
AMENDED AND RESTATED
BYLAWS
OF
SOUTH LAKE UNION FRIENDS AND NEIGHBORS
(also known as “SLUFAN”)

Effective November 18, 2002

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AMENDED AND RESTATED

BYLAWS

OF

**SOUTH LAKE UNION FRIENDS AND NEIGHBORS
(also known as "SLUFAN")**

ARTICLE I.

PURPOSE

The purpose of South Lake Union Friends And Neighbors (SLUFAN) is to operate exclusively for charitable and educational purposes, and to reduce the burdens of government, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or code, by conducting or supporting activities exclusively for the benefit of or to carry out the purposes of the South Lake Union neighborhood plan, the permanent community & neighborhood plan steward based on inclusiveness, respecting every community voice, the neighborhood's history and character. Stewardship would be carried out as the combined voice of stakeholders of South Lake Union on public policy issues, development issues, to act as a communication and educational vehicle to the neighborhood, and to promote community involvement in decisions, guidance, and neighborhood improvement projects.

ARTICLE II.

DEFINITIONS

“Articles” means the Articles of Incorporation of SLUFAN.

“Board of Directors” or **“Board”** means the Board of Directors of the Corporation.

“Code” means the Internal Revenue Code of 1986, as amended.

“Corporation” means SLUFAN.

“Director” means a member of the Board.

“Neighborhood Plan” means the document attached as Attachment A, as it may be amended from time to time.

“Officer” means the president, a vice president, the secretary, or the treasurer of the Corporation, and such other officers as may be appointed pursuant to Article VIII.

“South Lake Union” means that area which is bordered by Denny Avenue to the South, Eastlake Avenue to the East, Aurora Avenue to the West, and Galer/Lake Union/ Nelson Place to the North.

“Stakeholders” are the residents; business and property owners (or their representatives); or employees in the South Lake Union neighborhood who spend the majority of their working time in the neighborhood.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. Powers. The legal affairs of the Corporation shall be managed by the Board of Directors who shall act as representatives of the neighborhood. Directors shall be Stakeholders as defined in Article II above. Stakeholder input shall set the direction, tone, and decisions of the Board's actions.

Section 2. Number and Term. The preferred number of Directors of the Corporation shall be thirteen (13) but at no time shall the number of Directors fall below eight. The term of office of a Director shall be three years. Director terms shall be overlapping, with four Director positions (whether filled or unfilled) ending each year carried out in a manner to best achieve Board diversity of representation between residential (renter & ownership), employees of businesses in the neighborhood, business ownership (over 100 employees and under), property owner/developer, non-profit organization (social service and non-social service), educational community, and the Cascade Neighborhood Council.

Section 3. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint such committees as it deems appropriate. Any committee shall have and exercise such responsibilities and such authority of the Board of Directors in the management of the Corporation as may be specified by resolution. However, no committee shall have the authority of the Board of Directors to: (i) amend, alter or repeal the Bylaws; (ii) elect, appoint or remove any member of any such committee or any Director or Officer of the Corporation; (iii) amend the Articles of Incorporation; (iv) execute changes to the Neighborhood Plan; (v) approve grants; (vi) adopt a plan of merger or adopt a plan of consolidation with another corporation; (vii) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; or (viii) adopt a plan for the distribution of the assets of the Corporation not in the ordinary course of business. The designation and appointment of any committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it, him, or her by law.

[\(Amendment Approved at the August 5 Board Meeting\)](#)

[Each Committee would consist of a maximum of 11 members and include at least one Director. To provide for additional public participation in the affairs of SLUFAN, Board participation on a committee would be limited to 6 members. \(Because there are currently 7 Board members serving on the Planning Committee the limitation in accordance with the approval motion will not become effective until one member leaves.\) Committee appointments would be limited to three years with terms beginning on the day of Board confirmation. The Board shall make a concentrated effort to recruit additional committee members from Stakeholders. The same diversity of representation as desired for Board members in Section 2 above would be sought for Committee participation. The range of skills and backgrounds for committee members would be as specified for the Election of Directors in Section 4 \(b\).](#)

Each Committee must have at least one Director and the Board shall make a concentrated effort to recruit additional committee members from Stakeholders. The Board shall appoint the Chair of each committee, and the Chair shall appoint additional members, subject to approval by the Board. Each committee must conduct meetings which are open to all interested Stakeholders.

Section 4. Election of Directors. Directors shall be selected as follows:

(a) **Number of Directors:** The Board shall be composed of the following Directors: (i) one (1) Director appointed by the Cascade Neighborhood Council; (ii) four (4) Directors elected at the Corporation's annual meeting, and (iii) eight (8) Directors elected by the existing Board of Directors. Except for the Director appointed by the Cascade Neighborhood Council, the remaining twelve (12) Directors shall serve three-year terms, which shall be staggered. Initial terms for Director positions shall

be selected by drawing from a hat to establish term cycles. For the initial term, four of the Directors shall serve for three (3) years, four of the Directors shall serve for two (2) years, and four of the Directors shall serve for one (1) year. Thereafter, each Director shall serve no more than two consecutive three-year terms.

(b) Criteria for Election of Directors. In filling vacancies on the Board of Directors, the Board shall seek to appoint individuals that represent a range of skills and backgrounds, based on the following general skills and criteria:

(Amendment approved August 5, 2008 Board Mtg.)

Represents a constituency such as a duly elected representative of a homeowners association, renters association, business organization or other community organization, and geographic location within the South Lake Union neighborhood;

Architectural and urban planning expertise;

Leadership and consensus building skills;

Commitment to collaborative problem solving and willingness to consider community input;

Financial expertise;

Community/economic development;

Marketing/business development;

Legal expertise;

Real estate development;

Fundraising/grants;

Local development/nonprofit expertise;

Historical perspective of South Lake Union;

Background/interest in the vitality of South Lake Union neighborhoods;

Sustainable community building interest and expertise;

Willingness to commit necessary time to serve as an effective Director;

Neighborhood experience/understanding of neighborhood issues; and

Willingness to serve as liaison with communities.

(c) Process of Election of Directors. Every year, SLUFAN shall send notice to Stakeholders at least 55 days prior to the annual meeting, announcing it is soliciting nominations of persons appropriate for election. Nominations must be received by the Board twenty seven (27) days before the annual meeting. Elections require the vote of the majority of the Board and all Stakeholders who attend the annual meeting and wish to vote, provided that in order to be eligible to vote, the stakeholder must have attended at least two SLUFAN meetings in the past nine months and be a Stakeholder. If a dispute arises as to ones eligibility, the present Directors shall decide, there and then, as to the ~~individual~~individual(s) eligibility for the election in question.

d) Election Ties. Should for any reason, a community elected or board appointed election result in a tie vote, the resolution of the tie vote shall be as follows: The SLUFAN Board President or Board Secretary shall toss a coin. The candidate whose first letter of first name is closest to the beginning of the alphabet shall call "heads" or "tails" whilst the coin is mid-air. The coin will be allowed to fall to the table. Should the face of the coin that is visible match the caller's description, the caller wins the board seat. If otherwise, the candidate who is not the caller wins the board seat. This shall occur at the same SLUFAN board meeting as the tie vote was cast.

(~~d~~e) Conflicts of Interest of Directors. Directors are expected to be active and knowledgeable about issues of concern to the South Lake Union neighborhood, and may therefore have a financial or organizational interest in the neighborhood. Persons need not be precluded from service as a Director because they have property, business, interest, or are on staff or Board of existing organizations that may have dealings with or benefit from the Corporation. However, all the Directors shall disclose any potential or existing conflicts and recuse themselves from Board decisions where there are potential or existing conflicts of interest.

Section 5. Removal of Directors. Any Director may be removed with or without cause, upon the vote of 80% or more of the non-interested Board.

Section 6. Vacancies. The Director appointed to fill a vacancy [of a Board appointed position](#) shall be appointed for the un-expired term of his or her predecessor in office. Such vacancy may be filled at a regular or special board meeting. [The Director appointed to fill a vacancy of a community elected position shall be appointed to serve until the following annual meeting wherein the position will be advertised and filled via the normal election process.](#)

Section 7. Resignation. A Director may resign at any time by delivering written notice to the president or secretary, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified in the notice, or, if the time is not specified, upon delivery of such notice, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV.

MEETINGS OF BOARD OF DIRECTORS

Section 1. Annual Meetings. The annual meeting of the Board of Directors shall be held in the month of March in South Lake Union. The Board shall meet at least six times per year; all meetings shall be open to the public. However, the Board may meet in executive session when appropriate.

Section 2. Special Meetings. Special meetings of the Board may be held at any place and time, whenever called by any Officer or any three Directors.

Section 3. Notice of Meetings. Notice of the time and place of the annual meeting and any bimonthly or special meeting of the Board shall be given by the secretary, or by the person or persons calling the meeting, by mail, email, or by personal communication over the telephone or otherwise, at least seven days prior to the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum. A majority or at least four members of the Board (whichever is greater) shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. Except as provided below, at any meeting of the Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. A Director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Director's dissent or abstention is entered in the minutes of the meeting or the Director files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by mail to the secretary of the Corporation immediately after the adjournment of the meeting.

Section 5. Meetings Held by Telephone or Similar Communications Equipment. Members of the Board or its committees may participate in a meeting of the Board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE V.

COMMUNITY INVOLVEMENT AND REPORTING

In addition to its annual meeting of Stakeholders, the Corporation shall sponsor or cosponsor meetings for Stakeholders and members of the general public to disseminate information and to obtain input and comment on issues which affect the neighborhood.

ARTICLE VI.

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board (or its committees) of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors (or committee members) entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VII.

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VIII.

OFFICERS AND EMPLOYEES

Section 1. Officers Enumerated. The Officers of the Corporation shall be selected from the members of the Board and shall be president, one or more vice presidents, a secretary, a treasurer, and such other Officers and assistant Officers as may be deemed necessary by the Board of Directors, each of whom shall be annually elected by the Board of Directors, and shall serve until their successors are duly elected and qualified. The same person, except the offices of president and secretary, may hold any two or more offices. In addition to the powers and duties specified below, the Officers shall have such powers and perform such duties as the Board of Directors may prescribe.

Section 2. President. The president must be a Director of the Corporation. He or she shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the Board of.

Section 3. Vice President. In the absence or disability of the president, the vice president shall act as president.

Section 4. Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Board, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the Corporation.

Section 5. Treasurer. The treasurer shall have the care and custody of, and be responsible for, all funds and investments of the Corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board, and in general, shall perform all of the duties incident to the office of treasurer including reports at each Board meeting.

Section 6. Directors and Officers Protection. The Corporation shall indemnify all Officers and Directors against any kind and all liability reasonably incurred by such persons in connection with any threatened, pending or completed claim or action that arises or occurs by reason of those persons being or having been any Officer or Director of the Corporation. In addition, the Corporation shall carry adequate liability insurance to protect the Officers and Directors.

Section 7. Vacancies. The Board, at any regular or special meeting, may fill vacancies in any office arising from any cause.

Section 8. Compensation and Expenses. All Officers and Directors of the Corporation shall serve without compensation. The Board may by resolution provide for reimbursing Officers and Directors for reasonable and necessary expenses.

Section 9. Removal. Any Officer elected or appointed may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

Section 10. Resignation. Any Officer may resign at any time by delivering written notice to the president or the secretary/treasurer, 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, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Staff, Consultants, and Legal Counsel. The Board may provide for the appointment of such employees, consultants, and legal counsel as it deems necessary or desirable to carry out the business of the Corporation.

ARTICLE IX.

ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Fiscal Year. The last day of the fiscal year of the Corporation shall be December 31.

Section 2. Loans Prohibited. The Corporation shall make no loans to any Officer or to any Director. Nothing in this section shall prohibit a loan by the Corporation to a nonprofit entity with which an Officer or Director may be associated, so long as the Director discloses his or her interest and does not participate in any Board decision approving that loan.

Section 3. Corporate Seal. The Board may provide for a corporate seal which shall have inscribed thereon the name of the Corporation, the year, and state of incorporation and the words "corporate seal."

Section 4. Books and Records. The Corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current Articles and Bylaws; correct and adequate records of accounts and finances; a record of Officers' and Directors' names and

addresses; minutes which may be maintained by committees of the Board. Records may be written or electronic if capable of being converted to writing. The records shall be open at any reasonable time to inspection by any member of the Board of Directors or any advisory committee. Costs of inspecting or copying shall be borne by such person.

Section 5. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed by the affirmative vote of seven or sixty (60%) percent of the current number of Board of Directors of the Corporation, which ever is less, with the approval in an open community meeting. The Board may take such action at any annual or special meeting.

Section 6. Rules of Procedure. The Board shall seek to make its decisions based on consensus and the wishes of the overall community. When necessary, the rules of procedure at meetings of the Board and community, shall be the rules contained in Robert's' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors. Provided, however, a majority vote by the Directors present shall be a decision for the Corporation unless otherwise required herein.

CERTIFICATION

I, Shirley Holmes, being Secretary of SLUFAN, hereby certify that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors on November 18, 2002.

Shirley Holmes, Secretary