

# **Highland Park Improvement Club Bylaws**

## **Article I - Corporate Name and Location**

The name of this corporation shall be known as The Highland Park Improvement Club, of Seattle, Washington, hereinafter known as the Club. It shall be a corporation under Chapter 24.03 RCW. The present location of the Clubhouse is at 1116 Southwest Holden Street, Seattle, Washington 98106.

For purposes of this corporation, the Highland Park/Riverview neighborhood shall be defined as that area in the City of Seattle bounded by Southwest Roxbury Street on the South, Twenty-fourth Avenue Southwest on the West, Southwest Holly Street on the North, and Fourth Avenue Southwest on the East.

## **Article II - Membership**

Members of the Club must be individuals at least eighteen years old and current in their dues as defined by the Executive Board.

Each member shall have one vote at all membership meetings and on all other issues put to a membership vote by the Executive Board.

Any member whose actions or behavior are detrimental to the Club, as determined by the Executive Board, is subject to suspension upon approval of a majority of members attending the regular Executive Board meeting at which the matter is considered.

# Article III - Government

## Section 1. Executive Board

The Executive Board shall be composed of the Officer-Trustees (President, Vice-President, Secretary, Treasurer), and Trustees-at-large (the Officer-Trustees shall be referred to in these Bylaws as the “Officers,” and the Trustees-at-large shall be referred to in these Bylaws as the “Trustees”). The Trustees shall number no fewer than eight nor more than 16. At least half of the Executive Board shall reside in the Highland Park/Riverview neighborhood as defined in Article I.

Trustees shall be elected for terms of three years. Terms begin at an annual meeting in March and conclude at the annual meeting three years later. To qualify as a Trustee, an individual must also be a Member as defined in Article II.

The President may nominate individuals to fill vacant Trustee positions outside the regular annual election process. The existing Trustees may vote on nominees during a regular Executive Board meeting. Nominees will be approved by a simple majority vote of the Trustees present. The terms of Trustees elected in this way begin immediately upon approval and expire at the annual meeting two years later, as if they had been elected at the previous annual meeting, thereby aligning with the three-year term cycle.

All Officers shall be elected for terms of two years. A term starts at the annual March meeting and ends at the annual meeting two years later. To qualify as an Officer an individual must also be a Trustee.

Trustees and Officers commitment will be reviewed during each election cycle. All Officers and Trustees shall serve until the end of their term or they are relieved by the Club.

Election of Officers and Trustees shall be conducted in the following manner: A Nomination Committee shall be formed at the January meeting, composed of three active members, including one current Executive Board member.

Candidates shall be required to have two years of active membership. Additional qualifications shall be defined and reviewed as needed by the Executive Board at the January meeting. Candidates may be recognized by:

- a. Nomination Committee search.
- b. Self-nomination process: Applicants submit their qualifications to the Nomination Committee per the current Board requirements. Applications shall be submitted prior to the February meeting of the Executive Board by mail to the official mailing address, email to the official email address, or in person at the January meeting.

The Nomination Committee shall vet and approve the nomination of applicants, and interview all qualified candidates. The nominations shall be presented at the February meeting of the Executive Board. Nominations shall be published at that time, via media (electronic and hard-copy) that is available to all Club members.

A qualified member who has applied and not been approved by the Nomination Committee may seek recognition by:

Membership nomination. Nominations of candidates who have passed the screening requirements and are willing to serve may also be made by petition, signed by no fewer than 5 members or 1% of the membership eligible to vote, whichever is greater, and filed with the Executive Board prior to or at its March meeting. The nominee must submit the following: the petition, a statement of qualifications and a written statement accepting the nomination. Applications and petitions filed prior to the March meeting shall be submitted by mail to the Executive Board at the current official address, or by email to the Executive Board at the current official email address, or delivered in person to a member of the Executive Board.

Candidates shall be distinguished as to their nomination process: via the Nomination Committee or by petition.

Election of Officers and Trustees shall be held at the General meeting in March, and Officers and Trustees shall be installed and take office at the same meeting.

All Officers and Trustees shall be elected by secret ballot by a majority of members present. In cases where no candidate receives a majority vote, a further vote shall be taken to select one of the two candidates who originally received the most votes.

If any Officer or Trustee shall be absent for three (3) successive Executive Board and/or General Membership meetings, said office or position shall be declared vacant, unless said absence is excused by the President or Vice-President. In the event an office or position is declared vacant, the President shall appoint a qualified candidate to fill the remainder of the term.

## **Section 2. Duties of the Officers**

### *Duties of the President*

The President shall preside at all meetings, enforce the Bylaws and Policies and Procedures of the Club, and decide all questions of order. The President shall be an ex-officio member of all committees and have the deciding vote in the event of a tie. The President shall be acquainted with the Articles of Incorporation, Bylaws, Policies and Procedures.

The President shall oversee all documents pertaining to the Club, and expenditures authorized by the Club.

The President shall have the power to call for an audit and appoint the auditors.

Auditors appointed by the President shall audit the books of the Treasurer at the end of the calendar year, and shall report the status of the books to the Club at the first business meeting after the audit is completed. A special audit shall be conducted prior to assumption of duties by a new Treasurer.

The auditors shall have power to summon any officer or member to explain any discrepancy that may exist in the books. Said officers are required to deliver all papers, books, and electronic documents belonging to the Club that may be called for and they shall not be relieved from their office until the report has been accepted by the Club as satisfactory.

The President shall appoint all committees subject to the approval of the Club, call Executive Board meetings, General Membership meetings, and Executive Sessions, and shall perform all other duties pertaining to the office of President.

### *Duties of the Vice-President*

The Vice-President shall assist the President in the discharge of Presidential duties, and shall preside at meetings in the event of the President being absent. The Vice-President shall serve as membership chairman, keeping a true and correct record of the standing of all members, and record all dues paid. The Vice-President shall see that all voting persons are members. The Vice-President shall ensure that we have an accurate list of all persons holding keys to the Club.

### *Duties of the Secretary*

The Secretary is the recording officer of the assembly and the custodian of its records except those specifically assigned to others, i.e., the Treasurer's books. These records are open to inspection by any committee or member at reasonable times.

In addition to keeping the records of the Club and the minutes of the meetings, it is the duty of the Secretary to keep a register of the Executive Board, and to call the roll when required. The Secretary should also keep one file in which the Articles of Incorporation, Bylaws, and Policies and Procedure shall be placed.

The Secretary shall make available a copy of the minutes of the previous Executive Board meeting to the entire Board within one week of the next session.

### *Duties of the Treasurer*

The Treasurer shall receive all monies paid into the Club and shall keep a correct record of all monies received and all bills paid. The Treasurer shall make a full report of the Club's finances at each Executive Board meeting and shall submit the Club financial records for inspection by the auditors or Executive Board whenever called upon to do so. The Treasurer shall prepare any and all financial reports. The Treasurer shall oversee the records of the Club Manager.

All monies received by the Treasurer shall be deposited in a financial institution approved by the Club, and all disbursements paid by cash, check, Electronic Fund Transfer (EFT), or Board-approved credit card. All checks shall be signed by the Treasurer and countersigned by one of the following: President, Vice-President, or Secretary. In the event of the Treasurer's unavailability to sign checks, any other two officers (President, Vice President, and Secretary) may sign. The Treasurer may authorize other Board Members or the Club Manager to make financial deposits.

The Treasurer and finance committee, if in place, shall propose an annual budget for Board approval, at such time as directed by the Board.

The Treasurer shall maintain a record of reimbursement requests by Club members for expenses incurred in service to the Club. Approval for reimbursement shall be subject to the Treasurer.

### Duties of the Trustees

The Trustees are members of the Executive Board, which shall manage the affairs of the Club in accordance with these Bylaws and applicable law.

The Trustees shall prepare and maintain inventories of the personal property belonging to the Club.

The Trustees oversee maintenance and repairs of the building and grounds, provide liaison with the Club Manager, and call on other Club members for assistance as needed.

### Club Manager

The Club Manager shall be selected by the Executive Board. The duties of the Club Manager shall be as dictated by the contract between the Club and the Club Manager.

## **Section 3. Removal of Officers or Trustees**

At a meeting of members called expressly for that purpose, any Officer or Trustee (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members present at a meeting of members at which a quorum is present. Alternatively, at a meeting of the Board, one or more Officers or Trustees may be removed from office, with or without cause, by two-thirds of the votes cast by members of the Executive Board then in office.

## **Article IV - Meetings**

### *Executive Board Meetings*

The Executive Board meetings of the Club shall be held on a regular day of each month, with the option to excuse up to two meetings a year. Meetings shall begin promptly at the current designated time. Special Executive Board meetings may be called by the President (or Vice-President in case of absence of the President) at that officer's discretion.

A quorum for meetings of the Executive Board shall consist of a majority of the members of the Executive Board. The act of the majority of the members of the Executive Board present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

Executive Board meetings are open to all members, except when the Board has called an Executive session.

Members of the Executive Board may participate in a meeting of the Board 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.

No notice for regular Executive Board meetings is required.

The Club may deliver to a member of the Executive Board notices, demands, consents or waivers by electronic transmission, if such member of the Executive Board has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member of the Executive Board and the address, location or system to which the notices or other document may be electronically transmitted.

### *General Membership Meetings*

One General Membership meeting shall be held annually for the March elections. Other membership meetings may be called by the President or the Executive Board at any time.

A quorum to hold a meeting of the Club (or do business for the Club) shall consist of not less than seven (7) members in good standing, who must be present at any regular or called meeting before any business can be transacted.

The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

The President, the Secretary or the Board shall cause to be delivered to each member entitled to vote at the meeting, either personally, by mail, or by electronic transmission, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Club with postage thereon prepaid. Notices may be delivered by electronic transmission if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted.

## **Article V - Politics**

The Club shall be non-political, shall support no political candidates, and shall not engage in lobbying to influence the legislative or executive branches of government.



## **Article VI - Administrative Provisions**

### *Books and Records*

The Club shall keep at its principal or registered office, or electronically at its official online document repositories, including online accounting software, copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Executive Board and General Membership meetings, and any minutes which may be maintained by committees of the Board; records of the name and address of each member, Trustee and Officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing.

### *Accounting Year*

The accounting year of the Club shall be the twelve months ending in December.

## **Article VII - Revision to the By-Laws**

### **Section 1. Substantive Edits**

A two-thirds majority of all members present, and over fifty percent (50%) of the members enrolled in the Club shall be sufficient to revise the Bylaws. Failing to have over fifty percent (50%) of the enrolled members present when voting for Bylaw revisions, a majority vote at three consecutive meetings shall suffice.

These Bylaws when adopted by the Club shall automatically repeal all previous rules and Bylaws that may conflict herewith.

## **Section 2. Non-Substantive Edits**

The Executive Board may make non-substantive edits to the bylaws by a simple majority vote at regular Executive Board meetings. This may be done without requiring approval through the amendment process outlined in Article VII, Section 1. Non-substantive edits are defined as corrections to spelling, grammar, and formatting to ensure consistency or clarity that do not alter the meaning, intent, or application of the bylaws. Any such edits must be documented, made available on the HPIC website, and reported to the membership in the next regular membership communication.

## **Article VIII - Dissolution of the Club**

This article is included in case it should be necessary at some time for the corporation to cease operation of the club.

Upon dissolution of the club, the property and building shall not be given to any person or persons. The property and building may be donated to a qualified registered non-profit organization with a compatible mission to the Highland Park Improvement Club, and as approved by the Club Membership.

If the building and the property are to be sold, it is to be sold at Market Value. All debts are to be paid including real estate taxes, closing costs, real estate agent commission, excise tax, if applicable, and any related costs to the transaction. No club member or associate may benefit monetarily or profit in any way if the building and property are sold. All remaining monies are to be donated to a qualified registered non-profit organization with a compatible mission to the Highland Park Improvement Club, and as approved by the Club Membership.

*This document has been read and approved by the required membership in attendance at one regular business meeting.*

*In accordance with this mandate by the membership of the Highland Park Improvement Club, the foregoing by-laws are hereby adopted this March 13, 2025.*



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Adrien Demelier  
Secretary