

## CITY NEIGHBORHOOD COUNCIL BYLAWS

### ARTICLE I — NAME, AUTHORITY, AND PURPOSE

- 1.1 Name: This organization shall be known as the City Neighborhood Council (CNC).
- 1.2 Authority: The CNC is organized under the authority of Seattle City Council Resolutions 27709, 28115, and 28948, which create and describe the role of the CNC, and any City Council amendments as they may occur.
- 1.3 Purpose: The CNC's purpose is to provide citywide coordination for the Neighborhood Matching Fund, Neighborhood Budget Prioritization, and Neighborhood Planning programs. The CNC shall also provide a forum for discussion of common neighborhood issues and is available for advice on policies necessary for the effective and equitable implementation of the Neighborhood Planning and Assistance Program. These responsibilities are set forth in Paragraph 3b to Resolution 28948.

### ARTICLE II — MEMBERSHIP

- 2.1 Regular: In accordance with Paragraph 3a to Resolution 28948, the CNC shall be comprised of each District Council Chair or designated alternate. Total voting membership of the CNC shall not exceed eighteen (18). Membership on the CNC shall be held by community organizations, not by individuals.
- 2.2 At-large: As provided in Paragraph 3a to Resolution 28948, additional positions may be added by the CNC as needed. To be considered for at-large membership, an organization shall submit an application, accompanied by any supporting materials, in such a form as the Executive Committee may adopt from time to time. Upon review of the application by the Executive Committee to ensure that all minimum requirements for membership are met as set forth in Section 2.3 below, this Committee will promptly make a recommendation to the full CNC for action. Any proposed recommendation for an at-large membership shall be approved by a two-thirds (2/3) majority vote at a CNC regular meeting following introduction of such proposed recommendation at a prior regular CNC meeting. At-large memberships shall serve a one (1) year term on the CNC and may, by a two-thirds majority vote, be reappointed by the CNC.
- 2.3 At-large Membership Requirements: To be considered for at-large membership, a community-based organization must meet the following minimum requirements:
- 1) Operate in accordance with democratic principles and procedures under a written constitution or bylaws that do not permit restrictions on membership;
  - 2) Hold at least one (1) general membership meeting annually that is open to the public and at which elections are held; and

- 3) Have an active membership of at least ten (10) individuals and/or businesses who reside in Seattle.

### ARTICLE III - OFFICERS AND DUTIES

- 3.1 Officers: The officers of the CNC shall be a Chair, a Vice Chair, and a Secretary, or alternatively two Co-Chairs, two Co-Vice-Chairs, and two Co-Secretaries.
- 3.2 Term of Office: Each elected officer shall serve for a term of one (1) year commencing with the regular January meeting of the CNC and serve until their successors are duly elected and take office.
- 3.3 Qualifications: All representatives and alternates in good standing shall be eligible for any office except the Chair or Co-Chairs. Only District Council representatives in good standing shall be elected to the Chair or Co-Chairs position.
- 3.4 Nomination and Election of Officers:
  - 1) Nomination of Officers:
    - a) A Nominating Committee, approved by the CNC, of at least three (3) CNC members, shall be formed two (2) months prior to elections.
    - b) The Nominating Committee shall present a slate of candidates for each office, in writing, to the CNC one (1) month prior to elections. This slate shall also include a brief biographical sketch of each candidate.
    - c) Written nominations for office shall be accepted by the Nominating Committee until the day of the elections. A person so nominated shall formally indicate acceptance of the nomination.
    - d) Oral nominations for office shall be accepted immediately prior to balloting.
  - 2) Election of Officers:
    - a) The election of officers shall be held at a regular meeting of the CNC.
    - b) Election of officers shall be conducted by secret ballot.
    - c) CNC members eligible to vote are those defined in Section 6.2. Voting by proxy or absentee ballots shall not be allowed.
    - d) Tabulation of ballots shall be performed by the Nominating Committee.
    - e) The individual receiving a majority of the votes cast shall be declared the winner.
- 3.5 Duties of Officers: The officers shall perform the usual duties of their office and such other duties as the CNC shall direct from time to time.
  - 1) Chair or Co-Chairs: The Chair or Co-Chairs will chair all CNC meetings and

the Executive Committee; appoint committees not otherwise defined in the Bylaws with CNC approval; follow-up on CNC actions, decisions, and committee activities; sign all outgoing communications and correspondence as set forth in Section 4.7; have general supervision of the affairs of the CNC; and make an annual report to the CNC.

- 2) Vice Chair or Co-Vice Chairs. The Vice-Chair or Co-Vice Chairs will preside at CNC meetings and the Executive Committee in the absence of a Chair or Co-Chairs. The Vice Chair or Co-Vice Chairs will perform other duties as assigned by the Chair or Co-Chairs or by the CNC; and assist the Chair or Co-Chairs and the CNC in carrying out the policies and the objectives of the CNC.
- 3) Secretary or Co-Secretaries. The Secretary or Co-Secretaries will chair CNC meetings if other officers are unable to do so; in cooperation with Department of Neighborhood (DON) staff, will preserve the historical documents of the CNC and other matters of governance which includes maintaining an up-to-date version of the CNC Bylaws, a permanent file of all correspondence; minutes, attendance records, unfinished business and records utilized in the business of the CNC and maintaining an official public record at the offices of the DON; will monitor and counsel the CNC on all matters pertaining to the CNC Bylaws, rules, procedures and/or other operational policies; and will prepare, for CNC approval, the wording of all proposed amendments relating to any of these documents.

The CNC shall be staffed by the Department of Neighborhoods (DON).

- 3.6 Vacancies: Vacancies shall be filled by the CNC for the unexpired portion of the term of office. A vacancy in the office of Chair may be filled automatically by the Vice Chair or Co-Vice Chair at the option of the CNC. A vacancy in the office of Co-Chair may be filled automatically by the remaining Co-Chair at the option of the CNC.
- 3.7 Removal: All officers are subject to removal for cause by a majority vote of the CNC.

#### ARTICLE IV - COMMITTEES

- 4.1 Committees: The CNC shall establish the following standing committees:

- Executive Committee
- Budget Committee
- Neighborhood Planning Committee
- Neighborhood Matching Fund Oversight Committee
- Citywide Review Team (CRT)

The CNC shall create special committees from time to time as may be required to help carry out its activities and/or achieve its purposes.

#### 4.2 Committee Responsibilities:

- 1) Executive Committee: This Committee shall:
  - a) Be comprised of the Chair or Co-Chairs, the Vice Chair or Co-Vice Chairs, and the Secretary or Co-Secretaries, and such other officers as may be deemed necessary to conduct the affairs of the CNC and be facilitated by the Chair or Co-Chairs. If voting is required, a simple majority vote shall constitute a quorum.
  - b) Meet monthly prior to any regular meeting of the CNC. These meetings shall be open to the general public and any CNC committee chair(s) and other CNC members may attend but not vote on any issue before this Committee.
  - c) Ensure the day-to-day functioning of the CNC in accordance with the direction of the CNC.
  - d) Prepare the agenda for each CNC meeting and keep regular minutes of its proceedings and make these reports available to the CNC.
  - e) Have the power to act for the CNC when a decision must be made and the expediency of the situation does not allow for a special meeting of the CNC.
  - f) Have the authority to cancel a CNC monthly meeting if a weather emergency or other emergency exists sufficient to warrant such cancellation with proper notification to all CNC members of such cancellation and rescheduling, if any.
- 2) Budget Committee: This Committee shall collaborate with the City to identify and develop ways for neighborhood organizations to timely be involved with and influence the City's capital budget and portions of the operating budget that deal with physical improvements.
- 3) Neighborhood Planning Committee: This Committee shall study, make recommendations and monitor the neighborhood planning process. In doing so, it will coordinate with the relevant City agencies and citizen advisory bodies.
- 4) Neighborhood Matching Fund Oversight Committee (NMF): This Committee shall work with the Department of Neighborhoods, make recommendations for procedural and other changes to the Neighborhood Matching Fund review process, and offer advice to the Department of Neighborhoods regarding funding parameters and selection criteria. The NMF committee is made up of a chairperson, or co-chairpersons as delegated and appointed by the CNC, and other appointees as recommended by the CNC. It shall seek to have representation from each of the Districts that are members of the CNC.

- 5) Citywide Review Team (CRT): The CRT is a committee of volunteers from across the City which, with the assistance of the DON, is nominated by the District Councils and confirmed by the CNC. The CRT may include four (4) at-large members appointed by the CNC, or nominated by the DON and confirmed by the CNC to make sure the group is broadly representative. It meets solely to review the Neighborhood Matching Fund Large Project Fund applications and to provide funding recommendations to the CNC for approval and submittal to the Mayor and City Council. The CRT is not subject to the provisions outlined below in Section 4.4-Membership on Committees.

All CNC committee meetings shall be open to the general public and be held at locations accessible to persons with disabilities. Each committee shall meet at least four (4) times a year and each committee's status shall be reviewed annually by the CNC.

- 4.3 Chair(s) of Committees: The Chair(s) of any committee shall be a CNC member as defined in Article II above or an active member in good standing of any District Council constituent organization. They shall be elected annually by the CNC at the same time and in the same manner as the CNC officers as set forth in Sections 3.2 and 3.4 above. Committee Chair(s) can be replaced at any time by majority vote of the CNC. To maintain committee continuity, committees are encouraged to appoint Vice-Chairs or nominate Co-Chairs.
- 4.4 Membership on Committees: Any CNC member as defined in Article II above or any active member in good standing of any District Council constituent organization shall be eligible to participate on any CNC committee. At least two (2) members of each committee's membership shall be seated members in good standing of the CNC and shall be eligible to vote on all matters considered by such committee. Other committee voting members shall be approved semi-annually by majority vote of the CNC from a membership list provided to the CNC by the Committee Chair(s). Except for the CRT, no committee will have more than 16 voting members.
- 4.5 Committee Actions/Reports: A committee's position is only a recommendation to the CNC and subject to CNC approval. All committees may consider such other matters and make such other recommendations pertaining thereto as may fall within the purview of the committee or be assigned by the CNC. Dissent may be presented in the form of a minority report, appended to the majority report, and written by the dissenting members. If no dissenting opinion is provided, the majority report shall specifically state the position or recommendation was not unanimous. Each committee shall submit written semi-annual reports to the CNC. These reports shall include a current list of voting members of such committee.
- 4.6 Publishing Reports/Public Statements: Publishing the actions or reports of any committee shall be at the discretion of and by majority vote of the CNC. No position on any question, whether a majority or minority view, or public statement shall be taken or made on behalf of the CNC by an individual CNC member or by a CNC committee without the prior approval of the CNC. All

published actions or reports of any committee shall specifically state if such actions or reports were unanimous.

4.7 Mailings: All CNC mailings and other issuances, except internal committee matters, must bear the CNC Chair or Co-Chair's signature. Committee chair(s) may sign, with the CNC Chair or Co-Chairs, outgoing CNC mailings only if the communication or correspondence relates directly to the actions or reports of such committee and committee members have been given an opportunity to review and provide input into the proposed mailing. All communications and correspondence shall be on CNC official letterhead.

## ARTICLE V - MEETINGS

- 5.1 Regular Meetings: Meetings shall normally be held the last Monday of the month and be conducted according to Robert's Rules of Order, newly revised, to the extent they are not inconsistent with these bylaws. All meetings will be open to the general public and be held at locations accessible to persons with disabilities. Meetings shall be held at least ten (10) times a year.
- 5.2 Special Meetings: Special meetings for a limited purpose may be called at the request of 20% of the voting members (rounded up to the nearest whole number). Notices, which include the purpose of the meetings, shall be mailed to representatives and alternates at least five (5) days before the date set for the meeting. All actions taken by a special meeting are subject to confirmation at the next regular CNC meeting.
- 5.3 Emergency Meetings: Emergency meetings for a limited purpose may be called at the request of 40% of the voting members (rounded up to the nearest whole number), with notification by phone or fax to representatives and alternates at least twenty-four (24) hours before the meeting. All actions taken by an emergency meeting are subject to confirmation at the next regular CNC meeting.

## ARTICLE VI - DECISION-MAKING, VOTING AND QUORUM

- 6.1 Decision-making: A goal of the CNC is to reach decision by consensus through a process of open dialogue in which issues are presented, defined, discussed and resolved. The Chair or Co-Chairs will decide whether representation at the meeting is sufficient to assure a fair and adequate hearing of perspectives and opinions. If, in the opinion of the Chair or Co-Chairs, consensus cannot be reached, the CNC shall decide on one or more of the following alternatives:
- 1) Continue discussion until consensus is reached;
  - 2) Defer to a committee who will be charged with presenting improvements or alternatives to the proposal for future CNC consideration;
  - 3) Drop the matter; or

- 4) If a quorum is present, a simple majority (51% of those present and eligible to vote) may decide to vote on the issue. If that vote passes, a simple majority vote, as defined above, will resolve the issue.
- 6.2 Voting: Each District Council and each at-large membership shall have one (1) vote. An alternate shall vote only in the absence of the representative. No proxy or absentee votes shall be accepted.
- 6.3 Quorum/Majority: At any regular, special, or emergency meeting of the CNC, a majority of the CNC voting membership shall be necessary and sufficient to constitute a quorum for the transaction of business. It shall take a simple majority of a quorum of CNC voting members to pass a motion, unless otherwise stated in these bylaws. No action shall occur in the absence of a quorum.
- 6.4 Standing Rules: From time to time, the Executive Committee may propose standing rules to expedite the work and/or the actual practices of the CNC. Such standing rules, when adopted, shall govern and shall be published in the same manner as the ByLaw Amendments (Section 7.1). Standing rules may be amended by the CNC at any regular meeting by a simple majority vote.
- 6.5 Order of Business: The order of business of the CNC shall be established by the Executive Committee but can be amended at any time by majority vote of the CNC. The Chair or Co-Chairs shall ask for nonvoting participants' input at the appropriate time during each agenda item.

## ARTICLE VII - AMENDMENTS

- 7.1 Amendments: Any CNC representative may propose, in writing, an amendment or a change to the Bylaws. Any proposed amendment(s) shall be amended by a two-thirds (2/3) majority vote at a meeting following introduction at a prior meeting.

*Last amended on November 25, 2013*