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STATE OF WASHINGTON

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RALPH MUNRO  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
NORTHWEST EVERETT NEIGHBORHOOD ASSOCIATION**

The undersigned, for the purpose of forming a non-profit corporation pursuant to RCW 24.03, laws of the State of Washington, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is: NORTHWEST EVERETT NEIGHBORHOOD ASSOCIATION.

**ARTICLE TWO**

This corporation shall be perpetual.

**ARTICLE THREE**

The term "Northwest Everett" as used in these Articles and in such By-laws of the Association as may later be adopted or from time to time amended shall comprise all of the following portion of the City of Everett, Washington: north of Nineteenth Street, east of Port Gardner Bay, south of the Snohomish River, west of that portion of Broadway to south of its junction with North Broadway, and west of North Broadway.

**ARTICLE FOUR**

The purpose for which the corporation is organized is to promote the civic, cultural, and social interests of the citizens of Northwest Everett, and to engage in all activities permitted to not-for-profit corporations pursuant to Chapter 24.03, Revised Code of Washington, as now or hereafter amended.

## **ARTICLE FIVE**

The following provisions, regarding the regulation of the internal affairs of the corporation, shall apply.

A. Membership in the corporation, which shall be voluntary, shall be available to all residents of Northwest Everett, subject to additional qualifications as the membership may from time to time impose in the By-laws of the corporation.

B. Upon dissolution or final liquidation, the assets of the corporation, if any, shall be liquidated and the proceeds distributed into the general fund of the City of Everett, Washington.

C. The powers of the corporation shall include all those powers permitted to a not-for-profit corporation pursuant to RCW 24.03.035.

D. The power of the corporation shall be exercised by the Board of Directors, which power shall be exercised in the manner provided in the By-laws of the corporation.

## **ARTICLE SIX**

There shall exist no personal liability of any director or member of the corporation to the corporation or to its members for monetary damages for conduct of such person in his or her capacity as a director or member; provided, however, that this provision shall not eliminate or limit the liability of a director or member for acts or omissions that involve intentional misconduct by a director or member or a knowing violation of law by a director, or for any transaction from which the director or member will personally receive a benefit in money, property, or services to which the director or member is not legally

entitled.

#### ARTICLE SEVEN

The location of the registered office of the corporation is the State of Washington is: 3113 Rockefeller Avenue, Everett, WA 98201. The name of the initial registered agent at such address is: Drew Nielsen.

#### ARTICLE EIGHT

The incorporator of the corporation is: Drew Nielsen, 1311 Hoyt Avenue, Everett, Washington, 98201.

#### ARTICLE NINE

The number of directors constituting the initial Board of Directors of the corporation is three. The number of directors may be changed in the manner provided in the By-laws of the corporation. The names and addresses of the persons who are to serve as the initial directors are as follows:

Falken Forshaw  
1510 12th  
Everett, WA 98201

Mark T. Soine  
1806 Rucker Ave.  
Everett, WA 98201

Drew Nielsen  
1311 Hoyt Avenue  
Everett, WA 98201

Dated this 14th day of August, 1990.

  
DREW NIELSEN

## **BY-LAWS OF NORTHWEST EVERETT NEIGHBORHOOD ASSOCIATION**

### **I. MEETINGS**

The Northwest Everett Neighborhood Association shall meet on the third Wednesday of each month at 7:00 pm; provided, however, that it shall be within the power of the chairperson to reschedule or cancel meetings where the regular meeting date conflicts with holidays or for other good and sufficient reason.

Northwest Everett Neighborhood Association meetings shall be open to the public.

### **II. OFFICERS**

The officers shall be a Chair, Vice-Chair, Secretary and Treasurer. Officers shall be elected each October, and they shall each serve a one-year term.

The Chair shall conduct meetings when he or she is present, and if the Chair is not present, the Vice-Chair shall preside. The Secretary shall take minutes and conduct the correspondence of the Association, and the Treasurer shall handle and conduct the financial affairs of the Association. Other responsibilities of the officers shall be defined from time to time as the Northwest Everett Neighborhood Association shall deem necessary.

### **III. STEERING COMMITTEE**

The Steering Committee shall be composed of the officers of the Association, the leaders of any and all subcommittees, plus such other individuals as the chair shall designate with the consent of the Steering Committee. The Steering Committee shall be vested with the authority to conduct the business of the Association, except that amendment of the By-Laws shall be made as specified below.

Unexcused absence from three consecutive monthly meetings shall be grounds for the removal of any member of the Steering Committee, which removal shall be by vote of the Steering Committee.

The Steering Committee shall act by majority vote of those member of the committee present and voting; provided, however, that a quorum of three members must be present to conduct any meeting of the Steering Committee.



#### **IV. SUBCOMMITTEES**

Subcommittees shall be established and discontinued by vote of the Steering Committee. Each subcommittee shall have a leader or co-leaders, who shall be designated by the Chair. Committees shall be formed and discontinued when need dictates on an ad hoc basis, to help the Association fulfill its mission. To encourage broader citizen participation, committees may include individuals who are not Members of the Northwest Everett Neighborhood Association. The work product of committees will be returned to the Steering Committee for discussion and recommendation.

#### **V. DELEGATES TO CITY NEIGHBORHOOD COUNCIL**

The Steering Committee shall from time to time designate representatives to serve on the Council of Neighborhoods. The Chair may designate, without necessity of a meeting or approval of the Steering Committee, a proxy to serve at any given meeting of the Council of Neighborhoods, where one or both of the designated representatives are unable to attend.

#### **VI. AMENDMENT**

These Bylaws may be amended by a majority vote of the members of the Association present and voting at any regular monthly meeting; provided, however, that amendments to these By-laws shall be made only where it is announced at the monthly meeting preceding the meeting where the vote is taken, first, that the next meeting will consider amendment to the By-laws, and second, the general substance of the proposed amendment.