



WEST EDGE NEIGHBORHOOD ASSOCIATION BYLAWS

1 ARTICLE I: NAME

2 The name of this organization shall be the West Edge Neighborhood Association; hereafter referred to as WENA.

3 ARTICLE II: PURPOSE

4 The purpose shall be a nonprofit, non-partisan organization for preserving and improving the neighborhood in
5 accordance with the wishes expressed by the West Edge community. WENA shall strive to:

- 6 • publicize, support, propose, or oppose any action, governmental or otherwise, that affects the neighborhood
7 or its members and inform the appropriate governmental body of the community concern.
- 8 • encourage the participation of West Edge residents in decisions affecting our neighborhood
- 9 • provide a forum for the discussion of pertinent issues.
- 10 • reflect the views and concerns of residents and suggest courses of action based on those concerns.
- 11 • establish and maintain communication within the community relating to areas of concern and community
12 action.
- 13 • establish and maintain relationships with all governmental bodies and agencies that relate to the community's
14 health and welfare.
- 15 • serve as the voice for the West Edge neighborhood in dealing with public/private organizations.
- 16 • join with other appropriate community organizations on issues of mutual concern.

17 ARTICLE III: BOUNDARIES

18 The West Edge neighborhood runs from Columbia Street to Lenora Street, and includes both sides of Second Avenue
19 on the east, and both sides of Western Avenue on the west. The West Edge is home to some of Seattle's most
20 significant landmarks, including Pike Place Market, Seattle Art Museum and Benaroya Hall.

21 ARTICLE IV: ORGANIZATION

22 1. MEMBERSHIP

- 23 a. Active membership shall be open to all persons within the West Edge area as defined in Article III, as
24 established by one of the following: 1) the member's primary residence is in West Edge, 2) ownership or
25 management of a business (one member per business), or 3) representation of a private or public
26 institution or agency (one member per institution or agency).
- 27 b. Only active members, verified by the membership list, shall have the right to one vote per person at
28 general membership meetings. Members who no longer meet the qualifications for membership in IV.1.a
29 shall immediately report their change in status to the Secretary of the Board and will be removed from
30 active member status and their membership status will be changed to associate membership as set forth
31 in IV.1.g.

- 32 c. Voting by proxy is not permitted.
- 33 d. Voting rights are attained 30 days after receipt of annual dues.
- 34 e. Active members under the age of 18 are non-voting members and shall be recognized as associate
- 35 members.
- 36 f. Only active members are eligible to serve on committees or hold office.
- 37 g. Individuals who do not meet the membership criteria of IV.1.a. may become associate members of WENA
- 38 and are entitled to participate in discussions brought before the assembly, but will not have a vote.
- 39 h. Membership expires upon failure to pay dues on or before the due date for such dues (unless payment is
- 40 waived pursuant to IV.2.c below). Individuals whose memberships have expired for failure to pay dues
- 41 are no longer "Active members" and cannot vote.
- 42 2. DUES:
- 43 a. Dues are set by the WENA Board and become effective when approved at subsequent general
- 44 membership meeting with notice.
- 45 b. The annual dues may be changed by majority vote of the members present and voting.
- 46 c. Dues may be waived at the discretion of the Board based on prospective members' ability to pay.
- 47 d. For members who join prior to January 1, 2016, initial dues are due upon joining or within thirty days of
- 48 receiving notice from the Board of the amount of the dues if the amount was not established when the
- 49 member joined, and such initial dues shall be pro-rated through the end of 2015. Beginning January 1,
- 50 2016, annual dues are due January 1 of each year and are not pro-rated.
- 51 3. MEMBERSHIP MEETINGS:
- 52 a. There will be a regular membership meeting of WENA at least once a quarter. Notification for each
- 53 meeting shall be by email. The WENA Board must notify the membership of any changes to the meeting
- 54 venue or time no less than seven calendar days prior to the scheduled meeting.
- 55 b. The time, place, and purpose of each meeting shall be determined by the WENA Board.
- 56 c. At least five active members attending a WENA meeting shall constitute a quorum provided proper notice
- 57 was given.
- 58 d. Special meetings of WENA may be called by the WENA Board for the purpose of providing a forum on
- 59 issues within the scope of the Association's purpose. Special meetings may be called by the President, a
- 60 majority of the WENA Board, or not less than 5% of the active members. The President shall ensure that
- 61 members are properly notified and hold such a meeting not later than one month after being so directed.
- 62 4. ANNUAL MEETING:
- 63 a. The March meeting is designated as the "Annual Meeting" of the Association.
- 64 b. The Annual Meeting agenda includes election of officers and Board members for the new (calendar) year,
- 65 annual reports from committee chairpersons, and adoption of the budget for the following year.
- 66 c. If there should be a lack of quorum (a minimum of five active members) at the Annual Meeting, the Board
- 67 in office at the time shall continue in office, but not for more than six months. During this time, the Board
- 68 shall call for a special election meeting to transact the business that should have been transacted at the
- 69 regular Annual Meeting.
- 70 d. If a quorum is not present at the specially called Annual Meeting, the Board shall hold one more Board
- 71 meeting, at which time it will distribute the assets of the Association and declare the Association
- 72 dissolved.
- 73 5. VOTING
- 74 a. All active members shall sign the membership roster that will be made available at the meeting before
- 75 voting on any issue.
- 76 b. Any motion requires for its adoption only a majority; that is, more than half of the votes cast (ignoring
- 77 abstentions) at a meeting where proper notice has been given, unless a larger vote for its adoption is
- 78 required by the rules of the assembly.
- 79 c. A majority of the WENA Board shall be necessary to constitute a quorum for the transaction of
- 80 Association board business.

81 d. Votes shall be cast by ballot unless it is motioned and agreed to vote by a show of hands, roll call, or
82 general consent "yeas & nays". Elections shall always take vote by ballot.

83 6. NOTICE:

84 a. Official notice of meetings shall be provided to active members, typically seven, but not less than five days nor
85 more than 45 days prior to the meeting. Posting on the WENA website (and via the WENA listserv) shall
86 constitute official notice.

87 **ARTICLE V: WENA BOARD**

88 At the time of formation of WENA, the WENA Board shall consist of the following individuals: Jo Vandersnick-president,
89 Linda Mitchell-vice president, Ben Anderstone-secretary, and Leigh Valentine-treasurer ("Founding Board"), which has
90 adopted these bylaws as of the date set forth in Article IX below. The Founding Board shall have all of the powers that
91 are delegated to the Board under these bylaws. The Vice President and Treasurer from the Founding Board shall
92 serve until replaced by the Vice President and Treasurer elected at the 2016 Annual Meeting. The President and
93 Secretary from the Founding Board shall serve until replaced by the President and Secretary that are elected at the
94 2017 Annual Meeting. If any of the Founding Board members are elected to office at the 2016 or 2017 Annual
95 Meeting, their time spent as a Founding Board member shall not be considered a "term of office" under V.1.d below.

96 The Board of Directors of the Association ("Board") shall consist of the elected Officers (President, Vice-President,
97 Secretary and Treasurer), the appointed standing Committee Chairs, and the appointed representative to the
98 Downtown District Council, all serving two-year terms that begin after the Founding Members' initial terms end. The
99 Board has the duties and powers outlined below. The Board shall also, for the purpose of continuity, include the
100 immediate past president (in cases of such a transition) for a period of no more than one year. The terms shall be
101 staggered with the President and Secretary elected in odd numbered years and Vice President and Treasurer elected
102 in even numbered years.

103 Ad hoc committees or other advisory groups may be appointed (and later dissolved) by the WENA Board to study
104 issues of concern, and prepare reports for discussion and action by the Association as a whole. The Council Board
105 may be expanded as needed by majority vote of the membership.

106 1. ELECTIONS:

- 107 a. An election of WENA Board members shall be held at the Annual Meeting of the Association,
108 beginning in 2016.
- 109 b. A nominating committee of two to three members shall be appointed by the President in January of
110 each year, beginning in 2016. Thereafter, past presidents shall serve on the nominating committee if
111 still active members, with the other appointed members.
- 112 c. Nominations may be made from the floor at the February and Annual Meeting (held in March) with
113 the consent of the person nominated.
- 114 d. Elected WENA officers may only serve two consecutive terms of office.
- 115 e. To be considered for the position of President, a nominee shall have served as a WENA Board Officer
116 for a minimum of 1 year, beginning in 2016, or otherwise demonstrate sufficient knowledge of WENA
117 and community operations to satisfy the nominating committee.
- 118 f. If an Association Board member is appointed to fill a vacancy or they serve an unexpired term, they
119 may elect to run for that or any other Association Board position for two full two-year terms.

120 2. THE PRESIDENT:

- 121 a. shall preside at all meetings and serve as chief executive, coordinating all programs and business of
122 the organization.
- 123 b. shall prepare agendas for all meetings.

- 124 c. shall represent the Association before governmental bodies or agencies to present positions voted
125 on by WENA. The President may assign the representation responsibility to the Vice-President or
126 other members as appropriate.
- 127 d. shall be an ex-officio member of all WENA committees.
- 128 3. THE VICE-PRESIDENT:
- 129 a. shall assume the duties of the President during the absence or disability of the President (provided
130 such disability prevents the President from performing his or her duties, as determined by the
131 Board), and shall carry out such other duties as the President or WENA Board may direct from time
132 to time.
- 133 b. shall represent the Association in meeting with other community organizations.
- 134 c. shall ensure the integrity of votes of the membership.
- 135 4. THE SECRETARY:
- 136 a. shall issue notices for all meetings (other than phone notices and press releases).
- 137 b. shall maintain permanent files of all minutes, unfinished business, and records utilized in the
138 business of the organization.
- 139 c. shall record the minutes of each meeting.
- 140 d. shall maintain active and associate membership lists.
- 141 e. shall be in charge of correspondence and shall maintain the WENA email listserv.
- 142 f. shall be in charge of updating the WENA website and calendar at www.westedgeneighborhood.org
143 with current WENA related events and projects.
- 144 5. THE TREASURER:
- 145 a. shall have joint custody with the President and Vice-President of all monies and securities of the
146 Association, and shall keep regular books of account.
- 147 b. shall maintain accounting records, receive and disburse funds.
- 148 c. The President, Vice-President or Secretary is required to co-sign, with the Treasurer, all checks and
149 authorizations for expenditure.
- 150 d. shall maintain a banking account and shall ensure that all active WENA Board Officers are recognized
151 as co-signers by the institution where the account is held and shall transition responsibility as
152 needed.
- 153 e. Non-budgeted items in excess of \$100 are disbursed only by authority of a majority of the
154 membership voting at a regular or special meeting.
- 155 6. STANDING COMMITTEE CHAIR:
- 156 a. shall be appointed and/or reappointed annually by a majority vote of the elected WENA officers.
- 157 b. shall organize activities, within the scope of their appointments, to assist the Association in
158 addressing pertinent issues.
- 159 c. shall appoint committee members and schedule committee meetings, for their respective
160 committees, as needed.
- 161 d. will provide a report to WENA during regular monthly meetings.
- 162 e. shall make recommendations to the entire WENA Board for action.
- 163 7. DOWNTOWN DISTRICT COUNCIL (DDC) REPRESENTATIVE AND ALTERNATE:
- 164 a. shall be appointed by a majority vote of the Board.
- 165 b. the DDC Representative shall serve as a member of the WENA Board.
- 166 c. shall be open to all active members.
- 167 d. shall attend and represent the interests of WENA at monthly meetings of the DDC, and report back to
168 the WENA Board and/or membership on topics and issues discussed at those meetings.
- 169 e. must not commit the WENA Board and/or membership to any activity or position without the approval
170 of the WENA Board.

171 **ARTICLE VI: VACANCIES, REMOVAL, AND RECALL OF DIRECTORS**

- 172 1. If a Director resigns, becomes ineligible or unable to serve, the Board shall appoint a successor to serve the
173 remainder of the unexpired term.
- 174 2. If a Director is absent from three consecutive Board meetings, at least two of which are regular meetings, the
175 other members of the Board may, by a majority vote, deem that Director unable to serve and declare the
176 position vacant.
- 177 3. Any active member has the right to initiate a “no confidence” election for the purpose of recalling a Board
178 member. A petition for such recall must be presented to the Board, signed by at least 10% of all of the Active
179 Members or a two-thirds majority of the Board. Upon presentation of such a valid petition, the Board will
180 either schedule a special general meeting of the voting members for purposes of voting on whether to recall
181 the Board member or place the recall issue on the agenda for a vote at the next scheduled meeting of the
182 Active Members. A three-fifths (3/5) majority of votes cast is required to sustain a recall motion.

183 **ARTICLE VII: COMMITTEES**

- 184 1. Committees shall be classified as standing committees or special committees. The WENA standing committees
185 and their duties shall be:
- 186 a. Planning and Land Use Committee: to engage ongoing neighborhood development activities and to
187 proactively engage in community planning and development using existing City and Neighborhood
188 plans, including but not limited to zoning, parks, construction mitigation, and design review.
- 189 b. Public Safety Committee: to engage in neighborhood safety issues and emergency preparedness.
190 Work with existing community/public safety groups and local police/fire personnel.
- 191 c. Public Outreach Committee: to engage community neighbors on matters involving WENA, solicit
192 community involvement with WENA, manage WENA social events, liaison with other community social
193 groups, and update social events calendar, including events not directly associated with WENA.
- 194 d. Transportation Committee: to engage in neighborhood transportation issues as they relate to
195 pedestrian, bicycle, transit, and roadway improvements, including but not limited to: sidewalks,
196 crosswalks, bicycle lanes, mass transit, construction mitigation, and traffic calming devices.
- 197 e. Public Realm Committee: to improve the overall streetscape and create a sense of place in the
198 neighborhood, work to incorporate green space and art, mixed-use spaces, and improve
199 connections between major destination points in the West Edge and between nearby neighborhoods.
- 200 2. Committee chairs shall be appointed by a majority vote of the Board and serve as members of the WENA
201 Board.
- 202 3. Committees shall make recommendations for action to the WENA Board. The WENA Board shall be
203 responsible for determining whether Committee recommendations shall be presented for vote by the
204 membership.
- 205 4. Membership on each committee and chair position shall be open to all active members.
- 206 5. Committees, unless granted specific authority by the Board, shall not release any report, resolution or
207 communication to any person, agency, organization or media outlet, which purports to be a consensus of the
208 Association or any segment thereof.

209 **ARTICLE VIII: POWERS & RESPONSIBILITIES OF THE WENA BOARD**

210 The management of all of the affairs, property, and interest of WENA shall be vested in the WENA Board. In addition,
211 the WENA Board:

- 212 1. shall have the power upon the date of formation of WENA to adopt the initial Bylaws, subject to amendment,
213 alteration or repeal or adoption of new bylaws as set forth in Article IX below
- 214 2. shall have the power to fill all vacancies among the Board Officers for the full unexpired term and approve a
215 Standing Committee Chair by a majority vote.

- 216 3. may establish ad hoc committees from time to time to study and report on issues of concern for public
217 discussion and action by the Association.
- 218 4. may propose the dues for future years, and may set new rates with approval from the general membership.
- 219 5. may adjust the Association boundaries under the provisions of Article III.
- 220 6. shall meet, in person or telephonically, at least ten times a year.
- 221 7. shall establish monthly meeting agenda topics and email agenda to all WENA members prior to the meeting.
222 Time-sensitive new agenda items that could not have reasonably been known at the time the agenda was
223 distributed may be added to the agenda by majority vote at the beginning of the meeting.
- 224 8. Have other powers and responsibilities as defined in these bylaws.

225 The Board is the authorized representative of WENA shall have the authority to act on behalf of the Association in the
226 event an issue cannot be brought before a regularly scheduled meeting of WENA. The President shall report on all
227 actions of the Board at each membership meeting.

228 Any Board member who has a direct financial interest in an issue before the Board and who stands to gain personally
229 from Board action shall disclose their interest and disqualify themselves from voting. Failure to disclose any possible
230 conflict of interest shall be grounds for removal from office by a majority vote of the Board.

231 **ARTICLE IX: AMENDMENTS**

- 232 1. The Founding Board has the power and authority to adopt the initial bylaws.
- 233 2. The power to amend, alter or repeal these bylaws or adopt new bylaws shall be vested in WENA. A selected
234 bylaws Committee, selected by the WENA Board and voted on by the general members shall conduct review of
235 the bylaws every two years.
- 236 3. These bylaws may be amended after proposed amendments of the bylaws have been distributed to voting
237 members of WENA thirty (30) days before the scheduled meeting when such amendments are to be read and
238 voted upon. Distribution will be by email and posting on the WENA website.
- 239 4. Amendments to these bylaws may be proposed by submitting the text of the suggested revision in writing at
240 any general meeting. If a majority of those present and voting support the suggested revision, notice of the
241 proposed amendment shall be provided to the membership, and the proposal placed on the agenda for the
242 next general meeting.
- 243 5. The bylaws may be amended at such meetings of WENA by a majority of the members voting, provided that
244 one-half of the WENA Board and not less than a quorum of the Association Membership are present.

245 **ARTICLE X: NONDISCRIMINATION AND AFFIRMATIVE ACTION**

246 WENA strives to provide an opportunity for all persons who are eligible for membership to participate that is free from
247 discrimination on the basis of race, color, sex, marital status, sexual orientation, political ideology, age, creed, religion,
248 ancestry, national origin, or the presence of any sensory, mental, or physical disability. If a reasonable accommodation
249 is needed in order for a member with a disability to participate in WENA, the request for accommodation should be
250 submitted to the President or Vice-President as soon as the need for accommodation becomes known to the member
251 so that the request can be evaluated in a timely manner.

252 **ARTICLE XI: RULES OF ORDER**

- 253 1. The rules contained in "Robert's Rules of Order Revised" shall govern in all cases in which they are not
254 inconsistent with the bylaws.

- 255 2. *“Robert’s Rules of Order Revised”* shall apply at all meetings unless waived by a two-thirds majority or
256 superseded by the bylaws. The President reserves the right to temporarily suspend *“Robert’s Rules of Order*
257 *Revised”* at the beginning of a meeting.

258 **ARTICLE XII: INDEMNIFICATION**

259 Executive officers and committee chairs shall be indemnified by WENA for actions taken in good faith consistent with
260 the bylaws; however, if WENA as an organization does not have the funds available to provide such indemnification, the
261 members of WENA are not obligated to individually provide for or contribute to such indemnification.

262 **ARTICLE XIII: DISSOLUTION**

- 263 1. WENA will be dissolved if there is a failure to elect a President and Vice President at the Annual Meeting.
264 2. WENA may be dissolved by a majority vote at a regular meeting where at least five members are present.
265 3. If WENA remains inactive for more than a calendar year, any funds remaining in the WENA bank account shall
266 be donated to the Pike Place Market Foundation.
267 4. On dissolution, any funds that remain after paying any amounts owed by WENA and any other assets of WENA
268 shall be donated to the Pike Place Market Foundation or, if it no longer exists, a nonprofit selected by the
269 Board.

270 **Article IX: RECORD OF ADOPTION AND REVISIONS**

- 271 1. DATE – bylaws originally adopted by founding Board

272 President/Jo Vandersnick:
273 Vice President & DRC Representative/Linda Mitchell:
274 Secretary/Ben Anderstone:
275 Treasurer/Leigh Valentine:
276 Planning and Land Use Committee Chair/William Justen:
277 Transportation Committee Chair/Brian Estes:
278 Public Safety Committee Chair: vacant
279 Public Outreach Committee Chair: vacant
280 Public Realm Committee Chair: vacant