

BYLAWS OF NEIGHBORHOOD COUNCIL of NORTHEAST TACOMA

ARTICLE 1 – Organization Structure

The Neighborhood Council of Northeast Tacoma (“the Council” or NETNC) was created pursuant to the Washington State Nonprofit Corporations Act, Chapter 24.03 of the Revised Code of Washington, by filing Articles of Incorporation with the Washington Secretary of State. The Council’s governance and procedures are determined by the Act, by the Articles of Incorporation and any amendments to it, and by these bylaws to the extent not inconsistent with the Act or the Articles of Incorporation. The Council intends to operate in a manner that qualifies it as exempt from federal income tax as a social welfare organization under section 501(c)(4) of the Internal Revenue Code.

ARTICLE 2 – Purpose and Representation Area

Section 2.1 Purpose.

As stated in the Articles of Incorporation, the purpose of the Council is to perform the functions and responsibilities of a neighborhood council under the neighborhood council program of the City of Tacoma (“City”) representing the Northeast Neighborhood as defined by the officials of that city. The Council shall advise the City, other governmental units, and organizations with interests in Northeast Tacoma on matters concerning the general health, safety, and welfare of persons in the Northeast Tacoma Neighborhood. The Council will foster open communication between the City and other organizations and the Northeast Tacoma Neighborhood and provide an environment in which residents and others considered “neighbors” (definition in 3.1 below) are afforded an opportunity to influence decisions that affect residents and other neighbors in Northeast Tacoma in an advisory role. The Council will promote cooperation and consensus among residents and other diverse interests to craft solutions to mutual problems and to build a sense of personal pride in and responsibility for the Northeast Tacoma Neighborhood.

Section 2.2 Northeast Neighborhood Area

The representation area for the Council is the Northeast Tacoma Neighborhood area, defined by Tacoma City Council resolution as the area within the following boundaries:

- The northeastern part of Tacoma, from the centerline of the Blair Waterway continuing south along the centerline of E. Alexander Ave. to the city limits at the city of Fife
- The city limits bordering unincorporated Pierce County in Browns Point, Dash Point, and Fife Heights; the City of Fife, and the City of Federal Way.

ARTICLE 3 – Neighborhood Participation

Section 3.1 Neighbors

The term “neighbor” as used in these bylaws is any individual who resides within the Northeast Tacoma Neighborhood area, or who regularly works within the area, or who represents a business or organization with premises within the area, or who beneficially owns real property

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within the area, or who regularly participates in clubs, sports, school, church, or other activities within the area.

Section 3.2 Regular Neighborhood Forums

The Council shall publicize and hold regular, approximately monthly, forums for, and to attempt to serve and represent the interests of, all neighbors within the Northeast Tacoma Neighborhood area.

Section 3.3 No Membership Dues

No neighbor shall be required to pay dues to attend and participate fully in the regular forums, because the Council has no members other than the members of its board of directors. Given the requirements of the Washington Nonprofit Corporations Act that apply to nonprofit corporations that do have members, it would be impossible to convene lawful meetings if every neighbor were a member.

ARTICLE 4 – Board of Directors

Section 4.1 Board Governance with Neighbor Participation

The Council shall be governed and managed by an elected board of directors. The board shall hold regular community meetings that shall include a forum for neighbors to address any issue concerning the Northeast Neighborhood area. The board shall welcome and consider the comments from neighbors in attendance at a meeting, and neighbors' comments submitted to it by other means, on any matter affecting the health, safety, or welfare of Northeast Tacoma.

Section 4.2 Number of Directors

The board of directors shall consist of up to 15 individuals. Within that limit the number of directors shall be determined by the number of individual directors then holding office. A resignation or forfeiture of office by a director will reduce the number of directors. The appointment of an individual as a director will increase the number of directors.

Section 4.3 Qualifications of Directors

Any neighbor age 18 or greater is qualified to serve on the board.

Section 4.4 Forfeiture of Directorship

Any individual board member who has an unexcused absence from three scheduled community meetings in a calendar year may cease to be a director but may re-apply. Any sitting director who ceases to be qualified (e.g., by ceasing to be a neighbor) shall resign or forfeit his or her director position.

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Section 4.5 Board Appointments, Elections and Retirements

The Board shall conduct annual elections at the November community meeting. Each position is a two-year term. To ensure Board continuity, whenever possible the terms shall be structured so that half of the Board positions are up for election one year, and the remaining positions up for election the next year. The Board shall seek to attract members that represent the whole geography of NE Tacoma, but a Board member does not have to live in the area represented but must be a neighbor. In between November elections, any qualified individual who has attended two scheduled community meetings (does not need to be consecutive) may submit at, or promptly after, the second meeting an application for appointment to the board of directors. The board at the next scheduled community meeting shall consider appointing that applicant to the board as a director unless doing so would cause the number of directors to exceed the limit in section 4.2. If no vacancy exists, that applicant shall be appointed at the earliest time that a vacancy becomes available. A coin toss or drawing shall determine the order of appointment if two or more applicants submit applications for appointment at, or promptly after, a scheduled forum.

Section 4.6 Board of Director Term Limits

A Board member shall serve no longer than eight years in their position. This is a cumulative eight years; however it is not retroactive, so any years served before the date of these By Laws are not counted toward the cumulative total.

Section 4.7 No Compensation

No director or member of the director's family may receive any compensation, loan, or financial benefit from the Council, but they may be reimbursed for expenses actually incurred for the benefit of the Council, including expenses for attending training or conferences approved by the board.

Section 4.8 Conflict of Interest

Board members may not benefit from use of information, material, or services of the Council. Board members may not participate in any decision that would benefit any organization or individual with whom the Board member has an employment or contractual relationship.

Section 4.9 Board Policies

The board may enact policies that describe standard practices for managing day-to-day affairs.

ARTICLE 5 – Meetings

Section 5.1 Regularly Scheduled Community Meetings

The Council shall hold a minimum of eight regular community meetings per year

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pursuant to a publicly announced schedule and location. The location shall be within or proximate to the Northeast Neighborhood or via publicly available teleconference. Meetings shall be open to the public and have agendas published in advance on NETNC's website or social media platform. Directors need not be given specific notice of regularly scheduled community meetings.

Section 5.2 Special Meetings

The Chair or Vice-Chair may call a special meeting by giving each director at least three days advance notice by mail, email, text or voice phone message, or delivered message. Public notice of any such special meeting also shall be given by posting notice of it on the Council's website or social media page or by another reasonable manner.

Section 5.3 Quorum and Voting

A majority of the directors then holding office shall constitute a quorum, provided that if a quorum fails to attend a general meeting, then at the next general meeting a quorum shall consist of one-third of the directors then holding office. Directors may attend a meeting by means of teleconference equipment that permits all participants to hear each other at the same time.

Voting by e-mail: 1) Every member of the board must respond to the call for a vote, in writing (by email or paper for those without email). 2) The vote must be unanimous (less any legitimate recusals or abstentions, such as for conflict of interest), allowing the board chairman to declare the motion passed by unanimous written consent. 3) Finally, the board should affirm the email vote at the next scheduled community meeting, so it is recorded in the minutes.

Directors may not vote by proxy.

Section 5.4 Meeting Procedures

The Chair or other presiding officer shall afford a reasonable opportunity to all participants to express their views on matters affecting the health, safety, or welfare of Northeast Tacoma neighbors. Strict adherence to any rules of parliamentary procedure are not required, but meetings shall be conducted in a fair and orderly manner. In cases of dispute over meeting procedure, Robert's Rules of Order shall govern.

Section 5.5 Conflict Resolution and Community Complaints

Board member Conflict Resolution: If a Board member has a complaint or concern arising from a decision by the board or vote of the membership, the following procedures must be followed:

- The Board member must submit a letter in writing to the Executive Committee detailing the issue and the remedy they are requesting. They may also request a meeting in person or via teleconference with the Executive Committee.

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- The Executive Committee will meet with or without the Member and respond within 30 days.
- If the Executive Committee does not hold the power to make a decision or the Executive Committee feels the issue would be better served by presenting to the membership, then the issue will be placed on the agenda of the next regularly scheduled meeting and the Board member will have the opportunity to address the issue, and request a resolution.
- If the issue is not settled to the Board member's satisfaction at the regularly scheduled membership meeting, the Board member may make a request for mediation. The mediator will be a mutually agreed upon mediator taken from the Pierce County Superior Court list of dispute resolution providers and will be paid for by the Board member requesting the Mediation.

Community Complaints: If a neighbor has a complaint about the Neighborhood Council, the following procedures should be followed:

- The neighbor should submit their complaint in a letter or email to the Executive Committee. They may also request a meeting in person or via teleconference at the next scheduled Executive Committee meeting.
- The Executive Committee will review the complaint and possibly meet with the neighbor to address their concern. After Executive Committee review, the Committee may provide feedback to the Board membership and/or the neighbor who submitted the complaint to explain what action was taken.

ARTICLE 6 – Officers

The board of directors shall annually elect from their members a Chair or Co-Chairs, Vice- Chair, Secretary, and Treasurer to perform such duties as are customary for such positions. The Chair and Treasurer shall share responsibility to ensure that the Council files the appropriate IRS Form by the fifteenth day of the fifth month following each fiscal year (currently Form 990-N). The officers also serve as the Executive Committee of the board. The Executive Committee shall act on behalf of the board between regularly scheduled community meetings as needed, and report decisions and actions to the board at its next meeting.