

BYLAWS
SOUTH END NEIGHBORHOOD COUNCIL
Updated Feb.2012

Preamble: We, the South End Neighborhood Council (SENC) believe that the quality of life within our neighborhoods is of common interest to all within our community. Our strength lies in addressing our common interests, our goals of social and economic justice, and building and maintaining said quality of life within our neighborhood. We do hereby accept responsibility to work within our community in shaping our own future within the City for the best interests of our community.

ARTICLE I
PURPOSE AND INTENT

Section 1. The South 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. The Neighborhood Council seeks to encourage the participation of all citizens in the government process and to maximize their use of human resources through the concept of self-help, group organization, and available funding sources.

Section 2. The South End Neighborhood Council complies with Tacoma City Council Resolution 31888 and Ordinance 25188 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 neighborhoods in developing solutions to mutual problems;
- D) Develop citizens' personal pride and responsibility for their neighborhood and their city.

Section 3. 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 obligations.

ARTICLE II
OFFICES

Section 1. Office Location - The principal offices of the Neighborhood Council shall be located at such place as the Neighborhood Council shall designate. The organization may have such other offices as the Board may designate.

Section 2. Mailing Address - The Neighborhood Council shall provide the City of Tacoma

Neighborhood Council Office with names and addresses of all Board Members for the purpose of receiving notices and other mailings from the City. The Neighborhood Council will notify the City of Tacoma Neighborhood Council Office of any change.

ARTICLE III MEMBERSHIPS

Section 1. All residents, property owners, business owners, and employees within the Neighborhood Council boundaries are members of the Neighborhood Council. All members of the Neighborhood Council may actively participate in its activities. However, members must be 18 years of age to vote.

ARTICLE IV MEETINGS AND NOTIFICATIONS

Section 1. General - All meetings of the Neighborhood Council or its board shall be open to the public.

Section 2. Regular Meeting - The Neighborhood Council or its board may hold as many meetings as desired, but the Neighborhood Council shall hold at least four meetings each year for which it gives legal notice.

Section 3. Special Meetings - Special meetings of the membership or Board may be called by a majority of the Board. In the case of a special meeting, telephone notice at least twenty-four hours in advance to all board members, will serve as notice in lieu of the notification specified below.

Section 4. 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. Which 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 5. Annual Meeting - An annual Meeting of the membership shall be held in the month of November or a month so specified by Executive Committee each year. The annual meeting shall be for the purpose of nominating and electing members of the board and for the transaction of such other business as may properly come before the meeting.

Section 6. Meeting Notification - E-mailing the notification or posting the notification on the Internet and Neighborhood Council sign are examples of adequate and legal notice and must be performed at least one week in advance of the meeting. Such notice is required for the 4 meetings required under Section 2 above and for any meeting at which an election is held.

Section 7. Prior Notification - Five-day prior notification of the agenda for the regular council

board meeting shall be available to all board members in the SENCo office and on the SENCo website or posted by e-mail.

ARTICLE V

POWERS, DUTIES AND FUNCTIONS

Section 1. The Neighborhood Council will directly advise City government on matters concerning the general health, safety, and welfare of the neighborhood. The actions of the Neighborhood Council should reflect the needs and wants of the neighborhood. The powers, duties, and functions of the Neighborhood 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) Take the initiative in selecting activities and establishing priorities among them.
- D) Set goals and objectives which reflect the growth needs the neighborhood and its priorities.
- E) Provide effective citizen participation in government by articulating, defining, and addressing neighborhood problems; by advising, consulting with, and cooperating with the various offices, departments, commissions, boards, committees, and council 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 council. 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 neighborhood 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 need of the neighborhood, and state the priorities thereof.
- I) Advocate member's 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, and development of property within the Neighborhood Council area.

- M) Conduct educational programs for the general public regarding the aspects of government's decision-making processes important to Neighborhood Council activities and functions.
- N) Undertake projects to benefit their neighborhood as may be deemed appropriate by the Neighborhood Council.
- O) Administer contractual funds, develop a budget, and as appropriate, operate and staff a neighborhood office.
- P) Develop a biennial plan and supporting budget which covers services to the City of Tacoma and enter into an agreement with the City of proposed services in appropriate form.

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 Neighborhood Council are delineated on official Neighborhood Boundary maps maintained up to date by the City of Tacoma Neighborhood Council Office.

Section 3. The South End Neighborhood Council is bounded on the west and north by Interstate 5, on the east by Pacific Avenue and McKinley Avenue, and on the south by the Tacoma City limits.

Section 4. 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 Neighborhood Council shall maintain a democratic decision-making process through an elected board which shall be responsible for directing the business of the organization.
- B) Set policy to assure the goals of the Neighborhood 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 Neighborhood Council.

Section 2. Organization

- A) This Neighborhood Council shall have eleven (11) board members.
- B) The Neighborhood Council board shall have at least six (6) elected members for a Quorum.
- C) The Board shall have an uneven number of members.

Section 3. Qualifications and Tenure

- A) All of the council Board members shall be residents in the Neighborhood Council area.
- B) In no case shall any person serve on more than one Neighborhood Council 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.
- E) All board members must sign the Confidentiality, Harassment, and Discrimination Standards. Hard copies will be held on file at the SENCo office during the tenure of that board member.

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

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

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

- A) Elections shall be nonpartisan.
- B) Election of Board members shall be held during the Annual meeting.
- C) Election of Officers shall be at the next scheduled meeting of the Board of Directors.
- D) Candidates shall be nominated and announced at least 10 calendar days prior to the election.
- E) All votes shall be by secret ballot; no signature required.
- F) In the event of a tie for the last available Board position, and after a recount has been conducted, the winner shall be decided by coin toss in the presence of the candidates and witnesses.
- G) A member of the City staff will attend the election meeting to assist in the counting of the ballots.

**ARTICLE VIII
OFFICERS**

Section 1. Officers - The board shall elect a chair, vice-chair, recording secretary, corresponding secretary, treasurer. These officers serve as the Executive Committee.

- A) The duties of each shall be those customarily attributed to them under usual Board practices, and as set forth below.
- B) Members of the Neighborhood Council will elect the Executive Committee by nomination to, and plurality vote of, the sitting Board in a biennial election.
- C) Any member of the Board may recommend candidates to the Nominations subcommittee.

Section 2. Term of Office - The term of office shall be two (2) years.

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

Section 4. Vacancies - In the event of a vacancy on the Executive Committee, the Board shall within sixty (60) days, elect a new Officer to serve for the duration of the term of the Officer who vacated. If the office cannot be filled within that time, the Board will hold an election at the next meeting.

Section 5. Chair - The Chair shall be the presiding officer of the Neighborhood Council 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 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 calling the Board to order;
- C) Maintain order and decorum;
- D) Call for the approval of the minutes of the previous meeting;
- E) Receive and submit all matters properly brought before the Board in the order prescribed by Robert's Rules;
- F) Receive all communications and present them promptly to the Board;
- G) Appoint all committee chairs, unless otherwise directed by the Board;
- H) Authenticate by signature all advisory actions of the Board;
- I) Make known all rules of the Neighborhood Council Board when so requested and to decide all questions of order;
- J) Promptly make the proper referral of matters brought before the Board to the appropriate committees;
- K) Perform such other duties as may be law or such as may properly pertain to such office;
- L) Take part in Board meetings and exercise the power to vote;
- M) Appoint a temporary Recording Secretary in the absence of the Recording Secretary;
- N) Authorize and excuse absences of any Board member who has given prior notice of an inability to attend a properly noticed meeting of the board;
- O) Perform such other duties as the Board may prescribe from time to time;
- P) Serve on the executive board;
- Q) Appoint any subcommittee as needed.

Section 6. Vice-chair - The Vice-chair shall:

- A) Serve with the Chair as the spokesperson and representative for the Neighborhood Council Board;
- B) Assist the Chair in formulating Neighborhood Council Board objectives and programs for consideration by the various committees;
- C) Assist the Chair to anticipate issues and problems in need of special meetings or action;
- D) Perform such other duties as may be assigned to him/her by the Chair of the Board;
- E) Serve on the Executive Committee.

Section 7. Recording and Corresponding Secretaries - It shall be the duty of the Secretaries to:

- A) Keep an accurate record of proceedings; assuring that all Board action is printed, published and indexed;
- B) Sign with the Chair, and keep a copy of any document the Board has authorized the issuance of by resolution;
- C) Assist the Chair to anticipate issues and problems in need of special meetings or action;
- D) Perform all duties related to the office of secretary and such other duties as may be assigned by the Chair or Vice-Chair;
- E) Be custodian of the neighborhood Councils records;
- F) See that all notices are duly given in accordance with the provision of these Bylaws and as required by law;
- G) Serve on the Executive Committee.

Section 8. Treasurer - The Treasurer shall:

- A) Be accountable for funds belonging to the Neighborhood Council;
- B) Maintain current financial records;
- C) Assure a full and proper report of the financial standing of the Neighborhood Council is given at each Board meeting;
- D) Sign checks drawn on the Neighborhood Council account, in accordance with Article XIII, Section 2;
- E) Chair and schedule meetings of the Finance Committee;
- F) Serve on the Executive Committee.

**ARTICLE IX
BOARD VACANCIES**

Section 1. Resignation

- A) If a Neighborhood Council board member or officer is elected to any City political office, he or she must immediately resign from the Neighborhood Council Board or

office.

- B) If a board member becomes ineligible to serve on the board, the position becomes vacant immediately, to be filled according to Article IX, Section 3.
- C) Any board member may resign by submitting a written resignation with the Secretary of the Neighborhood Council Board.
- D) Should a board member be absent for four (4) consecutive properly noticed regular meetings of the Board or six (6) properly noticed regular meetings in a calendar year, it shall be counted as an automatic withdrawal from the Board. Such withdrawal shall not be counted as a permanent removal.

Section 2. Removal

- A) Any member of the Neighborhood Council Board may be removed by the Board whenever in its judgment the best interests of the Neighborhood Council would be served thereby, including any acts deemed detrimental to the good name of the Council.
- B) A two-thirds (2/3) vote of those Board members present at a regular meeting or a meeting called for this purpose is required to carry out said removal. Such action shall be effective immediately upon the Board's vote to remove.
- C) Such removal action is permanent.

Section 3. Filling Vacancies - If any vacancy occurs other than by the expiration of a term of office, the remaining members of the board shall appoint a successor of requisite qualifications to fill the vacancy for the unexpired term. The vacancy shall be filled only at a regular meeting of the board after reasonable notice of intent has been given to all remaining members of the Board.

ARTICLE X TERMINATION OF THE BOARD

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

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

- A) The petition shall be filed with the Community Council.
- B) Within thirty (30) calendar 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 Neighborhood Board should be terminated.
- C) The Neighborhood Council Board shall be terminated upon an affirmative vote equal to two-thirds (2/3) of the members of that Neighborhood Council present at the public meeting.

ARTICLE XI
CONDUCT OF BUSINESS

Section 1. The Neighborhood Council Board will conduct its business and shall operate pursuant to the Bylaws, the Rules, and Procedures adopted by the Board and as follows:

- A) 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.
- B) No voting by proxy shall be allowed.
- C) 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.

Section 2. Quorum - Board meetings shall require a quorum to act. A quorum requires the presence of a majority of the total numbers to which the board is entitled.

Section 3. Voting - A majority vote of the board members present is required to take any action. With the exception of elections, there shall be three (3) methods of ascertaining the decision of the Neighborhood Council Board upon any matter: by show of hands, by the call of roll of the members, and by unanimous consent. The vote of individual members shall be recorded and reflected in the minutes of the meeting if a roll call vote is called.

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 its findings and to propose recommendations to the Neighborhood Council Board for appropriate action. No committee may speak for the Board.

Section 2. Executive Committee

- A) Shall consist of the Chair, Vice-chair, Secretaries, and Treasurer.
- B) Shall meet and 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. Bylaws Committee

- A) Shall have a board member as chair of the committee and shall have at least two (2) other members who may or may not be board members, but must be members of the Council and approved by the committee chair.
- B) Shall review amendments submitted by board members for adoption and make recommendations to the Board.

- C) Shall stand up to one (1) year and can be renewed annually.

Section 4. Finance Committee

- A) Shall consist of the Treasurer as Chair person and shall have at least two (2) other members who may or may not be board members, but must be members of the Council and approved by the committee chair.
- B) Prepare and present an annual budget to the board prior to the annual meeting.
- C) Audit the books of the Neighborhood Council prior to the annual meeting. The sitting Treasurer shall not be a member of the audit, but shall assist by providing books, records, and other such information as may be deemed necessary.
- D) Shall stand up to one (1) year and can be renewed annually.

Section 5. Membership Committee

- A) Shall have a board member as chair of the committee and shall have at least two (2) other members who may or may not be board members, but must be members of the Council and approved by the committee chair.
- B) Prepare and circulate attendance sheet, including name, address, phone#, and E-Mail address for each visitor attending a South End Neighborhood Council meeting, and file these records monthly.
- C) Shall stand up to one (1) year and can be renewed annually.

Section 6. Student Advisory Committee

- A) Shall have a board member as chair of the committee and shall have at least two (2) other members who may or may not be board members, but must be members of the Council and approved by the committee chair.
- B) The Student Advisory Committee shall consist of representatives from each Middle School and High School located within the South End Neighborhood Council Area.
- C) The Student Advisory members shall serve for up to one (1) year and can be renewed annually, and will act as non-voting members.

ARTICLE XIII

FUNDING, CONTRACTS, CHECK AND DEPOSITS

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

Section 2. Checks, 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 Neighborhood Council for any amount exceeding one hundred and fifty dollars (\$150.00) shall require a two-party signature by the Chair and the Treasurer. In absence of one or both, the Vice-Chair and or

Secretaries may be designated to sign authorized 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 neighborhood Council in such banks, trust companies, or other depositories as the Board may select.

Section 4. Fiscal Year - The fiscal year shall correspond with fiscal year for the City of Tacoma.

Section 5. Books and Records

- A) The Neighborhood Council shall keep correct and complete books and records of account.
- B) The record shall include the minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board.
- C) The Neighborhood 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 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 Neighborhood Council, his agent, or attorney for any proper process at any reasonable time or place.

Section 6. Audit of Books - The financial records of the Neighborhood 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 a fashion that they can be audited.

Section 7. Financial Reports - A Treasure's report on the financial status of the Neighborhood Council shall be provided at each regular Board meeting.

**ARTICLE XIV
BYLAW REVIEW AND AMENDMENT**

Section 1. Review - Bylaws committee shall review bylaws as often as recommended by the Board and make recommendations to the Board.

Section 2. Amendments - Upon two 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 and each and every provision thereof shall be consistent with the Neighborhood Council's Articles of Incorporation, the general purpose and mission of the Neighborhood Council, and Chapter 1.45 of the Code of the City of Tacoma. In the event any provision or portion of these Bylaws shall be determined to be inconsistent with the same, then:

- A) Such provision or portion shall be deemed void;
- B) The rest of the Bylaws shall remain in full force and effect;
- C) As soon as reasonably practicable, the Neighborhood Council Board of Directors shall modify the affected portion or section of the Bylaws to make it consistent with the Articles of Incorporation and the function and responsibilities of The Neighborhood Council Ordinance.

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

ARTICLE XV REPORTS

Section 1. Annual Reports - The Chair of the Neighborhood Council or his delegate shall prepare a written report of its activities annually. Such report shall be submitted to the board for approval before submission to City Council and filed with The Neighborhood Council Office of the City of Tacoma.

Section 2. Periodic Reports - Additional periodic reports regarding issues concerning the Neighborhood Council's purpose and responsibilities may be submitted to the City Council and filed with the Neighborhood Council Office.

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 or 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 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 XVII DISSOLUTION OR TERMINATION

Section 1. Dissolution - The Neighborhood Council may be dissolved by a two-thirds (2/3) vote of the Board of Directors at 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 (C3) of the Internal Revenue Service.

Signed: Earl H. Brydson Sr. Dated: 3/19/2012
Chair/SENCO

These By-Laws were reviewed and completely revised February 2012.

