

## **Rainier Beach Merchants Association**

### **BY-LAWS**

DRAFT approved on 10-11-2016

#### **Article 1. NAME AND LOCATION**

**1.1 NAME.** This organization is incorporated under the laws of the State of Washington as a Washington Non-profit corporation and shall be known as the Rainier Beach Merchants Association.

**1.2. LOCATION.** The principal office of the Rainier Beach Merchants Association shall be strategically located in Rainier Beach in the City of Seattle, Washington at an address designated by the Board of Directors.

**1.3. BOUNDARIES.** The area of operation of the Rainier Beach Merchants Association shall be: Southern limits of the City of Seattle, to Othello on MLK Jr. Way South and Rainier Ave South; from MLK Jr. Way South to Lake Washington.

#### **Article 2. PURPOSE**

**2.1. PURPOSE.** The principal purposes of this organization are:

- a) To advance business interests in the Rainier Beach neighborhood of the City of Seattle;
- b) To provide a forum in which members of the Rainier Beach business community may share interests and needs with each other;
- c) To interact in a structured way with representatives of city, county, state, and federal governmental bodies and the Seattle community at large;
- d) To implement activities which will encourage the growth of businesses and overall economic development in the Rainier Beach area and to provide assistance with promotional and other activities;
- e) To support activities believed to be generally beneficial to the Rainier Beach community.

**2.2. MISSION.** The adopted mission of the Rainier Beach Merchants Association is to promote equitable economic development in our neighborhood, to advocate for and

advance all business, professional, civic, and cultural interests, and quality of life of the Rainier Beach Community.

### **Article 3. NONDISCRIMINATION**

**3.1 DIVERSITY.** The RBMA values and celebrates the diversity of Rainier Beach. It shall not discriminate, harass nor retaliate against individuals and organizations it serves or employs on the basis of age, ancestry, color, creed, disability, gender identity, marital status, national origin, parental status, political ideology, race, religion, sex, sexual orientation, and military or veteran status.

### **Article 4. MEMBERSHIP**

**4.1 ELIGIBILITY.** Any legal and lawful individual, partnership, corporation, firm, organization, commercial land owner, non-profit organization, entity or association with its principal place of operation in Rainier Beach, or any individual who supports the purposes of the Rainier Beach Merchants Association is eligible to be a Member of the Rainier Beach Merchants Association.

#### **4.2. APPLICANTS.**

- a) Every applicant for membership shall complete an application form which includes his or her name, address, phone number, email, occupation and general information concerning his or her business, merchandise or profession on a form provided by the Rainier Beach Merchants Association.
- b) All applications shall be submitted to the Association for approval at the Association's sole discretion. Upon acceptance by the Association and payment of dues, the applicant shall become an Active Member.
- c) Applications not approved will be returned with an explanation for the refusal.

#### **4.3. DUES AND DELINQUENCIES.**

- a) Rainier Beach Merchants Association shall have annual membership dues to commence upon approval of application, and renewable on membership anniversary date.
- b) The amount of dues payable by each Member shall be determined by a dues schedule adopted by the Association.

- c) The RBMA shall notify members of the expiration of their dues within 30 days of renewal date.
- d) Members who are current in the payment of membership dues shall be considered “Active Members” and shall have all the rights as delineated in these Bylaws.
- e) Members who have not paid their dues within 90 after notice from the Rainier Beach Merchants shall automatically be converted to an Inactive Member. An Inactive Member may again become an Active Member by paying their dues.
- f) The Board will review on a case by case basis to waive membership fees in lieu of in-kind services donated to the organization.

#### **4.4. MEMBERSHIP RIGHTS.**

- a) Members who have been active for thirty days prior to an association meeting shall have the following rights and privileges:
  - (i) to vote in all election and proceedings submitted to the vote of the Members; one member equals one vote,
  - (ii) to nominate a candidate to serve on the Board of Directors, (iii) to be nominated and serve on the Board of Directors, and (iv) to attend any Rainier Beach Merchants Association Membership meeting.
- b) Each Active Member shall be entitled to only one vote.
- c) Inactive Members may attend Membership Meetings.

### **Article 5. MEMBERSHIP MEETINGS**

**5.1 REGULAR MEMBERSHIP MEETINGS.** There shall be Membership meetings held monthly, which shall be open to all Members. The meeting shall be held on a date selected by the President, which shall not be a holiday. Regular Membership meetings shall be held for the purpose of discussing and determining Rainier Beach Merchants Association activities.

**5.2 SPECIAL MEETINGS.** Special meetings of the Members may be called upon the written request of a majority of Board, provided that written notice of the time and place and business of the special meeting shall be mailed or otherwise communicated to every Active Member not less than 72 hours in advance of the time of the special meeting.

**5.3 PUBLIC MEETINGS.** All Membership meetings shall be open to the public, but the Members present may, upon motion of a Member and the majority vote of those Members present, resolve to exclude non-Members and/or Inactive Members from the consideration of Rainier Beach Merchants Association business.

**5.4 NOTICE.** Notice of any Membership or other meetings may be communicated by newsletter, mail, fax or other electronic means of transmission to all of the Active Members.

**5.5 QUORUM OF THE MEMBERS.** At any Membership meeting of the Rainier Beach Merchants Association, a quorum for voting shall be Twenty-Five percent (25%) of the Active Members, as determined on the record date established under Section 3.4(a).

**5.6 CONDUCT OF MEETINGS.** All Membership meetings shall be conducted according to a consensus based decision making model when possible, and “Robert’s Rules of Order” at all other times. At Membership meetings, parliamentary decisions shall be made by the Rainier Beach Merchants Association officer then present.

## **Article 6. BOARD ELECTIONS**

**6.1 ANNUAL ELECTIONS.** The Annual Election of the Board of Directors shall be held on a date during the first quarter of each year, no later than March 31<sup>st</sup>, as the Board shall designate or as soon thereafter as practical.

**6.2 BOARD ELECTIONS.** The election process and schedule will be as follows:

- a) In the autumn membership meeting, prior to November 1st, the Executive Committee shall announce the schedule of elections.
- b) The Executive Committee will nominate members for open positions, ensure the candidates are qualified, obtain their consent and develop a list of candidates. Candidates are deemed qualified when they have relevant knowledge, skills and abilities for the open position.
- c) At least thirty (30) days prior to the election, the Elections Committee shall notify members of the list of candidates for open positions and their qualifications. At the same time the list of members eligible to vote shall be shared with the membership.

- d) Members may add candidates to the list within ten (10) days after candidate notification.
- e) The Executive Committee ensures the additional candidates are qualified and the complete list of candidates with their qualifications are mailed or emailed to the membership with a ballot at least ten (10) days prior to the Election date, which will be prior to March 31<sup>st</sup> of the following year (see 6.1).
- f) Members submitting ballots by mail or email must be received 24 hours prior to elections to give the Executive Committee the opportunity to count the ballots and mark the voting member list. The Executive Committee shall maintain said information confidential.
- g) At the election meeting, the Executive Committee shall run the elections process, give all candidates an opportunity to present their qualifications and count all email and hard copy ballots. The election process is valid when least at 25% of the total active members have voted. The Executive Committee shall announce the results via electronic notice. Should there be a tie, the Elections Committee shall decide the winner by lottery.

## **Article 7. BOARD OF DIRECTORS**

**7.1 COMPOSITION.** The Board of Directors, which includes the Executive Committee members (herein referred to as the “Board”), shall be comprised of no more than seven (7) nor less than five (5) elected Members. Directors shall reflect the type of Members in the Rainier Beach Merchants Association as a whole.

**7.2 DUTIES AND POLICY.** The governance and policy making responsibilities of the Rainier Beach Merchants Association shall be vested in the Board, who shall control its property, be responsible for its legal status and finances, establish and supervise its programs, hire and supervise staff and direct its affairs.

**7.3 ATTENDANCE POLICY AND FILLING VACANCIES** The President or Vice President shall put on notice the Board member with three consecutive unexcused absences, as per recorded by the Secretary, that his or her position on the Board is at risk. The member shall respond to the President or Vice President within two weeks explaining his/her absences and requesting to stay or resign from the Board. Such vacancies and/or resignations from the Board with unexpired terms as well as newly established positions, may be filled by the Board at any time.

**7.4 TERMS OF OFFICE.** Each Director shall be elected for a two-year term that shall run until the next election for that seat.

**7.5 CONFLICT OF INTEREST.** No Director shall have a financial interest, directly or indirectly, in any contract relating to the operations conducted by the Rainier Beach Merchants Association, nor in any contract for furnishing services or supplies to the Rainier Beach Merchants Association, unless

- (a) such contract shall be authorized by a simple majority of Directors present and voting at a meeting at which the presence of such interested Director is not necessary to establish a quorum
- (b) the facts and nature of such interest shall have been fully disclosed or shown to the Directors present at the meeting at which such contract is to be authorized, and
- (c) any interested Director has abstained from participating in discussions or votes related to such authorization, other than to disclose the facts and nature of such interest, or takes a leave of absence from the board for the duration of the contract.

**7.6 COMPENSATION.** Directors on the Board shall serve without compensation, but the Board may authorize the payment of reasonable expenses incurred by a Director in the performance of their duties as a Director.

## **Article 8. BOARD MEETINGS**

**8.1 BOARD MEETINGS.** The Board shall meet twelve times a year at a date, time and place as established by resolution of the Board. The meetings shall be open to members, however, the Board may go into Executive session as appropriate.

**8.2 NOTICE.** Notice of Board meetings may be communicated by whomever the board will designate, to the membership by newsletter, mail, fax or other electronic means of transmission no less than 10 days prior to the meeting.

**8.3 QUORUM OF THE BOARD.** A quorum of the Board shall consist of at least fifty-one percent (51%) of the Board positions that are filled.

**8.4 ATTENDANCE OF BOARD MEMBERS.** Attendance and involvement in Board activities are critical to the success of the Rainier Beach Merchants Association.

Attendance at board meetings shall be in person or by means of interactive electronic communications. If a Director is unable to attend a Board meeting, he/she shall notify the President by email or otherwise communicate and advise them of his/her inability to attend.

**8.5 CONDUCT OF MEETINGS AND DECISION MAKING.** All Board meetings and decision by the Board shall be conducted according to “Robert’s Rules of Order” or a consensus-based decision making model as agreed to by the board.

**8.6 ACTION OF DIRECTORS WITHOUT A MEETING.** Members may bring to the Board urgent and/or emergency matters that need attention. As appropriate, the President may convene a meeting or use electronic means to obtain input from Board members and vote on the course of action to take.

#### **Article 9. OFFICERS**

**9.1 POSITIONS.** Officers of the Rainier Beach Merchants Association shall consist of the following: President, Vice-President, Secretary, and Treasurer. Each shall serve for a term of one year, and may be re-elected no more than four (4) consecutive terms. All Officers shall serve without compensation.

**9.2 DUTIES OF THE PRESIDENT.** The President shall have such powers and duties consistent with these Bylaws. The President will convene and President the meetings of the Board and Membership and supervise staff.

**9.3 DUTIES OF THE VICE-PRESIDENT.** The Vice President shall assist the President, as well as possess the powers and discharge the duties of the President in the latter’s absence or disability.

**9.4 DUTIES OF THE SECRETARY.** The Secretary shall cause a record to be kept of all the meetings of the Board of Directors and Members and perform such other duties as directed by the President and the Board of Directors. Records shall be accessible to members upon request.

**9.5 DUTIES OF THE TREASURER.** The Treasurer shall maintain the financial records of the organization in good standing and perform such other duties as directed by the President and the Board of Directors.

**9.6 ELECTION OF OFFICERS.** Officers shall be elected by a vote of RBMA members at its first meeting after the Annual Election (as defined in Section 5). Only current Directors may be elected to serve as Officers.

## **Article 10. COMMITTEES**

**10.1 EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall report to and be responsible to the Board for its actions. Any actions taken by the Executive Committee must be shared with the Board within seven (7) days.

**10.2 ADDITIONAL COMMITTEES AND TASK FORCES.** As needed the Board shall establish committees to accomplish the goals of the organization. At least one member of each committee shall be a Board Director.

**10.3 COMMITTEE MEETINGS.** Meetings of a committee shall be called by the President of that committee or by a majority of the members of the committee. Notice of meetings must be shared with the Board no less than 7 days prior to the meeting.

**10.4 WRITTEN REPORTS, RECORDS AND MATERIALS.** All Committees shall maintain minutes of all meetings, share such records promptly with the Board and submit the minutes, records and materials to the Secretary.

## **Article 11. FINANCE AND BOOKKEEPING**

**11.1 FISCAL POLICY.** The RBMA will be fiscally conservative. It may incur debt as approved by the Board as appropriate. The amount of debt shall be no more than the amount of undesignated funds in the organization's account and/or the anticipated undesignated revenue for the next three months. No loans or advances shall be made by the organization.

**11.2 RECORDS.** The Executive Committee, specifically the Treasurer, shall maintain the records of the Rainier Beach Merchants Association using standard fiscal and bookkeeping practices. Any member may request to review these records.



**11.3 FISCAL YEAR.** The fiscal year shall be from January 1 to December 31.

**11.4 DEPOSIT OF FUNDS.** All funds of the Rainier Beach Merchants Association not otherwise employed shall be deposited in such accounts approved by the Board.

**11.5 CHECKS, ETC.** All checks, drafts, endorsements, notes and evidence of indebtedness of the Rainier Beach Merchants Association shall be signed by the Treasurer or an authorized Board director. Two current directors should always be authorized on the account. Endorsements for bank deposits shall be made by the Treasurer or authorized Board director. No unauthorized signor may sign a check payable to him or herself.

## **Article 12. MISCELLANEOUS**

**12.1 PARTNERSHIPS AND SPONSORSHIPS.** Partnerships and sponsorships with private, non-profit and public entities shall be made with board approval only.

**12.2 BOOKS AND RECORDS.** The Rainier Beach Merchants Association will keep correct and complete books and records of account, names and addresses of members, and minutes of the proceedings of the Members, the Board and any committees or task forces. All records shall be accessible to members.

**12.3 AMENDMENTS.** These Bylaws may be amended by a two-thirds (2/3) vote of those present at any meeting of the Members and constituting a quorum.

**12.4 DISSOLUTION.** Any proposal to dissolve the RBMA needs to be adopted by 2/3 vote of the board. The board must convene a membership information meeting to present the approved dissolution and reasons for doing so, options that were explored, and the results of those efforts. To dissolve the RBMA, the membership vote must be at least 2/3 of the members present or by proxy, with a quorum. The vote shall be taken at least 30 days after the membership informational meeting. Should RBMA be dissolved, any remaining funds after payment of debts shall be distributed to one or more qualified charitable local organizations to be selected by the Executive Committee.

The foregoing bylaws were adopted on October 11, 2016