

East Whatcom Community Council By-Laws

Article 1 - General

Section 1: Name of the Organization

- A. The East Whatcom Community Council (EWCC)

Section 2: Mission Statement

- A. We promote a stronger sense of community cohesiveness within the East Whatcom County Region.

Section 3: Purpose Statement

- A. We make space available for a wide variety of activities and services that enhance the quality of life within the East Whatcom County community. We serve the public with the assets we have. We support staff in their work. We accept and respond to feedback from the community.

Section 4: Limitations Statement

- A. The EWCC is to execute the mission of the EWCC within the contractual agreements between the Opportunity Council (OC), Whatcom County Parks & Recreation District Policies, Whatcom County Code, and the laws of the State of Washington.

Article II - Membership

Section 1: Definition of EWCC Membership

- A. All residents that live inside the East County Region of Whatcom County, State of Washington, and wish to participate in the EWCC.

Section 2: Definition of East Whatcom County REgion of Whatcom County

- A. The Region of Whatcom County served by the EWCC is defined by the following boundaries:
 1. North: the Canadian Border
 2. West: Follow the western boundary of the Foothills Subarea Plan to the Nooksack River east of Deming and then along Stewart Mt south to the Whatcom County Line.
 3. South: Whatcom County Line east to the Mt Baker National Forest Boundary.
 4. East: Mt Baker National Forest Boundary to Canadian Border.

Article III – Membership Meetings

Section 1: General EWCC Membership Meetings

- A. One General Membership Meeting, open to all members and the general public, shall be held in the spring of each year. The Board of Directors shall determine meeting dates, times and agenda.

Section 2: Special EWCC Meetings

- A. The Chairperson, or in her/his absence, the ranking officer, four (4) Board Members, or the Opportunity Council (OppCo) may call special meeting that are open to all members.
- B. The Chairperson, or the ranking officer, shall identify agenda items.
- C. The Chairperson, or ranking officer, shall set the date and time of the special meetings.

Section 3: Notice of EWCC Meetings

- A. Members shall receive notification of EWCC meetings at least 10 days in advance.

Article IV – Governance

Section 1: EWCC Board of Directors

- A. The governance of the EWCC, its policy decisions, scope of work, control of its property and the responsibility for its adequate financing and budgeting, shall be vested in a Board of Directors. Such entity shall consist of twelve (12) elected members.
- B. The OppCo Executive Director, or designate, shall serve the Board of Directors in a non-voting advisory capacity.
- C. The immediate Past Chairperson shall serve the Board of Directors in a non-voting, advisory capacity for at least one (1) year, even if her/his 3-year term has expired. Should the immediate Past Chairperson decline, the duties shall default to the previous Past Chairperson.
- D. A minimum of four (4) Directors shall be elected on an annual basis for three (3) year staggered terms.

Section 2: EWCC Board of Directors Duties

- A. The Board of Directors is responsible for formulating and adopting policy and establishing procedures for operation of the EWCC including an Operational Methods Policy and Procedure Manual and an Annual Operating Budget.

Section 3: Election of EWCC Directors

- A. The election of Directors shall be held annually at the General Membership Meeting.

Section 4: Nominating Candidates for Directors

- A. At least sixty (60) days prior to the EWCC General Membership Meeting, the Vice-Chairperson, acting as Chair of the Nominating and Elections Committee, shall appoint two

(2) members to serve jointly as the Nominating and Elections Committee. The immediate Past Chairperson shall serve as an advisory member of the Nominating and Elections Committee.

B. At least thirty (30) days before the General Membership Meeting, the Chair of the Nominating and Elections Committee shall present a list of not less than four (4) members who have consented to the presentation of their names as candidates for the position of Director to the Chairperson.

C. The Chair of the Nominating and Elections Committee, or designate, shall commence immediately to inform the membership of the list of candidates for the Board of Directors concurrent with an invitation to attend the General Membership Meeting.

Section 5: Election Ballots

A. All voting at the General Membership Meeting shall be executed upon the Official Ballots furnished by the Nominations and Election Committee.

Section 6: Election of Directors

A. The Nominations & Election Committee shall be responsible for holding the election of Directors at the General Membership Meeting and counting the ballots. The number of candidates receiving the highest number of votes corresponding with the number of vacancies to be elected shall be declared Directors of the Board.

B. Candidates elected to the position of Director shall be announced prior the end of the General Membership Meeting without reference to the number of votes received.

C. In the case of a tie among candidates where only one of the candidates can become a Director, a second round of the election shall be conducted. The candidate with the most votes shall be declared a Director of the Board.

D. Within at least seven (7) days after the General Membership Meeting, the Chair of the Nominating and Elections Committee, or designate, shall inform the community of the election results.

Section 7: Effective Date of Elected Directors

A. Each newly elected Director shall automatically become vested with the authority, duties and responsibilities of a Director of the Board when the first Board of Directors Meeting convenes following the General Membership Meeting.

B. The authority and obligations of all retiring Directors shall automatically cease when the first Board of Directors meeting convenes following the General Membership Meeting, with the exception of the immediate Past Chairperson.

Section 8: EWCC Board of Directors Meetings

A. Meetings of the Board of Directors shall be held regularly, at a minimum of once per calendar month on a fixed day. Special meetings of the Board of Directors may be called at any time by the Chairperson, or in her/his absence, the ranking officer, or upon the receipt of a request of four (4) or more Directors, or a request of OppCo.

B. All Board meetings shall be open to all members unless otherwise designated by the Board of Directors.

Section 9: Quorum Necessary to Conduct Business

A. A minimum of seven (7) Directors shall constitute a Quorum for any Council Board meeting.

Section 10: Salaries/Compensation Prohibition for Directors

A. No Member of the Board of Directors shall receive any salary, stipend, or other financial compensation, commodity, trade goods/services, or other consideration of value from EWCC activities during their term of office.

Section 11: Termination of Directors

A. Directors are encouraged to contact the Chairperson at least 24-hours prior to a Board of Directors meeting should they be unable to attend.

B. The absence of any Director from three (3) consecutive meetings of the Board, without a reasonable excuse, shall result in a notification from the Chairperson requesting her/his resignation from the office of Director.

C. A Director of the Board may be asked to resign by a majority vote of the Board of Directors for conduct unbecoming to, or actions damaging to the purposes, mission or reputation of the EWCC. This Director shall be notified of such Board action by US mail, with Signature Confirmation. Should said Director challenge such action in written form to the Chairperson within 30 days of the date of the mail with Signature Confirmation, the immediate Past Chairperson shall select five (5) members to form a Findings Panel for the purpose of hearing all sides of the dispute.

D. The Findings Panel shall select a chair and he/she shall conduct a thorough hearing involving only the challenging Director, representatives of the Board of Directors and involved members. The Findings Panel has the authority to request additional information from other members and OppCo employees.

E. Following the hearing, the Findings Panel shall withdraw into executive session to privately discuss the issues raised and arrive at a decision by majority vote. All information produced by the Findings Panel shall remain private and members shall not disclose content from the executive session. The decision by the Findings Panel shall be final.

Section 12: Filling Director Vacancies

A. Vacancies on the Board of Directors shall be filled with a candidate recommended by the Vice Chairperson that has consented to the presentation of his/her name by a majority vote of the Board of Directors.

Section 13: Indemnification

A. The East Whatcom Community Council (EWCC) obligation to hold Directors, the Opportunity Council (OppCo) and their affiliates, officers, employees, or representatives harmless shall be limited in substance by statutes and constitutional provisions designed to protect the exposure and liability of the East Whatcom Regional Resource Center (EWRRRC) as an instrumentality of the State of Washington so that its liability to indemnify, defend and hold harmless shall not exceed what might have been its liability to a claimant if sued directly by the claimant in Washington and all appropriate defenses had been raised by the EWCC.

Article V - Officers

Section 1: EWCC Officers

A. The officers of the EWCC shall consist of Chairperson, Vice Chairperson, Secretary and Treasurer and shall be elected from the Board of Directors.

Section 2: Election of Officers

A. The election of officers, chaired by the immediate past Chairperson, shall be the initial agenda item of the first meeting of the Board of Directors immediately following the election of Directors.

B. A simple majority of Directors present shall elect the officers.

Section 3: Term of Office

A. The term of office for the officers shall be one (1) year in duration.

B. Directors may not hold more than one office at a time.

Section 4: Duties of Officers

A. The duties of all officers shall be those usually performed by such officers and as defined below.

1) EWCC Chairperson:

- a) Convenes meetings and solicits Board of Directors, Committee Chairs and Opportunity Council staff to develop meeting agendas.
- b) Facilitates EWCC and Board of Directors meetings.
- c) Selects, with the approval of the Board of Directors, all Committee Chairs.
- d) Charges each committee with a scope of work, objectives, and the necessary authority to accomplish the appropriate tasks.
- e) Accepts the list of candidates for the position of Director from the Nominations and Election Committee.
- f) Speaks on behalf of the EWCC, reflecting the view of the Board of Directors.

2) EWCC Vice-Chairperson:

- a) Facilitates, in the absence of the Chairperson, EWCC and Board of Directors meetings and performs other duties of the Chairperson.
- b) Chairs the Nominations and Elections Committee.
- c) Identifies candidates to fill vacancies on the Board of Directors

3) EWCC Secretary:

- a) Takes meeting minutes and organizes other formal EWCC and Board of Directors documents.
- b) Distributes meeting minutes to Directors and OppCo staff one (1) week prior to the next scheduled meeting.
- c) Maintains Operational Policies and Procedures Manual for the Board of Directors. Reviews the Manual each year and provides an Adequacy Report to the Board of Directors at the first meeting in September.
- d) Receives and responds appropriately to all formal petitions received to report action(s) taken by the Board of Directors to the petitioner.

4) EWCC Treasurer:

- a) Chairs the Finance Committee.
- b) Develops, with the Finance Committee, a proposed set of financial policies and procedures, specifically the collection and use of donations and fundraising, by which the EWCC will operate for adoption by the Board of Directions.
- c) Prepares, with the assistance of the Finance Committee and the Committee Chairs, the EWCC Annual Operating Budget for the upcoming year prior to the October Board of Directors meeting.
- d) Works with the OppCo Finance Department to integrate the Adopted EWCC Annual Operating Budget with the OppCo Annual Operating Budget prior to the November Board of Directors Meeting.
- e) Works with the OppCo Finance Department to review EWRRRC and EWCC donations and fund raising accounts, monitor the EWCC Annual Operating Budget and prepare and present quarterly financial reports at the April, July, October and January meetings of the Board of Directors.

5) Past EWCC Chairperson:

- a) Serves as a non-voting advisor to the Board of Directors and provides information about past committee and board decisions where requested.
- b) Serves as an advisory member of the Nominations and Elections Committee.
- c) Selects the 5 members of the Findings Panel, when required, during the process of determining possible misconduct of a Director.

Article VI - Committees

Section 1: EWCC Standing Committees

- A. The Standing Committees of the EWCC shall consist of Finance, Nominations and Elections, Communications, Fund Raising, EWRRRC Facilities, Policies and Procedures, and Community Garden.
- B. Additional Standing Committees for a specified purpose may be added by majority vote of the Board of Directors.

Section 2: Ad Hoc Committees

A. The Board of Directors may establish an Ad Hoc Committee for the purpose of carrying out a specific and time-limited task.

Section 3: Committee Membership

A. The membership list of all committees shall contain at least one (1) Director.

Section 4: Committee Duties and Authority

A. The Chairperson, with the approval of the Board of Directions, shall select the chair, charge the committee and provide the authority to carry out the tasks.

Article VII – EWCC Member’s Petition

Section 1: Purpose of Petition

A. A petition from a EWCC member is a method to express an opinion, suggestion, or information to the Board of Directors on any issue.

Section 2: Petition Procedures

A. The membership shall be informed of the Petition Procedures at all General Membership Meetings

B. The process of filing a petition appears on the Members Petition Form located in the Appendix of these By-Laws.

C. Members Petition Topics shall be placed on the agenda of the next meeting of the Board or Directors.

Article VIII – Finances and Property

Section 1: Funds

A. OppCo is the responsible fiscal agent for all funds generated by activities of the EWCC and the EWRRC.

1) Operating and maintenance funds.

a) Funds generated by usage of space through rent or lease shall be directed to cover operations and maintenance of the EWRRC and/or in accordance with the provisions of the Lease and Operations Agreement Between Whatcom County and OppCo currently in affect and

shall be managed based on OppCo's Fiscal Policies and Procedures, which are subject to periodic review by its board of directors.

2) Donations and fund-raising efforts.

a) Funds from donations and/or raised by EWCC efforts shall be managed in accord with the financial policies and procedures of the EWCC.

3) Grants.

a) Grant applications for activities or purchase of goods and services must be submitted by OppCo to potential funders and reviewed by the Early Learning and Family Services Director and signed by the Executive Director. The Executive Director shall sign all grant contracts.

Section 2: Disbursements

A. OppCo, as the fiscal and administrative agent of the EWRRRC, is responsible for all disbursements of EWRRRC and EWCC funds.

1) Commitment of funds.

a) EWCC Board of Directors, Committee Chairs and OppCo staff may from time to time be designated to purchase or commit to expenditures to acquire services or purchase goods for planned activities or projects at the EWRRRC. All designations to commit EWRRRC or EWCC funds must be authorized in writing and the limitations of such purchases or commitments provided to the Board of Directors prior to any transaction. Authorizing employees of the Opportunity Council include EWRRRC Field Supervisor, Pre-school Service Manager, Early Learning and Family Services Director or Executive Director.

b) Reimbursements for out of pocket expenses of EWCC Board of Directors, Committee Chairs and OppCo employees may be provided at the discretion of the EWRRRC Field Supervisor, Pre-school Service Manager or Early Learning and Family Services Director if the activity furthers the mission of the Community Council.

Section 3: Fiscal-Year Designation

A. Fiscal year for the EWCC shall coincide with OppCo's Fiscal year, January 1 through December 31.

Section 4: Annual Operating Budget and Financial Reporting

A. OppCo will develop and provide to the EWCC Board of Directors during November each year an annual operating budget that includes all designated, undesignated, grant and operations and maintenance generated funds for the EWRRRC. The annual budget will include projected revenues and expenses and comparison to prior year.

1) Quarterly financial reports.

a) OppCo will provide quarterly budget updates in March, June, September and December, reviewing designated and undesignated fund balances, revenues from rental or lease activities and expenditures on operations and maintenance of the facility to the EWCC Board of Directors.

Section 5: Property

A. Property purchased with donations, grants or through fundraising by the EWCC Board of Directors becomes property of OppCo with the intent the property is to be utilized at the EWRRRC until which time OppCo ceases to operate and manage the EWRRRC when the property will be conveyed to the subsequent entity contracted to operate and manage the facility.

Article IX – By-Law Amendments

Section 1: Amendment Procedure

A. The authority to alter, amend, or repeal the By-Laws shall be vested in the Board of Directors.

1) Action may be taken at a regular or special membership meeting as identified in Article III.

2) Proposed amendments or actions may not contain provisions for the regulation and governance of the EWCC inconsistent with the Whatcom County Code or Laws of the State of Washington.

3) Copies of the amendment(s) or other By-Law action(s) proposed for Board of Directors adoption shall be distributed to the members at least 10-days prior to the meeting.

4) A two-thirds (2/3) majority of the Directors present at the meeting is required to adopt the amendment(s) or other By-Law action(s).

Section 2: Ratification of By-Laws

A. The authority to ratify these By-Laws for the EWCC shall be vested in the EWCC.

1) Action may be taken at a regular or special meeting of the EWCC.

2) A simple majority of the EWCC members present at the meeting is required to adopt these By-Laws.

Article X – Parliamentary Authority

Section 1. Parliamentary Source

A. Roberts Rules of Order (Revised) shall serve as the source of parliamentary rules of conduct for all meetings.

MEMBER'S Petition Form

I, _____(print your name), in accordance with Article VII of the East Whatcom Community Council By-Laws (see below), do hereby petition the Board of Directors to consider the following: (Please print or write what ever you wish to be considered as legibly as possible in the space below. Use the back of the form, if necessary)

Signature _____ Date ____/____/____

Address _____

Contact Info (Phone, email, etc.) _____

(Petitions without the above information shall not be considered)

Please return your completed petition to the EWRRC Staff member, a member of the EWCC Board of Directors, or place it in the EWRRC Drop Box. Thank you very much for your participation.