

SUMMIT-WALLER COMMUNITY ASSOCIATION



One civic league of Summit-Waller residents and property owners who share common concerns for the quality of life in our neighborhood and community.

Established: 3/1/1993

Revised: 10/06/2020

BY – LAWS

SUMMIT-WALLER COMMUNITY ASSOCIATION

ARTICLE I

Incorporation

This corporation shall be conducted as a non-profit organization, for the purpose of educating the public in the greater need for community-wide interest, concern, and involvement in community issues and impacts to insure a quality, livable and rural neighborhood within the Summit-Waller Community.

ARTICLE II

Location

The principal office of the corporation in the State of Washington shall be located within the County of Pierce.

ARTICLE III

Membership/Annual Meeting

Section 1. The fiscal year for the association/corporation shall run from January 1 to December 31. The current annual supporting membership donation will be **\$20.00** per family residence or business (**\$15.00 for seniors, age 62+**). Supporting membership donations to the association are not tax deductible.

Section 2. Any individual who resides, owns property, owns a business or rents within the Summit-Waller community may join the association. The current Summit-Waller area boundaries are: State Route 512 on the South; Pioneer Way E. on the North; the Tacoma City Limits along with 22nd Ave. E. on the West; and Woodland Ave. E. on the East.

Section 3. An annual Membership & Community meeting of the corporate membership shall be held in the spring of each year. All members in good standing (*) shall be notified by various types of communication prior to the meeting.

Section 4. Any member of the Summit-Waller Community may attend the annual Membership & Community Meeting. The meeting is also open to the public.

Section 5. The annual Membership & Community Meeting is designed to educate the community on current issues within the community, and an opportunity for citizens of the community to meet local officials.

Section 6. Any association member may request the Board of Directors address reasonable issues or concerns at the next Board of Directors meeting where a quorum is present, but not at the annual Membership & Community Meeting.

(*) – Complies with Sections 1 & 2 of Article III.

ARTICLE IV

Board of Directors

Section 1. The affairs of the association/corporation shall be managed by its Board of Directors

Section 2. The Directors must be residents of the State of Washington and members in good standing (*).

Section 3. The number of directors shall be nine (9). Each director shall hold office on the Board of Directors until that director chooses to resign from the Board, or he/she is removed from the Board by a simple majority vote of the Board at a monthly meeting where a quorum is present (See Section 11). It is recommended that a Board member serve on the Board for at least a three (3) year term. A letter or e-mail “Intent to Resign” document shall be submitted to the Board if a director intends to resign. The Board will have as a goal of appointing at least two (2) qualified alternates to the Board.

Section 4. Any SWCA supporting member in good standing (*) who desires to become a future Board member shall submit a written application, present it to the Board and attend at least one (1) Board meeting before being eligible for appointment to the Board of Directors.

Section 5. The appointment of new Board members must be conducted at a monthly Board of Directors meeting where a quorum of Board members is present. A simple majority of the Board members present and voting for approval is needed to appoint a new Board member.

Section 6. Any Board member may provide an endorsement or recommendation of a Board candidate(s) to the association Board of Directors whom that Board member feels is most qualified to serve as a future member of the Board of Directors. Any supporting member in good standing (*) may briefly endorse a qualified Board candidate, either in person at a monthly Board meeting, or by various other means of written or verbal communication.

Section 7. New Board of Directors members will begin their terms of office at the Board meeting of their appointment to the Board.

Section 8. It is suggested that a departing director actively attempt to recruit a new member to the Board.

Section 9. All vacancies on the Board of Directors may be filled by the remaining Directors at any regular or special Board meeting by a simple majority vote of the Board at a meeting at which a quorum is present.

Section 10. Alternates to the Board of Directors will be the first ones asked to fill a vacancy on the Board. All Board members are encouraged to actively recruit Board candidates to fill a Board vacancy.

Section 11. Any member working against the stated objectives of the association/corporation may be removed by a simple majority vote of the Board of Directors at a monthly meeting where a quorum is present.

(*) – Complies with Section 1 & 2 of Article III.

ARTICLE V

Officers of the Corporation

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such officers as may be appointed by the nine-member Board of Directors. No officer may hold more than one office at any one time. Officers may be selected from within the Board of Directors. They shall hold their office for one year or until successors are selected and qualified. The Executive Committee will consist of the four (4) main Officers of the Board of Directors. They may meet in person or virtually to set agendas, discuss issues, strategies, etc. prior to regular or special association meetings.

Section 2. Vacancies that occur within the Executive Committee may be filled by the Board of Directors at any regular or special Board meeting where a quorum is present.

Section 3. The President shall preside at all meetings of the Board; shall be the chief executive officer of the association/corporation; shall make reports to the Directors; shall appoint and/or dissolve special committees; and shall perform all such other duties as are incident to this office or are properly required by the Board of Directors.

Section 4. The Vice-President shall perform all such duties as may be properly required by the Board of Directors or the association President. In the absence or inability of the President, the Vice-President shall exercise and perform the functions and exercise all the powers of the President.

Section 5. The Secretary shall keep the minutes of the meetings of the Directors; shall have charge of the corporate books; and shall make such reports and perform such other duties as are incident to the office, or are properly required by the Board of Directors or the President.

Section 6. The Treasurer shall have the accounting custody of all monies and securities of the association/corporation; shall keep regular books of account; shall disburse the funds of the corporation as may be ordered by the Board of Directors or the President; shall render an account of all transactions as Treasurer and of the financial conditions of the association/corporation; shall keep up-to-date association supporting membership lists and mailing lists; shall perform all duties incident to the office or that are properly required by the Board of Directors or the President; and shall give a bond for the faithful discharge of the duties of the office, in such sums and with such securities as the Board of Directors shall from time to time determine. Upon a vote of the Board of Directors, an audit of the association/corporation's books of account shall be conducted within thirty (30) days.

ARTICLE VI

Board Meetings

- Section 1. Board of Directors meetings may be held monthly or as necessary. Board meetings must be conducted within the Summit-Waller area and open to association supporting members and the public. In the event public emergency or natural disaster makes in-person gatherings unlawful or impractical, the Board may conduct their business in virtual meeting places or other alternatives to physical meetings.
- Section 2. To conduct business a quorum, consisting of a simple majority of the current membership of the Board of Directors, must be present. No proxies will be accepted for attendance or voting. In the absence of Board members, Alternate Board members present at the meeting will automatically be elevated to a voting Board member position to achieve a quorum. The President or other Board officer shall preside over the meeting.
- Section 3. Any director, who misses three (3) consecutive board meetings without a valid excuse, may be removed from the Board by a simple majority vote of the Board at a Board meeting where a quorum is present.
- Section 4. During Board meetings, all comment and discussion shall be limited to Board members present, unless a Board majority agrees that members of the audience may participate with the Board.
- Section 5. Before the Board takes final action on an agenda item, any non-Board member(s) in attendance may be provided with a reasonable amount of time in which to provide comments or testimony. The audience shall direct all testimony, comments, or questions to the presiding officer of the meeting.
- Section 6. Individual Board members shall not conduct informal conversations with the audience during a Board meeting unless the Board President allows such conversations.

ARTICLE VII

Donations, Bequests, Etc.

No funds received by donation, bequest or any other means shall be diverted from the use to which they may be assigned by the donor, testator or testatrix, unless such use is contrary to or in conflict with the purposes of the corporation. Monetary donations, bequests or in-kind gifts to the association are not tax deductible.

ARTICLE VIII

Amendments

The Board of Directors shall have the power to make, amend or repeal the By-Laws of this association/corporation by an affirmative vote of two-thirds majority of the Board of Directors at any regular or special meeting of the Board where a quorum of two-thirds is present. This process shall cover a minimum of two (2) months.

ARTICLE IX

Waiver of Notice

Whenever, under the laws of the State of Washington, or by provision of these By-Laws, a waiver in writing is signed by persons entitled to such notice, whether before or after the time stated therein, it shall be deemed equivalent to the giving of such notice.

ARTICLE X

Informal Action

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if prior to such action a written or electronic consent thereto is given by all members of the Board or of the committee, as the case may be, and such written or electronic consent is filed with the minutes of the proceedings of the Board of the committee.

Formal Adoption of By-Laws

KNOW ALL PEOPLE BY THESE PRESENTS, that the undersigned Secretary of the association/corporation known as SUMMIT-WALLER COMMUNITY ASSOCIATION, INC., does certify that the above and foregoing, revised By-Laws were duly adopted by the Board members of said association/corporation, as the By-Laws of said association/corporation on the 6th day of October, 2020 (replaces the original 02/18/1993 By-Laws, and subsequent revisions), and that they now constitute the By-Laws of said association/corporation.

Attest: _____ Date: October 6, 2020
Secretary (John Goodspeed)

Attest: _____ Date: October 6, 2020
President (Larry Volland)

Along with Board Members:
Angela Angove, Vice President
Russell Reed, Treasurer
Dan Haire
Mark Giannobile
Robert Koreis
Jenn Bosworth
Don Massie

Alternate Board Member:
Lisa Ikeda
SWCA Webmaster:
Gabriel Tetrault