

# BYLAWS OF UPLAKE NEIGHBORHOOD ASSOCIATION

Revised February 2006

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# BYLAWS OF THE UPLAKE NEIGHBORHOOD ASSOCIATION

(A Non-Profit Corporation Incorporated under the laws of the State of Washington  
as provided for in RCW 24.03)

## ARTICLE I. NAME

The name of the corporation is Uplake Neighborhood Association

## ARTICLE II. REGISTERED OFFICE

The address of the registered office of the corporation is:

Uplake Neighborhood Association  
P.O. Box 82512  
Kenmore WA 98028

## ARTICLE III. PURPOSES

The object and purposes of the association shall be:

- \* to encourage and support a sense of community and sociability throughout Uplake Terrace and the Greater Uplake area;
- \* to encourage and support the improvement, beautification and betterment of the areas generally known as Uplake Terrace and Greater Uplake;
- \* to oversee and implement the protective restrictions (Covenants) pertaining solely to the plat of Uplake Terrace, as these appear in the record of the auditor for King County, Washington; and, without being limited by any of the foregoing, the association shall have all powers now or hereafter granted by law under RCW 24.03.

## ARTICLE IV. MEMBERSHIP

### Section 1 - Eligibility

All residents or property owners within the Plats of Uplake Terrace, Uplake Manor, Uplake Park, and Lakemore Terrace No. 2 are eligible for membership. Together and hereafter in these Bylaws, unless otherwise specified, the combined plats are to be known as Greater Uplake.

### Section 2 - Dues

Annual membership dues for each fiscal year shall be payable, per household, as of the first (1st) of April. Only residents or property owners whose dues are paid in full, and on the basis of per household membership, are eligible to vote. The annual dues may be adjusted at the discretion of the Board by appropriate resolution.

## ARTICLE V. MEMBERS MEETINGS

### Section 1 - Annual Meeting of Members

An annual business meeting of members shall be held at such place as shall be set forth in the Notice of Meeting. This meeting, which shall include the election of Directors and the transaction of any other business properly before it, shall be held at a reasonable time and location within the city of Kenmore in March of each year. The *secretary* shall give, personally or by mail, to each member household entitled to vote, notice of the date, time and place of the meeting, and such notice shall be given not less than ten nor more than fifty days before the date of the meeting. If mailed, the notice shall be addressed to each member household at the address as it appears on the record of members of the association, unless it be filed, with the *secretary* of the association as a written request, that such a notice be mailed to a different address, in which case it shall be mailed to the requested address.

### Section 2 - Special Meetings of Members

Special meetings of members, other than those regulated by statute, may be called at any time by a majority of the *directors* or the *president*. Special meetings must be called by the *president* upon written request of ten percent (10%) of the member households entitled to vote at such special meetings. Written Notice of such meetings stating the place at a location within the city of Kenmore, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom or at whose direction the meeting is called, shall be given to each member of record in the same manner as notice of the regular meetings. No business other than that specified in the notice of the meeting shall be transacted in any such special meeting.

### Section 3 - Quorums at Meetings of Members

The presence in person of ten percent (10%) of the member households entitled to vote thereat shall constitute a quorum for the transaction of business at all meetings of members. If, however, such a quorum shall not be present at any meeting of the members, the members entitled to vote thereat shall have the power to adjourn the meeting to a future date on which a quorum shall be present. At such a rescheduled meeting, any business as originally called and which might have been transacted at the adjourned meeting may be transacted.

### Section 4 - Voting on General Corporate Action at Member Meetings

Every member household having paid dues in full shall be entitled to one vote. Except as in the Articles of Incorporation or as in these Bylaws otherwise provided, and in the presence of a quorum, all general corporate action shall be determined at a meeting by a majority of the votes cast by member households entitled to vote thereon. (For Amendments to the Bylaws and to the Articles of Incorporation, see Articles XI and XII.)

### Section 5 - Voting on General Corporate Action by Mail Ballot

Whenever by a provision of statute or by the Articles of Incorporation or by these Bylaws a vote by members on any general corporate action is required or permitted, the Board may initiate, for reason of import or efficiency or reach, a vote that shall be conducted by mail ballot. A period of one month from the date of mailing shall be allowed for the return of valid ballots. A majority of at least thirty (30) returned ballots shall determine the outcome.

## ARTICLE VI. BOARD OF DIRECTORS

### Section 1 - The Board

The business and affairs of the association shall be managed by the Board of Directors. The Board of Directors shall consist of up to eleven (11) members of this association. Four (4) of the directors shall be officers (see Article VII. Section 1) and one (1) director shall be the *president* of the Uplake Women's Club. An effort shall be made to have the (or a) *past president* become one of the six directors who shall serve for one year. An effort shall be made to have the other five (5) directors be representative of the various areas of the Greater Uplake community. The term of office of each of the officers (and that of the director who is *president* of the Uplake Women's Club) shall be one (1) year commencing at the annual business meeting at which the officer is elected. The term of office of the remaining directors shall be for two years. Each director shall serve until his or her successor is elected and qualifies.

### Section 2 - Election

The election Officers and other open positions on the Board of Directors shall be held at the annual March meeting of members. A *nominating committee* consisting of three persons appointed by the Board of Directors in January shall prepare a slate of candidates to be published both in the Uplake Update distributed prior to, and on a paper ballot presented to each member household attending, the March meeting and elections. Nominations may also be made from the floor.

### Section 3 - Vacancy

Any vacancy occurring in the Board of Directors by death, resignation, or otherwise, shall be filled promptly by majority vote of the remaining Directors attending any meeting of the Board of Directors, if notice shall be given to all the remaining directors that such vacancy would be filled at said meeting. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor.

### Section 4 - Chairman of the Board of Directors

The *chairman* of the Board of Directors shall preside at meetings of the Board of Directors and shall perform other such duties as the Board of Directors may from time to time designate.

### Section 5 - Meetings: *Regular* and *Special*

A. The Board of Directors shall meet for the transaction of any business as soon as practicable after the adjournment of the annual business meeting of the members. Other *regular* meetings of the Board shall be held at such times as the Board may from time to time determine and in no event less frequently than every two months. *Regular* meetings of the Board of Directors shall be held at such place and on such day and hour as shall from time to time be fixed by resolution or motion of the Board.

B. *Special* meetings of the Board of Directors may be called at any time by the *president* or upon the written request of any two Directors, and are to be held not more than (7) seven days after receipt of such a request.

C. All *regular* and *special* meetings are open to the membership.

#### Section 6 - Notice of *Regular* and *Special* Meetings

A. No notice need be given of any *regular* meetings of the Board.

B. Notice of *special* meetings, specifying the time and place of the meeting, shall be given each director by telephone, in person, by mail addressed to him/her at his/her last known post office address or by email at least three days prior to the date of such meeting. If all directors are present at a meeting, even though no notice has been given, any business may be transacted which might have been transacted as had the meeting been duly called. Notice of special meetings may be waived by submitting a signed waiver or by attendance at the meeting.

#### Section 7 - Quorum

A majority of the Board shall constitute a quorum. However, should a quorum not be present, a lesser number may adjourn the meeting to the next possible opportunity.

#### Section 8 - Place of Meeting

The Board of Directors may hold its meeting at such place as may be designated in the notice, if any, of such meeting.

#### Section 9 - Removal of Directors

Any director may be removed either with or without cause, at any time and at any special meeting called for that purpose or at the annual business meeting, by a majority of the members who are entitled to vote for the election of the director sought to be removed. Except as otherwise prescribed by statute, a director may be removed for cause by vote of a majority of the entire Board. (Note also ARTICLE VII. OFFICERS. Section 5.)

#### Section 10 - Committees of Board of Directors

By resolution of the majority of the Board of Directors, the Board may create one or more committees consisting of members of the association.

### ARTICLE VII. OFFICERS

#### Section 1 - Officers Enumerated - Election

The Officers of the association shall be a *president*, a *vice-president*, a *secretary*, and a *treasurer*. All Officers shall be elected at the March meeting of members and shall hold office for the term of one year and until their successors are elected and qualified. *co-presidents* may serve in the office of *president*.

## Section 2 - Qualifications

A. The *president* or one of the *co-presidents* shall necessarily be an owner of property in the Uplake Terrace Plat. [As the Covenants of the plat of Uplake Terrace stipulate that the president of the Uplake Neighborhood Association is to serve as chair of the Uplake Terrace Architectural Committee, it is reasonable and appropriate that, of the person serving as president or as one of the co-presidents, it be required that said person be an owner of property in the Uplake Terrace Plat.]

B. Each officer shall be a Director. No person may hold more than one office except the *president* who shall also be the Chairman of the Board.

## Section 3 - Duties

A. The duties of the Officers shall be such as are usually imposed upon officials of such associations and as may be assigned to them by the Board from time to time. Checks on any bank accounts shall be signed only by such officer or officers as the Board of Directors may appoint by resolution. All bank accounts and financial reports shall be audited at least annually by a person or persons appointed by the Board.

B. An Annual Budget proposal for the new fiscal year shall be prepared by the *treasurer* and the *president* for presentation at the annual meeting and finally for approval by the Board. In addition, the *treasurer* shall prepare a written financial statement of income and expenditures to be presented at the *regular* Board meetings and an Annual Financial Report to be submitted at the end of the fiscal year.

C. The *secretary* shall oversee the publication of the newsletter *Uplake Update*.

## Section 4 - Vacancies

The Board of Directors shall promptly fill any vacancies in any office either at *regular* meetings or at a meeting called specifically for that purpose.

## Section 5 - Removal of Officers

Any officer may be removed either with or without cause by the vote of a majority of the Board of Directors.

## Section 6 - Other Officers and Agents

The Board of Directors may appoint such other officers and agents as it deems necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

## ARTICLE VIII. FISCAL YEAR

The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the association. Unless otherwise determined by the Board, the fiscal year shall extend from April 1 through March 31.

## ARTICLE IX. BOOKS AND RECORDS

The association shall keep its books and records at its *secretary's* or *treasurer's* office or residence:

- (1) Current Articles of Incorporation and Bylaws;
- (2) A record of members, including names and addresses;
- (3) Correct and adequate records of accounts and finances;
- (4) A record of names and addresses of the officers and directors; and
- (5) Minutes of all the proceedings of the board, its committees and meetings of members.

## ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The association shall have the power to indemnify current or former directors and officers who have been made parties to any proceeding by virtue of their position in the association as directors or officers to the extent authorized in the Articles of Incorporation.

## ARTICLE XI. AMENDMENT OF BYLAWS

Section 1- These Bylaws may be altered, amended or repealed and new Bylaws may be adopted either by a majority vote of the member households at the annual business or at a special membership meeting where a quorum is present *or* by a majority of at least thirty (30) returned mail ballots. (See ARTICLE V. Section 4- Voting at Member Meetings and Section 5- Voting by Mail Ballot.) In exception, alterations specific and limited to those ARTICLES concerning the address of the Registered Office and the definition of the Fiscal Year may be enacted by a majority vote of the Board of Directors.

Section 2- The Bylaws shall remain in compliance with the Articles of Incorporation

## ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

Any proposal of amendments to the Articles of Incorporation shall be preceded by at least one open meeting of the membership for explanation and discussion. Subsequently, all proposed amendments shall be submitted along with one mail ballot to each member household for a vote. A period of at least one month from the date of mailing must be allowed for the return of valid ballots. Two-thirds (2/3) of at least thirty (30) returned ballots shall constitute the majority.

## ARTICLE XIII. RULES OF ORDER

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the association.

## ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Washington Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time Stated therein, shall be deemed equivalent to the giving of such notice. Additionally, notice of a meeting may be waived by attendance at the meeting.



*These 2006 Bylaws were approved by a majority (45 of 48) returned mail ballots from member households of the Uplake Neighborhood Association and as announced following the Annual Business Meeting on March 28, 2006.*

*Signed:*

*Date:* March 28, 2006

Michael McCloskey  
PRESIDENT UPLAKE NEIGHBORHOOD ASSOCIATION  
2005-2006