

**ROCKWOOD NEIGHBORHOOD COUNCIL
BYLAWS**

As
Adopted in 1994

Amended and Restated on May 20th, 1997

Amended September 17th, 1997

Amended November 4th, 1998

Amended and restated January 30th, 2002

Amended and restated on September 6th, 2002

Amended and restated on January 5th, 2006

Amended and restated on April 16th, 2006

AND

Amended and restated on May 6, 2014

BYLAWS OF ROCKWOOD NEIGHBORHOOD COUNCIL

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

Article I: Name

This organization shall be known as the Rockwood Neighborhood Council.

Article II: Statement of Purpose

2.01 To improve the quality of life, safety, economic development, and the cultural and historic preservation of Rockwood Neighborhood. The purpose is set forth in the Rockwood Neighborhood Council Articles of Incorporation, as amended, originally filed September 12, 1994.

- a. To provide residents, property owners and business owners of the Rockwood Neighborhood with a forum where information, ideas, and concerns and their impact on the Neighborhood can be discussed.
- b. To provide an opportunity for the residents of the Rockwood Neighborhood to communicate their views to City Staff, City Council, Office of Neighborhood Services, City Boards and Commissions and any other neighborhood or citywide group on items and policies that affect the quality of life, safety and economy of the Neighborhood.
- c. To provide an avenue by which neighborhood specific projects can be implemented.

2.02 To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors or the voting members of the Rockwood Neighborhood Council; provided, however, that the purposes set forth shall remain consistent with Section 501(c) (3) of the Internal Revenue Code of 1986, as it now exists or may be amended, including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the code.

Article III: Neighborhood Boundaries

The Rockwood Neighborhood has been defined by the Spokane City Council to include all the areas encompassed within the following described boundary:

Beginning at the corner of Grand Boulevard and Sumner Street, proceeding East along Sumner Street, then South and East along Rockwood Boulevard to 12th Avenue, then East along 12th Avenue to Ballou Street, and following Ballou Street East to Southeast Boulevard; proceeding East and South along Southeast Boulevard to 29th Avenue; proceeding West along 29th Avenue to Grand Boulevard; and from the corner of 29th Avenue and Grand Boulevard; proceeding Northwest along Grand Boulevard to the point of beginning at Sumner Street.

Article IV: Council Membership & Voting

4.01 Non-Voting Members:

Any individual who lives or owns property or owns a business within the neighborhood boundaries and who is at least 16 years of age.

4.02 Voting Members:

Meet the conditions above in 4.01 and attend the annual meeting or attend 2 meetings within a 12 month period. Voting privileges shall begin at the meeting following either of the two requirements. Current voting status is not impacted by the adoption of these revised by-laws.

4.03 Attendance Records:

The secretary of the Board of Directors shall keep a record of member attendance for the purpose of monitoring and establishing the voting privileges 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 Rockwood Neighborhood Council unless authorized in writing to do so by the Chairman or the Board of Directors.

Article V: Meetings

5.01 Roberts Rules of Order:

Unless otherwise specified, Robert's Rules of Order, current edition, shall govern all affairs and meetings of the Rockwood Neighborhood Council.

5.02 Regular Meetings:

The Rockwood Neighborhood Council shall conduct regular meetings at least quarterly. Council meetings 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.

5.03 Meeting Notices:

Members, whether active voting members or not, shall be notified by mail, electronic mail, web site, social media, telephone, or by other public means, of each meeting, date, place and time, and preliminary agenda, not less than seven or more than fifty days prior to such meeting.

5.04 Special Meetings:

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

5.05 Quorum:

The minimum number of Rockwood Neighborhood Council members necessary to establish a quorum at any regular meeting shall be the lesser of seven voting members, or 15% of the total number of then-eligible voting members.

5.06 Annual Meeting:

The Rockwood Neighborhood Council shall hold an annual meeting each year in January. The annual meeting shall have the following items included in the order of business:

- (a) Calling of the meeting to order.
- (b) Proof of notice of meeting, or filing of waiver.
- (c) Year in Review by Chair or designee.
- (d) Election of Officers.
- (e) Miscellaneous business.

5.07 Waiver of Notice:

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

Article VI: Board of Directors and Officers

6.01 Board of Directors:

Rockwood Neighborhood Council shall have a Board of Directors comprised of four elected officers and six directors chosen at large from the membership. Preference shall be that no two (2) individuals residing at the same address shall hold officer and/or board positions.

6.02 Number of Directors:

The number of directors may be, at any time, increased or decreased by amendment of these By-laws, but no decrease shall have the effect of shortening the term of any incumbent director.

6.03 Vacancies:

All vacancies on 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, and until a successor is elected.

6.04 Directors Responsibilities:

The Board of Directors shall generally have responsibility for overseeing the operation of the Rockwood Neighborhood Council and for identifying and recommending to the membership particular and specific objectives and proposed means by which the Rockwood Neighborhood Council may accomplish the purposes for which it has been established.

6.05 Duties of Officers:

The Officers of Rockwood Neighborhood Council shall consist of, Chairman, Vice-Chairman, Secretary, and Treasurer. The positions of Secretary and Treasurer may be held by one individual. In the event of a Secretary/Treasurer position, the combined position shall be entitled to one board vote only. The duties of the Officers shall be as follows:

a. Chairman or Chair:

The Chairman shall be responsible for the operation of the Rockwood Neighborhood Council and supervision of its Officers pursuant to these By-laws. This shall include conducting meetings, representing or delegating the responsibility to represent the neighborhood at official functions, appointing committees, monitoring expenditures authorized by the Council, and generally overseeing the business of Rockwood Neighborhood Council. Unless declined by the Chairman, he or she shall serve as one of the designated Council Representatives to the Community Assembly.

b. Vice Chairman or Vice Chair:

The Vice Chairman shall assist the Chairman in preparing meeting agendas and in conducting meetings, and shall assume all duties of the Chairman in the Chairman's absence. Unless declined by the Vice-Chairman or by special agreement of the Board of Directors for the appointment of another member of the Board of Directors for this purpose, the Vice-Chairman shall be a designated Council Alternate to the City of Spokane's Community Assembly.

c. Secretary:

The Secretary shall maintain the minutes and attendance records for each Neighborhood Council and Board of Directors meetings, copies of these by-laws, and a copy of the Articles of Incorporation. The Secretary shall make all records (or copies thereof) available for review upon reasonable request of the Officers, Directors or members. Neighborhood Council minutes shall be uploaded to the neighborhood website and submitted to the Office Of Neighborhood Services. 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 income and expenditures. All expenditures of more than one thousand dollars will require a two-thirds approval of the Board of Directors. The Treasurer shall make all records (or copies thereof) available for review upon reasonable request of the Officers, Directors or members. Expenditures

that are neither time sensitive nor preauthorized by previous board or membership action, shall be presented at the next regular meeting for approval by vote of the membership. In the event an expenditure is time sensitive, it may be authorized by the Chairman, with the understanding that a good faith effort is made by the Chairman to poll the Board.

The Treasurer is responsible for the annual renewal with the Secretary of State and shall maintain a copy of the Articles of Incorporation and any related correspondence.

6.06 Terms of Office:

The Chairman, Secretary and three Directors at large shall be elected in odd years.

The Vice-Chairman, Treasurer, and three Directors at large shall be elected in even years.

6.07 Election of the Board of Directors and Officers:

Board of Directors and Officers will be elected by the Council's voting members at the Rockwood Neighborhood Council Annual meeting. Voting will be by secret ballot if there is more than one candidate for a specific office. The Secretary assisted by a person appointed by the Chair 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 Chairman shall designate two new voting members to conduct a second counting of the ballots.

6.08 Notice to membership of nomination period:

At least sixty Days prior to the end of each term of office, written (see 5.03) and verbal notice will be made to the membership of the Rockwood Neighborhood Council, opening nominations for expiring director and officer positions.

6.09 Nominating Committee:

A nominating committee may be appointed by the Chairman for the purpose of proposing one or more eligible candidates from the membership of the Rockwood 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 until the time of the election. All candidates must have accepted the nomination and must be a qualified voting member in good standing.

6.10 City of Spokane Notification of Election:

So long as the Rockwood Neighborhood Council is recognized by the City of Spokane Neighborhood Council Program and the Office of Neighborhood Services, the Secretary will notify the City's Staff in writing of the names, addresses and telephone numbers of the newly elected Officers and Board of Directors. The new Board of Directors and Officers shall take office and begin their duties the day after the Annual meeting and election.

6.11 Removal for Cause:

Any Officer or Director may be removed from office for good cause, including numerous or continuous absences from meetings. Removal shall be debated by the Rockwood Neighborhood Council and shall require a two-thirds affirmative vote of members present at a meeting of the Rockwood Neighborhood Council, with a quorum in attendance.

6.12 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 person acting as the Secretary of the meeting, before the adjournment of the meeting, or shall forward such dissent by registered mail to the Secretary of the corporation within three business days after the adjournment of the meeting. If a Director or Officer was not present at the meeting, that Director or Officer may file a written dissent or abstention within a reasonable time

6.13 Remuneration:

No salary or remuneration shall be paid to Directors or Officers of the Corporation.

6.14 Loans:

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

6.15 Special Board of Director Meetings:

Any three 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 15-day prior written notice to the Board of Directors will be required.

6.16 Action by Directors without a Meeting:

Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action to be taken, signed by all of the Board of Directors, or all of the members of the committee, before such action is 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.

6.17 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 fifteen days will be required, before such a vote.

- a. When Rockwood Neighborhood 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 dollars (\$ 1000) for any purpose.
- c. When the Board of Directors wishes to amend the Bylaws.
- d. When the Board of Directors wishes to remove a director from office.

Article VII: Committees

7.01 Appointment of Committees:

The Board of Directors and the council have 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 conduct of the business of the Rockwood 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 not be required unless the Chairman appoints non-voting members to serve, in which case the non-voting members' committee membership will require approval at the next regular meeting of the Rockwood Neighborhood Council.

7.02 Committee Reports:

Committees shall report to, and may make recommendations to the Board of Directors or the Neighborhood Council directly. The Secretary shall enter these reports into the minutes.

Article VIII: Amendments

The Bylaws and articles of incorporation may be amended by a two-thirds (2/3) majority vote of those present at a regular membership meeting, providing that a resolution proposing the amendment has been adopted at a preceding regular meeting, and that notice of the proposed amendment has been given in the call for the meeting at which the amendment was to be voted upon. So long as the Rockwood Neighborhood Council is recognized for participation in the City of Spokane's Neighborhood Council program, any amendment to the by-laws shall conform to the requirements of applicable ordinances and provisions of the Spokane Municipal Code.

Amendments approved by the Rockwood Neighborhood Council shall be forwarded to the Office of Neighborhood Services.

Article IX: Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its 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 Director, Officer, employee, or agent of the corporation or who is or was serving at the request of the corporation, as 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 provisions of this article IX.

The corporation shall not willfully or recklessly cause undo 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 of the Rockwood Neighborhood Council shall become effective upon their adoption and supersede all others. The date of adoption shall be noted in the records of the Rockwood Neighborhood Council.

ROCKWOOD NEIGHBORHOOD COUNCIL WAS RECOGNIZED BY THE CITY OF SPOKANE AS A NEIGHBORHOOD COUNCIL ON OCTOBER 13TH, 1997.

THE AMENDED AND RESTATED BY-LAWS SET FORTH ABOVE WERE APPROVED AND ADOPTED BY THE ROCKWOOD NEIGHBORHOOD COUNCIL ON May 6th, 2014.

Signed on behalf of Rockwood Neighborhood Council:

CHAIRMAN _____
Dean Lynch

SECRETARY _____
Linda McHenry