

BYLAWS OF THE EASTLAKE COMMUNITY COUNCIL

ARTICLE I. NAME

The name of this organization shall be: Eastlake Community Council, hereinafter referred to as the Council.

ARTICLE II. PURPOSES

The purposes for which the Council is organized include the following [taken from the ECC's 1971 articles of incorporation]:

1. To foster and encourage a sense of community among people who live and work in the Eastlake Community.
2. To work with all governmental and civil agencies in the development and implementation of social, cultural, educational, and environmental programs that will benefit those who live and work in the Eastlake community.
3. To provide a clearinghouse for information on laws and governmental or private programs and proposal affecting the welfare and environment of the Eastlake community.
4. To work for and assist in the development and growth of the Eastlake community in ways that will preserve the history, charm and attractiveness of the community and its adjoining inland water and shorelines for those who live and work in the community.
5. To work to maximize public use and enjoyment of the inland waters and shorelines adjoining the Eastlake community.
6. To cooperate with other community councils and organizations in working for the improvement of the quality of life in the City of Seattle and its environs.

ARTICLE III. MEMBERSHIP

Section 1. The membership of the Council shall consist of the following: Persons whose background, experience, and interest indicate that they will support the purposes of the Council and who reside, work, own property, or do business within the following boundaries:

From Mercer Street, north to the Lake Washington Ship Canal, and from Fairview Avenue, east to Interstate Highway 5, which highway shall be the eastern boundary.

Any member, upon payment of such annual dues as designated by the Board of Directors, shall have the right to vote at and participate in membership meetings, and shall be entitled to notice of such meetings.

Section 2. The categories of membership are:

Individual:

An individual, who is in agreement with the purpose of the Council.

Senior Citizen:

An individual over the age of sixty who is in agreement with the purpose of the Council.

Business:

An individual who owns a business and is in agreement with the purpose of the Council.

Group:

A group of individuals who are in agreement with the purpose of the Council.

Non-member Subscriber:

An individual who is in agreement with the purpose of the Council but does not fulfill the boundary requirements.

Section 3. **Status of Membership:**

Membership in the Council shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

Section 4. **Termination of Membership:**

Membership in the Council may be terminated for any action by a member which is detrimental to the best interests of the Council, or for his/her failure to actively support Council purposes or to actively participate in Council activities or for other good cause, and his/her removal shall require the affirmative vote of two-thirds of the Board of Directors. In the event that any such termination is contemplated, the Board of Directors shall notify, in writing, the member of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which termination is to be considered, not later

than ten (10) days prior thereto. At the meeting, the accused member shall be entitled to respond to the stated reasons, and be heard in his/her own defense.

ARTICLE IV. DUES

Section 1. Membership dues and subscriber rate shall be established by a majority vote of the Board of Directors.

Section 2. Membership dues and fees shall be disbursed for activities which further the goals of the Council.

Section 3. Membership shall be for one (1) year commencing on the date the membership application is processed and ending in one (1) day prior to that date the following year. A Member must be a Member in good standing for fifteen (15) days prior to the Annual Meeting in order to have voting privileges.

Section 4. A member who fails to renew membership by paying dues prior to the membership anniversary date shall no longer be a member in good standing. Membership, including voting rights, shall be terminated.

Section 5. The Council shall keep in its office, or in the Secretary's possession, complete records containing the name, address, category of membership, and date of admission to membership of each member.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting:

The annual meeting of the Council shall be held on the first Tuesday of October of each year, at the registered office of the Council, or at such other place and time as may be designated by the secretary upon appropriate notice as hereinafter described.

Section 2. Special Meetings:

Special meetings of the Council may be called by the president, secretary, a simple majority of the Board of Directors, or by members having ten percent (10%) of the votes entitled to be cast at such meeting, and shall be held at any time and place as may be designated in the written notice described hereinafter.

Section 3. Notice:

Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10), nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary, or the officers or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/headdress as it appears on the records of the Council, with postage thereon prepaid.

Section 4. Voting:

Each member of the Council shall be entitled to one vote on each matter submitted to a vote of the members. Non-member subscribers shall be non-voting. In elections for Directors, a member entitled to vote shall not have the right to cumulate his/her vote.

All voting must be done in person; votes cast by proxy will not be counted, provided, however, that the Board of Directors may determine to submit by mail to members any question to be voted on at a member meeting; including the election of Directors. In this event, the Secretary shall mail to each member, together with the notice of the meeting, the ballot on each question and a voting envelope. The ballot shall be cast in a sealed envelope that is then authenticated by the member's signature. A vote cast by mail shall be counted as if the member were present and voting in person.

Section 5. Quorum:

Members holding more than ten percent (10%) of the votes entitled to be cast represented in person shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by R.C.W. Chapter 24.03

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall carry out the aims and purposes of this Council, promote its programs, and manage and control all of its property and assets. All Board Members must be members of the Council in good standing.

Section 2. The number of Directors of this council shall be not less than four (4), the specific number to be set by resolution of the Board [see last page for the most recent such resolution]. The four officers elected by the members as hereinafter provided shall be Officers. Additional Directors shall be elected at the annual meeting of the members of this Council. The number of Board members may be changed from time to time by amendment to these Bylaws or by resolution of the Board, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Board member. Each Director and officer shall hold office for one year following his/her election and until the next year's elections. The persons receiving the greatest number of votes at an annual meeting shall be Directors.

Section 3. **Vacancies:**

Any vacancy occurring in the Board of Directors and any Directorship to be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director appointed or elected to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office. A Director appointed by the Board for reason of an increase in size of the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

Section 4. **Committees:**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Council: Provided, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Council; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan if consolidation with another corporation or club; authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the Council; authorizing the voluntary dissolution of the Council or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Council; or amending, altering or repealing any resolution of the board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. Designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of

Directors, or any individual Director of any responsibility imposed upon it or him by law.

Section 5. Special Meetings:

Special meetings of the Board of Directors may be called at any time by the President, Secretary, or any three Directors in writing or by verbal notification. There shall be a minimum of one Board meeting per quarter.

Section 6. Notification of each special meeting setting forth time and place shall be given to each Director at least ten (10) days before the meeting. Such notice shall be delivered personally to each Director or mailed to him/her at his/her residence or usual place of business. A Director may waive notice of a special meeting either before or after the meeting. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attend a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required in R.C.W Chapter 24.03.

Section 8. Removal:

Members of the Board of Directors may be censured or removed by a two-thirds (2/3) vote of the Board of Directors present at a meeting for conflict of interest: for failure to attend meetings of the Board of Directors without good cause; for negligence in performing duties as a member of the Eastlake Community Council Board of Directors; or for just cause shown. Whenever any such removal is contemplated, the Board of Directors shall notify, in writing, the director of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which removal is to be considered, not later than ten (10) days prior thereto. At the meeting, the accused Director shall be entitled to respond to the stated reasons, and be heard in his/her own defense. A Board member may resign by delivering a letter of resignation to the President.

Section 9. Conflict of Interest:

A conflict of interest exists if a member of the Board of Directors receives financial compensation, accepts employment with or is under professional contract to the Council. It is the obligation of Board members to notify the Executive Committee in writing if a potential or perceived conflict of interest or duality of interest arises during their term of office. Reimbursement of a Board member's expenses, honoraria for speaking or program grants are not considered a conflict of interest. A conflict of will also exist if any board member is directly employed by or related to any party having an interest that is adverse or potentially adverse to the purposes of the Eastlake Community Council. Such Board member shall disclose to the Board in writing the existence of such conflict and may not participate in debate or in voting on matters affecting the parties to the conflict, unless such conflict is waived by a majority of the Board.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall:

- a. Be comprised of the officers.
- b. Administer the affairs and carry out the purpose of the Council between meetings of the Board of Directors.
- c. Conduct meetings in the period between Board meetings as business warrants. Provide the Board with minutes of all business meetings.
- d. A quorum for all Executive Committee Meetings shall be defined as three out of four members. For voting purpose, a simple majority is required.
- e. The Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of such committee or any Board member or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

ARTICLE VIII. OFFICERS

Section 1. The elected officers shall be a President, Vice President, Secretary and Treasurer. All officers shall be Board members.

Section 2. The officers shall act as the Executive Committee.

Section 3. Vacancies on the Executive Committee shall be filled by the President or Acting President with the advice and consent of the Executive Committee. The appointed officer will serve until the next meeting of the Board of Directors, at which time the Board must approve the appointment by a majority vote.

Section 4. If an officer is removed as a Board member, he/she shall be deemed to resign as an officer effective upon removal as a Board member.

ARTICLE IX. DUTIES OF OFFICERS

Section 1. **President.** The President shall:

- a. Supervise all activities of the Council; execute all instruments in its behalf; preside at all meetings of the Board of Directors, of the Executive Committee, and of the membership of the Council; call such meetings of the membership as shall be deemed necessary, other than the annual meeting of the membership; and perform such other duties usually inherent in such office.
- b. Represent the interests of the Council to City officials, agencies, private funders, and other organizations.
- c. Serve as official spokesperson for the Council in addressing policy issues and in dealing with the media.
- d. Appoint chairpersons of committees in consultation with the Executive Committee.
- e. Perform such other duties as consistent with the position description.

Section 2. **Vice President.** The Vice President shall:

- a. Perform such duties as may be assigned by the President, including serving as a committee chairperson or acting as liaison between committee chairpersons and the Board of Directors.
- b. At the request of the President, represent the interests of the Council to City officials, agencies, private funders and other organizations.

- c. In the event of the President's inability to serve, the Vice President will act as President until such time as the president re-assumes his/her duties or a successor is elected.
- d. Perform such other duties as consistent with the position description.

Section 3. **Secretary.** The Secretary shall:

- a. Be responsible for keeping full and accurate minutes of the Executive Committee, Board and membership meetings. Minutes shall be distributed to the Board in a timely fashion.
- b. Perform such other duties as consistent with the position description.

Section 4. **Treasurer.** The Treasurer shall:

- a. Receive and be accountable for all funds belonging to the Council; pay all obligations incurred by the Council when payment is authorized by the Board of Directors; maintain bank accounts in depositories designated by the board of Directors; and render periodic financial reports. Ensure that a financial report, to include a printed annual report approved by the Council's independent auditor, is made to the Board annually and to the membership at the Annual Meeting.
- b. Give an annual report on the Council's finances to the membership at the Annual Meeting.
- c. Perform such other duties as consistent with the position description.

ARTICLE X. FISCAL YEAR

Section 1. The fiscal year shall be the calendar year.

ARTICLE XI. BOOKS AND RECORDS

Section 1. This Council shall keep correct and complete books and records of account and shall have minutes of the proceedings of its members, Board of Directors, and Committees having all authority of the board of Directors; and shall keep at its registered office a record of the names and addresses of its members entitled to vote. All books and records of the Council may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time, provided that reasonable written notice is given to the Secretary at the registered office.

ARTICLE XII. COMMITTEES

Section 1. Standing and Ad Hoc committees as necessary may be created by the President.

Section 2. All committees shall make quarterly reports to the Board of Directors.

ARTICLE XIII. NOMINATIONS AND ELECTIONS

Section 1. The Nominations Committee shall seek out and identify potential candidates for elected positions and encourage them to participate in Council and activities. At least three (3) months prior to the Annual Meeting, the Chairperson of the Nominations Committee shall solicit nominations through a notice in the Council newsletter or by mail.

Section 2. The Nominations Committee shall recommend to the Board of Directors the names of all qualified candidates on the ballot. Consent of any candidate must be secured before the name may be placed in nomination. The Board of Directors shall make the final nominations to be voted on by membership.

Section 3. A ballot shall be distributed ten (10) days prior to the annual meeting. It shall list all nominees and shall be accompanied by brief biographies.

Section 4. There shall be a place on the ballot for write-in votes. To be valid, write-in votes must be cast for duly nominated individuals. Nominations may be received in writing before the election proceedings, or from the floor at the commencement of the election proceedings.

Section 5. Written ballots shall be received by the Nominations Committee Chairperson prior to or during the Annual Meeting.

Section 6. The Nominations Committee Chairperson shall report the election results at the end of the Annual Membership Meeting.

Section 7. The Nominations Committee shall follow the Guidelines for Nominations and Elections as approved by the Board of Directors.

ARTICLE XIV. AMENDMENTS TO BYLAWS

Section 1. The Bylaws of the Eastlake Community Council may be amended by the Board of Directors.

- a. A quorum for the purposes of Bylaws revisions shall be three quarters (3/4) of the Board of Directors.
- b. Bylaws may be revised by a two-thirds (2/3) majority vote.

Section 2. A Bylaws amendment shall be proposed and discussed at one board meeting and may not be passed until the next board meeting.

ARTICLE XV. RULES OF PROCEDURE

The rules of procedure at meetings of the membership and of the Board of Directors of the Council shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the articles of incorporation or with any resolution of the Board of Directors.

ARTICLE XVI. INDEMNIFICATION

Every director, officer, and board member of the Eastlake Community Council, and such others as may be specified from time to time by the Board of Directors, shall be indemnified by the Council, against all liabilities, judgments, awards, costs and expenses, including without limitation, counsel fees, imposed or reasonably incurred in , or in connection with, any proceeding to which he or she may be a party or become involved by reason of being or having been a director, officer, board member, or employee of the Council, or in any settlement thereof made with the consent or approval of the Board of Directors, except in such cases where the Officer, Board member, or employee is adjudged guilty of willful misfeasance, misconduct, or nonfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

ARTICLE XVII. NON-LIABILITY

To the extent permitted by law (a) the Council, its directors, officers and board members shall not be liable to its members for acts or omissions to act or any statements or any omissions or errors therein published or circulated by the Council, or by its directors, officers and board members acting in said capacities; and (b) each present and future members shall be deemed to have expressly released the Council, its directors officers and board members of and from any and all liability (1) for such acts, omissions to act and such statements, and (2) any

agreements, contracts obligations, acts or plans entered into or undertaken by the Council, on behalf of its members.

ARTICLE XVIII. NON-DISCRIMINATION

Section 1. The Eastlake Community Council will not discriminate against any person on the basis of race, creed, national origin, economic means, age, disability, gender, or sexual orientation.

RESOLUTIONS

Note: In addition to the By-laws, ECC procedures are governed by the following resolutions that the board has adopted.

- (1) No member of the ECC or its board shall, individually or collectively, incur any expense on behalf of ECC in an amount greater than or equal to \$250 without receiving prior approval from the Board. A majority vote by the Board in favor of the expenditure(s) shall constitute approval. Expenses relating to the printing and distribution of the Eastlake News are exempt from this obligation. [adopted May 4, 1992]
- (2) Article VI, section 2 of these By-laws directs that the board shall set by resolution the number of board positions. At this writing, the most recent such determination was the board's resolution at its Sept. 21, 2011 meeting that set at five (5) the number of board positions.