

**By-Laws**  
**Lochleven Community Association (LCA)**  
**Draft revised 9/29/21**

**ARTICLE I – NAME & PURPOSE**

The name of the Association shall be the Lochleven Community Association the successor to the West Bellevue Community Cub (Association). The general purpose is to promote a sense of place and sense of community, preserving our neighborhood character as safe place to live, promoting walkability and a sustainable environment as specified in the Articles of Incorporation. The geographic boundaries of the Association are defined as:

East Boundary by the westside of 100<sup>th</sup> Ave NE

South Boundary by Lake Washington

North Boundary by the south side of NE 8<sup>th</sup> Street

West Boundary by both east side of 92<sup>nd</sup> Ave NE

**ARTICLE II – MEMBERSHIP**

Any resident owner or renter living within the boundaries described above may become a member of this Association by payment of annual dues. In addition, non- resident commercial and rental property owners may join. Members are limited to a single vote per household, or commercial membership. Members in good standing are current dues paying Members. Members must be present or participate online to vote on all issues, except for the election of the Board. Proxy votes and absentee ballots may be used for the election of the Board, however, all of requirements of Article VI, Sec. 2. must be fulfilled.

**ARTICLE III DUES**

The annual dues of the Association shall be determined by a majority vote of the Board and are due on or before the Annual Meeting. Annual membership dues that exceed thirty dollars (\$30.00) shall require a majority vote of members in good standing at the Annual Meeting. Annual dues for non-resident members may be established by a fee schedule determined by the Board.

**ARTICLE IV – FINANCE**

No indebtedness of any kind may be incurred except by the President, Vice President or Treasurer. No expenditure more than two hundred fifty dollars (\$250) shall be incurred except with the approval of the Board of Directors. No indebtedness may be incurred on behalf of the Association. Funds must be raised in advance of any large expenditure. The Association shall provide for such audits and/or other management reviews of financial activity that as are deemed necessary for accounting and/or legal requirements.

**ARTICLE V – BOARD OF DIRECTORS**

Section 1. Board of Directors: The number of directors constituting the Board of Directors shall be no less than three and no more than seven. All Board Members have a fiduciary responsibility to the Association. All Board members working on a project on behalf of the Association shall keep the board informed of relevant project progress. Any Board member who acts without authority, fails to fulfill the responsibilities of an officer, misrepresents, or impairs activities of the Association or the Board, may be removed by a majority vote of the Board.

Section 2. Officers: The officers shall be President, Vice President and Treasurer (not required to be a Board Member). The office of Secretary is optional. All must be members in good standing.

Section 3. President: The President shall be the chief executive officer and shall preside at all meetings of the membership and Board Meetings. The President shall call an Annual Meeting in the spring of each year, and any other meetings as necessary.

Section 4. The Vice President shall fulfill the duties of the President when necessary, and assist the President in the performance of his/her duties requested by the President.

Section 5. Secretary: If the position is filled, the Secretary shall take minutes of all meetings and assist with meeting notifications, and correspondence including public comments on behalf of the Association and President. In addition, the Secretary will be responsible for archiving all documents, minutes, and internal and external communications. The Secretary shall also renew the Annual Nonprofit Corporation Report filed with the office of the Washington Secretary of State. If the Secretary position is vacant the President will assign these responsibilities to other members of the Board.

Section 6. Treasurer: The Treasurer shall have the custody of the funds of the Association and shall keep full and accurate accounts of receipts and disbursements and shall deposit funds in the Association bank account designated by the Board. The Treasurer shall disburse funds only in payment of bills properly authorized by the Board. The Treasurer shall annually prepare for the Board and membership an accounting of revenue and expenses and financial condition of the Association. The Board may request at any time an audit of the books by appointees who are members in good standing.

#### **ARTICLE VI – NOMINATION AND ELECTION OF BOARD MEMBERS AND OFFICERS**

Section 1. Nomination of Board Members: The notification of the Annual meeting shall include a request for nominations from the membership for members of the Board. Such nominations shall be in writing. The Board shall review all nominations and bring forth a recommended slate for the Annual Meeting, with the objective of a balanced representation within the geographic area and the multicultural population of the Association geographic area. All nominees must provide their consent prior to presentation as a candidate for office.

Section 2. Elections. Election of Board Members shall be held at the Annual Meeting. Absentee ballots and proxies shall be available upon request and must be returned to a Board Member not less than 24 hours prior to the election.

Section 3. Term of Office. The officers and Board of Directors shall serve for a term of one year or until their successors are elected at an annual meeting.

Section 4. Vacancies. The Board of Directors may fill vacancies in officer or board positions for the balance of the unexpired term.

Section 5. Special Elections: Special Elections may be called upon the request of a majority of Board Members, or 20% of members in good standing. This request must be submitted to the Board in writing. A minimum of two weeks' notice shall be required for any special election. Those requesting a special election shall assist in the membership notification required for such a meeting.

## **ARTICLE VII – COMMITTEES**

Section 1. The President or Board may appoint special committees as may be necessary to promote the mission of the Association. At least one Board Member shall be on each special committee.

Section 2. The President or his/her designee shall be an ex-officio member of all committees. If a nomination committee is established, the President will not be an ex-officio member.

Section 3. Committee Membership. Each member of a committee may continue as such until his or her successor is appointed unless: the committee is terminated, the member is removed or resigns, or the member is no longer a member good standing.

## **ARTICLE VIII – MEETINGS**

Section 1. Annual Meeting: The Annual Meeting shall be held in the Spring of each calendar year. A minimum notification period of ten-days is required.

Section 2. Special Meetings: Special Meetings of the Board, or general membership, may be called by the President, a majority of the Board Members, or by the request of twenty percent (20%) or more of members in good standing.

## **ARTICLE IX – QUORUM**

Section 1. Board and Special Committee Meetings: A majority of the members of the Board/Committee shall be present to constitute a quorum necessary for the transaction of business.

Section 2. Membership Meetings: The lower of twenty percent (20%) of total members in good standing or ten (10) individual members in good standing shall constitute a quorum.

## **ARTICLE X INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS**

The Association shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Association shall have the authority, but not the requirement, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association.

## **ARTICLE XI – AMENDMENTS**

These By-laws may be amended by a two-third vote (2/3) of those present at general membership meeting which has a quorum of at least 20% of total members in good standing. Members must receive a minimum of ten days' notice in advance of an amendment vote.

## **ARTICLE XIII – DISSOLUTION**

Any funds remaining upon dissolution of the Association shall be contributed to a succeeding Association. If no such Association exists, funds shall be contributed to a like-minded non-profit community Association located within the City of Bellevue, WA.

## **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, newly Revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the By-laws of this Association.