

# BYLAWS OF SUNSET HILL COMMUNITY HALL

## Article 1. Name

**1.1** Name. The Name of the Corporation shall be “Sunset Hill Community Hall”, a Washington Non-Profit Corporation”.

## Article 2. Mission

**2.1** Mission Our mission is to enrich the lives of Seattle Washington residents and visitors through community building activities, cultural events, educational programs and social services, regardless of creed, religion, race, or national identity.

## Article 3. Membership

**3.1** Membership Membership in good standing is obtained when an eligible individual or household applies for membership and pays the applicable dues as set at the date of the application. The Board shall set the dues for the members.

**3.2** There will be three categories of membership:

**A.** Individual Voting Member - Any adult individual who resides in, has a business located in, or owns real property located within the Sunset Hill Neighborhood as defined in article 4 herein, may become an individual voting member of Sunset Hill Foundation.

**B.** Household Voting Membership – Available to any two adults living in a shared household located within the Sunset Hill Neighborhood as defined in Article 3 herein. A Household Membership is entitled to one vote per adult, with a total of two votes.

**C.** Supporting (Non-Voting) Membership – Any interested individual or company who does not qualify to be a voting member is eligible to become a supporting (Non-Voting) Member.

## Article 4. Sunset Hill Neighborhood Definition

**4.1** Neighborhood The Sunset Hill Community Hall voting membership area is as follows:

**A.** The eastern boundary is 24<sup>th</sup> Ave NW.

**B.** The western boundary is the easterly margin of Puget Sound and includes Shilshole Bay Marina.

- C. The northern boundary is NW 85<sup>th</sup> Street.
- D. The southern boundary is the Lake Washington ship canal.

#### **Article 4. Board of Directors**

**4.1** Management Responsibility. The business and affairs of Sunset Hill Community Hall shall be managed by the Board of Directors according to the mission statement herein.

**4.2** Number of Directors. The Board shall consist of at least four (4) and no more than twelve (12) members of good standing. The number of Directors may be changed from time to time by resolution of the Board, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

**4.3** Qualifications. Directors must be voting members in good standing. They may have such qualifications as the Board may establish by amendment to these Bylaws.

**4.4** Election. Directors, shall be elected each year at the annual meeting of the membership by an affirmative vote of a majority of the members present.

**4.5** Term of Office. Directors, shall serve for two years and may be re-elected to serve additional terms.

**4.6** Staggered Terms. Directors' terms can be staggered, with approximately one half of the Board of Directors' terms expiring each year. The Board of Directors shall have the authority to take measures consistent with these Bylaws to achieve staggered terms.

**4.7** Resignation. A Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Such resignation shall take effect at the time specified in the notice, or, if the time is not specified, upon delivery. Unless otherwise specified in the written notice, the resignation need not be accepted to make it effective.

**4.8** Removal. One or more Directors may be removed from office at a meeting of the Board called expressly for that purpose. A Director may be removed with or without cause, upon the consent of two-thirds of the total number of Directors. Directors shall be removed singly, with a separate vote taken for removal of each Director. A Director shall not be entitled to vote on his or her removal from the Board. Removal shall be effective immediately.

**4.9** Vacancies. A vacancy on the Board, may be filled by the affirmative vote of a majority of the remaining Directors, even if the remaining Directors do not constitute a

quorum. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

**4.10 Compensation.** The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for expenditures incurred on behalf the Corporation, subject to the approval of the Board. This does not preclude Directors from serving as paid employees, paid contractors, or agents of the Corporation, as specified in Section 8.7 herein.

## **Article 5. Officers**

**5.1 Number and Qualifications.** The board of directors shall elect the corporations officers. There shall be four officers of the Corporation: the President, the Vice President, the Secretary and the Treasurer. Only a Director may serve as an officer. The Board may, by resolution, create additional officer positions. Two or more offices may be held by the same person. However, the President and the Secretary officer positions may not be held by the same person.

**5.2 Standards of conduct for officers.** Officers of the Sunset Hill Neighborhood Foundation shall conduct themselves as described under the revised code of Washington's Non Profit Corporation act, section **RCW 24.03A.590** as follows:

- (1) An officer with discretionary authority shall discharge his or her duties under that authority:
  - (a) In good faith;
  - (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (c) In a manner the officer reasonably believes to be in the best interests of the corporation.
  
- (2) The duty of an officer includes the obligation to convey to his or her superior officer, the board, a board committee, or another appropriate person within the nonprofit corporation:
  - (a) Information about the affairs of the nonprofit corporation within the scope of the officer's functions, and known to the officer to be material to the superior officer, board, or committee thereof; and
  - (b) Information regarding any actual or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, director, employee, agent, or vendor of the corporation, that the officer believes has occurred or is likely to occur.
  
- (3) In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the nonprofit corporation whom the officer reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports, or statements provided;
- (b) Legal counsel, public accountants, or other persons retained by the corporation as to matters involving skills or expertise the officer reasonably believes are matters:
  - (i) Within the particular person's professional or expert competence; or
  - (ii) As to which the particular person merits confidence.

(4) An officer is not a trustee with respect to the nonprofit corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**5.3** President. The President shall convene regularly scheduled meetings of the Board or, when necessary, shall designate another officer or director to preside at the meeting. The President shall perform such other duties as are assigned to him or her by the Board including the authority to sign any contract or instrument authorized by the board. The President may delegate this signatory authority to any other officer of the organization, in the President's sole discretion.

**5.4** Vice President. The Vice President shall preside in the absence of the President, and shall perform such other duties as are assigned to him or her by the Board.

**5.5** Secretary. The Secretary shall (a) keep records of Board actions; (b) keep minutes of meetings of the Board; (c) maintain a roster of Board members that includes their positions and their contact information. (d) ensure that all notices are distributed as provided by the Bylaws or as required by law; and (e) distribute copies of the agenda and meeting minutes to Board members.

**5.6** Treasurer. The Treasurer shall (a) maintain records of the Corporation's financial affairs; (b) receive and deposit funds payable to the Corporation; (c) assist the Board in preparing the budget, and (d) provide regular reports to the Board; (e) manage any bookkeepers or financial consultants.

**5.7** Election and Term of Office. The officers of the Corporation shall be elected each year by the members at the annual meeting. Unless an officer dies, resigns or is removed from office, he or she shall hold office until their two year term has expired.

**5.8** Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. Unless otherwise specified in the written notice, the resignation need not be accepted to make it effective

**5.9** Removal. Any officer elected or appointed by the Board may be removed from office by affirmative vote of two-thirds of the Board whenever the Board determines that it would

serve the best interests of the Corporation. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**5.10** Vacancies. A vacancy may may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **Article 6. Committees**

**6.1** Board Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or any individual Director by law.

**6.2** Advisory Committees. The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other members or other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

**6.3** Quorum; Manner of Acting. A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

**6.4** Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**6.5 Removal of Committee Member.** The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **Article 7 Meetings**

**7.1 Regular Meetings.** Regular meetings of the Board of Directors or of any committee designated by the Board may be held when and where determined by the Board or committee, without other notice than that specified in Section 7.6.

**7.2 Annual Meeting.** An annual meeting of the membership shall be held during the first quarter of the calendar year on an agreed upon day, time and place. In addition to such other business as may properly come before the members, the election of Directors shall take place at this annual meeting.

**7.3 Special Meetings.** Special meetings of the membership or any committee designated and appointed by the Board may be called by the President or the Board, or, in the case of a committee meeting, by the chairman of the committee, to be held when and where specified by the person or persons calling the meeting.

**7.4 Meetings by Telephone.** Members of the Board or any committee may participate in a meeting by conference telephone, by video conference, by simultaneous online communication, or by any similar means, provided that everyone participating in the meeting can either hear each other at the same time or, in the case of simultaneous online communication, hear or read all communications simultaneously. Participation by such means shall constitute presence in person at the meeting.

**7.5 Place of Meetings.** All meetings shall be held at the principal office of the organization or at such other place designated by the Board or by any persons entitled to call a meeting.

**7.6 Notice of Meetings.** Notice of Board or committee meetings shall be given to a Director in writing, by e-mail, or by personal communication with the Director at least ten days before the meeting. Notices in writing may be delivered, mailed or e-mailed to each Director at his or her address shown on the records of the organization. The notice need not specify the business to be conducted or the purpose of any special meeting. If notice is delivered by US mail, the notice shall be deemed effective on the date deposited in the mail with proper postage.

**7.7 Waiver of Notice.** Any person entitled to notice of a meeting may waive notice. A waiver of notice may be in writing, signed by the person entitled to notice, and may be made before or after the event requiring notice. A Director's attendance at a meeting constitutes waiver of notice of the meeting, unless the Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully convened.

## **Article 8. Board Actions**

**8.1** Quorum of the Directors. A majority of the number of Directors fixed by resolution of the Board pursuant to Article 4.2 shall constitute a quorum for the transaction of business at any Board meeting. Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

**8.2** Quorum of the Directors of the Corporation. The transaction of business, **except** for amendments to the by-laws, the purchase or sale of any real property and/or the dissolution of the Sunset Hill Neighborhood Foundation, shall consist of 30% of the members in good standing.

**8.3** Manner of Acting. The Board shall attempt to achieve consensus as to all Board actions. A reasonable time, subject to the discretion of the President, shall be allotted for discussion and debate. If no consensus is achieved, action shall be taken by the affirmative vote of the majority of the Directors present at a meeting at which there is a quorum, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

**8.4** Presumption of Assent. A Director who is present at a Board meeting is presumed to have assented to an action taken by the Board, unless his or her dissent or abstention is entered in the minutes of the meeting, or unless the Director files with the Secretary a written dissent or abstention meeting before the adjournment of the meeting, or forwards such dissent or abstention by mail or e-mail to the Secretary within 24 hours after the meeting adjourns. A Director who voted in favor of the action may not later give notice of dissent or abstention.

**8.5** Action by Board Without a Meeting. Any action which could be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is executed by all of the Directors entitled to vote with respect to the subject matter thereof as defined below. The consent must be unanimous. For purposes of these Bylaws "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity. For purposes of this Section "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where (a) the Board has determined that (i) The corporation is entering into the transaction for its own benefit; and (ii) the transaction is fair and reasonable to the corporation when it enters into the transaction or the non-interested directors determine in good faith after reasonable investigation that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and (b) Such determination is included in the written consent or in other records of the corporation.

**8.6** Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Termination of contracts shall be authorized only by the affirmative vote of two-thirds of the Board of Directors.

**8.7** Employment. The Board of Directors may authorize and establish compensation for the hiring of employees or other agents of the Corporation. The Board of Directors may authorize and establish compensation for the hiring of contractors. Any discrimination against an employee or contractor based on race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, or income derived from a public assistance program is prohibited.

**8.8** Loans. The Corporation shall not borrow money and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made and no credit shall be granted by the Corporation to any of its members, Directors or officers.

**8.9** Guarantees. The Corporation shall not make guarantees respecting the contracts, securities or obligations of any person, including, but not limited to, any member, any affiliated or unaffiliated individual, domestic or foreign, profit or nonprofit, corporation, partnership, , joint venture or trust unless the Board of Directors determines that the guarantee may be reasonably expected to benefit, directly or indirectly, the Corporation and approves the specific guarantee.

**8.10** Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as determined by resolution of the Board of Directors.

**8.11** Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **Article 9. Administrative Provisions**

**9.1** Principal Office. The principal office of the Corporation shall be located at 3003 NW 66<sup>th</sup> Street, Seattle, WA 98117 or such other place as the Board of Directors (“Board”) may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

**9.2** Books and Records. The Corporation shall keep at its principal office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and minutes maintained by committees of the Board; records of the name, address, phone number, e-mail address, and

position of each member and Director and Officer, and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any board member.

**9.3** Accounting Year. The accounting year of the Corporation shall be twelve months ending December 31st.

**9.4** Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## **Article 10. Sale or purchase of real property**

**10.1** Sale or Purchase of real property Thirty days notice by certified U.S. Mail and available e-mail shall be provided to all members prior to any vote involving the sale or purchase of real property by the Sunset Hill Community Hall. Any sale or purchase must be approved by **both** a minimum of 100 members in good standing **and** a two-thirds majority of all members in good standing. Absentee ballots may be used at the discretion of the Directors. Upon adoption of a resolution to sell any real property, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located.

## **Article 11. Dissolution**

**11.1** Dissolution. Thirty days notice by U.S. Mail and available e-mail shall be provided to all members prior to any vote involving the dissolution of Sunset Hill Community Hall . The organization may be dissolved upon an affirmative vote by **both** a minimum of 100 members in good standing **and** a two-thirds majority of all members in good standing. Absentee ballots may be used at the discretion of the Directors.

## **Article 12. Amendments**

**12.1** Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by affirmative vote by **both** a minimum of 100 members in good standing **and** a two-thirds majority of all members in good standing. Likewise, the Articles of Incorporation may be altered and amended by **both** a minimum of 100 members in good standing **and** a two-thirds majority of all members in good standing.

## **Article 13. Governance**

**13.1 Governance.** Sunset Hill Community Hall shall be governed by The Washington Nonprofit Corporation act, Chapter 24.03A RCW, and any revisions **and** Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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The foregoing Bylaws were adopted by the Board of Directors on this, the \_\_\_\_\_ day of \_\_\_\_\_, 2024

[signature]\_\_\_\_\_

[printed name]\_\_\_\_\_Secretary

Note: Property address is: 3003 NW 66<sup>th</sup> Street, Seattle, WA 98117-6214

Note: The King County Tax Parcel Number is: 369390-2040-05Note:

Note: The legal description is: Lots 2, 3 & 4, Block 54 of Jennings’s Ballard Addition according to the Plat thereof recorded in Volume 6 of Plats, Page 10, in King County Washington.