

The Audubon-Downriver Neighborhood Council

Bylaws

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 on April 14, 2022
Adopted by the ADNC May 19, 2022

The Audubon-Downriver Neighborhood Council Bylaws
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Effect of Bylaws. Once duly adopted by the membership of the Audubon-Downriver Neighborhood Council (ADNC) as provided herein, these Bylaws shall govern the affairs of the ADNC.

Section 1- Name, Charitable Status

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

Section 2 –Statement of Purpose

The ADNC is established pursuant to Article VIII of the Spokane City Charter and Section 4.27 of the Spokane Municipal Code. Consistent with the City charter and municipal code, the purpose of the ADNC is to improve and preserve the quality of life in the Audubon-Downriver neighborhood through the following actions:

- A. Be a conduit for communication between the City and the Neighborhood, and to actively participate in a program of communication, education and technical assistance toward improving the ability of residents, businesses, and city officials to interact in a productive manner.
- B. 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.
- C. Assist City agencies in determining priority needs for the Audubon-Downriver neighborhood.
- D. Review items for inclusion in the City budget and make recommendations relating to budget items for neighborhood improvements.
- E. Undertake to manage projects as may be agreed upon or contracted with public agencies or other nonprofit entities.
- F. 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 Audubon-Downriver neighborhood.

Section 3 - ADNC Boundaries

- North: Wellesley Ave from Spokane River east to Ash Street.
- East: Ash Street from Wellesley Ave south to Fairview Ave.
- South: Fairview Ave from Ash Street west to Cochran Street, thence southerly to the north bank of the Spokane River, west and northwest.
- West: City limits adjacent to the Spokane River northwest to the city limits in line with Wellesley Ave.

Section 4 – Neighborhood Council Membership

- A. ADNC 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 ADNC membership meetings in a twelve (12) month period with voting rights becoming effective upon attendance at the second membership meeting.
- C. There shall be no limit to the number of ADNC members.
- D. The ADNC membership list shall be updated at least annually and a copy shall be submitted to the Office of Neighborhood Services (ONS) by October 1 of each calendar year.
- E. No member shall purport to represent the ADNC unless authorized to do so by the ADNC Board or the ADNC membership.
- F. Each member shall receive a copy of the most current adopted ADNC Bylaws upon request. All Board members and Officers shall be given a copy of the most currently adopted Bylaws.

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 ADNC boundaries, but is desirous of participating in the ADNC 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) ADNC membership 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 & Nominations Committee Chair, and coordinated with the ADNC Secretary and ONS.

Section 7 – Meetings

A. Unless otherwise specifically defined in these Bylaws, all meetings of the ADNC shall be guided (but not bound) by Robert's Rules of Order. Membership meetings shall be conducted in a manner that encourages civil and respectful discussion of issues.

B. Regular membership meetings of the ADNC shall be held the 3rd Thursday of the month at 7:00 pm at Finch Elementary School, or such other location or time, and/or by other means, as may be announced by the Chair or Vice-Chair. The ADNC normally shall not hold regular membership meetings during the summer months of July and August or during the holiday month of December. At a minimum, regular membership meetings shall be held no less than once per quarter to address pertinent City and ADNC business, activities and concerns.

C. The Chair or Vice-Chair, after consultation with the Board, may schedule any regular or special membership meeting to be held solely by web-based, electronic or virtual means, or permit attendees to attend an in-person meeting via web-based, electronic or virtual means. Every effort shall be made to maintain a recording of all virtual membership meetings.

D. Special membership meetings of the ADNC may be called by the Chair, by the majority of the Board, or upon request of fifty-one (51%) percent of the voting membership of the ADNC.

E. ADNC membership meetings shall be open to the public. Visitors may be invited to participate in the discussion of the matters at hand, but only

qualified voting members of the ADNC are eligible to vote at any membership meeting.

F. The minimum number of ADNC members necessary to establish a quorum at any membership meeting of the ADNC shall be twenty (20) voting members, or thirty percent (30%) of the current eligible voting members, whichever number is the lower.

G. The ADNC shall hold an annual membership meeting in November of each year for the purpose of election of officers and preparation of an annual report of activities of the ADNC. This annual membership meeting need not be separate from the regular meeting.

H. Approved minutes of membership meetings and sign-in sheets, as a record of attendance, must be kept for all membership meetings of the ADNC and shall be forwarded to ONS to be maintained on public file. Recordings of virtual membership meetings may suffice in lieu of written sign-in sheets, so long as the ADNC maintains electronic copies of said recordings. These records shall be kept at the home of the Secretary or Chair of the ADNC, or a place designated on record with the Secretary by the Chair.

Section 8 – Meeting Notification

A. All membership meetings of the ADNC will be publicized using whatever means that are readily available and economically feasible, including but not limited to: flyers, mailings, electronic mail, newspapers, radio, television, and social media, etc. Notices shall be distributed not less than three (3) days before the membership meetings, and notices of membership meetings shall include a proposed agenda and minutes of any prior membership meeting.

B. Failure to receive a membership meeting notice does not invalidate the meeting. However, the provisions for notice in this section must be complied with in good faith.

Section 9 – Officers and Duties

A. The officers of the ADNC 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 ADNC and its Officers pursuant to these Bylaws. This shall include preparing agendas and conducting board and membership meetings, representing the ADNC at official functions, appointing subcommittees, monitoring

ADNC expenditures as authorized by the ADNC 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 ADNC and shall also have specific duties as spelled out elsewhere in these Bylaws and as delegated by the ADNC.

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 ONS and Community Assembly.

3. **The Secretary** shall maintain all written records and reporting as required in the Bylaws, and produce all written communications as directed by the Chair, the Board or the ADNC membership. At a minimum, the minutes of Board meetings and ADNC membership meetings will be recorded and maintained. ADNC membership meeting minutes will be submitted to ONS.

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.

5. **Community Assembly Representative.** The Chair shall be the designated council representative to ONS and Community Assembly; *provided*, the Chair may delegate these representative functions to any other Board member or, upon approval of the ADNC Board, to any active member of the ADNC. Any person representing the ADNC pursuant to this section may then participate on the ADNC Board as a voting member.

Section 10 – Nomination, Election and Term of Officers

A. The Membership & Nominations Committee shall propose for the annual membership meeting one or more eligible voting candidates to the ADNC 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 ADNC's voting members. Election for each Officer shall be by a majority vote if there are two (2) or fewer candidates, or by 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. Absent a request for a secret ballot by any candidate for office or by at least two (2) voting members then present, all elections shall be open and on the floor, and determined by a showing of raised hands and/or virtual room polling. In the event of request for secret balloting, voting shall be by written means in the event of an in-person meeting and by private messaging in the event of a virtual meeting, or in the event of a hybrid in-person/virtual meeting by any reliable combination thereof. The results of any secret balloting 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. There shall be no limit on the number of terms served by any individual in a given office; *provided*, no person may serve more than two (2) consecutive terms in any given office.

E. ONS will be notified in writing the names of the newly elected Officers and their addresses, email 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 ADNC membership and shall require two-thirds (2/3) vote of members present at a membership meeting of the ADNC; *provided*, a resolution proposing removal of any Officer or Officers shall be presented at a preceding meeting of the membership and notice of the proposed resolution and vote for removal shall be included in the call to the membership meeting at which the vote shall take place.

B. Should vacancies in any office occur outside the normal election process, candidates for the unfilled term shall be nominated from the floor at a membership meeting and elected at the next scheduled membership meeting following the vacancy, or as soon as possible thereafter. 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 ADNC.

B. The Board shall be responsible for the management of the affairs of the ADNC. The responsibilities of the board shall include updating the 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 ADNC in matters specifically delegated to it.

C. The Board may act for the ADNC between regular membership meetings on any matter determined urgent by any Officer. Any such action shall be reported at the next regular membership meeting of the ADNC and none of its actions shall conflict with the actions taken or policies formulated by the ADNC.

D. The Board normally meets the second Thursday of each month, one week in advance of the regular membership meeting, to set the council agenda and discuss meeting items. The location and means of hosting the Board meeting shall be determined by the Chair or Vice-Chair in consultation with the Board.

E. Any Board member may request a special meeting of the Board, which request shall be directed to the remaining members of the Board. The Chair or Vice-Chair then shall schedule a special meeting at a time and place mutually agreed to by the Board members.

Section 13 – Committees

A. The standing committees of the ADNC shall be: :

- Clean-Up Coordinator
- Concerts & Events
- COPS Northwest Liaison
- Membership & Nominations
- Parks & Recreation
- Planning & Development
- Traffic & Safety
- West Central Community Center Liaison

B. In consultation with the Board, the Chair may form special or ad hoc committees to help conduct specialized business of the ADNC.

C. Any active member of the ADNC is eligible to serve on a standing or ad hoc committee. The Chair, with approval the Board, shall appoint interested members to each committee, and in the event of multiple members on a committee, shall designate one member to act as chair of the committee. Any chair of a committee will serve as a voting member of the Board.

D. Committee chairs shall determine the time, place and agenda for each meeting of the committee. Committee chairs shall report any committee deliberations or activity to the ADNC and these reports shall be entered into the minutes. Committee decisions are advisory only shall not bind the ADNC to any course of action or position.

Section 14 – Amendments

These Bylaws may be amended at a regular membership meeting by a two-thirds (2/3) majority vote of voting members; provided, that any proposed amendment(s) shall be presented by the Board or an active member at a preceding regular membership 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 ADNC shall be forwarded to ONS soon as practical.

Section 15 – Effective Date

These Bylaws of the Audubon-Downriver Neighborhood Council shall become effective on _____ 2022, and shall supersede all others.

Signed and attested to by:

Chair 

Vice-Chair 

Secretary 

Treasurer: 