

## **Bylaws of the Jackson Place Community Council**

### **Article I. Name**

The name of this organization shall be Jackson Place Community Council, hereinafter referred to as the Council.

### **Article II. Purposes**

The purposes of the Council include the following:

1. To work and advocate for and represent the interests of the Jackson Place community in ways that will preserve the history, diversity, attractiveness, environment, and quality of life of the community.
2. To foster a sense of community, identity, and shared purpose among people who live and work in the Jackson Place community.
3. To work with government entities, civil agencies, and businesses in the development and implementation of social, cultural, educational, recreational and environmental programs that will benefit those who live and work in the Jackson Place community.
4. To provide a clearinghouse for information of importance to the Jackson Place community.
5. To cooperate with other community councils and organizations in working for the improvement of the quality of life in Seattle and its environs.

### **Article III. Membership**

#### **Section 1. Who is eligible to be a Member?**

The Members of the Council shall consist of persons of at least 16 years of age who support the purposes of the Council, and who reside, own property, or own a business within the Jackson Place community. Membership in the Council shall be personal and may not be transferred by any means.

The borders of the Jackson Place community are:

- North - Jackson Street
- East - the westernmost boundary of Washington Middle School and Judkins Park \
- South - Interstate 90
- West - Rainier Avenue South.

## **Section 2. What are the duties of the Members?**

Members 1) participate in activities of the Council, 2) elect the Board of Directors, 3) inform the Members and Directors about issues of importance to the Members and work to address the issues, and 4) vote on other issues presented to the Members ~~by the Board~~.

## **Article IV. Membership meetings**

### **Section 1. When do the Members meet?**

The Board shall convene an Annual Meeting of the Members at least once in a calendar year.

The Board may convene additional Members meetings as they determine necessary, called by the President of the Board of Directors or by vote of the Board of Directors, and shall be held at any time and place as may be designated in the notice requirements described below.

### **Section 2. How are Members meetings announced?**

Notice of all Members meetings shall be by posting a written notice in a public place in the Jackson Place community and posting electronic notices at least three days prior to the meeting.

### **Section 3. How do Members vote?**

The Board of Directors determines the issues to present to the Members for voting including the election of the Board. The Board shall determine procedures for voting on issues presented to the Members.

Method of voting:

- Each Member shall be entitled to one vote.
- To be eligible to vote on any issue, a Member must have met the qualifications for Members (Article III Section 1)
- Any Member who attends a meeting where an issue is before the Members for a vote may vote on that issue.
- The Board may make provisions for voting electronically, by mail, or by proxy.
- A decision of more than 50% of the Members who vote in favor of an issue is considered approval of the question.
- A quorum for a decision to be taken by the Members is at least 25% of the attendee members at the most recently preceding Annual Meeting.

### **Section 4. How do Members call for a vote on an issue of concern to the Members?**

At any Membership meeting where a quorum of Members is present, the Members may direct the Board of Directors to call for a vote of the Members on an issue of neighborhood concern at the next regularly scheduled and duly announced Membership meeting.

## **Article V. Board of Directors**

### **Section 1. What is the role of the Board of Directors?**

The Board of Directors shall carry out the aims and purposes of this Council, promote its programs, and manage and control all of its property and assets. The Board of Directors shall endeavor to represent the interests of the Jackson Place community.

### **Section 2. What is the composition of the Board of Directors?**

A person must be a Member in order to be eligible to serve as a Director. The number of Directors shall be not less than seven (7), nor more than ten (10). The Board of Directors may establish a specific number or a narrower range of Directors to be elected in an election, so long as the number of Directors is not less than 7 or greater than 10.

### **Section 3. How are Directors elected to the Board?**

Directors shall be elected at the Annual Meeting of the Members. The Board of Directors shall establish a procedure for nominating candidates and conducting the election.

Members shall vote for as many candidates as there are positions open. Members may not cumulate their votes for any candidate.

To be elected, a candidate must receive favorable votes from at least 50% of the voters.

- If there are more candidates running than there are positions open, the candidates receiving the greatest number of votes from among those who receive favorable votes from at least 50% of the voters will be elected.
- If there are not more candidates running than there are positions open, all candidates who receive favorable votes from at least 50% of the voters will be elected.
- If fewer than seven persons are duly elected, the Board of Directors is out of compliance with these bylaws. In this situation, the elected persons may convene and serve as a temporary Board of Directors solely for the purpose of filling vacant positions up to the minimum required. See Article V Section 5.

### **Section 4. How long do Director terms last?**

Directors shall hold office until the next Annual Meeting of the Members. Directors may serve more than one term.

### **Section 5. How are vacancies on the Board filled outside of the regular election cycle?**

If a Director vacates a Board position before his or her term is up, or a vacancy occurs on the Board of Directors for any other reason, the remaining Directors may fill the position by a vote at a Board meeting. Any Director elected to fill a vacancy shall serve until the next Annual Meeting

### **Section 6. How frequently does the Board of Directors meet?**

There shall be a minimum of one Board meeting per calendar quarter. Meetings of the Board may be called at any time by the President or by any two Directors. The Board may convene meetings by means of a conference telephone or similar communications method where all

persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **Section 7. How are Board of Directors meetings announced?**

The Board shall specify the dates, times and places for holding its meetings. The Board shall announce the annual schedule of its meetings. Mail or email notices distributed to all Directors at least 3 days in advance of a meeting constitute notice, except in a case where a Director has designated to the Board at the start of his or her term that he or she does not accept email notice as official notice.

### **Section 8. How do Members contribute at Board of Directors Meetings?**

All meetings of the Board are open for Members to attend. The Board will provide for a comment period by Members at each Board Meeting.

### **Section 9. How does the Board of Directors make decisions?**

A majority of the Directors shall constitute a quorum for the transaction of business. A majority of Directors present at a meeting are required for an affirmative decision on any matter before the Board. The Board may not make binding decisions outside of a meeting. Email, text, chat, or other similar communication may be used amongst Directors to only for informal discussion of issues and not for binding votes of the Board.

Directors present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the meeting adjournment, or forwards such dissent or abstention by registered mail or email to the Secretary of the Council immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

The rules of procedure at meetings of the Board of Directors shall be the rules contained in Roberts Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the articles of incorporation, or with any resolution of the Board of Directors.

### **Section 10. How are Directors removed from the Board?**

Any Director may be removed by a two-thirds (greater than 66%) vote of the remaining Directors for just cause. Just cause includes but is not limited to:

- conflict of interest
- failure to uphold the Council Code of Ethics
- failure to attend three consecutive meetings of the Board without good cause
- negligence in performing the duties of a Director
- no longer being a Member of the Council

Whenever such removal is contemplated, the Board of Directors shall notify the Director in writing of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which removal is to be considered, not later than seven (7) days prior

thereto. At the meeting the Director in question shall be entitled to respond to the stated reasons prior to a vote by the remaining Directors.

### **Section 11. How do Directors resign from the Board?**

A Director may resign at any time by delivering a written or email letter of resignation to the President.

## **Article VI. Officers**

### **Section 1. What are the officer positions?**

Members of the Board of Director may become the officers of the Council. The Officer positions are President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **Section 2. How are officers elected?**

The officers of the Council shall be elected by the Board of Directors within 45 days following the Annual Meeting. Unless an officer is no longer a Member of the Council, is physically unable to serve, resigns, or is removed from office he or she will serve as officer to the next Annual Meeting.

### **Section 3. How long may officers serve?**

Officers may serve more than one term. No person can serve in the President and/or Vice President position for more than two consecutive terms.

### **Section 4. How does an officer resign?**

Any officer may resign at any time by delivering a written or email letter of resignation to the President, the Secretary, or by giving oral or written notice at any meeting of the Board of Directors.

### **Section 5. How is an officer removed?**

If an officer is removed as a Director or is no longer eligible to be a Member of the Council, he/she shall be deemed to have resigned as an officer effective upon removal from the Board.

### **Section 6. What are the roles of the President and Vice-President?**

The President shall:

- Supervise all activities of the Council; execute all instruments in its behalf; preside at meetings of the Board of Directors and at meeting of the Members; and call such meetings of the Members as shall be deemed necessary other than the Annual Meeting; and perform such other duties as are usually inherent in the office.
- Represent the interests of the Council to City officials, agencies, private funders and other organizations and serve as official spokespersons for the Council in addressing policy issues and in dealing with the media.
- Appoint chairpersons of committees upon approval of the Board of Directors.

The President, in consultation with the Vice President, may delegate these functions to other Directors. The Vice President shall act as the President in the President's absence and in any situation when delegated by the President.

### **Section 7. What are the roles of the Secretary?**

The Secretary shall:

- Be responsible for keeping full and accurate minutes of the Board of Directors and Members meetings, including a list of the members in attendance at each meeting.
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- Be custodian of the records of the Council.
- Maintain current registration as required by federal, state, and local governments regarding the legal status of the Council.
- Conduct the board election process, either directly or by overseeing an Elections Committee if established.

### **Section 8. What are the roles of the Treasurer?**

The Treasurer shall:

- Account for all funds belonging to the Council.
- Pay 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
- Render annual financial reports to be presented at the Annual Meeting as well as at any time the Board of Directors requests. If the total assets of the Council exceed \$20,000 at any point in a calendar year, the treasurer shall commission an independent review of the Council's finances.

## **Article VII. Fiscal Year**

The fiscal year shall run from July 1 through June 30 of the following calendar year.

## **Article VIII. Books and Records**

The Council shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Members and of its Board of Directors. All books and records of the Council may be inspected by any Member for any proper purpose at any reasonable time, provided that reasonable written notice be given to the Secretary at the registered office.

## **Article IX. Committees**

The Board of Directors may from time to time create committees to further the purposes of the Council. When creating a committee, the Board shall designate:

- How and with what frequency the committee shall report to the Board.
- Who will chair the committee. Committee chairs must be Members of the Council.

- What the purpose of the committee is and whether any authority of the Board is delegated to the committee.
- Whether the committee is time-limited in its duration.

Persons who are not Members of the Council may serve in ex-officio roles on Council committees.

## **Article X. Code of Ethics**

### **Section 1. How do Directors commit to the code of ethics?**

Each elected Officer or Director shall upon election sign, and thereafter uphold, the Code of Ethics appended to these Bylaws.

### **Section 2. How does the Board of Directors determine if a conflict of interest exists?**

A conflict of interest occurs when a Director has a personal, financial, fiduciary or professional relationship with the matter being discussed that might conflict with such Director's duty to act in the best interests of the corporation. A Director must declare that a potential conflict exists if such an issue comes before the Board. Upon the disclosure of a possible conflict of interest, the Directors not directly involved in the question of conflict of interest will, by majority vote, decide if such a conflict exists.

### **Section 3. How does the Board of Directors manage conflicts of interest?**

A Director found to have a conflict of interest shall not have a vote on the issue under consideration and may not be present during the discussion and vote of the issue. The minutes of the Board meeting shall reflect that the conflict of interest was disclosed and that the interested Director was not present during the final discussion or vote and did not vote.

## **Article XI. Amendments to Bylaws**

Amendments to these bylaws may be enacted by a two-thirds (greater than 66%) vote of the Board of Directors. Whenever the Board proposes amendments to the Bylaws, notice must be given the Members and a substantive and open process established for the Members to provide comments in advance of the Board's decision.

## **Article XII. Financial Obligations and Expenditures**

### **Section 1. Who may approve expenditures?**

The Treasurer may approve any obligation or expenditure up to \$100.00. Expenses greater than \$100 up to \$1,000 require signatures from either the Treasurer or President plus one other officer. These two signatories must be unrelated persons. Any obligation or expenditure of \$1000.00 or greater must be approved by action of the Board of Directors. An "expenditure" is taken to mean a set of expenses that collectively support a single activity, even if they appear on separate invoices.

### **Section 2. May Officers or Director receive Loans or Extensions of Credit?**

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

## **Article XIII. Correspondence and Media Relations**

### **Section 1. How is external communication approved?**

- Letters representing the Council require the approval of the President or Vice President.
- No person shall speak as a quotable spokesperson for the Council without the approval of the President or Vice President.
- No person shall speak in the name of the Council at any public meeting or hearing without the approval of the President or Vice President.

### **Section 2. How is communication documented?**

All correspondence and records of commitments, agreements, and statements in the name of the Council shall be submitted to the Secretary in a timely manner.

## **Article XIV. Indemnification**

### **Section 1. What right do Directors have to indemnification?**

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or as amended, any person who is or is threatened to be made a party to, or is otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person is or was a Director or officer of the corporation or, while a Director or officer of the corporation, is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise or other nonprofit entity, including service with respect to employee benefit plans (each such other entity, "Another Enterprise") (such person, an "Indemnified Person"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. If an Indemnified Person commences a Proceeding or a part of a Proceeding, the Board of Directors must approve such commencement and indemnification of such person in advance of such commencement in order for such person to be indemnified under this Article X. The legal representative of an Indemnified Person shall also be considered an Indemnified Person.

### **Section 2. What are the restrictions on indemnification?**

The corporation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification; provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the restrictions on indemnification set forth in this Section 4 shall be as set forth in such amended statutory provision.

## Article XV. Non-Liability

A Director shall have no liability to the corporation for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, or a knowing violation of law by a Director, where the Director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

These bylaws were adopted on April 8, 2014.

Dated: April 22, 2014

Ann McNally  
President

Margo Robb  
Secretary

# Jackson Place Community Council

## Code of Ethics

This code of ethics shall serve as a guide to the conduct of official business for Officers, Directors and Members of JPCC. The Code also enjoins Council Members to act responsibly in their use of Council equipment and facilities.

Participation in community affairs should be honest, fair and accountable. Integrity of Council Members in their dealings with each other and with persons in the larger community is essential in maintaining public confidence in JPCC.

The Council shall strive to avoid all conflicts of interests, substantial or apparent.

Conflict of interests occurs when private motives or interests influence conduct of Council business, or judgment of issues before the Council.

Officers or Directors who foresee such a conflict must refer the matter to the Board in writing.

The Board of Directors will resolve any such conflict in a manner that is fair and equitable to all.

Failure to so refer any such conflict of interest constitute grounds for removal from office.

Use of Council property and facilities shall be limited to the conduct of official business and such use as is allowed to the general public. Members of the Council may not use Council property for private gain.

Name \_\_\_\_\_

Signed \_\_\_\_\_

Date \_\_\_\_\_