

## CLINTON COMMUNITY COUNCIL

### BYLAWS

#### ARTICLE I

##### NAME

1.1 The official name of this non-profit corporation shall be the Clinton Community Council.

#### ARTICLE II

##### PURPOSE

2.1 Background - The Clinton Community Council was formed as an outgrowth of the Clinton Future Search Conference held in January 2012. The purpose of this community council is to carry forward the momentum created through the Future Search Conference on behalf of the Clinton community. The Clinton Community Council will:

2.1.1 Facilitate communication and discussion of interests and issues within the Clinton community through sponsoring community meetings, dissemination of information, and other appropriate means.

2.1.2 Facilitate communication between the Clinton Community, Island County and other governmental entities regarding community goals and proposed governmental actions affecting the community.

2.1.3 Provide a formal representative organization to serve as the voice of Clinton in advocating for the interests and benefit of Clinton.

2.1.4 Continue to work with Island County to achieve the vision for Clinton that identifies those qualities to be preserved and enhanced, and the actions needed to ensure that the goals of the community are carried out.

2.2 The creation of the Clinton Community Council is not intended to diminish the importance of existing community organizations or individuals in their participation in community affairs. In general, the Community Council is asked to take the big picture, long- range view for the benefit of Clinton.

2.3 The Clinton Community Council shall be a non-partisan organization.

2.4 Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in 501(c)(3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under the IRC 501(c)(3) or corresponding provisions of any subsequent Federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services

rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

2.5 No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC 501(h)] or participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

### ARTICLE III

#### COMMUNITY COUNCIL STRUCTURE AND COMPOSITION

3.1 Membership on the community council shall be open to persons who are residents, property owners, and/or own a place of business in the Clinton community and are interested in exploring community issues and projects with the intent to expand upon and improve community conditions. The "Clinton community" is defined by the Clinton postal code. The council may make exceptions to the above criteria, based on a majority vote of the Council for service on the community council in cases where it will enhance the workings of the council.

3.2. The Community Council shall be composed of thirteen (13) members, broken down as follows:

3.2.1 Organization representation- Eight (8) Members

- a. Clinton Chamber of Commerce
- b. Clinton Water District
- c. Clinton Progressive Association
- d. South Whidbey School District
- e. Friends of the Clinton Library
- f. Port District of South Whidbey
- g. Clinton Ferry Advisory Committee
- h. South Whidbey Park and Recreation District

3.2.1.1 These organization representatives shall be selected by their respective organizations.

3.2.1.2 These Organizations may be changed by the Community Council in the event an organization chooses not to participate, no representatives are selected by one or more of the organizations, or participation of other organizations is sought.

3.2.1.3 The organizations listed in Section 3.2.1 of these bylaws shall make every effort to adhere to the criteria in Section 3.1 above.

### 3.2.2 At-Large Positions

3.2.2.1 Five (5) positions shall be designated as At-Large positions. Eligibility for appointment to the community council is set forth in Section 3.1 above. The openings for these positions shall be advertised in the community and application forms made available.

3.2.2.2 Vacancies in At-Large council member positions may be filled at any regular or special meeting of the community council.

3.2.2.3 At-Large members shall serve two (2) year terms, such that one-half of the Council positions are open each year. Members shall be limited to three (3) terms.

### 3.3 Non-Voting Membership

The Community Council may decide to appoint non-voting members, who may participate in Community Council deliberations but shall not be voting members.

### 3.4 Attendance

All Community Council members are expected to attend regularly scheduled meetings. More than three (3) unexcused absences in a twelve-month period may result in removal of the member from the Community Council. Removal will be by a majority vote of the Council. Organizations will then be asked to select another representative or an At-Large position will be filled by Council appointment until the next annual meeting, where an election will be held.

## ARTICLE IV

### OFFICERS

4.1 The leadership of the Community Council shall be composed of the following: President, Vice-President, Secretary, and Treasurer, and past President.

4.2 The officer terms are for two years, and the officers are chosen by a vote of the Community Council members At the January board meeting. Officers may serve no more than three consecutive terms of office. Officer position vacancies shall be filled by the Community Council for the balance of the term of the office.

### 4.3 Responsibilities of the officers:

4.3.1 The President shall be responsible for: meeting agenda preparation; lead and guide the conduct of Council and community meetings; be the official representative of the Community Council; and be the official spokesperson to the media.

4.3.2 The Vice-President will, in the absence of the President, assume the President's responsibilities and other such responsibilities as may be assigned by the President or Community Council.

4.3.3 The Secretary shall: take the summary minutes of Community Council meetings; see that the minutes are posted in a timely manner for public consumption; be the custodian of all records pertaining to the organization; ensure the proper distribution of notices of all Council meetings and other official activities; and attend to the correspondence for the organization.

4.3.4 The Treasurer shall receive all monies for the organization; keep record of all financial transactions; make payments; and prepare financial reports and documents required of the organization by its own procedures or by governmental organizations.

4.3.5 The Past President shall serve for a period of up to two years and shall provide input and advice based on previous experience as an officer of the organization.

## ARTICLE V

### COMMITTEES

5.1 Committees may be formed to assist the Community Council to carry out its responsibilities. The President will appoint the leader of each committee.

5.2 Standing Committees are:

- a. Legislative (County, State, Federal Liaisons)
- b. Community Engagement

5.3 The Community Council may create other committees (standing or ad hoc) as needed.

5.4 Community council members shall provide oversight of the work of the committees.

5.5 Membership on the committees is open to board members and community members. The chair of each committee will select the Committee members.

5.6 The chairs of all committees are responsible to the Community Council and, as such, shall keep the Community Council informed of their activities by such means as set forth by the Community Council.

## ARTICLE VI

### MEETINGS

#### 6.1 Regular Meetings

The Community Council shall establish a minimum of 10 (ten) monthly meetings per year on the last Monday of the month or as specified by the Council. The Council will hold a minimum of 2 (two) community meetings per year (ref 2.1.1)

#### 6.2 Public Notice

The Community Council will give 7 days' notice of meetings to Council members through email, posting on the website, the news media. The notice shall include the time and place of meetings, and agenda.

### 6.3 Quorum

A majority of the filled positions on the Community Council will constitute a quorum for the transaction of business at meetings. Actions by the Community Council shall be by a majority of those present and voting.

### 6.4 Special Meetings

Special Council meetings may be called by the President or one-third (1/3) of the Council Members. Public notice will be given to all Council members and the general public not less than 24 hours in advance of the special meeting of the meeting time and place and the subject(s) of discussion.

### 6.5 Minutes

Minutes shall be taken of all Community Council and committee meetings. Community Council minutes shall be made available to the public in accordance with procedures established consistent with Article 4.3.3.

## ARTICLE VII

### CONFLICT OF INTEREST POLICY

7.1 Duty to Corporation. Every Board and committee member shall make decisions and carry out his or her oversight responsibilities in the best interests of the Corporation.

7.2 Interested Person. An Interested Person is anyone who has a financial interest, either directly or through family or business relationships, in a compensation arrangement with the Corporation or in an entity with which the Corporation is considering entering into a transaction.

7.3 Appearance of a Conflict of Interest. The appearance of a conflict of interest occurs when a reasonable person might have the impression, after full disclosure of the facts, that a member's judgment might be significantly influenced by outside interests, even though the member is not an Interested Person.

7.4 Disclosure. Any member of the Board of Directors or a committee with powers delegated to it by the Board of Directors who believes he or she is an Interested Person or might appear to have a conflict of interest with regard to any matter coming before the Board or such committee must disclose the existence of the interest or apparent conflict to the Board or committee.

7.5 Voluntary Recusal. If such a member believes his or her interest in a matter constitutes either a conflict of interest or the appearance of a conflict of interest, he or she shall recuse herself or himself from any discussion related to the matter and from voting on the matter.

7.6 Recusal by Board or Committee. If the member does not voluntarily recuse herself or himself, any Board member or committee member may request that the Board or committee determine whether such member should be recused. Such member shall not be present during the discussion and vote on the recusal and may not be counted in determining the existence of a quorum at the time of such vote. In making the decision as to recusal, the Board or committee shall keep in mind that it is the

Corporation's policy to avoid the appearance of a conflict of interest. If a majority of the Board or committee votes for recusal, a quorum being present, the member shall be immediately recused. The results of the vote shall be recorded in the minutes of the meeting.

7.7 Recused Members. A recused Board member or committee member shall not be present during the discussion of the matter in regard to which he or she has been recused and shall not participate in the vote on such matter.

7.8 Agreement to Comply. Upon joining the Board of Directors or of a committee with powers delegated by the Board of Directors, each new member shall be given a copy of this conflict-of-interest policy and shall sign a document stating that he or she has read and understood the policy and agrees to comply.

## ARTICLE VII

### AMENDMENT OF BYLAWS

8.1 The BYLAWS may be amended by a two-thirds (2/3) vote of the Community Council members present and voting at a regularly scheduled meeting of the Community Council, provided that the proposed amendment(s) have been presented in writing and reviewed at the previous Community Council meeting.

## ARTICLE IX

### RULES OF PARLIAMENTARY PROCEDURE

9.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these BYLAWS or any special rules of order the Council may adopt.

## ARTICLE XI

### LIMITATION OF LIABILITY

10.1 Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties.

10.2 Volunteers. No volunteer of the organization shall be liable for harm caused by his/her act or omission so long as: a) the volunteer was acting within the scope of

his/her responsibilities, b) harm was not caused by willful criminal misconduct or gross negligence, c) harm was not caused by the operation of a vehicle for which a license and insurance is required by State law, d) the organization may be held liable in the volunteer's stead, and e) insurance in the amount required by State law is in place (per Volunteer Protection Act of 1997, 42 USC 14501 and RCW 4.24.670.

ARTICLE XI

DISSOLUTION OF THE ORGANIZATION

12.1 Upon the dissolution of the organization, the Community Council shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all of the assets of the Community Council exclusively for the purpose of the Community Council in such manner or to such organization or organizations and operated exclusively for the same purposes as shall at the time qualify as an exempt organization under the appropriate section of the Internal Revenue Code.

ADOPTION

BYLAWS are in full force and effect when approved by the Clinton Community Council.

BYLAWS APPROVAL

<u>August 29, 2022</u>	<u>Date</u>
<u>David Hoogerwerf</u>	<u>President</u>
<u>Carol Flax</u>	<u>Secretary</u>