

BY-LAWS OF THE MADRONA COMMUNITY COUNCIL

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PREAMBLE

The Madrona Community Council (MCC) represents and serves the diverse interests of the Madrona neighborhood in Seattle, WA. The MCC is an all-volunteer, community-led organization that has worked for decades to make Seattle’s unique Madrona neighborhood an even better place to live and work.

We provide a conduit between the City of Seattle and the Madrona neighborhood by representing our neighbors’ interest in city-wide initiatives (e.g., land-use decisions, changes to Metro service, neighborhood parking issues, etc.). Similarly, we plan community-wide events that appeal to our neighbors, young and old (e.g., Mayfair, trick-or-treating at the businesses, concerts in the park, etc.). All of these activities are reported by the Madrona News, our community newsletter (continuously sponsored by the MCC).

Our goal is to represent, communicate and support the vibrant Madrona community, providing opportunities for our neighbors to come together in an effort to make Madrona, and Seattle, a great place to live.

ARTICLE I - PURPOSE

Section I. Name of Organization.

The name of the organization shall be the Madrona Community Council, hereinafter referred to as MCC.

Section II. Purpose of Organization.

The purposes for which MCC is organized are 1) to promote the general welfare of the persons residing and working in the community known as Madrona in Seattle, Washington; 2) to develop and maintain a vital, healthy, attractive and diverse urban neighborhood; 3) to provide a network through which such persons may work together to solve common problems, become acquainted with issues affecting Madrona and develop new skills. In carrying out the purposes of the organization, it may also cooperate and coordinate its activities with other organizations formed for the welfare of the Central Area of Seattle, Washington and the City of Seattle.

Section III. Membership.

Membership in MCC shall be open to all residents, property owners, governmental agencies, business licensees and non-profit organizations located within the boundaries of MCC as defined herein.

Section IV. Voting.

All residents, property owners and business licensees located within the boundaries of the MCC, 16 years of age or older shall have one vote each to be cast during attendance at any general or special meeting. If interested in participating, one representative from each government agency and non-profit organization located within MCC boundaries shall have the same privileges as those listed above.

Section V. Participation.

Any general, special, Board or committee meeting is open to any person and all who wish to, may be heard. However, only those eligible for membership are entitled to vote (see **III**).

Section VI. Geographic boundaries.

East on East Denny Way to Madrona Drive,
Southeast on Madrona Drive to East Howell St.,
East on East Howell Street to Lake Washington,
South on Lake Washington to East Terrace St.,
West on East Terrace Street to 32nd Avenue,
North on 32nd Avenue to East Cherry Street,
West on East Cherry Street to M.L. King,
North on M.L. King to East Denny Way.

Section VII. Neighborhood Quadrants.

The neighborhood shall be divided north/south by 34th Avenue and east/west by E. Union. The MCC will attempt to include one Neighborhood Representative from each quadrant.

ARTICLE II – FUNDING

Section I. Dues.

Charge of dues or membership fees shall not be made. However, voluntary contributions will be accepted. Activities to raise funds for MCC use may be held if appropriate.

ARTICLE III - MEETINGS

Section I. Annual membership meeting.

There shall be one annual membership meeting. The meeting shall be convened in November on the first Tuesday of the month for the purpose of electing directors and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

Section II. General meetings.

General meetings shall be held the first Tuesday of every month except the summer months (July and August). The Board may schedule a summer retreat to strategize priorities for the upcoming year.

Section III. Special meetings.

Special meetings of the membership may be called for any purpose by the President, the Board, or at the request of not less than 10 of the members entitled to vote (or 70% of members, if there are less than 10 members present) at such meeting.

Section IV. Notice.

The Board shall cause notice (e.g., reported in newsletter or announced via email) including time, place and date, to be delivered to each member not less than 3-5 days before the meeting. Notification and purposes of any special membership meeting shall require 7 days advance and will be emailed to all members of MCC.

Section V. Agenda.

Subject to the approval of the Board of directors, the President or Vice President shall prepare the agenda for meetings. Any person may add an item to the agenda by submitting that item in writing to the Board of directors at least 7 days in advance of the general membership meeting.

Section VI. Quorum.

A quorum for any general or special meeting shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of MCC shall be made by majority vote of those members present at any meeting.

Section VII. Meetings by Telephone or Internet Connection.

Members of the Board or any committee designated by the Board may participate in a meeting by means of a conference call or internet connection (e.g., Skype) where all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section I. Composition of Board.

The Board of Directors, hereinafter referred to as the Board, shall consist of not less than 5 nor more than 21 directors and shall be composed of the elected officers, the chairpersons of any standing committees, 4 representatives which shall represent the four quadrants (if present on the Board) of the Madrona Neighborhood, and additional at-large members.

Section II. Duties of Board Members.

- A. President.** The President shall prepare the agenda, in consultation with the Vice President, and preside at all meetings of the Board and membership, shall provide direction for the Board, act as Liaison with City Groups and governmental entities including, Office of Neighborhoods, Central Seattle Community Council Federation and others, shall have fiduciary responsibility for MCC, and shall serve as ex-officio member of all committees, except the Nominating Committee and the Grievance Committee. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.
- B. Vice-President(s).** The Vice-President shall preside in the absence of the President, in the event of the death of the President, or his/her inability to act. If there is more than one Vice President, the Vice President who shall act in the President's absence is designated by the Board. The Vice President(s) shall perform such other duties as from time to time may be assigned to them by the President or the Board.
- C. Secretary.** The Secretary shall keep minutes and written records of all meetings including general meetings, special meetings and Board meetings (but not including committees), shall be responsible for all correspondence of MCC, shall act as custodian of MCC documents including but not limited to by-laws, insurance certificates, mailing lists, etc., and shall email out monthly Board minutes including all unfinished business which shall serve as notice of the next meeting, and shall make records available for inspection for any proper purpose at any reasonable time.
- D. Treasurer.** The Treasurer shall be accountable for all funds, shall prepare monthly cash reports and shall give an accounting at each Board meeting and General membership meeting, shall keep and disburse all MCC funds and shall maintain accounting records, and shall assist in preparing the annual budget.
- E. Neighborhood Representatives.** Neighborhood Representatives shall bring to the attention of the Board areas of interest or concern in their respective quadrants.

Section III. Duties of the Board.

- A. Management.** The affairs of MCC shall be managed by the Board in the interim between general meetings. The Board shall be accountable to the membership, shall seek the views of those affected by any proposed policies before adopting any recommendations on behalf of MCC and shall strictly comply with these Bylaws.
- B. Vacancies.** The Board may fill any vacancy on the Board or a committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his/her successor is elected or appointed.
- C. Attendance.** A vacancy may be declared if Board members are absent from three consecutive meetings, or in the event of frequent absences.
- D. Board Meetings.** The Board shall meet on the first Tuesday of every month (except July and August) and at any other time the President may designate. These meetings shall be open session. However, only Board members shall be entitled to vote. A quorum for Board meetings shall be the

number of Board members in attendance. Decisions shall be made by majority vote. Directors shall be notified of Board meetings in writing or by telephone in advance. A majority of Board members, as announced email, may call a Board, general, or special meeting.

E. Emergency Powers. In such cases where the Board is required to provide neighborhood response before the question is presented to the membership, the Board must indicate to the questioner that this is the case and shall present the action taken at the next General membership meeting, or within a reasonable time for ratification by the membership where circumstances dictate.

F. Agenda. The suggested order of business for Board meetings shall be:

- i. Call to Order
- ii. Introduction of guests or new members.
- iii. Read, correct and approve minutes of the previous meeting (if they have not been previously circulated and/or corrected by email).
- iv. Neighborhood issues (including guest speakers/outside program), as announced in the distributed *draft* agenda (prior to the meeting)
- v. Neighborhood events, as announced in the distributed *draft* agenda (prior to the meeting)
- vi. Treasurer's Report
- vii. New Business & Announcements

ARTICLE V – COMMITTEES

Section I. Standing Committees.

Standing committees carry out the regular work of the MCC, as directed by the Board. Standing committee chairpersons shall inform the Board and MCC of all activities of their respective committees at all Board meetings and at such other times as requested by the President. The committee chairperson is responsible for preparing a set of objectives and a budget corresponding to such activities. A committee may spend such amounts as authorized in the budget. The Standing Committees may include, as necessary:

- | | |
|----------------------------------|-----------------------|
| i. Block watch | vii. Library |
| ii. Business Community Relations | viii. Programs/Events |
| iii. Education | ix. Newsletter |
| iv. Finance | x. Open Space/Habitat |
| v. Historian | xi. Transportation |
| vi. Land Use | |

Additional committees may be created at the discretion of the Board.

Section II. Chairpersons of Standing Committees.

The President shall nominate chairpersons and shall place the nominations before the membership for election at the annual meeting. The Vice-President(s) shall serve as chairperson of one standing committee. The other elected officers, when necessary, shall each serve as a chairperson of a committee.

Section III. Nominating Committee.

The Nominating Committee shall consist of the Vice President(s), who shall serve as chairperson(s) of the committee, and at least two other Board members. It shall have the responsibility to submit to the Board at the Board meeting immediately preceding the annual meeting (November), a slate of nominees for the positions of President, Vice President(s), Secretary, Treasurer and Neighborhood Representatives & at-large members. The slate of nominees shall be mailed to the membership with the notice of the annual meeting in accordance with the notice provision in Article III, Section 4.

ARTICLE VI – ELECTIONS

Section I. Eligibility.

Only persons eligible for MCC membership shall be qualified to hold an elected or appointed position.

Section II. Term of Office.

Members of the Board shall be elected at the annual meeting (November) and shall serve for one year or until the next annual meeting or until his or her successor is elected, whichever is later. A slate of officers proposed by the Nominating Committee shall be presented to the membership for election; nominations can also be made from the floor. Nominations for at-large and neighborhood representative positions will be made from the floor. Standing committees shall have elected committee chairpersons with nominations being made by the President. All Board positions shall require a majority vote of the membership present. The chairperson of each standing committee shall call for volunteers to fill committee memberships. In cases where volunteers exceed positions, selection will be made by vote of the general meeting. In the case of insufficient volunteers, the Board will assist the chairperson in filling the vacancies.

Section III. Impeachment.

A majority of the Board may submit a written request for the resignation at a Board meeting of any elected position. If that person chooses not to resign, then any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of a general membership or special meeting.

ARTICLE VII – GRIEVANCE PROCEDURE

Section I. Person or group adversely affected.

A person or group adversely affected by a decision or policy of MCC may submit in writing a complaint to any member of the Grievance Committee.

Section II. Receipt of Complaint.

Within seven (7) days of receipt of the complaint, the Committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will in writing, within thirty (30) days recommend a resolution of the grievance to the Board.

Section III. Final Resolution.

The committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, Board and membership. If the committee, Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the membership at a general or special meeting.

ARTICLE VIII – PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section I. Execution.

The Board shall be responsible for the execution of this article.

Section II. Submission of proposals.

Any person or group, inside or outside the boundaries of MCC, and any City agency, may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committee, or general or special meetings.

Section III. Notification.

The proponent and members directly affected by such proposals shall be notified in writing of the place, day and hour the proposal shall be reviewed, not less than seven (7) days in advance of the meeting.

Section IV. Attendance.

The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section V. Dissemination.

The MCC shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE IX – ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section I. Contracts.

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MCC. Such authority may be general or confined to specific instances.

Section II. Loans.

No loans shall be contracted on behalf of MCC 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.

Section III. Loans or Extensions of Credit to Officers and Directors.

No loans shall be made and no credit shall be extended by MCC to its officers.

Section IV. 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 MCC shall be signed by such officer or officers of the corporation and in such manner as is from time to time determined by resolution of the Board.

Section V. Deposits.

All funds of MCC not otherwise employed shall be deposited from time to time to the credit of MCC in such banks, trust companies or other depositories as the Board may elect.

Section VI. Minutes of Meetings, Books and Records.

MCC shall keep correct and complete books and records of account, minutes of the proceedings of its members and Board and any minutes, which may be maintained by committees of the Board, and such other records as may be necessary or advisable. All books and records of MCC shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

Section VII. Accounting Year.

The accounting year of MCC shall be the twelve months ending December 31.

Section VIII. Rules of Procedures.

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these by-laws or any resolution of the Board.

ARTICLE X – ADOPTION AND AMENDMENTS

Section I. By-laws revisions and approval.

These By-laws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote by the members present at a general membership/election meeting.

The foregoing by-laws were adopted by the Board of Directors in September, 1990. They have been amended and approved on the following dates: September 1991 and January 2015.

The MCC by-laws will be reviewed annually, at the general membership/election meeting (November).

Attachment I – Code of Ethics

This code of ethics shall serve as a guide to the conduct of official business for Officers, Board Members and Community Members of the MCC. The Code also enjoins Council Members to act responsibly in their use of Council equipment and facilities.

Participation in community affairs should be honest, fair and accountable. Integrity of Council Members in their dealings with each other and with persons in the larger community is essential in maintaining public confidence in MCC.

The Council shall strive to avoid all conflicts of interests, substantial or apparent.

Conflict of interests occurs when private motives or interests influence conduct of Council business, or judgment of issues before the Council.

Council Members who foresee such a conflict must refer the matter to the Board in writing.

The Board of Directors will resolve any such conflict in a manner that is fair and equitable to all.

Failure to so refer any such conflict of interest constitute grounds for removal from office.

Use of Council property and facilities shall be limited to the conduct of official business and such use as is allowed to the general public. Members of the Council may not use Council property for private gain.

Name _____

Signed _____ Date _____