



West Central Neighborhood Council 2018 Bylaws

Reviewed by Bylaws Committee, August, 2019.

Suggested changes are highlighted.

Comments and recommendations are in footnotes for discussion only.

WEST CENTRAL NEIGHBORHOOD COUNCIL BYLAWS

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WEST CENTRAL NEIGHBORHOOD COUNCIL BYLAWS

These Bylaws are promulgated pursuant to the Washington Non-Profit Business Corporation Act, as set forth in Chapter 24.03 of the Revised Code of Washington (“the Act”).

The Act requires that the affairs of this corporation must be managed by its Board of Directors (the “Board”, also referred to in these Bylaws as the “Executive Committee”). While the members of this corporation have the right to elect, remove, and replace the Executive Committee, in most other instances the Act mandates that the vote of the members be merely advisory and that the Board or Executive Committee make the final decision on the issue presented. These Bylaws reflect this requirement.

The Act also vests the Board with the power to amend or repeal the bylaws, or to adopt new bylaws, unless otherwise provided in the articles of incorporation or the Bylaws. The power of the members to amend these Bylaws is provided for in Article 10 below.

Article 1: Name

1.1 The name of this organization shall be the West Central Neighborhood Council (the “WCNC” also referred to as the “Council”), located in the City of Spokane, Washington.

Article 2: Purpose

2.1 **General Purpose.** The WCNC is organized exclusively for charitable and educational purposes, as defined in Section 501 (c)(3) of the Internal Revenue Code (the “Code”), including for such purposes, the lessening of the burdens of government and the making of distributions to organizations that qualify as exempt organizations under section 501 (C)(3) of the Code.

2.2 **Specific Purpose.** The specific purpose of the WCNC is to improve the quality of life in the West Central Neighborhood and the surrounding community of Spokane, and to review, advise and advocate matters affecting residents, property owners and business operators before the City and its agencies, including, without limitation, through the following actions:

- * Review and recommend an action, policy or a plan to the City Council Neighborhood committee, the city and any agency, commission or board on any matter affecting the West Central Neighborhood.
- * Assist city agencies in determining priority needs of the neighborhood.
- * Review items for inclusion in the city budget and make recommendations relating to budget terms for neighborhood improvement.
- * Undertake to manage projects as may be agreed or contracted with public agencies
- * To source, secure, manage and disburse funds for projects, activities or improvements which are outside of the Neighborhood Council program.

2.3 **Neighborhood Boundaries.** For the purposes of these Bylaws, the boundaries of the

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

Article 3: Membership

3.1 Members. There are two classes of members: Regular and Voting Members. Any person who is at least sixteen (16) years of age shall be a Regular Member for so long as he or she resides or owns property in, or operates a business or a non-profit organization within, the boundaries of the neighborhood. There is no limit to the number of Regular Members. Any Regular Member that meets the criteria of Section 3.9 shall be a Voting Member during the time period provided in Section 3.9, No member of any class has authority to bind, represent, or act on behalf of the WCNC in any way unless the member is an Officer or Director, or has been given prior written authorization signed by an Officer or Director, and then only to the extent of the authorization expressly conferred.

3.2 Rights of Regular Members. In addition to any other rights of non-voting members under the Act or other law, Regular Members have the right:

3.2.1 To attend, all regular and special meetings of the members, and all meetings of the Executive Committee.

3.2.2 At a reasonable time and place, and upon reasonable advance notice to the Secretary to inspect, and make a copy at the member's expense, of the current Bylaws and current list of Voting Members. A member may be required to execute and agreement restricting the use of member information to proper purposes in accordance with a policy as adopted by the Board from time to time, and/or limiting the frequency with which such information may be requested, which policy shall apply equally to all such requests for as long as the policy remains in force.

3.2.3 To inspect the list of Voting Members while in attendance at any membership meeting.

3.3 Annual Membership Meeting. The Executive Committee shall hold an Annual Membership Meeting in the first calendar quarter of each year, at a time and location set by the Executive Committee, for the purpose of electing Officers and Directors, and transacting such other business as may be properly brought before any regular membership meeting.

3.4 Regular Membership Meetings. The Executive Committee shall hold at least ten regular meetings of the members during each calendar year, one of which shall be the annual membership meeting. Regular meetings will be held on the second (2nd) Wednesday of the month at 6:30 P.M. at West Central Community Center, 1603 N. Belt Street, or at such other date, time and place as the Executive Committee may determine. Failure of any member to receive a meeting notice does not invalidate a properly called meeting.

3.5 Special Membership Meetings. Special meetings may be called by the Chair, the WCNC Executive Committee, or by written request of forty percent (40%) of WCNC voting members.

3.6 Notice of Membership Meetings. The Secretary will give notice to all voting members of the annual meeting, and all special membership meetings, not less than ten (10) nor more than fifty (50) calendar days before the date of the meeting. Such notice may be given in any manner

permitted by Article 6 of these Bylaws.

3.6.1 Notice of regular meetings other than the annual membership meeting shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting, and at any time when requested by a member. Notice may also be given in any manner permitted by Article 6 of these Bylaws and otherwise in compliance with RCW 24.03.080

3.6.2 Notice of any special membership meeting shall state the purpose for which the meeting is called and shall state the general nature of the business to be transacted therein. The Secretary, or the person calling the meeting, shall provide the Chairperson with an agenda setting forth any issues to be raised at the meeting at the meeting before the meeting is called to order.

3.7 **Conduct of Meetings.** Regular and special WCNC meetings shall be open to anyone, including person who do not qualify for membership. Visitors and not-voting members may participate in the discussion of matter at hand, but may not vote. The Chair may restrict attendance to Regular Members during all or any part of any meeting. The latest edition of Robert’s Rules of Order, Newly Revised shall govern meetings of the organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

3.8 **Quorum.** A quorum must exist for the transaction of business at any Membership Meeting. A quorum is present if at least twenty-five percent (25%) of the WCNC voting members are present at the meeting.

3.9 **Voting.** Any Regular Member who has (i) attended three (3) of any four (4) consecutive regular Membership Meetings or (ii) has attended at least four (4) regular Membership Meeting in a single calendar year, as demonstrated by the roll of attendance by the Secretary, will be entitled to vote at the next and any subsequent Regular or Special Membership Meetings for so long as the Member remains eligible to vote.

3.9.1 Questions of attendance will be finally determined by the roll of attendance maintained by the Secretary. A Member will be deemed to have attended a Meeting for the purposes of determining the Member’s eligibility to vote if the Member attends the meeting in person and signs the toll of attendance maintained by the Secretary for such meeting

3.9.2 Once eligible to vote, a Member will remain eligible so long as they continue to satisfy the test of voting membership set forth in this Section.

3.9.3 Only voting WCNC members physically present at a given meeting may vote. Voting by proxy is not allowed.

3.9.4 Any voting member of the WCNC who attends fewer than three regular membership meetings in any calendar year (January-December) may be contacted in writing by the Secretary to be asked if they wish to remain a voting member of the WCNC. If the member does not respond within two weeks, the Secretary shall remove the member from the roll of voting members, and written notice of termination of the member’s status as a voting member shall be listed on the next meeting notice and in the minutes of the next regular meeting. A member removed from the rolls for non-attendance will not be eligible to vote until they have again met the attendance requirement set forth in this Section. For purposes of this subsection, if a member’s absence is excused by the Chairperson or the voting membership, the meeting shall count as if it were attended. A

maximum of two meetings per calendar year may be excused for any member.

3.9.5 The Secretary will update the roll of voting members after each regular or special membership meeting, and no later than the beginning of the next regular membership meeting. The list shall be provided to the Office of Neighborhood Services (ONS), the Community Development Department and to all WCNC voting members by March 1 and September 1 of each year.

3.9.6 Voting members shall have the right to receive notice of, and to attend, all regular and special meetings of the members, and all meetings of the Executive Committee.

3.10 Meeting Minutes and Attendance. The Secretary shall record the minutes of each Meeting and maintain a roll of the Regular Members in attendance at each Regular or Special Membership Meeting. The roll of attendance may be maintained by any reasonable method determined by the Secretary so long as such methods are consistently applied from one meeting to the next, or until a different method is prescribed by the Board. The Secretary shall forward a copy of each Meetings minutes and roll of attendance to the City of Spokane Office of Neighborhood Services at least quarterly.

A copy of the Meetings minutes, roll of attendance, and the agenda shall be kept on file by the Secretary, the Chair, and the Community Development Neighborhood Coordinator.

Article 4: Board of Directors (Executive Committee)

4.1 General Powers. As required by RCW 24.03.095, the affairs of the WCNC shall be managed by a Board of Directors. The Board is referred to in these Bylaws as the “Executive Committee”; individual members of the Board are referred to as “Directors”. The Executive Committee may in its discretion submit any issue or matter to an advisory vote of the Members entitled to vote at any regular or special meeting of the Members. The Executive Committee is not bound by the outcome of an advisory vote. In cases where Washington law expressly requires the approval of the Members (for example, with respect to a merger or consolidation under RCW 24.03.200), a membership vote on the matter shall be binding to the extent provided by applicable law

4.2 Number of Directors. The Executive Committee shall consist of not less than five (5) nor more than seven (7) Directors, the specific number to be set from time to time by resolution of the Executive Committee, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The Chair, Vice Chair, Secretary, and Treasurer shall be Directors *ex officio* for so long as they hold such Offices. The person holding the office of Chair immediately prior to the election of a new Chair (the “Past Chair”) shall also be a Director *ex officio*. If the Executive Committee has authorized a Board composed of more than five Directors, and in any case where the Past Chair is unwilling to serve as Director, an additional Director Position shall be elected by the membership.

4.3 Election and Term of Office. Each Director shall hold office for a term of one (1) year from the date of election or until their successor is elected and qualified. While no Director is limited to the total number of terms they may serve, a Director shall not serve more than three (3) full consecutive terms without taking a one (1) year absence from the Executive Committee, after which they may be re-elected as a Director. A person who is not eligible to serve as a Director due to these term limits shall also be disqualified from continuing to serve as Chair, Vice Chair, Secretary, or Treasurer until he or she is again eligible to serve as a Director.

4.3.1 The election of Directors and Officers shall be at the annual meeting of the members.

4.3.2 Nomination may be made from the floor.

4.3.3 Election shall be by written ballot. In the event there is only one nominee for office, the Chair may declare that person elected without a vote.

4.3.4 Each Director and Officer will be elected by majority vote of a quorum of voting Members present at the meeting.

4.3.5 Each Director and Officer shall commence their term in office at the adjournment of the membership meeting where their election took place, and shall serve for a term of one (1) year or until their successor is elected.

4.3.6 Following the election, a transitional meeting of the former and current directors and officers will take place to exchange information before the next general membership meeting.

4.3.7 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 directors and officers, and their addresses and term of office.

4.4 **Qualifications.** Each Director must have been a Voting Member for at least twelve (12) consecutive months at the time he or she is elected as a Director, and shall have such other qualifications as the Executive Committee may prescribe by resolution or by amendment to these Bylaws.

4.5. **Meetings of the Executive Committee.**

4.5.1 **Regular Meetings.** The Executive Committee shall meet immediately following the adjournment of the Annual and each Regular Membership Meeting for the purpose of conducting any business it deems proper. The Executive Committee may hold regular meetings at such other times as it may determine subject to appropriate notice to the Directors and Members pursuant to Article 6.

4.5.2 **Special Meetings.** The Chair may call special meeting of the Executive Committee, or any committee designated and appointed by the Executive Committee and may fix any location as the place for holding any special Executive Committee or committee meeting called by them, subject to appropriate notice to the Directors and Members pursuant to Article 6.

4.6. **Quorum and Voting.** A majority of the Directors then in office will constitute a quorum and the vote of the majority of the Directors present at any meeting at which a quorum is present will constitute the act of the Executive Committee unless a greater proportion or number of votes is required by these Bylaws, the Articles of incorporation, or provision of law. All voting shall be by each Director in person, whether by telephone or otherwise, and voting by proxy shall not be allowed.

4.7. **Presumption of Assent; Registered Dissent.** A Director who is present at a meeting of the Executive Committee at which action on a matter is taken shall be presumed to have assented to such action unless the Director's dissent or abstention shall be entered in the minutes of the meeting, or 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 thereof, or shall forward such dissent by registered mail to the Secretary of the WCNC 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.

4.8 Compensation. Directors shall not receive any compensation for their services as director. A Director may serve WCNC in any other capacity and receive compensation therefore in accordance with the compensation policy set forth in Article 9.

4.9 Attendance by Communications Equipment. Directors may participate in any Executive Committee meeting by means of a conference telephone, internet chat system, video-calling, or similar communications equipment, so long as all Directors participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at the meeting.

4.10 Actions by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Committee, or of a committee thereof, may be taken without a meeting by consent, either in writing or by electronic transmission, of all the Directors, or all of the members of the committee, setting forth the action to be taken. Such consent shall have the same effect as a unanimous vote.

4.11 Removal/Resignation. Any Director may be removed at any time, with or without cause, by the vote of two-thirds (2/3) of the votes cast by Members entitled to vote at a Membership Meeting at which a quorum is present, or by a vote of two-thirds (2/3) of the Directors then office at a regular or special meeting of the Executive Committee. For Purposes of this paragraph, two-thirds (2/3) of the whole Executive Committee shall be necessary to constitute a quorum. Any director may resign his or her office as Director at any time effective upon mailing or otherwise delivering a written resignation to all remaining members of the Executive Committee. Such resignation shall include resignation from any office he or she holds as an Officer. Notwithstanding the foregoing, the Executive Committee may, by majority vote at any meeting where a majority of Directors is present, declare a position on the Executive Committee vacant (and thereby remove the Director holding such position) if a Director is absent from three (3) consecutive executive committee meetings without an excuse approved by the Chairperson or the Executive Committee.

4.12 Vacancies. Any vacancy occurring on the Executive Committee shall be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Executive Committee is present, at a regular or special meeting, and the new Director shall complete the term of the Director he or she is replacing. In addition, the Members may elect a person to fill a vacancy on the Executive Committee at any regular or special meeting of the Members. If the vacant seat on the Executive Committee was held by a person who was also the Vice Chair, Secretary or Treasurer, the person appointed or elected to fill the vacant seat will also fill the vacant Office held by his or her predecessor.

Article 5: Officers

5.1 Designations. The Officers of the WCNC shall consist of:

5.1.1 The President (also referred to as the “Chair”), Vice President (also referred to as the “Vice Chair”), Secretary, and Treasurer, each of whom shall be elected by the

Members as provided in these Bylaws, and shall be a Director ex officio.

5.1.2 A Community Assembly Representative, and an alternate, each of whom shall be selected by the Executive Committee

5.1.3 All Officers must be Voting Members of the WCNC in good standing throughout their terms of office, and must have been a Voting Member for at least twelve (12) consecutive months at the time he or she is elected as an Officer.

5.2 The Chair: The Chair shall be the principal executive officer of the Council, shall have general supervision over the affairs of the WCNC, and shall perform such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that a may be prescribed from time to time by resolution of the Board. Without limiting the generality of the foregoing:

5.2.1 The Chair shall preside over meetings of the Executive Committee and the membership and shall set the agenda for all Executive Committee and Membership Meetings. The Chair shall place matters on the Agenda whenever requested to so by the Executive Committee, or by the vote of a majority of the Members at any regular or special membership meeting.

5.2.2 The Chair shall represent or appoint a member of the WCNC as the Council's representative an any official functions of the City of Spokane.

5.2.3 The Chair shall be an ex-officio member of all committees except the Nominating Committee.

5.2.4 The Chair shall recommend the members of Standing and Ad Hock committees.

5.2.5 The Chair shall forward the information of the City of Spokane concerning the recommendation of expenditure of funds in accordance with the Community Development budget.

5.2.6 The 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 at the next regular membership meeting of the WCNC.

5.3 The Vice Chair: The Vice Chair shall:

5.3.1 Assist the Chair in carrying out his or her duties.

5.3.2 Preside over Executive Committee and membership meetings in the absence of the Chair.

5.3.3 Should the office of Chair become vacant, the Vice Chair shall succeed to the office of Chair until the next Annual Membership Meeting.

5.3.4 Assume other responsibilities as authorized by the Executive Committee.

5.4 Secretary: The Secretary shall issue notices for all meetings, shall keep a roll of Regular Members in attendance at each membership meeting, shall keep minutes of the meetings of the Members, the Board and all Committees, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or a

properly required of the Secretary by the Board. In addition, the Secretary shall:

5.4.1 Forward all written records described above to the City of Spokane's Office of Neighborhood Services and Community Development Department.

5.4.2 The Secretary will also notify the Chairperson of any unfinished business on a meeting before the meeting is adjourned.

5.4.3 The Executive Committee may appoint an Assistant Secretary, or Assistant Secretaries, who shall perform all of the duties of the Secretary in the absence or disability of the Secretary and may perform such other duties as are delegated by the Secretary or determined by the Executive Committee.

5.5 Treasurer: The Treasurer shall:

5.5.1 Have the custody of all monies and securities of the WCNC and shall keep regular books of accounts.

5.5.2 Chair the Finance Committee.

5.5.3 Maintain the WCNC financial records and disburse the funds of the WCNC in payment of just demands against the WCNC or as may be ordered by the Executive Committee (taking proper vouchers for such disbursements) and shall render to the Executive Committee from time to time as may be required, an account of all transactions undertaken as Treasurer of the financial conditions of the WCNC.

5.5.4 Oversee the preparation of the WCNC's annual tax information returns to be filed with the Internal Revenue Service on or before May 15 of each year, or later if an extension is granted.

5.5.5 Perform such other duties as are incident to the office or are properly required by the Executive Committee.

5.5.6 The Executive Committee may appoint an Assistant Treasurer, or Assistant Treasurers, who shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer and may perform such other duties as are delegated by the Treasurer or determined by the Executive Committee.

5.6 Community Assembly Representative: The Community Assembly Representative shall represent the interests of the WCNC at Community Assembly meetings held by the city. The Community Assembly Representative shall be elected by the members at the annual meeting. There is no term limit for the Community Assembly Representative. The Executive Committee may appoint an alternate Community Assembly Representative. The duties of the representative and the alternate are as follows:

5.6.1 The representative and alternate are the Council's liaisons to the Community Assembly and shall faithfully represent (enter into discussions and vote on) the Council's needs, interest, and positions on issues coming before the Community Assembly.

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

5.6.3 Attendance at Assembly meetings on the appointed date and time is mandatory for both the Representative and the Alternate. If neither the Representative or the Alternate are able to attend an Assembly Meeting they will notify the Chair.

5.6.4 The Community Assembly representative shall keep the WCNC's Assembly Notebook current by adding the documents (agenda, new ordinance drafts, and reports from assembly subcommittees, etc.) so that the neighborhood has the written public record of the proceedings of the Community Assembly representative and alternate with access as required for the performance of their duties.

5.7 Resignation/Removal: Any officer may resign at any time by delivering written notice to all remaining members of the Executive Committee, or by giving oral or written notice at any meeting of the Executive Committee. Such resignation shall include resignation as a Director. Any such resignation shall take effect at the time specified therein, or if the time is not specified, then upon delivery and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any recognition shall be without prejudice to the rights, if any, of the WCNC under any contract to which the Officer is a party. Any officer may be removed at any time, for any reason, with or without cause, by the vote of two-thirds (2/3) of the votes cast by Regular Members entitled to vote at a Membership Meeting at which a quorum is present. such removal shall be without prejudice to the contract rights, if any, to the person so removed.

5.8 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

5.9 Compensation of Officers: Officers shall not receive any stated salary for their services. Nothing herein contained shall be construed to preclude any Officers from service the WCNC in any other capacity and receiving compensation therefore in accordance with the compensation policy set forth in Article 9.

Article 6: Notice and Waiver

6.1 In General. Except as may otherwise be required by law, any notice to any Director or Member may be delivered personally, by electronic transmission pursuant to Section 6.2, by facsimile, or by mail. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member or Director at his or her address as it appears on the records of the WCNC with postage thereon prepaid. If notice is made by facsimile, the notice shall be deemed delivered when sent to the addressee's last known fax number in the records of the WCND, provided that written confirmation of transmission is produced by the device sending the facsimile and retained in the records of the Secretary. Notice provided by electronic transmission will be effective as provided in Section 6.4.

6.2 Requirements for Electronic Notice. Any notice provided under these Bylaws may be sent by means of an electronic communication: (1) not directly involving the physical transfer of information on paper, by facsimile, or on other tangible material (each, a "tangible medium") and (2) that may be retained, retrieved and reviewed by the sender and the recipient of the information, and that may be directly reproduced in a tangible medium (a communication meeting these requirements is hereafter referred to as an "electronic transmission"), provided that the Director or Member has consented either in a tangible medium (like paper) or by electronic transmission to the receipt of notices by electronic transmission and said consent of the Director or Member designates the message format accessible to said Director or Member

and the address, location or system to which these notices may be electronically transmitted. If a Director or Member consents to receive notice by electronic transmission without designing a message format, the Director or Member shall be deemed to consent to use of the message format in which such consent was transmitted

6.3 Revocation of Consent to Electronic Notice. A Director or Member may revoke any consent to receiving electronically transmitted notices by delivering a revocation to the WCNC either in a tangible medium or electronic transmission. Consent is deemed revoked if the WCNC is unable to electronically transmit two consecutive notices in accordance with the terms of the the Director’s or Member’s consent and the inability to provide notice becomes known to the Secretary.

6.4 When Electronic Notice Effective. Notice provided by electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network (e.g. the WCNC website, City of Spokane website, Facebook, or other social network which is reasonably accessible to the recipient, and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

6.5 Waiver. A waiver, signed by the person entitled to notice, shall be equivalent to the giving of such notice. The attendance of a Director or Member at any meeting shall constitute a waiver of notice of such meeting, except where a director or Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.6 Notice of Regular Meetings Exempt. If the regular meetings of Directors or Members are scheduled on a regular basis and the date and place of any such meeting is announced at a prior regularly scheduled meeting, no additional notice of such meeting shall be necessary. It shall be sufficient announcement if the date and place of the next regular meeting is included in the agenda of the preceding regular meeting.

6.7 Notice of Special Meetings. Notice of Special Meetings of Members or Directors called shall comply with all of applicable provisions of this Article 6. Additionally, the notice shall state the purpose for which the meeting is called and shall state the general nature of the business to be transacted therein. The Secretary, or the person calling the meeting, shall provide the Chairperson with an agenda setting forth any issues to be raised at the meeting before the meeting is called to order.

Article 7: Committees

7.1 Standing Committees. The Standing Committees shall be: Finance, Nominating and Bylaws committees.

7.1.1 Finance Committee. The Finance Committee shall consist of at least three (3) members; The WCNC Treasurer and two (2) other voting members. The Finance Chair shall be the WCNC Treasurer. The committee shall make reports and recommendations to the Executive Committee concerning the fiscal policies current financial status.

7.1.2 Nominating Committee. The Nomination Committee shall be composed of at least three (3) voting members to be elected by the membership at the last regular meeting in each calendar year. The Nominating Committee shall:

- * Meet directly after their election and elect their committee chair.
- * Compile a list of one or more nominees for each open Director position, and for each Officer position, and report such nomination at the Annual Meeting.

7.1.3 Bylaws Committee. The Bylaws Committee shall meet annually to review and make recommendations to the membership for any possible modifications to the bylaws.

7.2 Committee Membership. Membership on standing and Ad Hoc Committees shall be open to any interested WCNC member. All committees shall maintain records of their meetings including: sign-in sheets, and all minutes and other records of committee meetings shall be forwarded to the Secretary and the WCNC Chair. Chairs of committees shall make an oral and written report at each regular meeting of the WCNC.

Article 8: Conflict of Interest Policy

8.1 Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. It is the duty of all Directors and Officers to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflict/ or potential conflicts to the Board. Each Director and Officer shall be requested annually to submit a Disclosure Statement in the form substantially similar to that attached as Appendix A.

8.2 Definitions

8.2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

8.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

8.2.3 Excess Benefit Transaction. An excess benefit transaction is a transaction in which an economic benefit is provided by an applicable tax-exempt organization, directly or indirectly, to or for the use of a disqualified person, as defined by the IRS, and the value of the economic benefit provided by the organization exceeds the value of the consideration received by the organization.

To determine if an excess benefit transaction occurred, include all consideration and benefits exchanged between or among the disqualified person and the applicable tax exempt organization and all entities it controls. In addition, if a supporting organization makes a grant, loan, payment of compensation, or similar payment to a substantial contributor of the organization, the arrangement is an excess benefit transaction. The entire amount of the payment is taxable as an excess benefit.

An excess benefit can occur in an exchange of compensation and other compensatory benefits in return for the services of a disqualified person, or in an exchange of property between a disqualified person and the applicable tax-exempt organization. Certain transactions to which donor-advised funds or supporting organizations are parties are excess benefit transactions.

In an excess benefit transaction, the general rule for the valuation of property, including the right to use property, is fair market value.

8.2.4 Fair Market Value. Fair market value is the price at which property, or the right to use property, would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy, sell, or transfer property or the right to use property, and both having reasonable knowledge of all relevant facts.

8.3 No Implied Disclosure Requirement. In no way should this policy imply that Director, Officers, or employees should reveal any political, religious, ethnic, fraternal or civic affiliations.

8.4 Procedures

8.4.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

8.4.2 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 Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

8.4.3 Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board 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 Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board 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 Board 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.

8.4.4 Violations

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member 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 Board determines the member has failed to disclose the actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.5 Records of Proceedings. The minutes of Board of Directors shall contain:

- a. The names of the person who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

Article 9. Compensation Approval Policy

9.1 Voting. A Director, Officer, Member, or employee who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that individual's compensation. When approving compensation for Directors, Officers, Members, and employees, the Board shall comply with the following requirements and procedures:

9.2 Compensation. The terms of compensation shall be approved by the Board prior to the first payment of compensation.

9.2.1 Each Board member approving a compensation arrangement between this Organization and a “disqualified person” (as defined in Section 4958(f)(1) of the IRC (Internal Revenue Code): (i) is not the person who is the subject of the compensation arrangement, or a family member of such person; (ii) is not in an employment relationship subject to the control or direction of the person who is the subject of the compensation agreement; (iii) does not receive compensation or other payments subject to approval by the person who is the subject of the compensation agreement; (iv) has no material financial interest affected by the compensation arrangement; and (v) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board member.

9.2.2 The Board shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following: (i) compensation levels paid by three similar situated organizations, both taxable and tax exempt, for functionally compare blue provision. “Similarly situated” organizations are those of a similar size, purpose, geographic area, and with similar resources; (ii) the availability of similar services in the geographic area of this Organization; (iii) current compensation surveys compiled by independent firms; (iv) actual written offers from similar organizations competing for the services of the person who is the subject of the compensation arrangement.

9.3 Compensation Documentation. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board that approved compensation. Such documentation shall include: (i) the terms of the compensation arrangement and the date it was approved; (ii) the members of the Board who were present during debate on the transaction, those who voted on it, and the votes cast by each Board Member; (iii) the comparability data obtained and relied upon and how the data was obtained; (iv) if the Board determines that reasonable compensation for a specific position in the Organization or for providing services under any other compensation arrangement with this Organization is higher or lower than the range of comparability data obtained, the Board shall record in the minutes of the meeting the basis for its determination; (v) if the Board makes adjustments to comparability data due to geographic area of other specific conditions, these adjustment and the reasons for them shall be recorded in the minutes of the Board meeting; (vi) any actions taken with respect to determining if a Board member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member left the meeting prior to discussion of the compensation arrangement and a vote to approve the arrangement).

9.4 Board Meeting Minutes. The minutes of the Board meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board meeting or 60 days after the final actions of the Board are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board meeting following final action on the compensation arrangements.

Article 10: Amendments

10.1 These bylaws may be amended by the Executive Committee at any regular or special meeting by two-thirds (2/3rds) vote, provided that the amendment has been submitted in

writing at the previous regular meeting. These bylaws may be amended at any regular membership meeting by a majority vote of the members entitled to vote at the meeting; provided in each case, that the full text of the proposed alteration, amendment or repeal is read in a meeting of the Members preceding the meeting in which the vote is taken, and is set forth in the notice of the meeting at which the vote is taken. If the Members, in amending or repealing any bylaw-specifically provide that the bylaw may not be further amended by the Board, then the bylaw may not be further amended or deleted from these Bylaws without the consent of the Members.

10.2 Amendments approved by the WCNC shall be forwarded within two (2) weeks to the Office of Neighborhood Services (ONS) and the voting members of the WCNC.

The foregoing Bylaws were read, approved, and duly adopted by the Board of Directors on _____, 2019, and the Chairperson and Secretary of the Organization were empowered to authenticate such Bylaws by their signatures below.

Chair

Secretary

Appendix A

Conflict of Interest Disclosure Statement

Please initial in the space at the end of Item A or complete Item B, whichever is appropriate, and sign and date the statement and return it to the board of directors.

A. *I am not aware of any relationship or interest or situation involving my family or myself that might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and the _____ on the other. _____(Initials)*

B. *The following are relationships, interests, or situations involving me or a member of my family that I consider might result in or appear to be an actual, apparent or potential conflict of interest between such family members or myself on one hand and the _____ on the other. _____(Initials)*

For profit corporate directorships, positions, and employment:

Nonprofit Trusteeships:

Membership in the following organizations:

Contracts, business activities, and investments with or in the following organizations:

Other relationships and activities:

Primary business or occupation at this time:

I have read and understand the _____ conflict of interest policy and agree to be bound by it. I will promptly inform the board of directors of any material change that develops in the information contained in the foregoing statement.

Printed Name

Signature

Date