V-MCC By-Laws

As proposed by the Equity, Social Justice and Inclusion committee, and approved by the board of directors on October 3, 2024. Approved by the members on November 21, 2024

Vashon-Maury Community Council Bylaws

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ARTICLE I - NAME

Section 1: The name of this organization is Vashon-Maury Community Council, hereafter referred to in these bylaws as the Council.

ARTICLE II – PURPOSE

Section 1: Purpose. This Council exists to support the people of Vashon-Maury Island address Island issues. Our primary approach is to encourage island organizations or influence county and state officials in positions of authority to implement the changes needed to improve the lives of Vashon-Maury islanders. The Council operates as a

participatory, non-partisan forum, sometimes called "town meeting". It aims to represent the interests of the Vashon-Maury Island community to King County and other government and non-governmental organizations in lieu of a municipal government.
Section 2: Focus. This Council shall limit the issues brought to it to those that affect the community. It shall avoid private concerns unless they have broad community implications.
The Council shall focus primarily on concrete logistical issues that affect Islanders, such as housing, building codes and zoning, local environmental issues, drinking water, public safety, crime prevention, transportation issues, the flora and fauna of the Island, etc. The Council may also consider social, regulatory and legislative issues affecting Islanders.
The Council shall avoid partisan political activity that supports or opposes individuals for public office. It shall strive to encourage Islanders of different ideologies and persuasions to work together toward community improvement.
The Council may promote networking between community groups to facilitate Island collaboration.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Council membership is open to all full or part-time residents of Vashon-Maury Island, age 18 years and older. Membership is free.
Section 2: How to Join. Eligible residents can become members of the Council by registering their name, mailing address, and email address (if available) with the Council.
Section 3: Rights of Membership. Council members have the right to attend meetings, participate in discussions, join and participate in the work of committees and propose motions at the regular meetings of the Council.
Section 4: **Voting Rights of Members.** Council members have the right to vote on all motions presented for consideration at a regular or special meeting of the Council. (Only directors may vote at board of directors' meetings.) Each Council member is entitled to one vote at Council meetings.
Section 5: Nonmember Rights. Residents of Vashon-Maury Island who have not registered with the Council, and other members of the public, have the right to attend and participate in Council membership meetings. They do not have the right to make or vote on motions presented at those meetings.
Section 6: **Fairness.** The Council shall not discriminate against individuals/groups on the basis of race, religion, color, sex, sexual orientation, gender identity, disability, national origin, income, age or political affiliation.

Section 7: **Termination and Suspension of Membership.** A Council membership may be suspended or terminated by a two thirds (2/3) majority vote of the board of directors. These are the actions that can result in suspension or termination:
Creating “Disturbances” as described in the “Democratic Rules of Order”, current published edition. Council members who have been the subject of three separate successful motions and votes directing them to either leave the meeting or the meeting is adjourned due to their behavior, may have their membership suspended or terminated.

ARTICLE IV – COUNCIL MEMBER MEETINGS

Section 1: Regular meetings of the Council members shall be held at a time and place specified by the board. They may be held remotely in place of, or in addition to, physical meetings. The standing rules provide current regular meeting locations and times. The regular Council member meeting may be canceled or postponed due to weather or other urgent reasons determined by the board. All meetings are open to all members and interested visitors. The names of all board members in attendance shall be entered into the minutes of every meeting.
Section 2: Special meetings of the Council members may be held at the call of the president or by the concurring act of any five (5) of the other directors of the Council or by the petition of any twenty (20) members of the Council. Location of the special meeting will be determined by the person or persons calling the special meeting. Special meetings may be held remotely in place of, or in addition to, physical meetings. Notices of such special meetings shall be given to Council members at least ten (10) days before the date fixed for such a meeting, but not more than sixty (60) days before the meeting. The notice shall contain a concise statement of the purpose or purposes of the special meeting. The special Council member meeting may be canceled or postponed due to weather or other urgent reasons determined by the board. All meetings are open to all members and interested visitors.
Section 3: Annual Meeting. The November Council meeting is designated as the annual meeting of members.
Section 4: **Voting.** The will of those residents of Vashon-Maury Island attending a meeting shall be expressed by a vote of Council members at member meetings. Proxy voting is not allowed. Council members must be present or participate by telecommunication or by ballot in order to vote. Each Council member has one vote. Unless otherwise specified in applicable Washington law, these bylaws, or the “Democratic Rules of Order”, current edition, a simple majority is needed to pass a motion.

Section 5: Actions Without Meeting – by Ballot. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Council delivers a ballot to every member entitled to vote on the matter. This can be in the form of an email to the members or a printed ballot.
Section 6: Quorum The quorum requirement for Council member meetings is twenty-five (25) members. Once a Council member is represented for any purpose at a membership meeting, the Council member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is, or is required to be, set for that adjourned meeting.
Section 7: Time to Consider. Motions presented at any Council member meeting shall be voted on at the next Council member meeting except as follows:

A. The board at a board meeting may by a two-thirds (2/3) vote either refer the motion to the appropriate committee or declare the motion to not affect the community interest and refer it to another venue. This action by the board is subject to reversal by a two-thirds (2/3) vote of the members present at a Council member meeting. Reversal shall not count as a vote of nonconfidence in the board.

B. Motions of an urgent nature may be voted on at the same Council member meeting if authorized by a two-thirds (2/3) vote of the board members present and also by a two-thirds (2/3) vote of the Council members present. This may include filling vacant board positions.

Section 8. Notice - Notice of member meetings can be delivered by electronic transmission to the member's email address shown in the Council's current record of members. Notice can also be communicated by delivery, by a newspaper of general circulation to the community, by radio, or by other forms of public broadcast communication.
Section 9. Conduct During Meetings. Conduct at meetings will be governed by the "Democratic Rules of Order," current published edition, unless otherwise specified in these bylaws or the standing rules.

ARTICLE V -- THE COUNCIL BOARD OF DIRECTORS

Section 1: **General.** The affairs of the Council shall be managed by a board of directors. Each director shall be a member of the Council as defined in this document. To be eligible for election as a director, a member must commit to dedicating the time required to attend meetings, serve as an officer and/or on a committee of the board, research issues presented to the board of directors and make themselves available to

the membership outside of meetings to discuss issues, as time permits. They shall have power to manage the business and affairs of the Council, appoint and remove officers and employees of the Council and fill vacancies on the board of directors.
Section 2: Number of Directors. The Council board shall consist of twelve (12) members. Eight (8) directors are elected in even numbered years, and four (4) more are to be chosen by the eight elected board members.
Section 3: Term of Office. The term of office for directors is two (2) years. Board members shall not serve four or more consecutive 2-year terms.
Section 4: Liaison to Community. Each director, or a person appointed by a director, shall serve as a liaison to one or more sectors as identified in the standing rules.
Section 5: Attendance. When a director fails to attend two (2) consecutive regular board meetings, or fails to attend four (4) regular or special meetings of the Council or board within a calendar year, the director may be disqualified from their office and the position shall be declared vacant. The board will make that decision.
Section 6: Removal. Directors are subject to removal by regular motion at one Council member meeting, to be voted on by the members present at the next Council member meeting. Removal requires a two-thirds (2/3) vote of the members present.
Section 7: Vacancies. A vacancy in the position of director may be filled by the affirmative vote of a majority of the remaining directors even if there is less than a quorum of the board. A director who fills a vacancy shall serve for the unexpired term of their predecessor. Vacancies filled by the board are subject to confirmation by the members present at the next Council member meeting by majority vote. During a vacancy, no board member may simultaneously hold the positions of president and secretary.
Section 8: Board Meetings. Regular meetings of the board of directors shall be held at a time and place determined by the board, including virtual meetings. The current time and place of board meetings is found in the standing rules.

a) **Quorum:** A quorum of the board consists of a majority of the directors in office before a meeting begins. This applies to regular and special meetings of the board.

b) **Notice Required:** Regularly scheduled meetings of the board may be held with or without formal notice to directors or members of the Council.

c) **Special Meetings.** Special meetings of the board must be preceded by at least forty-eight (48) hours' notice to directors of the date, time, and place of the meeting, and must describe the purpose of the special meeting. The president, the secretary, or twenty percent of the directors then in office may call and give, or cause to be given, notice of a meeting of the board. Oral notice of meetings of the board may be given.

d) **Cancellation/Postponement:** Any board of directors meeting may be canceled/postponed due to weather or other urgent reason determined by the board of directors.

e) **Remote Communication:** Board meetings may be held via remote communications media if deemed appropriate by a simple majority of the board of directors.

f) **Visitors.** Members of the public and the Council may attend board meetings, but may not make, amend, or vote on motions. Contribution of visitors to the board discussion is up to the chair of the meeting.

g) **Closed Session.** The board may at any time have a closed session to discuss confidential/sensitive matters such as candidates for empty board seats or committee chairs, or other appropriate reasons. The minutes need not reflect the discussion that took place in the closed session. No official votes shall take place during the closed sessions.

Section 9: **Duties of the Board**: The primary duties of the Board are to:
a) Set agendas for the Council member meetings

b) Implement decisions taken at the Council member meetings, as appropriate.

c) Facilitate communication between the community and government, corporate, and other entities.

d) Create, monitor and evaluate all committees of the board to manage the Council affairs.

e) Create advisory committees to advise the board and help conduct the operations of the Council.

f) Develop and amend standing rules subject to approval at a Council member meeting.

g) Manage and control the business interests of the Council and of all its affairs and property.

h) Develop an annual budget for the coming calendar year, subject to approval at the annual Council membership meeting in November.

i) Disburse funds in accordance with the budget and such policies as the board may develop.

Section 10: Ethics. Directors are expected to maintain high ethical standards in conducting Council affairs and shall consider the interests of the community as a whole when determining their action on any matter before the Council. A board member who would benefit personally from a decision may participate in the discussion but should voluntarily refrain from voting and leave the meeting when the vote occurs.

Section 11: Liability of Directors

A director is not liable to the Council for any action taken, or any failure to take any action, as a director, except as provided in these bylaws.

A director is liable to the Council for the value of any benefit in cash, other property, or services received by the director to which the director is not legally entitled; or intentional misconduct or a knowing violation of law, including but not limited to criminal law by the director.

ARTICLE VI – OFFICERS AND THEIR DUTIES

Section 1: The officers of the Council shall be (in alphabetical order): corresponding secretary, president, secretary, treasurer, and vice-president.

Section 2: The board shall elect the officers among themselves at the December board meeting following the election.

Section 3: Officers are subject to removal by regular motion at one board meeting, to be voted on by the board members present at the next board meeting. Removal requires a two-thirds (2/3) vote of the board members present.

Section 4: If any officer's position becomes vacant for any reason, the position shall be filled by the board of directors as soon as possible. Vacancies filled by the board are subject to confirmation by the Council members present at the next Council member meeting, by majority vote.

Section 5: The officers shall have and perform such duties as are customarily performed by similar organizations, subject to direction by the Council members, and such additional duties as the board, these bylaws, and standing rules shall assign, and subject to Washington state law.

Corresponding Secretary -- The corresponding secretary is responsible for handling the correspondence of the Council and board. In addition, the corresponding secretary shall retain and have charge of all records of the organization as required by Washington state law and Internal Revenue Service codes. The corresponding secretary shall execute, give and serve all notices of the Council.

President The president shall chair all meetings of the Council members and of the board of directors, following guidance in the "Democratic Rules of Order," current edition. Together with such other designated officers, the president is authorized to sign and execute all membership certificates, bonds, contracts and indentures of whatsoever kind or nature,

checks, and other obligations in the name of the Council, and shall perform such other duties as the board of directors may assign to the president from time to time. The president is an ex-officio member of all committees of the board, and all advisory committees.
Secretary -- The secretary shall be responsible for taking minutes and recording votes at board and Council membership meetings, and to submit them in a timely manner to the board for corrections and distribution to members.
Treasurer -- The treasurer shall have custody of all Council funds and securities, disburse funds as authorized in these bylaws and standing rules, maintain customary financial records, and prepare such financial reports as the board directs, and in accordance with Washington state laws and the Internal Revenue Service. The treasurer shall be authorized to sign checks for payment on behalf of the Council, and shall have charge of the financial records, transfer books and ledgers. The treasurer shall endorse for collection all checks, notes, and other obligations payable to the Council and deposit the same to the credit of the Council in such bank or depository as the board of directors may designate. The treasurer shall keep full, true, and accurate accounts and records of all monies, securities and assets received and paid by them on account of the Council and render statements monthly and/or whenever required by the board of directors.
Vice-President -- The vice-president shall act in place of the president or the secretary during either's absence, and fill in as needed for other officers.

ARTICLE VII –VOTING FOR DIRECTORS

Section 1. Voting for Directors is to be available to all Island residents, 18 years or older at time of election, who have registered as members of the Council. The option of online voting may be made available.
Section 2. Candidates may be any Council member who is 18 years of age or older at time of election. Candidate forms, which ask the candidate to identify the sectors with which they will liaise, will be provided by the nominating committee to be filled out and returned by a specific date determined by the committee. Candidates shall run in a nonpartisan capacity.
Section 3. Elections will be held in even years. They may be held in conjunction with regular general elections in November, or may be held in October. Elections may be by ranked choice voting. Election results are announced at the November meeting, and board members take office December 1st.
Section 4. Ballots may also contain advisory issues.
Section 5. Voters are honor bound to submit only one official ballot per eligible voter.
Section 6: Additional Voting Details are to be found in the Standing Rules.

ARTICLE VIII –BOARD and ADVISORY COMMITTEES

Section 1: Various committees will be established by the board or the Council as needed to conduct the business of the Council. The Council president is a de facto member of all board and advisory committees. Such committees might assist with finance, nominations, elections, membership, and/or communications, as examples of potential committees.
Committees of the Board
a) Consists of two or more directors.

b) May conduct limited business on behalf of the board, subject to state law.

Advisory Committees:
a) Are not committees of the board. An advisory committee may include Council members, and/or non-members of the Council.

b) May not exercise any of the powers of the board.

ARTICLE IX - ADMINISTRATIVE PROVISIONS

Section 1: Books and Records The Council shall keep at its principal or registered office electronic and paper copies of its current articles of incorporation and bylaws. It shall keep electronic copies of correct and adequate records of accounts and finances; minutes of the proceedings of its members and board, and any minutes which may be maintained by committees of the Board; records of the name and e-mail address of each member and director, and of the name and mailing address of each officer; and such other records as may be necessary or advisable. All books and records of the Council shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership. The board of directors will determine who shall keep which records. A member may inspect and copy the records described only if the member's demand is made in good faith, for a proper purpose, and with proper notice.
Section 2: Accounting Year: The accounting year of the corporation shall be the twelve months ending December 31.
Section 3: Rules of Order: Meetings of the Council, board and committees of the board shall be governed by "*Democratic Rules of Order*", current edition, so far as applicable and when not inconsistent with these bylaws, standing rules, the articles of incorporation, or state or federal statute. Council meetings shall be governed by a

formal chair. Board and committee meetings shall be governed by an informal chair, where the chair can participate in discussions with the same privileges as other members.

Section 4: State and Federal Laws. Our Council is subject to regulations in the Washington State Nonprofit Law, the Washington Secretary of State, the Washington Dept of Revenue, and the IRS. Here is where you can find the regulations, and helpful guidance.

a) Washington Nonprofit Corporation Act:
https://app.leg.wa.gov/RCW/default.aspx?cite=24.03A

b) IRS: “Lifecycle of an Exempt Organization”
https://www.irs.gov/charities-non-profits/life-cycle-of-an-exempt-organization and
https://www.irs.gov/charities-non-profits/other-nonprofits

c) Washington Department of Revenue: https://dor.wa.gov/

d) Washington Secretary of State: https://www.sos.wa.gov/

ARTICLE X – AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed at any meeting of the membership provided the proposed bylaw changes are first presented to and agreed upon by a 2/3 vote of the board at a regularly scheduled or special meeting of the board. Notice of such changes shall be sent to all members no less than two weeks, nor more than 60 days prior to the date of the meeting when voting takes place. This means amendments agreed upon by the board are proposed at one membership meeting and voted on at the next membership meeting. A 2/3 approval vote of the members is required to alter, amend or repeal these bylaws.

ARTICLE XI - DISSOLUTION

In the event of dissolution of this organization, the assets thereof, after payment of all legitimate claims and debts, shall be distributed as follows: If there is any surplus, the same shall be distributed to another 501(c)4 or 501(c)3 organization as determined/designated by the final board of directors of the organization.