured by the Clark County in March 2006, as depicted on the map (Exhibit A). The geographic area contained within the Felida NA's boundary is described below as two separate polygons:

Polygon 1 -- North of Salmon Creek:

North: Salmon Creek/NW 151st Street (from Lake River to NW 21st Avenue)
East: NW 21st Avenue (from NW 151st Street to Salmon Creek)
South: Salmon Creek (from Lake River to NW 21st Avenue)
West: Lake River (from NW 151st equivalent to Salmon Creek)

Polygon 2 -- South of Salmon Creek:

North: Salmon Creek (from Lake River to Interstate 5/I-5)
East: Interstate 5/I-5 (from Salmon Creek to NW 105th Street)
South: NW 105th Street and equivalent (from Lake River/Vancouver Lake to I-5)
West: Lake River /Vancouver Lake (from Salmon Creek to NW 105th Street)

This boundary may be revised by the Felida NA board and Clark County pursuant to review and input from the general membership in accordance with provisions of these bylaws (SECTION XIV) and Clark County guidelines. Clark County may revise these boundaries to balance household or population size between NAs, to follow natural topographic features (e.g., creeks), geographic lines or streets, and/or community cohesiveness considerations.

SECTION III: MEMBERSHIP

The membership in the Felida NA is open to all residents and owners of land contained within the Felida NA boundary. Non-residents who own or operate a business permanently located within the Felida NA boundary are also eligible to become members (must register to be included on an address list to receive mailings).

SECTION IV: VOTING AND ELIGIBILITY

The Felida NA membership shall vote to elect officers and directors and as determined to be necessary to adopt a position or to approve a course of action on significant issues.

Voting shall be by secret ballot by the Felida NA membership for legal, financial,¹ and or elections matters. Ballots shall be collected and votes counted during open meeting(s) by at least one Felida NA Board member and one member at large in the presence of attendees. Voice votes or secret ballots may be cast for all other issues or as agreed to by Felida NA's members present at Felida NA's meeting(s).

Voting eligibility for residents within Felida NA boundary:

- All residents 18 years of age or older
- No proxies shall be allowed.

Voting eligibility for non-residents owning land within Felida NA boundary:

- Representative must be 18 years of age or older
- One vote per property
- No proxies shall be allowed.

Voting eligibility for non-residents owning/representing a business or organization permanently located within Felida NA boundary:

- Representative must be 18 years of age or older
- One vote per business license or organization
- No proxies shall be allowed

SECTION V: FELIDA NA BOARD OFFICERS

The Felida NA Board shall include four (4) board officers' positions: president, vice –president, secretary, and treasurer. Board officers shall be elected from the general membership residing within the Felida NA boundaries. These officers shall preside over all meetings, planning sessions, and activities of the NA.

The duties of each officer shall include, but are not limited to, the following:

- **PRESIDENT:** Act as the primary executive officer, preside over all deliberations and activities of the Felida NA and be official spokesperson for the Felida NA, Board, and Advisory Committees.
- **VICE-PRESIDENT:** Assist the President in all duties and perform the functions of the President in his/her absence. Other duties may be delegated by the President or Executive Board, if the President is not available.
- **SECRETARY:** Notify members of meetings and activities as requested. Write and distribute minutes to the Felida NA board for review. Prepare final minutes and distribute adopted minutes as requested and appropriate. Keep a permanent file of all association's general and executive meetings (including confidential matters).
- **TREASURER:** Write checks for authorized expenses and make deposits as directed by the Felida NA board. Document and update financial records, transactions, match revenues and costs for general and project-specific accounts or line items, and track account/fund balances. Prepare and provide quarterly and annual financial reports. Report to the Felida NA board, membership, advisory committee, and independent auditing agencies.

¹ Except for regular business expenses and revenues for designated programs

SECTION VI: EXECUTIVE BOARD

The Executive Board shall consist of four (4) Felida NA board officers, identified in SECTION V, and seven (7) Directors (Positions 1-7), described below.

Seven (7) Directors shall represent the general membership on the executive board. Six (6) out of seven (7) Directors shall reside within and be elected to represent general membership and designated geographic sub-areas (Positions 1-6); and one (1) Director (Position 7) shall reside within and be elected from any sub-area (Positions 1-6) contained within the Felida NA boundary² to represent general membership as follows:

DIRECTOR – POSITION 1: Approximate Sub-area Boundaries

North: Salmon Creek	South: NW 127 th Street
West: Lake River /Vancouver Lake	East: NW 36 th Avenue

DIRECTOR – POSITION 2: Approximate Sub-area Boundaries

North: NW 127 th Street	South: NW 105 th Street
West: Lake River /Vancouver Lake	East: NW 36 th /NW Lakeshore Avenue

DIRECTOR – POSITION 3: Approximate Sub-area Boundaries

North: NW 119 th Street	South: NW 105 th Street
West: 36 th Avenue/Lakeshore Avenue	East: NW 7 th Avenue

DIRECTOR – POSITION 4: Approximate Sub-area Boundaries

North: Salmon Creek	South: NW 105 th Street and equivalent
West: NW 7 th Avenue & Cougar Creek	East: Interstate 5 (I-5)

DIRECTOR – POSITION 5: Approximate Sub-area Boundaries

North: Salmon Creek	South: NW 119 th /117 th Street
West: NW 36 th Avenue	East: NW 7 th Avenue & Cougar Creek

DIRECTOR – POSITION 6: Approximate Sub-area Boundaries

North: NW 151 st Street	South: Salmon Creek
West: Lake River	East: NW 21 st Avenue

DIRECTOR – POSITION 7: Area Boundaries

Cumulative Felida NA Boundary (Section II, Section VI -- Areas 1 to 6).

If no member from the designated geographic area is willing to serve as a Director, the membership may authorize a waiver of the residency requirement until the next annual election.

If an Executive Board member resigns or is removed prior to annual election, the Executive Board may appoint an interim officer or director until the next annual election. Terms of office shall be staggered (Section VII). In case of several vacancies on the board, a quorum shall be deemed 2/3 of remaining board and officers (Section X).

² See Exhibit B

SECTION VII: ELECTIONS

Officers and Directors shall be elected at the first annual general meeting, historically held in April. Officers shall serve a one-year term and the Directors shall serve a two-year term. Odd-numbered positions/directors) shall be elected in odd-numbered years and even-numbered positions/directors shall be elected in even-numbered years.

Officers are limited to two consecutive terms, unless there are no other candidates and the incumbent is willing to serve another term.

In the event that mid-term vacancies should occur, the Executive Board shall appoint an interested community member to serve until the next annual election.

SECTION VIII: EX-OFFICIO PRESIDENT

Following election of the new President, the preceding President becomes the Ex-Officio President.³ This position does not have a vote. The preceding President has the right to accept or decline the Ex-Officio President position.

The Ex-Officio President position was created to provide continuity; effective planning, implementation, and monitoring for projects or programs in progress; or provide advice and assistance to the new President.

The Ex-Officio President may advise or assist other Executive Board members or committee leaders at the discretion of the new President.

SECTION IX: COMMITTEES

Advisory committees shall be appointed by the President to address specific projects, programs, or concerns as needed. The President shall appoint a chairperson for each committee. The President shall provide the chairperson with a summary of the committee's scope and responsibility prior to any meetings of that committee.

The President shall report to the membership progress and activities of all committees formed and identify appointees to committees. Advisory committees may include or seek advice from experts and other stakeholders.

SECTION X: MEETINGS

General meetings of the membership shall be held as necessary. The Executive Board shall be authorized to schedule, cancel scheduled meetings, or call for additional emergency meetings.

Adequate notice shall be provided to the membership for annual and regularly scheduled meetings. Several methods of notice can be utilized as determined to be appropriate or available. This requirement is waived for emergency meetings or cancellations.⁴

The Executive Board shall meet as needed or when any board member notifies the President and requests a meeting. The President shall advise the general membership at the next general meeting of all major decisions made by the Executive Board.

Minutes (summary of major points and decisions) shall be kept of all meetings, including Executive Board meetings.

³ The preceding President is not eligible to become the Ex-Officio President if removed from the Executive Board for cause.

⁴ The County pays for three mailings per year only

SECTION XI: QUORUM

A quorum for meetings shall be as follows:

- **General Membership meetings** -- two officers, two directors, and ten Felida NA community members
- **Executive Board meetings** -- seven members of the board (if several vacancies, 2/3 of the board -Section VI

The secretary, or a designee, shall keep attendance of Executive Board members.

SECTION XII: DISSENT

Adequate time for minority dissent and appeal of actions taken by the Felida NA executive board must be provided by the executive board as determined to be feasible and appropriate.

SECTION XIII: REVENUE

Donations, gifts, grants, and other revenues generated in compliance with all applicable local, state, and federal laws, including the IRS 501(c) (3) rules and regulations, shall be documented and deposited as follows:

- General revenue shall be deposited by the Treasurer in the "General" bank account.
- Revenue generated for a specific project, approved by the Felida NA board, may be deposited in projects-specific "Designated" bank accounts or in the "General" bank account under a separate line item identified on financial reports and budgets. Designated account or line item assets, liabilities, revenues, expenses, and balances must be matched and accounted for separately.
- The Felida NA board shall prepare annual budgets to set priorities, allocate revenue, and direct fundraising activities to specific projects as determined to be appropriate.

SECTION XIV: AMENDMENTS

Proposed amendments to these bylaws shall be submitted to the general membership at least one week before a scheduled vote. The bylaws may then be amended at any subsequent meeting by a quorum vote as stated in section X. by the general membership/officers, directors, and community members present.

* AMENDMENT -- New narrative in Section VIII, renumbering of subsequent sections (old Section VIII is now Section IX, IX is now X, etc.) and revisions as discussed in the newsletter and deliberated at the meeting.

ADOPTED by the Felida NA executive board officers and directors, and general membership present (quorum) at the public annual meeting held on April 25, 2007, at 7:00pm, at the Felida Fire Station on Lakeshore Avenue in Felida.