

**EASTLAKE COMMUNITY COUNCIL
RESOLUTION TO AMEND REVISED BYLAWS**

WHEREAS, the Eastlake Community Council Board of Directors duly adopted Revised Bylaws (“Bylaws”) for the Eastlake Community Council on June 16, 2020;

WHEREAS, the Revised Bylaws, at Section Article XIV, Section 1, the Board may amend such Bylaws by a two-thirds vote of the full Board, so long as a quorum of Board members is present;

WHEREAS, for the purposes of amending the Bylaws, a quorum is a majority of the full Board of Directors;

WHEREAS, the Board desires to amend Articles VII and VIII of the Bylaws regarding the Executive Committee and Officers;

WHEREAS, at a Board meeting occurring on January 26, 2021 Board members voted to replace the existing Articles VII and VIII of the Bylaws with the versions attached hereto as Exhibit A;

NOW, therefore, the revised Bylaws attached hereto as Exhibit A are hereby adopted and shall replace Articles VII and VIII of the Bylaws as adopted on June 16, 2020.

DATED this ____ day of _____, 2021.

EASTLAKE COMMUNITY COUNCIL

By: _____
Its President

Printed Name: _____

ATTEST: This Resolution was properly adopted.

By: _____
Its Secretary

Printed Name: _____

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EXHIBIT A

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall:

- a) The Executive Committee shall;
 - Be comprised of the officers, so long as the number of Committee members does not exceed four. .
 - Be chaired by the President.
 - Conduct meetings in the period between Board meetings as business warrants. Notices of such meetings may be sent by email with prior consent pursuant to RCW 24.03.009. The Executive Committee shall provide the Board with minutes of all such meetings in a timely manner. Meetings will be held at the call of the President or two other members of the Committee.
 - Call the annual meeting.
- b) A quorum for all Executive Committee meetings shall be defined as three out of four members. For voting purposes, a three out of four members' vote of the total Executive Committee membership is required for Executive Committee action.
- c) The Executive Committee is authorized to exercise the full power of the Board to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such a nature as to require action prior to the next regular meeting of the Board but do not necessitate a special meeting of the Board.
- d) Any action taken by the Committee involving exercise of the powers of the Board must be reported promptly to the Board. The Board shall ratify Committee action following such action, preferably at the next Board meeting.
- e) Executive Committee meetings may be held virtually so long as Committee members may participate by real-time methods of participation, such as by telephone or videoconferencing.
- f) The Executive Committee may conduct business and vote by

electronic mail. If voting by email, a unanimous vote is required.

- g) The Executive Committee may invite guests to attend Committee Meetings at the option of the President or two other Committee members.
- h) The Executive Committee does not have the power to:
 - Amend the Bylaws;
 - Appoint or remove Directors, or the President;
 - Approve a dissolution or merger or the sale of substantially all of the Council's assets;
 - Adopt a budget; or
 - Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents a major change in the affairs, business, or policy of the Council.

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 from among the directors by the President or Acting President with the advice 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, that individual shall be deemed to have resigned as an officer upon removal.