

**BYLAWS
FOR
WEST END
NEIGHBORHOOD COUNCIL**

ARTICLE 1

PURPOSE AND INTENT

Section 1. The West 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 governmental process and to maximize their use of human resources through the concept of self-help, group organization and available funding sources.

Section 2. This 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:

- enhance the environment in which citizens are afforded an opportunity to participate in government decisions in an advisory role;
- foster cooperation and consensus among diverse interests;
- assist the City and neighborhoods in developing solutions, to mutual problems;
- develop in the citizens a sense of personal pride and responsibility for their neighborhood and their city.

This two-way communication and citizen review of those issues concerning the health, safety and welfare of their neighborhoods will aid in sound decision making by the City Council and City Departments, thus promoting the general health, safety and welfare of the citizens of Tacoma.

Section 3. This Neighborhood Council recognizes that the basic building blocks of citizen participation in City government are the various neighborhood groups, e.g., neighborhood improvement organizations, block watch groups, safe street groups, advisory boards, etc. While these groups are independent, they have demonstrated an interest in their neighborhood communities and the City of Tacoma and it is expected they will take an active part in the Neighborhood Council.

Section 4. '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 Board shall designate. The organization may have such other offices as the Board may designate from time to time.

Section 2. Mailing Address -- The Neighborhood 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 Neighborhood 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. All members of the Neighborhood Council may actively participate in its activities. However, members must be 16 years of age to vote.

ARTICLE IV

MEETINGS AND NOTIFICATION

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

Section 2. Regular Meetings — 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 adequate written notice to all residents, property owners, and business owners.

West End Neighborhood Council shall hold monthly meetings of the general membership, dates and locations designated by the Board.

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

Section 4. Annual Meeting — An annual meeting of the membership shall be held in the month of January each year. The annual meeting shall be for the purpose of nominating and electing members of the board of Directors and for the transaction of such other business as may properly come before the meeting.

Section 5. Meeting Notification — Mail, delivered handbills or posting of a number of prominent signs are examples of adequate notice. Such notice is required for the 4 meetings required under §2 above and for any meeting at which an election is held.

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 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 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 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 Neighborhood Council activities and functions.
- N. Undertake projects to benefit their neighborhood as may be deemed appropriate by the Neighborhood Council.
- O. Administer any or all contractual funds, develop a budget, and, as appropriate, operate and staff a neighborhood office.
- P. Cooperate with other Neighborhood 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. Develop a biennial plan and supporting budget which covers services to the City of Tacoma and forward a contract of proposed services, in appropriate form, to the City Council for its consideration.

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 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 Neighborhood Council shall establish 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. The Neighborhood Council board shall be comprised of at least five members elected by majority vote.
- B. The Board shall have an uneven number of members at least eighteen years of age.

Section 3. Qualifications and Tenure

- A. A majority of the board members shall be neighborhood residents. Specific provisions for nonresident board members may be included in these bylaws.
- B. In no case shall any person serve on more than one Neighborhood Council board at any one time.
- C. Anyone wishing to be elected to the Board must show good faith by attending meetings for one year with 90% attendance.
- D. 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.
- E. Board members may succeed themselves indefinitely, if the voters so desire.

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:

- Elections shall be nonpartisan
- Election of Board members shall be held during the Annual meeting.
- Election of Officers shall be at the next scheduled meeting of the Board of Directors.
- Candidates shall be nominated and announced at least 30 days prior to the Election.
- All votes shall be by secret ballot.
- 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 the candidates and witnesses.

ARTICLE VIII

OFFICERS

Section 1. The board shall elect, at a minimum, a chair, vice-chair and secretary/treasurer. 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 of the Neighborhood Council will be elected by the members of the Neighborhood Council Board by nomination to, and 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 one year.

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 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. call for the approval of the minutes of the previous meeting;
- D. maintain order and decorum;
- E. receive and submit all matters properly brought before the Board in the order prescribed by the rules;
- F. receive all communications and present them promptly to the Board;
- G. appoint all committee chairs, subject to the majority approval of 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 on all questions of order;
- J. promptly make the proper referral of matters brought before the Board to the appropriate committee(s);
- K. perform such other duties as may be required by law or such as may properly pertain to such office;
- L. take part in Board meetings and exercise the power to vote;
- M. to appoint a temporary Recording Secretary in the absence of the Recording Secretary;

- N. to authorize an excused absence of any Board member who has given prior notice of an inability to attend a properly noticed meeting of the board, whether a regular, special or rescheduled meeting;
- O. perform such other 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 his/her inability or refusal to act. The Vice-Chair shall and when so acting, shall 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 Neighborhood Council Board;
- C. assist the Chair in formulating Neighborhood Council 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 such other duties as from time to time may be assigned to him/her by the Chair or the Board;
- F. serve on the Executive Committee.

Section 7. Secretary — It shall be the duty of the Secretary to:

- 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 (proceedings may be tape recorded); assuring that all Board action is printed or taped, published and indexed or kept on tape. If on tape, tapes must be kept for 7 years;
- 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 Neighborhood Council Board;
- F. be custodian of the Neighborhood Councils records, tapes will be kept at the Neighborhood Council office. They may not be removed from the office: anyone wishing to listen to the tapes must do so at the office;
- 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; and
- I. 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. co-sign with the President on checks drawn on the Neighborhood Council account;
- E. exercise all the duties and power of the Chair in the absence of the Chair, Vice-Chair, and Secretary;
- F. chair and schedule meetings of the Finance Committee; and
- G. 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 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 Neighborhood Council Board.

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, without limitation, for malfeasance, nonfeasance, or any other acts deemed detrimental to the good name of the Council.
- B. When a board member has an unexcused absence for three (3) consecutive, properly noticed regular meetings of the Board, the board shall have the option to declare the seat vacant.
- C. A two-thirds (2/3) vote of the total Board membership is required to remove a member from the Board. Such action shall be effective immediately upon the Board's vote to remove.

Section 3. Filling Vacancies

Any vacancy occurring, other than by the expiration of a term of office, shall be filled within sixty (60) calendar days after its occurrence. The remaining members of the board shall appoint a successor of requisite qualifications to fill the vacancy for the unexpired term, first consideration should be given to the unelected board candidate who received the greatest number of votes in the previous board election. 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 TOTAL BOARD

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

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 these 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. Vote by phone or e-mail is acceptable
- D. All question 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 number of members 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 and budget.

- A. Elections shall have 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.
- B. Budget decisions shall require three-quarters (3/4) of total board favoring the action, and presented to the total membership with a consensus or three-quarters (3/4) of membership present.

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, 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 (optional)

- A. Shall consist of a Chairperson and two members with a term of office of one year.
- B. Shall maintain a list of active members of the Neighborhood Council.
- C. Shall assist the Neighborhood Council Board in developing active participation of the neighborhood in the activities of the Neighborhood Council.

Section 4. Bylaws Committee (optional)

- 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.

Section 5. Other Committees -- Permanent or ad hoc committees can be established at the discretion of the board.

ARTICLE XIII

FUNDING, CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts — No Contracts shall be entered into on behalf of the Neighborhood Council and no evidence of indebtedness shall be 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 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 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 the fiscal year for the City of Tacoma, January 1 to December 31.

Section 5. Books and Records

- A. The Neighborhood Council shall keep correct and complete books (tapes) and records of account.
- B. These books and records shall be maintained at its principal office or a place deemed by 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 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 Neighborhood 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 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. Bonding — All officers (and employees) of the Neighborhood Council who are charged with handling money on behalf of the Neighborhood Council shall be bonded in case of misappropriation or misconduct. These individuals shall be bonded in an amount fixed by the Board of Directors.

Section 8. Financial Reports — A Treasurer's report on the financial status of the Neighborhood Council shall be provided at each board and regular membership meeting.

ARTICLE XIV

BYLAW REVIEW AND AMENDMENT

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

Section 2. Amendments -- Upon two weeks' notice to Board members, amendments to these Bylaws may be accepted for adoption at the next scheduled meeting of the Board of Directors, and their recommendation goes to the general membership at the next scheduled meeting.

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 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 purpose and mission of the United Neighborhoods of Tacoma.

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

ARTICLE XV

REPORTS

Section 1. Annual Reports — The Neighborhood 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 Neighborhood Council's purpose and responsibilities may be submitted to the City Council and filed with the Community Relations Division.

Section 3. A copy of each such report shall be filed with the City Clerk's office and the Community Council.

ARTICLE XVI

INDEMINIFICATION

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 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 XVII

DISSOLUTION OR TERMINATION

Section 1. Dissolution — The Neighborhood Council may be dissolved by a two-thirds (2/3) vote of the general Neighborhood Council members 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.

Section 3. The dissolution and disposition of assets should be ratified by the Community Council.

Reviewed & Revised March 2005