

# MCC Bylaws

(last update: 12 May 2011)

## MONTLAKE COMMUNITY CLUB

*Working together to maintain and nurture the natural environment and history of Seattle's Montlake neighborhood*

### PREAMBLE

*The object of the Montlake Community Club is to maintain and improve the Montlake neighborhood. These Bylaws are intended to foster a sense of neighborhood community among all who live or work in the Montlake Neighborhood and to maintain and nurture its natural environment and history. These Bylaws should be interpreted to encourage open and thoughtful debate and active participation by all.*

### ARTICLE I — MEMBERSHIP

#### Section 1. Qualifications

Every resident, 18 years and older in the Montlake neighborhood is automatically a full voting member of the Montlake Community Club whether or not they own their residence or make contributions. Likewise, every owner, ~~and~~ operator and **employee** of a business in Montlake is a member. There is no formal procedure for joining the Club.

#### Section 2. Montlake Neighborhood

The Montlake Neighborhood is that portion of the City of Seattle, Washington, bounded by a line beginning at the western edge of Montlake Playfield at the intersection of 15th Avenue and Calhoun, south from there to Interlaken Blvd. to 24th Avenue E, and then south on 24th Avenue E. to E. Galer Street, and then east on E. Galer Street to Lake Washington Blvd., and then north through the Washington Park Arboretum to Union Bay then west following the south shoreline of the Lake Washington Ship Canal to the western edge of West Montlake Park and from there a line south to Montlake Playfield and then to the beginning intersection of Calhoun and 15th Ave.

#### Section 3. Declaration of Non-Membership

Any Member may file with the Secretary a declaration of Non-Membership and the Secretary shall keep a record of all such declarations. The declaration can be reversed at any time. This section does not permit the Club to expel any Member.

#### **Section 4. Honorary and Associate Members**

The Membership may grant Honorary or Associate Memberships, without voting rights or the right to hold office, to anyone for any length of time.

#### **Section 5. Meetings**

General Meetings shall be held throughout the MCC Year. ~~Meetings are held the second Tuesday of the each month except July & August at 7:00 at the Boyer Children's Clinic. Notice of the date, time, place and proposed agenda shall be published in the Newsletter and on the MCC website.~~ The meetings are open to the public.

#### **Section 6. Voting**

Only Members are permitted to vote. Each Member has one vote. Proxy voting is prohibited. All ~~ballots~~ ~~vote results~~ shall ~~be recorded in the MCC minutes.~~ ~~become part of the Club Records for a period of at least six months.~~

#### **Section 7. Agenda**

The General Meeting agendas are determined in collaboration among the Board, Club Committees and General Membership.

#### ~~**Section 8. Annual Meeting**~~

~~The Annual Meeting is the last General Meeting of the MCC Year. Notice of the date and time shall be published in the Newsletter and on the MCC website. The meeting agenda will include a report of the Club's activities and the board elections.~~

#### **Section 9. Resolutions**

A Club Resolution is a formal motion which states the position of the Club on a vital issue affected by a proposed action or event. All Resolutions must be in writing, signed by the proposer and a copy given to the Secretary.

A Resolution may come to a vote at any Membership Meeting provided the full text of the Resolution is published in the previous Newsletter or, in the alternative,

delivered to all Neighborhood Addresses at least seven (7) days before the meeting. A two-thirds vote of the total votes cast is necessary to pass a Resolution.

### **Section 10. Candidate Endorsements**

The Club shall not endorse, nor expend funds, for any candidate for political office. PROVIDED the Club may, by Resolution, endorse, support, take a position and expend money for any propositions, initiatives or other general ballot measures.

### **Section 11. Expenditures of Club**

Reimbursements for an approved MCC activity or donation must be made on an MCC Expense Report signed by the Treasurer and the Board President. All other expenditures of Club money may be made by a Resolution or Board vote.

Funds Expenditure of Club money may be made by Resolution.

## **ARTICLE II — CLUB RECORDS**

### **Section 1. Records**

Club Records include the minutes of the Club and Board meetings, correspondence, record books, financial records and accounts, membership lists, corporate records, reports of committees, a copy of each Newsletter, and records of any other sort.

All Club records (either by copies or originals), including corporate records, except the financial records, shall be maintained by, and are the responsibility of, the Secretary. The Treasurer shall maintain and be responsible for all financial records.

### **Section 2. Access**

All Club Records are open to inspection and copying by any Member at a reasonable time and place. No Member information may be disseminated to the public or used for commercial purposes.

### **Section 3. Publication of Records**

The minutes of all Membership and Board meetings, the results of all elections, the creation of all committees and the members thereof, the annual budget, and the

year-end Treasurer's report shall be published online in the ~~Newsletter~~ Montlake Flyer.

## Section 4. Transfer of Records

All Officers and Trustees shall, upon leaving office, transfer all pertinent Club Records in their possession to their successor or to the Secretary.

## ARTICLE III — OFFICERS

### Section 1. Composition and Terms of Office

The Officers of the Club shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Officers are elected ~~at the Annual Meeting~~ for a term of one year. No one can remain in the same office more than two elected terms in succession. All officers must be Members of the Club. ~~The term of office begins after the Annual Meeting is adjourned and continues until a replacement is elected or appointed.~~

### Section 2. Duties, Responsibilities and Powers

#### (a) President

It is the duty of the President to:

1. preside at all meetings of the Club and of the Board;
2. see that the Articles of Incorporation, Standing Rules and Bylaws are enforced;
3. call such meetings as provided herein;
4. have general supervision over all the affairs of the Club;
5. ~~at the Annual Meeting to make a "Report of the Club" summarizing the operations of the Club during the year;~~
6. appoint Members, pursuant to these Bylaws, to perform duties as deemed necessary;
7. represent, in person or by designee, the Club at any organization pursuant to these Bylaws.

In the absence or disability of the Treasurer, the President is empowered and authorized to receive and disburse monies belonging to the Club and to sign checks on the accounts in the Club's name. In the absence or disability of the Secretary, the President is empowered and authorized to appoint a temporary Secretary.

Upon the election or appointment of a new President the past president shall assist in a thorough transition.

#### **(b) Vice President**

In the absence or disability of the President, his or her duties and responsibilities shall be discharged by the Vice President who will have all the authority of the President.

#### **(c) Secretary**

The Secretary shall keep a record of all business conducted at meetings of the Membership and of the Board of Trustees. ~~He or she~~They shall:

1. accept, record, and maintain records of all declarations of non-membership;
2. conduct the correspondence of the Club;
3. keep the ~~electronic original or copies~~records of all correspondence;
4. maintain, and be responsible for, all Club records other than financial records.

The Secretary is the registered agent for corporate purposes.

If the President and the Vice President are absent from any meeting, the Secretary shall act as President *pro tem* until a presiding officer is selected.

#### **(d) Treasurer**

The Treasurer shall collect all annual dues and receive all monies belonging to the Club and maintain a regular accounting. ~~He or she~~They shall:

1. pay all bills as presented in accordance with the Annual Budget, or as directed by the Board of Directors or the Membership;
2. deposit the funds of the Club in the name of the Club in such bank or banks as may be approved from time to time by the Board and maintain separate accounts in such a fashion to prevent the mingling of general Club funds with restricted donations or grants;
3. submit a statement of accounts at each regular meeting of the Membership and the Board;
4. submit a year-end report at the close of the business year;
5. if required by the Board or Membership, give a bond for the faithful performance of ~~his or her~~their obligations to the Club in such amount and with such surety as may periodically be approved by the Board; however the premium for such bond shall be paid by the Club;
6. maintain, and be responsible for, all Club financial records;

7. ensure that requests for reimbursements be made on an MCC Expense and Donation Report

### **(e) Trustees**

#### 1. Composition and Terms of Office

There are **up to** nine (9) Trustees elected by the Membership. The term of an elected Trustee is **three one** years, with the original terms set so that **three** Trustees are elected every year. No trustee can remain in the same position more than one elected term in succession. The term of office begins after the Annual Meeting is adjourned and continues until a replacement is elected or appointed. ¶

#### 2. Duties and responsibilities

1. Provide counsel to Board discussions and business
2. Share perspective of member opinions and concerns
3. Volunteer for and work on committees
4. Assist in planning General/Membership meetings
5. Ensure that the Bylaws are being adhered to.

## **ARTICLE IV — BOARD OF DIRECTORS**

### **Section 1. Composition and Terms of Office**

The Board of Directors is composed of the President, Vice President, Secretary and Treasurer of the Club, together with **up to** nine Trustees. The term of office begins after the **Annual Meeting** election is adjourned **in the summer** and continues **until through June of the following year** a replacement is elected or appointed.

### **Section 2. Duties, Responsibilities and Powers**

The Board manages the Club in accordance with these Bylaws, Articles of Incorporation and Standing Rules, specifically, it shall:

1. Establish an Annual Budget.
2. Ensure high quality, uninterrupted publication and timely neighborhood distribution of the Club Newsletter.
3. Provide for accurate and up-to-date Club records.
4. Maintain liability insurance coverage.
5. Provide notice of all meetings as required by these Bylaws.
6. Fill all Officer or Trustee vacancies promptly in accordance with these Bylaws.

7. Direct the investment and deposit of Club monies.
8. Maintain communication among the Officers, the Trustees and the Membership for an open exchange of ideas.
9. Make reasonable expenditures of the Club money.
10. Review and make recommendations, as needed, for changes to these Bylaws or to Articles of Incorporation.
11. Promote a sense of community.
12. Propose an Agenda and provide a Program for the Membership Meetings.
13. Provide, as necessary, for the timely filing of all reports required by the State in order to maintain any non-profit corporation status.
14. Maintain and improve the Montlake neighborhood.

### **Section 3. Meetings**

Board Meetings are generally held monthly throughout the MCC year, at a location within the Montlake Neighborhood. A meeting of the Board may be cancelled by majority vote of the Board. Special Meetings of the Board may be called at any time and place by any officer or any three Trustees if there is sufficient notice. Board meetings are open to all Members.

### **Section 4. Voting**

Each Board member, including ex-officio members, has one vote. ~~Proxy voting is not permitted.~~

### **Section 5. Endorsements & Use of Title of Office**

No Officer or Trustee may use his or her title as representing Montlake Community Club, or any of its subordinate bodies, unless so authorized by the Board. The Board, as a body, may not endorse any political candidate, initiative, or ballot issue.

### **Section 6. Indemnification of Trustees and Officers**

Each Trustee or Officer, now or hereafter serving the Club, and ~~his or her~~ **their** representative, executors and personal representatives, shall be indemnified by the Club against all liabilities, judgments, awards, costs and expenses, including counsel fees, incurred in any proceeding to which ~~he or she~~ **they** may be a party or become involved by reason of being or having been a Trustee, Officer or employee of the Club. In such cases where the Trustee, Officer or employee is guilty of willful malfeasance, misfeasance, misconduct or nonfeasance in the performance of duties or acted outside the scope of authority granted by the Membership, no right of indemnification exists.

## Section 7. Conflict of Interest

A conflict of interest exists whenever a Board member, or ~~his or her~~ **their** immediate family has a financial or political interest or is under contract or employed by either the Club itself or any person, agency, business or other entity that seeks or would desire to influence the Club's actions or policies. Such Board member shall immediately disclose to the Board the existence of the conflict and, unless permitted by a majority of the remaining Board members, may not participate in voting on matters affecting such interest.

## ARTICLE V — COMMITTEES

### Section 1. Appointment

The President, with the approval of the Board, shall make appointments from the Membership for all Committees.

~~Unless determined in the standing rule or enabling motion, no Committee shall consist of fewer than three members, not including the President who is a non-voting ex officio member of every committee unless otherwise specified.¶~~

A chair shall be designated to preside over each committee. Such chair shall either be appointed by the President with the approval of the Board; or, at the discretion of the President, shall be elected by the members of the committee with the approval of the Board.

### Section 2. Duties and Responsibilities

Committees may meet informally. They need not take minutes although any member may submit a statement of position, either majority or minority, for Club records, to be read and considered by the Board and the Membership. Two or more Committees may meet together to discuss common problems or issues. Committees are encouraged to seek assistance from the entire Membership. Committee Meetings are open to the Membership.

The Committee chairs shall be responsible for reporting Committee activities to the Board. ~~or the Membership at least quarterly, and the board shall publish timely summaries of such reports in the Newsletter. In addition, the chair of each committee shall present a yearly report of the committee's activities and accomplishments to the Annual Meeting.¶~~

Committees do not have any authority other than that granted by the Membership, the Board or these Bylaws. Designation and appointment of any Committee and any



delegation thereto of authority shall not operate to relieve the Board or any individual Board member of any responsibility imposed by law, the Constitution, Articles of Incorporation or the Bylaws.

### **Section 3. Removal**

Appointed members, including chairs, of any Committee may be removed from a Committee by a majority vote of the Board.

### **Section 4. Formation**

Standing Committees are created by a Standing Rule enacted by the Membership. Special Committees are created either by the Membership or the Board.

## **ARTICLE VI — MEMBERSHIP IN OTHER ORGANIZATIONS**

### **Section 1. Accepting or Obtaining Membership**

The Club may hold membership in other organizations. Application and acceptance of such membership shall be approved by a vote of the Board. Such approval shall, by inference, include approval to pay regular dues and to be represented at the meetings of the organization.

### **Section 2. Representation**

The President, or the President's representative, shall represent the Club at meetings of organizations of which the Club is a member. Any such representative may be removed by a majority vote of the Board.

### **Section 3. Duties and Responsibilities of Representatives**

Representatives are responsible for reporting their votes and any activities and decisions of the organization to which they are appointed following each meeting that they attend, and at least quarterly. They shall have no authority other than that granted by the Membership, the Board, Articles of Incorporation or these Bylaws.

## **ARTICLE VII — NOMINATIONS & ELECTIONS**

### **Section 1. Nominations**

All Nominations for Officers and Trustees ~~may be made either: (1) by the Nominating Committee no later than the Membership meeting prior to the Annual Meeting, (2) from the floor at the Membership meeting prior to the Annual Meeting,~~

~~or (3) by written notice signed by the candidate.~~

~~All nominations~~ must be received by the Secretary or President at least fourteen (14) days in advance of the election. All nominations for all offices shall be published ~~online~~ in the ~~Newsletter~~ ~~Montlake Flyer~~ prior to any vote.

## Section 2. Elections

~~The election of the Officers and Trustees shall be held at the Annual Meeting.~~ Officers are elected by a majority of the valid votes cast in an office by office race. Trustees shall be elected at large, by plurality vote, with single votes permitted.

~~Write-in votes are not valid. Contested elections shall be conducted by secret ballot. All ballots shall become part of the Club Records for a period of at least six months.~~

## ARTICLE VIII — VACANCIES & REMOVAL

### Section 1. Vacancies

Within 60 days of a vacancy the Board ~~may~~ ~~shall~~, by appointment, fill all Trustee and Officer positions. Such appointments shall be until the next regular election at which time the Membership shall elect for the balance of the term. No appointment made pursuant to this Article is void or invalid for lack of a quorum of Trustees.

### Section 2. Removal

Any Officer or Trustee may be removed by a 2/3 vote of those Members present at a Membership meeting following 30 day Notice of such action given to the Officer or Trustee, and to the Membership.

## ARTICLE IX — CONTRIBUTIONS

### Section 1. Amount

Contributions to the Club may be suggested by the Board.

### Section 2. Payment

Payment of Contributions is encouraged yet voluntary.

## ARTICLE X — NON-PROFIT STATUS

## **Section 1. Income**

No part of the net income of the Club may, under any circumstances, inure to the benefit of any Member, Trustee or Officer. The Club shall not loan money or credit to its Officers, Trustees or Members. This section does not prevent reimbursement to any Member for approved costs.

## **ARTICLE XI — DISBURSEMENTS & CONTRACTS**

### **Section 1. Disbursements**

All Disbursements shall be by bank check and documented on an MCC Expense Reimbursement Form and the Treasurer's Report. Checks in the amount of one hundred dollars (\$100) or more shall bear the signatures of the Treasurer and at least one other Officer authorized by the Board or the Membership to sign checks.

### **Section 2. Contracts**

The President, together with the Secretary, shall sign all written contracts and obligations unless otherwise provided by vote of the Board or the Membership. No contract is valid or binding upon the Club unless so signed.

## **ARTICLE XII — SUSPENSION & AMENDMENT**

### **Section 1. Suspension**

No Article or Section of these Bylaws may be suspended. Standing Rules and Rules of Order may be suspended by a 2/3 vote of Members present at a meeting.

### **Section 2. Amendment**

These Bylaws may be amended or repealed at any meeting by 2/3 of the Members voting if: (1) such amendment or motion to repeal is presented in writing, read and discussed at a Club meeting and published in the Newsletter at least 30 days before the vote.

## **ARTICLE XIII — MISCELLANEOUS RULES**

### **Section 1. Interpretation**

The latest edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for the Club on matters not governed by the Articles of Incorporation, or Bylaws — Provided, that the Membership may adopt standing

rules or rules of order containing simple parliamentary procedures designed to assist and promote participation by all Members.

## **Section 2. Seal**

The Trustees may create a seal suitable for the Club.

## **Section 3. Business Year**

The Business Year of the Club shall be determined by Standing Rules.

## **Section 4. Quorum**

A quorum, for the transaction of business, for any Membership meeting is ~~10-a~~ **majority of the** members, including at least two Officers. A quorum for the transaction of business for any Board meeting is a majority of those Board members currently holding office. Committee meetings have no quorum requirement.

## **Section 5. Notice**

Notice is sufficient if made by publication **online in the Montlake Flyer**, in the previous Newsletter or, in the alternative, by mailing or delivery to Addresses in the Neighborhood and posting at the Montlake Community Center and the Montlake Library. Notice, unless otherwise indicated, must be given at least seven (7) days before any vote or action.

## **Section 6. Supersede previous Bylaws**

These bylaws supersede and render void all provisions of all previous bylaws.

Approved by the membership on May 12, 2011.