

**BYLAWS
Of
THE QUEEN ANNE COMMUNITY COUNCIL**

Article 1

- 1.1 **Name.** The name of this nonprofit corporation is The Queen Anne Community Council.
- 1.2 **Corporate Seal.** The corporate seal shall consist of a circle having on its circumference the words “Queen Anne Community Council.”

Article 2

Membership

- 2.1 **Membership Defined.** The membership of the QUEEN ANNE COMMUNITY COUNCIL SHALL CONSIST OF THE FOLLOWING: All persons over eighteen (18) years of age who reside within the geographical limits of the Queen Anne Community (as defined in section 2 of this Article); and a designated representative of any public agency or private business located within geographical limits of the Queen Anne Community (as defined in Section 2 of this Article).
- 2.2 **Geographical Limits of Queen Anne Community.** The geographical limits of the Queen Anne Community, for the purposes of the Bylaws, shall be defined as follows: That area bounded by the Lake Washington Ship Canal, 15th Avenue West, Elliott Avenue, Denny Way, Aurora Ave North, Broad Street and Lake Union.
- 2.3 **Matters Arising Outside of Geographical Limits.** Nothing in this Article shall restrict the ability of The QUEEN ANNE COMMUNITY COUNCIL, its Board of Trustees, or its Committees to study and act upon matters arising outside of the geographical limits defined in Section 2 of this Article where the Council, its Board, or its Committees find that the interests of the Queen Anne Community are affected.

Article 3

Public Meetings of the Membership

- 3.1 **Annual Meeting.** A public meeting of the membership shall be held annually on the third Wednesday in September. Notice of the annual meeting shall be published in a newspaper of general circulation in the Queen Anne Community at

- least fourteen (14) days before the meeting is to be held, and shall state the date, time, location, and agenda of the meeting.
- 3.2 **Annual Business.** At the annual meeting, the members shall elect the Board of Trustees, as provided in Article 4 of these Bylaws, review the affairs of The QUEEN ANNE COMMUNITY COUNCIL, and transact all other business as may be properly brought before the meeting.
- 3.3 **Special Meetings.** Special public meetings of the membership may be called at any time by the Board of Trustees. Notice of a special meeting shall be published in a newspaper of general circulation in the Queen Anne Community at least ten (10) days in advance of the meeting, and shall state the date, time, place and agenda of the meeting.
- 3.4 **Conduct of Public Meetings.** All annual and special meetings of the membership shall be presided over by the Chair of the Board of Trustees; and minutes of the meeting, the number of members present, and the results of all voting shall be recorded by the Secretary of the Board of Trustees. Other rules for the conduct of annual and special meetings of the members which are specified in these Bylaws shall be adopted as necessary and appropriate by the Board of Trustees; or in the absence of such rules, shall be as stated in Roberts Rule of Order, Newly Revised.
- 3.5 **Voting.** At all annual and special meetings of members, each member shall be entitled to one vote, except as provided in Article 4 relating to the election of the Board of Trustees. A majority of the votes cast by the members present shall be necessary for the adoption of any matter voted on by the members unless a greater proportion is required by the Articles of Incorporation or these Bylaws. No absent or proxy votes shall be permitted.
- 3.6 **Quorum.** A quorum at all annual and special meetings of the membership shall constitute those members of The QUEEN ANNE COMMUNITY COUNCIL who are in attendance and at least one officer of the Board of Trustees.

Article 4

Election of Board of Trustees

- 4.1 **Election for Board of Trustees.** Only members of The QUEEN ANNE COMMUNITY COUNCIL as defined in Article 2 shall be eligible for election to the Board of Trustees.
- 4.2 **Term of Office.** Each Trustee shall serve for a two-year term. One-half of the Board of Trustees shall stand for election each year.
- 4.3 **Nominations and Election Committee.** At the July meeting of the Board of Trustees, the Board shall appoint a Nominations and Election Committee, which shall be directed to prepare a slate of candidates to stand for election to the Board

- of Trustees. The Committee shall develop a slate of candidates consisting of members of The QUEEN ANNE COMMUNITY COUNCIL who have exhibited an interest in community affairs, have been active in the community, and who are representative of divergent views of the community. The Committee shall nominate no more than twenty-two (22) candidates. The slate of candidates, shall be provided to the Board of Trustees and members requesting this information, at least ten (10) days before the annual meeting of members.
- 4.4 **Outside Nomination.** Any member of the QUEEN ANNE COMMUNITY COUNCIL may nominate persons to be added to the slate of candidate to stand for election to the Board of Trustees by submitting the nomination to the Chair of the Board or the Chair of the Nominations and Election Committee, no later than fifteen (15) days before the annual meeting of members.
- 4.5 **Publication of Candidates.** The Nominations and Election Committee shall provide a community newspaper with a list of all candidates nominated under Section 3 and 4 of this Article, at least seven (7) days before the scheduled annual meeting of members. The Committee shall also prepare a ballot listing the names of all candidates. If a candidate's nomination is in accordance with paragraphs 4.3 or 4.4, and due to error and/or oversight by the Nominations and Election Committee, the candidate's name is not on the ballots, the ballots may be amended immediately prior to the voting, to include such candidate's name.
- 4.6 **Election of Trustees.** At the annual meeting of the members of The QUEEN ANNE COMMUNITY COUNCIL, the members shall elect Trustees to serve on the Board of Trustees from the slate of candidates nominated under Section 3 and 4 of this Article. No nominations shall be received from the floor. No absent or proxy votes shall be permitted. Each member present at the annual meeting shall be allowed to cast votes for the total number of candidates or eleven (11) candidates, whichever is less. A member may not cast more than one (1) vote for each candidate, and may use less than the maximum allotted votes. The candidates receiving the highest number of votes shall serve for a period of two (2) years with their term of office to begin at the regularly scheduled October meeting of the Board. The Nominations and Elections Committee shall have the authority to prepare election rules for adoption by the Board and to resolve tie-votes, challenges, and other procedural issues related to the conduct of the election.

Article 5

Board of Trustees

- 5.1 The Board shall be the governing administrative body of the Council. The Board shall be responsible for coordinating the work of the Council and for providing support to the Committees of the Board.

- 5.2 The Board shall consist of up to twenty-two (22) members, one-half of whom are elected annually, plus, the Chair of the Board of Trustees from the prior year and up to two (2) Ex Officio Members of the Board of Trustees. The Board shall meet at least monthly to transact business, except in the month of August.
- 5.3 Members of the Board of Directors, at their discretion, may elect up to two (2) Members of THE QUEEN ANNE COMMUNITY COUNCIL to serve as Ex Officio Members of the Board. Ex Officio Members of the Board shall have previously been Members of the Board of Directors, in good standing, for at least the two (2) previous consecutive years. The term of Ex Officio Members shall be one (1) year and shall be renewable at the discretion of the Board of Trustees. Ex Officio Members of the Board may vote on all matters that come before the Board of Trustees and shall have all voting rights of the Board of Trustees, except as to voting for the election of Members of THE QUEEN ANNE COMMUNITY COUNCIL as Ex Officio Members of the Board.
- 5.4 Each Board of Trustees member and Ex Officio Member shall actively serve on a minimum of one (1) Committee of the Board. Each Board member shall report his/her Committee memberships to the Secretary.
- 5.5 The Board of Trustees shall elect annually from its members the following officers for one (1) year terms:
- (1) Chair
 - (2) Vice-Chair
 - (3) Secretary
 - (4) Treasurer

These Offices carry the following duties and responsibilities:

1. The Chair will preside over all scheduled meetings of the Board and be responsible for communicating and implementing all Board actions and resolutions. Only the Chair or such person(s) designated by the Chair or the Board of Trustees shall make public comments on behalf of the Council on matters of interest to the Council.
2. The Vice-Chair will fill in the absence of the Chair and have duties as assigned by the Chair.
3. The Secretary will record and maintain a permanent record of the Board of Trustees meetings, transmit information to the community concerning the Board's operations as directed by the Board, and maintain a roster of Committees and their members. At or before the next Board Meeting, a Meeting Agenda, the minutes from the previous Board Meeting, Committee Reports and Actions Items will be provided to all Trustees. NOTE: Action Items are

written documents that contain one or more motions for the Board's consideration.

4. The Treasurer will maintain a record of receipts and disbursements and report such to the Board on a timely basis, shall determine ways and means for funding the operations of the Board and Community programs, and with Board approval to implement it.
- 5.6 An Executive Committee, consisting of the four (4) officers, may handle business that comes to the Board of Trustees between regular Board meetings. The Committee shall represent the Board of Trustees without a vote of the Board of Trustees, but any actions or positions taken must be reported to the Board of Trustees at its regularly scheduled meeting. This Committee will be presided over by the Chair.
- 5.7 Any Board member missing three successive Board meetings or failing to serve on the required number of Committees shall be reported by Secretary during a regular Board meeting and may be removed by a vote of the Board.
- 5.8 In the event a vacancy arises during the year, the Board of Trustees may elect a replacement to serve out the unexpired term.
- 5.9 The quorum for transacting business at a meeting of the Board shall be a majority of the Board of Trustees and at least one (1) officer.

Article 6

Committees

- 6.1 Committees shall be established by the Board of Trustees to study and develop long-range plans for community development, and to monitor, assist, and encourage the implementation of these plans.
- 6.2 Each Committee shall determine its own internal organization. The chairperson shall be elected annually at a Committee meeting in October. The Committee shall draw its membership from the community and shall make an effort to develop diversity, which is representative of the Queen Anne Community. All active Committees must have at least one Trustee as a member, provided that exceptions may be made by the Chair of the Board of Trustees.
- 6.3 Committee meetings shall be open to the public, and an effort shall be made to encourage public participation.
- 6.4 Committees shall study their respective areas and shall prepare reports embodying their activities, research, findings, and recommendations after each Committee meeting. Such reports shall be submitted to the Board of Trustees for review and

comment and shall be made available to the members of THE QUEEN ANNE COMMUNITY COUNCIL, upon request.

6.5 **Committee and Board Communications.**

- a. If authorized by a vote of the community at a special meeting of the members of The QUEEN ANNE COMMUNITY COUNCIL, the Board shall communicate the membership's position to the appropriate government agencies and urge adoption of the membership position.
- b. When positions/opinions on issues are developed by a Committee, those positions/opinions shall be submitted to the Board of Trustees prior to communicating them to any outside groups or government agencies. The purpose of this requirement is to allow the Board to adopt, amend, or reject those positions/opinions before they are communicated to third parties. There is one exception to this policy: prior submission to the Board will not be required if it prevents communicating to an outside group or governmental agency in a timely manner. Such positions/opinions shall be identified as Committee recommendations subject to ratifications of the Board of Trustees, and presented to the Board of Trustees at its next regular meeting. This policy does not apply to inquiries or requests for information made by a Committee to any outside group or governmental agency.

- 6.6 The special Committee, known as the Land Use Review Committee (LURC), shall operate pursuant to guidelines contained in resolutions approved by two-thirds (2/3) of the Board of Trustees, these Bylaws notwithstanding.

Article 7

Amendments to Bylaws

- 7.1 **Voting Requirements.** These Bylaws may be amended by a majority vote of Trustees present at a meeting of the Board of Trustees. Any Trustee may submit a written motion requesting a Bylaw change. Such motion must specify the change desired. If the motion receives a second, the Chair shall table the motion, appoint an ad-hoc Bylaws Committee, and refer to that Committee the Motion specifying the proposed amendment. The sponsoring Trustee shall be a member of that committee. The Committees shall publicize their activity so that general members of the Council can participate if they so desire. A public hearing may be held if deemed necessary by the Committee, or is so directed by the Board of Trustees

At the next regularly scheduled meeting of the Board of Trustees, which is the second Board meeting in the procedure, the Committee report will be given. The sponsoring Trustee may at this point either modify or withdraw the motion specifying the proposed amendment. After adequate discussion and unless the

motion is withdrawn, the Chair will schedule the motion for vote at the next regularly scheduled Board of Trustees meeting, the third in the procedure.

At and after this point, any Trustee may submit in written form an alternative version(s), of the proposed amendment, and the Chair will accept the alternative version(s), provided that they be distributed to all Trustees not less than seven (7) days prior to the meeting at which the vote is scheduled to be taken.

At the third meeting in the procedure, no new amendments and no new version(s) of any proposed amendments may be submitted from the floor. The Chair will call for the vote first on the motion made by the sponsoring Trustee and then on each remaining version until a majority vote is obtained or all are defeated.

Article 8

Dissolution

- 8.1 In the event that it appears that the Council can no longer operate due to lack of interest or active participation of the community, or that it can no longer fulfill its purposes, the Board of Trustees shall have the authority, by majority vote, to place a referendum before the Council at the annual or a special meeting.
- 8.2 Notice of such referendum shall be the same as provided in Article 3.3.
- 8.3 If the referendum receives a majority vote of those voting, the Council shall be dissolved and any remaining assets shall be donated to the charity or nonprofit organization selected by majority vote of the Board of Trustees.