

The Audubon-Downriver Neighborhood Council

By-Laws

The Audubon-Downriver Neighborhood Council works to improve the quality of life for everyone that lives and works in the neighborhood by providing a forum for their discussions, an opportunity for their participation, and an organized approach to communicating with local government and other decision making bodies.

Adopted by the Board 10/8/2015 Adopted by the Neighborhood Council 10/15/2015

The Audubon-Downriver Neighborhood Council By-laws
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Section 1- Name, Charitable Status

- A. This organization shall be known as the Audubon-Downriver Neighborhood Council (ADNC) and is one of twenty eight neighborhood councils recognized by the City of Spokane.
- B. The Board shall ensure that the Neighborhood Council applies for and maintains its status as a non-profit 501(c)3 organization.

Section 2 –Statement of Purpose

- A. The purpose of the Audubon-Downriver Neighborhood Council is to improve and preserve the quality of life in the Audubon-Downriver neighborhood through the following actions:
 - B. Be a conduit for communication between the city and the Neighborhood. To actively participate in a program of communication, education and technical assistance toward improving the ability of residents and city officials to interact in a productive manner.
 - C. Review and recommend an action, a policy, or a plan to the City Council, Community Assembly, the City and to any City agency, department, commission or board on any matter, affecting the ADNC.
 - D. Assist City agencies in determining priority needs for the neighborhood.
 - E. Review items for inclusion in the City budget and make recommendations relating to budget items for neighborhood improvements.
 - F. Undertake to manage projects as may be agreed upon or contracted with public agencies.
 - G. To source, secure, manage and disburse funds for projects, activities, or improvements which are outside of the Neighborhood Council Program but are for the benefit of the neighborhood.

Section 3 - Neighborhood Boundaries

- North: City limits from Spokane River in line with Wellesley Ave east to Ash Street.
- East: Ash Street from Wellesley Ave south to Fairview Ave;
- South: Fairview Ave from Ash Street west to Cochran Street South to TJ Meenach Bridge then Spokane river west and northwest to city limits.
- West: City limits adjacent to the Spokane River northwest to the city limits in line with Wellesley Ave.

Section 4 – Neighborhood Council Membership

- A. Council membership shall be open to anyone who is at least sixteen (16) years of age and who either resides, owns property, or operates a business within the boundaries set forth in section 3.
- B. Voting membership shall be granted to any individual who meets the above criteria and has attended **two regular** Association meetings in a **twelve month** period with voting rights becoming effective upon attendance at the **second** meeting.
- C. There shall be no limit to the number of ADNC members.
- D. The Audubon-Downriver Neighborhood Council membership list shall be updated at least semi-annually and a copy shall reach the Office of Neighborhood Services (ONS) in **December and June** of each year.
- E. No member shall purport to represent the Audubon-Downriver Neighborhood Council **unless** authorized to do so by the ADNC Board.
- F. Each member shall receive a copy of the adopted Audubon-Downriver Neighborhood Council By-laws as requested. All Board members and Officers shall be given a copy of the By-Laws.

Section 5 – Associate membership

- A. Associate Membership shall be open to any person or business that does not live in or own property or a business within the Neighborhood Boundaries, but is desirous of participating in the Audubon-Downriver Neighborhood Council as a **non-voting** supporter.
- B. An associate member may serve on any committee, panel or program but may not hold any office nor be allowed to vote. There shall be no limit to the number of Associate Members.

Section 6 – Removal of Members from the Audubon-Downriver Neighborhood Council

- A. An individual's voting membership on the ADNC shall lapse upon his/her failure to **attend two (2) regular** Neighborhood Council meetings **in a twelve (12) month period**, **unless there** are extenuating circumstances which shall be approved by a majority of the Board.
- B. Attendance records and membership maintenance shall be tracked and maintained by the Membership and Nominations Committee Chairperson, and coordinated with the Council Secretary and the Office of Neighborhood Services. (ONS)

Section 7 – Meetings

- A. Unless otherwise specifically defined in these Bylaws, all affairs of the Audubon-Downriver Neighborhood Council shall be guided by Robert’s Rules of Order.
- B. Regular meetings shall be held the 3rd Thursday of the month at 7:00 pm at Finch Elementary School. The neighborhood council normally does not hold regular meetings during the summer months of July and August and during the holiday month of December. At a minimum, regular meetings shall be held no less than once per quarter to address pertinent City and neighborhood council business, activities and concerns.
- C. Special meetings of the ADNC may be called by the Chairperson, by the majority of the Board, or upon request of fifty-one (51%) percent of the voting membership of the Council
- D. Council meetings shall be open to the public. Visitors shall be invited to participate in the discussion of the matters at hand, but only **qualified** voting members of the council are eligible to vote.
- E. The **minimum** number of Council members necessary to establish a **quorum** at any regular meeting shall be **twenty voting members, or thirty percent (30%)** of the current eligible voting members, whichever number is the lesser.
- F. The ADNC shall hold an **annual meeting in September** of each year for the purpose of Election of officers and preparation of an annual report of activities of the neighborhood council. This meeting need not be separate from the regular meeting.
- G. Approved minutes of meetings and sign-in sheets, as a record of attendance, must be kept for all meetings of the Audubon-Downriver Neighborhood Council and shall be forwarded to the Office of Neighborhood Services to be maintained on public file. These records shall be kept at the home of the Secretary or Chairperson of the neighborhood council, or a place designated on record with the Secretary by the Chair.

Section 8 – Meeting Notification

- A. All meetings will be publicized in the Audubon-Downriver Neighborhood Council using whatever means that are readily available and economically feasible, including but not limited to: flyers, mailings, electronic mail, newspapers, radio, television, social media etc. Notices shall be distributed not less than **seven (7) days before** the meetings.
- B. Association voting members will be notified by mail, email, social media or telephone of meeting date, place, time and preliminary agenda.
- C. Failure to receive a meeting notice does **not** invalidate the meeting. However, the provisions for this section must be complied with in **good faith**.

Section 9 – Officers and Duties

- A. The officers of the Audubon-Downriver Neighborhood Council shall be: Chair, Vice-Chair, Secretary and Treasurer.

B. Duties of the Officers are as follows:

1. **The Chair** shall be responsible for the operation of the Council and its Officers pursuant to these Bylaws. This shall include preparing agendas and conducting board and general meetings, representing the neighborhood council at official functions, appointing sub-committees, monitoring neighborhood expenditures as authorized by the council and generally overseeing the business of the organization. The Chair shall have the primary responsibility for leading the long-term and short-term planning efforts of the Neighborhood and shall also have specific duties as spelled out elsewhere in these Bylaws and as delegated by the Audubon-Downriver Neighborhood Council. The Chair shall be the designated council representative to the Office of Neighborhood Services, and Community Assembly.
2. **The Vice-Chair** shall assist the Chair in preparing meeting agendas and conducting meetings and shall assume all duties of the Chair when required. The Vice-Chair shall be the designated alternate representative to the Office of Neighborhood Services, and Community Assembly. If the Chair and Vice Chair are unable to attend the monthly Community Assembly meeting, a Community Assembly (CA) representative may be sent to attend the CA meeting with approval of the Majority of the Board. This CA representative may then participate on the board as a voting member.
3. **The Secretary** shall maintain all written records and reporting as required in the By-laws, and produce all written communications as directed by the Chair, the Board or the Association membership. At a minimum, the minutes of Board meetings and ADNC general meetings will be recorded and maintained. Audubon-Downriver general meeting minutes will be submitted to the Office of Neighborhood Services (ONS) in City Hall.
4. **The Treasurer** shall maintain an accurate accounting of all expenditures that have been directly ordered by the Chair or Board. The Treasurer shall provide financial records as necessary for compliance with any governmental agency's required filings. The Treasurer will coordinate with the chair and board to ensure that the council's annual filing with the State of Washington and IRS tax filings are completed each year in order to maintain the organizations non-profit status. The Treasurer is the Chair of the Finance Committee.

Section 10 – Nomination, Election and Term of Officers

- A. The Membership and Nominating Committee shall propose for the annual meeting one or more eligible voting candidates to the Council membership for each office for the coming year. Nominations shall also be accepted from the floor. All candidates must have accepted the nomination and be qualified voting members of the ADNC.
- B. Officers will be elected by the Councils voting members; by a majority vote if there are **two (2) or fewer** candidates; or a **plurality vote if there are three (3) or more** candidates. Prior to election, each candidate must affirm his or her willingness to fairly, fully and honestly fulfill the responsibilities of office.

- C. Voting will be by secret ballot if there is more than **(1)** candidate for office. The ballot shall be maintained for **sixty (60) days** by the Secretary and shall then be destroyed.
- D. The terms of the Officers shall be for **one (1) year**. Officers may serve for **two (2)** Consecutive terms.
- E. The **Office of Neighborhood Services** will be notified in writing the names of the newly elected Officers and their addresses and telephone numbers along with the date they are due to take office.

Section 11 – Removal and Vacancies of Officers

- A. Any elected Officer may be removed from office for good cause. Removal shall be debated by the Neighborhood Council and shall require two-thirds (2/3) vote of members present at a meeting of the council, providing that a resolution proposing the consideration of the removal has been adopted at a **preceding** meeting and that notice of the vote for removal has been included in the call to the meeting at which the vote shall take place.
- B. Should vacancies occur outside the normal election process, candidates for the unfilled term shall be nominated from the floor and elected at the next scheduled meeting following the vacancy. The person elected to the vacated office will serve for the remainder of the term.

Section 12 – The Audubon-Downriver Neighborhood Council Board.

- A. The Board shall be composed of the Officers and the Chairs of all Standing committees of the neighborhood council.
- B. The Board shall be responsible for the management of the affairs of the neighborhood council. The responsibilities of the board shall include updating the semi-annual membership list, holding meetings and elections as called for in these Bylaws, and representing the ADNC in communication with City Government. It shall also act for the neighborhood council in matters specifically delegated to it.
- C. The Board **may** act for the neighborhood council between regular meetings on any matter determined **urgent**. Any such action shall be reported at the next regular meeting of the neighborhood council and none of its actions shall conflict with the actions taken or policies formulated by the Council.
- D. The Board normally meets the second Thursday of each month, one week in advance of the regular meeting, to set the council agenda and discuss meeting items.
- E. Special meetings of the Board may be called by the Chair or Vice Chair. All Board members shall be notified of the special Board meetings date, time, and location.

Section 13 – Committees

- A. The Chair, with the approval of the Board, may appoint standing committees to help conduct the business of the Neighborhood Council. The Chair of a committee will serve as a voting member of the Board.
- B. The current standing committees and board chair positions of the ADNC Board are:
- Community Development Block Grant
 - Concerts and Events
 - COP Shop
 - Clean Up Coordinator
 - Finance (Chaired by Treasurer)
 - Membership and Nominations
 - Parks and Recreation
 - Planning & Development
 - Traffic and Safety
 - West Central Community Center Liaison
- C. The Chair may appoint special or subcommittees to help conduct specialized business of the Neighborhood Council.
- D. Committee chairs shall report to the council and these reports shall be entered into the Minutes.

Section 14 – Amendments

These By-laws may be amended by a **two-thirds (2/3)** majority vote of those present at a regular Council meeting, providing that a resolution proposing the amendment has been adopted at a preceding regular meeting and that notice of the proposed amendment has been given in the call for the meeting at which the amendment shall be voted upon. Amendments approved by the Neighborhood Council shall be forwarded **within two (2) weeks** to the Office of Neighborhood Services.

Section 15 – Dissolution

- A. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code and shall be distributed to a local charitable organization or Neighborhood Council for a public purpose.

Section 16 – Effective Date

These Bylaws of the Audubon-Downriver Neighborhood Council shall become effective on Oct 15, 2015, and supersede all others.

Signed:

Chair Frances A. Peseleur Vice Chair Jeff Hume
Secretary Diana Gray Treasurer Victor F. Lopez