

2003 Amended and Restated Bylaws
of
The Mount Baker Community Club

Article I
Offices

Section 1. Principal Office. The principal office of the Corporation shall be located at its principal place of business at 2811 Mount Rainier Drive South, Seattle, Washington, or such other place as the Board of Directors may designate.

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
Membership

Section 1. Every person residing within, owning or leasing property within, managing businesses located within, or employed within the community boundaries as described below, as well as any person attending a neighborhood school is considered a member. The community boundaries are : Lake Washington on the east; So. Norman Street on the north; So. Norman Street to So. McClellan by Martin Luther King Way So., and then along Rainier Ave. So. on the west; and, on the south, a line beginning where So. Conover Way extended would meet Rainier Ave. So., thence along such line and along the midline of So. Conover Way and the extension thereof to So. Genesee heading east to Lake Washington Blvd.

Section 2. Any member 18 years of age or older may vote. Members shall have the right to vote on the following issues concerning the Corporation:

- (a) The election of directors of the Corporation;
- (b) The amendment of the Articles of Incorporation or Bylaws of the Corporation;
- (c) The merger or consolidation of the Corporation;
- (d) The sale, lease, exchange, or other disposition of all, or substantially all, of the property and assets of the Corporation, if not in the ordinary course of business; and
- (e) The voluntary dissolution of the Corporation, the adoption of the plan of distribution of assets, and the revocation of the voluntary dissolution proceedings.

Members' rights to vote shall be limited to those rights explicitly stated in this Article II, Section 2 and members shall have no other voting rights pertaining to the Corporation.

Section 3. No formal application for membership is required. An individual shall be considered as showing an intent to participate in the club by attending membership meetings, committee or work group meetings; by voting at membership meetings; or by contributing time or money to the Corporation.

Section 4. Payments of dues shall be a voluntary contribution to the club, and shall not be required in order to vote, run or hold office, or enjoy any other privilege of membership granted to the club's members.

Article III Meetings

Section 1. The annual meeting of the members shall be held the first Monday in the month of May, for the purpose of electing directors and transacting such other business as may properly come before the meeting. If the annual meeting is not, or cannot be held on the date designated, the Board of Directors shall cause the meeting to be held as soon as is convenient.

Section 2. In addition to the annual meeting, the membership shall hold community meetings once a month during the months of September through May.

Section 3. Any matter within the power of the membership may be brought up for discussion and action at any community meeting, except any vote pursuant to Article 2, Section 2 of these Bylaws shall be held after discussion at a meeting of the Board of Directors and after 28 days notice to the community and shall require a vote of two-thirds of the members present.

Section 4. The membership may hold its community meetings in conjunction with the meetings of the Board of Directors if the Board of Directors so schedules.

Section 5. The monthly community meetings shall be conducted in accordance with Robert's Rules of Order, revised (current edition).

Section 6. A majority of those members present shall constitute a quorum for any action of the membership.

Section 7. The transaction of all business shall be by majority vote of those present and voting unless otherwise specified herein.

Section 8. Special meetings of the membership may be called by the Board of Directors, the Executive Committee, or upon the written request of 25 or more voting age members of the club. The subjects to be discussed at such meetings shall be set out in advance and notice must be given to all members in advance,

if possible, in the club newsletter, on the club's website, via other electronic means and/or via posters and fliers distributed throughout the neighborhood.

Article IV Elections

Section 1. At each annual meeting, the officers and directors of the club are to be elected to serve until their successors are elected and qualified to take office.

Section 2. The election of officers and directors shall proceed as set forth in this Article.

Section 3. The president, with the advice and consent of the Executive Committee, shall appoint a nominating committee of at least five members by no later than the regular Board of Directors meeting in March of each year.

Section 4. The Nominating Committee shall make a preliminary report at the April meeting each year of the membership of the persons to be nominated for election at the next annual meeting. The Nominating Committee shall recommend the number of Vice Presidents and other board positions to be elected for the next year. No person's nomination shall be reported who has not consented to run.

Section 5. Nominations may also be made from the floor if the nominee either consents to the nomination at the meeting or notifies the president of his or her consent within ten (10) days of the nomination.

Section 6. Balloting shall be by voice vote or by standing division. To be elected, a person must receive a majority vote. Where there are more than two nominees, none of whom receives a majority vote, the person receiving the least number of votes shall be removed from consideration and balloting shall proceed until one of the candidates receives a majority of the vote. Tie votes that cannot be broken by balloting shall be broken by a coin toss.

Article V Board of Directors

Section 1. The Board of Directors shall consist of the officers of the club and any other positions recommended by the Nominating Committee.

Section 2. The Board of Directors shall meet at least four times per year at the clubhouse (or other public place in the community if the club house is not available). The meetings of the Board of Directors shall be open to all members of the club.

Section 3. The Board of Directors shall oversee and advise the Executive Committee on all issues pertaining to the corporation.

Section 4. The Board may adopt such rules of order, standing procedures, and fixed agendas as it believes will accommodate its work.

Section 5. Removal of Directors. A Director may be removed from office for: non-performance of duties; violation of confidentiality provisions; inappropriate or improper conduct or behavior that negatively reflects on the Corporation or otherwise adversely affects the Corporation's orderly conduct of business; irresolvable or unreported conflict of interest; breach of the duty of loyalty; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; a transaction from which the director derived an improper personal benefit; any act or omission in violation of the Washington Nonprofit Corporation Act; or failure to attend board and/ or committee meetings. Non-attendance shall be defined as failure to attend three consecutive meetings to which the director is obligated to attend; if the director is not an officer this shall mean three consecutive board meetings; if the director is also an officer, failure to attend three consecutive meetings, including both Executive Committee and Board Meetings, shall be deemed non- attendance. If it is deemed necessary that a Director be removed for any of the aforementioned reasons, the matter shall be discussed and voted on at an Executive Committee meeting to which all directors have been invited. A two-thirds (2/3) majority vote of the Directors in attendance at the meeting when such action is discussed is required in order to remove a Director. The president shall promptly inform any person who has been removed as a Director. Any director who is the subject of such a vote may request that the vote be held at a meeting of the Board.

Article VI Officers

Section 1. The officers of the club shall consist of those persons elected by the membership as officers. Normally, they include a President, at least one Vice President, a Secretary and a Treasurer. The membership may elect a General Counsel, and such other officers as it deems fit. Each officer shall be elected at the May meeting of the club and shall take office immediately following their election to serve until their resignation is received by the president or until their successor is duly elected.

Section 2. The duties of each office shall include but not to be limited to the following:

(a) President. The president shall preside at all meetings of the club, the Board of Directors, and the Executive Committee. The president shall be an ex officio member of all club committees.

(b) Vice Presidents. One of the vice presidents may be designated by the membership as the First Vice President. The First Vice President shall preside at all meetings in the place of the president if the president is absent, unavailable, or not acting. Each vice president shall oversee his or her area of responsibility.

(c) Secretary. The secretary shall keep the minutes of the proceedings of the membership, the Board of Directors, and the Executive Committee; shall carry on the correspondence of the club; shall be the official custodian of the records of the club; and shall act as the registered agent of the club if there is no general counsel or if there is no other provision made for such duties by the Board.

(d) Treasurer. The treasurer shall handle the monies of the club, make all collections of the expenses of the club, collect the annual dues in person or through one or more delegates, keep full and accurate records of all receipts and disbursements, prepare all tax returns, prepare and sign all checks and withdrawal slips, draft income and expense budgets personally or with the aid of a committee, and present a complete financial report at the September Board meeting and a quarterly report at other Board meetings. The fiscal year for the corporation shall begin on July 1 and end on June 30.

(e) General Counsel. The general counsel shall be an active member of the Bar of Washington. The general counsel shall advise the Board of Directors, the officers, the Executive Committee, and the membership on all legal matters, shall represent the club in lawsuits unless other provision is made.

Section 3. Any vacancy among the officers shall be filled by the appointment of a member of the club by the Board of Directors; the appointee shall serve out the term of the prior incumbent, and until a successor is duly elected and assumes office. The Executive Committee may make a temporary appointment in which case the person so appointed shall serve until the next regular Board meeting.

Article VII Executive Committee

Section 1. The Executive Committee shall consist of all elected officers of the club and other members as the Board determines is advisable. The Executive Committee shall manage the day-to-day affairs and business of the club and shall report to the Board of Directors at the Board meetings.

Section 2. The Executive Committee shall plan the agenda of the community meetings and Board of Directors meetings, supervise personnel matters, and act as a communications link between the club and the community.

Section 3. The Executive Committee is empowered to act in the name of the Board of Directors when matters of importance to the corporation require immediate action. The Executive Committee shall report all such actions at the next Board meeting following any such action.

Section 4. The Executive Committee shall meet at least six times per year, or more if necessary, to carry out its functions.

Section 5. A majority of those members of the Executive Committee, but not less than five members, shall constitute a quorum.

Section 6. Emergency meetings of the Executive Committee may be by telephone, conference, by a series of electronic communications (e.g., email or texting), or other group conversations

Article VIII Amendments

The Bylaws may be amended by two-thirds vote of those members present at a community meeting, held after discussion at a meeting of the Board of Directors, provided notice of the proposed amendments has been given to the membership in the newsletter, if a newsletter distributed to the general membership is in use, or, if a newsletter is not in use, on the club's website, via other electronic means, and/or via posters and fliers distributed throughout the neighborhood at least thirty days before the meeting date.

Article IX Miscellaneous

Section 1. Contracts. All written contracts, deeds, releases, leases, mortgages, notes, security agreements, or other written agreements of a contractual nature of relating to any interest in real property or required by the statute of frauds to be in writing shall be signed by the president after approval and authorization by vote of the board.

Section 2. Lawsuits. No lawsuits shall be brought in the name of the club except by prior resolution of the Board of Directors or the membership. The General Counsel may accept service of papers initiating any lawsuit against the club, and the general counsel may enter an appearance on behalf of the club in any lawsuit

against it, but such actions shall be reported promptly to the president and to the next regular meeting of the Executive Committee or the Board of Directors.