

## **THORNTON CREEK ALLIANCE BYLAWS**

**APPROVED JANUARY 20, 2011, MEADOWBROOK COMMUNITY CENTER**

### **ARTICLE I**

#### **PURPOSE**

**THORNTON CREEK ALLIANCE (TCA)** is an all-volunteer grassroots, nonprofit organization dedicated to preserving and restoring an ecological balance throughout the Thornton Creek watershed. Our goal is to benefit the watershed by encouraging individuals, neighborhoods, schools, groups, businesses, agencies, and government to work together in addressing the environmental restoration of the creek system including: water quality, stabilization of water flow, flood prevention, and habitat improvement through education, collaboration, and community involvement.

### **ARTICLE II**

#### **MEMBERSHIP**

- A. Application for voting membership is open to any person who supports the purposes of TCA. Membership shall be granted upon receipt of a completed membership application with annual dues, and upon approval by the Executive Board at its next meeting. Continued membership is contingent upon being up-to-date on membership dues.
- B. Annual dues and categories of membership shall be established and adjusted from time to time by a majority vote of the membership following recommendation of the Executive Board. Each designated member shall have a vote. Dues shall be payable in advance of each year of membership.
- C. Separate non-voting categories of membership may be extended to businesses and organizations. (RCW 23.03.065)
- D. Participation by members is critical to achieving the goals and objectives of Thornton Creek Alliance. To that end, members are encouraged to be present and active at General Meetings and programs.
- E. A member's rights may be suspended by a majority vote of the Executive Board. Any such suspension will continue until ratified by the membership according to the terms of Article II F.

- F. Expulsion from membership of TCA requires a majority vote of the general membership following due notice from the Executive Board explaining the intent to expel and the time and place of the meeting.

**ARTICLE III**

**VOTING**

- A. Each designated member in good standing shall have one vote on each matter submitted to a vote of the general membership. Voting is not required except when specified in the bylaws or required by state law.
- B. **QUORUM - GENERAL MEMBERSHIP:** For the purpose of conducting business and/or casting votes, a quorum of the general membership shall be 10 members when the membership is less than 100 designated members and 10% when the membership is 100 or more.
- C. **MAJORITY:** On any issue put for a vote before the membership and/or the Executive Board, a majority (more than half those casting votes) shall be required. Votes may only be conducted at a meeting where a quorum is present. Voting is not required except when specified in the bylaws or required by state law.

**ARTICLE IV**

**OFFICERS**

A. **DUTIES OF OFFICERS**

- 1. **PRESIDENT:** Duties shall include providing leadership in pursuing the goals and objectives of the organization, presiding over meetings, overseeing development and implementation of annual work plan and budget, being a signatory of the bank account(s), signing or approving correspondence, and serving as an ex officio member of the organization's committees.
- 2. **FIRST VICE PRESIDENT:** Duties shall include assuming duties of the President in the President's absence, being a signatory on the the bank account(s) and additional tasks as designated by the Executive Board &/or President.
- 3. **MEMBERSHIP VICE PRESIDENT:** Duties shall include matters relating to recruiting and maintaining membership; including assisting Secretary in maintenance of membership roster.
- 4. **PROGRAM VICE PRESIDENT:** Duties shall include development and planning of educational opportunities, programs, and meetings.

5. **SECRETARY:** Duties shall include recording minutes of the Executive Board and General Membership meetings. Additional duties that may be delegated to others, but by Washington State regulations fall within the purview of the Secretary: maintaining a current list of members including names, addresses, and preferred method of notification, providing notification of meetings; collecting and distributing mail in a timely manner; maintaining a record of correspondence; and keeping records of the organization as required by state law. (RCW 24.03.135)

6. **TREASURER:** Duties shall include assisting in developing budget, oversight and management of financial records, and being a signatory on TCA's bank account(s).

From time to time TCA may acquire responsibility for managing grant money from various sources. The treasurer shall establish and maintain financial records consistent with standard accounting practice in order to ensure separation of grant money from general TCA funds.

**B. TERMS OF OFFICE**

1. Each elected officer shall serve for a term of two years unless circumstances, such as withdrawal from office or unavoidable postponement of elections, dictate otherwise. The President and First Vice President shall serve no more than two consecutive terms, but may serve additional terms after an interval of at least one term. Any other officer may be elected for unlimited consecutive terms.

2. The President, First Vice President, and the Secretary will be elected in even numbered years and the Membership Vice President, Program Vice President, and Treasurer will be elected in odd numbered years.

3. Any members of the Executive Board who are not officers shall serve a two-year term from the date of their election and may serve subsequent terms. Up to five of these positions will be filled in even numbered years and the up to five will be filled in odd numbered years.

**C. VACANCIES:** A vacancy in an office may be filled by the Executive Board on a pro tem basis. The Executive Board may also appoint people to fill non-officer vacancies on the Executive Board. After due notice, at a scheduled general membership meeting or at a special meeting, a majority vote shall confirm or reject the appointment. (RCW 24.03.105)

**D. REMOVAL:** Any officer or member of the Executive Board may be removed, by a majority of the general membership, following due notice explaining the intent to expel and the time and place of the meeting. (RCW 24.03.103)

**E. INDEMNIFICATION:** To the fullest extent permitted by the laws of State of Washington, including future amendments of those laws, TCA shall indemnify and hold

harmless each officer and member of the Executive Board against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

1. Any breach of such person's duty or loyalty to the organization;
2. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his/her conduct was unlawful;
3. Any transaction from which such person derived any improper personal benefit.

## **ARTICLE V**

### **ELECTIONS**

- A. **ANNUAL ELECTIONS:** Elections for officers and non-officer members of the Executive Board shall be held at the Annual General Membership Meeting. Officers shall assume their duties at the close of the meeting
- B. **NOMINATING COMMITTEE:** A Nominating Committee of at least three members shall be appointed by the Executive Board a minimum of 60 days prior to the election. The Executive Board may appoint the chairperson or the committee may select its own chairperson.
- C. **ELECTIONS COMMITTEE:** An Elections Committee shall be appointed by the Executive Board a minimum of 60 days prior to the election and may or may not include the same members as the Nominating Committee. The Elections Committee is responsible for preparing, distributing, and tallying ballots and all other matters pertaining to the election.
- D. **SLATE:** The goal of the Nominating Committee is to present a slate of at least one candidate for each open office and non-officer position on the Executive Board. Members may self-nominate and/or nominations may come from the general membership by submitting names by mail or electronic transmittal (email) to the Executive Board no later than 45 days before the election meeting.
- E. **NOTICE:** The general membership will be notified of all nominees (slated, self-nominated, or otherwise) at least 30 days prior to elections along with notification and agenda for the Annual Meeting.

- F. **RUNOFF ELECTIONS:** When no candidate receives a majority vote, the candidate receiving the fewest votes is removed from the ballot, and the vote is repeated. This process is repeated until one candidate receives a majority vote.

## **ARTICLE VI**

### **EXECUTIVE BOARD**

- A. Responsibility for the affairs of the organization shall reside with the Officers, which shall consist of a President, First Vice President, Membership Vice President, Program Vice President, Secretary, and Treasurer.
- B. There shall be an Executive Board consisting of the Officers and up to ten (10) members. Any of the ten members who are non-officers may be elected by a majority vote of the members present at a General Membership Meeting. The Executive Board may fill vacancies.
- C. Members who chair a committee or serve as formal TCA community liaisons will be invited to serve as ex-officio members the Executive Board.
- D. For the purpose of conducting business and/or casting votes, a quorum of the Executive Board shall be four members and the President or a Vice President for a total of 5.
- F. The Annual Work Plan and Budget as approved by the Executive Board shall be presented at the next General Membership Meeting following the Annual Meeting during which elections were held.
- G. **EXECUTIVE BOARD MEETINGS:** Regular attendance at meetings is a critical responsibility of each Executive Board member. From time to time it may become necessary to make special arrangements to allow for full participation. One or more Executive Board members may participate in a meeting of the Executive Board by means of conference telephone, interactive computer network, or similar communications equipment with which all persons participating in the meeting can communicate with each other. (RCW 24.03.75)

## **ARTICLE VII**

### **MEETINGS**

- A. General Membership Meetings shall occur at a minimum four times per year. Place, time, educational program, and meeting agenda shall be well publicized and the meetings shall be open to the public to further TCA's goals of increasing community involvement through education and collaboration.

- B. **DUE NOTICE:** Written or printed notice, or notice by electronic transmission when consent has been granted, stating the place, date, time, and agenda shall be delivered not less than 14 days before the date in the manner designated by each member.
  - 1. Meeting notice may also be posted on the TCA web site.
  - 2. Responsibility falls on each member to maintain and make known a current postal address or electronic transmission address. (RCW 24.06.105)
- C. Occasionally emergencies, problems, or opportunities arise which dictate the quick response of the Executive Board on behalf of TCA. Should this occur, the Executive Board is empowered to conduct the business. Such action taken shall be presented at the next General Membership Meeting.
- D. Special meetings of the Executive Board for the purpose of conducting urgent business may be called by:
  - 1. The President,
  - 2. A quorum of the Executive Board, or
  - 3. A petition signed by at least 10 members and presented to the Secretary.

## **ARTICLE VIII**

### **COMMITTEES**

- A. **NOMINATING COMMITTEE:** See Article V B.
- B. **EXECUTIVE COMMITTEE (Executive Board):** See Article VI.
- C. **COMMITTEES:** Other committees may be established or eliminated by the Executive Board from time to time as the need arises.
- D. **Committee Chairpersons** report to the Executive Board. (RCW 24.03.115)
- E. It is the responsibility of each Committee to maintain a record of procedures, minutes of meetings, and to provide summary reports to the general membership when called upon by the Executive Board.
- F. **Emergency expenditures**, as determined by the Executive Board, must be approved by a majority of the Executive Board without a vote by the membership. No emergency expenditure shall exceed \$300. The Membership shall be notified of such action at the next membership meeting.

**ARTICLE IX**

**BYLAWS**

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Executive Board. (RCW 24.03.070) The Bylaws Committee shall be appointed by the Executive Board. Proposed alternatives, amendments, or repeal and replacement with new bylaws requires a majority vote of the members in attendance at any general membership meeting for which 14 days' notice of the proposal has been given.

**ARTICLE X**

**DISSOLUTION**

In the event TCA should fall dormant, the Executive Board shall dissolve TCA and distribute any assets over and above those required to pay off any legitimate indebtedness of TCA to a 501(c)(3) not-for-profit wildlife habitat preservation or conservation organization.

**ARTICLE XI**

**SEVERABILITY**

If a court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence, paragraph, section or part of these Bylaws, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of these Bylaws, but the effect thereof shall be confined to the clause, sentence, paragraph, section or part of these Bylaws so adjudged to be invalid or unconstitutional. (RCW 24.03.910)

SIGNED Frank I. Backus January 20, 2011  
FRANK I BACKUS MD, PRESIDENT