

BYLAWS OF TACOMA CENTRAL NEIGHBORHOOD COUNCIL

ARTICLE 1 Organization Structure

The Tacoma Central Neighborhood Council was created pursuant to the Washington State Nonprofit Corporations Act, Chapter 24.03 of the Revised Code of Washington, by filing Articles of Incorporation with the Washington Secretary of State. The Council's governance and procedures are determined by the Act, by the Articles of Incorporation and any amendments to it, and by these bylaws to the extent not inconsistent with the Act or the Articles of Incorporation. The Council intends to operate in a manner that qualifies it as exempt from federal income tax as a social welfare organization under section 501(c)(4) of the Internal Revenue Code.

ARTICLE 2 Purpose and Representation Area

Section 2.1 Purpose.

As stated in the Articles of Incorporation, the purpose of the Council is perform the functions and responsibilities of a neighborhood council under the neighborhood council program of the City of Tacoma representing the Central Neighborhood as defined by the officials of that city. The Council shall advise the City and other governmental units on matters concerning the general health, safety, and welfare of persons in the Central Neighborhood. The Council will foster open communication between the City and the Central Neighborhood and provide an environment in which residents are afforded an opportunity to participate in City government decisions in an advisory role. The Council will promote cooperation and consensus among residents and other diverse interests to craft solutions to mutual problems and to build a sense of personal pride in and responsibility for the Central Neighborhood.

Section 2.2 Central Neighborhood Area

The representation area for the Council is the Central Neighborhood area, defined by Tacoma City Council resolution as the area within the following boundaries: The eastern boundary is "L" Street from 6th Ave. south to S. 19th St., along S. 19th St. east to Tacoma Ave., then south along Tacoma Ave. to Center St. The boundary on the south is Center St. and Highway 16; on the west is Highway 16; and on the north is 6th Ave.

ARTICLE 3 Neighborhood Participation

Section 3.1 Neighbors

The term "neighbor" as used in these bylaws is any individual who resides within the Central Neighborhood area, or who regularly works within the area, or who represents a business or organization with premises within the area, or who beneficially owns real property within the area.

Section 3.2 Monthly Neighborhood Forums

The Council shall publicize and hold monthly forums for, and attempt to serve and represent the interests of, all neighbors within the Central Neighborhood area.

Section 3.3 No Membership Dues

No neighbor shall be required to pay dues to attend and participate fully in the monthly forums, because the Council has no members other than the members of its board of directors. Given the requirements of the Washington Nonprofit Corporations Act that apply to nonprofit corporations having members, it would be impossible to convene lawful meetings if every neighbor were a member.

ARTICLE 4 Board of Directors

Section 4.1 Board Governance With Neighbor Participation

The Council shall be governed and managed by a board of directors. The board shall hold monthly general meetings that shall include a forum for neighbors to address any issue concerning the Central Neighborhood area. The board shall welcome and consider the comments from neighbors in attendance at a meeting, and neighbors' comments submitted to it by other means, on any matter before the board.

Section 4.2 Number of Directors

The board of directors shall consist of up to 15 individuals. Within that limit the number of directors shall be determined by the number of individual directors then holding office. A resignation or forfeiture of office by a director will reduce the number of directors. The appointment of an individual as a director will increase the number of directors.

Section 4.3 Qualifications of Directors

Any neighbor age 18 or greater is qualified to serve on the board if they are not holding an elective public office.

Section 4.4 Forfeiture of Directorship

Any individual board member who is absent, for any reason, from three consecutive monthly general meetings shall cease to be a director, but may re-apply as provided in section 4.6. Any sitting director who ceases to be qualified (e.g., by ceasing to be a neighbor) shall resign or forfeit his or her director position.

Section 4.5 Board Appointments and Retirements

Any qualified individual who has attended three consecutive monthly general meetings may submit at, or promptly after, the third meeting an application for appointment to the board of directors. The board at the next general meeting shall appoint that applicant to the board as a director unless doing so would cause the number of directors to exceed the limit in section 4.2. If the board membership is at that limit, then the director who has the longest continuous service exceeding 48 months, if any, shall resign to create a vacancy for appointment of the applicant. If no vacancy exists or is so created, that applicant shall be appointed at the earliest time that a vacancy becomes available or may be so created. A coin toss or drawing shall determine the order of appointment, or of resignation, if two or more applicants submit applications for appointment at, or promptly after, a general meeting, or if two or more sitting directors have the same period of continuous service exceeding 48 months when a vacancy must be created.

Section 4.6 Re-application to Board

Any individual who ceases to serve as a director may re-apply, no sooner than the general meeting in the thirteenth month after the month in which they previously ceased serving as a

director, the same as any other qualified individual pursuant to section 4.5.

Section 4.7 No Compensation

No director or member of their family may receive any compensation, loan, or financial benefit from the Council, but they may be reimbursed for expenses actually incurred for the benefit of the Council, including expenses for attending training or conferences approved by the board.

ARTICLE 5 Meetings

Section 5.1 Monthly General Meetings

The Council shall hold monthly general meetings pursuant to a publicly announced schedule and location. The location shall be within or proximate to the Central Neighborhood. Meetings shall be open to the general public. Directors need not be given specific notice of monthly general meetings.

Section 5.2 Special Meetings

The Chair or Vice-Chair may call a special meeting by giving each director at least three days advance notice by mail, email, text or voice phone message, or delivered message. Public notice of any such special meeting also shall be given by posting notice of it on the Council's website or social media page or by another reasonable manner.

Section 5.3 Quorum and Voting

A majority of the directors then holding office shall constitute a quorum, provided that if a quorum fails to attend a general meeting, then at the next general meeting a quorum shall consist of one-third of the directors then holding office. Directors may attend a meeting by means of teleconference equipment that permits all participants to hear each other at the same time. Directors may not vote by proxy.

Section 5.4 Meeting Procedures

The Chair or other presiding officer shall afford a reasonable opportunity to all participants to express their views on matters before the Council. Strict adherence to any particular rules of parliamentary procedure are not required, but meetings shall be conducted in a fair and orderly manner.

ARTICLE 6 Officers

The board of directors shall annually elect from their members a Chair, Vice-Chair, Secretary, and Treasurer to perform such duties as are customary for such positions. The Chair and Treasurer shall share responsibility to ensure that the Council files IRS Form 990-N by the fifteenth day of the fifth month following each fiscal year.

* * * *