

2/29/14

## **West Central Neighborhood Council Bylaws**

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## **WEST CENTRAL NEIGHBORHOOD COUNCIL BYLAWS**

### **Article I: Name**

The name of this organization shall be the West Central Neighborhood Council. (WCNC), located in the City of Spokane, Washington.

### **Article II: Purpose**

**Section 1.** The purpose of the WCNC is to promote the general welfare of the West Central Neighborhood and the surrounding community of Spokane. In cooperation with the City of Spokane the WCNC shall make every effort to:

- Assist the city and/or other agencies in determining priority needs for the Neighborhood.
- Facilitate the allocation of Community Development Funds through the fall allocation process of designating capital projects funds.
- Review and recommend an action, policy or a plan to the Community Assembly, the City of Spokane, or any of its agencies, or any commission on any matter affecting the West Central Neighborhood.
- Review items for inclusion in the city budget and make recommendations on budget items for neighborhood improvements.
- To source, secure, manage and disburse funds for projects, activities or improvements which directly benefit the residents of the West Central Neighborhood. Undertake other projects, programs and services that directly benefit the residents of the West Central neighborhood and the surrounding community of Spokane.
- To engage in and develop a charitable program for residential renovation of existing homes in the neighborhood for sale to low income families on long-term, low-payment plans.

### **Section 2.**

For the purpose of these bylaws, the boundaries of the neighborhood are:

south side of Indiana Avenue on the north, west side of the Monroe Street Corridor, and the Spokane River on the south and west.

## **Article III: Membership**

### **Section 1.**

Membership shall be open to anyone who resides or owns property, operates a business or a non-profit organization within the boundary of the neighborhood and who is at least 16 years of age. Additional, membership shall be open to any nonprofit institution whose organizational purpose is in accord with the purposes of West Central neighborhood. It will be the duty of the neighborhood council to reach out to the neighborhood utilizing all forms of media, including multi-media.

### **Section 2.**

Voting membership shall be granted to any person (16 years) who meets the above criteria and has attended three (3) of any four (4) consecutive regularly scheduled WCNC meeting or four (4) meetings in a calendar year (January - December). Voting membership becomes effective at the 4<sup>th</sup> WCNC meeting at which the new members' name shall be noted in the minutes.

**Section 3.** There is no limit to the number of WCNC members. All members are entitled to a copy of current by-laws, and updated membership list of names of the voting membership list.

**Section 4.** The WCNC voting membership list shall be updated at least twice a year. The updated list shall reach the Office of Neighborhood Services (ONS), the Community Development Department and the WCNC voting members by March 1 and September 1 of each year.

**Section 5.** No member shall purport to represent WCNC unless authorized to do so by the WCNC. In all cases, individual members shall fully disclose to the public orally or in writing, as the case warrants, that he/she is or is not authorized by the WCNC to act as its representative and in what capacity.

**Section 6.** Any voting member of the WCNC who fails to attend at least three of the regular meetings in each calendar year (January-December) shall be contacted by the Secretary as to if they wish to remain a council member. If they wish to be removed or do not respond within two weeks they will be removed from the membership list. Upon request, voting membership will be reinstated following the third (3) consecutive regular meeting attended.

**Section 7.** Written notification of voting membership status termination shall be listed on the meeting notice the month prior to termination. This written notification shall also be listed in the minutes of the next regular meeting of the WCNC. Members who no longer are qualified to vote shall have their names removed from the voting membership list.

## Article IV: Officers Duties

**Section 1.** The elected officers of the WCNC shall be the Chair, Vice Chair, Secretary, Treasurer, CDBG Chair, the CA Chair and one (1) member at large. These officers shall be the members of the Executive Committee.

### Section 2.

The Chair shall:

I.

- a. The Chair shall be the principal officer of the West Central Neighborhood council and he or she may sign, with the secretary or any other proper officer of the Corporation authorized by WCNC Council, any deeds, mortgages, bonds, contracts or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the WCNC Council or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed. He or she shall have other duties as may be prescribed by the Council.
- b. All contracts, deeds, conveyances, negotiable instruments, and other instruments of like character which have first been approved by WCNC Council shall be signed by the President or Vice President and by the secretary or as otherwise directed by the WCNC Council. No contract of any officer of the Corporation shall be valid without previous authorization or subsequent ratification of the WCNC Council.
- c. Preside over the Executive Committee and General Council Meetings.
- d. Represent or appoint a member of the WCNC as representative at official functions.
- e. Be an ex-officio member of all committees except the Nominating Committee.

I.

The Chair shall with approval of the WCNC Council:

- a. Appoint Standing and AD Hoc committees.
- b. Forward the information to the City of Spokane concerning the recommendation of expenditure of funds in accordance with the Community Development budget.

### Section 3. The Vice Chair shall:

- a. Assist the Chair and or WCNC council in carrying out his/her duties.
- b. Preside in the absence of the Chair.
- c. Should the office of Chair become vacant, he/she shall succeed automatically to that office. The Vice Chair position will then be filled by open elections at the next general meeting.
- d. Assume lateral responsibilities as needed.

### Section 4. The Secretary shall:

- a. Keep accurate minutes of all regular, special and executive meetings.
- b. Be responsible for all written and electronic communications as directed by the Chair, Executive committee or the WCNC.
- c. Be responsible for the minutes and membership list.
- d. Forward all written records described above to the City of Spokane's Office of Neighborhood Services and Community Development Department.
- e. Track membership and perform specific duties as detailed elsewhere in these bylaws and as delegated by the WCNC.
- f. The Secretary may request that the Executive Committee appoints one or members to assist with these duties, if necessary.

**Section 5. The Treasurer shall:**

- a. Chair the Finance Committee.
- b. Maintains the WCNC financial records and reconcile the accounts of the corporation.
- c. As directed by the Chair of the Neighborhood Council maintains an accurate account of all expenditures.

**Section 6. CDBG Representative shall:**

- a. The CDBG representative will be in charge of presiding and supervision of the CDBG committee.
- b. The CDBG representative will be in charge of the committee's reports.

**Section 7. Representative of the Community Assembly shall:**

- a. The WCNC shall select, from among the voting members, one (1) representative and a designated alternate to the Community Assembly. There are no term limits to these positions, however the Chair at the annual meeting, shall ask if other members are interested in this position and shall read aloud the description of the position as defined in these Bylaws. If two or more members are interested then an election shall take place in accordance with these Bylaws regarding officers. More members are interested then an election shall take place in accordance with these Bylaws regarding officers.
- b. The representative and alternate are liaisons to the Community Assembly and shall represent (enter into discussions and vote on) the neighborhood's needs, interests, and positions on issues.
- c. Report back to the WCNC at our monthly meetings on issues and topics of direct importance to our neighborhood. After discussion of issues and topics, carry back to the Assembly our members' opinion.
- d. Attendance at Assembly meetings on the appointed date and time is *expected* for either the Representative or the Alternate.
- e. The Assembly's Notebook must be kept current by adding the documents (agenda, new ordinance drafts, and reports from assembly subcommittees, etc.) so that the neighborhood has the written public record.



## **Article V: Nominations & Elections**

**Section 1.** The Nominating Committee shall be composed of at least three (3) voting members to be elected at the regular meeting in December.

**Section 2.** The duties of the Nominating Committee shall be:

- a. To meet directly after their election in December and elect their Chair.
- b. To compile a list of one or more nominees for each office and three (3) Executive Committee members, one of who shall be the CA Representative, the CDBG Chair and 1 other voting members at large.

**Section 3.** Election of Officers and Executive Committee Members

- a. The election shall be in February.
- b. Nominations may be made from the floor.
- c. Election shall be by ballot except in the event there is only one nominee for office, then, the Chair may declare that person elected.
- d. Majority vote elects.
- e. No proxy votes allowed
- f. Term of office is one (1) year.
- g. The election of Officers and members at large become effective at the close of the meeting where the election took place.
- h. Following the elections a transitional meeting will take place to exchange information before the next general meeting.

**Section 4.** To be eligible for nomination to an office one must have been a WCNC voting member in good standing for a year or more.

**Section 5.** Any elected officer may be removed from office for good cause shown. Removal shall be debated by the membership and requires a 2/3 vote of members present at a regular meeting of the WCNC, provided that a resolution proposing the consideration of removal has been adopted at a preceding meeting.

**Section 6.** The secretary shall notify the City of Spokane's Office of Neighborhood Services (ONS) and the Community Development Department in writing of the names of the newly elected WCNC officers, their addresses and term of office.

## **Article VI: General Meetings**

**Section 1.** Regular meetings shall be held the second (2<sup>nd</sup>) Wednesday of the month (6:30 P.M.) at West Central Community Center, 1603 N. Belt Street, or at a date, time and place to be designated and communicated to members in a timely manner before the meeting. There shall be at least nine (9) meetings a year.

**Section 2.** The Annual Meeting shall be held at the regular meeting in February.

**Section 3.** Special meetings may be called by the Chair, the WCNC Executive Committee, or 30% of WCNC voting members. In the instance of a time sensitive council special meeting At least a 48 hour notice will be provided to all members in writing or by phone. A special meeting that is not time sensitive and neighborhood outreach is necessary a seven (7) day notice in writing or by phone will be provided. A quorum and at least two (2) presiding officers must be present before the meeting can commence. Any action taken at special meeting shall be reported and ratified at the next regular WCNC meeting.

**Section 4.** Regular and special WCNC meetings shall be open to anyone. Visitors will be invited to participate in the discussion of matters at hand, but shall not vote.

**Section 5.** Only voting WCNC members actually present at a given meeting may vote.

**Section 6.** A quorum for a meeting shall consist of 40% of the WCNC voting members.

**Section 7.** Notification of meetings will be publicized in the neighborhood, using whatever means are available: flyers; mailings; notifications on the Bulletin Board at the West Central and Sinto Senior Centers, and in newspapers; radio and television, Multi-media sites (facebook, nextdoor.com, e-mail, etc. Written notification of the meeting shall be sent to the WCNC voting members not less than seven (7) calendar days before the meeting.

*Is addressed in section 3.*

**Section 8.** Failure to receive a meeting notice does not invalidate a properly called meeting. The provisions of this section shall be complied with in good faith.

**Section 9.** A record of attendance (sign-in sheets), agendas, and minutes approved by a majority of the voting members must be kept for all Neighborhood Council (WCNC) meetings. For purpose of public record, one (1) copy of the attendance record, the agenda, and minutes shall be kept on file by the Secretary as a permanent record; one (1) copy of each shall be kept in the chair's working files; one copy of each shall be kept by the Community Development Neighborhood Coordinator for use in preparing the annual Neighborhood Report to the WCNC Chair and the City Community Development Department.

## **Article VII: Executive Committee**

**Section 1.** The Executive Committee shall consist of the Chair, Vice Chair, the Secretary, Treasurer, CA (community assembly) Chair, CDBG Chair and one (1) member at large.

**Section 2.** The Executive Committee shall meet prior to the regular meeting.

**Section 3.** A quorum for all Executive Committee meeting shall be four (4) voting members.

**Section 4.** Duties of the Executive Committee shall be as follows:

- a. To set the agenda for the general meeting to forward to the council.
- b. May recommend individual members for appointments to Boards, Commissions, Task Forces, etc.
- c. A request for excused absent for voting member shall be reported to the Secretary.
- d. Shall fill vacancies on the Executive Committee by appointment until a

Special election can be held at the next regular or special meeting, with nominations from the floor, except the office of the Chair which shall be filled by the Vice Chair. The office of the Vice Chair then becomes vacant. In the event that the Vice Chair does not wish to be Chair the nominations will be accepted at the next general election.

## **Article VIII: Committees**

**Section 1.** The Standing Committees shall be: Community Development (CDBG), Finance, and Bylaws committees.

**Section 2.** The Community Development Board Grant Committee shall hold separate meetings, and report at the regular WCNC meeting.

- a. The committee will submit oral or written reports to the WCNC on its hearings, relevant information garnered from the Community Development Department, as well as their reasoned recommendations on disbursement of CD funds.
- b. January-May, the CDBG committee will research and discuss the neighborhood's community development needs and educate the neighborhood residents on CD resources available.
- c. In August, the CDBG will establish/confirm its membership. Any voting member of the WCNC may volunteer for membership on the CDBG committee.
- d. In October the CDBG chair shall submit presentations of application for funds, and submit a written report listing the group applying, the amounts applied for, and their reasoned recommendation of award, all for the approval of the voting members of the WCNC. In November the CDBG chair shall conduct a vote of the presented applications for approval of the voting members of the council.

**Section 4.** The Bylaws Committee shall meet annually to review and make recommendations to the WCNC for any possible modifications to the bylaws.

**Section 5.** These bylaws shall permit the establishment of other Standing Committees as are deemed necessary to carry on the work of the organization. The Chair shall be empowered to appoint with the approval of the voting WCNC. The Chair at the next regular meeting shall announce the chair, members, duties and the name of the new committee and such action shall be duly noted in the minutes.

**Section 6.** Ad Hoc Committees: the Chair may recommend for a vote of the council ad hoc committees to help conduct specialized business of the WCNC. When ad hoc committees have completed their task, the Chair shall announce this at the next regular meeting and be noted in the minutes.

**Section 7.** Membership on standing and ad hoc committees shall be open to any interested WCNC member. All committees shall maintain public records including; sign-in sheets that must be forwarded to the Secretary and the WCNC Chair. Chairs of committees shall make an oral and written report at the next meeting of the WCNC.

**Section 8.** There shall be no limit to the number of members on a committee unless, that committee is formed to work with an outside entity and that entity specifies the number of committee members.



**Article IX: Appointments**

**Section 1.** The West Central Neighborhood Council Chair, with the approval of the Executive Committee, may recommend individuals for appointment to various city Boards, Commissions, Task Forces, etc. Such appointment recommendations shall be reported and ratified at the next regular meeting of the WCNC. However, recommendations for appointments to be made by the City Council shall be subject to approval by a majority vote of those members present at the next WCNC meeting.

**Section 3.**

**Article X: Procedures:**

- a. The latest edition of Robert's Rules of Order, Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws
- b. The WCNC Council is to abide by the policies and procedures of the corporation.
- c. The policies and procedures document will be placed in the corporate notebook along side of the bylaws.

**Article XI: Effective Date**

**Section 1.** These Bylaws, as amended, become effective \_\_\_\_ and supercede all others.

John C. Coker

January 29, 2014

Chair, West Central Neighborhood Council

Date

## Article IX: Appointments

**Section 1.** The West Central Neighborhood Council Chair, with the approval of the Executive Committee, may recommend individuals for appointment to various city Boards, Commissions, Task Forces, etc. Such appointment recommendations shall be reported and ratified at the next regular meeting of the WCNC. However, recommendations for appointments to be made by the City Council shall be subject to approval by a majority vote of those members present at the next WCNC meeting.

**Note: Section 2 moved to Article IV: Officers duties section 6.**

### ~~Section 2. Representative of the Community Assembly~~

- ~~a. The WCNC shall select, from among the voting members, one (1) representative and a designated alternate to the Community Assembly. There are no term limits to these positions, however the Chair at the annual meeting, shall ask if other members are interested in this position and shall read aloud the description of the position as defined in these Bylaws. If two or more members are interested then an election shall take place in accordance with these Bylaws regarding officers.~~

- ~~b. The representative and alternate are liaisons to the Community Assembly and shall represent (enter into discussions and vote on) the neighborhood's needs, interests, and positions on issues.~~

- ~~c. Report back to the WCNC at our monthly meetings on issues and topics of direct importance to our neighborhood. After discussion of issues and topics, carry back to the Assembly our members' opinion.~~

- ~~d. The Community Assembly representative and Alternate, if new, shall be expected to attend Community Assembly meetings in October, November and December with the previous Representative/Alternate and then in January shall become the Representative and/or alternate on the Community Assembly.~~
- ~~e. Attendance at Assembly meetings on the 1st Friday of the month; 4-6 P.M. is mandatory for either the Representative or the Alternate.~~
- ~~f. The Assembly's Notebook must be kept current by adding the documents (agenda, new ordinance drafts, and reports from assembly subcommittees, etc.) so that the neighborhood has the written public record.~~

*Note : Section 3 removed as there is no Community Development Neighborhood Coordinator position at this time.*

### Section 3. Community Development Neighborhood Coordinator

- ~~a. The WCNC shall recommend to the Community Development Department a candidate for the Community Development Neighborhood Coordinator (CDNC), which is a temporary seasonal position with the City of Spokane. The Chair shall call for volunteers/nominations for the position when the position is vacated. The selection will be made at the next meeting of the WCNC after notification in the agenda for that meeting. If more than one (1) person seeks the position then an election shall take place in accordance with these bylaws regarding officers. If no WCNC member can be found to fill this position, the WCNC membership, with a majority vote, may select a candidate for the CDNC from outside the membership.~~
- ~~b. The CDNC shall act as the West Central Neighborhood's liaison between other CD neighborhoods when needed and the City of Spokane's Community Development Department.~~
- ~~c. The Community Development Neighborhood Coordinator (CDNC) shall keep attendance records, agendas, and minutes for every CDNC meeting. The CDNC will send one(1) copy to the Community Development Department, one (1) to the Chair of the CD Review Committee, one (1) to the West Central Neighborhood Council Chair, and one (1) to the WCNC Secretary.~~

## Article X: Procedures

**Section 1. Duty to Disclose** – In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Section 2. Determining Whether a Conflict of Interest Exists** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Section 3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article XI: Parliamentary Authority**

The latest edition of Robert's Rules of Order, Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

## **Article XII: Amendments**

**Section 1.** These bylaws may be amended at any regular meeting by a 2/3 vote, provided the amendment has been submitted in writing at the previous regular meeting. Without previous notice, these bylaws may be amended at any regular meeting by a majority vote of the entire membership.

**Section 2.** Amendments approved by the WCNC shall be forwarded within two (2) weeks to the Office of Neighborhood Services (ONS) and the Community Development Department.