

## **ARTICLE 1 Organization Structure**

The Neighborhood Council of Northeast Tacoma (“the Council” or NETNC) was created pursuant to the Washington State Nonprofit Corporations Act, Chapter 24.03 of the Revised Code of Washington, by filing Articles of Incorporation with the Washington Secretary of State. The Council’s governance and procedures are determined by the Act, by the Articles of Incorporation and any amendments to it, and by these bylaws to the extent not inconsistent with the Act or the Articles of Incorporation. The Council intends to operate in a manner that qualifies it as exempt from federal income tax as a social welfare organization under section 501(c)(4) of the Internal Revenue Code.

## **ARTICLE 2 Purpose and Representation Area**

### **Section 2.1 Purpose.**

As stated in the Articles of Incorporation, the purpose of the Council is to perform the functions and responsibilities of a neighborhood council under the neighborhood council program of the City of Tacoma (“City”) representing the Northeast Neighborhood as defined by the officials of that city. The Council shall advise the City, other governmental units, and organizations with interests in Northeast Tacoma on matters concerning the general health, safety, and welfare of persons in the Northeast Tacoma Neighborhood. The Council will foster open communication between the City and other organizations and the Northeast Tacoma Neighborhood and provide an environment in which residents and others considered “neighbors” (definition in 3.1 below) are afforded an opportunity to influence decisions that affect residents and other neighbors in Northeast Tacoma in an advisory role. The Council will promote cooperation and consensus among residents and other diverse interests to craft solutions to mutual problems and to build a sense of personal pride in and responsibility for the Northeast Tacoma Neighborhood.

### **Section 2.2 Northeast Neighborhood Area**

The representation area for the Council is the Northeast Tacoma Neighborhood area, defined by Tacoma City Council resolution as the area within the following boundaries:

- The northeastern part of Tacoma, from the centerline of the Blair Waterway continuing south along the centerline of E. Alexander Ave. to the city limits at the city of Fife
- The city limits bordering unincorporated Pierce County in Browns Point, Dash Point, and Fife Heights; the City of Fife, and the City of Federal Way.

## **ARTICLE 3 Neighborhood Participation**

### **Section 3.1 Neighbors**

The term “neighbor” as used in these bylaws is any individual who resides within the Northeast Tacoma Neighborhood area, or who regularly works within the area, or who represents a business or organization with premises within the area, or who beneficially owns real property within the area.

### **Section 3.2 Regular Neighborhood Forums**

The Council shall publicize and hold regular, approximately monthly, forums for, and to attempt to serve and represent the interests of, all neighbors within the Northeast Tacoma Neighborhood area.

**Section 3.3 No Membership Dues**

No neighbor shall be required to pay dues to attend and participate fully in the regular forums, because the Council has no members other than the members of its board of directors. Given the requirements of the Washington Nonprofit Corporations Act that apply to nonprofit corporations that do have members, it would be impossible to convene lawful meetings if every neighbor were a member.

**ARTICLE 4 Board of Directors****Section 4.1 Board Governance with Neighbor Participation**

The Council shall be governed and managed by an elected board of directors. The board shall hold regular community meetings that shall include a forum for neighbors to address any issue concerning the Northeast Neighborhood area. The board shall welcome and consider the comments from neighbors in attendance at a meeting, and neighbors' comments submitted to it by other means, on any matter affecting the health, safety, or welfare of Northeast Tacoma.

**Section 4.2 Number of Directors**

The board of directors shall consist of up to 19 individuals. Within that limit the number of directors shall be determined by the number of individual directors then holding office. A resignation or forfeiture of office by a director will reduce the number of directors. The appointment of an individual as a director will increase the number of directors.

**Section 4.3 Qualifications of Directors**

Any neighbor age 18 or greater is qualified to serve on the board.

**Section 4.4 Forfeiture of Directorship**

Any individual board member who has an unexcused absence from three consecutive scheduled community meetings shall cease to be a director, but may re-apply. Any sitting director who ceases to be qualified (e.g., by ceasing to be a neighbor) shall resign or forfeit his or her director position.

**Section 4.5 Board Appointments and Retirements**

The Board shall seek to attract members that represent the whole geography of NE Tacoma, but a Board member does not have to live in the area represented but must be a neighbor. Any qualified individual who has attended three consecutive scheduled community meetings may submit at, or promptly after, the third meeting an application for appointment to the board of directors. The board at the next scheduled community meeting shall consider appointing that applicant to the board as a director unless doing so would cause the number of directors to exceed the limit in section 4.2. If no vacancy exists, that applicant shall be appointed at the earliest time that a vacancy becomes available. A coin toss or drawing shall determine the order of appointment if two or more applicants submit applications for appointment at, or promptly after, a scheduled forum.

**Section 4.6 No Compensation**

No director or member of the director's family may receive any compensation, loan, or financial benefit from the Council, but they may be reimbursed for expenses actually incurred for the benefit of the Council, including expenses for attending training or conferences approved by the board.

**Section 4.7 Conflict of Interest**

Board members may not benefit from use of information, material, or services of the Council. Board members may not participate in any decision that would benefit any organization or individual with whom the Board member has an employment or contractual relationship.

**Section 4.8 Board Policies**

The board may enact policies that describe standard practices for managing day-to-day affairs.

**ARTICLE 5 Meetings****Section 5.1 Regularly Scheduled Community Meetings**

The Council shall hold a minimum of eight regular community meetings per year pursuant to a publicly announced schedule and location. The location shall be within or proximate to the Northeast Neighborhood. Meetings shall be open to the general public and have agendas published in advance, at least on NETNC's website. Directors need not be given specific notice of regularly-scheduled community meetings.

**Section 5.2 Special Meetings**

The Chair or Vice-Chair may call a special meeting by giving each director at least three days advance notice by mail, email, text or voice phone message, or delivered message. Public notice of any such special meeting also shall be given by posting notice of it on the Council's website or social media page or by another reasonable manner.

**Section 5.3 Quorum and Voting**

A majority of the directors then holding office shall constitute a quorum, provided that if a quorum fails to attend a general meeting, then at the next general meeting a quorum shall consist of one-third of the directors then holding office. Directors may attend a meeting by means of teleconference equipment that permits all participants to hear each other at the same time. Directors may not vote by proxy.

**Section 5.4 Meeting Procedures**

The Chair or other presiding officer shall afford a reasonable opportunity to all participants to express their views on matters affecting the health, safety, or welfare of Northeast Tacoma neighbors. Strict adherence to any particular rules of parliamentary procedure are not required, but meetings shall be conducted in a fair and orderly manner. In cases of dispute over meeting procedure, Robert's Rules of Order shall govern.

**ARTICLE 6 Officers**

The board of directors shall annually elect from their members a Chair or Co-Chairs, Vice-Chair, Recording Secretary, Treasurer, and, optionally, a Corresponding Secretary, to perform such duties as are customary for such positions. The Chair and Treasurer shall share responsibility to ensure that the Council files the appropriate IRS Form by the fifteenth day of the fifth month following each fiscal year (currently Form 990-N). The officers also serve as the Executive Committee of the board. The Executive Committee shall act on behalf of the board between regularly-scheduled community meetings as needed, and report decisions and actions to the board at its next meeting.