ARTICLE I - PURPOSE AND INTENT

Section 1 Formation - The New Tacoma 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 ensure 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 New Tacoma Neighborhood Council Board;

B. "Council" means the New Tacoma Neighborhood Council comprised of all residents, property owners, business owners, and employees within the New Tacoma Neighborhood Council boundaries,

C. "Board Member" means a member of the New Tacoma 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 offices of the Council shall be located at such place as the Board shall designate. The organization may have such other offices as the Board may designate from time to time.
Section 2 Mailing Address - The Council shall provide the Community Relations Division with the names and addresses of two individuals who will receive all notices and other mailings from the City. The Council shall notify the Community Relations Division of any change.

ARTICLE III - MEMBERSHIP

Section 1 All residents, property owners, business owners and employees within the Neighborhood Council boundaries are members of the Neighborhood Council.

ARTICLE IV - MEETINGS AND NOTIFICATION

Section 1 Open Meeting Requirement - Except as provided in section 6 of this article all meetings of the 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 representation by its Board, will advise City government on matters concerning the general health, safety and welfare of the neighborhood and:

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. Take the initiative in selecting activities and establishing priorities among them.

D. Set goals and objectives which reflect the growth needs of the neighborhood and state its priorities.

E. Provide effective citizen participation in government by articulating, defining, and addressing neighborhood problems; by advising, consulting with, and cooperating with various offices, departments, commissions, boards, committees, and counsel on local matters affecting their respective neighborhoods, and by notifying and relaying information to residents, property owners, business owners and employees.

F. Provide citizen input on the efficiency and effectiveness of the government's delivery of services.

G. Make recommendations concerning particular actions, policies, plans, programs, projects, and other matters affecting the quality of life to the various offices, departments, commissions, boards, committees and councils. Matters affecting the quality of life include, but are not limited to land use, housing, community facilities, human resources, social and recreational programs, traffic and transportation, environmental quality, and public safety. The Council should be encouraged to review and make recommendations on changes occurring city-wide which may affect the quality of life within its area.

H. Review items for inclusion in the City budget, make recommendations which reflect the needs of the neighborhood, and state the priorities thereof.

I. Advocate members' interests to all departments of City Government.

J. Make every effort to communicate with diverse groups of people.

K. Sponsor studies, hold informational meetings, and conduct public forums and educational programs.

L. Provide a forum for consideration of the conservation, improvement or development of property within the Neighborhood Council area.

M. Conduct educational programs for the general public regarding the aspect of government's decision-making processes important to the Council activities and functions.

N. Undertake projects to benefit their neighborhood as may be deemed appropriate by the Council.

O. Administer contractual funds, develop a budget and, as appropriate, operate and staff a neighborhood office.

P. Cooperate with other Councils in developing and operating resource centers to be located at sites within the neighborhood. Such centers shall be for the use of all citizens.

Q. Lead local efforts to improve our community (e.g. Adopt-a-Spot, Paint Tacoma Beautiful, etc)

**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 the Neighborhood Council are delineated on official Neighborhood Boundary Maps maintained up to date by the General Services Department, Community Relations Division.

Section 3 The boundaries of the Neighborhood Council may be amended. Such amendment must be proposed by the involved Neighborhood Councils and reviewed 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 a Council-elected Board, which shall be responsible for directing the business of the organization.

B. Set policy to ensure the goals of the Council are met as set forth in Articles I. and V.

C. Neighborhood residents shall be encouraged to take a leadership role in serving as board members and officers of the Council.

Section 2 - Organization:

A. The Board shall be comprised of at least seven members elected by majority vote.

B. The Board shall have no more than 21 members, all of whom shall be at least 18 years of age.

Section 3 - Qualifications and Tenure:

A. A majority of Board members shall be neighborhood residents. Specific provisions for non-resident Board members may be included in the Bylaws. The Board must acknowledge and approve any election where the majority of the Board is made up of non-resident members.

B. In no case shall any person serve on more than one Board at any one time.

C. The term of office for Board members shall be two years and shall be staggered such that no more than 60 percent of the Board is elected in any one year.

D. Board members may succeed themselves indefinitely, if the voters so desire.

Section 4 - Compensation – The Board shall serve as volunteers without compensation.

Section 5 - Conflict of Interest – Neither Officers, Employees nor any member of the Board may personally or financially derive direct or indirect benefit from use of informational material or services of the Council.

Section 6 - Elections – Rules, procedures and method of elections shall be as follows:

A. The Board shall be elected by the Council

B. Elections shall be nonpartisan.

C. Election of Board members shall be at the next scheduled meeting of the Board.

D. Candidates shall be nominated and announced at least 30 days prior to the election.
E. 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 the candidates and witnesses.

ARTICLE VIII - OFFICERS

Section 1 - The Board shall elect a Chair, Vice-Chair, Secretary and Treasurer from among members having served on the Board for at least one year. Additional officers may be elected.

A. The duties of each shall be those customarily attributed to them under usual Board practices, and as set forth below.

B. The Officers will be elected by members of the Board by nomination to, and a plurality vote of, the sitting Board in an annual election to be held each year.

C. Any member of the Board may recommend candidates to the nominations subcommittee.

D. Any member of the Board may nominate candidates from the floor.

Section 2 - The term of office shall be two years with the Chair and Secretary elected in even years and the Vice-Chair and Treasurer elected in odd years.

Section 3 - Officers may succeed themselves indefinitely, if the voters so desire.

Section 4 - Vacancies – In the event of a vacancy for an officer of the Board, the Board shall, within sixty (60) days, appoint a new officer to serve for the duration of the term of the officer who vacated.

Section 5 - Chair – The Chair shall be the presiding officer of the Board. In the absence of the Chair, the Vice-Chair shall act as Chair. In the absence of both the Chair and the Vice-Chair, the Secretary, and in turn, the Treasurer shall act as Chair. In the absence of all the 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. Open all meetings of the Board at the appointed hour by taking the Chair and call the Board to order;

C. To appoint a temporary secretary in the absence of the secretary.

D. To authorize an excused absence of any Board member who has given prior notice of an inability to attend a properly noticed meeting, whether a regular, special or rescheduled meeting.

E. Call for the approval of the minutes of the previous meeting;

F. Maintain order and decorum;

G. Receive and submit all matters properly brought before the Board in order prescribed by the rules;

H. Receive all communications and present them promptly to the Board;

I. Appoint all committee chairs, unless otherwise directed by the Board;

J. Authenticate by signature all advisory actions of the Board;
K. Make known all rules of the Board when so requested and to decide all questions of order;

L. Promptly make the proper referral of matters brought before the Board to the appropriate board committee(s);

M. Perform such other duties as may be required by law, or such as may properly pertain to such office;

N. Take part in Board meetings and exercise the power to vote in the case of a tie (June 8, 2005)

O. Perform other such duties as may be prescribed by the Board from time to time;

P. Serve on the Executive Committee; and

Q. After his/her term as Chair has expired, preside at the meetings of the Board until such time as the new Chair has been seated.

Section 6 - Vice-Chair – The Vice-Chair shall:

A. Perform the duties of the Chair in the absence of the Chair, or in the event of the Chair’s inability or refusal to act. The Vice-Chair, shall and when so acting, have the powers of and be subject to all restrictions upon the Chair;

B. Serve with the Chair as the spokesperson and representative for the Board.

C. Assist the Chair in formulating Board objectives and programs for consideration by the various committees;

D. Assist the Chair to anticipate issues and problems deserving or in need of special meetings;

E. Perform and such other duties as from time to time may be assigned by the Chair or Board;

F. Serve on the Executive Committee.

Section 7. Secretary – The Secretary shall:

A. Exercise all the duties and power of the Chair in the absence of the Chair and Vice-Chair;

B. Keep an accurate journal of proceedings assuring that all Board action is printed, published and indexed;

C. Sign with the Chair, and keep a copy of, any document the Board has authorized the issuance of by resolution;

D. Assist the Chair to anticipate issues and problems deserving or in need of special meetings;

E. Perform such other duties as assigned by the Board;

F. Be custodian of the Council’s records;

G. See that all notices are duly given in accordance with the provision of these Bylaws and as required by law;

H. Perform all duties relating to the office of Secretary and such other duties as may be assigned by the
Chair or Board;
I. Serve on the Executive Committee;
J. Maintain a current roster of all sitting Board members.

Section 8 - Treasurer – The Treasurer shall:
A. Be accountable for funds belonging to the Council;
B. Maintain current financial records;
C. Assure a full and proper report of the financial standing of the Council is given at each Board meeting;
D. Co-sign with the Chair on checks drawn on the Council account;
E. Exercise all the duties and power of the Chair in the absence of the Chair, Vice-Chair, and Secretary;
F. Preside, and schedule meetings of the Finance Committee; and
G. Serve on the Executive Committee.

ARTICLE IX - BOARD VACANCIES

Section 1 – Resignation -
A. If a Board member of officer is elected to any City political office, he or she must immediately resign from the Board or office.
B. If a Board member moves out of his or her area of representation, the Board position becomes vacant.
C. Any Board member may resign by submitting a written resignation with the Secretary of the Board.

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. TERMINATION OF THE BOARD

Section 1 The termination of the Board may be initiated by the members of the Council (residents of the Neighborhood).

Section 2 The termination of the Board by members shall be by initiative petition signed by 100 of the members of the Council:

The petition shall be filed with the Community Council.

Within thirty (30) days of the receipt of the petition, the remaining Neighborhood Councils, as the Community Council, shall provide adequate notice and hold a public meeting within the neighborhood as to whether or not the Board should be terminated.

The Board shall be terminated upon an affirmative vote equal to two-thirds (2/3) of the members of that Council present at the public meeting.

ARTICLE XI. CONDUCT OF BUSINESS

Section 1 The Board will conduct its business and shall operate pursuant to these bylaws, the rules and procedures adopted by the Board and as follows:

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 XII. COMMITTEES

Section 1 Committees – The Board shall be entitled to form committees as necessary to carry out its function. The function of such committees shall be to report their findings and to purpose recommendations to the Board for appropriate action. No committee may speak for the Board in whole.

Section 2 Executive Committee:

A. Shall consist of the Chair, Vice-Chair, Secretary and Treasurer.
B. Shall meet or communicate as necessary, and be responsible for proposing an agenda, and other functions as set by the Board.
C. Shall act on behalf of the Board between meetings, as needed, and report decisions and actions to the Board at its next meeting.

Section 3 Membership Committee:

A. Shall consist of a chairperson and two members with a term of office of one year.
B. Shall assist the Board in developing active participation of the neighborhood in the activities of this Council.

Section 4 Bylaws Committee:

A. Shall consist of a Chairperson and two members appointed by the Board with a term of office of one year.
B. Shall review amendments submitted by members for adoption and make recommendations to the Board.
C. Shall review the Bylaws at least annually and make recommendations to the Board.

ARTICLE XIII. FUNDING, CONTRACTS, CHECKS AND DEPOSITS

Section 1 Contracts – No contracts shall be entered into on behalf of the Council and no evidence of indebtedness issued on its name unless recommended by the Board and authorized by resolution. A request for expenditure of funds greater than $250.00 (April 2007) from Council’s maintenance and operation budget must be proposed in writing at a Neighborhood Council Meeting for consideration at the next regularly scheduled meeting.

Section 2 Checks, Drafts, Etc – All checks, drafts, or other orders for the payment of money, notes of other evidences of indebtedness issued in the name of the Council shall require a two-party signature by the Chair and the Treasurer. In the absence of one or both, the Vice-Chair and/or Secretary may be designated to sign checks.

Section 3 Deposits – All funds of the corporation, whether acquired by gifts, contracts or any other legitimate means, 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 fiscal of the City of Tacoma.

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 the Board and committees having any of the authority of the Board.

C. The Council shall maintain all records for funding 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 source.

D. A record giving the names and addresses of the Board members entitled to vote must be maintained for at least three 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 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 open for inspection, subject to audit by the Director of Finance (City of Tacoma or other funding source) and the State Auditor, and maintained in such fashion that they can be audited.

Section 7 Bonding – All officers (and employees) of the Council who are charged with handling money on behalf of the Council shall be bonded in case of misappropriation or misconduct. These individuals shall be bonded in an amount fixed by the Board.

Section 8 Financial Reports – A Treasurer’s report on the financial status of the Council shall be provided as each regular Advisory meeting.

ARTICLE XIV - BYLAW REVIEW AND AMENDMENT

Section 1 Review - These Bylaws shall be reviewed at least annually.

Section 2 Amendments – Upon two week’s 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 XV - REPORTS

Section 1 Annual Reports – The Council shall prepare a written report of its activities annually. Such report shall be submitted to the City Council and filed with the Community Relations Division.

Section 2 Periodic Reports – Additional periodic reports regarding issues concerning the Council’s purpose and responsibilities may be submitted to the City Council and filed with the Community Relations Division.

Section 3 Copies of each such report shall be filed with the City Clerk’s office and the Community Council.
ARTICLE XVI. 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 of Officer of the Corporation shall be indemnified by the Corporation. 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 of 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 of 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 to apart from this Article.

ARTICLE XVII. DISSOLUTION OF TERMINATION

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

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