

SCALE BYLAWS SEATTLE COALITION FOR AFFORDABILITY, LIVABILITY & EQUITY

ARTICLE 1. PURPOSE

The purpose of the Seattle Coalition for Affordability, Livability & Equity (“SCALE” or “Coalition”) is to defend and promote affordability, livability, and equity in Seattle neighborhoods: (1) by legal and educational means as determined by its Board of Directors, and (2) as informed by public participation of the residents themselves in each of Seattle’s unique neighborhoods.

ARTICLE 2. OFFICES

The principal office of the Coalition shall be determined by the Board of Directors (“Board”). The Coalition may conduct business at other locations as determined by the Board for the good of the Coalition.

ARTICLE 3. MEMBERSHIP AND BOARD OF DIRECTORS

3.1 Membership

The Coalition shall consist of Organizations that agree with the purpose of SCALE as described in Article 1. The initial Organizations shall consist of those Organizations voting on whether to adopt these Bylaws. Additional Organizations may be added by approval as described in section 3.2

There are two types of SCALE Organizations, Member Organizations or “Members,” and Associate Member Organizations or “Associates.” Members are presumed to be attending most meetings and are counted in determining a quorum, unless they inform the Board beforehand that they won’t be attending a particular meeting. Associates are presumed not to be attending most meetings and aren’t counted in determining a quorum, unless they attend a particular meeting. Members that miss three consecutive unexcused meetings will be provided written notification that their organization will become an Associate Member Organization at the onset of the next meeting. All Organizations have the same notice and voting rights. Organizations are presumed to be Members, but may change their organization type by notifying the Board President.

3.2 New Members

The Coalition encourages Organizations that agree with the purpose described in Article 1 to apply for Membership in SCALE. An Organization wishing to become a Member of SCALE may ask for a nomination from any SCALE Organization. Adding a new Member Organization requires a 2/3 vote of the current SCALE Organizations at a meeting of the Board

of Directors as described in Article 4. The decision of the Board shall be final, but Organizations can apply again using the nomination and voting procedures described in this section. Organizations may withdraw from SCALE by notifying the President.

3.3 Organization Contact Information

Each SCALE Organization shall provide, in writing, to the Board Secretary: (1) consent to receive notice and additional communication by electronic transmission; (2) the Organization name, email address, and mailing address; and (3) the email address, mailing address, and name of the Organization's designated Board Director. It is the sole responsibility of the SCALE Organization to make sure its contact information is accurate.

ARTICLE 4. BOARD OF DIRECTORS STRUCTURE; BOARD AND COMMITTEE MEETINGS

4.1 General Powers

The affairs of the Coalition shall be managed by a Board of Directors.

4.2 Directors

The Board shall consist of one Director from each SCALE Organization. Each SCALE Organization shall designate its own Director on the Board. Each Director shall have a single vote on matters subject to a vote of the Board. If a Director cannot attend a meeting, the Organization may designate an Alternate Director to vote for the Organization at that meeting.

4.2a Annual Meeting

The Annual Meeting shall be held in January.

4.3 Regular Board Meetings

The Board shall meet at the call of the President or the President's designee. Any two Officers can call a meeting. The majority of the Board can call a meeting by transmitting a written request to the Secretary listing the Directors requesting the meeting. All Board meetings are open to additional persons designated by the SCALE Organizations, unless the Board has voted otherwise.

4.4 Electronic Participation in Board and Committee Meetings

Those otherwise allowed to attend Board and Committee meetings may attend by telephone or other similar electronic device; provided that as required by RCW 24.03.120 "all persons participating in the meeting can hear each other at the same time." The request must be made reasonably in advance of the meeting to allow arrangements for participation to be made.

4.5 Place of Meetings

All meetings shall be held in Seattle.

4.6 Meeting Notice

The President, Secretary, or designee shall provide to all Directors at least three days in advance of each Board meeting notice of the date, time, and place of the meeting. To the extent reasonably possible, a draft agenda along with draft minutes of the previous meeting shall be provided before or with the notice. Unless, a majority of Directors objects, if circumstances require, the caller of the meeting can change the date, time, and place of the meeting after reasonably trying to inform all Directors.

4.8 Quorum for Board

A simple majority of Directors of Member Organizations shall constitute a quorum to conduct Board business. Directors who notify the Board prior to the meeting that they will not be represented at a meeting shall not be counted as a Director for purposes of determining whether a quorum is present. The minimum number of Directors needed for a quorum shall be 1/3 of the Member Organizations, not counting Associates.

4.9 Decision Making

The Board shall make decisions within the scope of its authority and record such decisions in meeting minutes, subject to the following conditions: (1) Board meetings shall be conducted using Roberts' Rules of Order, Newly Revised, as a guide, provided that departures from Roberts' Rules are allowed if that facilitates the efficient conduct of the meeting; (2) Board decisions shall be based on motions as described in Roberts' Rules of Order, Newly Revised; (3) Directors who dissent or abstain may file in writing their reason(s) for doing so with the Secretary; (4) For matters where there appears to be general agreement, the Board meetings may ask for verbal general acclamation/agreement to the matter. Where there is no general acclamation/agreement, discussion and recorded voting follows; (5) If a decision must be made in order to prevent significant adverse impacts to SCALE's legal position, and the Board is unable to make a decision, the President shall be authorized to make a decision after consulting the Executive Committee.

4.10 Resignation and Replacement

Member Organizations can replace their designated Director at any time or for any reason by notifying the President.

4.11 Removal

For good cause at the Board's sole discretion, the Board, by recorded vote, may remove any Director, Officer, or other authorized participant from SCALE. The Board shall determine by resolution the procedure for removal. The SCALE Organization shall designate a replacement for the removed person.

4.12 Board Committees

4.12.1 Executive Committee

The purpose of the Executive Committee is to provide continuity and ensure work is appropriately accomplished between meetings. The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary. The Board may designate additional Directors on the Executive Committee.

The Executive Committee can convene an emergency meeting to make decision(s) where any delay would result in adverse impact on SCALE. To be valid, the decisions voted must be unanimous.

4.12.2 Standing Committees

The Board may establish Standing Committees which may consist of one or more Directors, and other Organization representatives who are willing to serve. **Standing Committees** may include:

Legal Committee, comprised of Directors or designees of SCALE Organizations who are responsible for coordinating the legal matters of the Coalition, with Board approval, each SCALE Organization can designate at least one participating designee. Membership on the Legal Committee is conditioned on each Committee designee's commitment to maintaining strict confidentiality, and preserving the Coalition's legal right to attorney client and work product confidentiality. A designee's failure to maintain confidentiality, will prompt a request by the President for a replacement from the SCALE Organization.

Public Relations (PR) Committee, comprised of designees from SCALE Organizations, who are responsible for (a) ensuring proper development and delivery of Coalition messaging and information; (b) developing a communications strategy, tools and public events for the Coalition, (c) delivering relevant training; and (d) maintaining a document file of tools for the use of the Coalition.

Fundraising Committee, comprised of designees from SCALE Organizations who are responsible for (a) recommending and implementing fundraising strategies to meet the needs of the Coalition for legal fees and other expenses; and (b) coordinating Organization fundraising who can access and forward/promote Coalition fundraising appeals.

Finance Committee, comprised of the President, the Treasurer and one other Directors who are responsible for (a) reporting monthly on finances to the Membership; (b) reviewing financial records; (c) recommending payment for expenses greater than \$1,000 to the Membership; and (d) who are responsible for such state and IRS filings as may be legally required.

4.12.3 Ad Hoc Committees

Ad Hoc or time limited Task Forces with specific objectives may be established by the Board and operate similarly with Standing Committees.

4.12.4 Manner of Acting

A Board Director or President's designee shall serve as Committee Chair.

4.12.5 Resignation from Committee

Any Committee designee may resign at any time by delivering written notice to their Committee Chair.

4.13 Compensation

The Directors shall receive no compensation for their service as Directors but may request reimbursement for reasonable expenditures incurred on behalf of the Coalition.

ARTICLE 5. BOARD OFFICERS

5.1 Number and Qualifications

The Board Officers include a President, a Vice President, a Secretary and a Treasurer. Board Officers are elected by a majority of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Officers

The successor Officers of the Coalition shall be elected on an annual basis.

5.3 Resignation

Any Officer may resign at any time by delivering notice to the Board of Directors.

5.4 Removal

Officers may be removed from office under the provisions of Section 4.11.

5.5 President

The President shall be the chief executive officer of the Coalition, and, subject to the Board's direction, shall supervise and control all of the assets, business and affairs of the Coalition. The President or designee shall preside over meetings of the Board. The President may sign contracts or other instruments, except when the signing and execution thereof have been expressly delegated by (a) the Board; or (b) by these Bylaws to some other officer or agent of the Coalition; or (c) as otherwise required by law. The President shall also perform all other duties as assigned by the Board from time to time.

5.6 Vice President

When the President is not available or has so designated, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board. The Vice President shall perform other duties as assigned by the President or by the Board from time to time.

5.7 Secretary

The Secretary shall: (a) keep the minutes of formal votes at meetings of the Board and file minutes which may be maintained by committees of the Board; (b) see all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Coalition; (d) keep records of the post office address, phone number and preferred email address of each Board Director, and Officer; and (e) in general perform or delegate all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

5.8 Treasurer

The Treasurer shall have charge and custody of, and be responsible for all funds of the Coalition by (a) writing financial reports, to include total amounts donated within the same month of donation, as well as cumulative donation amounts; (b) ongoing maintenance and updating of an Excel spreadsheet with specific donation amounts, dates of donations, check numbers if applicable, donor names and donor neighborhoods, as well as any other relevant donation information. Information on this spreadsheet will be made available (1) to any donor requesting information about their own donation; (2) to any Directors requesting information about donations made from their own neighborhoods; (3) to any Officer requesting information about donations; (4) to any other person or entity legally entitled to donation information; (5) requested donation information will be made available within seven days of the request; (c) making recommendations; (d) depositing at least weekly all Coalition designated moneys to banks, trust companies or other depositories selected in accordance the provisions of these Bylaws; (e) working with any appointed bookkeeper to mutually obtain and share timely donation records; and (f) performing all duties incident to the office of Treasurer and other duties assigned by the President or the Board from time to time.

5.9 Compensation

The Officers shall receive no compensation for their service as Officers but with prior authorization may receive reimbursement for reasonable expenditures incurred on behalf of the Coalition.

ARTICLE 6. CONFLICT OF INTEREST

6.1 Compensation

Directors who receive any compensation for services in any capacity directly or indirectly, from the Coalition may not vote on matters pertaining to their compensation.

6.2 Actual and Appearance of Conflict of Interest

Directors, Officers, and Committee designees shall disclose to the Board any financial and/or legal interest which they in person or via their organization directly or indirectly have as a party to a transaction or decision that is under consideration by the Board or Committee. Where financial interests are involved, the interested Directors, Officers, or Committee designees shall recuse themselves from discussion and abstain from any voting on the transaction. Where a

potential conflict with an outside legal action is involved, the Director, Officer, or Committee designee shall discuss the potential conflict with the Board and the Board shall direct them to either fully recuse themselves, participate in discussion but not in the vote; or participate in discussion and in voting.

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS

7.1 Loans

No loans shall be contracted on behalf of the Coalition and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Coalition to its Officers or Directors.

7.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Coalition shall be signed by such officer or officers or agent or agents, of the Coalition and in such manner as is from time to time determined by resolution of the Board.

7.4 Deposits

All funds of the Coalition not otherwise employed shall be deposited from time to time to the credit of the Coalition in BECU or other accounts, whose bank records shall be available to Directors or Officers upon request.

7.5 Books and Records

The Coalition shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and email addresses of its officers and Directors, and such other records as may be necessary or advisable.

7.6 Accounting Year

The accounting year of the Coalition shall be the 12 months ending in December.

7.7 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order, Newly Revised as described in section 4.9, so far as applicable and when not inconsistent with these Bylaws or any resolution of the Board.

7.8 Non-discrimination

The Coalition will not discriminate against any person on the basis of race, religion, creed, national origin, economic means, age, disability, gender, or sexual orientation.

ARTICLE 8. Board and officer liability

Board members and officers are immune from liability to the corporation and its members for conduct within his or her official capacity as a director or officer, except for acts or omissions that involve intentional misconduct or a knowing violation of the law, or that involve a transaction from which the director or officer will personally receive a benefit in money, property, or services to which the director or officer is not legally entitled. Board members and officers are immune from liability for actions of the corporation to the maximum extent allowed by law.

ARTICLE 9. AMENDMENTS

These Bylaws may be amended: (1) at any meeting of the Board by the vote of 2/3 of the number of Directors, provided that all Directors are given at least ten days' notice in writing or by email; or (2) at any meeting of the Board by a unanimous vote (meaning the absence of a "no" vote) of Directors who are present with at least 2/3 of SCALE Organizations being represented. A reasonable effort shall be made to provide beforehand the text of the proposed amendments.

Adopted 4/8/19