

# FREMONT NEIGHBORHOOD COUNCIL BYLAWS – 3/25/02

## PREAMBLE

The purposes for which this organization is organized are as follows: (a) To promote the orderly and comprehensive enhancement, preservation and improvement of the neighborhood; (b) To initiate or respond to actions which affect the physical, social, educational and economic betterment of the neighborhood; (c) To encourage the participation of Fremont residents in decisions affecting their neighborhoods; (d) To encourage cooperative and democratic processes; and (e) To communicate with, cooperate with and support as appropriate government agencies, private or public organizations and individuals with objectives similar to this organization.

## ARTICLE I: NAME

The name of the organization shall be the Fremont Neighborhood Council.

## ARTICLE II: BOUNDARIES

The boundaries of the Fremont Neighborhood for purposed of the Council shall be North 50th Street on the north, Stone Way North on the east, Lake Union and the Lake Washington Ship Canal on the south and 8th Avenue Northwest on the west.

## ARTICLE III: MEMBERSHIP

SECTION 1. RESIDENT MEMBERS: Resident Membership shall be open to all persons whose primary legal place of residence lies within the boundaries of the Fremont Neighborhood as defined in Article II. A resident of Fremont may become a member by application and payment of dues as set by the Board of Directors. A resident member shall receive the Council Newsletter, all regular mailings, and notices of all meetings, and shall be entitled to vote on motions brought before the membership as determined by the Board of Directors. Each membership shall have one vote.

SECTION 2. NON-RESIDENT MEMBERS: A non-resident of Fremont may become a participating member by application and payment of annual dues. A non-resident member shall receive the Council Newsletter, and notices of all meetings, and shall be entitled to participate in discussion on motions brought before the assembly, but shall not have a vote.

## ARTICLE IV: BOARD OF DIRECTORS

SECTION 1. MANAGEMENT: The affairs of the Council shall be managed by a Board of Directors, consisting of not less than nine nor more than fifteen resident members. All significant decisions by the Board of Directors shall be reported to the annual membership meeting.

SECTION 2. MEETINGS: The Board of Directors shall meet monthly on a predetermined and regular date. Additional Board meetings may be called by the President or a majority of the Board as necessary.

SECTION 3. NOTICE: Public notice of regular, monthly Board meetings shall be included in all general mailings by the council. All Board meetings shall be open to the public except executive sessions.

SECTION 4. QUORUM: A majority of the Board of Directors shall constitute a quorum.

SECTION 5. VACANCIES: The Vice President shall automatically become President of the Board of Directors in the event of a vacancy in the office of President. Other vacancies in the Board of Directors should be filled until the next annual meeting by the President and confirmed by the Board of Directors.

SECTION 6. CONFLICT OF INTEREST: Any Board member who has a direct financial interest in an issue before the Board and who stands to gain personally from Board action shall disclose his interest and disqualify him/herself from voting. Failure to disclose any possible conflict of interest shall be grounds for removal from office by a majority vote of the Board.

SECTION 7. UNEXCUSED ABSENCES: Board membership may be revoked by majority vote of the board after three unexcused absences in any calendar year.

## ARTICLE V: OFFICERS

SECTION 1: GENERAL OFFICERS: The general officers of the council shall be President, Vice President, Secretary, and Treasurer. Council officers shall be members of the Board of Directors. They shall be chosen in such manner and for such length of time as determined by the Board of Directors.

SECTION 2: PRESIDENT: The President shall serve as chief executive of the Board of Directors and as ex-officio member of all committees; preside at all general membership and Board meetings; and perform such other duties as may be delegated by the Board. The President shall ensure that the required annual filing is made with the Secretary of State to ensure continued corporate existence of the council.

SECTION 3. VICE PRESIDENT: The Vice President shall serve in the absence of the President and perform other duties as delegated by the President or the Board.

SECTION 4. TREASURER: The Treasurer shall be the custodian of the funds of the Fremont Neighborhood Council; maintain accounting records of dues, receipts and disbursements; disburse funds as directed by the President or the Board; and prepare and present financial reports at general membership and Board meetings. The Treasurer shall not place any funds of the Council in any term account longer than thirty days or in any investment other than a bank or credit union deposit account without prior approval of the Board.

SECTION 5. SECRETARY: The Secretary shall keep the minutes of all general membership and Board meetings and maintain a membership list and shall maintain the official correspondence of the council and other duties as may be assigned.

SECTION 6. OTHER OFFICERS: The Board may create other offices and may select officers from its membership to fill the same. [and/or modify duties of general officers?]

#### **ARTICLE VI: COMMITTEES**

SECTION 1. DESIGNATION: Committees shall be designated and dissolved by a majority of the Board of Directors as needed to fulfill the objectives of the Fremont Neighborhood Council.

SECTION 2. CHAIRPERSONS: Committee chairpersons may be nominated by any Board member and shall be confirmed by a majority of the Board.

SECTION 3. MEMBERSHIP: Membership on each committee and chair position shall be open to all members of the Council. Any non-member resident of Fremont may attend a committee meeting but cannot vote on committee actions.

SECTION 4. AUTHORITY: Committees may act and speak for themselves, but not for the Council without Board of Directors approval.

#### **ARTICLE VII: ANNUAL GENERAL MEMBERSHIP MEETING**

SECTION 1. ANNUAL MEETING: An annual general membership meeting shall be held in the Spring of each year for the purpose of electing officers and Board members.

SECTION 2. NOTICE: Public notice shall be given at least twenty days prior to the date of the annual membership meeting.

SECTION 3. QUORUM: A quorum for the transaction of business at general membership meetings shall be twenty five resident members or 25% of the paid resident membership, whichever is less.

SECTION 4. NOMINATIONS: Nominations for Board and officer positions may be made to the outgoing Board by any residential member of the Council, provided that the nominee has given consent to serve, has attended two Board meetings within the previous year, and has paid current dues. The outgoing Board will bring to the membership for a vote the names all nominees who meet the criteria. Current active Board members are presumed nominated and to have consented to serve unless they declare to the contrary.

SECTION 4. LOCATION/TIME: All general membership meetings shall be held in the boundaries of Fremont, on a week night after 7:00 p.m., or during the day on a weekend.

SECTION 5. TERM OF OFFICE: The term of office for Board of Directors shall be one year or until the next annual meeting. The newly elected Board members and officers shall take office the following day. Outgoing officers shall arrange for delivery of the records, papers, minutes, accounting records and funds to the newly-elected officers.

#### **ARTICLE VIII: EXPENDITURES**

Expenditures over One Hundred Dollars (\$100.00) must be authorized by the Board of Directors. Expenditures of Three Thousand Dollars (\$3,000.00) or more must be authorized by an affirmative vote of the sitting Board of Directors, and notice must be provided to the Board concerning the proposed expenditure at least twenty days prior to the meeting at which the proposal will be considered.

#### **ARTICLE IX: PARLIAMENTARY PROCEDURES**

Roberts Rules of Order (newly Revised) shall govern the operation of the Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws or the Articles of Incorporation.

#### **ARTICLE X: AMENDMENTS**

These bylaws may be amended by a majority of voting members at the annual membership meeting upon the recommendation of the Board of Directors. Public notice of any proposed bylaws revision shall be included with the notice of the annual meeting.