

MNC By Laws

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Updated by Melissa Watkinson-Schutten and Michael Simonds June 2022

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## **ARTICLE I. NAME AND BOUNDARIES**

### Section 1 Name of Organization

The name of the organization shall be Manette Neighborhood Coalition. Manette Neighborhood Coalition will be abbreviated as MNC throughout the remainder of this document.

### Section 2 Boundaries

Boundaries of the area served by the MNC are as follows:

North to South: Sea to Stone (Point Herron to Stone Way)

East to West: Sea to Sea (Port Washington Narrows to Port Orchard)

## **ARTICLE II. VISION, PURPOSE, AND GOALS**

### Section 1 Vision

We envision a welcoming and vibrant Manette community.

### Section 2 Purpose

To nurture a collective voice of informed and empowered Manette neighbors.

### Section 3 Goals

- 1) Establish and maintain an open line of communication among neighbors for discussion of ideas which affect the neighborhood and promote cooperative action.
- 2) Develop better awareness and access to services and government agencies.
- 3) Promote and celebrate diversity in the neighborhood.
- 4) Provide an open process for all neighbors and businesses to be partners in the affairs of the neighborhood.
- 5) Promote friendship, reduce conflict, and foster a sense of caring among neighbors.

## **ARTICLE III. MEMBERSHIP**

### Section 1 Qualifications

Membership in the MNC shall be open to all Manette residents and peoples who live, learn, earn, play and pray in the Manette neighborhood, whose boundaries as defined in ARTICLE I of these bylaws. A request to be a MNC member may be submitted on the MNC website Membership form. Approval of membership will be voted on at the following MNC meeting. MNC invites members and groups of diverse backgrounds and entities to join as a member, including business owners, church leaders, local school educators, community center staff, and other community advocates and representatives of Manette neighbors.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1 Board Membership and Terms of Service**

The Board shall determine the exact numbers of Board positions annually. There shall be at least five (5) and no more than eleven (11) Board members. Only persons eligible for membership shall be qualified to hold an elected or appointed position. Terms of office are two (2) years. Upon expiration of initial terms of office, the position becomes open for any member to be nominated and either elected for a first term, or re-elected by a majority vote of the membership at the annual October meeting. All re-appointments would be for two (2) year terms.

### **Section 2 Board Vacancies and Termination of Non-attendance**

The Board may fill any vacancy on the Board by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until their successor is elected or appointed. Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

### **Section 3 Election of Board Members and Officers**

Board members and officers shall be elected annually by a majority vote of the membership at the annual October meeting. Officers are elected as Chairperson, Vice Chair, Secretary, Treasurer, and Communications Officer. The remaining Board members shall be members-at-large. The names of all candidates for the Board shall be placed in nomination by any member of the MNC.

### **Section 4 Duties of Board Members and Officers**

The Board shall be responsible for all business coming before the MNC and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting. The MNC vision, purpose, and goals within these bylaws should serve as guidance for what business the Board shall prioritize and act upon.

#### **The Board shall have the following responsibilities and powers:**

- Make decisions and represent the interests of the MNC on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- Appoint committees to perform necessary functions and represent the MNC on specified topics and activities, such as the Edible Garden Tour, or building a communication plan.
- Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the MNC, and post a publicly available calendar of the yearly work plan and events.

- Shall act on any resignation of its members, and officers at its next regularly scheduled meeting. Vacancies shall be filled in accordance with these bylaws.
- All duties and authority to act on behalf of the MNC, not specifically assigned to others in these bylaws, shall be reserved to the Board.
- **Chairperson:** The Chairperson shall preside at all General Membership meetings and all Special meetings, and shall represent the position of the Board and the interests of the MNC. The Chairperson shall provide support to Board officers and facilitate filling any temporary vacancies or needs during meetings.
- **Vice Chairperson:** The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by these bylaws. The Vice Chair shall perform the duties of the Secretary in the Secretary's absence of a meeting.
- **Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the MNC. The Secretary will maintain a list of Board members, their contact information, and their terms.
- **Treasurer:** The Treasurer shall be in charge of all funds belonging to MNC and shall receive, deposit and disburse funds for the MNC in a bank or financial institution in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.
- **Communications Officer:** The Communications Officer shall manage the MNC website and appoint social media administrators. The Communications Officer shall manage a MNC distribution email list and provide monthly updates to members via the email list.

## **ARTICLE V. MEMBERSHIP MEETINGS**

### Section 1 General Membership Meetings

MNC meetings are chaired by the Chairperson, and when the Chairperson is not available, by the Vice Chair. There shall be **eight** regular General Membership meetings each year. The meetings shall be convened at least every other month and upon any day decided upon by the majority vote of the Board. Notification of meeting information shall be provided at least seven days in advance by newsletter, website, social media, e-mail lists or any other appropriate means of communication apt to reach a majority of the members.

### Section 2 Special Meetings

Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification of meeting information shall be provided at least seven days in advance by newsletter, website, social media, e-mail lists or any other appropriate means of communication apt to reach a majority of the members.

### Section 3 Voting

All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. Unless otherwise specified in these bylaws, decisions of the MNC shall be made by a majority vote of those members present at any meeting.

### Section 4 Agenda

Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by: submitting the item electronically to the Board or Chairperson at least seven (7) days in advance of the meeting. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

### Section 5 Quorum

A quorum for any meeting of the MNC is a minimum of five members in attendance.

### Section 6 Participation and Procedures

Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports. Robert's Rules of Order shall be followed in all areas not covered by the bylaws.

## **ARTICLE VI. COMMITTEES**

There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

Expectations/best practices of committees include establishing the period of time the committee shall be established (for example, January through September 2022 for the Manette Garden Tour), the frequency the committee shall meet, and to provide updates at general meetings. The bylaws of the MNC shall also be used where applicable.

## **ARTICLE VII. CONFLICT OF INTEREST PROCEDURES**

A transaction in which a Board member may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Board members interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Board member. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with

a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

## **ARTICLE VIII GRIEVANCE PROCEDURES**

### **Section 1 One-on-One Dialogue and Mediation**

Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

### **Section 2 Eligibility to Grieve**

Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of these bylaws that has directly affected the outcome of a decision of MNC. Grievances must be submitted within 45 days of the alleged violation.

### **Section 3 Processing the Grievance**

The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comments an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Within 60 calendar days from receipt of the grievance, MNC shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

## **ARTICLE IX. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT**

The Neighborhood Coalition shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the Neighborhood Coalition must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

## **ARTICLE X. INCLUSION AND ANTI-HARASSMENT**

MNC will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

Harassment in any form is strictly prohibited. Harassment includes inappropriate conduct, comment, display, action, or gesture based on another person's sex, gender, color, race, religion, national origin, age, disability, sexual orientation, and any other protected characteristic.

#### **ARTICLE XI. FINANCES**

Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and optional contributions for event participation may be authorized by the Board.

#### **ARTICLE XII. AMENDMENT AND ADOPTION OF BYLAWS**

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.