

# By-Laws of the Morgan Community Association

## Preamble

The Morgan Community Association (MoCA) is a group of neighbors who share a common area around the intersection of California Avenue SW, Fauntleroy Way SW, and SW Morgan Street in West Seattle. We are comprised of residents, businesspeople, and others who care about the health and future of our neighborhood. We believe in maintaining the quality of life we have come to enjoy, and exist to serve our neighbors and our community.

The geographical boundaries of the Association shall be SW Brandon Street on the north, 35th Avenue SW on the east, SW Kenyon Street on the south, and Puget Sound on the west.

## Article I: Name

The name of the organization shall be the Morgan Community Association and shall be referred to herein as MoCA or "the Association."

## Article II: Purpose

The purpose of the Morgan Community Association is to furnish information to the community, create opportunities for people to participate in projects which benefit the community, monitor and maintain oversight on the progress of the Morgan Junction Neighborhood Plan, and provide a community forum to coordinate with the City and other entities.

## Article III: Membership

1. All persons residing within the boundaries, all property and business owners, workers, members of civic, fraternal, and trade associations, school staff, students, senior citizens, members of religious associations, commuters, and other persons who have an interest in the future of the Morgan Junction neighborhood, are eligible for participation in the Association.
2. Any person or organization may participate.
3. All participants shall have the right to vote, run for office, and received any rights and privileges granted to other members.

## Article IV: Officers

1. The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer.
2. All officers shall server a term of one (1) year from election or until their successors are elected.
3. All officers shall server as members of the Executive Board.
4. The duties and powers of the officers of the Associations shall be as follows:

a. **President.** The President shall:

1. Preside at all General Meetings of the Association,
2. Call regular and special meetings as needed,
3. Appoint a Parliamentarian or other officers as necessary,
4. Serve as an ex-officio (non-voting) member of all committees,
5. Chair the Executive Board,
6. Oversee the activities of the other officers, and
7. Perform all duties incident to office of President.

b. **Vice President:**

1. In the absence or inability of the president to perform his or her duties as set forth in these By-Laws, the Vice President shall assume all duties and privileges of the President.
2. If both the President and Vice President are absent from a General Meeting, the Association shall appoint an interim Chairperson who shall preside over the meeting but retain no permanent authority.
3. The Vice President shall serve as a member of the Executive Board.

c. **Secretary.** The Secretary shall:

1. Keep minutes of all General Meetings,
2. Attend to the official correspondence of the Association,
3. Serve as a member of the Executive Board and
4. Perform all duties incident to the office of Secretary.

d. **Treasurer.** The Treasurer shall be responsible for all monetary matters of the Association. The Treasurer shall:

1. Maintain all bank accounts of the Association,
2. Prepare a written annual report of the Association's financial status,
3. Pay all bills incurred by the Association as requested by the officers,
4. Prepare and submit invoices,
5. Receive and deposit funds,
6. Ensure that all financial records are made available for anyone to see,
7. Serve as a member of the Executive Board, and
8. Perform all duties incident to the Office of Treasurer.

## Article V: Executive Board

1. The Association shall be governed by an Executive Board, which shall be entrusted with the overall planning and administration of the Association.
2. The Executive Board shall consist of 5-9 members of good standing and shall include the President, Vice President, Secretary, and Treasurer.
3. The Executive Board shall be elected by the participants at the Annual Meeting.
4. Executive Board members shall serve terms of two (2) years, and may be re-elected unlimited times.
5. The *Executive Board* quorum shall consist of 50 percent of the elected membership of the Executive Board.
6. All Executive Board meetings shall be open to the participants in the Association.
7. The Executive Board shall:
  - a. Assure the achievement of the goals of the Association,
  - b. Prepare or cause to be prepared documents needed to comply with the City or other governmental entities,
  - c. Enter into contracts with consultants, suppliers, or other vendors, and
  - d. Solicit donations/monetary contributions.
8. The Executive Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Association. The Executive Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Association's behalf, to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

## Article VI: Meetings

1. The Association shall conduct the following meetings:
  - a. General Meetings, to be held on the third (3rd) Wednesday of each quarter. Meeting notice will be posted in advance on the MoCA website, at [www.morganjunction.org](http://www.morganjunction.org).
  - b. The Executive Board shall meet quarterly at a location chosen by the Executive Board. Any participant of the Association may attend an Executive Board meeting.
  - c. Special meetings may be called at any time as needed by the President or Executive Board with 5 days' advance notice to the general participants via the

MoCA website. At special meetings, only the business specified in the notice shall be transacted.

2. The General Meeting held in April shall be known as the "Annual Meeting" and shall include election of new officers.
3. A minimum of four (4) General Meetings shall be held per year.
4. The quorum of General Meetings shall be fifty-one (51) percent of the total number of participants in attendance at the Annual Meeting, and must include at least two elected officers.

## Article VII: Committees

1. The committees of the Association shall consist of special committees and a Nominating Committee.
2. Committees shall meet as often as needed unless otherwise stipulated below.
3. Committee members shall report on the status and activities of their committees at each General Meeting.
4. The Nominating Committee:
  - a. shall be responsible for identifying and recruiting a slate of officers and Executive Committee members to be submitted for election by the general membership at the Annual Meeting,
  - b. shall exclude any participant running for election or re-election to any office
5. Special Committees. Other special (ad hoc) committees may be created and dissolved by the Executive Board as needed.

## Article VIII: Parliamentary Authority

1. The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association might adopt.
2. Meetings shall be conducted in a relaxed parliamentary procedure to encourage input from all members.

## Article IX: Fiscal Year

The fiscal year of the Association shall begin with the first day of July and end with the 30th day of June of the following year.

## Article X: Indemnification

The Association shall indemnify every current and former Executive Board member, and every current and former officer, agent, or employee of the Association, for all costs and expenses reasonably incurred by or imposed upon him or her through any lawsuit or other proceeding, his/her involvement in which owes to his/her being or having been an Executive Board member, officer, or an agent or employee of the Association; except that the Association shall not so indemnify him or her if a court finally determines him/her to have acted in bad faith, or to have committed willful misconduct, in the performance of his or her duties. The costs and expenses shall include, but not be limited to, attorneys' fees, damages, and amounts paid in settlement.

## Article XI: Amendment of By-Laws

1. These By-Laws shall become effective upon the date of their approval as set forth below. The power to amend, alter, or repeal these By-Laws shall be vested in the Association, and reviews of these By-Laws shall be conducted as necessary.
2. Any proposed amendment to these By-Laws shall be presented at the General Meeting preceding the General Meeting in which the amendment is voted upon, with written notice of the upcoming vote to be included in the minutes of the General Meeting.
3. These By-Laws may be amended by a two-thirds vote of the participants present at the General Meeting in which the amendment is voted upon.

## Article XII: Nondiscrimination and Affirmative Action

The Association strives to provide an opportunity for all interested parties to participate in the Association free from discrimination on the basis of race, color, sex, age, creed, religion, ancestry, national origin, marital status, sexual orientation, political ideology, or the presence of any sensory, mental or physical limitation or handicap. The Association encourages participation by all its members.

*Approved by vote of the membership on this 13th day of May, 1999.*

*Updated on Saturday, 02 August 2008 15:56;*

*Amendments approved by vote of Participants at the January 2012 meeting.*

*A "clean" (without underline and strike-out) version of the 2012 approved By-Laws was added to the MoCA Website in January 2015 by President Deb Barker.*