

Beacon Hill Merchants Association

BY-LAWS

Adopted on March 16th, 2015

Article 1. NAME AND LOCATION

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- 10 **1.1 NAME.** This organization is incorporated under the laws of the State of Washington as a
11 Washington Non-profit corporation and shall be known as the Beacon Hill Merchants
12 Association.
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- 14 **1.2. LOCATION.** The principal office of the Beacon Hill Merchants Association shall be
15 strategically located on Beacon Hill in the City of Seattle, Washington at an address
16 designated by the Board of Directors.
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- 18 **1.3. BOUNDARIES.** The area of operation of the Beacon Hill Merchants Association shall
19 be: east of Interstate 5, north of South Graham Street, west of Martin Luther King Way S
20 and Rainier Av S, and south of Interstate 90.

Article 2. PURPOSE

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- 24 **2.1. PURPOSE.** The principal purposes of this organization are:
25 a) To advance business interests in the Beacon Hill neighborhood of the City of Seattle;
26 b) To provide a forum in which members of the Beacon Hill business community may
27 share interests and needs with each other;
28 c) To interact in a structured way with representatives of city, county, state, and federal
29 governmental bodies and the Seattle community at large;
30 d) To implement activities which will encourage the growth of businesses and overall
31 economic development in the Beacon Hill area and to provide assistance with
32 promotional and other activities;
33 e) To support activities believed to be generally beneficial to the Beacon Hill
34 community.
- 35 **2.2. MISSION.** The adopted mission of the Beacon Hill Merchants Association is to promote
36 equitable economic development in our neighborhood through community engagement,
37 organizing, advocacy, networking and collaboration.

Article 3. NONDISCRIMINATION

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- 41 **3.1 DIVERSITY.** The BHMA values and celebrates the diversity of Beacon Hill. It shall not
42 discriminate, harass nor retaliate against individuals and organizations it serves or
43 employs on the basis of age, ancestry, color, creed, disability, gender identity, marital
44 status, national origin, parental status, political ideology, race, religion, sex, sexual
45 orientation, and military or veteran status.

Article 4. MEMBERSHIP

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5 **4.1 ELIGIBILITY.** Any individual, partnership, corporation, firm, organization,
6 commercial land owner, non-profit organization, entity or association with its principal
7 place of operation on Beacon Hill, or any individual who supports the purposes of the
8 Beacon Hill Merchants Association is eligible to be a Member of the Beacon Hill
9 Merchants Association.

10 11 **4.2. APPLICANTS.**

- 12 a) Every applicant for membership shall complete an application form which includes
13 his or her name, address, phone number, email, occupation and general information
14 concerning his or her business, merchandise or profession on a form provided by the
15 Beacon Hill Merchants Association.
16 b) All applications shall be submitted to the Association for approval at the
17 Association's sole discretion. Upon acceptance by the Association and payment of
18 dues, the applicant shall become an Active Member.
19 c) Applications shall be reviewed no fewer than two (2) times per year. Applications not
20 approved will be returned with an explanation for the refusal.
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22 **4.3. DUES AND DELINQUENCIES.**

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24 a) Beacon Hill Merchants Association shall have annual membership dues to commence
25 every January 1st. Members may join at any time and their dues will be prorated
26 according to a schedule determined by the board.
27 b) The amount of dues payable by each Member shall be determined by a dues schedule
28 adopted by the Association.
29 c) The BHMA shall notify members of the expiration of their dues by December 15th of
30 each year.
31 d) Members who are current in the payment of membership dues shall be considered
32 "Active Members" and shall have all the rights as delineated in these Bylaws.
33 e) Members who have not paid their dues within 90 days after notice from the Beacon
34 Hill Merchants shall automatically be converted to an Inactive Member. An Inactive
35 Member may again become an Active Member by paying their dues.
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37 **4.4. MEMBERSHIP RIGHTS.**

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39 a) Members who have been active for thirty days prior to an association meeting shall
40 have the following rights and privileges:
41 (i) to vote in all election and proceedings submitted to the vote of the Members; one
42 member equals one vote,
43 (ii) to nominate a candidate to serve on the Board of Directors,
44 (iii) to be nominated and serve on the Board of Directors, and
45 (iv) to attend any Beacon Hill Merchants Association Membership meeting.
46 b) Each Active Member shall be entitled to only one vote.

1 c) Inactive Members may attend Membership Meetings.
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3 **Article 5. MEMBERSHIP MEETINGS**

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5 **5.1 REGULAR MEMBERSHIP MEETINGS.** There shall be at least two Membership
6 meetings annually, which shall be open to all Members. Generally, there will be no
7 Membership meetings held in August or December of any given year, except as may be
8 called under Section 5.2. The meeting shall be held on a date selected by the Chair, which
9 shall not be a holiday. Regular Membership meetings shall be held for the purpose of
10 discussing and determining Beacon Hill Merchants Association activities.

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12 **5.2 SPECIAL MEETINGS.** Special meetings of the Members may be called upon the
13 written request of a majority of Board, provided that written notice of the time and place
14 and business of the special meeting shall be mailed or otherwise communicated to every
15 Active Member not less than 72 hours in advance of the time of the special meeting.

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17 **5.3 PUBLIC MEETINGS.** All Membership meetings shall be open to the public, but the
18 Members present may, upon motion of a Member and the majority vote of those
19 Members present, resolve to exclude non-Members and/or Inactive Members from the
20 consideration of Beacon Hill Merchants Association business.

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22 **5.4 NOTICE.** Notice of any Membership or other meetings may be communicated by
23 newsletter, mail, fax or other electronic means of transmission to all of the Active
24 Members.

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26 **5.5 QUORUM OF THE MEMBERS.** At any Membership meeting of the Beacon Hill
27 merchants Association, a quorum for voting shall be Twenty-Five percent (25%) of the
28 Active Members, as determined on the record date established under Section 3.4(a).

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30 **5.5 CONDUCT OF MEETINGS.** All Membership meetings shall be conducted according
31 to a consensus based decision making model when possible, and “Robert’s Rules of
32 Order” at all other times.” At Membership meetings, parliamentary decisions shall be
33 made by the Beacon Hill Merchants Association officer then present.

34 35 36 37 **Article 6. BOARD ELECTIONS**

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39 **6.1 ANNUAL ELECTIONS.** The Annual Election of the Board of Directors shall be held
40 on a date during the first quarter of each year as the Board shall designate or as soon
41 thereafter as practical.

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43 **6.2 BOARD ELECTIONS.** The election process and schedule will be as follows:
44 a) At the autumn membership meeting, the Executive Committee shall announce the
45 schedule of elections.

- 1 b) The Executive Committee will nominate members for open positions, ensure the
 2 candidates are qualified, obtain their consent and develop a list of candidates.
 3 Candidates are deemed qualified when they have relevant knowledge, skills and
 4 abilities for the open position.
- 5 c) At least thirty (30) days prior to the election, the Executive Committee shall notify
 6 members of the list of candidates for open positions and their qualifications. At the
 7 same time the list of members eligible to vote shall be shared with the membership.
- 8 d) Members may add candidates to the list within ten (10) days after candidate
 9 notification.
- 10 e) The Executive Committee ensures the additional candidates are qualified and the
 11 complete list of candidates with their qualifications are mailed or emailed to the
 12 membership with a ballot at least ten (10) days prior to the Election date.
- 13 f) Member ballots submitted by mail or email must be received 24 hours prior to
 14 elections to give the Executive Committee the opportunity to count the ballots and
 15 mark the voting member list. The Executive Committee shall maintain said
 16 information confidential.
- 17 g) At the election meeting, the Executive Committee shall run the elections process, give
 18 all candidates an opportunity to present their qualifications and count all email and
 19 hard copy ballots. The election process is valid when least 25% of the the total active
 20 members have voted. The Executive Committee shall announce the results via
 21 electronic notice. Should there be a tie, the Elections Committee shall decide the
 22 winner by lottery.

23 24 25 **Article 7. BOARD OF DIRECTORS**

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- 27 **7.1 COMPOSITION.** The Board of Directors (herein referred to as the “Board”) shall be
 28 comprised of no more than fifteen (15) nor less than five (5) elected Members..
 29 Directors shall ideally reflect the type of Members in the Beacon Hill Merchants
 30 Association as a whole, including property owners, business owners/managers,
 31 developers, professional service providers, and non-profits.
- 32
- 33 **7.2 DUTIES AND POLICY.** The governance and policy making responsibilities of the
 34 Beacon Hill Merchants Association shall be vested in the Board, who shall control its
 35 property, be responsible for its legal status and finances, establish and supervise its
 36 programs, hire and supervise staff and direct its affairs.
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- 38 **7.3 ATTENDANCE POLICY AND FILLING VACANCIES** The Chair shall put on
 39 notice the Board member with three consecutive unexcused absences that his or her
 40 position on the Board is at risk. The member shall respond to the Chair within two weeks
 41 explaining his/her absences and requesting to stay or resign from the Board. Such
 42 vacancies and/or resignations from the Board with unexpired terms as well as newly
 43 established positions, may be filled by the Board at any time.
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- 45 **7.4 TERMS OF OFFICE.** Each Director shall be elected for a two year term that shall run
 46 until the next election for that seat.

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2 **7.5 CONFLICT OF INTEREST.** No Director shall have a financial interest, directly or
3 indirectly, in any contract relating to the operations conducted by the Beacon Hill
4 Merchants Association, nor in any contract for furnishing services or supplies to the
5 Beacon Hill Merchants Association, unless (a) such contract shall be authorized by a
6 simple majority of Directors present and voting at a meeting at which the presence of
7 such interested Director is not necessary to establish a quorum (b) the facts and nature of
8 such interest shall have been fully disclosed or shown to the Directors present at the
9 meeting at which such contract is to be authorized, and (c) any interested Director has
10 abstained from participating in discussions or votes related to such authorization, other
11 than to disclose the facts and nature of such interest, or takes a leave of absence from the
12 board for the duration of the contract.

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14 **7.6 COMPENSATION.** Directors on the Board shall serve without compensation, but the
15 Board may authorize the payment of reasonable expenses incurred by a Director in the
16 performance of their duties as a Director.

17 **Article 8. BOARD MEETINGS**

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20 **8.1 BOARD MEETINGS.** The Board shall meet four times a year at a date, time and place
21 as established by resolution of the Board. The meetings shall be open to members,
22 however, the Board may go into Executive session as appropriate.

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24 **8.2 NOTICE.** Notice of Board meetings may be communicated to the membership by
25 newsletter, mail, fax or other electronic means of transmission no less than 10 days prior
26 to the meeting.

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28 **8.3 QUORUM OF THE BOARD.** A quorum of the Board shall consist of at least fifty-one
29 percent (51%) of the Board positions that are filled.

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31 **8.4 ATTENDANCE OF BOARD MEMBERS.** Attendance and involvement in Board activities
32 are critical to the success of the Beacon Hill Merchants Association. Attendance at board
33 meetings shall be in person or by means of interactive electronic communications. If a
34 Director is unable to attend a Board meeting, he/she shall notify the Chair by email or
35 otherwise communicate and advise them of his/her inability to attend.

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37 **8.5 CONDUCT OF MEETINGS AND DECISION MAKING.** All Board meetings and
38 decision by the Board shall be conducted according to "Robert's Rules of Order" or a
39 consensus-based decision making model as agreed to by the board.

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41 **8.6 ACTION OF DIRECTORS WITHOUT A MEETING.** Members may bring to the
42 Board urgent and/or emergency matters that need attention. As appropriate, the Chair
43 may convene a meeting or use electronic means to obtain input from Board members and
44 vote on the course of action to take.

Article 9. OFFICERS

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- 3 **9.1 POSITIONS.** Officers of the Beacon Hill Merchants Association shall consist of the
4 following: Chair, Vice- or Co-Chair, Secretary, and Treasurer. Each shall serve for a term
5 of one year, and may be re-elected no more than five (5) consecutive terms. All Officers
6 shall serve without compensation.
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- 8 **9.2 DUTIES OF THE CHAIR.** The Chair shall have such powers and duties consistent with
9 these Bylaws. The Chair will convene and chair the meetings of the Board and
10 Membership and supervise staff.
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- 12 **9.3 DUTIES OF THE VICE- CHAIR.** The Vice Chair shall assist the Chair, as well as
13 possess the powers and discharge the duties of the Chair in the latter's absence or
14 disability.
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- 16 **9.4 DUTIES OF THE SECRETARY.** The Secretary shall cause a record to be kept of all
17 the meetings of the Board of Directors and Members and perform such other duties as
18 directed by the President and the Board of Directors. Records shall be accessible to
19 members upon request.
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- 21 **9.5 DUTIES OF THE TREASURER.** The Treasurer shall maintain the financial records
22 and affairs of the organization in good standing and perform such other duties as directed
23 by the Chair and the Board of Directors.
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- 25 **9.6 ELECTION OF OFFICERS.** Officers shall be elected by the new Board at its first
26 meeting after the Annual Election (as defined in Section 5). Only current Directors may
27 be elected to serve as Officers.
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Article 10. COMMITTEES

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- 32 **10.1 EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Chair,
33 Vice-Chair, Secretary, and Treasurer. The Executive Committee shall act for and on
34 behalf of the Board when the Board is not in session, but shall report to and be
35 responsible to the Board for its actions. Any actions taken by the Executive Committee
36 must be shared with the Board within seven (7) days.
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- 38 **10.2 ADDITIONAL COMMITTEES AND TASK FORCES.** As needed the Board shall
39 establish committees to accomplish the goals of the organization. At least one member of
40 each committee shall be a Board Director.
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- 42 **10.3 COMMITTEE MEETINGS.** Meetings of a committee shall be called by the
43 Chairperson of that committee or by a majority of the members of the committee. Notice
44 of meetings must be shared with the Board no less than 7 days prior to the meeting.
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1 **10.4 WRITTEN REPORTS, RECORDS AND MATERIALS.** All Committees shall
2 maintain minutes of all meetings, share such records promptly with the Board and submit
3 the minutes, records and materials to the Secretary .
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5 **Article 11. FINANCE AND BOOKKEEPING**

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7 **11.1 FISCAL POLICY.** The BHMA will be fiscally conservative. It may incur debt as
8 approved by the Board as appropriate. The amount of debt shall be no more than the
9 amount of undesignated funds in the organization's account and/or the anticipated
10 undesignated revenue for the next three months. No loans or advances shall be made by
11 the organization.
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13 **11.2 RECORDS.** The Executive Committee, specifically the Treasurer, shall maintain the
14 records of the Beacon Hill Merchants Association using standard fiscal and bookkeeping
15 practices. Any member may request to review these records.
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17 **11.2 FISCAL YEAR.** The fiscal year shall be from January 1 to December 31.
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19 **11.4 DEPOSIT OF FUNDS.** All funds of the Beacon Hill Merchants Association not
20 otherwise employed shall be deposited in such accounts approved by the Board.
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22 **11.5 CHECKS, ETC.** All checks, drafts, endorsements, notes and evidence of indebtedness of
23 the Beacon Hill Merchants Association shall be signed by the Treasurer or an authorized
24 Board director. Endorsements for bank deposits shall be made by the Treasurer or
25 authorized Board director. No authorized signer may sign a check payable to him or
26 herself.
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28 **Article 12. MISCELLANEOUS**

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30 **12.1 PARTNERSHIPS AND SPONSORSHIPS.** Partnerships and sponsorships with
31 private, non-profit and public entities shall be made with board approval only.
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33 **12.2 BOOKS AND RECORDS.** The Beacon Hill Merchants Association will keep correct
34 and complete books and records of account, names and addresses of members, and
35 minutes of the proceedings of the Members, the Board and any committees or task forces.
36 All records shall be accessible to members.
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38 **12.3 AMENDMENTS.** These Bylaws may be amended by a two-thirds (2/3) vote of those
39 present at any meeting of the Members and constituting a quorum.
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41 **12.4 DISSOLUTION.** Any proposal to dissolve the BHMA needs to be adopted by 2/3 vote
42 of the board. The board must convene a membership information meeting to present the
43 approved dissolution and reasons for doing so, options that were explored and the results
44 of those efforts. To dissolve the BHMA, the membership vote must be at least 2/3 of the
45 members present with a quorum. The vote shall be taken at least 30 days after the
46 membership informational meeting. Should BHMA be dissolved, any remaining funds

1 after payment of debts shall be distributed to one or more local organizations suggested
2 by the BHMA membership that perform similar or complimentary work to the BHMA.
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4 The foregoing bylaws were adopted on March 16th, 2015
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7 Attested:

8 Adopted by the board February 23, 2015: voting yes: Robert H, Sandra B, Jonathan M, Betty
9 Jean W, Susan S, Keri W. Voting no: none. Brought to final vote before the General
10 Membership meeting March 16th, 2015, passed unanimously with no abstentions.