

Madison Park Community Council Bylaws

ARTICLE I – PURPOSE

To protect and enhance the natural and man-made beauty, quality, amenity, environment, and way of life of the 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;

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 residential atmosphere, environment, and integrity of the area;

To ensure that all public and private activities, which affect the general area, are consistent with the short and long range needs, desires, goals, and objectives of the residents of the area;

To meet, organize, form committees, and take necessary steps to promote and protect the interests of the area and its residents;

To co-operate with individuals, corporations, and organizations with compatible goals;

To raise funds, to carry out these goals by representation and activities with local, state, federal, and/or other governmental bodies;

To promote the welfare of all area citizens and residents, following always these policies intended to accomplish the greatest good for the greatest number;

In order to achieve these aims, the following bylaws have been adopted to govern the procedures and activities of the Madison Park Community 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 1, 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 Madison Park Community Council.

Section 2 – Boundaries

The Board of Directors shall establish the geographical boundaries of the area served by the Madison Park Community 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 at any Annual or Special meeting of the Madison Park Community Council.

Section 4 – Contributions

There shall be no mandatory dues. Each household, each business, and every other category of member in the Community 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 Community Council.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Annual meetings

An Annual Meeting of the members of the Madison Park Community Council shall be held in the month of May, on the third Monday thereof, unless otherwise directed by the Board of Directors. Notification of the meeting shall be 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 Madison Park Community 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.

Section 3 – Quorum

Thirty members of the Madison Park Community Council shall constitute a quorum at any Annual or Special Meeting of the members.

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 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 Madison Park area (as designated by Appendix 1), the Board shall not fail to hold a Special Meeting within sixty (60) days.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Duties and powers

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

Section 2 – Numbers

The Board of Directors shall consist of fifteen (15) members of the Madison Park Community Council.

Section 3 - Quorum

A majority (50% + 1) of directors of the Board of Directors shall constitute a quorum at any meeting of the Board.

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.

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 selected 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.

Section 7 – Removal for Non-Attendance

A director that fails to attend four consecutive meetings of the Board of Directors may be removed from the Board, and if also an officer, may be removed from office, upon the affirmative majority vote of the Board.

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 on 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. 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 shall remain in office until their successors take office. Members 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 Madison Park Community 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 of the Community Council. Officers shall remain in office until their successors are elected. A member of the Board 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, to be the chief executive officer of the Community Council, to be its official spokesperson, and to make an annual operational report to the members at the Annual Meeting of the membership.

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 President.

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.

D – Secretary

The Secretary shall be responsible for keeping the minutes of the meetings of the Board of Directors and shall assist the President with correspondence and administering the policies set by the Board.

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 Board members 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, and 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 or 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 by-laws or the policies of the Madison Park Community Council. Any action intending to establish an official policy, position, or decision of the Community 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 Madison Park Community Council.

ARTICLE IX – AMENDMENT

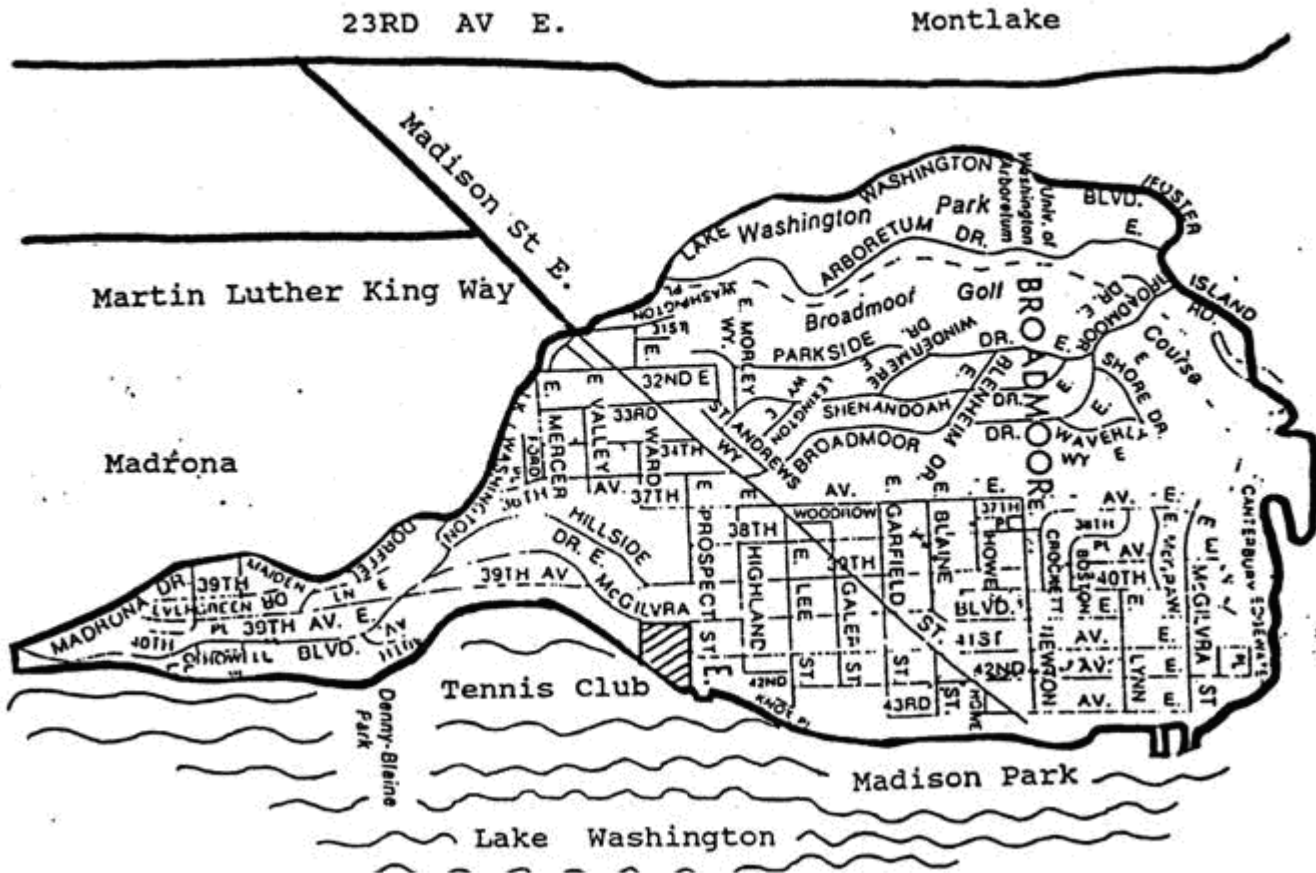
Subject to the ratification by the Board, these bylaws may be amended at any meeting of the Madison Park Community Council by a two-thirds majority vote. When an amendment is ratified, a short paragraph explaining the reason for making the amendment shall be added to the Summary of Amendments as Appendix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

Adopted at General Meeting: 5/20/03 and ratified by 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).

APPENDIX #1 – MPCC BOUNDARIES

AREA SERVED BY MADISON PARK COMMUNITY COUNCIL



APPENDIX #2 – SUMMARY OF AMENDMENTS

2006 Amendments

The following set of modifications to the Bylaws of the Madison Park Community Council (“MPCC”) were submitted for the community’s consideration at the May 2006 annual meeting. All were adopted.

The current Bylaws were adopted at an annual meeting on 20 May 2003 and ratified by the Board of Directors on 16 June 2003. Amendments must be voted on by the membership of the Council at the May annual meeting or a special meeting. At least 30 members are required for a quorum. At least two-thirds of the membership present must vote in favor in order for an amendment to these Bylaws to be accepted.

Suggested voting procedure: vote on all the amendments together. If that fails, vote on each amendment individually.

Amendment 1: Strike “enjoyability” from Purpose

Proposed: Remove the word “enjoyability” from the first paragraph of Article I (“Purpose”).

Justification: There is no such word, and its intended meaning is covered by other phrases in the paragraph. The “ability to enjoy” is included in “to protect and enhance ... amenity, environment, and way of life.”

Amendment 2: Change annual meeting date to Monday

Proposed: In Article III (“Meetings of Members”), Section 1 (“Annual Meetings”), replace “on the third Tuesday” (of May) with “on the third Monday.”

Justification: The change brings the bylaws into line with the day of the week on which the annual and monthly MPCC meetings are typically held.

Amendment 3A: Add power to remove director and officer for nonattendance

Proposed: In Article IV (“Board of Directors”), add a new Section 7:

Section 7 – Removal for Non-Attendance

A director that fails to attend four consecutive meetings of the Board of Directors may be removed from the Board, and if also an officer, may be removed from office, upon the affirmative majority vote of the Board.

Justification: a few directors have been elected who for a variety of reasons have found themselves unable to attend meetings. This new provision gives the Board the power to remove non-attending directors. Section 4 (“Vacancies”) gives the President the power to nominate and the Board to approve replacements to serve until the next annual meeting.

Amendment 3B: Clarify existing removal for cause section

Proposed: In Article IV (“Board of Directors”), re-word this existing Section 6:

Section 6 – Removal

A member may be removed from the Board, or an officer removed from office, for cause, upon the affirmative vote of two-thirds of the total membership of the Board.

To read:

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.

Justifications: Substitute “director” for “member.” Add “for Cause” to section title to clarify its distinction from the new section for “Removal for Non-Attendance”. Add “current” to clarify that vacant directorships are not counted in determining the count of Board members.

Amendment 4: Clarify quorum requirement for Board meetings

Proposed: In Article IV (“Board of Directors”), Section 3 (“Quorum”), replace “Eleven (11) members” with “A majority (50% + 1) of directors”.

Justification: Keep quorum requirements reasonable if ever the Board has fewer than 21 directors due to removal for cause or non-attendance. With 20 or 21 directors, the new language has the same effect as the current language; with 19 directors, the new language would give a quorum of 10 rather than 11.

Amendment 5: Increase term limit of director from four to six years

Proposed: In Article V (“Election of Directors”), Section 5 (“Limitation of term”), increase the maximum number of consecutive years a director may serve from four to six, and substitute “director” for “member”. The amended section will read as follows:

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 Madison Park Community Council shall be eligible for further service on the Board, not to exceed six years as specified above.

Justification: allow for more continuity while keeping term limits in place. Six years is an even multiple of the three year term for a director.

Amendment 6: Approve attached map as MPCC area boundary

Proposed: Accept the attached map as Appendix #1 describing the boundaries of the area served by the Madison Park Community Council. The map may be seen in PDF format on the MPCC Web Site at [AreaServedByMPCC2003May05](#)

Justification: Obtain consensus that the attached paper copy does indeed describe the boundary as last defined in 2003. The intent is to leave the boundary unchanged.

Amendment 7: Add summary of adopted amendments

Proposed: Add to Appendix #2 ("Summary of Amendments") of the Bylaws a short summary of amendments described above, if adopted by the Council and the Board.

Justification: Article IX ("Amendment") calls for adopted amendments to be briefly explained in Appendix #2. Appendix #2 is currently empty.

Respectfully submitted by Jim Stearns MPCC Board Member

2008 Amendment

The following modification to the Bylaws of the Madison Park Community Council ("MPCC") was submitted for the community's consideration at the May 2008 annual meeting. It was adopted.

Proposed: In Article IV ("Board of Directors"), Section 2 ("Numbers"), replace "twenty-one (21)" with "fifteen (15)".

Respectfully submitted by Jim Quigg, Secretary