

**BYLAWS
16TH STREET NEIGHBORHOOD ASSOCIATION**

ARTICLE I

OFFICES

The principal office of the Association shall be located in the District of Columbia. The Association may have such other offices, either within or without the District of Columbia, as the Executive Committee may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain a registered office and a registered agent whose office is identical with such registered office in the District of Columbia. The registered office may be, but need not be, identical with the principal office of the Association in the District of Columbia, and the address of the registered office may be changed from time to time by the decision of the Executive Committee.

ARTICLE II

PURPOSES

The Association is organized and shall be operated, exclusively for the promotion of civic and social welfare of the upper 16th Street, N.W., Washington, D.C. community between Upshur Street and 16th Street on the south, Decatur Street on the north, 16th Street on the west, and 14th Street on the east (the "16th Street Neighborhood"), and such other purposes that may qualify it as an organization described in section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time ("the Code"), and exempt it from federal income tax under section 501(a) of the Code. Such purposes shall include, but shall not be limited to, the assimilation of information concerning the affairs of the 16th Street Neighborhood, educating residents of the 16th Street Neighborhood in citizenship, promoting the civic, economic, and educational welfare of the 16th Street Neighborhood, making nonpartisan analysis and study of research and of matters relating thereto, and making such results available to the public. The Association shall perform other acts as may be considered necessary or beneficial in furtherance of the purposes of the Association and shall have all powers authorized for non-stock or nonprofit corporations generally under the laws of the District of Columbia.

ARTICLE III

PROHIBITED ACTIVITIES

Section 1. Specific Prohibitions. At all times, and notwithstanding any merger, consolidation, reorganization, termination, or dissolution of the Association (whether voluntary, involuntary or by operation of law), or any other provision hereof:

- a. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, the Association's Executive Committee, officers, contributors, employees or any other persons, except that the Association shall have the authority to pay reasonable compensation for services actually rendered to or for the Association, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof,

- b. No loans shall be made by the Association to any member of the Executive Committee, officer, contributor or employee of the Association, or any parent, spouse, domestic partner, sibling or child of such individual,
- c. Although the Association may participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office, it shall not do so to the extent that such actions become the Association's primary activity,
- d. The Association shall never be operated for the primary purpose of carrying on a trade or business for profit,
- e. At no time shall the Association engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where any of its activities are conducted.

Section 2. General Prohibitions. Notwithstanding any other provision of these Bylaws or of the Article of Incorporation of the Association, the Association shall not engage in or carry on any activities that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an Association, described in section 501(c)(4) of the Code and exempt from federal taxation under section 501(a) of the Code, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE IV

MEMBERS

Section 1. Classes of Members. The Association shall have two classes of members. The designation of each class and the qualifications and rights of the members of each class shall be as follows:

a. **Active Members.** An Active Member shall be any person residing in the upper 16th Street N.W., Washington, D.C. Community between Upshur Street and 16th Street on the South, and Decatur Street on the North, 16th Street, N.W. On the West, and 14th Street N.W. on the East (the "16th Street Neighborhood"), twenty-one years of age or over, whose household pays the annual dues as set forth in these Bylaws and accepted by a majority of the quorum of the active members at any membership meeting.

b. **Honorary Members.** An Honorary Members shall be any person elected as such by a majority of a quorum of the Active Members at any membership meeting.

Section 2. Voting Rights. The voting rights of the members of each class shall be as follows:

a. Active Members shall have one vote each in all Association matters presented before the membership, including but not limited to amendments to the Articles of Incorporation or Bylaws and the election of officers and the Executive Committee.

b. Honorary Members shall not be entitled to vote, unless permitted by vote of a majority of a quorum

of the Active Members at any membership meeting.

Section 3. Assessments. Membership shall be non-assessable.

Section 4. Termination of Membership. The Executive Committee, by affirmative vote of two-thirds of all of the members of the Executive Committee, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XIII of these Bylaws.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Executive Committee may, by the affirmative vote of two-thirds of the members of the Executive Committee, reinstate such former member to membership upon such terms as the Executive Committee may deem appropriate.

Section 7. Transfer of Membership. Membership in this Association is not transferable or assignable.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the Association shall be held on such day (the 1st Tuesday of each month) and at such place as shall be specified by the Executive committee, but in no event shall there be fewer than one meeting each quarter, (*i.e.*, four each year). Written notice of such meetings shall be sent to all members seven days prior to the meeting date via the listserv or newsletter.

Section 2. Annual Meeting. The annual meeting of the Association shall be held in December on a date and at such place to be determined each year by the Executive Committee.

Section 3. Special Meetings. Special meetings may be called by the Chair or Co-Chair or Executive Committee or by written request of five or more members. Such special meetings shall be held within seven days of the requested date.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of the meeting shall be delivered by the Chair or Co-Chair, the Secretary, or the officers or persons calling the meeting to each member not less than three days prior to the Special Meeting and shall contain the purpose or purposes for which the meeting is called.

Section 5. Place of Meeting. The Executive Committee may designate any place, either within or without the District of Columbia, as the place of meeting for any annual meeting or for any special meeting called by the Executive Committee. If no designation is made or if a special meeting be

otherwise called, the place of meeting shall be at Simpson-Hamline UMC, 4501 - 16th Street NW, Washington, DC; but if all of the members shall meet at any time and place, either within or without the District of Columbia and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any Association action may be taken.

Section 6. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 7. Quorum. Eight (8) members holding one vote, each shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 8. Conduct of Meetings. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association or with the law.

Section 9. Proxies. Voting by proxy shall not be permitted.

Section 10. Manner of Acting. A majority vote of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. General Powers. The affairs of the Association shall be managed by an Executive Committee.

Section 2. Number, Tenure and Qualifications. The number of Executive Committee members shall be not less than five (5) and shall consist of either a Chair and Vice-Chair or two Co-Chairs, as well as a Secretary, a Treasurer and one individual, who is not an officer of the Association but who is a member of the Association. The number of members of the Executive Committee may be increased or decreased from time to time by amendment of these Bylaws. Each member of the Executive Committee shall serve a term of one year.

Section 3. Election of Non-Officer Member of the Executive Committee. Prior to the annual meeting of members, the Executive Committee shall appoint a nominating committee consisting of three (3) members of the Association to nominate one non-officer member to serve on the Executive Committee. A majority of the votes cast at such meeting where a quorum is present shall elect the non-officer member of the Executive Committee to serve a term of one year or until the next annual meeting.

Section 4. Vacancies. Any vacancy occurring on the Executive Committee and any vacancy to be filled by reason of an increase in the number of members of the Executive Committee may be filled by the affirmative vote of a majority of the remaining members of the Executive Committee, though less

than a quorum of the Executive Committee. A member of the Executive Committee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5. Resignation and Removal. A member of the Executive Committee may resign at any time upon written notice to the Association. Any member of the Executive Committee may be removed, with or without cause, by a majority of the members then entitled to vote at an election of the Executive Committee.

Section 6. Regular Meetings. A regular meeting of the Executive Committee shall be held without notice immediately after, and at the same place as, the annual meeting of all members. The Executive Committee may provide by resolution the time and place, whether within or without the District of Columbia, for the holding of additional regular meetings of the Executive Committee without notice other than such resolution. Any or all members of the Executive Committee may participate in a meeting of the Executive Committee by means of conference telephone or by any means of communication by which all person participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 7. Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the Chair or Co-Chair or a majority of the Executive Committee, or by written request of five or more members. Such special meetings shall be held within seven days of the requested date. The person or persons authorized to call special meetings of the Executive Committee may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Executive Committee called by them.

Section 8. Notice. Notice of any special meeting of the Executive Committee shall be given not less than three days prior thereto by written notice delivered personally or sent by mail or email to each Executive Committee member at his or her address as shown by the records of the Association and shall contain the general nature of the business to be transacted. If mailed, such notice shall be deemed to be delivered when deposited in the United states mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the sender receives confirmation that the email has been received by the recipient. Any Executive Committee member may waive notice of any meeting. The attendance of an Executive Committee member at any meeting shall constitute a waiver of notice of such meeting, except where a Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9. Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, but if less than a majority of the Executive Committee members are present at said meeting, a majority of the Executive Committee members present may adjourn the meeting from time to time without further notice. Voting by proxy shall be permitted.

Section 10. Manner of Acting. The act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Compensation. Executive Committee members as such shall not receive any stated

salaries or other compensation for their services, but by resolution of the Executive Committee may be reimbursed for expenses relating to the operation of the Association or for attendance at each regular or special meeting of the Executive Committee, if any; but nothing herein contained shall be construed to preclude any Executive Committee member from serving the Association in any other capacity and receiving compensation therefor.

Section 12. Informal Action by Executive Committee members. Any action required by law to be taken at a meeting of Executive Committees, or any action which may be taken at a meeting of Executive Committees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Executive Committee.

Section 13. Rules of Procedure for Executive Committee. Meetings of the Executive Committee shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation, or with the law.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the Association shall be elected by the members and shall be either two Co-Chairs or a Chair and Vice-Chair, as well as a Secretary, and a Treasurer. The Executive Committee may also choose other officers as they may deem necessary or appropriate. All officers of the Association shall exercise such powers and perform such duties as shall from time to time be determined by the Executive Committee. Any two or more offices may be held by the same person, except the offices of Chair, Co-Chair and Secretary.

Section 2. Eligibility. The persons elected as Chair, Vice-Chair, Co-Chair, Secretary or Treasurer may not concurrently hold an elective office in the District of Columbia.

Section 3. Election and Term of Office. The officers of the Association shall be elected annually by the members at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Executive Committee. Each office shall have a term of one year beginning January 1 and ending December 31, or until his or her successor shall have been duly elected and shall have qualified.

Section 4. Removal. Any officer elected by the members may be removed by the members whenever in their judgment the best interests of the Association would be served thereby. Any officer elected or appointed by the Executive Committee may be removed by the Executive Committee whenever in their judgment the best interests of the Association would be served thereby. Removal of an officer shall be without prejudice to the contract rights, if any, of the office so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

Section 6. Duties of the Chair or Co-Chair. The Chair or Co-Chairs shall be the chief executive officer(s) of the Association and shall, subject to the control of the Executive Committee, supervise and

control the affairs of the Association. The Chair or Co-Chair shall perform all duties incident to this office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Executive Committee, including chair the meetings of the members, chair the meetings of the Executive Committee, serve as the Association's official representative in meetings and functions outside of the Association, maintain frequent communication with the Vice-Chair or other Co-Chair, and perform all other duties that are incidental to the office of the Chair or that may be prescribed by the Executive Committee from time to time. The Chair or Co-Chair shall, on an annual basis, appoint a special committee of three members for the necessary inspection and auditing of the affairs and records of the Association.

Section 6. Duties of the Vice-Chair or Co-Chair. The Vice-Chair or Co-Chair shall perform all duties, and exercise all powers of the Chair when the Chair or other Co-Chair is absent or is unable to act. The Vice-Chair or Co-Chair shall perform such other duties as may be prescribed from time to time by the Executive Committee, including the duty as given to the Secretary under Article V, Section 4, reading all incoming correspondence at regular meetings of members, drafting outgoing correspondence, maintaining a record of persons attending regular meetings and Executive Committee meetings, identifying persons eligible to vote in matters of the Association, issuing a copy of these Bylaws to all new members and performing such other duties as are from time to time prescribed by the Executive Committee.

Section 7. Duties of the Treasurer. The Treasurer shall have charge and custody of all funds of the Association, shall deposit such funds as required by the Executive Committee, shall keep and maintain adequate and correct accounts of the Association's properties and business transactions, shall render reports and accounting to the Executive Committee and to the members as required by the Executive Committee or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Executive Committee.

Section 8. Duties of the Secretary. The Secretary shall keep minutes of all meetings of the members and of the Executive Committees, shall be custodian of the corporation records, shall give all notices as are required by law or by these Bylaws, and generally shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Executive Committee.

ARTICLE VIII

COMMITTEES

Section 1. Committees of the Executive Committee. The Executive Committee, by resolution adopted by a majority of the Executive Committee members in office, may designate and appoint one or more committees, each of which shall consist of two or more members of the Executive Committee, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Executive Committee in the management of the Association, except that no such committee shall have the authority of the Executive Committee in reference to amending, altering, or repealing these Bylaws, electing, appointing or removing any member of any such committee or any Executive Committee or officer of the Association, amending or restating the Articles of Incorporation, adopting a plan of merger or consolidation with another entity, authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association, authorizing the voluntary dissolution of the Association or revoking proceedings therefore, adopting a plan for the distribution of the assets of

the Association or amending, altering or repealing any resolution of the Executive Committee which by its terms provide that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Committee, or any individual member of the Executive Committee, of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Executive Committee in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the Executive Committee present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of such committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Executive Committee.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Executive Committee may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the Chair or the Vice-Chair of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4. Gifts. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association.

ARTICLE X

CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Executive Committee may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Executive Committee.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a Certificate of Membership shall be issued in the member's name and delivered to the member by the Secretary, if the Executive Committee has provided for the issuance of Certificates of Membership pursuant to the provisions of Section 1 of Article VIII.

ARTICLE XI

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Committee and Committees having any of the authority of the Executive Committee, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XIII

DUES

Section 1. Annual Dues. The Executive Committee may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members of each class.

Section 2. Payment of Dues. Annual dues shall be determined by the Executive Committee and shall be payable no later than the first day of September in each fiscal year. Dues of a new member shall not be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Association.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the dates such dues became payable, his or her membership may thereupon be terminated by the Executive Committee in the manner provided in Article III of these Bylaws.

ARTICLE XIV

SEAL

The Executive Committee shall provide a corporate seal, which shall be in the form of a circle and shall inscribe thereon the name of the Association and the words "Association Seal - 16th Street Neighborhood Association."

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or these Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by vote of two-thirds (2/3) of those members present and voting at a meeting of members at which a quorum exists and at which the amendment is to be considered, provided that notice by the listserv or newsletter of the proposed amendment has been furnished to each member in writing, not less than seven days prior to the meeting at which the motion is scheduled for consideration.

ARTICLE XVI

MISCELLANEOUS

The Association is an independent organization, not affiliated with any other agencies or any political parties.