



**BYLAWS  
OF  
THE ADVISORY COUNCIL**

**ARTICLE 1  
PRINCIPAL OFFICE**

The principal office of the Advisory Council (the "**Council**") shall be located in King County, State of Washington.

**ARTICLE 2  
PURPOSES**

The Council is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), including without limitation, to lessen the burdens of government by facilitating communication and cooperation among neighborhood citizens, institutions and special interest groups, in order to assist The Associated Recreation Council ("**ARC**") and Seattle Department of Parks and Recreation ("**SPR**") in meeting public recreational needs.

**ARTICLE 3  
LIMITATIONS**

**3.1 Permitted Activities.** Notwithstanding any other provision of these Bylaws, the Council shall not carry on any activities that do not further charitable purposes as defined under federal tax law for 501(c)(3) organizations. The relevant charitable purposes include charitable, educational, scientific, literary, fostering national or international amateur sports competition, and preventing cruelty to children. The term **charitable** is used in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of education or science; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

**3.2 Legislative and Political Activity.** No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to a 501(c)(3) organization. The Council shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**3.3 No Inurement to Private Persons.** No part of the Council funds, if any, shall be used to the benefit of, or be distributable to, its Members or any Officer or other private person, except that the Council may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 2 above.



## **ARTICLE 4 DISSOLUTION**

No Member or Officer shall be entitled to share in the distribution of the Council's assets, if any, upon dissolution of the Council or the winding up of its affairs. Upon the dissolution or winding up of the Council, the assets of the Council remaining after payment of, or provision for payment of, all debts and liabilities of the Council, shall be distributed to ARC, provided that ARC continues to be described in Section 501(c)(3) of the Code.

## **ARTICLE 5 MEMBERSHIP**

**5.1 Responsibilities.** The members of the Council (each a “Member”) shall be responsible for the business and affairs of the Council subject to the powers of ARC and SPR as are described in Master Services Agreement and the Council’s Operating Agreement, each as amended from time to time. Also, the Members must have the approval of ARC and SPR to take any of the following actions: (a) the amendment or repeal of these Bylaws; (b) the voluntary dissolution of the Council or revocation of proceedings therefor; and (c) the distribution of the assets of the Council.

**5.2 Qualifications.** Members shall be individuals who demonstrate a commitment to and interest in the Community. To qualify, an individual must complete a member packet and clear a background check. They are then registered as SPR volunteers and managed by ARC. The Council is strongly encouraged to recruit members ages 18-24. Individuals do not qualify if they: (i) are employees of SPR or employees or independent contractors of ARC or SPR; (ii) do not agree to abide by Exhibit B, the ARC Advisory Council Code of Conduct; or (iii) have a clear conflict of interest as described in Exhibit C, Conflict of Interest. Members shall have such other qualifications as ARC may prescribe from time to time.

**5.3 Number of Council Members.** The Council shall consist of a minimum of seven (7) members (for a city-wide council) or five (5) members (for a site-based council) and not more than twenty-one (21) members. If the number of Council members drops below the minimum number, Council members, the representative designated by SPR from time to time (the “SPR Representative”) and the ARC Executive Director or the representative designated by the Executive Director of ARC from time to time (the “ARC Designee”) will concentrate their efforts on recruiting new Council members.

**5.4 Member Appointment.** Any acting Member, or the SPR or ARC representative has the ability to suggest an individual for nomination to Membership. The potential Member must meet qualification requirements and be vetted by the Council President, SPR Representative and ARC Designee before applying for Membership. Unless the Council is decreasing the number of Members, such vetted potential members shall be appointed to the Council by the SPR Superintendent (or Designee).



**5.5 Term.** Members shall normally serve for a term of three (3) years, commencing on the effective date of appointment by the ARC Executive Director and each Member, including an initial Member, shall hold office until their successor is appointed and qualified, or until their death, resignation, or removal. After consultation with the proposed member, they may be appointed to serve for one (1) or two (2) years of an initial or renewal term. Any Member may serve an unlimited number of terms, including successive terms, and shall not be disqualified by reason of having served previously as a Member. Members must pass a background check every three years.

**5.6 Resignation.** Any Member may resign at any time by delivering notice, either in writing by an email to the President of the Council and the ARC Executive Director or ensuring that such resignation is documented in meeting minutes. The resignation is effective immediately, unless a later effective date is specified in the resignation.

**5.7 Removal.** After consultation with the Superintendent of SPR (the **Superintendent**), the ARC Executive Director may remove a Member if they violate the ARC Advisory Council Code of Conduct and/or fail to attend at least five (5) Council meetings during a calendar year. The decision to remove an advisory council Member is vetted by SPR and ARC leadership, agreed upon by both organizations, and considered final.

**5.8 Fiduciary Duties.** A Member shall perform the duties of a Member of the Council, including duties as a member of any committee on which the Member may serve, in good faith, in a manner such Member believes to be in the best interest of the Council, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

## **ARTICLE 6 MEETINGS**

**6.1 Meeting Requirements.** By a duly adopted motion, the Members shall specify the date, time and place for the holding of regular meetings of the Members without any notice other than such motion; provided that a copy of such motion is provided to the SPR Representative and to the ARC Designee. Members shall hold no fewer than eight (8) meetings during each calendar year and may include two annual meetings hosted by ARC (the Annual General Meeting and Presidents Meeting), as well as signature special events hosted by the Council. At least one such meeting shall be held on the date and at the time each year as determined by the Members, for the purpose of electing officers (the **"Elections Meeting"**).

**6.2 Special Meetings.** Special meetings of the Members may be called by the President or any three (3) Members. Notification must be given to all Members, the SPR Representative and ARC Designee, in accordance with Section 6.3. Notice of special meetings must include an agenda for the meeting, specifically identifying possible action items.

**6.3 Notice.** Notice of a meeting of the Members or any committee designated by the Members for which notice is required by these Bylaws or by applicable Washington law, shall be given to each Member, to the SPR Representative and to the ARC Designee at least forty-eight



(48) hours before the meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, text, or other electronic means, and shall state the date, place, and time of the meeting.

**6.4 Waiver of Notice.** A meeting of the Members and any actions taken during such meeting shall be valid, even if the call for such meeting and the notice given do not meet the notice requirements set forth in these Bylaws, if the following conditions are met: A quorum is present at the meeting and if, either before or after such meeting, each of the Members not present at the meeting and the SPR Representative and the ARC Designee, if either of them were not present at the meeting, executes a written waiver of notice or sends one by email. The waiver of notice need not specify the business to be transacted nor the purpose of the meeting. All waivers shall be filed with the Council's records or made a part of the minutes of the meeting. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**6.5 Quorum.** A majority of the total number of Members of the Council and an SPR Representative shall constitute a quorum, even though the SPR Representative is not a voting member. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Council, except as otherwise provided in these Bylaws or under applicable law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Members, if any action taken is approved by at least a majority of the required quorum for such meeting; provided that the number of Members present shall not be less than one-third of all Members.

**6.6 Action in a Remote Meeting.** Generally, the Members shall act only pursuant to a duly constituted meeting at which a quorum is present in person. Notwithstanding the foregoing, if necessary and in the best interests of the Council, the Council may hold a remote meeting held electronically provided that (a) notice of the remote meeting is provided consistent with Section 6.2 and 6.3 of these Bylaws and the SPR Representative participates in the meeting; and (b) any action taken at such remote meeting is reported out at the next scheduled Council meeting and included in the meeting minutes.

**6.7 Voting.** A Member who is present at a meeting at which action on any matter is taken shall be considered to have assented to the action unless the Member's dissent or abstention is entered in the minutes of the meeting or unless the Member dissents or abstains from such action, in the form of an email or an executed written document, which is delivered to the Secretary of the meeting before or immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Member who voted in favor of such action.

**6.8 Minutes.** Minutes shall be kept of each meeting, shall be reviewed and approved at the meeting following the one to which they pertain, and shall be filed with the Council records and a copy shall be delivered to the ARC Designee and the SPR Representative.



## **ARTICLE 7 COMMITTEES**

**7.1 Committees.** The Members may vote to create any number of committees, each consisting of two or more Members appointed by the Council, to accomplish goals set by the Council in partnership with the SPR Representative. Committees do not have the powers to:

- (a) elect, appoint, or recommend for removal officers of the Council;
- (b) amend, alter, or repeal an official decision voted on by the Council;
- (c) create any other committees or elect, appoint or remove the Members of any committees; or
- (d) amend or repeal the Bylaws.

**7.2 Meetings.** The Members may adopt rules for the governance and action of any committee as long as such rules are consistent with the provisions of these Bylaws. Minutes shall be kept of each meeting of any committee and shall be filed with the Council records and a copy shall be delivered to the ARC Designee and the SPR Representative.

## **ARTICLE 8 OFFICERS**

**8.1 Officers.** The officers of the Council shall be a President, Vice President, Secretary, and Treasurer, each of whom must be a Member who has reached the age of 18 years old at the time of the election. The Council may also have such other Officers as may be approved by the Members, such as assistant Officers, or committee chairs. Any Member may hold multiple Officer positions, except that the President may not also serve as the Secretary. Officer positions are not required as long as the designated responsibilities are managed and met appropriately. If no Officer positions are appointed, AC must designate at least one and up to two representatives as the primary points of contact for communications including expense processing and financial reporting.

**8.2 Election and Term.** The officers of the Council shall be elected each year by the Members on an annual basis for a term of one year. Unless an Officer dies, resigns, or is removed from office, he or she shall hold office until the next Elections Meeting or, if later, until their successor is elected. An individual may be re-elected to serve more than one (1) term in office; but no individual may serve more than three (3) consecutive terms in the same office.

**8.3 Removal.** After consultation with the Superintendent, the ARC Executive Director may remove an Officer if in their judgment, the best interests of the Council will be served thereby. The Council may recommend that the ARC Executive Director consider removal of an Officer, but the ARC Executive Director is not obligated to act on such



recommendation and such recommendation is not required in order for an Officer to be removed. An Officer may appeal their removal to the ARC Board of Directors, pursuant to the appeals process established by the ARC Board, as amended from time to time.

**8.4 Resignation.** Any Officer may resign at any time by delivering notice, either in writing by email, in an executed written document, to the President of the Council or documented in meeting minutes. The President of the Council, SPR Representative and ARC Designee must be notified of the resignation immediately. The resignation shall take effect immediately, unless a later date is specified in that notice. An Officer may resign from their position and remain a Member at large.

**8.5 Vacancies.** A vacancy in any office for any reason shall be filled during the regularly scheduled meeting following the vacancy notice in the same manner as stated in these Bylaws for election to that office unless the designated responsibilities are managed and met appropriately.

**8.6 President.** The President shall preside at all meetings of the Council, including the call to order, establishing quorums, ensuring proper voting on motions, ensuring the SPR Representative is present on binding votes, and following Advisory Council Bylaws. The President shall have such other powers and duties as may be prescribed by the Members or these Bylaws. The President will follow the meeting agenda, keep to time schedules, and ensure that all voices are recognized at meetings. The President will be involved in the annual budget planning process with the SPR Representative and the Treasurer to ensure expenses specific to the advisory council operations are included in the budget proposal, i.e., meeting food, member appreciation, event expenses, and fundraising goals. The President and Treasurer are authorized to sign financial requests made by SPR staff.

**8.7 Vice Presidents.** The Members shall elect one or more Vice Presidents who shall assist the President in carrying out the activities of the Council. In the event of the death of the President or their inability to act, the Vice President (or if there is more than one Vice President, the Vice Presidents in the order designated by the Members) shall perform the duties of the President, except as may be limited by resolution of the Members, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Members, the same powers as the President. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Members.

**8.8 Secretary.** The Secretary shall keep complete records of each meeting (including electronic voting) and committee reports, shall provide the notices of meetings, and provide minutes of each meeting of the Advisory Council to Advisory Council members, the SPR Representative and the ARC Designee, and shall have such other powers and duties as may be prescribed by the Members or these Bylaws. Minutes shall be kept in a filing system determined by the Council and electronically at ARC.



**8.9 Treasurer.** The Treasurer will receive monthly financial reports from ARC accounting. The Treasurer shall review the reports and provide a summary of findings/information at each Advisory Council meeting. In conjunction with the President and SPR Representative, the Treasurer will inform the council members when a spending request is made that was not included in the approved annual budget. The Treasurer will be involved in the annual budget planning process with the SPR Representative and the President to ensure expenses specific to the advisory council operations are included in the budget proposal, i.e., meeting food, member appreciation, event expenses, and fundraising goals. The President and Treasurer are authorized to sign financial requests made by SPR staff. The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to them by the President or the Members.

## **ARTICLE 9 OFFICER LIABILITY LIMITATIONS**

**9.1 Immunity from Liability.** Officers of the Council shall have such immunity from liability as is granted under federal and Washington State law, including without limitation, if applicable, the Federal Volunteer Protection Act and RCW 4.24.264.

**9.2 Indemnification.** To the fullest extent permitted by law, ARC and SPR shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that they are or were a Member or Officer of any Advisory Council against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually or reasonably incurred by them in connection with such action, suit, or proceeding; and any Advisory Council may at any time, at any time, approve indemnification of any other person which is has the power to indemnify under applicable Washington law. Notwithstanding the foregoing, the provisions and benefits of this paragraph shall not apply or be applicable to:

- (a) acts or omissions involving intentional misconduct or a knowing violation of law;
- (b) a vote or assent by any Officer or Member which is unlawful or violates the requirements of these Bylaws; or
- (c) any transaction from which an Officer or Member will personally receive a benefit in money, property, or services to which they are not legally entitled.

The indemnification provided by this section shall not be deemed exclusive to any other rights to which a person may be entitled as a matter of law or by contract.



**ARTICLE 10  
MISCELLANEOUS**

**10.1 Fiscal Year.** The fiscal year of the Council shall end each year on December 31.

**10.2 Amendments.** The Bylaws may be amended or repealed by the affirmative vote of a majority of the Members in office, the approval of ARC and the concurrence of SPR.

**10.3 Governing Law.** In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, Washington law applicable to unincorporated nonprofit associations shall apply.

**ADVISORY COUNCIL SIGNATORY**

I, as the acting representative of the Advisory Council, certify that the above Bylaws are the Bylaws of the Council as adopted by the Members.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date Signed: \_\_\_\_\_