

**ROCKWOOD NEIGHBORHOOD COUNCIL
BYLAWS**

**As
Adopted in 1994**

Amended and Restated on May 20th, 1997

Amended September 17th, 1997

Amended November 4th, 1998

Amended and restated January 30th, 2002

Amended and restated on September 6th, 2002

Amended and restated on January 5th, 2006

AND

Amended and restated on April 16th, 2006

BYLAWS OF ROCKWOOD NEIGHBORHOOD COUNCIL

Note: For the purposes of this document, all references to the term Chairman or Vice-Chairman shall be taken to mean persons who are either male or female.

Article I

Name

This organization shall be known as the Rockwood Neighborhood Council.

Article II

Statement of Purpose

1.01 Reference is made to Article III: Purposes in the Rockwood Neighborhood Council Articles of Incorporation, as amended, originally filed September 12, 1994. In addition to those stated purposes, the Rockwood Neighborhood Council shall ordain the following specific purposes:

2.01 Specific Purposes:

- a. To improve the quality of life, safety, economic development, and the cultural and historic preservation of Rockwood Neighborhood.
- b. To provide the residents of the Rockwood Neighborhood with a forum where information, ideas, and concerns and their impact on the Neighborhood can be discussed.
- c. To provide an opportunity for the residents of the Rockwood Neighborhood to communicate their views to City Staff, City Council, City Boards and Commissions, and any other neighborhood or citywide group on items and policies that affect the quality of life, safety and economy of the Neighborhood.

2.02 General Purposes:

To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors, the members of the Rockwood Neighborhood Council, and the businesses, individuals and families living or located within the Rockwood Neighborhood; provided, however, that the purposes set forth shall remain consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or may be amended, including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the code.

Article III
Neighborhood Boundaries

The Rockwood Neighborhood shall be defined by the Spokane City Council, and the Rockwood Neighborhood Council to include all the areas encompassed within the following described boundary:

Beginning at the corner of Grand Boulevard and Sumner Street, proceeding East along Sumner Street, then South and East along Rockwood Boulevard to 12th Avenue, then East along 12th Avenue to Ballou Street, and following Ballou Street East to Southeast Boulevard; proceeding East and South along Southeast Boulevard to 29th Avenue; proceeding West along 29th Avenue to Grand Boulevard; and from the corner of 29th Avenue and Grand Boulevard; proceeding Northwest along Grand Boulevard to the point of beginning at Sumner Street.

Article IV
Membership

4.01 Non-Voting Members:

Non-voting membership shall be open to individuals who live or own property, or who own and operate a business within the boundaries of Rockwood Neighborhood, and who are, at least, 18 years of age.

4.02 Voting Members:

Until the first annual meeting following the adoption of these Amended and Restated by-laws, all members shall have the right to vote on matters coming before the Rockwood Neighborhood Council. The Board of Directors of Rockwood Neighborhood Council shall have the authority to set and collect dues. If dues are set, they shall be a condition of voting membership. In addition, a voting member shall, attend the annual meeting or any two regular meetings of the Rockwood Neighborhood Council, within a twelve month period.

A New member of the Rockwood Neighborhood Council must attend the annual meeting, or two regular meetings of the Rockwood Neighborhood Council to obtain voting rights which shall begin at the meeting following either of the two requirements.

4.03 Attendance Records:

The secretary of the Board of Directors shall keep a record of member attendance as well as record of payment of annual dues, for the purpose of monitoring and establishing the voting privileges of the members.

4.04 Proxy Votes:

There shall be no provision for proxy or absentee voting.

4.05 Membership Authority:

No member shall purport to represent Rockwood Neighborhood Council unless authorized in writing to do so by the Board of Directors.

4.6 Corporate Documents:

Copies of these by-laws and articles of incorporation shall be maintained by the Rockwood Neighborhood Council Chairman and by the Council Secretary, and shall be provided to any member upon request.

Article V
Member Meetings

5.01 Roberts Rules of Order:

Unless otherwise specified, the Robert's Rules of Order, current edition, shall govern all affairs and meetings of the Rockwood Neighborhood Council.

5.02 Quarterly Member Meetings:

The Rockwood Neighborhood Council shall conduct regular meetings at least quarterly.

5.03 Member Meetings: Notices:

Members, whether active voting members or not, shall be notified by mail, electronic mail, telephone, or by other public means, of each meeting, date, places and times, and preliminary agenda, not less than ten or more than fifty days prior to such meeting.

5.04 Non-Member Meetings: Notices:

Notice to Rockwood Neighborhood residents who are not current members or voting members shall take the form of newspaper announcements, posted notices, flyers, or other means.

5.05 Special Meetings:

Special meetings of Rockwood Neighborhood Council may be called by the Chairman, or upon the request of 10% of the voting membership of the Rockwood Neighborhood Council. The Chairman shall be obligated to call a meeting within 30 days of such notice.

5.06 Member Meetings:

Rockwood Neighborhood Council meetings shall be open to the public. Visitors shall be invited to participate in the discussion, but only qualified voting members shall be eligible to vote.

5.07 Quorum:

The minimum number of Rockwood Neighborhood Council members necessary to establish a quorum at any regular meeting shall be the lesser of seven voting members, or 15% of the total number of then-eligible voting members.

5.08 Annual Meeting:

The Rockwood Neighborhood Council shall hold an annual meeting each year in January, on the third Thursday of the month, at 7:00 PM, if not a legal holiday, but if such day is a legal holiday, then on the next business day thereafter, at the same place and hour. The annual meeting shall have the following items included in the order of business:

- (a) Calling of the meeting to order.
- (b) Proof of notice of meeting, or filing of waiver.
- (c) Reading of the minutes of the last Annual meeting.
- (d) Reports of Officers.
- (e) Reports of Committees.
- (f) Election of Officers.
- (g) Miscellaneous business.

5.09 Membership Records:

The approved minutes of the previous meetings, as well as a sign-in sheet, as a record of attendance, shall be maintained by the Secretary or the Secretary's delegate, for all meetings. A list of current eligible voting members shall be on display at each meeting.

5.10 Waiver of Notice:

A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to giving such notice.

5.11 Super Majority Voting:

A super majority vote of two-thirds (2/3) of the Board of Directors will be required in the following circumstances. A prior notice to the Board of Directors of fifteen days will be required, before such a vote.

- a. When Rockwood Neighborhood wishes to become party to or file a legal action in a court of competent jurisdiction.
- b. When the Board of Directors wishes to spend more than one thousand dollars (\$ 1000) for any purpose.
- c. When the Board of Directors wishes to amend the Bylaws.
- d. When the Board of Directors wishes to remove a director from office.

Article VI
Board of Directors and Officers

6.01 Board of Directors:

Rockwood Neighborhood Council shall have a Board of Directors comprised of four elected officers and five directors chosen at large from the membership. Preference shall be that no two (2) individuals residing at the same address shall hold officer positions.

6.02 Number of Directors / Change in Numbers:

The number of directors may be, at any time, increased or decreased by amendment of these By-laws, but no decrease shall have the effect of shortening the term of any incumbent director.

6.03 Vacancies:

All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill any vacancy shall hold office for the remainder of the term of the predecessor, and until a successor is elected.

6.04 Directors Responsibilities:

The Board of Directors shall generally have responsibility for overseeing the operation of the Rockwood Neighborhood Council and its Officers, and for identifying and recommending to the membership particular and specific objectives and proposed means by which the Rockwood Neighborhood Council may accomplish the purposes for which it has been established.

6.05 Duties of Officers:

The Officers of Rockwood Neighborhood Council shall consist of, Chairman, Vice-Chairman, Secretary, and Treasurer. The position of Secretary and Treasurer may be held by one individual. In the event of a Secretary/Treasurer position, the combined position shall be entitled to one board vote only. The duties of the Officers shall be as follows:

a. Chairman:

The Chairman shall be responsible for the operation of the Rockwood Neighborhood Council and supervision of its Officers pursuant to these By-laws. This shall include conducting meetings, representing or delegating the responsibility to represent the neighborhood at official functions, appointing sub-committees, monitoring neighborhood expenditures authorized by the Council, and generally overseeing the business of Rockwood Neighborhood Council. Unless declined by the Chairman, he or she shall serve as one of the designated Council Representatives to the Neighborhood Assembly.

b. Vice Chairman:

The Vice Chairman shall assist the Chairman in preparing meeting agendas and in conducting meetings, and shall assume all duties of the Chairman in the Chairman's absence. Unless declined by the Vice-Chairman or by special agreement of the Board of Directors for the appointment of another member of the Board of Directors for this purpose, the Vice-Chairman shall be the designated alternate to the City of Spokane's Neighborhood Community Assembly.

c. Secretary:

The Secretary shall maintain the minutes and attendance records for each meeting, maintain copies of these by-laws, and shall make all records (or copies thereof) available for review upon reasonable request of the Officers or members. The Secretary shall also be responsible for attending to the timely notice of meetings to the membership.

d. Treasurer:

The Treasurer shall maintain an accurate accounting of all expenditures that have been directly ordered by the Chairman. All expenditures of more than one thousand will require a two-thirds approval of the Board of Directors. The Treasurer shall make all records (or copies thereof) available for review upon reasonable request of the Officers or members. Expenditures that are neither time sensitive nor preauthorized by previous board or membership action, shall be presented at the next regular meeting for approval by vote of the membership. In the event an expenditure is time sensitive, it may be authorized by the Chairman, with the understanding that a good faith effort is made by the Chairman to poll the Board.

6.06 Election of the Board of Directors and Officers:

Board of Directors and Officers will be elected by the Council's voting members at the Rockwood Neighborhood Annual meeting. Voting will be by secret ballot if there is more than one candidate for a specific office. The Secretary shall tally votes and the outcome announced during the annual meeting. At the time of the meeting, any voting member may challenge the tally of the votes, and request a recount, and in that event, the outgoing Chairman shall designate a voting member to conduct a second counting of the ballots.

6.07 Terms of Office:

The Board of Directors and Officers of Rockwood Neighborhood Council shall be divided into two classes to be denoted Class I and Class II. Board of Directors and Officers, except for those elected to Class II, after the adoption of these Amended and Restated Bylaws, will serve for a two year term. The Class I positions shall be elected in odd years and shall include the Chairman, Secretary, and two Directors at large.

The Class II positions shall be elected in even years and shall include the Vice-Chairman, Treasurer, and three Directors at large.

6.08 Notice to membership of nomination period:

At least sixty Days prior to the end of each term of office, written and verbal notice will be made to the membership of the Rockwood Neighborhood Council, opening nominations for the expiring office or offices.

6.09 City of Spokane Notification of Election:

So long as the Rockwood Neighborhood Council is recognized by the City of Spokane Neighborhood Council Program, and the Office of Neighborhood Services, the Secretary will notify the City's Staff in writing of the names, addresses and telephone numbers of the newly elected Officers and Board of Directors. The new Board of Directors and Officers shall take office and begin their duties the day after the Annual meeting and election.

6.10 Nominating Committee:

A nominating committee may be appointed by the Chairman for the purpose of proposing one or more eligible candidates from the membership of the Rockwood Neighborhood Council for each office for the coming year. Nominations may be accepted from the floor, by telephone or in writing, and shall remain open for thirty days. All candidates must have accepted the nomination and must be a qualified voting member in good standing.

6.11 Removal for Cause:

Any Officer or Director may be removed from office for good cause, including numerous or continuous absences from meetings. Removal shall be debated by the Rockwood Neighborhood Council and shall require a two-thirds affirmative vote of members present at a meeting of the Rockwood Neighborhood Council, with a quorum in attendance.

6.12 Registered Dissent:

A director or Officer who is present at a meeting of the Board of Directors at which an action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the Secretary of the meeting, before the adjournment of the meeting, or shall forward such dissent by registered mail to the secretary of the corporation within three business days after the adjournment of the meeting. If a Director or Officer was not present at the meeting, that Director or Officer may file a written dissent or abstention within a reasonable time

6.13 Remuneration:

No salary or remuneration shall be paid to Directors and Officers of the Corporation.

6.14 Loans:

The corporation shall make no loans to any Director or Officer.

6.15 Special Meetings:

Any two members of the Board of Directors may request a special meeting of the Board of Directors, which can also be called by the Chairman. A 15-day prior written notice to the Board of Directors will be required.

6.16 Action by Directors without a Meeting:

Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action to be taken, signed by all of the Board of Directors, or all of the members of the committee, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken at the next regular meeting of the Board of Directors or the Committee.

Article VII
Committees

7.01 Appointment of Committees:

The Board of Directors has the power to create standing and ad hoc committees from time to time, where members believe that the existence of such a committee will facilitate or expedite the conduct of the business of the Rockwood Neighborhood Council. Unless the voting membership identifies the members of the committee at the same time as it creates the committee, it shall be the responsibility of the Chairman to designate members to serve on the committee. Approval of the chairman's designees shall not be required unless the Chairman appoints no-voting members to serve, in which case the non-voting members' committee membership will require approval at the next regular meeting of the Rockwood Neighborhood Council.

7.02 Committee Reports:

Committees shall report to, and may make recommendations to the Board of Directors. The Secretary shall enter these reports into the minutes.

Article VIII
Amendments

The Bylaws and articles of incorporation may be amended by a two-thirds (2/3) majority vote of those present at a regular membership 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 was to be voted upon. So long as the Rockwood Neighborhood Council is recognized for participation in the City of Spokane's Neighborhood Council program, any amendment to the by-laws shall conform to the requirements of applicable ordinances and provisions of the Spokane Municipal Code.

Amendments approved by the Rockwood Neighborhood Council shall be forwarded to the City's Neighborhood Liaison and to the Office of Neighborhood Services.

Article IX
Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its Officers, Directors, employees, and agents to the greatest extent permitted by law. The corporation shall have the power to purchase and maintain Board of Directors and Officers Liability Insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the corporation or who is or was serving at the request of the corporation, as an Officer, Director, employee or agent of another corporation, partnership, joint venture, trust, or enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article IX.

The corporation shall not willfully or recklessly cause undo or onerous liability to be incurred by any Officer, Director, employee or agent of the corporation, either directly or indirectly, as a result of any action taken by the corporation.

Article X
Effective Date

The Bylaws of the Rockwood Neighborhood Council shall become effective upon their adoption and supersede all others. The date of adoption shall be noted in the records of the Rockwood Neighborhood Council.

THE AMENDED AND RESTATED BY-LAWS SET FORTH ABOVE WERE APROVED AND ADOPTED BY THE ROCKWOOD NEIGHBORHOOD COUNCIL ON JANUARY 5TH, 2006.

ROCKWOOD NEIGHBORHOOD COUNCIL WAS RECOGNIZED BY THE CITY OF SPOKANE AS A NEIGHBORHOOD COUNCIL ON OCTOBER 13TH, 1997.

Signed on behalf of Rockwood Neighborhood Council:

CHAIRMAN _____
JOHN PROSSER

SECRETARY _____
RICHARD SIDERIUS