

## PREAMBLE

The Capitol Hill Community Council (“CHCC” or “Council”) exists to serve the Capitol Hill neighborhood of Seattle by providing a democratic forum for community voice, collaboration, and representation to governmental agencies and other institutions. These bylaws set forth the structure, rights, and responsibilities of the Council, its Board, committees, and members.

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## ARTICLE I – NAME

The name of this organization shall be the Capitol Hill Community Council (“CHCC” or “Council”).

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## ARTICLE II – PURPOSE

The purpose of the CHCC is to:

1. Promote inclusive participation in community issues and decisions.
2. Provide a transparent, accountable forum for proposing and implementing organizational direction and policy.
3. Strengthen connections among neighbors, local organizations, and businesses by organizing events, workshops, and community-building activities.
4. Represent community interests and provide accessible channels for residents to raise concerns, ideas, and priorities and to ensure governmental agencies and institutions hear directly from those affected.

All actions of the Council shall be guided by principles of transparency, equity, democratic participation, and deliberative respect. In the interpretation of these bylaws or any related policy, ambiguity shall be resolved in favor of member empowerment and democratic participation.

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## ARTICLE III – BOUNDARIES

The Council represents the Capitol Hill neighborhood, bounded by:

- West: I-5 (just east of downtown)
- North: Roanoke Street and Interlaken Boulevard
- East: 23rd and 24th Avenue East
- South: E. Pike Street from I-5 to Broadway, then Broadway to E. Madison Street, then E. Madison Street to 23rd Avenue East

Both sides of boundary streets are included. Boundaries do not limit representation by other councils.

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## ARTICLE IV – MEMBERSHIP

CHCC represents a diverse community and, as such, strives to maximize inclusivity. CHCC does not discriminate on the basis of race, color, gender, sexual orientation, gender identity, disability, age, religion, national origin, or housing status.

### Section 1. Eligibility

Membership is open to individuals who:

- Live, work, or attend school in Capitol Hill, or can otherwise demonstrate their membership in the Capitol Hill community, and
- Are at least 16 years old.

How these criteria are determined to be fulfilled will be set by policy.

Individuals for whom membership is open are eligible if they actively participate in the Council as shown by:

- Attending at least two meetings in a 12-month period, or
- Participating in at least four committee activities in a 12-month period, or
- Attending at least one meeting and participating in at least two committee activities in a 12-month period

Attendance is recorded per Board policy.

### Section 2. Member Rights

Members may:

- Serve on committees
- Propose motions for Board or membership votes
- Vote in Council elections and on all membership votes
- Be nominated for a seat on the Board, provided the member is at least 18 years old at the time of the election
- Participate in public comment and discussion

Non-members may attend meetings, serve on committees as non-voting members, and engage with the committee per CHCC and committee policy.

### Section 3. Registration & Verification

- Membership is valid until April 1 of the next calendar year.
- The Council maintains a transparent registration and annual verification process.
- Membership for elections closes 24 hours prior to the vote.
- Membership is auto-renewed for everyone for whom the records show attended the requisite number of meetings. Members who were not auto-renewed receive an email detailing so. If they believe it is an error, they may self-attest fulfilling the membership requirements and appeal to the Secretary for a review and final decision, who must deliver that determination within 30 days or before the results of the next election which may have been determined by the number of appeal votes, whichever is first..

#### Section 4. Member-Led Policymaking

All rights of the Board, except as specified herein, may also be executed by the membership through one of two routes:

- **Petition:** Petitions for member-initiated motions may be delivered during the public comment period of any Regular or Special meeting. Petitions may collect electronic signatures and the Board must verify eligibility within 3 business days using a published verification process. Petition signatures are valid for 365 days from when the signature was given. Members of a single committee cannot comprise more than 50% of the signatures unless one committee comprises over 40% of the membership, in which case that committee will be excluded from this calculation. If the petition meets the petition threshold specified in these bylaws for an action, members present at the meeting may approve the petition for a full membership vote by a simple majority. The in-person vote must pass the required threshold specified for that action. After a motion is approved in this way, the Board must conduct a vote within 21 days. The membership must approve the motion at the required threshold. A petition materially similar to a failed petition cannot be voted on by the membership for six months. Thresholds are summarized in Appendix A; this appendix shall be publicly posted and interpreted as integral to these bylaws.
- **Community Governance:** Member-initiated motions may be presented during the public portion of a Community Governance meeting. If the threshold required for that action is passed by the in-person membership, the Board has 21 days to conduct a vote. The membership must approve the motion at the required threshold. A quorum for a Community Governance meeting shall consist of at least 15 members or 5% of total membership, whichever is higher.

If the Board fails to conduct a membership vote within 21 days, the motion is automatically added to the next Community Governance meeting agenda, which must be called by the Secretary within 30 days.

Once a motion is approved by the membership, it is the responsibility of the Board to implement and execute the motion.

The membership shall annually approve a budget summary prepared by the Treasurer and Board, which shall set expenditure limits by category. Expenditures outside these categories require member approval. The specific process to approve spending shall be detailed in a Financial Controls Policy passed by a majority of the Board, to minimally include

- Dual-signature rule for expenditures over a threshold.
- Treasurer quarterly reporting requirements to the Board.
- Annual financial review by a non-Board member.

The Council shall make reasonable efforts, within available resources, to ensure accessibility in language, disability accommodation, and digital participation.

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## Section 5. Voting

All membership votes will allow for electronic voting, aside from votes subject to the members present at a given meeting as specified in these Bylaws. Electronic voting and participation shall be governed by a 'Digital Participation Policy' adopted by the Board and publicly posted, ensuring accessibility, transparency, and security.

Membership votes shall be valid only if at least 25 members or 10%, whichever is higher participate, unless otherwise specified.

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## ARTICLE V – EXECUTIVE BOARD

### Section 1. Composition

The Board consists of eleven members elected or appointed from the membership. For every 300 members above 300 members, there shall be two additional Board members, to be elected at the next regularly scheduled election after the threshold is passed. If membership falls below a threshold that had previously expanded the size of the Board, the existing Board members shall serve out their elected terms, after which the expanded seats will not be up for re-election.

### Section 2. Quorum

- Quorum is a simple majority of Board members.
- Members recused for conflicts do not count toward quorum; if recusal drops voting members below a simple majority, remaining voting members constitute quorum. In case there are fewer than three eligible board members, that vote becomes a member vote that must pass according to the same thresholds as specified in these Bylaws and must be conducted within 21 days according to policy.
- If any power given to the Board cannot be fulfilled due to the lack of a quorum for any reason, that power may then be exercised by the Membership, including calling Special

Elections, following the same voting thresholds, until such a time as a functioning Board may be elected.

### Section 3. Duties and Powers

The Board shall:

1. Establish/dissolve committees and approve charters
2. Maintain bylaws, policies, and membership records
3. Oversee finances and legal compliance
4. Set agendas for Community Governance, Regular, and Special meetings
5. Resolve committee disagreements and take official actions for the Council

Official actions are any public statement on behalf of the Council or commitment of funds.

- No Board member may speak for the Council without Board authorization.
- A simple majority of members present (excluding abstentions) is required for most actions unless otherwise specified in these Bylaws.

In time-sensitive circumstances, the Chair and one other officer may authorize a temporary official statement or action, to be ratified by the Board at its next meeting.

Any member of the Board who has a financial or material pecuniary interest in an item, as defined by State, Federal or local laws, shall recuse themselves from voting on any item in question and shall not contribute to the formation of a quorum. The Board shall adopt a conflict of interest policy with a simple majority. Changes to that policy require a two-thirds majority. This policy is subject to motions at Community Governance meetings.

### Section 4. Terms and Elections

- Term: 2 years
- Max consecutive service: 6 years (excluding special elections or appointments)
- Election rotation: 5 seats in even years, 6 seats in odd years, held in May
- Candidates may self-nominate; further election rules set by policy excepting that the voting system shall be a version of ranked choice voting. Any change in the voting system requires a two-thirds board majority vote as well as a majority vote of the membership.

### Section 5. Vacancies & Absences

- Board may appoint members to fill vacancies until the next election with a simple majority.
- Empty or appointed seats will be up for election regardless of year for the remainder of the term of that seat.
- Board may call a Special Election to fill a vacancy with a simple majority.

- Absence from four consecutive meetings (excepting committee meetings and Special meetings) without prior approval of the Board triggers an automatic removal vote for cause at the next Board meeting. The affected member shall be notified and may submit an explanation before the removal vote.

## Section 7. Officers

Board elects officers from its members:

- Chair: Presides over meetings, sets agendas, serves as official liaison
- Vice-Chair: Acts in Chair's absence
- Secretary: Records and submits Board minutes. Shall act in the absence of both Chair and Vice-Chair.
- Treasurer: Oversees finances, reports annually

Chair and Vice-Chair cannot serve as Secretary; all members may serve as Treasurer

Board officers may be removed from their position by a two-thirds vote of the Board.

Membership does not have the right to appoint Board officers.

If all offices are vacant, the remaining Board members shall elect replacement officers within 10 days. If fewer than three Board members remain, members may convene a Governance meeting to elect a provisional Board.

## Section 8. Board Inaction

If a Board fails to meet for 120 days, a Community Governance meeting may be called by twenty members or 10% of the membership, whichever is higher.

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## ARTICLE VI – COMMITTEES

### Section 1. Establishment

Committees are the primary policy bodies of the Council.

The types of committees are:

- Standing: permanent
- Executive: Board-only, more than 2 members required
- Ad hoc: temporary, defined scope

Committees may be established in one of two ways

- Board-established committees: established through a majority vote of the Board. Must include at least one Board member, one of which must serve as co- or Vice-Chair.
- Executive committees may be converted to Standing committees at any time with a majority vote of the Board.
- Member-initiated committees: petition threshold is more than 50 signatures or 10% of voting members, whichever is higher. These committees function as ad hoc committees for 1 year. The Board may convert them to a standing committee at any time provided a Board member offers to serve as co- or Vice-Chair on the committee and the motion receives a majority vote. After one year, if not converted to a standing committee, they require reapproval of the membership or they dissolve. The originators of the motion, through either petition or Community Governance meeting, to create a member-initiated committee must provide a proposed charter to the Board within 3 days of a successful vote of the members at the meeting in which it was voted on, which will be distributed along with the motion of the membership to a full membership vote to create the committee. The Board is obligated to include the provided charter in the full membership vote, excepting any changes required due to conflicts with existing committees or fiduciary or legal issues.

## Section 2. Membership & Leadership

- Members may serve on multiple committees.
- Committees must strive to maximize representation across neighborhood diversity.
- Committees appoint, at least, a Chair and Vice-Chair
- Committees define internal rules in a charter approved by the relevant body.

## Section 3. Authority & Oversight

The Board's role with respect to committees is administrative and fiduciary, not directional. Committees act as the primary policy-making bodies of the Council within the scope of their charters. Charters should be designed as trust-based documents that enable broad scope for committees.

- Committees may act within their charter and speak externally as delegated.
- Decisions within the scope of their charter and policies are binding unless rescinded by Board or membership. Rescissions are considered to be a last resort, not a regular review step.
- Committees shall report regularly to the membership and Board as determined by policy.
- Board may rescind an action and temporarily hold committee actions for up to 30 days for any type of committee for legal liability, financial exposure above \$1,000, or clear breach of charter with a two-thirds vote and clear reasoning for why the rescinded action meets these requirements; membership must confirm or reject with a simple majority vote within 21 days. This action cannot be member-initiated.
- Board may rescind an action of a non-member-initiated committee with a two-thirds vote. Upon such a vote, it is the responsibility of the committee Chair and any co-Chairs or Vice-Chair to disseminate notification of the rescission through all channels through

which the original action was communicated. Membership must confirm or reject with a simple majority immediately following the next Community Governance meeting.

- The Board retains fiduciary and legal compliance responsibilities of member-initiated committees

#### Section 5. Ad hoc actions and publicization

Ad hoc community initiatives (e.g., neighborhood cleanups, block gatherings) may be publicized via CHCC's communications channels after notice to the Secretary; the Board shall maintain a simple newsletter/public-notice policy to support community activity.

#### Section 6. Transparency

Charters and minutes must be publicly available as specified by policy.

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### ARTICLE VII - ACCOUNTABILITY, SANCTIONS, & CONFLICT RESOLUTION

The Board shall adopt a conflict resolution policy, providing informal mediation before escalating censures or removal.

Members, Board members, and committees subject to censuring or removal can request a review by an ad hoc committee established by the Board for that purpose. If the Board is a party to the conflict, mediation shall be conducted by three members randomly selected from volunteers who are not a party to the conflict.

#### Section 1. Members

- Members may be censured by a two-thirds Board vote.
- Two censures in 12 months results in a member's public commenting and questioning privileges restricted for 2 months.
- Three censures in 12 months results in a removal vote by two-thirds Board vote.
- Unanimous Board vote may remove a member immediately.
- Members must be notified promptly of any censure or removal.
- The petition threshold for censuring a member is 50 signatures or 10% of voting members, whichever is higher.
- The petition threshold for removing a member is 100 signatures or 20% of voting members, whichever is higher.
- Members may remove themselves from the membership rolls by notifying the Board according to policy. Self-removal is effective the date the notification is sent.

#### Section 2. Board members

- Board may censure a Board member publicly with a majority vote; must be announced at the next non-Board meeting.

- The petition threshold for Board member censure is 20 signatures or 5% of voting members, whichever is higher.
- Board removal with cause: majority vote of remaining Board members (10-day notice; member may respond)
- Board removal without cause: unanimous vote of Board members, excepting the subject of the vote.
- Member recall: Members may initiate a recall election via petition with 50 signatures or 10% of voting members, whichever is higher. A two-thirds majority is required for a successful recall.

### Section 3. Committees

- Board may censure committees/officers via a simple majority.
  - Board may remove officers with a two-thirds majority vote except for member-initiated committees.
  - Two censures in 12 months: removes the committee's representative authority 1 month, except in the case of Board censures of member-initiated committees
  - Three censures: Board may vote to dissolve with two-thirds vote, except in the case of Board censures of member-initiated committees.
  - The petition threshold for membership-initiated committee dissolution is 50 signatures or 10% of voting members, whichever is higher, with a voting threshold of two-thirds.
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## ARTICLE VIII – MEETINGS

### Section 1. Types

- Community Governance: at least 2 per year, focused on member-led policy and committees
- Regular: include presentations, discussions for community benefit, and a public comment period. Shall be held at least once in every three-month rolling period, with a goal of monthly meetings. These meetings shall be held on a regularly scheduled day. Community Governance meetings count as a Regular meeting.
- Committee: per the committee's charter
- Board: monthly
- Special: called by majority Board vote

All meetings must provide for a remote participation option, if technically possible.

### Section 2. Notification

- Governance meetings: notice 14 or more days before
- Special meetings: notice 24 or more hours before
- Notices posted per policy and emailed to members

### Section 3. Code of Conduct

- Board-approved code displayed at all meetings. This shall include anti-harassment and anti-discrimination policies.
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### ARTICLE IX – AMENDMENTS TO THE BYLAWS

- Board or members may propose amendments.
  - Member-initiated petition threshold is 100 signatures or 20% of voting members, whichever is higher. A Community Governance meeting entertaining the amendment must be held within 60 days.
  - A one month public comment period is required before either a Board or membership vote.
  - Approval: two-thirds vote of the relevant body. Board votes must take place at a Community Governance meeting.
  - Every odd-numbered year, the Board appoints a special review committee to review the bylaws. The review committee shall include at least two members who are not currently on the Board. It shall present findings at a Community Governance meeting for member discussion and possible amendment proposals.
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### ARTICLE X – PUBLIC TRANSPARENCY

- Board minutes and annual financial reports are publicly available per policy.
- Minutes shall be preserved for a period of three years.
- Financial records shall be preserved for a period of 7 years or as required by law, whichever is longer.
- 'Policy' herein refers to documents adopted by the Board or membership as specified in these Bylaws. Policies will be posted on the CHCC website and in any official communications archive. The Board is responsible for maintaining a policies index; changes to policies are effective as specified in each policy and shall be noted publicly when adopted.
- Policies may be amended or repealed by the same body and threshold that adopted them.
- In case of conflict between Bylaws and Policies, Bylaws shall prevail. Policies adopted by the membership supersede those adopted by the Board, except where inconsistent with law or these bylaws.
- Member data will be kept in accordance with Washington State privacy laws. Member contact information shall not be shared outside the Council without explicit consent. Aggregate, anonymized member data may be used for reporting or grant applications.
- The Board shall adopt an interpretive guide of these bylaws designed to make them easy for membership to understand and engage with the mechanisms described herein.

It shall be in plain-language and example-based. The Secretary shall update the interpretative guide within 60 days of an amendment to the Bylaws.

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#### ARTICLE XI – INDEMNIFICATION

- Members, committee officers, and Board members are protected from personal liability for actions carried out in good faith within their authority and in compliance with CHCC policies and committee charters, to the fullest extent permitted by Washington State law.
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#### ARTICLE XII – LEGAL STATUS AND FINANCIAL POWERS

The Council shall operate as a nonprofit corporation or fiscally sponsored entity under Washington State law. All assets and liabilities shall be held in the name of the Council or its fiscal sponsor.

Upon dissolution, remaining assets shall be transferred to a nonprofit organization serving the Capitol Hill community, as determined by a majority membership vote.

## Appendix A – Voting and petition threshold table

Action	Voting threshold	Petition threshold	Notes
Censure of member	two-thirds	Medium	
Removal of member	two-thirds	High	
Censure of Board member	majority	Low	
Recall of Board member	two-thirds	Medium	Board may not initiate
Create committee	majority	Medium	
Dissolve member-initiated committee	majority	Medium	Board may not initiate
Dissolve committee	two-thirds	Medium	
Adopt member-initiated policy	majority	N/A	Community Governance meetings
Amend bylaws	two-thirds	High	Community Governance meetings
Budget approval	majority	—	

Low = 20 members or 5%, whichever is higher

Medium = 50 members or 10%, whichever is higher

High = 100 members or 20%, whichever is higher