

Bylaws of Sustainable West Seattle

January 28, 2008

Preamble

These Bylaws shall govern the organization and function of Sustainable West Seattle. All references herein to the "Coordinating Council" (hereafter "CC"), "Directors", or "Board" shall mean the Board of Directors of Sustainable West Seattle.

Article I

GENERAL PROVISIONS

- 1.1 **Name** – The name of this organization shall be "Sustainable West Seattle" (hereafter "SWS").
- 1.2 **Mission** – Sustainable West Seattle educates and advocates for urban sustainability in our local community.
- 1.3 **Vision** – We envision a West Seattle community of empowered citizens who actively lead us toward greater self-reliance, local democracy, social justice, and existence in harmony with life on Earth.
- 1.4 **Location** – The principle address of SWS shall be located within the boundaries stated in Article 1.5.
- 1.5 **Boundaries** – The boundaries of SWS shall include that area of the City of Seattle and mainland unincorporated King County West of the Duwamish River and the East Duwamish Waterway, and North of SW 128th Street.
- 1.6 **Fiscal Year** – The Fiscal year of SWS shall be the Calendar year.
- 1.7 **Initial Approval** - These Bylaws shall come into effect following their approval and a selection of the initial CC by a majority of those individuals interested in becoming charter members of SWS who are present and voting at the first SWS Annual Meeting at 7pm on January 28, 2008, at Camp Long, 5200 35th Ave SW, Seattle WA.

Article II

MEMBERSHIP, VOTING & MEETINGS

- 2.1 **Qualifications** – Non-voting membership shall be available to any real person who shares the aims of SWS as set forth in Article I, and agrees to and demonstrates a commitment to work together in harmony with the organization. Voting membership shall be granted to those residing within the boundaries of SWS who have also paid the annual membership dues to SWS.
- 2.2 **Dues** – Initial membership dues shall be \$10 per annum. Membership dues levels shall thereafter be proposed by the Board and ratified by the membership of SWS. Any individual who fails to renew their dues within 15 days of their annual expiration will cease to be a voting member until their dues are current again.

By approval of the CC, in-kind services may be accepted in lieu of monetary payment of dues on a case-by-case basis.

- 2.3 **Privileges** – A member shall be allowed to attend and participate in any SWS meeting, or to qualify for any other rights of membership as described in these articles.

Voting members shall additionally possess the right to vote in elections, on issues raised before general membership meetings, or matters submitted to the membership by mail or electronically, commencing fifteen days following the initial payment of their annual dues.

- 2.4 **Voting, Proxies & Quorum** – Unless otherwise specified in these articles, the result of a vote shall be determined by a simple majority of the members present and voting. At all SWS meetings, a member of SWS may vote by proxy executed in writing. Such proxy shall be filed with the Secretary of SWS before or at the time of the meeting. Ten percent of the entire SWS membership, attending in person or by proxy, shall constitute quorum for voting purposes at any regular or special membership meeting.
- 2.5 **Membership Meetings** – The CC shall set a regular time and place for monthly SWS membership meetings,

which shall be open to the general public. Any changes to the regular monthly meeting shall be communicated to the membership with no less than fifteen days prior notice. The January regular meeting shall serve as the Annual meeting of the membership, for the purpose of reporting the state of the organization and to elect a new CC.

- 2.6 Special Membership Meetings** – Special membership meetings may be called by a majority of the CC, or by petition of any ten voting members. The matters to be voted upon at a Special Meeting shall be stated in the meeting notice, which the CC shall transmit to all SWS members no later than fifteen days prior to the Special Meeting. Only such matters stated in the meeting notice may be voted upon at a Special Meeting.
- 2.7 Mail and Electronic Ballots** – Mail or Electronic ballots may be used for the purpose of acting upon any resolution passed by the CC. Any such action taken by the majority of SWS members voting in such mail or email ballots shall have the same force and effect as if a membership meeting had been duly convened and the issue voted upon. The polls for mail ballots shall be closed no earlier than fourteen days following the day each question was mailed to the voting membership. The polls for such electronic ballots shall be closed no earlier than seven days following the day each question was communicated to the voting membership.
- 2.8 Termination** – The CC shall have the authority to terminate the membership of any member upon a two-thirds majority vote whenever in their judgment the best interest of the SWS will be served thereby. Membership dues of a terminated member will be refunded on a pro rata basis.

Article III COORDINATING COUNCIL

- 3.1 Membership** – The Coordinating Council (herein "CC") shall have at least five members, comprised of voting members who shall be elected by the voting membership at the annual meeting. CC members shall serve for a one-year term. The term of new CC members shall commence at the first CC meeting following the annual meeting, whereupon they shall choose new officers.

The number of CC members may be increased or decreased from time to time by resolution of the CC provided that no decrease shall shorten the term of any incumbent. There is no limit to the number of years a member may serve on the CC, however no member may serve more than three years consecutively.

- 3.2 Officers** – SWS Officers shall be chosen from and by the CC, consisting of a President, Vice-President, Secretary and Treasurer. Officers shall serve a term of one year or until their successors are chosen.
- 3.3 Duties of the Officers** – Subject to the direction and control of the CC, the duties of the Officers are the following:
- a. The **President** shall by default preside at all CC meetings, or appoint a suitable facilitator to conduct them, represent SWS in transactions with outside agencies, and is a voting ex-officio member of all councils. S/he will also coordinate with the Secretary and Treasurer to submit an annual report of SWS activities to the membership and the CC, and shall perform other duties as coordinated with the CC.
 - b. The **Vice-President** shall assume the duties of the President in his/her absence, help the President to guide the strategic and organizational development of SWS, is a voting ex-officio member of all councils, and shall perform other duties as coordinated with the CC.
 - c. The **Secretary** shall serve as the Registered Agent for SWS with the Washington Secretary of State's office, is responsible for issuing notices of meetings, arranging and maintaining minutes of all meetings (of both the membership and the CC and its' affiliated councils), maintaining SWS records, conducting elections, and shall perform other duties as coordinated with the CC.
 - d. The **Treasurer** shall manage the financial affairs of SWS as chief financial and accounting officer, and shall be in charge of the administration of day to day bookkeeping, cash processing and paying of bills financial affairs, funds, valuable papers, and keeping accurate records for SWS per the following provisions:
 - a. The CC will approve the SWS budget, financial accounting, record keeping policies & procedures in accordance with generally accepted accounting principles, approve all bank accounts and check writing controls and procedures, and authorize officers and other individuals to sign on checks at approved banking institutions, and/or represent SWS in transactions with outside agencies.

b. The Treasurer shall in general perform all the duties incident to the office of the Treasurer, and such other duties as coordinated with the CC.

3.4 CC Meetings – The CC shall meet to select its' initial officers immediately following their election at the first Annual meeting on January 28, 2008. The CC shall set a regular time and place for monthly CC meetings, which shall be open to all SWS members. Any changes to the monthly CC meeting shall be communicated to the membership with no less than seven days prior notice. Fifty percent of the entire CC, attending in person or by proxy, shall constitute quorum for voting purposes at any regular or special CC meeting. The CC shall select new officers at the first meeting following the annual membership meeting, whose term shall commence immediately.

3.5 Special CC Meetings – Special CC meetings may be called by a majority of the CC, or by petition of any ten voting members. The matters to be voted upon at a special meeting shall be stated in the meeting notice, which the CC shall transmit to all SWS members no later than seven days prior to the special meeting. Only such matters stated in the meeting notice may be voted upon at a special meeting.

3.6 CC Member Nominations and Elections – Nominations for CC shall be accepted by the SWS Secretary up to the start of the annual meeting. After all nominees have had a chance to address the meeting, election votes will be cast and tallied per the rules outlined in Article 2.4 herein.

3.7 Resignations, Vacancies and Removals

a. Any CC member may resign at any time. Such resignation shall be presented to the President or any officer in writing and take affect on the date specified therein or if no date is specified, upon delivery. A failure to pay one's dues shall be considered a de facto resignation from the CC, effective immediately upon that member's loss of good standing.

b. In case of resignation or vacancy, a majority of the remaining CC members may elect a successor to hold office until that vacancy can be duly filled at the annual election of SWS.

c. The CC shall have the right to remove by a two-thirds vote, any CC member whenever, in its' judgment, the best interest of SWS will be served thereby.

d. An CC member may be removed by the membership of SWS in a special election. Such special election shall be triggered by a written petition of ten percent of the SWS membership. Quorum for such an election shall be fifty-percent of the entire SWS membership, and two-thirds of those voting must vote in favor of removing a CC member for them to be removed.

3.8 Councils – The Officers of the CC shall comprise the Executive Council (or "EC"). The CC may delegate (or revoke) certain responsibilities to the EC in order to facilitate decision-making between regular CC meetings. The EC may set meeting times and places at its' discretion, and may also conduct meetings by conference call, as long as all interested SWS members are given reasonable advance notice.

The CC may also create or dissolve Standing or Ad Hoc Councils, and appoint or remove the members thereof, at its' discretion.

3.9 Compensation of CC Members – CC Members, as such, may receive such compensation and be reimbursed for expenses of attendance at any meeting of SWS as shall be determined by resolution of the CC. Nothing herein contained shall be construed to preclude any CC member from serving SWS in any other capacity and receiving compensation therefor.

Article IV

INDEMNIFICATION OF CC MEMBERS, OFFICERS, EMPLOYEES & AGENTS

4.1 Indemnification of CC Members and Officers - To the fullest extent permitted by the laws of State of Washington, including future amendments of those laws, the corporation shall indemnify and hold harmless each CC member and officer of SWS against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or

having allegedly taken or omitted to take any action in connection with any such position.

However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the corporation;
- b. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- c. any transaction from which such person derived any improper personal benefit.

4.2 Determination of Entitlement of CC members and Officers to Indemnification - The decision concerning whether a CC member or officer seeking indemnification has satisfied the provisions of Section 4.1 shall be made by (i) the CC by a majority vote amongst all CC members who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

4.3 Indemnification of Employees and Agents - The CC may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

Article V AMENDMENTS

5.1 These Bylaws may be amended by a two-thirds vote of SWS membership voting at any annual election or special election called for such purpose. To be presented to SWS membership as a ballot item, any amendment must be either (1) approved by a two-thirds vote of the CC voting at any CC meeting, or; (2) approved by initiative in writing and signed by at least ten percent of the entire SWS membership.

Article VI ADVISORY COUNCIL

6.1 SWS may form an Advisory Council of persons who agree with the purpose of SWS and are willing and able to give useful advice from time to time. Advisory Council members are not required to be voting members of SWS or to live within its' geographic boundaries. All Advisory Council members must be approved by the CC and may be removed at any time by the CC.

Article VII DISSOLUTION

7.1 SWS may be dissolved only with authorization by the CC given at a special meeting called for that purpose and with subsequent approval by a two-thirds vote of the voting. Upon dissolution or other termination of SWS, all remaining assets of SWS, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefor, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, by approval of the CC.