



NORTH END NEIGHBORHOOD COUNCIL BY-LAWS

Tacoma, Washington

Revision – 2009

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ARTICLE I

PURPOSE AND INTENT

Section 1. Formation - The North End Neighborhood Council is an independent, non-profit corporation formed to address issues and concerns at the neighborhood level and work cooperatively with neighborhood groups towards the attainment of neighborhood goals. This Council seeks to encourage the participation of all citizens in the governmental process.

Section 2. Intent - This Neighborhood Council complies with Tacoma City Council Resolution 31888 and Chapter 1.45 of the Tacoma Municipal Code, which created Neighborhood Councils to increase and assure effective citizen participation in the decisions of government. This Neighborhood Council will foster a partnership of open communication between the City and its neighborhoods to:

- a. Enhance the environment in which citizens are afforded an opportunity to participate in government decisions in an advisory role;**
- b. Foster cooperation and consensus among diverse interests;**
- c. Assist the city and neighborhood in developing solutions to mutual problems;**
- d. Develop citizens' personal pride and responsibility for their neighborhood and their city.**

Section 3. Citizen obligations - Citizens retain all duties and obligations to participate in existing processes for legislative enactment, policy formulation, quasi-judicial decision-making or administrative practices. Participation in the Neighborhood Council program does not limit such duties and obligation.

Section 4. Definitions - As used herein:

- a. "Board" means the North End Neighborhood Council Board;
- b. "Council" means the North End Neighborhood Council comprised of all residents, property owners, business owners, and employees within the North End Neighborhood Council boundaries,
- c. "Board Member" means a member of the North End Neighborhood Council Board,
- d. "Meeting" means a regular meeting, a special meeting, a general meeting, the annual meeting, or a committee meeting in which full board attendance is required as authorized in Article IV.

ARTICLE II OFFICES

Section 1. Office Location - The principal address of the Council is 2522 North Proctor #418, Tacoma, WA 98406. The Council may have other offices as the Board designates.

Section 2. Mailing Address - The Council shall provide the City of Tacoma Neighborhood Council Office with the names and addresses of all Board Members for the purpose of receiving notices and other mailings from the City. The Neighborhood Council shall notify the Neighborhood Council Office of any change.

ARTICLE III MEMBERSHIP

All residents, property owners, business owners and employees within the Neighborhood Council boundaries are members of the Council and may actively participate in its activities. However, members must be sixteen (16) years of age or over to vote.

ARTICLE IV MEETINGS AND NOTIFICATION

Section 1. Open Meeting Requirement - Except as provided in section 6 of this article all meetings of the Neighborhood Council or its Board shall be open to the public.

Section 2. Board meetings shall normally be held monthly. Between Board meetings, if it is determined by the Executive Committee that the meeting should be cancelled, the Committee shall communicate to all Board members via e-mail or telephone with as much notice as practical, the notice of cancellation and the reason for said cancellation. If a quorum of Board members respond in a timely manner and indicate their desire to hold the meeting as scheduled, then the meeting shall be held if possible.

Section 3. Regular Meetings - The Board may hold as many meetings as necessary, but no less than four (4) general meetings each year for which it gives adequate written notice to Board Members, residents, property owners, employees, and business owners within Council boundaries. Such meeting shall occur on the first Monday of the month unless otherwise scheduled due to a holiday or other conflict.

Section 4. Special Meetings - Special meetings of the Council or Board may be called by the Executive Committee or a majority of the Board Members. In the case of a special meeting, telephone and/or e-mail notice to Board Members at least twenty-four (24) hours in advance will serve as notice in lieu of the notification specified in Section 7, below.

Section 5. Annual Meeting - An annual meeting of the Council shall be held in November each year. The purposes of the annual meeting are to elect Board Members and conduct other Council business. The meeting shall be held on the 2nd Monday in November, unless otherwise agreed.

Section 6. Executive Session - The Board may hold an executive session during a regular or special

meeting when deemed necessary by a majority of the board members present. When doing so, the Chair must announce the purpose for excluding the public from the meeting place and the time when the executive session will be concluded. The executive session may be extended to a later time by announcement of the Chair.

Section 7. Meeting Notification – Methods of notice may include mail, e-mail, electronic messaging, delivered handbills, and posting of an adequate number of prominently displayed signs.

ARTICLE V POWERS, DUTIES AND FUNCTIONS

Section 1. The Council, through its board, shall advise city government on matters concerning the general health, safety and welfare of the neighborhood and city.

Actions of the Council should reflect the needs and wants of the neighborhood. The powers, duties and functions of the Council shall include, but not be limited to, the following:

- a. Develop an organization that will maintain itself, further the purpose and intent of this chapter and meet the minimum standards set forth in Chapter 1.45.050 of the Code of the City of Tacoma.
- b. Make a good faith effort to recruit a diverse and representative group of residents, property owners, business owners and employees to participate in the Neighborhood Council program.
- c. Provide effective citizen participation in government by articulating, defining and addressing neighborhood and city problems; by advising, consulting with, and cooperating with the various offices, departments, commissions, boards, committees and councils on local matters affecting their respective neighborhoods; and by notifying and relaying information to residents, property owners, business owners and employees.
- d. Provide citizen input to the appropriate city departments on the efficiency and effectiveness of municipal services.
- e. Review items for inclusion in the City budget, make recommendations that reflect the needs of the neighborhood and state the priorities thereof.
- f. Provide a forum for consideration of the conservation, improvement or development of property within the Council area.
- g. Conduct educational programs for the general public regarding government's decision-making processes important to Council activities and functions.
- h. Undertake projects to benefit their neighborhood as may be deemed appropriate by the Council.

- i. Administer contractual funds and develop a neighborhood plan and budget
- j. Collaborate with other Neighborhood Councils when deemed appropriate and consistent with these by-laws.

ARTICLE VI NEIGHBORHOOD COUNCIL BOUNDARIES

Section 1. The City Council determines the boundaries of the Neighborhood Councils and sets those boundaries by resolution.

Section 2. The boundaries of this Council are delineated on official Neighborhood Boundary Maps published by the City of Tacoma.

Section 3. The boundaries of the Neighborhood Councils may be amended. Such amendment must be proposed by the involved Neighborhood Councils and, reviewed by the City of Tacoma Neighborhood Council Office, and approved by the City Council.

ARTICLE VII NEIGHBORHOOD COUNCIL BOARD

Section 1. General Duties and Responsibilities:

- a. **The Council shall establish a democratic decision-making process through an elected board that shall be responsible for directing the business of the organization.**
- b. Set policy to assure the goals of the Council are met as set forth in Article I and V.
- c. Neighborhood residents shall be encouraged to take a leadership role in serving as board members and officers of the Neighborhood Council.

Section 2. Organization:

- a. The Neighborhood Council Board shall be comprised of fifteen (15) Board Members elected by popular vote.
- b. The Board shall attempt to include at least one (1) member representative from each of the recognized neighborhood areas within the North End Neighborhood Council. The fourteen (14) recognized neighborhoods within the Council boundaries are: Jane Clark, Sherman, Puget Park, Mason, Washington, Jefferson, UPS, Prospect Hill, Buckley, Jason Lee, St. Patrick, Old Town, Stadium/Seminary, and the Wedge.
- c. **The Board shall have an uneven number of seats.**

Section 3. Qualifications and Tenure:

- a. A majority of the Board Members shall be neighborhood residents. Specific provisions

for non-resident board members may be included in these bylaws;

- b. Board members are prohibited from serving on more than one Neighborhood Council Board at any one time;
- c. The term of office for Board Members shall be two (2) years and shall be staggered such that seven (7) are elected in one year and eight (8) the following year;
- d. Board Member terms of office shall be unlimited;
- e. Board Members shall be at least eighteen (18) years of age;

Section 4. Compensation - Board members shall serve without compensation.

Section 5. Conflict of Interest - Board Members and employees of the Board shall not personally or financially derive direct personal gain from use of information, material or service of the Council.

Section 6. Annual Elections - The procedures for elections shall be as follows:

- a. Elections shall be nonpartisan and held during the annual meeting;
- b. The Board must publicize the number of open board positions, qualifications, member responsibilities, and filing instructions at least sixty (60) days prior to elections;
- c. Qualified persons must have attended at least 2 NENC meetings in the 6 months prior to being elected;
- d. Qualified persons must file with the Membership Committee at least forty (40) days prior to elections;
- e. Board candidates must be announced at least thirty (30) days prior to the election;
- f. Names and no other information of all qualified candidates shall be placed on the ballot;
- g. Voting shall be by secret ballot; however, the vote tally shall be announced along with election results and published in the Board minutes of the following regular meeting;
- h. In the event of a tie for the last available Board seat, and after a recount has been conducted, the winner shall be decided by lot in the presence of candidates and witnesses;
- i. Newly elected Board Members shall assume their position at the next meeting of the Board.

ARTICLE VIII OFFICERS

Section 1. Officers Named - The officers shall be the Chair, Vice Chair, Board Secretary,

Membership Secretary and Treasurer, all of whom shall serve on the Executive Committee. Officers must be Board Members.

- a. Officers shall be elected by the Board members at the February regular meeting;
- b. Voting shall be by secret ballot; however, the vote tally shall be announced along with election results and published in the minutes;
- c. Any Board member may serve as an officer;

Section 2. The term of office shall be one (1) year.

Section 3. Officer terms of office shall be unlimited.

Section 4. Vacancies - In the event of a vacancy for an officer of the Board, the Board shall appoint, as soon as practical, a new officer to serve for the duration of the term of the officer who vacated.

Section 5. Chair - The Chair must be a resident of the Council Neighborhood. The Chair shall be the presiding officer of the Board, participate in board deliberations, and have voting privileges. In the absence of the Chair, the order of succession shall be the Vice-Chair, Board Secretary, Treasurer, and Membership Secretary. In the absence of all officers, the Board shall designate the presiding officer as required to conduct business for that meeting. The Chair shall:

- a. Serve as the spokesperson and representative of the Board;
- b. Receive communications and present them promptly to the Board, as necessary;
- c. Appoint all committee chairs with the advice and consent of the Board;
- d. Authenticate by signature all advisory actions of the Board;
- e. Make known all Rules of the Board when so requested and decide all questions of order;
- f. Promptly make the proper referral of matters brought before the Board to the appropriate committee(s);
- g. Perform duties relating to the office of Chair and such other duties as assigned by the Board, or required by law;
- h. Appoint a temporary Board Secretary in the absence of the Board Secretary;
- i. Appoint an Audit Committee consisting of Board Members for the purpose of annually reviewing the Council's financial records. No member of the Executive Committee shall be appointed as a member of the Audit Committee;
- j. Co-sign with another Executive Committee Member on checks drawn on the Council account.

Section 6. Vice Chair - The Vice Chair shall:

- a. Serve with the Chair as the spokesperson and representative for the Board;
- b. Assist the Chair, as deemed necessary, in matters relating to the Council;
- c. Co-sign with another Executive Committee Member on checks drawn on the Council account;
- d. Perform duties relating to the office of Vice-Chair and such other duties as assigned by the Chair or the Board, or required by law.

Section 7. Board Secretary - The Board Secretary shall:

- a. Keep an accurate journal of proceedings assuring that all Board action is printed, published and indexed, and copies forwarded to the City of Tacoma Neighborhood Council Office;
- b. Keep a copy of, any document the Board has authorized;
- c. Co-sign with another Executive Committee Member on checks drawn on the Council account
- d. Perform duties relating to the office of Board Secretary and such other duties as assigned by the Chair or Board, or required by law.

Section 8. Membership Secretary - The Membership Secretary shall:

- a. Perform duties relating to the office of Membership Secretary and such other duties as assigned by the Chair or Board, or required by law;
- b. Be the custodian of the Council records and financial records of previous years;
- c. Serve as chair of the Membership Committee;
- d. Assure proper notice of all Board activities as required by these bylaws and law;
- e. Co-sign with another Executive Committee Member on checks drawn on the Council account
- f. Maintain materials pertinent to the operation of the Board as required by law and consistent with generally accepted accounting practices.

Section 9. Treasurer - The Treasurer shall:

- a. Be accountable for funds belonging to the Council;

- b. Maintain financial records for the current year;
- c. Assure a full and proper written report of the financial standing of the Council is given at each Board meeting;
- d. Co-sign with another Executive Committee Member on checks drawn on the Council account;
- e. Serve as chair of the Finance Committee;
- f. Make available, by January 31 of each year, financial records necessary for audit purposes;
- g. Perform duties relating to the office of Treasurer and such other duties as assigned by the Chair or Board, or required by law.

ARTICLE IX BOARD VACANCIES

Section 1. Resignation

- a. **If a Board Member is elected to any City political office, he or she must immediately resign from the Board;**
- b. Any Board Member may resign by submitting a written resignation to the Chair or the Board Secretary;

Section 2. Removal

- a. Board Members are required to attend all meetings. The Board may remove any Board Member whenever, in its judgment, the best interests of the Council would be served;
- b. When a Board Member has been absent six (6) or more meetings during a calendar year, the Board may remove the Board Member and declare the seat vacant. In such case, the Chair shall send a certified letter to the person, stating that he or she is no longer a Board Member;
- c. A two-thirds (2/3) vote of Board Members at a Board Meeting is required for removal. Such action shall be effective immediately upon the Board vote to remove;
- d. A person removed from the board is ineligible to serve on the Board for twelve (12) months from the date of removal.

Section 3. Filling Vacancies

- a. A board vacancy should be filled as soon as practical after resignation or removal. The Board shall appoint a successor to fill the unexpired term at a regular meeting after

- reasonable notice of the vacancy has been given to the Board .Such vacancy will be filled according to the criteria set forth for regularly elected board members.
- b. The vote tally shall be announced along with election results and published in the minutes.

ARTICLE X CONDUCT OF BUSINESS

Section 1. The Board shall conduct its business in a nonadversarial and collaborative manner consistent with its Bylaws, rules, procedures, and the following requirements:

- a. Quorum of a majority of members is required for Board action.
- b. Unless specified elsewhere, a majority vote of the Board Members present is required to take any action. With the exception of elections, voting is permitted only by the following methods: (i) a voice vote, (ii) a show of hands, or (iii) a roll call. When voting by roll call, the names must be reported with the yeas and nays in the minutes.
- c. Voting by proxy is prohibited.
- d. All questions of parliamentary procedure if not provided for in these Bylaws, shall be resolved by reference to **Robert's Rules of Order, Newly Revised Edition**.

ARTICLE XI COMMITTEES

Section 1. Committees. The Board shall have an Executive Committee and standing committees on Membership, Finance, and Bylaws, and Land Use and Planning and may create additional standing or other committees, as necessary. Voting on fiduciary matters is limited to Board Members.

Section 2. The Executive Committee shall:

- a. Consist of all board officers;
- b. Meet or communicate as necessary, and be responsible for proposing an agenda, and other functions as set by the Board;
- c. Act on behalf of the Board between meetings, as needed, and report decisions and actions to the Board at its next meeting;
- d. Establish a process whereby Board Members may propose meeting agenda items.

Section 3. Standing Committees

- a. **The Membership Committee shall:**
 - (1) Be Chaired by the Membership Secretary and consist of, at least, two (2) other Board Members who shall serve for one (1) year;

- (2) Maintain a list of Board members of the North End Neighborhood Council;
- (3) Assist the Board in developing active participation of the neighborhoods in the activities of the Council;
- (4) Supervise Board elections and assist in filling Board vacancies as required.

b. The Bylaws Committee shall:

- (1) Be chaired by a Board Member and consist of at least two (2) other Board Members who shall serve for one (1) year;
- (2) Review amendments submitted by Board Members and interested persons;
- (3) Review the Bylaws, at least, biennially and recommend modifications to the Board as deemed appropriate.

c. The Finance Committee shall:

- (1) Be chaired by the Treasurer and consist of at least two other Board Members who shall serve for one (1) year;
- (2) Prepare, in coordination with the Executive Committee, an annual budget for Board approval;
- (3) Maintain an inventory of Council property;
- (4) Assist the Board in resource development and fund raising activities.

d. The Land Use and Planning Committee shall:

- (1) Be chaired by a Board Member and consist of at least two (2) other Board Members who will serve for one (1) year.
- (2) Receive notices from and create a liaison with appropriate City of Tacoma building and land use agencies, such as, but not limited to, the Planning and Development Department, Public Works Department, City Clerk, General Services Department and Public Utilities Division.
- (3) Provide advice and work with individual neighbors on building and land use issues in the North End Neighborhood.
- (4) Recommend a position or stand for the Council on ordinances involving building and land use.

ARTICLE XII

FUNDING, CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts - No contract shall be entered into on behalf of the Council and no evidence of indebtedness shall be issued on its name unless recommended by the Board and authorized by resolution.

Section 2. Check, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall require a two (2) party signature by the Chair and the Treasurer. In the absence of one or both, the Vice-Chair and/or Board Secretaries may sign authorized checks. In no case shall either of the signers also be the Payee.

Section 3. Deposits - All funds of the corporation shall be deposited to the credit of the Council in such banks, trust companies, or other depositories as the Board may select.

Section 4. Fiscal Year- The fiscal year shall correspond with the calendar year.

Section 5. Books and Records

- a. The Council shall keep correct and complete books and records of account;
- b. The record shall include the minutes of the proceedings of its Board. These books and records shall be maintained at the council's principal office;
- c. The Council shall maintain all records for funding according to generally accepted accounting practices, and shall review each disbursement of funds to assure the expenditures are consistent with requirements of law and any guidelines set forth by the Tacoma City Council or other funding sources;
- d. A record giving the names and addresses of the Board Members must be maintained for at least three (3) years after the closing of each fiscal year;
- e. All books and records of the corporation may be inspected by any member of the Council, his/her agent or attorney for any proper process at any reasonable time or place.

Section 6. Audit of Books - The books and financial records of the Council shall be:

- a. **Maintained on a cash basis in a manner that they can be fully audited;**
- b. **Open for inspection, subject to audit by the Director of Finance, City of Tacoma, other funding organizations, and the State Auditor;**
- c. **Audited annually.**

ARTICLE XIII BYLAW REVIEW AND AMENDMENT

Section 1. Review - These Bylaws shall be reviewed at least biennially, and modified as necessary.

Section 2. Amendments - Upon two (2) weeks notice to Board Members, amendments to these Bylaws may be proposed for adoption at the next scheduled meeting of the Board.

Section 3. Conflict in Bylaws - These Bylaws shall be consistent with the Council's Articles of Incorporation, the general purpose and mission of the Council, Chapter 1.45 of the Code of the City of Tacoma, and Chapter 24.03 of the Revised Code of Washington (Washington Nonprofit Corporation Act). If any provision of these Bylaws or their application is held invalid, the remainder of these Bylaws or their application is not affected.

Section 4. Effective Date - These Bylaws will become effective as of the date of adoption by the Board.

ARTICLE XIV REPORTS

Section 1. Annual Reports - The Council shall prepare a written report of its activities annually.

Section 2. Filing - A copy of each annual report shall be filed with the Neighborhood Council office and maintained in the Board's principal office.

ARTICLE XV INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the City of Tacoma. Indemnification shall be against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him/her or such heirs, executors or administrators in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right or indemnification shall not be deemed exclusive of any other rights to which such Director or Officer or such heirs, executors or administrators may be entitled apart from this Article.

ARTICLE XVI DISSOLUTION OR TERMINATION

Section 1. Dissolution - The Board may be dissolved by a two-thirds (2/3) vote of the Council Membership present at a special meeting called for that purpose.

Section 2. Disposition of Assets - In the event of dissolution or termination of the Board, all unobligated assets shall be transferred to the Community Council or other appropriate non-profit organization filed with the Internal Revenue Service under Section 501-C 3 of the Internal Revenue Service.