

**NEVADA HEIGHTS NEIGHBORHOOD COUNCIL**  
**A Washington State Non-Profit Organization**  
**BYLAWS**

As Amended on February 8, 2017

Note: For the purposes of this document all references to the term Chairman or Vice Chairman shall be taken to mean person who are either male or female.

**Article I**

**Name**

This organization shall be known as the Nevada Height Neighborhood Council. The Nevada Heights Community Development Steering Committee operates in conjunction with the Neighborhood Council, having the same officers and bylaws but with boundaries as listed in article III

**Article II**

**Mission Statement**

**2.01 Specific Purpose's:**

The purpose for which this corporation a nonprofit charitable organization is formed is to:

1. Improve the economic, education, and social levels of low- and moderate to ok income residents and groups in the Nevada Heights Neighborhood, hereinafter referred to as "Neighborhood." Spokane, Washington, whose boundaries shall be described from time to time in the corporation's bylaws, and to further these goals in the following matter:
  - a) Expand the educational, economic and cultural opportunities for residents of the Neighborhood.
  - b) Lessen the impact of crime, poverty and sickness on Neighborhood residents
  - c) Eliminate the effect of discrimination, economic and otherwise, racial prejudice, and prejudice in general from the neighborhood.
  
2. Make opportunities available to Neighborhood residents to:
  - a) Own, manage, and operate business enterprises by furthering the development of locally-owned or operated business within economically disadvantaged or depressed areas.
  - b) Assist residents and groups in developing the necessary business and management skills needed for the successful operation of a business.
  - c) Assist residents in applying for and obtaining the necessary financial support from other sources.
  
3. Sustain, promote and develop such programs and services as are required to support the general wellbeing of the general population of the Neighborhood, including, but not limited to, health care services, education, housing, recreation, employment training, local economic development and other relevant social services.

4. Promote a Neighborhood oriented approach to community development within the Neighborhood.
5. Revitalize the neighborhood as a cultural, social, and economic hub for the low- and moderate-income community as well as to develop it as a desirable area for living, working, and recreation.
6. Provide, on a nonprofit basis, housing for low and moderate income persons and families under any and all applicable provisions of the National Housing, Act, as amended, and other programs under the Federal Department of Housing and Urban Development, or any similar or successor programs or governmental entities.
7. To expand the opportunities available to Neighborhood residents and groups to obtain adequate, low cost housing accommodations by constructing, rehabilitating, and providing decent, safe, sanitary housing in the Neighborhood for persons and families of moderate and low income, who would not otherwise be able to find or afford a suitable place to live. It is the purpose of the corporation to relieve the poor distressed, underprivileged, and indigent by enabling them to secure the basic human needs for decent shelter and to lessen the burdens of government and promote the social welfare and to provide such housing through rehabilitation of existing substandard buildings and the construction on new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributions to its physical improvement.
8. Provide elderly and handicapped persons with housing facilities and services designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living with charges for such facilities and services predicated upon the provision, maintenance, and operation of such on a nonprofit basis.
9. Aid, support, and assist by gifts, contribution, or otherwise, corporations, community chests, funds, and foundations which are organized and operated exclusively for charitable, scientific, literacy, or educational purposes.
10. Support and work with the Spokane Community Development Department or any similar or successor governmental entities' in pursuant of programs for the betterment of the Neighborhood. To serve as the Neighborhoods steering committee organizing for the purpose or satisfying the directives and guidelines of the Department of Housing and Urban Developments Community Development Bock Grant Fund Program or any similar or successor programs.
11. Reflect the concerns, desires, needs, and wants of the neighborhood to the Spokane City Council and its various agencies, departments, committees, and organizations.
12. To develop policy statements as warranted and to serve as advocate for the Neighborhood.

13. Accumulate, assimilate, and organize a priority assessment of the Neighborhood and to reflect said priority to the City of Spokane and other agencies, organizations, groups, and individual's instrumental in achieving and or impacting said priorities.
14. Provide a informed and organized input to the various agencies of the City of Spokane providing services and improvements in the Neighborhood or regulating the development and planning processes within the Neighborhood.
15. Source, secure, manage, and disburse funds for priorities, activities, or improvements within the neighborhood or performed or organized for the benefit of the Neighborhood. To undertake the management of contracts or services for the benefit of the Neighborhood.

**2.02 General Purposes:**

To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors, the members of the Nevada Heights Neighborhood Council, and the business, individuals and families living or located with the Nevada Height's Neighborhood; provided, however that the purposes set forth shall remain consisted with section 501C3 of the Internal Revenue Code of 1986, as it now exists or may be amended, including within such purposes the making distributions to organizations that qualify as exempt organizations under Section 501C3 of the code.

**Article III  
Boundaries**

**3.01 Nevada-Heights Neighborhood Council Boundaries:**

The "Nevada-Heights Council Boundaries" (the "Council Boundary") shall be defined as the area within the city limits of Spokane, Washington, and more specifically within the following described areas: starting at the intersection of Euclid and Division, which is the True Point of Beginning, and extending northerly on Division to the intersection of Division and Francis Avenue then easterly on Francis to Perry street, then southerly on Perry street to the intersection of Perry Street and Euclid, then westerly on Euclid street to the True Point of Beginning.

**3.02 Nevada- Heights community Development Boundary:**

The "Nevada-Heights Council Boundaries" (the "Council Boundary") shall be defined as the area within the city limits of Spokane, Washington, and more specifically within the following described areas: starting at the intersection of Euclid and Division, which is the True Point of Beginning, and extending northerly on Division to the intersection of Division and Francis Avenue then easterly on Francis to Perry street, then southerly on Perry street to the intersection of Perry Street and Euclid, then westerly on Euclid street to the True Point of Beginning.

**3.03 Amendments to Boundary Designations:**

Should the “council” or “CD boundaries” described above change due to city, state, or federal designation, such changes shall be incorporated in to the descriptions of the boundaries above without the need for formal amendment of the bylaws.

## **Article IV Membership**

### **4.01 Non-Voting Member class:**

Non-voting membership shall be open to individuals who live or own property, or who own or operate a business within the Neighborhood boundaries as defined under 3.01 who are at least 16 years of age.

### **4.02 Voting Member Class:**

Voting membership shall be open to any individual who lives or owns property, or who own or operate a business within the boundaries of the Nevada Heights Neighborhood, and who are at least 16 years of age. Voting privileges will be granted following attendance at three out of five consecutive general meetings and voting privileges will cease following unexcused non-attendance at three consecutive meetings.

### **4.03 Attendance Records:**

The Council Secretary shall keep a record of member attendance for the purpose of monitoring and establishing the voting privilege of the members.

### **4.04 Proxy Votes:**

There shall be no provision for proxy or absentee voting.

### **4.05 Membership Authority:**

No member shall purport to represent Nevada Heights Neighborhood Council unless authorized in writing to do so by the Board of Directors. 06 Members, as described in 4.01 living within the Nevada Heights Community Development boundaries, who are on the Nevada Heights Steering Committee, shall be allowed to vote only on a community development issues.

### **4.07 Corporate Documents:**

The Nevada Heights Neighborhood Council Chairman and Council secretary shall maintain copies of these bylaws and the articles of incorporation. Said documents shall be located in the Council office, and shall be provided to any member upon written request, pursuant of City Charter section 73(A)(5), a copy of the Corporate Documents are also on file with the Cities office of Neighborhood services.

**Article V**  
**Member Meetings**

**5.01 Robert's Rules of Order:**

Unless otherwise specified, the *Roberts Rules of Order*, current edition, shall govern all affairs and meetings of the Nevada Heights Council. These rules shall be liberally applied; however, they shall not be used in any way to thwart discussion by members on issues pertaining to the neighborhood.

**5.02 Quarterly General Member Meetings:**

The Nevada Heights Neighborhood Council shall conduct general meetings at least quarterly.

**5.03 General Member meetings; notices:**

Members who have signed in at a general meetings or requested notice, whether active voting members or not, shall be notified by mail, electric mail, telephone or by other public means, of each meeting, date, place, time, and preliminary agenda, not less than ten or more that fifty days prior to such meeting.

**5.04 Non-Member General Meetings; Notices:**

Notice to Nevada Heights Neighborhood residents who are not current members or voting members subject to 5.03 above shall take the form of newspaper announcements, posted notices, flyers, or other means.

**5.05 Special Meetings:**

Special meetings of the Nevada Heights Neighborhood Council may be called by the president or upon the request of 10% of the voting membership of the Council. The president shall be obligated to call a meeting within 30 days of such notice.

**5.06 General Member Meetings:**

Nevada Heights Neighborhood Council meeting shall be open to the public. Visitors shall be invited to participate in the discussion, but only qualified voting members shall be eligible to vote. Voting shall be limited to items published in the meeting agenda and to which at least 30 days advances notice given.

**5.07 Political Candidates:**

Presentations by political candidates or their supporters who intend to influence election outcomes by propaganda or otherwise, are prohibited at The Nevada Heights Neighborhood Council general meetings. The term political candidates shall apply to all positions slated to be

voted on by other than the residents of the Nevada Heights neighborhood, i.e., district, city, county, state, or nationwide voting. The dissemination of said political information shall be limited to the form of an address, telephone number, or website posted in the council office so that council members can obtain further information on their own. Presentations on current or upcoming issues shall be scheduled only at the direction of the Nevada Heights Neighborhood council members.

**5.08 Quorum:**

The minimum number of Nevada Heights Neighborhood Council members or Nevada Heights steering Committee members necessary to establish a quorum at any regular meeting shall be the greater of seven voting members, or 15% of the total number of then-eligible voting members

**5.09 Annual Meetings:**

The Nevada Heights Neighborhood Council/Steering Committee shall hold an annual meeting each year in November, on the second Wednesday of the month at 7:00 p.m., if not a legal holiday, but if such day is a legal holiday, then on the next business day thereafter, at the same place, and hour. The annual meetings shall have the following items included in the order of business: (a) Calling of the meeting to order and roll call of Officers; (b) Proof of notice of meeting, or filing of waiver; (c) Approval of the minutes of the last general meeting;(d) Reports of officers; Reports of committees; (f) Elections of Officers and directors; and (g) Miscellaneous business.

**5.10 Membership Records:**

The approved minutes of the previous meetings, as well as a sign- in sheet, as a record of attendance, shall be maintained by the Secretary or the Secretary's delegate, for all meetings, a list of current eligible voting member's shall be on display each meeting.

**5.11 Waiver of Notice:**

A waiver of any notice required to be given any member, signed by the person or person's entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to giving such notice.

**5.12 Super Majority Voting:**

A super majority vote of two thirds (2/3) of the board of directors will be required in the following circumstances. A prior notice to the Board of Directors of thirty (30) days shall be required, before such a vote. (a) When Nevada Heights Neighborhood Council wishes to become a party to or file a legal action in a court of competent jurisdiction. (b) When the Board of directors wishes to spend more than one thousand dollar (\$1000) for any purpose.

**Article VI**

## **Board of Directors and Officers**

### **6.01 Board of directors:**

Nevada Heights Neighborhood Council shall have a Board of Directors comprised of four elected officers and six directors chosen by vote from the membership. Directors and Officers must reside within the Nevada Heights Neighborhood Council boundaries as outlined in Article 3.01

### **6.02**

The Community Development neighborhood Coordinator and the Community Assembly representative are directors and may also hold one of the four elected offices.

### **6.03 Number of Directors/Change in Numbers:**

The number of directors may be, at any time, increased or decreased by amendment of these Bylaws, but no decrease shall have the effect or shortening the term of any incumbent director, and the minimum number of Directors is never to be less than seven. A Chairman and Vice Chairman of the Board of directors shall be elected annually by a majority vote of the directors.

### **6.04 Vacancies:**

All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors. A director elected to fill any vacancy shall hold office for the remainder of the term of the predecessor or until a successor is elected, whichever occurs earlier. All Directors must be provided with at least fourteen (14) days' notice of such nomination prior to a vote on filling the vacancy

### **6.05 Director's Responsibilities:**

The Board of Directors shall generally have responsibility for overseeing the operation of the Nevada Heights Neighborhood Council and its Office, and for identifying and recommending to the membership particular and specific objectives and proposed means by which the Nevada Heights Neighborhood Council may accomplish the purposes for which it has been established. The Chairman shall be responsible for conducting all board meetings.

### **6.06 Duties of Officers:**

The Officers of Nevada Heights Neighborhood Council shall consist of President, Vice president, secretary, and treasure, the position of secretary and treasurer may be held by one individual. The duties of the offices shall be a follows:

#### **(a) President:**

The president shall be responsible for the operation or the Nevada Heights Neighborhood council and supervision of its offers pursuant to the Bylaws. This shall include conducting all meetings other the board meetings, representing or delegating the responsibility to represent

the neighborhood at special functions, appointing sub- committees, monitoring neighborhood expenditures authorized by the council, and generally overseeing the budget of Nevada Heights Neighborhood Council,. Unless declined by the president, he or she shall serve as one the designated council representatives the Community Assembly.

(b) Vice President:

The Vice President shall assist the chairman in preparing meeting agendas and in conducting meetings, and shall assume all duties of the president and in the presidents absence

(c) Secretary:

The secretary shall maintain the minutes and attendance records for each meeting maintain copies of the bylaws and shall make all records (or copies thereof) available for review upon reasonable request of the officers or members. The secretary shall also be responsible for attending to the timely notice of meetings to the membership.

(d) Treasurer:

The treasurer shall maintain an accurate accounting of all expenditures that have been directly ordered by the president. All expenditures or more than \$1000 will require a two –thirds approval of the Board of Directors. The treasure shall make all records (or copies thereof) available for review upon reasonable request of the officers or members, the treasurer will ensure that a financial audit is completed by the Annual meeting of each year.

(e)

Pursuant to City charter section 73(D), the president and the secretary are the designated officers to receive written documentation and other information form the city’s office of neighborhood services and will be responsible for the dissemination of this information to the neighborhood Council.

**6.07 Notice to Membership of Nomination period:**

Board of Directors and Officers will be elected by the voting member of the Nevada Heights Neighborhood Council at the Annual meeting. Voting will be by secret written ballot. The Secretary shall tally votes and the outcome announced during the annual meeting. At the time of the meeting, any voting member may challenge the tally of the votes, and request a recount, and in that event, the outgoing President shall designate a voting member to conduct a second counting of the ballots.

**6.08 Terms of Office:**

The terms of office for Board of Directors and Officers of Nevada Heights Neighborhood Council shall be one (1) year

**6.09 Notice to Membership of Nomination Period:**

At least sixty (60) days prior to the end of each term of office for officers and directors, written and verbal notice will be made to the voting membership of the Nevada Heights Neighborhood Council, opening nominations for the expiring office or offices. Nominations must be made at least thirty (30) days prior to a vote to elect any officer or director.

**6.10 City of Spokane Notification of Election:**



So long as the Nevada Heights Neighborhood Council is recognized by the City of Spokane Neighborhood Council Program, and the Office of the Neighborhood Services, the Secretary will notify the Neighborhood Services and Community Development staff in writing of the names, addresses and telephone numbers of the newly elected Officers and Board of Directors, including the Community Development Neighborhood Coordinator. The new Board of Directors and Officers shall take office and begin their duties the day after the Annual Meeting and election

#### **6.11 Nominating Committee:**

A nominating committee shall be appointed by the President for the purpose of proposing one or more eligible candidate from the membership of the Nevada Heights Neighborhood Council for each office for the coming year. Nominations may be accepted from the floor, by telephone or in writing, and shall remain open for thirty (30) days. All candidates must have accepted the nomination, live within the neighborhood boundaries and must be a qualified voting member in good standing.

#### **6.12 Removal for Cause:**

Any officer or director may be removed from office for good cause, including at least three (3) consecutive absences from meetings whether the absences are excused for not. Removal shall be debated by the Nevada Heights Neighborhood Council and shall require a two-thirds affirmative vote of voting members present at a meeting of the Nevada Heights Neighborhood Council, with a quorum in attendance.

#### **6.13 Registered Dissent:**

A director or Officer who is present at a meeting of the Board of Directors at which an action on a corporate matter is taken shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention to such action with the parson ascent as the Secretary of the meeting, before the adjournment of the meeting, or shall forward such dissent by registered mail to the secretary for the corporation within three (3) business days after the adjournment of the meeting. If a Director of Officer was not present at the meeting, that Director or Officer may file a written dissent or abstention within a reasonable time.

#### **6.14 Remuneration:**

No salary or remuniation shall be paid to Director or Officer of the Corporation.

#### **6.15 Loans:**

The corporation shall make no loans to any Director or Officer.

#### **6.16 Special Meetings:**

Any two (2) members of the Board of Directors may request a special meeting of the Board of Directors, which can also be called by the Chairman. A five (5) day prior noting to the Board of Directors will be required.

### **6.17 Action by Directors Without a Meeting:**

Any action required or permitted to be taken at a meeting of the Board of Directors, or if a committee thereof, may be taken without a meeting by a written consent setting forth the action to be taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken at the next regular meeting of the Board of Directors or the Committee.

## **Article VII Committees**

### **7.01 Appointment of Committees:**

The Board of Directors has the power to create standing and ad hoc committees from time to time, where members believe that the existence of such a committee will facilitate or expedite the conduit of the business of the Nevada Heights Neighborhood Council. Unless the voting membership identifies the members of the committee at the same time as it creates the committee, it shall be the responsibility of the Chairman to designate members to serve on the Committee. Approval of the Chairman's designees shall be required by a simple majority vote of the Board of Directors.

### **7.02 Committee Reports:**

Committee's shall report to, and may make recommendations to the Board of Directors. The Secretary shall enter these reports into the minutes.

### **7.03 Committee Authority:**

Committees shall report to the Board of Directors for discussion and direction and these reports shall be entered into the minutes of the meeting presented. Should the Board refuse to take action on or follow the committee's recommendations, those recommendations may be voted on by the voting general membership at a special meeting set pursuant to Section 5.05

## **Article VIII Amendments**

The Bylaws may be amended by two-thirds (2/3) majority vote of voting members of those present at a meeting of the general membership, providing that a resolution proposing the amendment has been adopted at a preceding regular meeting, and thirty (30) days' notice of that meeting has been given to qualified voting members. So long as the Nevada Heights Neighborhood Council is recognized for participation in the City of Spokane's Neighborhood Council program, any amendment to the bylaws shall conform to the requirements of applicable Spokane City ordinances and codes, as well as applicable federal and state statutes and regulations. Amendments approved by Neighborhood Liaison and to the Office of Neighborhood Services.

**Article IX]**  
**Indemnification of Officers, Directors, Employees and Agents**

The corporation shall indemnify is Officers, Directors, Employees and Agents to the greatest extent permitted by law. The corporation shall have the power to purchase and maintain Board of Directors and Officers liability insurance on behalf of any person who is or was a Directors, Officer, Employee, or Agent of the corporation or who is or was serving a the request of the corporation, such an Officer, Director, Employee, or Agent of another corporation, partnership, joint venture, trust, or enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provision of this Article IX. The corporation shall not willful or recklessly cause undue or onerous liability to be incurred by any Officer, Director, Employee or Agent of the corporation, either directly or indirectly, as a result of any action taken by the corporation.

**Article X**  
**Effective Date:**

The Bylaws o the Nevada Heights Neighborhood Council shall become effective upon their adoption and supersedes all others. The date of adoption shall be noted in the records of the Nevada Heights Neighborhood Council.

**THE RESTATED BYLAWS SET FORTH ABOVE WERE APPROVED AND ADOPTED  
BY THE NEVADA HEIGHTS NEIGHBORHOOD COUNCIL ON February 8, 2017**

Nevada Heights Neighborhood Council was recognized by the city of Spokane as a neighborhood council on:

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Signed on behalf of Nevada Heights Neighborhood Council:

President \_\_\_\_\_

Secretary \_\_\_\_\_