

BYLAWS
OF THE
EASTLAKE COMMUNITY COUNCIL

(Adopted June 16, 2020)

ARTICLE I. NAME

The name of this organization shall be: Eastlake Community Council, referred to herein as the Council.

ARTICLE II. PURPOSES

The purposes for which the Council is organized are set forth in the Articles of Incorporation. The Board has the power to oversee the management of the Council.

Because the purposes listed in the Articles are numerous and the amount of time available to pursue such purposes is limited, the Council Board of Directors, in its reasonable discretion, shall determine whether and to what extent to pursue fulfillment of each of these purposes at any given time.

ARTICLE III. MEMBERSHIP

Section 1. The membership of the Council shall consist of the following: People whose backgrounds, experiences, and interests indicate that they will support the purposes of the Council and who reside, work, own property, or own a business within the following boundaries:

From East Nelson Place, north to the Lake Washington Ship Canal, and from Fairview Avenue East, east to Interstate Highway 5, which highway shall be the eastern boundary.

Any member, upon payment of annual dues as designated by the Board of Directors, shall have the right to vote at and participate in membership meetings, and shall be entitled to notice of such meetings.

Section 2. The categories of membership are:

- Individual: An individual who supports the purposes of the Council.
- Senior Citizen/Student/Low Income: An individual over the age of sixty, or a student, or a low-income individual (as determined by the Board in its reasonable discretion) who supports the purposes of the Council.
- Business: An individual who owns a business and supports the purposes of the Council.

Section 3. Status of Membership: Membership in the Council shall be personal, shall not survive the death of any individual member, and may not be transferred.

Section 4. Termination of Membership: The Board may vote to terminate any membership in the Council for cause. "For cause" means that a member has engaged in any action that, in the reasonable business judgment of the Board, is detrimental to the best interests of the Council, or has failed to actively support Council purposes or to actively participate in Council activities, or for other good cause. Such member's removal shall require the affirmative vote of two-thirds of the Board of Directors. After termination, the member will not be eligible for reconsideration until at least one year after termination.

ARTICLE IV: DUES

Section 1. Membership dues shall be established by a majority vote of the Board of Directors.

Section 2. Membership dues and fees shall be disbursed in a manner that furthers the purposes of the Council, as determined in the reasonable discretion of the Board.

Section 3. Membership shall be for one (1) year beginning on first day of the calendar year (January 1).

Section 4. A member must be a member in good standing prior to any Council meeting to have voting privileges. A member "in good standing" means a member who is current on dues and has not been terminated or is unable to be a member due to

termination. Members may not vote unless they have been a “member in good standing” for at least 30 days prior to the vote.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the Council shall be held during a month selected by the Board, upon appropriate notice as designated by the Board. The Board may select the location of the meeting, which must be held in Seattle, and shall reasonably endeavor to hold the meeting within the Eastlake boundaries above.

Section 2. Special Meetings: Special meetings of the Council may be called by the president, a simple majority of the Board of Directors, or by members having ten percent (10%) of the votes entitled to be cast at such meeting, and shall be held in a location within the geographic boundaries designated for membership in these Bylaws to the extent reasonably practicable. If not, the meeting may be held elsewhere in Seattle.

Section 3. Notice: Written notice stating the place (whether virtual or otherwise), day and hour of the meeting and the purpose(s) for which the meeting is called shall be delivered not less than ten (10) days before the date of the meeting, either personally, by email, or mail, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member’s address as it appears on the records of the Council, with postage prepaid.

Section 4. Voting: Each member shall be entitled to one vote on each matter submitted to a vote of the members. In elections for Directors, a member entitled to vote shall not have the right to cumulate that member’s vote.

Voting must be done in person, by mail, or by proxy. In the discretion of the Board, votes may be returned by email to an email address provided by the Board. The Board may alternatively in its discretion use an online voting system to the extent authorized under RCW 24.03.

In the event of a vote, the Secretary shall mail to each member, together with the notice of the meeting, the ballot on each question and a return envelope. (No ballot and envelope are required if voting is through an online voting system). The ballot must be

signed by the member and mailed or personally delivered in a sealed envelope. If returning a vote by email is approved, a photograph of the signed ballot or proxy must be emailed to the email address provided. Matters raised and voted on during the meeting need not be included on the mail-in ballot for the vote to be valid.

Section 5. Quorum: Members holding more than ten percent (10%) of the votes entitled to be cast represented in person shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present in person or by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by RCW 24.03.

Section 6. Notwithstanding any other provision of these Bylaws, the Board may determine that meetings may be held virtually, and that ECC members and Directors may attend meetings virtually by real-time methods of participation, such as by telephone or videoconferencing.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The Board of Directors shall act on behalf of the Council except to the extent that action is taken through a member vote. All Board Members must be members of the Council in good standing.

Section 2. There shall be no fewer than four Directors serving at any time, except for temporary periods during which the Board is seeking to fill vacancies. Directors and officers shall be elected at the annual meeting of the members. There shall be four officers selected. The remainder of the Board members shall be members at large. On alternating years, the President and Treasurer positions shall be up for election, or the Secretary and Vice President positions shall be up for election. The required number of Directors may be changed by amendment to these Bylaws. The Board may determine the specific number of Directors serving at any one time, if more than four, by resolution or vote. Each Director and officer shall hold office for two years following that Director's election. Initial terms will be staggered so that not all Director terms expire at the same time. The people receiving the greatest number of votes at an annual meeting shall be Directors.

Section 3. Vacancies: Any vacancy occurring in the Board of Directors will be filled

by the affirmative vote of a majority of the remaining Directors, though less than a quorum. An individual selected to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 4. Committees: The Board of Directors may designate and appoint one or more committees and agree to a charter for each committee.

Section 5. Regular Meetings: There shall be a minimum of one Board meeting per quarter.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called at any time by the Executive Committee or a majority of Directors.

Section 7. Real-Time Participation: Notwithstanding any other provision of these Bylaws, Board meetings may be held virtually so long as Board Members may participate by real-time methods of participation, such as by telephone or videoconferencing.

Section 8. Notices: Notice of each regular and special meeting setting forth time and place shall be given to each Director at least seven (7) days before the meeting if reasonably practicable. This notice shall be given to each director via email (if prior consent is given pursuant to RCW 24.03.009) or otherwise in writing and include a description of the business that will be transacted at the meeting, as well as an agenda. Attendance at a meeting constitutes a waiver of notice.

Section 9. Quorum and Board Action: A majority of the Board of Directors shall constitute a quorum for the transaction of business. 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 of Directors, unless the act of a greater number is required in RCW 24.03.110. During Board meetings, the Board may take action through a consent agenda.

Section 10. Removal: A majority of the Board may vote to remove directors and officers without cause. A Board member may resign by delivering a letter of resignation to the President (email suffices).

Section 11. Conflict of Interest: A conflict of interest exists if a member of the Board of Directors receives financial compensation, accepts employment with or is under professional contract to the Council. Reimbursement of a Board member's expenses, honoraria for speaking or program grants are not considered a conflict of interest. A conflict of interest will also exist if any Director is directly employed by or associated with any party having an interest that is adverse or may reasonably appear to be adverse to the purposes of the Eastlake Community Council. In the event of a conflict

of interest, a Board member shall disclose to the Board in writing the existence of such conflict and may not participate in debate or in voting on matters affecting the parties to the conflict, unless such conflict is waived by a majority of the Board.

Section 12. Email Voting: If a Board of Directors vote is needed or advisable prior to a Board meeting, the President may determine that the Board may vote by email. Notice of such a vote may be made by email with prior consent pursuant to RCW 24.03.009. An action is approved by email if approved unanimously by the Directors.

Section 13. ECC Member Attendance: Members of the Eastlake Community Council may attend Board meetings upon Board invitation. ECC members may speak at a Board meeting upon invitation of the Board.

Section 14. Term Limits: Board members may serve two consecutive full or partial terms. After that point, a Board member must take at least twelve 12 consecutive months off the Board, and then may seek re-election or re-appointment. The Board may determine by resolution to waive this term limit requirement in situations in which there is difficulty finding Board members to serve.

Section 15. Payment of Expenses: No ECC member or Board member may, individually or collectively, incur any expense on behalf of the ECC of \$250 or more without receiving prior Board approval. This limitation does not apply to (a) expenses relating to the printing and distribution of the Eastlake News and (b) expenses that appear on a Board-approved budget.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall:

- a) Be comprised of the officers.
- b) 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.
- c) Call the annual meeting.
- d) 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.

- e) The Executive Committee shall not have the authority to act on behalf of the Board of Directors or the Council except as stated in this Section, or to the extent the Board votes to delegate such authority.
- f) 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.
- g) The Executive Committee may conduct business and vote by electronic mail. If voting by email, a unanimous vote is required.
- h) In the event of an emergency as determined by the President exercising reasonable discretion, the President may act on behalf of the Executive Committee.

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.

ARTICLE IX: DUTIES OF OFFICERS

Section 1. President. The President shall:

- a) Supervise all activities of the Council; execute all instruments on its behalf; preside at all meetings of the Board of Directors and call such meetings of the membership as shall be deemed necessary, other than the annual meeting of the membership; and perform such other duties usually inherent in such office.
- b) Represent the interests of the Council to City officials, agencies, private

fundere, and other organizations.

- c) Serve as official spokesperson for the Council in addressing policy issues and in dealing with the media.
- d) Appoint chairs of committees in consultation with the Executive Committee.

Section 2. Vice President. The Vice President shall:

- a) Perform such duties as may be assigned by the President, including serving as a committee chairperson or acting as liaison between committee chairpersons and the Board of Directors.
- b) Chair meetings of the Executive Committee.
- c) At the request of the President, represent the interests of the Council to City officials, agencies, private funders and other organizations.
- d) In the event of the President's inability to serve, the Vice President will act as President until such time as the president re-assumes his/her duties or a successor is elected.

Section 3. Secretary. The Secretary shall:

- a) Be responsible for keeping full and accurate minutes of the Executive Committee, Board and membership meetings. Minutes shall be distributed to the Board in a timely fashion.
- b) Maintain up to date records of minutes, bylaws, policies, and membership.
- c) Send out notices and ballots as set forth in these Bylaws.

Section 4. Treasurer. The Treasurer shall:

- a) Receive and be accountable for all funds belonging to the Council; pay all obligations incurred by the Council when payment is authorized by the Board of Directors; maintain bank accounts in depositories designated by the board of Directors; and render monthly financial reports to include Statement of Financial Position and Statement of Activities. The treasurer should present to the Board a preliminary budget for the upcoming year in December or as soon as is reasonably practicable thereafter; and present a financial report to the membership at least once during each calendar year.
- b) Prepare a budget and reconcile the budget as needed.

- c) Providing tax forms to the Executive Committee and Board with sufficient time to provide for review and changes for timely filing of tax forms.

ARTICLE X. FISCAL YEAR

Section 1. The fiscal year shall be the calendar year, unless the Board votes otherwise.

ARTICLE XI: BOOKS AND RECORDS

Section 1. This Council shall keep correct and complete books and records of account and shall have minutes of the proceedings of its members, Board of Directors, and Committees having all authority of the board of Directors; and shall keep a record of the names and addresses of its members entitled to vote. All books and records of the Council may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time, provided that reasonable written notice is given to the Secretary (email suffices). The cost of inspection and copies shall be the responsibility of the requesting party. Books and records may be kept electronically. In lieu of physical inspection, copies of records may be provided electronically.

Section 2. The Secretary shall keep and make accessible to the Board (electronically or otherwise) complete records. This will include the name, address, and membership status of each member.

Section 3. The Board shall endeavor but not be required to provide non-confidential ECC records to ECC members online, in particular on an ECC website. Records may be made available only to ECC members or the public at large at the option of the Board.

ARTICLE XII: NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall seek out and identify potential candidates for elected positions and encourage them to participate in Council meetings and activities. At least three (3) months prior to the Annual Meeting, the Chairperson of the Nominating Committee shall solicit nominations through a notice in the Council

newsletter, by mail, or email.

Section 2. The Nominating Committee shall recommend to the Board of Directors the names of all qualified candidates on the ballot, including who is recommended to fill officer positions. Consent of any candidate must be given before the name may be placed in nomination. The Board of Directors shall make the final nominations to be voted on by membership, including officer positions.

Section 3. A ballot shall be distributed at least ten (10) days prior to the annual meeting. It shall list all nominees and shall be accompanied by brief biographies. Each ECC member may write in one candidate per election ballot.

Section 4. Written ballots shall be received by the Nominating Committee Chairperson prior to or during the Annual Meeting.

Section 5. The Nominating Committee Chairperson shall report the election results at the end of the Annual Membership Meeting.

Section 6. Newly elected directors will take office at the close of the annual meeting.

Section 7. If the Nominating Committee Chairperson is not present at the Annual Membership Meeting, the outgoing President (or Vice-President, if the President is not present) may select an alternate to collect ballots and report results at the meeting. The alternate may not be on the ballot.

ARTICLE XIV: AMENDMENTS TO BYLAWS

Section 1. The Bylaws of the Eastlake Community Council may be amended by the Board of Directors.

- A quorum for the purposes of Bylaws revisions shall be a majority of the full Board of Directors.
- Bylaws may be revised by a two-thirds (2/3) majority vote of the full Board.

ARTICLE XV: RULES OF PROCEDURE

During Council and Board meetings, the Board of Directors or Executive Committee, by majority vote, may rely upon the rules contained in Roberts' Rules of

Order on Parliamentary Procedure, as amended, when not inconsistent with applicable statute, these Bylaws, the articles of incorporation or with any Board Resolution. Without such a vote, Roberts' Rules are not binding.

ARTICLE XVI: INDEMNIFICATION

Every director, officer, and board member, committee member and employee of the Eastlake Community Council, and such others as may be specified from time to time by the Board of Directors, shall be defended, indemnified and held harmless by the Council, against all liabilities, judgments, awards, costs and expenses, including without limitation, counsel fees, imposed or reasonably incurred in or in connection with any proceeding to which he or she may be a party or become involved by reason of being or having been a director, officer, board member, committee member, or employee of the Council, or in any settlement thereof made with the approval of the Board of Directors, except in such cases where the individual is adjudged guilty of willful misfeasance, misconduct, or nonfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

ARTICLE XVII: NON-LIABILITY

To the extent permitted by law:

- The Council, its directors, officers and board and committee members shall not be liable to its members for acts or omissions or any statements or any omissions or errors published or circulated by the Council, or by its directors, officers and board and committee members acting in said capacities.
- Present and future Council members shall be deemed to have expressly released the Council, its directors, officers, and board and committee members of and from any and all liability (1) for such acts, omissions and statements, and (2) any agreements, contracts obligations, acts or plans entered into or undertaken by the Council, on behalf of its members.

ARTICLE XVIII. NON-DISCRIMINATION

The Eastlake Community Council will not discriminate against any person on the basis of race, creed, national origin, economic means, age, disability, gender, or sexual orientation.

ARTICLE XIX. PAST BOARD RESOLUTIONS

By adoption of these amended Bylaws, the Board intends to strike the 1992 and 2017 resolutions appended to the previous version of the Bylaws regarding payment of expenses and Board composition. These topics are now addressed in these amended Bylaws.

ARTICLE XX. CONFLICTS WITH APPLICABLE LAW

These Bylaws are intended to comply with the provisions of the Washington State Nonprofit Corporation Act, RCW 24.03 *et seq.*, and any other applicable laws or government orders. To the extent there is a conflict, the Act and any other applicable laws or government orders are controlling.