

BYLAWS OF THE FAUNTLEROY COMMUNITY ASSOCIATION

PURPOSE

The purpose of this organization is to consider and act on concerns affecting the quality of life and character of the Fauntleroy community in Seattle, Washington.

ARTICLE I Membership

Section 1. Membership. Any person, business, or nonprofit organization residing in or having an interest in the Fauntleroy community in Seattle, Washington, may become a member of the Association.

Section 2. Annual Meetings. The annual meeting of the membership of the Association for the purpose of election of officers, members at large of the Board of Directors, and standing committees as designated by the Board of Directors shall be on or about the second Tuesday of April of each year until the Association shall have been dissolved.

Section 3. Special Meetings. Special meetings of the membership of the Association may be called at any time at the discretion of the President or the Board of Directors or by petition of ten (10) or more members in good standing. No business shall be transacted at any special meeting of the membership except as specified in the meeting notice. The Board may designate any place for the meeting that is convenient and accessible to all members.

Section 4. Notice of Meetings. Written notice of annual or special meetings of the membership stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not fewer than fourteen (14) days prior to the meeting.

Section 5. Quorum and Recessed Meetings. Ten percent (10%) of the members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. The members present at a duly called meeting may continue to transact business until adjournment or until a quorum is no longer present. A majority of the members represented at a meeting, even if less than a quorum, may adjourn or recess the meeting. Only business on the original agenda may be transacted upon resumption of a recessed meeting.

Section 6. Proxies. At all meetings of the Association, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary before or at the time of the meeting and shall be valid for that meeting only.

Section 7. Voting by Members. Every member of record shall be entitled to one vote. A member is defined as one household having paid one household membership fee for the current year or as each individual in a household having paid an individual membership fee for the current year.

ARTICLE II Board of Directors

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications of Directors.

1) The number of members of the Board of Directors shall be no more than fifteen (15). These directors shall be the officers as defined in Article III and as many members at large as the Board of Directors designates, for a total of no more than 15 directors.

2) Each officer and member at large of the Board of Directors shall hold office until the next annual meeting of the membership or, in the event of a resignation, until his or her successor has been elected and seated.

3) In selecting members at large, the Board of Directors shall seek expertise in areas of interest and concern to the membership, as well as the skills necessary for effective operation of the Association.

Section 3. Election.

1) A slate of candidates for the Board of Directors shall be drawn up by a nominating committee of two or more persons appointed by the President (or Co-Presidents).

2) Additional nominations may be made by any member by notification to the nominating committee not fewer than seven (7) days prior to the scheduled election or from the floor at the annual meeting.

3) Balloting may be conducted by mail or at the annual meeting (or a combination of both) as determined by the Board of Directors.

Section 4. Vacancies. In case of any vacancy on the Board of Directors, the remaining directors, whether constituting a quorum or not, may elect a successor to hold office for the unexpired portion of the term.

Section 5. Resignation. Any director may resign at any time by delivering written notice to the Recording Secretary of the Association.

Section 6. Meetings.

1) Meetings of the Board of Directors shall be conducted monthly or as determined prudent the President (or either Co-President).

2) Special meetings of the Board of Directors may be called at the request of three or more directors.

Section 7. Quorum and Voting.

- 1) A majority of duly seated directors constitutes a quorum for all purposes.
- 2) Directors present at a duly called meeting may transact business until adjournment or until the withdrawal of enough directors to leave fewer than a quorum. The remaining directors may recess any meeting for lack of a quorum, in which case the recessed meeting may be continued at a later date without further notice.
- 3) A member not physically present for a meeting of the Board of Directors shall be considered present if he or she is in continuous telephone communication with the other members present at the meeting.
- 4) At each meeting at which a quorum is present, an action of a majority of the members present shall be considered an action of the entire Board of Directors.

Section 8. Executive and Other Committees.

- 1) The Board of Directors may designate from among its members an Executive Committee, which may exercise all the authority of the Board of Directors except recommending voluntary dissolution of the Association or amending the Bylaws of the Association.
- 2) The Board of Directors may designate from among its members and the general membership any other committees it deems necessary and appropriate.

Section 9. Duties and Authority. The Board of Directors shall have responsibility to represent and act on behalf of the Association membership in matters involving

- 1) the raising and disbursement of funds
- 2) contracting for services in support of the purpose of the Association
- 3) representing the Association to governmental agencies or other similar community groups or associations
- 4) recommending to the membership the dissolution of the Association and a proposed manner of disposing of any assets.

**ARTICLE III
Officers**

Section 1. Officers Designated. The officers of the Association shall be a President (or two Co- Presidents), a Vice President, a Secretary, a Secretary of Records, and a Treasurer. Each shall be elected by the Association membership as described in Article II.

Section 2. Term of Office. Except as hereinafter provided, each officer shall hold office from the date of his or her election until the next annual meeting of the Association or, in the event of a resignation, until his or her successor shall have been duly elected and seated.

Section 3. Powers and Duties.

- 1) The President shall be responsible for organization and management of Board of Directors meetings and meetings of the general membership, as well as the business and legal affairs of the Association. In addition, the President shall represent the Association to all government agencies, other community groups, and the media. (If the position is filled by Co-Presidents, the responsibilities shall be divided between the two by mutual agreement.)

2) The Vice President shall serve in the absence of the President and may, at the direction of the President, assume responsibility for one or more of the duties of the President. Election of Co-Presidents shall not alter the powers and duties of the Vice President.

3) The Secretary shall keep the minutes of meetings of the general membership and of the Board of Directors, see that meeting notices are duly given in accordance with the Bylaws, and be responsible for Association correspondence.

4) The Secretary of Records shall keep a register of all members, maintain such other lists as are considered useful and necessary, and assist with membership recruitment and solicitation of financial support for the Association.

5) The Treasurer shall be responsible for receiving, disbursing, and accounting for all funds and accounts on behalf of the Association and filing required financial reports.

Section 4. Removal. The Board of Directors has the right to remove any officer whenever, in its judgment, the best interest of the Association will be served by doing so.

Section 3. Vacancies. The Board of Directors shall fill any office that becomes vacant with a qualified successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and seated.

ARTICLE IV Books and Records

Section 1. Minutes. The Secretary shall keep minutes of the proceedings of the Board of Directors and Executive Committee.

Section 2. Membership Records. The Secretary of Records shall maintain a current membership list and such other lists as the Board of Directors deems useful and necessary.

Section 3. Books of Accounts. The Treasurer shall keep a complete record of accounts and arrange for a periodic review of these accounts by a suitably qualified person to determine that generally accepted accounting practices are being followed. Results of this review shall be made available to the membership at the annual meeting and shall become part of the minutes of that meeting.

ARTICLE V Amendment of Bylaws

Section 1. By the Membership. These Bylaws may be amended, altered, or repealed at any regular or special meeting of the membership if notice of the proposed is contained in the notice of the meeting.

Section 2. By the Board of Directors. These Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of that Board, subject to further approval of a quorum of the general membership as defined in Article I, Section 4.

**ARTICLE VI
Fiscal Year**

The fiscal year of the Association shall be set by resolution of the Board of Directors.
(Presently, it is observed as January 1 to December 31.)

**ARTICLE VII
Rules of Order**

The rules contained in the most recent edition of "Robert's Rules of Order" shall govern all meetings of the membership and the Board of Directors where those rules are not inconsistent with the Bylaws or special rules of order of the Association.

**ARTICLE VIII
Dissolution of the Association**

Section 1. Timing. Dissolution may occur whenever the Board of Directors or the membership believes that the purpose of the Association has been accomplished. No timetable is suggested. Rather, events as they develop should indicate when dissolution is appropriate.

Section 2. Dissolution Recommended by the Board of Directors. If at any time the Board of Directors recommends dissolution of the Association, a general meeting of the membership shall be called by written notice mailed to each member of record no fewer than fourteen (14) days prior to the meeting date. A majority vote of those members attending the meeting, either in person or by proxy, and constituting a quorum as defined in Article I, Section 5, shall validate the recommendation and the Association shall be considered dissolved following adjournment of such meeting. The Board of Directors shall then complete dissolution proceedings and dispose of remaining assets as directed by the membership at the dissolution meeting.

Section 3. Dissolution Recommended by Membership. A special meeting for dissolution may be called by petition of any ten (10) members in good standing as described in Article I, Section 7, with written notice mailed to all members of record no fewer than fourteen (14) days prior to the meeting date. A majority vote of those members attending the meeting, either in person or by proxy, and constituting a quorum as defined in Article I, Section 5, shall be authority for dissolving the Association. The Board of Directors shall then complete dissolution proceedings and dispose of remaining assets as directed by the membership at the dissolution meeting.

FIRST APPROVED BY MEMBERSHIP
AMENDMENT(S) APPROVED BY MEMBERSHIP
AMENDMENT(S) APPROVED BY MEMBERSHIP
AMENDMENT(S) APPROVED BY MEMBERSHIP
AMENDMENT(S) APPROVED BY MEMBERSHIP

June 11, 1979
January 22, 1980
July 14, 1981
November 15, 1988
May 4, 1999