

Laurelhurst Community Club

Serving Seattle's Laurelhurst community since 1920

LAURELHURST COMMUNITY CLUB BYLAWS

As amended April 14, 2008, May 11, 2009, and May 12, 2014

The Laurelhurst Community Club is an independent, nonprofit, nonpartisan organization.

ARTICLE I. GENERAL

Section 1 – Name. The name of this organization is the Laurelhurst Community Club, hereinafter called the “LCC.”

Section 2 – State of Incorporation, Fiscal Year. The LCC is incorporated as a nonprofit organization under the laws of the State of Washington. The fiscal year is the calendar year.

Section 3 – Geographical Limits. The geographical limits of the Laurelhurst Community for LCC purposes are defined as the area bounded on the North by Sand Point Way between the Windermere boundary and the intersection of Sand Point Way and NE 45th Street, then along NE 45th Street to the University of Washington property line; on the west by the University of Washington property line; on the south by Lake Washington; and on the east by Lake Washington and the Windermere boundary. These boundaries do not limit LCC’s ability to study and act upon matters falling outside of LCC’s boundaries where the interest of the community is materially involved.

Section 4 – Definition of Member. All those residing in, or those who are owners of residences in the Laurelhurst community as defined in Section 3 above are, by definition, members of the LCC. Businesses, churches, schools, institutions, condominium associations and public facilities in the Laurelhurst community are members. In all LCC activities maximum participation of the community is encouraged and fostered.

Section 5 – Dues. The dues for membership are set by the board of trustees and are payable annually. A dues statement is sent out by April 1 of each year and a financial report is presented at the annual meeting.

Section 6 – Nondiscrimination. In membership, election of members of the board of trustees and officers, employment and community projects, the Laurelhurst Community Club does not discriminate on the basis of race, creed, color, sex, marital status, sexual orientation, gender identity, political ideology, religion, ancestry, national origin or the presence of any sensory, mental or physical handicap.

Section 7 – Use of Membership List. Under no circumstances shall LCC’s membership list be used for non LCC purposes. Physical possession of the LCC’s membership list by any third party is not permitted except for mailing houses that have confidentiality agreements with the LCC. Any LCC member requesting inspection of LCC records must provide a written statement to the LCC board stating the purpose for the inspection and how it is reasonably related to membership interests. Any membership list provided for inspection to a member is the mailing list used by LCC mailing service that lists household addresses. As stated in the Washington nonprofit law, no member may use or sell the membership list.

ARTICLE II. PURPOSES

The purposes of the LCC are to:

- A. Foster the improvement, beautification and betterment of the Laurelhurst community;
- B. Identify and describe community-wide problems and general areas of community concern and take action where appropriate to maintain the livability and vitality of the community;
- C. Provide leadership and coordination in the community effort to:
 1. Study community-wide issues and develop a sound factual understanding of those issues and concerns that may impact the community;
 2. Implement programs to resolve community-wide concerns, which may include granting funds from dues collected by the LCC to groups attempting to address community issues through administrative processes, litigation and otherwise; and
- D. Establish a method for the establishment of communication and cooperation between the community and all levels of government.

ARTICLE III. BOARD OF TRUSTEES, OFFICERS

Section 1 – Governing Body. The governing administrative body of the LCC is the board of trustees. The board coordinates the work of the LCC and provides support to the working committees.

Section 2 – Number of Trustees, Qualifications, Election. The board of trustees should consist of not fewer than 11, nor more than 19 members, to be elected for two-year staggered terms. In order to qualify for a trustee position, a candidate must reside in the Laurelhurst Community (as defined in Section 3 of Article I). The board of trustees is elected at the annual LCC meeting.

Section 3 – Meetings. The board meets monthly, and at such other times as the president deems appropriate to transact normal business. A meeting also can be called by any two officers of the board or by the written request of four board members with three days advance notice. The annual neighbors meeting may be combined with the monthly trustee meeting. A community wide meeting may also substitute for an monthly trustee meeting. One meeting the summer months may be cancelled by general agreement to accommodate vacation schedules. With the exception of executive sessions, all board meetings are open to the public.

Section 4 – Election of Officers. The board of trustees elects annually, from among its membership, the following officers:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer

Other officers and assistant officers may be elected or appointed by the board, as needed to perform specific duties. Election of new officers takes place not later than the second regular monthly meeting after the annual meeting.

Section 5 – Officers’ Duties.

- A. President. The president presides at all meetings of the organization and of the board of trustees unless that responsibility has been delegated to another officer, trustee or member. In the absence or disability of the treasurer, the president may sign or endorse checks, drafts and notes. The president is, ex officio, a member of all committees except the nominating committee and has such usual powers of supervision and management as may pertain to the office of the president and performs such other duties as may be designated by the board of trustees.
- B. Vice President. In the event of absence, disability or death of the president, the vice president possesses all the powers and performs all the duties of that office during such absence or disability, or until such time as the board of trustees elects one of its members to fill the vacancy. The vice president performs such other duties as the president and the board of trustees designates.
- C. Secretary. The secretary keeps minutes of all meetings of the board of trustees and performs such other functions as may be incident to the office.
- D. Treasurer. The treasurer collects and receives dues, payments and other funds, is the custodian of these moneys, deposits them in a bank approved by the board of trustees, pays bills and disburses other payments; presents statements to the board of trustees at regular meetings and annually to the membership.

Section 6 – Removal of Trustees. Any board member who engages in conduct which, in the opinion of a majority of the remaining members of the board of trustees, is not in the best interest of LCC may be removed by a majority of the remainder of the board. Two weeks’ notice to all board members of the intent to propose such action at a meeting must be provided. The trustee shall have the right to present evidence at the meeting as to why he or she should not be removed. At the meeting, the board shall consider possible arrangements for resolving the problems that are in the mutual interest of LCC and the trustee.

Section 7 – Authority of Board, Communication with Members.

- A. If authorized by a vote of the board of trustees, the board or its designated representatives may act on behalf of the community to communicate community positions, consistent with the LCC’s purpose, to appropriate government bodies and officials and to urge the adoption of the community’s positions. The board of trustees has the authority to engage in litigation or seek review of government administrative decisions in the name of the LCC. The board of trustees has powers granted under the State Nonprofit Act, RCW 24.03.
- B. The board of trustees informs the community of significant actions through vehicles such as the newsletter (both print and electronic), email network messages, social media, LCC meetings and the Web site.
- C. If authorized by a vote of the board of trustees, the board may provide funding to community groups seeking to establish community positions consistent with the LCC’s purposes. The decision to provide or withhold funds is at the discretion of the board of trustees; this provision does not create the right to funding by any community group. Further, the board of trustees has authority to hire appropriate individuals for specific task(s) that serve the community’s purpose.

D. Should issues, decisions on grant applications or other matters arise in the interim period between regularly scheduled meetings of the board of trustees, voting by mail or electronic transmission is authorized. Board members voting by mail or electronic transmission are present for purposes of quorum and count of votes.

Section 8 – Absentee or Proxy Voting. A member of the board of trustees may not vote on issues before the board by either written absentee or proxy ballot. Since this is a deliberative body, such votes would be contrary to the spirit of such deliberation.

Section 9 – Conflict of Interest. Any member of the board of trustees who may have a potential conflict of interest is obligated to divulge such information to the board. No member should vote on a question in which he/she has a direct personal or financial interest not common to other members of the board.

Section 10 – Order of Business at Meetings. The board of trustees conducts its regular meetings following a standard order of business, including:

- A. Approval of the agenda and the prior meeting’s minutes
- B. Action items
- C. Reports
- D. Unfinished business from previous meetings
- E. New business
- F. Other matters

Minutes of prior meetings, a copy of the agenda including guest speakers, and information on scheduled action items should be distributed to board members prior to the meeting. Re-arrangement of agenda items may be changed by a simple majority vote of the board members present at the meeting or by general agreement.

Section 11 – Indemnification. Each person who is or has been a member of the board of trustees or officer of the LCC shall be indemnified by the LCC against reasonable expenses, including attorney’s fees necessarily incurred by such person in connection with the satisfaction of any judgment or the defense or settlement of any action, suit or proceeding to which he or she is a party, alone or together with others, by reason of his or her being or having been a member of the board of trustees or officer of the LCC. Such right to indemnification does not apply if the amount of any judgment or settlement is payable to the LCC itself, or if such person is adjudged in any action, suit or proceeding to be liable for misconduct in the performance of his or her duties to the LCC.

The foregoing right of indemnification is construed in accordance with the applicable laws of the State of Washington.

ARTICLE IV. COMMITTEES

The board of trustees establishes committees as follows:

- A. Executive Committee. This committee, comprised of officers of the board, assists in formulating the agenda for the regular meetings of the board and ensures that prior to a regular meeting the board members are provided with the material required in accordance with Article III, Section 10. The executive committee by unanimous agreement can authorize expenditures up to \$500.00 without board action.

- B. Finance Committee. The function of this committee, chaired by the treasurer, is to determine ways and means for funding the operations of the LCC and community programs, and, upon the approval of the board of trustees, to implement them.
- C. Working Committees. Working committees may be established as needed by the board of trustees. The committees shall draw their membership from the community at large and include at least one member of the LCC board of trustees. Working committees study assigned areas and as needed, report to the board on their research, findings and recommendations for board action, if any. The committee chairperson or a committee representative reports committee activities to the board of trustees at the monthly board meetings.
- D. LCC board members or others who are representatives to other organizations are considered a committee of one.

ARTICLE V. ELECTION OF BOARD OF TRUSTEES

Section 1 – Nominating Committee. A nominating committee, selected by the board of trustees, prepares a slate of qualified candidates from members who have shown by interest in community issues and the organization.

Section 2 – Filing of Nominations, Declaration of Candidacy. The board sets a period for the filing of additional nominations, which closes not less than 10 days before the date scheduled for the election meeting. Eligible candidates may file declarations of candidacy with the president or the chair of the Nominating Committee prior to the closing date.

Section 3 – Procedure. The nominating committee presents its report of recommended nominees together with appropriate information about them as part of the publicity for the election meeting. The election shall be by ballot, provided that when there is but one nominee for each office, it may be by voice vote. No nomination is received from the floor at the annual LCC meeting where elections are held. The candidates receiving the highest number of votes for vacant positions are declared elected. In the event a tie occurs for the last position, the newly elected board fills the remaining position from the tied candidates.

If the nominating committee fails to provide sufficient candidates to fill all of the vacancies, or if the candidates provided are not elected to the board, the board of trustees may, by a simple majority, elect trustees to fill the remaining vacancies. In the event that a vacancy arises due to a trustee retiring before the expiration of his or her term, the board of trustees may elect a replacement to serve out the unexpired term or may add the vacancy to the number of trustees to be elected at the next annual election meeting. If the board chooses to elect a replacement to fill a vacancy, it is and publicized in the newsletter. Board election or appointment of trustees is by majority vote. All nominations will be accepted and considered.

ARTICLE VI. ANNUAL NEIGHBORS' MEETING AND SPECIAL MEETINGS

Section 1 – Annual Neighbors' Meeting. The LCC annual meeting is held during the month of May or June. The agenda is determined by the board of trustees.

Section 2 – Notice of Meeting. The annual LCC meeting is valid only upon notice given not less than ten (10) nor more than fifty (50) days, publicized and disseminated to the community, stating the purpose and agenda of the meeting.

Section 3 – Moderation at Meetings. LCC meetings are moderated by a designee of the board of trustees.

Section 4 – Recording by Secretary. LCC meeting minutes and the number of members present and voting are recorded by the secretary of the board. In the event the position of secretary is vacant, the minutes are prepared by committee or on a rotating basis.

Section 5 – Voting. All members of the LCC as defined in Article I, Section 3 who are over the age of 18 and reside within LCC’s boundaries are eligible to vote at any public general meeting of the LCC. Businesses, churches, schools, institutions, condominium associations, public facilities in the Laurelhurst community and non-resident property owners are nonvoting LCC members. No absentee or proxy votes are permitted. Cumulative voting is not permitted.

Section 6 – Special Meetings. Special meetings of the members may be called by the president or by the board of trustees. The board shall also call a special meeting upon receipt of a written petition signed by not less than 200 voting LCC members if the following requirements are met. The petition shall include with specificity the purpose of the special meeting and the name, address and telephone number of each voting member signing the petition to enable the board to confirm that those requesting the special meeting reside in Laurelhurst. Notice of the meeting shall be published at least thirty (30) calendar days before the meeting. The purpose of the meeting shall be stated in the notice and the business of the meeting shall be limited to that purpose or purposes. The LCC president or an LCC trustee designated by the board of trustees shall preside at any special meeting.

ARTICLE VII. AMENDMENTS

Section 1 – Amendment by Trustees. The bylaws may be amended by a two-thirds vote of the board of trustees, so long as written notice of the proposed bylaw changes has been provided prior to a regularly scheduled meeting of the board of trustees.

Section 2 – Review of Bylaws. Every even-numbered year, the board of trustees appoints a special review committee to review the bylaws.

ARTICLE VIII. RULES OR ORDER

In all cases not covered by these bylaws, Robert’s Rules of Order, Newly Revised, apply. This includes the rules of conduct at board meetings.

ARTICLE IX. QUORUM

Section 1 - Quorum at Board Meetings. The quorum for transacting business at a meeting of the board of trustees is a simple majority.

Section 2 - Quorum at LCC Meetings. A quorum constitutes those members of the LCC present and voting.