

Rainier Beach Merchants Association

BY - LAWS

ARTICLE I. NAME

The name of this organization shall be the Rainier Beach Merchants Association. Its offices will be located in the City of Seattle, Washington.

ARTICLE II. PURPOSE AND LIMITATIONS

Section 1. Purpose: The Rainier Beach Merchants Association is organized to support and advance all of the business, professional, civic and cultural interests, and quality of life of the Rainier Beach Community.

Section 2. Goals:

- to provide an organization which will give the Rainier Beach Community an opportunity to unite in the pursuit of common interests and benefits;
- to implement and/or support activities that will provide favorable recognition and/or growth in the community, its citizens and businesses;
- to promote the general welfare of the Rainier Beach Community, both business and residential;
- to provide information to the Rainier Beach Merchants Association members, and the general community, regarding legislative and governmental matters.

Section 3. Limitations:

- The Rainier Beach Merchants Association, in its activities, shall be non-partisan and non-profit.
- The boundaries of the Rainier Beach Merchants Association area of responsibility are the Southern city limits to Othello on Rainier and MLK Way. From MLK Way to Lake Washington.

ARTICLE III. MEMBERSHIP

Section 1. Regular Membership: The membership shall consist of any individual or business entity engaged in a business or a profession whose interest is in furthering the purpose and goals of the Rainier Beach Merchants Association (hereafter referred to as the "Association"), and the Rainier Beach Community. All members agree to conform to and abide by these by - laws, including the Articles of Incorporation of the Rainier Beach Merchants Association.

Section 2. Membership Application: Prospective members are required to apply for membership in the Rainier Beach Merchants Association upon such forms as may be prescribed by the Executive Committee. The application is subject to approval by the Executive Committee.

Section 3. Membership Dues: The annual membership dues will be established by the Executive Committee. Dues are payable upon joining the Rainier Beach Merchants Association. Annual renewal dues are considered delinquent if they remain unpaid on the first of May of each year. Payments from new members received after December will be credited toward the next business year.

Section 4. Voting: Each member in good standing shall be entitled to one vote. Votes shall be cast by the individual person only, shall not be cumulative and shall not be proxy. Only paid and non-delinquent members shall be entitled to vote.

Section 5. Termination of Membership: Membership in the Association is non-transferable. Any member of the Association may be expelled for non-payment of dues, or for conduct unbecoming as member. Two-thirds vote of the members of the Executive Committee is required for expulsion, and the applicable member will be given notice of an opportunity for a hearing. If expulsion is voted, termination of the membership is immediate. Resignation of any member is submitted in writing.

ARTICLE IV. OFFICERS AND COMMITTEE DIRECTORS

Section 1. Officers and Committee Directors: The Executive Officers of the Association shall be two Co-Chairs, Secretary, and Treasurer. In addition there will be Committee Directors. The Executive, or Steering Committee, will consist of the Executive Officers and the Committee Directors.

Section 2. Qualifications: Any person who is a member in good standing with the Association, unless previously noted, and who has not been convicted of a felony, may be elected as an Officer or Director of the Association.

Section 3. Election, Term and Removal:

a) Election: A nominating committee, appointed by the Co-Presidents and approved by the Executive Committee, shall prepare a slate of nominees to be presented to the general membership at the May meeting. New officers and applicable Directors will be elected each year by the general membership at the May meeting. The new/re-elected Officers and Committee Directors will be installed in the September of each fiscal year. Any member in good standing may make nominations for any Officer or Director position from the floor. Each nominee for office must give their acceptance of the nomination.

b) Term: The Officer positions will be elected each year. Committee Directors will be elected for a two-year term. No member shall hold more than one office in the Association at a time. A committee member is not an Officer of the Association.

c) Removal: Any Officer or Committee Director who does not attend three consecutive regular Executive Committee meetings, without an acceptable excuse, will be considered for replacement. Any officer or Committee Director may be removed from office by a three-fourths vote by either the membership or the Executive Committee at any meeting. If the Executive Committee takes the removal action, it should be reported to the general membership at the next meeting.

d) Vacancies: Whenever any office vacancy occurs, a majority of the remaining Executive Committee shall appoint a successor to fill the unexpired term of the vacant position.

ARTICLE V. DUTIES

Section 1. Duties of the Co-Chairs: The Co-Chairs shall be the Chief Executive Officer and the official Spokes-Person(s) for the Association. The Co-Chairs will be responsible for the execution of the Program of Action, and preside at all meetings of the membership, and the Executive Committee, and shall perform such other duties as the Executive Committee may require. The Co-Chairs shall execute such papers as may require his or her signature, and exercise a general supervisory control over the affairs of the Association. The Co-Chairs shall appoint the Directors of all committees, subject to confirmation by the Executive Committee. By virtue of the office, the Co-Chairs may be an ex-officio member of the committees.

Section 2. Duties of the Secretary: The Secretary shall be under the supervision and direction of the President(s) and the Executive Committee. The duties, in general, shall be to keep the general records of the Association, including minutes of membership and Executive Committee meetings, Committee appointments, Officer lists, Attendance records, members list showing address and telephone numbers, and conduct the correspondence of the organization.

Section 3. Duties of the Treasurer: The Treasurer shall receive all moneys and deposit the same in the bank or banks approved by the Executive Committee, and shall pay out money only on authority of the Executive Committee. All checks and vouchers must be signed by the Treasurer and countersigned by one other Officer. The treasurer shall prepare and submit financial reports quarterly to the Executive Committee and annually to the membership. The treasurer shall issue statements to each member for his/her dues or other financial obligations to the organization, and shall collect from the members and others all moneys due to the organization, taking proper receipt thereof.

Section 4. Duties of the Executive Committee: the Executive Committee of the Association shall oversee and ensure the proper orientation of the Association. they shall have general supervision of the affairs of the organization, fix the hour and place of the meetings, and perform such other duties as specified in these by-laws. The Executive Committee is subject to the orders of the membership, and none of its acts shall conflict with action duly and regularly taken by the membership.

ARTICLE VI. MEETINGS

Section 1. Membership Meetings:

a) The regular meetings of the Association shall be held monthly from *September through June* unless as ordered by the Executive Committee. The meetings shall be held at the location designated in the meeting notices. No more than one consecutive meeting can be waived by the executive Committee without a vote of the membership.

b) The regular *May* meeting shall be the annual meeting and shall be for the purpose of electing Officers and Directors, receiving final reports of Officers and committees, and for other business that may arise.

c) Special membership meetings may be called by the Executive as needed.

d) The members of the Association present at any meeting of the Association will constitute a quorum.

e) All meetings of the Association shall be open to the public, but the Association may, at any meeting, upon majority vote of those members present, resolve itself into members only session. Non-members are encouraged to attend monthly meetings.

Section 2. Executive Committee Meetings:

a) The Executive Committee shall meet at such times and places as they may designator, but not less than eight times per year. Special meetings can be called by the Co-Chairs or by a majority of the Committee Directors, provided that notice shall be given to each Executive Committee member, stating the purpose, time and place thereof, at least one day preceding the meeting.

b) At all meetings of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees: At the first meeting in each business year the Co-Chairs shall have appointed what standing committees will be required for the work for that year. these committees and appointments shall be subject to the approval of the Executive Officers.

Section 2. Committee Directors: The Committee Directors shall be members of the Executive Committee. The Co-Chairs shall be an ex-officio members of each committee.

Section 3. Ad Hoc Committees: Ad Hoc Committees may be appointed by the Co-Chairs, or selected in a manner chosen by the Executive Committee to create the committee, and in the latter case, shall be specified whether the committee shall report to the Executive Committee or the Association membership. Ad Hoc Committees shall serve until their work is accomplished, or until they are discharged. In no case shall an Ad-Hoc committee continue past the end of the term of the appointing Co-Chairs, without the approval of the succeeding Co-Chairs. Ad Hoc Committees may also be appointed by the membership at any special or regular meeting, if a two-thirds majority agrees. Members of Ad Hoc Committees are not members of the Executive Committee.

Section 4. Committee Meetings: Meetings shall be called by the Committee Directors, or by a majority of the committee. All committee reports shall be in writing when requested by the Co-Chairs.

ARTICLE VIII. AMENDMENTS

These by-laws may be amended at any regular membership meeting of the Association by a two-thirds majority vote of those present and qualified to vote. The proposed amendment(s) must be submitted in writing at the regular business meeting prior to the vote of the general membership. Written notices of amendments to be voted on must be made available to all members no less than ten days prior to the meeting at which the vote is to be taken. The notice shall contain a copy of the proposed amendment(s).

ARTICLE IX. DISSOLUTION

The Rainier Beach Merchants Association shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more of the regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Executive Committee.

This Organization Founded on May 10, 1999

Founding Officers:

Gilbert Whitman, Co-Chair
Washington State Liquor Store

Dr. Douglas Young, Co-Chair
Rainier Beach Veterinary Clinic

Charles Valentine, Secretary
Galore Paging 2000

Earl Williams, Treasurer
Key Bank, Rainier Beach