

**AMENDED AND RESTATED BYLAWS
OF
THE LAKEWOOD/SEWARD PARK COMMUNITY CLUB**

**ARTICLE I
OFFICES**

Section 1. **Principal Office.** The principal office of the Lakewood/Seward Park Community Club (hereinafter "Corporation") shall be at 4916 South Angeline Street, Seattle, Washington, 98118. The office may be changed any time by the Board of Directors.

Section 2. **Registered Office and Agent.** The Corporation's registered office and registered agent shall be as determined by the Board of Directors.

**ARTICLE II
PURPOSE & LIMITATIONS**

Section 1. **Purpose.** The Corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code. The purpose of the Corporation shall be (1) to promote social welfare by initiating community activities, providing community information, and supporting community enhancements and (2) to help to instruct community members on subjects useful to the individual and beneficial to the community through the presentation and/or sponsorship of public discussion groups, forums, panels, lectures and other similar programs and educational activities.

Section 2. **Limitations.** All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and/or educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Corporation shall not participate in, nor intervene in any political campaign, including the publishing or distribution of statements, on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue law, or (2) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE III MEMBERSHIP

There shall be three categories of membership:

Section 1. General Membership. All residents of the Lakewood-Seward Park community and owners of business within the community shall constitute the General Membership. These people may attend all meetings of the Corporation and be given the opportunity to express their views concerning the welfare of the community.

Section 2. Voting Membership. Any resident or owner of a business within the Lakewood-Seward Park community who is the age of eighteen (18) or older, agrees to be governed by the Articles of Incorporations and the Bylaws of this Corporation, and who has made payment of the annual dues shall be a Voting Member. Any Voting Member who becomes in arrears in the payment of dues for a period of one (1) year shall be dropped from the rolls of Voting Members provided due notice is sent to the member in arrears. Voting Members shall be afforded voting rights, have the opportunity to be elected to the Board of Directors or as an Officer of the Corporation, be eligible to receive all general mailings made by the Corporation, and receive other special considerations as deemed by the Board of Directors, such as reduced rental rates on Corporation facilities. Each membership has one vote.

Section 3. Non-Resident Paid Membership. Any person who is over the age of eighteen (18) years, agrees to be governed by the Articles of Incorporation and the Bylaws of the Corporation, and has made payment of the annual dues but is not a resident or owner of a business within the Lakewood-Seward Park community shall be a Non-Resident Paid Member. Such members shall receive general mailings of the Corporation, and be afforded other special considerations as determined by the Board of Directors such as reduced rental rates on the Club facilities. Such members who become in arrears on the payment of dues at any time may be removed from the roles of Non-Resident Paid Membership.

ARTICLE IV GEOGRAPHIC BOUNDARIES

The Board of Directors shall establish specific geographical boundaries of the Lakewood-Seward Park Community Club for the purposes of defining eligibility for Voting Membership in Article III, Section 2. In general, these boundaries shall be as follows:

On the north and East by Lake Washington
On the West by a line running south through Genesee Park and then following approximately the crest of the hill southward.
On the South Side by South Kenyon Street.

The specific boundaries may be changed from time to time as deemed necessary to recognize the makeup of the community by action of the Board of Directors.

ARTICLE V ANNUAL DUES

The Board of Directors shall establish Annual Dues and revise them as economic circumstances indicate. The Dues receipts shall support Corporation operations. Any increase within one (1) year in dues greater than one hundred percent (100%) shall require approval by the Voting Membership. Such approval shall require a majority vote of the entire Voting Membership.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers as elected per Article VII, and two (2) or more Voting Members, who shall be elected as directors at large. In addition, the Board of Directors may also consist of not more than two (2) non-resident paid members (as defined in Article III, Section 3) who have demonstrated significant connection and commitment to the Lakewood Seward Park Community as defined by the Geographic Boundaries in Article IV. Such non-resident board members shall be elected as directors at large.

Section 2. Retiring officers of the Corporation shall become Directors at large for one (1) year. The immediate past President shall continue as a Director for a one-year term.

Section 3. Election of the at-large Directors shall be made at the Annual meeting by a vote of a majority of Voting Members present at a meeting in which a quorum is present (as defined in Article X).

Section 4. The Board of Directors shall have general charge of the affairs of the Corporation and its property and shall be the governing Body of the Corporation.

Section 5. Each member of the Board of Directors shall have one (1) vote. A quorum of the Board of Directors required to transact business shall be a majority of Directors then in office at least two of which shall be officers.

Section 6. In case of a vacancy on the Board of Directors prior to the next Annual Meeting, the remaining Directors shall elect a member from the roles of the Voting Membership to fill such a vacancy until the next Annual Meeting.

Section 7. Any Director may be removed from office by a two-thirds majority vote of the other Directors. Notice of the proposed removal shall be given to that Director in writing one (1) month prior to a vote on such removal action.

Section 8. Any Director may in writing resign his or her office at any time effective from the date it is delivered to the President or Vice-President.

Section 9. The Board of Directors may appoint a Director to represent the Corporation by serving as a member of the Southeast District Council or its successor and/or as a member of the governing body of other neighborhood associations or other organizations addressing the interests or purposes of the Corporation.

ARTICLE VII OFFICERS

Section 1. The Officers shall be a President, Vice-President, Secretary and Treasurer.

Section 2. The Officers shall be elected at the Annual Meeting for a term of office of one (1) year. Election of Officers requires a vote of at least a majority of Voting Members present at a meeting in which a quorum of the Voting Members is present at the Annual Meeting.

Section 3. The Duties of the President are as follows: a) preside at all meetings of the Corporation; b) act as Chairperson of the Board of Directors; c) appoint chairs of all committees with ratification by the Board of Directors; d) appoint a Nominating Committee prior to the Annual Meeting with ratification by the Board of Directors; e) act as Chief Executive of the Corporation and carry out the general business and policies as directed by the Board of Directors; f) sign any and all deeds, contracts, bills of sale, checks and all other legal instruments as directed by the Board of Directors.

Section 4. Duties of the Vice-President shall be to preside at all meeting of the Corporation and Board of Directors and generally perform the duties of the President in his or her absence or inability.

Section 5. Duties of the Treasurer shall be to: a) receive all monies and give proper receipt thereof; b) sign checks for the disbursement of sums; c) report from time-to-time and at the Annual Meeting the financial condition of the Corporation; d) present the financial records for audit by the Board of Directors when so requested; e) post the usual bond if and when requested by the Board of Directors in a sum directed by the Board; f) assume the duties of the President in the absence or inability of both the President and Vice-President.

Section 6. Duties of the Secretary shall be to: a) keep a record of all meetings of the Board of Directors and made such records available upon request by the Board of

Directors; b) have charge of and be the custodian of all records and documents of the Corporation; c) assume the duties of the President in the absence or inability of the President, Vice-President and Treasurer.

Section 7. Any elected Officer may be removed from office as an officer and Director at any time by the following procedure: A petition requesting removal, and stating the reasons therefore, signed by not less than twenty percent (20%) of the Voting Members shall be presented to the President or Vice-President whereupon a special meeting of the Voting Members shall be called. Notice of such a special meeting shall be given to all voting members at least one (1) month and no more than 50 days in advance. At the meeting, a two-thirds majority vote by written ballot made by at least twenty percent (20%) of the Voting Membership approving the petition shall result in removal of the named Officer from that office.

ARTICLE VIII COMMITTEES

Section 1. Various committees may be established from time-to-time by the Board of Directors. Committee members may come from the General Membership. Committees may be long-standing or short-lived, such as a Committee working on a specific short term issue. All Committees shall be advisory to the Board of Directors.

Section 2. A Committee Chairperson shall be either appointed by the Board of Directors or be elected by the other members of the Committee. The Committee will make periodic reports to the Board of Trustees on their actions. Correspondence or public statements made by the Committee, including the use of Corporation stationery, will require the approval of the Board of Directors or the designee if such communication implies the endorsement of the Club.

Section 3. A Committee Chairperson may, with consent of the Board of Directors, participate in City-wide organizations or associations pertaining to the subject matter of the Committee.

ARTICLE IX MEETINGS

Section 1. Annual Meeting. One meeting shall be held annually for the purpose of electing the Board of Directors and Officers of the Corporation. A financial report shall be provided at the meeting. Announcement of the meeting must be given to the Voting Membership at least four (4) weeks and no more than 50 days prior to the scheduled date. The meeting will be open to the General Membership as well. Announcement of the Annual Meeting may be made by U.S. mail or by electronic mail.

Section 2. Special Meetings. Any Special Meeting other than the Annual Meeting which is needed in order to obtain approval of a proposed action by the Voting Membership shall be established by the Board of Directors. Announcement of the meeting to the Voting

Membership shall be made at least two (2) weeks and no more than 50 days prior to such a meeting.

Section 3. General Meeting. The Corporation may sponsor or conduct General Meetings on subjects of interest to the community. These meetings shall be open to all categories of Membership. The topics and meeting dates shall be established by the Board of Directors or their designee.

Section 4. Board Meetings. The Board of Directors shall meet on a regular basis for the purpose of conducting the business of the Corporation and fulfilling their duties. The Board shall specify the date, time and place of regular meetings by resolution. The Board Meetings generally may be attended by anyone in the General Membership. Executive sessions may be called which would be open only to the Board of Directors. Any non-regular meeting of the Board shall be called by the President and announced to all members of the Board at least 3 days prior to the meeting. Such notice shall be provided by mail or by electronic mail.

Section 5. Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Action by the Board without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

Section 7. Notice of Meetings. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice in an electronic transmission is effective only with respect to those who have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted.


ARTICLE X QUORUM

Ten Voting Membership, three of whom shall be Members of the Board of Directors, shall constitute a quorum at any meeting of the Corporation for the transaction of business. For matters brought to a vote, a simple majority of those present is required for approval.


ARTICLE XI
AMENDMENTS

The power to alter, amend or repeal these Bylaws shall be vested in the Board of Directors.

These Amended and Restated Bylaws were adopted by the Board of Directors at a regular meeting of the Board of Directors at which a quorum was present, held on December 15, 2015.



President Jeannie O'Brien



Vice-President Bill Muse



Secretary Sabranie Coyne



Treasurer Aaron Evanson