



## BY LAWS

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July 18, 2018

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ARTICLE I – Friends of Green Lake (FOGL) is a non-profit group in Seattle, Washington, whose mission is to support healthy lake and watershed activities for the benefit of both recreation and wildlife in Green Lake and Green Lake Park.

### ARTICLE II – Membership

Section 1: Membership shall consist of members with an interest in sustaining the mission of FOGL on a volunteer basis. The membership shall be open to all regardless of race, color, gender, creed, or handicap.

### ARTICLE III – Meetings

Section 1: The Friends of Green Lake will meet every second month.

- a.) The President or Corresponding Secretary will send an email notice to every member in good standing telling the time, place and agenda of the next meeting.
- b.) The presence of not less than four of the members shall constitute a quorum and shall be necessary to conduct the business of this organization.
- c.) The President may call special meetings of this organization when it is deemed in the best interest of the organization. Notices of such meeting shall be emailed to all members.

d.) The President may cancel meetings when it is deemed in the best interest of the organization. Notices of cancellations shall be emailed to all members.

Section 2: The President shall designate the time and place of the meeting.

#### ARTICLE IV - Officers

The officers of the organization shall be as follows:

- President
- Vice-President
- Recording Secretary
- Corresponding Secretary
- Treasurer

Section 2: The term of office shall be two (2) years. An officer shall be limited to two (2) consecutive terms in office, except for the office of Treasurer, whose term shall be limited to [six (6)] three (3) consecutive terms.

Section 3: Vacancies – If an office of an elected member should become vacant, such vacancy may be filled by appointment by the President, subject to the approval of the members of FOGL.

Section 4: Special term-limit exception. An exception to the term limit of the officers, as set forth in Section 2, may be granted by a majority of the members. The members must determine that the progress and/or outcome of an ongoing project could be seriously impeded by the departure of the individual officer at that time. In such case, the membership may act to extend the term of the officer for an additional term.

#### ARTICLE V – Duties of Officers

Section 1: President – The President shall preside at all meetings. The President shall have general supervision over all activities of the organization.

Section 2: Vice President – The Vice President will work closely with the President in order to be a substitute for the President. The Vice President automatically succeeds to the President in the event of the President’s absence or inability to serve.

Section 3: Recording Secretary – The Recording Secretary will keep minutes of all motions and official votes, and shall perform such other duties as usually pertain to the office. The Recording Secretary’s notes from each meeting will be reviewed and posted on the FOGL website: [www.friendsofgreenlake.org](http://www.friendsofgreenlake.org).

Section 4: Corresponding Secretary – The Corresponding Secretary will assist the other officers with correspondence and write “Thank-you” notes to donors, speakers and volunteers.

Section 5: Treasurer – The Treasurer will be responsible for receipts and expenditures of all funds. All checks will have two signatures from among the Treasurer, President and another officer. Except for routine business, no funds over \$50 shall be expended without the presentation of a written estimate of the cost and request for authorization by a quorum of the voting members of FOGL. The Treasurer shall present a report of the financial condition of FOGL at each meeting.

Section 6: The President and another member shall review the financial records annually.

Section 7: Elections shall be held in October. All four officers will be elected on the first occasion. Thereafter, the President and Recording Secretary will be elected on even years, and the Vice Chair, Corresponding Secretary, and Treasurer on odd years.

#### ARTICLE VI – Order of Business

1. Introductions
2. Reading of the Treasurer’s Report and any minutes from the preceding meeting
3. Reports of Committees
4. Old and Unfinished Business
5. New Business
6. Adjournment

#### ARTICLE VII – Voting

Members who have attended two or more FOGL meetings in the past 12 months shall be eligible to vote. At all meetings, votes shall be by voice vote or paper ballot.

#### ARTICLE VIII – Parliamentary Procedure

Section 1: In all cases not specifically provided for in the By-Laws, Roberts Rules of Order, Revised, shall govern the proceedings of FOGL.

#### ARTICLE IX – Amendments

Section 1: Members of FOGL will be notified a week in advance of proposed Amendments to the By-Laws. Amendments to the By-Laws can be made with a quorum of FOGL members.

#### ARTICLE X – Disbanding

Should Friends of Green Lake determine to disband, any funds remaining in the Treasury shall be transferred to the Seattle Parks Foundation, a 501(c)3 organization [Tax ID 91-1998598]; or to the Seattle Department of Parks and Recreation if the forgoing is not possible; with a request to use the funds for projects benefiting Green Lake, in accordance with the spirit of Article I.

### **Appendix A: Friends of Green Lake Conflict of Interest Policy**

#### **Article I: Purpose**

The purpose of the conflict of interest policy is to protect the Friends of Green Lake’s (FOGL’s) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might

result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Article II: Definitions**

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the FOGL has a transaction or arrangement,

b. A compensation arrangement with FOGL, or with any entity or individual with which FOGL has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FOGL is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Article III: Procedures**

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest:**

a. An interested person may make a presentation at the governing board or committee, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the FOGL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the FOGL's best interest, for its own benefit, and whether it is fair and reasonable.

In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V: Compensation**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from the FOGL for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the FOGL for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the FOGL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the FOGL is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the FOGL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

Submitted by Rob Zisette, President, on July 18, 2018

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Rob Zisette, President

Date