

BYLAWS OF THE MADRONA COMMUNITY COUNCIL

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BYLAWS OF THE MADRONA COMMUNITY COUNCIL

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. 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.
- 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. One Neighborhood Representative shall be appointed 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 May on the fourth 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 last Tuesday of every month except the summer months of June, July and August and the winter months of November and December.
- 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 at such meeting.
- Section IV. **Notice.** The Board shall cause notice (ordinarily in the form of the newsletter) 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 written or telephone notice to all members of MCC.
- Section V. **Agenda.** Subject to the approval of the Board of directors, the 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.** Members of the Board or any committee designated by the Board, may participate in a meeting by means of a conference call 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 9 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 of the Madrona Neighborhood, and no more than 4 additional at-large members.

Section II. **Duties of Board Members.**

(A) **President.** The President shall prepare the agenda 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 bylaws, insurance certificates, mailing lists, etc., and shall mail 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 prior on the first Tuesday of every month (except July, August and December) 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, by signed petition, 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:

1. Call to Order
2. Introduction of guests or new members.
3. Read, correct and approve minutes of previous Board meeting, general membership meeting or special meeting.
4. Treasurer's Report
5. Report of Board
6. Report of Standing Committees
7. Report of Ad Hoc Committees
8. Correspondence
9. Old Business
10. New Business & Announcements
11. Guest Speakers or Program

ARTICLE V COMMITTEES

Section I.

Standing Committees. Standing committees carry out the regular work of the MCC. 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.

Standing Committees are:

- Blockwatch
- Business Community Relations
- Education
- Finance
- Historian
- Land Use
- Library
- Programs
- Newsletter
- Open Space/Habitat
- Transportation

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. Ad Hoc Committees. Ad Hoc committees are created for a specific purpose, case or situation and are listed below. Other ad hoc committees may be created by the membership. The size of the committee shall be determined by the work to be done and where there are differences in points of view, those differences shall be represented on the committee. The President shall serve as an ex-officio member of each standing committee, except the Nominating Committee and the Grievance Committee.

Ad Hoc Committees:

- Adopt-A-Park
- Cleanup
- Shelter House
- Site Council
- Grievance
- Hometour
- Mayfair
- Nominating Committee

Section IV. 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, a slate of nominees for the positions of President, Vice President(s), Secretary,

Treasurer and the four Neighborhood Representatives. 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 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 either 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 Bylaws or any resolution of the Board.

ARTICLE X ADOPTION AND AMENDMENTS

- Section I. **Adoption and Amendments.** These Bylaws 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 meeting.

The foregoing Bylaws were adopted by the Board of Directors in September, 1990 and amended in September 1991.

madbylaws991.sra

8/29/95