UNIVERSITY PARK COMMUNITY CLUB ~~AMENDED AND RESTATED~~ BY-LAWS

*UPCC Board approved version, 5 November 2015*

PREAMBLE: The purpose of the University Park Community Club is to protect and improve the social and physical environment of University Park in the interest of promoting its ~~use~~ *character* as a low-density residential area.

Article I. Name

The name of this organization shall be the University Park Community Club.

Article II. Boundaries

University Park is bounded on the north by Ravenna Park, on the south by ~~N.E.~~ *NE* 50th Street, on the east (from north to south) by the alley east of 20th Ave NE / Ravenna Blvd / property line east of 21st Avenue N.E., and on the west by the alley between 16th Avenue ~~N.E.~~ *NE,* and 15th Avenue ~~N.E.~~ *NE.*

Article III. Membership

Section 1. Membership shall be open to all persons who both own and reside in structures within the boundaries of the club.

Section 2. Membership is obtained by payment of annual dues, which are determined yearly by the Board*. Dues changes must be approved by the General Membership*. The right to vote in a meeting of the General Membership is obtained by the payment of dues at or before the meeting in question.

*Section 3. The operating year of the Club goes from July 1 to June 30 of the following year.*

Article IV. ~~Board of Directors~~ *Board Members*

Section 1. The Board shall consist of ~~five elected Directors and as many alternates as may be elected or appointed.~~ *up to ten (10) Board Members. They shall be elected for a term of one year by the General Membership at the annual General Membership meeting, provided that the nominee is a member, is willing to serve and that there is advance notice of the prospective nominee of not less than seven days before the meeting. Board Members shall take office immediately.*

Section 2. ~~Directors~~ ~~shall be elected for a term of one year by the General Membership at an annual meeting,~~~~and shall take office immediately.~~ ~~Alternates may be elected at the annual meeting by the Membership and may also be appointed by the elected Directors. Alternates shall serve as Board members in the absence of the regular Board members.~~

Section 3. The Board ~~of Directors~~ *Members* shall *typically* meet monthly, but at *least* quarterly and at such other times as the President may direct.

Section 4. *At least half the* ~~Three~~ Board Members must be present to constitute a quorum *to enact official business*.

Section 5. ~~Any member of the club shall be eligible to serve on the Board.~~ Individual Board Members, unless authorized by a majority of the board, shall refrain from publicly identifying with a politically partisan issue or office-holder or candidate while simultaneously identifying themselves as Board members.

Section 6. The Board ~~shall~~ *may* appoint a club member to fill any vacancy on the Board that occurs between annual *General M*embership meetings.

Section 7. All Board meetings shall be open *only* to the General Membership.

Article V. Officers

~~Section 1. The officers of the club shall be the President, the Vice-President, the Secretary-Treasurer, and such other officers as the Board may elect. The officers shall be elected for a term of one year by the Board. They shall take office immediately upon election. Vacancies shall be filled by the Board of Directors.~~

*Section 1. The Club shall have the following Officers, selected from the Board Members: President, Vice-President, Secretary and Treasurer. These officers shall be elected at the annual General Membership meeting.*

*Section 2. In the event that there is no candidate for these offices, or for filling a vacancy due to resignation or other reason, the Board may by simple majority of all Board Members elect from among themselves or the General Membership new holders of such offices for the remainder of the year-long term.*

~~Section 2. The President shall serve as Chair of the Board of Directors and as an ex-officio member of all committees; preside at all General Membership meetings and Board meetings; prepare agendas for meetings; and perform such other duties as may be delegated by the Board.~~

*Section 3. The President shall serve as the Chair of the Board.*

Section ~~3~~*4*. The Vice-President shall serve in the absence of the President.  ~~and perform other duties as the President shall direct.~~

Section ~~4~~*5*. *In collaboration with other Board members* the Secretary~~-Treasurer~~ shall ~~cause notice of Board meetings, agendas for Board meetings, notice~~ *notify members* of General Membership meetings and agendas for General Membership meetings ~~to be delivered to or mailed members~~ at least ~~ten~~ *seven* daysbefore meetings; shall prepare minutes of Board ~~and General Membership~~ meetings *and forward them to the general membership. The minutes shall record results of votes on important matters.* ~~and shall cause a copy of each meeting to be delivered or mailed to each member within ten days after the meeting.~~ *The Secretary shall maintain a file of Club correspondence.*

*Section 6.* The ~~Secretary-~~Treasurer shall maintain *general membership* accounting records *(address, dues paid, etc.)*, ~~receive and disperse funds, and prepare financial statements as required by the Board and the President.~~ *carry out necessary banking activities by receiving funds and dispersing them as determined by the Board. The Treasurer shall present periodic quarterly reports of the Club’s financial position to the Board and at the annual General Membership meeting. The Treasurer shall file the annual report as required by the Secretary of State of the State of Washington and pay the filing fee.*

*Article VI. Communication with Members*

*The Club shall maintain an electronic list server to communicate important information to the members. Messages sent to this server meet the requirements for notification of Club members as specified elsewhere in these By-Laws. Only people authorized by the board can post messages to the server. In general, only members can be subscribers of the list server.*

*The Club shall also maintain a website with general information about the Club and important events.*

~~Article VI. Committees~~

~~Committees shall be formed from time to time as needed by appointment of the President, or by a majority of the Board.~~

Article VII. ~~Membership~~ Meetings

*Section 1. All UPCC general meetings shall be open to the public. All meetings of the Board, however, shall be open to General Members only.*

Section ~~1~~ *2*. ~~There shall be at least one meeting of the General Membership each year.~~ *The annual meeting of the General Membership each year will normally be held in June. Meetings of the General Membership shall be quarterly (Fall, Winter, Spring) unless directed otherwise by the Board.* Additional meetings may be called by the President, by the Board, or by the written petition of at least ~~ten percent of the~~ *fifteen* members.

*Section 3. The Board shall be responsible for making public the agenda for meetings of the general membership at least one week prior to the meeting.*

Section ~~2~~ *4*. Fifteen members or ten percent of the members of the Club (whichever is the ~~smaller~~ *larger*) shall constitute a quorum at General Membership meetings.

~~Section 3. At least ten days' notice of a membership meeting shall be delivered personally or by mail to each member.~~

*Section 5. Meetings of the Board shall be at times chosen by the Board.*

Article VIII. Elections

~~Elections shall be by voice vote, or by show of hands.~~

*Elections shall be by ballot (personal, printed or electronic). When there is only one candidate for an office, election may be by voice vote or acclamation.*

Article IX. Parliamentary Authority

Roberts Rules of Order, Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

Article X. Amendment*s*

~~These By-Laws may be amended by a two-thirds majority vote of the entire Board of Directors, providing that the proposed changes in writing are delivered or mailed to each Director at least ten days prior to the meeting at which the changes will be considered.~~

These By-Laws may ~~also~~ be amended by the members by a two-thirds majority vote of the members in attendance at a *General M*embership meeting, providing that the proposed changes in writing are delivered ~~or mailed~~ to each member at least ~~ten~~ *seven* days before the meeting at which the changes will be considered.

ADOPTED BY GENERAL MEMBERSHIP MEETING HELD ON ~~SEPTEMBER 21, 1994~~ *NOVEMBER 18, 2015*