

THE BY-LAWS OF THE ECC: COMPARISON OF LANGUAGE THAT LARGELY STOOD FROM 1971 TO 2020 WITH THE CURRENT VERSION AFTER AMENDMENTS WERE MADE IN 2020, 2021, AND 2023

The Eastlake Community Council’s September 1, 1971 articles of incorporation make it a membership organization, meaning that the members elect the board and officers, who are responsible to the membership for their decisions and actions. Both the members and the board are bound by the official purposes of the organization, which are still as they were stated in a Dec. 21, 1971 amendment to the articles of incorporation, and are quoted in the table below.

The guard rails requiring accountability of the board to the membership and to the official purposes that had been entrenched in the bylaws since ECC’s 1971 founding were greatly weakened on June 16, 2020 when the ECC board engaged in many amendments to the bylaws. The ECC board adopted these amendments without their substance being provided first to the ECC membership for their comment, and despite repeated requests to do so.

The table below compares the key provisions of the by-laws that existed until 2020, with their equivalent (or lack thereof) in the current version, which consists largely of what the ECC board adopted in 2020, plus a few 2021 and 2023 amendments. The official version of the current ECC by-laws is in three documents that are available on the ECC web site at <http://www.eastlakeseattle.org/about>. A full version of the prior longstanding bylaws is at <http://eastlakeinfo.net/fp-content/attachs/ecc-bylaws-prior-to-6-16-20.pdf>.

Questions, revision suggestions or comments are always welcome, to: Chris Leman (206) 322-5463, cleman@oo.net.

BY-LAWS VERSION THAT EXISTED PRIOR TO JUNE 16, 2020	CURRENT BY-LAWS VERSION AS ADOPTED IN 2020, WITH THE 2021 AND 2023 AMENDMENTS
<p>Article 2. The purposes for which the Council is organized include the following [taken from the ECC’s 1971 articles of incorporation]:</p> <ol style="list-style-type: none"> 1. To foster and encourage a sense of community among people who live and work in the Eastlake Community. 2. To work with all governmental and civil agencies in the development and implementation of social, cultural, educational, and environmental programs that will benefit those who live and work in the Eastlake community. 3. To provide a clearinghouse for information on laws and governmental or private programs and proposal affecting the welfare and environment of the Eastlake community. 	<p><i>The 2020 amendments entirely removed from the bylaws the previous statement of ECC’s purposes, replacing it with the following general statement, which also adds more powers for the board:</i></p> <p>Article 2. Purposes. The purposes for which the Council is organized are set forth in the Articles of Incorporation. The Board has the power to oversee the management of the Council. Because the purposes listed in the Articles are numerous and the amount of time available to pursue such purposes is limited, the Council Board of Directors, in its reasonable discretion, shall determine whether and to what extent to pursue fulfillment of each of these purposes at any given time.</p>

<p>4. To work for and assist in the development and growth of the Eastlake community in ways that will preserve the history, charm and attractiveness of the community and its adjoining inland water and shorelines for those who live and work in the community.</p> <p>5. To work to maximize public use and enjoyment of the inland waters and shorelines adjoining the Eastlake community.</p> <p>6. To cooperate with other community councils and organizations in working for the improvement of the quality of life in the City of Seattle and its environs.</p>	
<p>Article 3, Section 1. The membership of the Council shall consist of the following: Persons whose background, experience, and interest indicate that they will support the purposes of the Council and who reside, work, own property, or do business within the following boundaries: From Mercer Street, north to the Lake Washington Ship Canal, and from Fairview Avenue, east to Interstate Highway 5, which highway shall be the eastern boundary.</p>	<p><i>The 2020 revisions changed ECC’s southern boundary to East Nelson Place, which is two blocks north of the previous southern boundary of Mercer Street.</i></p>
<p>Article 3, Section 4. Membership in the Council may be terminated for any action by a member which is detrimental to the best interests of the Council, or for his/her failure to actively support Council purposes or to actively participate in Council activities or for other good cause, and his/her removal shall require the affirmative vote of two-thirds of the Board of Directors. In the event that any such termination is contemplated, the Board of Directors shall notify, in writing, the member of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the accused member shall be entitled to respond to the stated reasons, and be heard in his/her own defense.</p>	<p><i>The 2020 revisions repealed the longstanding Article 3, Section 4 about the termination of any ECC member with its strong due process requirements of prior notification of the member of the reasons and of the time and place of the board meeting at which the termination is to be considered, and the right of the accused member to be present at the meeting at “to respond to the stated reasons, and be heard in his/her own defense.” In its place, the following provision was adopted which removes all due process rights from the accused member:</i></p> <p>Article 3, Section 4. The Board may vote to terminate any membership in the Council for cause. “For cause” means that a member has engaged in any action that, in the reasonable business judgment of the Board, is detrimental to the best interests of the Council, or has failed to actively support Council purposes or to actively participate in Council activities, or for other good cause. Such member’s removal shall require the</p>

	<p>affirmative vote of two-thirds of the Board of Directors. After termination, the member will not be eligible for reconsideration until at least one year after termination.</p>
<p>Article 4, Section 3. Membership shall be for one (1) year commencing on the date the membership application is processed and ending in one (1) day prior to that date the following year. A Member must be a Member in good standing for fifteen (15) days prior to the Annual Meeting in order to have voting privileges.</p>	<p><i>The 2020 amendments replaced the previous language with the following:</i></p> <p>Article 4, Section 4. A member must be a member in good standing prior to any Council meeting to have voting privileges. A member “in good standing” means a member who is current on dues and has not been terminated or is unable to be a member due to termination. Members may not vote unless they have been a “member in good standing” for at least 30 days prior to the vote.</p>
<p>Article 5, Section 2. Special meetings of the Council may be called by the president, secretary, a simple majority of the Board of Directors, or by members having ten percent (10%) of the votes entitled to be cast at such meeting, and shall be held at any time and place as may be designated in the written notice described hereinafter.</p> <p>Section 3. Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10), nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary, or the officers or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/headdress as it appears on the records of the Council, with postage thereon prepaid.</p> <p>Section 3. Each member of the Council shall be entitled to one vote on each matter submitted to a vote of the members. Non-member subscribers shall be non-voting. In elections for Directors, a member entitled to vote shall not have the right to cumulate his/her vote.</p> <p>Section 4. All voting must be done in person; votes cast by proxy will not be counted, provided,</p>	<p><i>The 2020 revisions replaced the previous language on membership meetings with the following, which among other changes allows for the board to prevent the meeting from being held in person and allows for proxy voting, and for e-mail voting, in which “Matters raised and voted on during the meeting need not be included on the mail-in ballot for the vote to be valid.”</i></p> <p>Article 5, Section 2. Special meetings of the Council may be called by the president, a simple majority of the Board of Directors, or by members having ten percent (10%) of the votes entitled to be cast at such meeting, and shall be held in a location within the geographic boundaries designated for membership in these Bylaws to the extent reasonably practicable. If not, the meeting may be held elsewhere in Seattle.</p> <p>Section 3. Written notice stating the place (whether virtual or otherwise), day and hour of the meeting and the purpose(s) for which the meeting is called shall be delivered not less than ten (10) days before the date of the meeting, either personally, by email, or mail, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member’s address as it appears on the records of the Council, with postage prepaid.</p>

however, that the Board of Directors may determine to submit by mail to members any question to be voted on at a member meeting; including the election of Directors. In this event, the Secretary shall mail to each member, together with the notice of the meeting, the ballot on each question and a voting envelope. The ballot shall be cast in a sealed envelope that is then authenticated by the member's signature. A vote cast by mail shall be counted as if the member were present and voting in person.

Section 5. Members holding more than ten percent (10%) of the votes entitled to be cast represented in person shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by R.C.W. Chapter 24.03

Section 4. Each member shall be entitled to one vote on each matter submitted to a vote of the members. In elections for Directors, a member entitled to vote shall not have the right to cumulate that member's vote. Voting must be done in person, by mail, or by proxy. In the discretion of the Board, votes may be returned by email to an email address provided by the Board. The Board may alternatively in its discretion use an online voting system to the extent authorized under RCW 24.03. In the event of a vote, the Secretary shall mail to each member, together with the notice of the meeting, the ballot on each question and a return envelope. (No ballot and envelope are required if voting is through an online voting system). The ballot must be signed by the member and mailed or personally delivered in a sealed envelope. If returning a vote by email is approved, a photograph of the signed ballot or proxy must be emailed to the email address provided. Matters raised and voted on during the meeting need not be included on the mail-in ballot for the vote to be valid.

Section 5. Members holding more than ten percent (10%) of the votes entitled to be cast represented in person shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present in person or by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by RCW 24.03.

Section 6. Notwithstanding any other provision of these Bylaws, the Board may determine that meetings may be held virtually, and that ECC members and Directors may attend meetings virtually by real-time methods of participation, such as by telephone or videoconferencing.

ARTICLE 6. BOARD OF DIRECTORS

Section 2. [Excerpt] Each Director and officer shall hold office for one year following his/her election and until the next year's elections. The persons receiving the greatest number of votes at an annual meeting shall be Directors.

The 2020 by-laws revisions replaced the system of annual terms of officers and board members which had existed since ECC's founding. Instead, two-year terms were established, staggered so that the membership could no longer vote out a

	<p><i>board in which it had lost confidence. Here is the new language: (Excerpt)</i></p> <p>Section 2. On alternating years, the President and Treasurer positions shall be up for election, or the Secretary and Vice President positions shall be up for election. The required number of Directors may be changed by amendment to these Bylaws. The Board may determine the specific number of Directors serving at any one time, if more than four, by resolution or vote. Each Director and officer shall hold office for two years following that Director’s election. Initial terms will be staggered so that not all Director terms expire at the same time.</p>
<p>Article 6, Section 8. <u>Removal:</u> Members of the Board of Directors may be censured or removed by a two-thirds (2/3) vote of the Board of Directors present at a meeting for conflict of interest: for failure to attend meetings of the Board of Directors without good cause; for negligence in performing duties as a member of the Eastlake Community Council Board of Directors; or for just cause shown. Whenever any such removal is contemplated, the Board of Directors shall notify, in writing, the director of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which removal is to be considered, not later than ten (10) days prior thereto. At the meeting, the accused Director shall be entitled to respond to the stated reasons, and be heard in his/her own defense. A Board member may resign by delivering a letter of resignation to the President.</p>	<p><i>The 2020 by-laws revisions replaced the former by-law language which required ten days advanced notice, just cause and a 2/3 vote for removal of a board member with the following brief provision which entirely removed these due process protections:</i></p> <p>Article 6, Section 10. <u>Removal:</u> A majority of the Board may vote to remove directors and officers without cause. A Board member may resign by delivering a letter of resignation to the President (email suffices).</p>
<p><i>[Prior to the 2020 revisions, the ECC bylaws did not impose term limits for those serving as board members or officers.]</i></p>	<p><i>In the 2020 revisions, the ECC board added a requirement for term limits while reserving for itself the discretion to waive these limits. By a June 23, 2023 amendment, the board loosened the previous limit from two two-year terms to a current limit of three two-year terms.</i></p> <p>Article 6, Section 14. Board members may serve a maximum of three consecutive two-year terms, not including a partial term. After that point, a Board member must take at least twelve (12) consecutive months off the Board, and then may</p>

	<p>seek re-election or re-appointment. The Board may determine by resolution to waive this term limit requirement in situations in which there is difficulty finding Board members to serve.</p>
<p>Article 11, Section 1. This Council shall keep correct and complete books and records of account and shall have minutes of the proceedings of its members, Board of Directors, and Committees having all authority of the board of Directors; and shall keep at its registered office a record of the names and addresses of its members entitled to vote. All books and records of the Council may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time, provided that reasonable written notice is given to the Secretary at the registered office.</p>	<p><i>In the 2020 by-laws revisions, the board replaced the previous language with the following:</i></p> <p>Article 11, Section 1. This Council shall keep correct and complete books and records of account and shall have minutes of the proceedings of its members, Board of Directors, and Committees having all authority of the board of Directors; and shall keep a record of the names and addresses of its members entitled to vote. All books and records of the Council may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time, provided that reasonable written notice is given to the Secretary (email suffices). The cost of inspection and copies shall be the responsibility of the requesting party. Books and records may be kept electronically. In lieu of physical inspection, copies of records may be provided electronically.</p> <p>Section 2. The Secretary shall keep and make accessible to the Board (electronically or otherwise) complete records. This will include the name, address, and membership status of each member.</p> <p>Section 3. The Board shall endeavor but not be required to provide non-confidential ECC records to ECC members online, in particular on an ECC website. Records may be made available only to ECC members or the public at large at the option of the Board.</p>
<p>Article 15, <u>Rules of Procedure</u>. The rules of procedure at meetings of the membership and of the Board of Directors of the Council shall be the rules contained in Roberts’ Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the articles of incorporation or with any resolution of the Board of Directors.</p>	<p><i>In the 2020 by-laws revisions, the board repealed the longstanding requirement that membership meetings follow Roberts Rules of Order, and for board meetings it made Roberts Rules of Order optional and dependent on a majority vote.</i></p> <p>Article 15, <u>Rules of Procedure</u>. During Council and Board meetings, the Board of Directors or Executive Committee, by majority vote, may rely upon the rules contained in Roberts’ Rules of</p>

	<p>Order on Parliamentary Procedure, as amended, when not inconsistent with applicable statute, these Bylaws, the articles of incorporation or with any Board Resolution. Without such a vote, Roberts' Rules are not binding.</p>
<p>Article 13, <u>Nominations and Elections</u> (Excerpt) Section 4. There shall be a place on the ballot for write-in votes. To be valid, write-in votes must be cast for duly nominated individuals. Nominations may be received in writing before the election proceedings, or from the floor at the commencement of the election proceedings.</p>	<p><i>The new bylaws language eliminated the right that the members had from 1971 to 2020 to vote for a slate of candidates that is their chosen alternative slate to the board's nominated candidates. The 1971-2020 bylaws allowed any member to nominate a candidate for any and all positions on that year's ballot, and to do so either in writing before the annual meeting, and/or from the floor at the annual meeting. Once duly nominated, alternative candidates for every board and officer position could then be written in by each member on their ballot. In the 2020 bylaws revisions, the right of the members to write in an alternative candidate to the board's nomination was restricted to only one write-in per ballot: "Each ECC member may write in one candidate per election ballot." By this change, the 2020 board created a new monopoly in its nominations, preventing the membership from casting votes for alternative candidates for every position on the ballot. Thus, contrary to ECC's entire history from 1971 to 2020, it is no longer possible for the members to vote in an alternative slate of board members and officers to the slate favored by the existing board.</i></p> <p>Article 13: <u>Nominations and Elections</u> (Excerpt) Section 3. A ballot shall be distributed at least ten (10) days prior to the annual meeting. It shall list all nominees and shall be accompanied by brief biographies. Each ECC member may write in one candidate per election ballot.</p>
<p>Article 14, <u>Amendments to Bylaws</u> Section 1. The Bylaws of the Eastlake Community Council may be amended by the Board of Directors. (a) A quorum for the purposes of Bylaws revisions shall be three quarters (3/4) of the Board of Directors.</p>	<p><i>In its 2020 by-laws amendments, the ECC board enabled itself more easily to amend the by-laws in the future. It eliminated the requirements for a three quarters (3/4) quorum and for a bylaws amendment not to adopted at the same board meeting as the one in which it was first proposed and discussed.</i></p>

(b) Bylaws may be revised by a two-thirds (2/3) majority vote.

Section 2. A Bylaws amendment shall be proposed and discussed at one board meeting and may not be passed until the next board meeting.

Article 14, Amendments to Bylaws: The Bylaws of the Eastlake Community Council may be amended by the Board of Directors.

- A quorum for the purposes of Bylaws revisions shall be a majority of the full Board of Directors.

- Bylaws may be revised by a two-thirds (2/3) majority vote of the full Board.

[end]