

**BYLAWS
OF
EDMONDS CIVIC ROUNDTABLE**

ARTICLE I

Name

The name of this Corporation, a State of Washington nonprofit corporation, shall be Edmonds Civic Roundtable (the "Organization" and/or "ECR").

ARTICLE II

Location

Section 2.1. The principal office of the Organization for the transaction of its business is P.O. Box 326 Edmonds, WA 98020.

Section 2.2. The Organization may also have offices at such other places, within or without the State of Washington, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE III

Powers and Purposes

Section 3.1. Purpose. The purposes of this Organization shall be to ensure nonpartisan good government leadership and public policy processes in the City of Edmonds, where local elected and appointed government leaders and staff provide exceptional leadership in pursuit of enhancing the quality of life and natural environment for all who live and work in Edmonds, and where local officials, staff and members of the community work together to identify and solve problems in a respectful, inclusive and fact-based process. ECR is committed to being a diverse organization that values all people including, but not limited to; those of any age, race, ethnicity, national origin, color, socioeconomic status, gender, physical ability, cognitive diversity, religion, sexual orientation, or political affiliation. ECR provides balanced and objective information to residents, stakeholders, media and city officials in order to help them make informed decisions with a focus on the safety, fiscal, social, infrastructure and environmental issues that impact the daily lives of people in Edmonds.

Section 3.2. Powers. The Organization shall have all the powers necessary to carry out the foregoing purposes and all the powers of nonprofit corporations organized under the laws of the State of Washington to conduct any and all lawful acts which may be necessary or convenient in service of its purposes and mission.

Section 3.3. Non-Profit Status and Limitations.

(a) The Organization is a Washington State nonprofit corporation.

(b) The Organization shall be an equal opportunity employer, and it shall not discriminate on the basis of age, race, color, creed, sex, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; (iii) in the selection of organizational members; or (iv) in the membership of its Board of Directors.

(c) The Organization shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its application or status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.

(d) The Organization is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or director of the Organization, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(e) On dissolution, after provision is made for payment of debts, all property of the Organization, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the Organization shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive. The distribution of assets in the event of voluntary dissolution; upon payments and arrangements of all liabilities shall be distributed to lawful and appropriate nonprofits that meet the requirements as outlined in RCW 24.03.225.

(f) No substantial part of the activities of the Organization shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Organization 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.

ARTICLE IV

Members

Section 4.1. Classes of Members:

The Organization will have two classes of Members without voting rights:

- a. Resident Members – individuals who live in the City of Edmonds.

- b. Non-resident Members – individuals who do not live in the City of Edmonds, but who have interest in the City sufficient to qualify for non-resident membership, as established by the Board of Directors. Examples may include City business owners, employee groups, etc.

Section 4.2. Membership and membership dues and benefits are determined solely by the Board of Directors. The Board of Directors may change membership requirements or the amount of dues and types of benefits at any time and reserves the right to approve or disapprove Members for any reason it deems in the best interest of the Organization.

ARTICLE V

Directors

Section 5.1. Powers. The Directors shall supervise and control the business, property, and affairs of the Organization, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. Directors must be resident members of the Organization and must be 18 years of age.

Section 5.2. Number. There shall be a Board of Directors of the Organization of not less than six (6) persons and not more than fifteen (15) persons. The signers of the Articles of Incorporation shall elect the initial Board of Directors of the Organization, and thereafter the members of the Board of Directors shall be elected at the annual meeting of Directors.

Section 5.3. Election Term. Directors of the Organization shall be elected at the annual meeting of the Board of Directors to serve for a term of three (3) years or until their successors are elected and qualified. No Director shall serve more than two consecutive three-year terms, but may be reelected after a lapse of one year. The inaugural Board may in the first three years approve one-, two- or three-year terms to plan for balanced rotation of board members thereafter.

Section 5.4. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office. A Director so elected is eligible to serve up to two subsequent regular three-year terms.

Section 5.5. Removal. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors. The Board may, at its sole discretion, waive such resignation for reasons it deems appropriate.

Section 5.6. Compensation. Directors shall not receive salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board and for expenses for Board approved business-related travel. The Organization shall not provide personal loans to any Director.

Section 5.7. Fiduciary Duties of a Director. Directors must act in good faith, meaning act with good intentions. Directors must always act in the best interest of the Organization. Directors have a special fiduciary relationship with the Organization and have the duty to act for the benefit of the Organization, not for their own personal benefit. Directors must also act with due care. As a fiduciary, the Board of Directors is entrusted with the Organization's financial resources and must be careful with the use of those funds. Among other responsibilities, each director must evaluate existing programs to determine if they are run efficiently and examine financial statements to ensure the Organization has adequate funds to pay its debts and that those funds are being used to further the Organization's goals and mission. Finally, each director must act as an ordinarily prudent person would act. Directors are expected to use common sense and practical judgment, not necessarily be experts in every matter the board considers. However, if a director has a specific expertise, then said director will be expected to utilize this greater knowledge and be held to this standard in their conduct.

Section 5.8. Additional Qualifications for a Director. Any Director who is an publicly elected official in the City of Edmonds, or is appointed to an official position or committee by an elected official, or holds an officer or director position in other organizations that may influence City of Edmonds political activities, shall be obligated to adhere to any conflict of interests requirements as outlined in Article 10.1 and any such other policies governing conflicts of interest approved by the Board of Directors.

Section 5.9. Resignation. Any Director may resign at any time by giving written notice to the Board Chair and/or Board Secretary. Such resignation shall take effect at the time specified in the notice or, if no time is specified, then immediately. No action by the board is required for the resignation to be effective; but the resignation, and the effective date shall be noted at the next Board meeting and recorded in that meeting's minutes.

Section 5.10. Limitations of Liability. Except to the extent otherwise required by applicable law, a Director of the Organization shall not be personally liable to the Organization or its members for the monetary damages for the conduct as a Director, except for liability of the Director (1) for acts or omissions which involve intentional misconduct by the Director of a knowing violation of law by the director; or (2) for any transaction from which the Director is not legally entitled. If the Washington Nonprofit Corporation Act or the Washington Business Corporation Act is amended to authorize further eliminating or limiting the personal liability of directors, then the liability of a Director of the Organization shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Organization Act and the Washington Business Corporation Act, as so amended, without requirement of further actions by the Organization, or its Members, or its Directors.

No amendment to or repeal of this Section shall adversely affect any right of protection or any Director of the Organization occurring after the date of the adoption of this section and prior to such amendment or repeal.

ARTICLE VI

Meetings of the Directors

Section 6.1. Annual Meeting. A regular annual meeting of the Board of Directors shall take place each year in February at such time, date and place as shall be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Directors and officers of the Organization and to transact such other business as may properly come before the meeting. Members of ECR may be invited to attend the annual meeting by Board action. The Board may conduct the annual meeting in a month other than February for reasons it deems appropriate and in the best interests of the Organization.

Section 6.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times per year upon call of the Board Chair. The Board shall approve the annual calendar of regular meetings at their annual meeting. The Board Chair may call for additional Board meetings and/or reschedule meetings for reasons he/she deems appropriate.

Section 6.3. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair, or by any five (5) Directors, on five (5) days notice to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 6.4. Notice of Meetings. The time, day, and place of any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 7.1.

Section 6.5. Telephone and Virtual Meetings. As deemed appropriate and necessary by the Board Chair, one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone or virtually shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present. Meetings may be all-virtual or all-conference-call as deemed appropriate by the Board Chair.

Section 6.6. Record of Meetings. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

Section 6.7. Quorum; Vote Required. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6.8. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if:

a. Consents in writing, setting forth the action so taken, shall be signed by all the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.

b. Consents by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the Organization, and filed by the Secretary with the minutes of the meetings of the Board of Directors.

ARTICLE VII

Notice

Section 7.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Organization. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

Section 7.2. Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VIII

Officers and Agents

Section 8.1. Officers. The officers of the Organization shall minimally consist of a Board Chair, a Vice Chair, a Secretary, a Treasurer and an Immediate Past Board Chair. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer.

Section 8.2. Other Officers and Agents. The Board of Directors:

a. May retain an Executive Director (or President & CEO) who shall serve as staff to the Board.

b. May appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 8.3. Election: Term of Officers; Resignation; Removal; Vacancies. The Board of Directors shall elect the Officers of the Organization at the annual meeting. The Officers of the Organization shall hold office for terms of two (2) years, from annual meeting to annual meeting, or until their successors are elected and qualified. Any Officer may resign at any time by giving written notice to the Board Chair and/or Board Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. No action by the Board is required for the resignation to be effective; but the resignation, and the effective date shall be noted at the next Board meeting and recorded in that meeting's minutes. Any Officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Organization for the unexpired term. No Officer may serve more than two (2) two-year terms unless deemed necessary by reason of emergency by the Board of Directors for one additional term. An Officer whose term of office has not expired may continue in such office, and continue for such term as a Director, regardless of the Director term limitations in Section 5.3.

Section 8.4. Board Chair. The Board Chair shall preside at meetings of the Board of Directors (and the optional Executive Committee per Section 9.1) and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.5. The Vice Chair. The Vice Chair shall, in the absence or disability of the Board Chair, perform the duties and exercise the powers of the Board Chair and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and perform all other duties usually incident to the office, and such other duties as may be assigned by the Board of Directors.

Section 8.7. Treasurer. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Organization, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board of Directors. The Treasurer shall serve on the Finance Committee, as described in section 9.3.

Section 8.8. Immediate Past Chair. The Immediate Past Chair shall provide advice to the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.9. Additional Qualifications for Officers: No Officer may serve or be elected to serve as an Officer of the ECR during such period of which they are an elected public official for the City of Edmonds.

Section 8.10. Bonding of Officers. The Board of Directors shall cause the Organization to purchase appropriate bond insurance, and may require any officer, or other person entrusted with the handling of funds or valuable property of the Organization to give bonding information

to the Organization, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

ARTICLE IX

Committees

Section 9.1. Executive Committee. The Board of Directors may, at its sole discretion, establish (and disestablish) an Executive Committee, consisting of the officers outlined in Section 8.1. Except as provided in Section 9.1(a) below, the Executive Committee shall have the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board of Directors but do not require a calling of a special meeting of the Board of Directors. Any action taken by the Committee involving the exercise of the powers of the Board of Directors shall be reported at the next meeting of the Board following such action. The Executive Committee shall be subject to the authority of the Board of Directors in all matters. The Executive Committee shall present to the Board of Directors an annual evaluation of the performance of the Executive Director (or President & CEO) which will include input from the full Board of Directors.

Section 9.1(a) Limitations. The Executive Committee shall not have the power to:

1. Amend the Bylaws.
2. Appoint or remove Directors, or the Executive Director (or President & CEO).
3. Approve a dissolution or merger or the sale of all the Organization's assets.
4. Adopt or change the budget.
5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Organization.

Section 9.2 The Board of Directors shall establish a standing Governance Committee consisting of no fewer than three (3) Board members. The Committee shall develop policies that relate to the governance of the Organization and the Board of Directors, including, but not limited to:

- a. Criteria for Board membership (experience, competencies, community involvement, skills, expertise, etc.)
- b. Development of a Board recruitment matrix.
- c. Nomination and presentation of Board candidates for election by the Board.
- d. Nominate and present a slate of Officers for election by the Board.
- e. Develop and execute process of orientation for new members of the Board.
- f. Periodically review the bylaws of the Organization and recommended amendments to the Board.
- g. Periodically (minimally every 3 years) initiate a Board Assessment process.

Section 9.3. Finance Committee.

The Board of Directors shall establish a standing Finance Committee, consisting of no fewer than three (3) voting members, inclusive of the Board Treasurer, at least two (2) other Directors. The Committee may include other non-Director persons whose experience in accounting, finance or business may assist the Committee and the Board in the performance of their financial oversight responsibilities. The Committee reports to the full Board.

Section 9.4. Other Committees. The Board of Directors may also designate such other committees as they deem necessary for the efficient conduct of the business of the Organization, which committees may consist either of members of the Board of Directors or such other persons as are designated in the Board action authorizing the creation of that committee. Such committees may be discontinued by the Board when no longer necessary.

Section 9.5. Committee Chairpersons. The Chairpersons of all committees shall be nominated by the Board Chair with input from the Governance Committee and subject to approval by the Board of Directors.

ARTICLE X

Section 10.1. Policy Governing Conflict of Interest and Pecuniary Benefits Transactions. The Organization shall adopt, implement, enforce, and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of Washington law as then in effect. Each Director, Officer, or Committee member shall have an affirmative duty to disclose to the Organization each transaction with the Organization that would be a Pecuniary Benefit Transaction as to that Officer, Director, or Committee member, and shall be prohibited from participating in the discussion or voting on the transaction. The Organization shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions of Washington law and/or rules and regulations.

Section 10.2. Policy on Pecuniary Benefits Transactions. Transactions involving the Organization that provide a direct or indirect pecuniary benefit to any Officer, Director or any Member of his or her immediate family; his or her employer; or any person or organization of which he or she is a Proprietor, Partner, Officer, Director, or Trustee, Pecuniary Benefit Transactions are prohibited unless they (1) satisfy Washington law, rules, and regulations; (2) are in the Organization's best interest; and (3) all of the following conditions are met:

- (a) The transaction is made in the ordinary course of the Organization's business or operation and the transaction is fair to the Organization.
- (b) Any transaction with any Officer, or Director that exceeds \$250.00 must be approved by the Board of Directors.
- (c) The Organization shall list in its records each transaction with any Officer, or Director which exceeds \$250.00 in any one fiscal year, including the names of those benefiting from each

transaction and the amount of the benefit. This list shall be available for inspection by Officers, Directors, and all contributors.

(d) The Organization shall receive the prior approval and requisite finding of the Probate Court as to any transactions involving the sale, lease for a term of greater than 5 years, purchase, or conveyance of any interest in real estate to or from any Officer, or Director.

(e) The transaction does not involve a loan of money or property to an Officer, or Director.

ARTICLE XI

Contributions and Depositories

Section 11.1. Voluntary Contributions. The Organization may accept gifts, grants, legacies, and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies. Contributions may not be accepted from political parties, candidates, or office holders except for membership dues should those be established by the Board of Directors.

Section 11.2. Depositories. The Board of Directors shall determine what depositories shall be used by the Organization as long as such depositories are located within the State of Washington and are authorized to transact business by the State of Washington and are federally insured. All checks and orders for the payment of money from said depository shall be signed such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE XII

Dissolution

Section 12.1. Dissolution. The Organization may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Organization then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Director, officer or employee or person connected with the Organization shall be entitled to share in the distribution of any of the Organization assets upon its dissolution.

ARTICLE XIII

General

Section 13.1. Fiscal year. The Organization shall operate on a fiscal year ending December 31. Alteration of the fiscal year (by action of the Board of Directors) shall require an amendment to these Bylaws.

Section 13.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

ARTICLE XIV

Indemnification

The Organization may indemnify a person who is or was a Director, Officer, employee, or agent of the Organization or who is or was serving in another capacity at the request of the Organization, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability, except that no indemnification shall be provided for any matter in which the asserted liability arises from the negligence, bad faith, or willful misconduct of such person. The Organization shall provide Directors and Officers Liability Insurance and such other insurance as may be appropriate for comparable sized nonprofit entities.

ARTICLE XV

Amendments

These Bylaws may be amended or repealed, or new Bylaws adopted by the Directors at any meeting by the affirmative vote of not less than the majority of all the Directors of the Corporation, provided notice of the proposed change is given in the notice, which must be given not less than ten (10) days prior to such meeting.

Any amendment to the Articles of Incorporation may be adopted by approval of two-third of the Board of Directors.

Approved and Adopted by the Board of Directors on April 5, 2021.

Thomas Mesaros

April 5, 2021

Chair of the Board

Date

Jay Grant

April 5, 2021

Secretary/Treasurer

Date