

**MADISON PARK COMMUNITY COUNCIL
AMENDED BYLAWS**

**ARTICLE I
Purpose**

The purposes of the Madison Park Community Council (the “Council”) follow:

1. To protect and enhance the natural and man-made beauty, quality, amenity and environment of Madison Park, Washington Park, Broadmoor, Canterbury, Denny Blaine and other nearby areas of the City of Seattle, and of the parks, recreation areas, residential neighborhoods, and commercial areas in the general vicinity.
2. To stimulate and ensure that adequate planning occurs and that decisions regarding zoning, land use, transportation, and other factors which take place will protect and enhance over the short and long run the environment and integrity of the area.
3. To ensure that all public and private activities, which affect the general area, are consistent with the short and long term needs, desires, goals and objectives of the residents of the area in order to promote the welfare of the community and to protect and enhance the parks of the Seattle Metropolitan area.

In order to achieve these aims, the following bylaws have been adopted to govern the procedures and activities of the Council and of its individual members.

**ARTICLE II
Membership**

Section 1. Eligibility

Any individual (eighteen years of age and over), firm, association, corporation, partnership or estate which resides in or has a vested interest within the environs of the area known as Madison Park, Washington Park, Broadmoor, Canterbury, Denny Blaine, and is interested in maintaining a community environment as outlined in Article I, may assume membership and upon doing so accept the rules and policies set out in these Bylaws and by the Board of Directors of the Council (the “Board”).

Section 2. Boundaries

The Board of Directors shall establish the geographical boundaries of the area served by the Council. A map showing such boundaries shall be attached to these Bylaws as Appendix 1.

Section 3. Voting Privileges

Each member shall be entitled to one vote upon each issue submitted to the members for a vote at any Annual or Special meeting of the Council.

Section 4. Contributions

There shall be no mandatory dues. Each household, each business, and every other category of member in the Council area will be requested to make an annual contribution in an amount to be set by the Board of Directors. All such contributions shall be deposited in the General Fund. Failure to contribute shall not impair the status of any member of the Council.

ARTICLE III Meetings of Members

Section 1. Annual meetings

An Annual Meeting of the members of the Council shall be held in the month of May, on the third Monday thereof, unless otherwise directed by the Board of Directors, for the purpose of electing Directors and transacting such other business as may properly come before the meeting. Notification of the meeting shall be posted on the Council's website and disseminated throughout the neighborhood as widely as feasible by conspicuous postings, use of media where appropriate, and by word of mouth, commencing not less than ten (10) days prior to the date of the meeting.

Section 2. Special meetings

Special meetings of the members of the Council may be called by a majority vote of the Board of Directors. Notification procedures shall be as specified in Section 1 of this Article III.

Section 3. Quorum and manner of acting

Thirty members of the Council shall constitute a quorum of any Annual or Special Meeting of members. The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

Section 4. Powers

Any question or subject matter may be considered at a meeting of the general membership for full discussion and membership vote. Any action taken at such meeting,

except the election of Directors, shall thereafter be referred to the Board of Directors for approval or disapproval within sixty (60) days.

Section 5. Petitions for meetings

Upon submission of a petition bearing the names, signatures and addresses of fifty (50) bona fide residents of the official Council area (as designated by Appendix 1) to the President or the Secretary, the Board shall not fail to hold a Special Meeting within sixty (60) days of the receipt of such submission.

ARTICLE IV Board of Directors

Section 1. Duties and powers

The Board of Directors shall be the governing body of the Council. It shall be subject only to the limitations and exceptions provided for in these bylaws, in Washington law and in the Articles of Incorporation. The Board of Directors shall formally and officially decide decisions and policies of the Council.

Section 2. Numbers

The Board of Directors shall consist of not less than twelve (12) nor more than twenty-one (21) Directors.

Section 3. Quorum and manner of acting

A majority (50% + 1) of Directors of the Board of Directors shall constitute a quorum at any meeting of the Board. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

Section 4. Meetings

The Board of Directors shall meet monthly except for the month of December of each year. In addition, it shall meet on the call of the President or upon the written request of any three Directors.

Section 5. Vacancies

When a vacancy occurs on the Board of Directors, the President may appoint a replacement, subject to the approval of the Board, who shall serve until the next Annual Meeting. At the next Annual Meeting, a new member of the Board shall be elected to serve the remaining years of the vacant term.

Section 6. Removal for cause

A director may be removed from the Board, or an officer removed from office, for cause, upon the affirmative vote of two-thirds of the total current membership of the Board at a meeting of the Board at which a quorum is present.

Section 7. Removal for non-attendance

A Director or an officer who fails to attend four consecutive meetings of the Board of Directors may be removed from the Board upon the affirmative majority vote of the Directors at a meeting of the Board at which a quorum is present.

Section 8. Notice of regular and special meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. Notice of special Board meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Council or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 9 of this Article IV.

Section 9. Electronic Transmission

The Council may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE V Election of Directors

Section 1. Time of election

The election of Directors shall be held at the Annual Meeting.

Section 2. Nominating procedure

The President shall appoint a nominating committee composed of at least three members subject to the approval of the Board. The Nominating Committee shall, at the Annual Meeting, nominate at least as many candidates as there are vacancies on the Board of Directors.

Section 3. Election

At an appropriate time during the Annual Meeting, the President shall call the Nominating Committee to make its report. The President shall then call for the nominations from the floor. Each member present shall be furnished with a ballot on which to indicate his or her choice of candidates. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected. The President shall then appoint a committee to audit the ballots. The candidates receiving the most votes shall be duly elected members of the Board of Directors.

Section 4. Term of office

Directors shall take office at the next Board meeting following their election and, unless a Director dies, resigns, or is removed from office, shall remain in office until their successors take office. Directors shall be elected to serve three-year terms. One-third of the Board shall be elected each year.

Section 5. Limitation of term

No Director shall serve more than six (6) years consecutively, whether by election or by appointment. After the lapse of one year as a non-board member, any member of the Council shall be eligible for further service on the Board, not to exceed six years as specified above.

ARTICLE VI Officers

Section 1. Composition

Officers shall consist of a President, a First Vice President, a Second Vice President, a Treasurer and a Secretary.

Section 2. Election and term of office

Officers shall be elected from the Board of Directors at the first meeting of the Board following the Annual Meeting. Officers shall remain in office until their successors are elected. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual election of Officers or until his or her successor is elected. A Director may not serve more than two consecutive terms in the same office.

Section 3. Duties

A. President. It shall be the duty of the President to preside at all meetings of the Board and the membership, to be the chief executive officer of the Council, to be its official spokesperson, and to make an annual operational report to the members at the Annual Meeting of the membership. 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 Presidents. In the absence of the President, the First Vice President (or Second Vice President) shall chair all meetings and will assume responsibilities as designated by the Board.

C. Treasurer. It shall be the duty of the Treasurer to see that accurate financial records are maintained. In addition, the Treasurer shall prepare a financial report to be presented to the members at the Annual Meeting. The Treasurer shall have charge of and be responsible for all funds and securities of the Council; provide financial reports to the Board on at least a quarterly basis, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

D. Secretary. The Secretary shall be responsible for keeping the minutes of meetings of the Board of Directors and the members and shall assist the President with correspondence and administering the policies set by the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records of the Council, keep records of the post office and email address of each Director and of each Officer, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

Section 4. Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term.

ARTICLE VII Executive Committee

Section 1. Membership

There shall be an Executive Committee of the Board of Directors consisting of the officers plus a member-at-large, who shall be selected from the remaining Directors by the President, subject to confirmation by the Board. The member-at-large shall serve until his successor is confirmed or until his term of office ends, whichever is sooner.

Section 2. Authority

The Executive Committee shall have the same authority as the Board of Directors in the management of the Council, subject to such limitations as may be prescribed by the Board; except that the Executive Committee shall not have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law. The Executive Committee may act for the Board when it is not in session. An affirmative vote of four (4) members of the Executive Committee is required for all actions of the Committee.

Section 3. Limitations

The Executive Committee must report all actions taken by it at the next meeting of the Board of Directors. The Executive Committee may not take any actions that are contrary to the policies of the Board and of the Community council and may not overrule the actions of the Board.

ARTICLE VIII

Committees

Section 1. Number

As many standing and special committees as are deemed necessary by the Board of Directors may be created by it.

Section 2. Authority

Each committee, including the Executive Committee, shall have the authority to take such action as is granted by the Board of Directors, as long as it does not conflict with these bylaws, Washington law or the policies of the Council. Any action intending to establish an official policy, position or decision of the Council shall be referred to the Board for approval and shall not be valid without such approval.

Section 3. Chairpersons

The President, subject to the approval of the Board, shall appoint committee chairpersons. The appointment shall run until the second meeting of the Board following the next Annual Meeting.

Section 4. Membership

Participation on a committee of the general membership shall be open to any member of the Council.

ARTICLE IX Conflict of Interest

Section 1. Purpose.

The purpose of this policy is to protect the Council'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 Council. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

(a) Interested Person – Any director, officer, employee, or member of a committee with board delegated or other powers who has a direct or indirect financial interest, as defined in Section 2.B., is an interested person.

(b) Financial Interest – A person has a financial interest if the person has, directly or indirectly, through personal, business, investment, or family:

(i) An ownership or investment interest in any entity with which the organization has a proposed transaction or arrangement, or

(ii) A compensation arrangement with the organization or with any entity or individual with which the organization has a proposed transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a proposed transaction or arrangement.

Section 3. Procedures

(a) Duty to Disclose: In connection with any actual, or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement or to an appropriate supervisor.

(b) Determining whether a conflict of interest exists:

(i) The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

(iii) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest and for its own benefit and whether the transaction is fair and reasonable to the organization and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination. The vote, including the abstention of any interested directors, shall be recorded in the minutes of the Council meeting.

(c) Violations of the conflicts of interest policy:

(i) If the board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the response of the interested person and making further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action up to and including removal from the Board and where appropriate, voiding the transaction.

ARTICLE X Amendment

Subject to the ratification by the Board, these bylaws may be amended at any meeting of the Council by a two-thirds majority vote of members present at a meeting of the members at which a quorum is present. When an amendment is ratified, a short paragraph explaining the reason for making the amendment shall be added to the Summary of Amendments as Appendix #2 (Appendix #1 is the Boundaries of the Council).

Adopted at General Meeting: 5/20/03 and ratified by the Board of Directors 6/16/03

Modified at General Meeting on 15 May 2006 and ratified by Board of Directors on 22 May 2006 (See Appendix #2 for details).

Modified at General Meeting on September 21, 2009 and ratified by the Board of Directors on September 21st, 2009.