

**BYLAWS
OF
THE CAIN ROAD AREA NEIGHBORHOOD ASSOCIATION**

(AS ADOPTED 6/6/91)

PREAMBLE

This Association is incorporated under RCW 24.03 for the purposes expressed in the Articles of Incorporation.

ARTICLE I. NAME

1.1 Name. The name of this corporation is the Cain Road Area Neighborhood Association (herein referred to as the Association).

ARTICLE II. BOUNDARIES

2.1 Association Boundaries. For the purpose of establishing the Association, and determining eligibility for membership, the Cain Road Area Neighborhood is bounded by: the center of Boulevard Road on the east; the center of 22nd Ave on the north; the east border of Watershed Park from the intersection of Boundary Street and 22nd Ave south to Henderson Blvd, the center of Henderson Blvd on the west; and the center of North Street to the intersection with Cain Road, the lots on the west side of Cain Road south to Log Cabin and the center of Log Cabin on the south, all in Thurston County, Washington. The Cain Road Area Neighborhood includes all of the area on or inside the boundaries as specified.

2.2 Boundaries not limiting. The Association recognizes that, for the purpose of local public policy issues important to members, the Cain Road Area Neighborhood may only be a portion of larger neighborhoods of common interest. Examples include, but are not limited to, the following:

- (a) For the purpose of education issues, the neighborhoods of common interest might include any area where students who attend Pioneer and Centennial elementary schools reside.
- (b) For the purpose of watershed management, the neighborhood of common interest includes areas to or from which water runoff may flow.
- (c) For the purpose of transportation issues, the neighborhood of common interest may include adjoining areas along Eskridge Blvd, Henderson Blvd and Boulevard Road.

It is the intent of the Association to work as part of larger neighborhoods of interest on individual issues when appropriate.

ARTICLE III. MEMBERSHIP

3.1 Eligibility and Term of Membership. Any person 18 years of age or older residing in the Cain Road Area Neighborhood, or any legal entity owning property or having a place of business within the Cain Road Area Neighborhood is entitled to join the Association.

3.2 Establishment of Membership. An eligible individual will qualify for membership for a period of one calendar year by submitting to the treasurer the individual's name, address and telephone number and payment of an annual membership dues as set by the Board.

3.3 Membership Roll. The treasurer shall maintain a complete list of the members.

3.4 Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. A member may vote by written proxy as specified in section 5.3.

3.5 Termination of membership. Membership shall terminate when:

- (a) The member no longer meets the eligibility requirements in section 3.1;
- (b) The member fails to reestablish membership as provided in section 3.2;
- (c) The member requests the treasurer to remove his/her own name from the membership roll.

ARTICLE IV. BOARD OF DIRECTORS

4.1 General Powers. The business, property and affairs of the Association shall be managed by the Board of Directors (herein referred to as the Board).

4.2 Number, Tenure, and Qualifications. There shall be at least four (4) and no more than fourteen (14) directors on the Board. Each Board member must be a current member of the Association. Each director shall hold office until the director's successor has been appointed or elected and installed or until the director resigns or is removed. The first directors are those persons named in the articles of incorporation, and they shall serve until the 1991 annual meeting. There shall be no limit on consecutive terms served by any Board member.

4.3 Executive Committee. The Board may create an executive committee of the Board and vest in the committee those powers and duties possessed by the Board which the Board believes should be exercised by the executive committee. If an executive committee is created, then a majority of the directors appointed to the committee shall constitute a quorum for the transaction of business and the provisions of section 5.2 shall apply to the committee's meetings.

4.4 Election of the Board of Directors. Officers specified in Section 6.2 shall be elected for one year terms and four directors shall be elected for two year terms. The terms for directors shall be staggered.

4.5 Vacancies. Any vacancy on the Board shall be filled by the majority vote of the remaining members of the Board, and the person named to fill the vacancy shall serve until the next annual meeting.

4.6 Removal of Board Members. Elected board members may only be removed from the board by a vote of the members representing the majority of the members present at any annual or special meeting when the issue has been set out in the notice of such meeting.

4.7 Reimbursement for Expenses. Directors of the Association shall receive no compensation, but may be reimbursed, as may any other member, for expenses incurred on behalf of the Association. Any reimbursement shall be by resolution of the Board.

ARTICLE V. MEETINGS

5.1 General Membership Meetings

5.1.1 Annual Meetings. Beginning in 1991, the annual meeting of the members shall be held in October or November at a place and time selected by majority vote of the Board for the purpose of electing directors and for the transaction of any other business that may come before the meeting.

- 5.1.2 Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the President at the President's initiation or when requested by a majority of the Board or by signed petition of five (5) percent of the general membership. The Board by majority vote shall select the place, date, and time for the meeting, and the President shall call the meeting at the place and on the date and at the time so selected.
- 5.1.3 Regular Meetings. Regular meetings of the general membership will normally be held at 7:00 pm on the second Thursday of the month at Washington Middle school cafeteria or as posted. Regular meetings are for discussions of topics of common interest and not for transaction of association business.
- 5.1.4 Notice of Meetings. The secretary of the Board shall prepare written notice stating the place, date and hour of the annual meeting and of any special meeting and shall direct the provision of the same to all individuals residing within the boundaries of the association and also to any other eligible individual who requests such notification, either personally or by mail, not less than 10 nor more than 50 days before the meeting. In the case of a special meeting, the secretary's notice shall also include a statement of the purposes of the meeting. For regular meetings, the posting of prominent signs is deemed adequate notice.
- 5.1.5 Quorum. The members of the Association present at any annual or special meeting shall constitute a quorum for the transaction of business.
- 5.2 Board Meetings.
- 5.2.1 Meetings. The Board shall hold an organization meeting not later than 14 days after the filing of the articles of incorporation. The Board shall hold such other meetings:
- (a) as the President believes appropriate and which are scheduled by the President; or
 - (b) as may be called and scheduled by any 3 members of the Board.
- 5.2.2 Notice of Meetings. Notice of any Board meeting shall be given at least 5 days before the meeting, provided that meetings may be held with less than 5 days notice with the verbal agreement of all board members. Notice may be given personally, by mail or by telephone.
- 5.2.3 Quorum. A majority of the members serving on the Board shall constitute a quorum for the transaction of business.
- 5.3 Proxies. At annual or special meetings of the general membership or meetings of the Board, a member or director may vote by proxy executed in writing by the member or director or the member's duly authorized attorney-in-fact.

ARTICLE VI. OFFICERS

- 6.1 Officers Specified. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers the Board may appoint as the Board deems necessary. All officers are Board members.
- 6.2 Elections and Terms. The President, Vice-President, Secretary, and Treasurer shall be elected by the members at each annual meeting. However, the first officers shall be elected by the Board at the organization meeting following the filing of the articles of incorporation. Each officer shall hold office until the officer's successor has been elected or appointed or the officer resigns or is removed.
- 6.3 Removal. Any officer may be removed from office by majority vote of the Board whenever in the Board's judgment the best interests of the Association will be served thereby.
- 6.4 Vacancies. A vacancy in any office may be filled by the Board for the duration of the unexpired term.

6.5 President. Subject to the control and policies of the Board, the President shall:

- (a) Be the principal executive officer of the Association and shall supervise all of the business and affairs of the Association;
- (b) When present, preside at all meetings of the Board and of the executive committee of the Board, if such a committee is created, and preside in the absence of the Vice-President at general membership meetings;
- (c) Be vested with the authority to sign, along with any other official designated by the Board, any contracts, deeds, mortgages, bonds or other instruments authorized to be executed by the Board. However, the Board may delegate the power to sign or execute a contract or instrument to any other officer or member of the Board.
- (d) Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.6 Vice-President. Subject to the control and policies of the Board, the Vice-President shall:

- (a) When present, preside at all general membership meetings;
- (b) In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- (c) Perform such other duties as may be assigned by the Board.

6.7 Secretary. The Secretary shall:

- (a) Keep the minutes for meetings of the members, and of the Board and of any executive committee;
- (b) See to it that all notices are properly given;
- (c) Be custodian of the corporate records;
- (d) In general perform all duties incident to the office of Secretary.

6.8 Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Association.
- (b) Receive and give receipts for money due and payable to the Association from any source, and deposit the money in the name of the Association in banks, trust companies or other depositaries in accordance with policies adopted by the Board; and shall make such payments as are authorized by the Board.
- (c) Keep the membership roll up to date.
- (d) In general perform all other duties that may be assigned by the Board.

6.9 Other Officers. Other officers appointed by the Board shall perform any duties that may be assigned by the Board. Appointed officers may be removed from the Board by a vote of the Board.

ARTICLE VII. ADMINISTRATIVE AND FINANCIAL PROVISIONS

7.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and the authority may be general or confined to specific instances.

7.2 Loans. No loans may be contracted on behalf of the Association and no evidence of indebtedness may be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.3 Checks, Drafts, etc. All checks, drafts, or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board.

7.4 Dues. The Board shall determine the amount of dues that shall be required of each member each year. The dues shall not be less than five dollars (\$5.00) nor more than twenty dollars (\$20.00) per year.

7.5 Audit. The Board shall require an annual audit of the financial records of the Association.

7.6 Fiscal Year. The fiscal year of the Association shall be the calendar year.

7.7 Rules of Procedure. The rules of procedure at meetings of the membership and the Board shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not in conflict with these Bylaws, the Articles of Incorporation or any resolution of the Board.

7.8 Amendment of Bylaws. These bylaws may be amended or repealed, and new bylaws may be adopted, by a vote of the members representing a majority of the members present at any annual meeting, or at any special meeting when the proposed change has been set out in the notice of such meeting.

7.9 Adoption of Bylaws. These bylaws were adopted by the Board at the organization meeting held on the ___ day of _____, 1991.

Amendments

To the Bylaws of the Cain Road Area Neighborhood Association
Adopted at the Annual Meeting, November 17, 2005.

These proposed amendments were placed on the Annual Meeting agenda by vote of the CRANA Board on October 12, 2005, with a Board recommendation to adopt the amendments.

2005-1

Article V. Meetings

5.1.1 Annual Meetings. Beginning in 2007, the annual meeting of the members shall be held in January at a place and time selected by the Board for the purpose of electing directors and for the transaction of any other business that may come before the meeting.

Article VI. Officers

6.2. Elections and Terms. The President, Vice-President, Secretary, and Treasurer shall be elected by the members at each annual meeting. However, the first officers shall be elected by the Board at the organization meeting following the filing of the articles of incorporation. Each officer shall hold office until the officer's successor has been elected or appointed or the officer resigns or is removed.

6.2.1 All officers and directors elected at the annual meeting of November 2005 shall serve until the subsequent election, at the annual meeting of January 2007. Any officer or director appointed to fill a vacancy during the term of November 2005 through January 2007 shall likewise serve until the annual meeting of January 2007.

Proposed Amendment 2005-2

Article V. Meetings

5.1.4 Notice of Meetings. The secretary of the Board shall prepare written notice stating the place, date and hour of the annual meeting and of any special meeting and shall direct the provision of the same to all individuals residing within the boundaries of the association and also to any other eligible individual who requests such notification, either personally or by mail, not less than four nor more than 50 days before the meeting. In the case of a special meeting, the secretary's notice shall also include a statement of the purposes of the meeting. For regular meetings, the posting of prominent signs is deemed adequate notice.