

**Bylaws of  
Westminster Neighborhood Association  
A District of Columbia Nonprofit Corporation**

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***ARTICLE I  
Name and Purpose***

*Section 1 Name of Corporation*

The name of this corporation is Westminster Neighborhood Association (the "Corporation").

*Section 2 Purpose of the Corporation*

The purpose of the Corporation is to:

- Promote and maintain the district of Shaw, Northwest, Washington
- Enhance a sense of pride in the community
- Provide educational opportunities for neighborhood children
- Keep the neighborhood clean, quiet, safe, and beautiful
- Promote social welfare
- Lessen neighborhood tension
- Combat community deterioration
- Provide planning services and advice
- Provide environmental design information and advice
- Act as an information gathering and dissemination vehicle for the neighborhood
- Improve and beautify the environment of the neighborhood

***ARTICLE II  
Location and Offices***

*Section 1 Sphere of Activity*

The geographical location of the Corporation's sphere of activity shall encompass the following area of the District of Columbia.

East boundary is Ninth Street, N.W.

South boundary is S Street, N.W.

West boundary is Tenth Street, N.W.

North Boundary is T Street N.W.

*Section 2 Offices of the Corporation*

The principal offices and mailing address of the Corporation in the District of Columbia shall be located at 914 Westminster Street, NW, Washington, DC 20001. The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered

office, as required by the laws of the District of Columbia. The registered office may be, but need not be, identical with the principal office and may be changed from time to time by the Board of Directors of the Corporation.

### ***ARTICLE III*** ***Membership***

#### *Section 1 Determination and Rights of Members*

The Corporation shall have only one class of members. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this Corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

#### *Section 2 Qualifications of Members*

Any person is qualified to become a member of this Corporation.

#### *Section 3 Admission of Members*

Applicants shall be admitted to membership upon (1) election by the current membership, and (2) payment of the first annual dues as specified in the following sections of this Bylaw.

#### *Section 4 Fees, Dues, and Assessments*

- (a) No fee shall be charged for making application for membership in the Corporation.
  
- (b) The annual dues payable to the Corporation by members shall be in such amount as may be determined from time to time by majority vote of members in attendance at a regular meeting.
  
- (c) Memberships shall be non assessable.

#### *Section 5 Number of Members*

There is no limit on the number of members the Corporation may admit.

#### *Section 6 Membership Roster*

The Corporation shall keep a membership roster containing the name and address of each member. Termination of the membership of any member shall be recorded in the roster, together with the date of termination of such membership. Such roster shall be kept at the Corporation's principal office and shall be available for inspection by any director or member of the Corporation within forty-eight (48) business hours of a request for inspection.

The record of names and addresses of the members of this Corporation shall constitute the membership list of this Corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

*Section 7 Non liability of Members*

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

*Section 8 Non transferability of Memberships*

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

*Section 9 Termination of Membership*

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination by two-thirds ( $\frac{2}{3}$ ) of the membership at any regularly constituted meeting that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Corporation.
- (3) Upon a failure to renew his or her membership by paying dues on or before their due date. Such termination will be effective thirty (30) days after a written notification of delinquency is given personally or mailed, first-class, postage prepaid, to such member by the Treasurer or an officer or director of the Corporation. A member may avoid such termination by paying the amount of delinquent dues within the thirty (30)-day period following service of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

- (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing shall be held by the membership in accordance with the quorum voting rules set forth in these Bylaws applicable to the meetings of the Corporation. A notice of such a hearing must be given to the full membership not less than five (5) days prior to the hearing. The

notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the membership shall decide by a two-thirds (⅔) majority vote whether or not the member should, in fact, be expelled, suspended, or sanctioned in some other way. The decision of the membership shall be final.

(4) Any person expelled from the Corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

#### *Section 10 Rights on Termination of Membership*

All rights of membership in the Corporation shall cease on termination of membership as herein provided.

#### *Section 11 Equal Opportunity*

The Corporation shall not deny anyone membership or the opportunity to participate in activities sponsored by the Corporation because of race, color, religious affiliation, national origin, age, gender, physical disability, personal appearance, sexual orientation, marital status, economic status, immigration status, property ownership status, or political affiliation.

#### *Section 12 Voting Rights*

Each dues payment entitles a member to one (1) vote.

### ***ARTICLE IV Meetings of Members***

#### *Section 1 Place of Meetings*

Meetings of members shall be held at the principal office of the Corporation or at such other place or places within or without the District of Columbia as may be designated from time to time by resolution of the Board of Directors.

#### *Section 2 Annual and Other Regular Meetings*

The members shall meet annually on a day in September of each year, at 7 PM, for the purpose of electing directors and officers and transacting other business as may come before the meeting. The date of this meeting shall be set by the membership at their last regular meeting before September each year. Each voting member shall be entitled to cast one vote. Cumulative voting for the election of directors and officers shall not be permitted. The candidates receiving the highest number of votes shall be elected. Voting shall be by voice vote unless a member present at the September meeting requests that a ballot vote be taken. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Other regular meetings of the members shall be held from time to time on dates designated by the Board of Directors.

*Section 3 Special Meetings of Members*

Special meetings of the members shall be called by the Board of Directors or the President of the Corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

*Section 4 Notice of Meetings*

(a) Notice of Regular Membership Meetings At each regular meeting of the members, a date and time shall be set for the next meeting. This time and date shall appear in the notes to the meeting that may be distributed to all members of the Corporation. These notes shall be distributed as soon as practical after the meeting at which they are taken. An additional notice of a meeting may also be distributed on or near the weekend preceding the scheduled meetings. The notice of the meeting shall give the date, time, and place of the meeting.

(b) Notice of Meetings Called by Members If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the President, Vice-President, or Secretary of the Corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting shall be fixed by the Board and shall not be less than seven (7) nor more than sixty (60) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(c) Waiver of Notice of Meetings The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, or the matters specified in subparagraph (d) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(d) Special Notice Rules for Approving Certain Proposals If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of directors without cause;
- (2) Filling of vacancies on the Board by members;
- (3) Amending the Articles of Incorporation; and
- (4) An election to voluntarily wind up and dissolve the Corporation.

#### *Section 5 Quorum for Meetings*

A quorum shall consist of ten percent (10%) of the voting members of the Corporation. Proxies shall count toward a quorum.

The members present at a duly called meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time a place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting.

Notwithstanding any other provision of this Article, if this Corporation authorizes members to conduct a meeting with a quorum of less than ten percent (10%) of the voting power, then, if less than ten percent (10%) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

#### *Section 6 Majority Action As Membership Action*

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

#### *Section 7 Voting Rights*

Each member, whose dues are current, is entitled to one vote on each matter submitted to a vote by the members.

### *Section 8 Proxy Voting*

Members entitled to vote shall be permitted to vote or act by proxy. All proxies shall be in writing, state to whom such proxy is given, signed by the voting member, and dated. Such proxy shall be delivered to any officer of the Corporation.

### *Section 9 Conduct of Meetings*

Membership meetings shall be presided over by the President of the Corporation, or in his or her absence, by the Vice-President of the Corporation or, in the absence of both, by a person chosen by a majority of the voting members present at the meeting. A note taker shall be appointed by the person presiding over the meeting.

Meetings shall be governed by *Roberts 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 Corporation, or with any provision of law.

### *Section 10 Reasonable Nomination and Election Procedures*

This Corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors or officers by members. Such procedures shall be reasonable given the nature, size and operations of the Corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors or officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualification's and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage) the Corporation shall within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the Corporation within five (5) business day after the request allows the nominee, at the Corporation's option, the right to do either of the following:

- (1) inspect and copy the record of all member's names, addresses and voting rights, at reasonable times upon five (5) business days' prior written demand upon the Corporation, which demand shall state the purpose for which the inspection rights are requested, or
- (2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors or officers, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the Corporation distributes any written election material soliciting votes for any nominee for director or officer at the Corporation's expense, it shall make available, at the Corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors or an officer shall be nominated at the annual meeting of members held for the purpose of electing directors and officers by any member present at the meeting in person.

*Section 11 Action by Unanimous Written Consent Without Meeting*

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent or abstain, in writing, to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

***ARTICLE V***  
***Board of Directors***

*Section 1 Qualifications*

Any member of the Corporation may serve on the Board of Directors.

*Section 2 Composition*

The Board shall consist of at least three (3) and no more than five (5) directors.

*Section 3 Election and Removal of Directors*

(a) *Election*--Directors shall be elected by the membership of the Corporation present at the first regular meeting of the Corporation on or after September 1 of each year. The term of office shall run from October 1 of that year to September 30 of the following year.

(b) *Removal*--Any director who is absent from more than four (4) regular meetings of the Corporation within any fiscal year may be removed by majority vote of the Board. Any director may also be removed at any time for breach or neglect of duty as determined by a vote of two-thirds of the entire membership.



*Section 4 Vacancies*

In the event a vacancy in a director position occurs, the Board shall request that a new director be elected at the second regular membership meeting after the vacancy occurs. The new director shall serve for the remainder of the term.

*Section 5 Compensation*

All members of the Board shall serve without compensation, but each director shall be entitled to receive from the Corporation reimbursement of all out-of-pocket expenses incurred by him or her in connection with the conduct of business of the Corporation and approved by the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore; however, no loans shall be made by the Corporation to any director or officer.

*Section 6 Duties*

The Board of Directors shall manage the business, property, and affairs of the Corporation. In the management, the Board may exercise all powers of the Corporation and perform all lawful acts not restricted by law, the Articles of Incorporation, or these Bylaws, including the power to appoint and remunerate agents and employees as directed by the general membership. The Board shall handle all matters referred to by the membership. The Board's principal responsibility is to plan the agenda of the membership meetings and provide the present membership with executive support.

**ARTICLE VI**  
**Officers**

*Section 1 Officers, General*

The officers of the Corporation shall be the:

President  
Vice-President,  
Secretary,  
Treasurer, and

Such other officers as the membership from time to time may consider necessary for the proper conduct of the business of the Corporation.

Only members of the Corporation may serve as officers. In the event the membership creates other officer positions, the membership shall have the power to prescribe the duties and responsibilities of and fill such offices.

*Section 2 Vacancies*

In the event a vacancy occurs among the officers, the membership shall elect, by simple majority vote of a quorum at the regular membership meeting, a new officer from among the membership. The new officer shall serve for the remainder of the term.

*Section 3 President*

The president shall be the Chief Executive officer of the Corporation as well the President of the Board. He or she shall preside at all meetings. The president may sign and execute all contracts in the name of the Corporation that are approved by the membership. The President shall do and perform such duties as may from time to time be assigned to him or her by a majority vote of members present at a meetings of the members.

*Section 4 Vice-President*

The Vice-President shall have such other powers and shall perform all other duties as assigned to him or her by the membership or by the President. In case of the absence or incapacity of the President, the duties of that office shall be performed by the Vice-President. The taking of any action by the Vice-President in place of the President shall be deemed ratified by the President.

*Section 5 Secretary*

The Secretary shall give, or cause to be given, notice of all meetings of the membership and other notices required by law or by these Bylaws; in case of the Secretary's absence or refusal or neglect to provide such notice, any such notice may be given by any person so directed by the President. The Secretary shall maintain a record of all the proceedings of the meetings of the general membership and shall perform such other duties as may be assigned to the Secretary by the President or membership.

*Section 6 Treasurer*

The Treasurer shall have custody of all the funds of the Corporation and shall keep full accurate account of receipts and disbursements in books belonging to the Corporation. The President or the Treasurer shall disburse the funds of the Corporation as may be ordered by the membership. The Treasurer shall render to the President and the Board, whenever either of them so requests, and in no event less than once per fiscal year, an account of his or her transactions as Treasurer and of the financial condition of the Corporation. In general, the Treasurer shall perform all of the duties generally incident of the Office of the Treasurer subject to the control of the membership and the President.

**ARTICLE VII**  
**Committees**

*Section 1 Committee Structure*

The President and membership shall develop committees for the management of the affairs of the Corporation.

### *Section 2 Leadership*

The leadership and membership of committees serve at the direction and pleasure of the President and the membership. The membership may establish an approval process for these assignments and delegations.

### *Section 3 Reports and Action Items*

Committee leadership is responsible to report to the membership at regular intervals. Action items shall be placed on the agenda for the membership meetings.

## ***ARTICLE VIII*** ***Appointments and Contracts***

### *Section 1 Board as Agent*

The Board of Directors shall act for the Corporation in all matters regarding appointments and contracts.

(a) The Board of Directors shall act for the Corporation in the appointment of any staff, auditor, agent, or counsel to or for the Corporation.

(b) The Board of Directors shall act for the Corporation in the approval of all contracts for services or supplies including contracts with any staff, auditor, agent, or counsel to or for the Corporation.

### *Section 2 Contracts with Corporation Members*

No member of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations of the Corporation, or in any contract for furnishing services or supplies to the Corporation, unless such contract be authorized by the membership and unless the facts of interest have been disclosed or known to the membership at the meeting that such contract is approved and authorized. No member may vote on a question in which he or she holds an interest.

### *Section 3 Compensation to Directors or Officers*

No director or officer of the Corporation may receive compensation merely for acting as a director or officer.

### *Section 4 Reasonable Compensation for Services or Supplies*

Any member of the Corporation is authorized to receive reasonable compensation from the Corporation for services or supplies rendered to the Corporation when such compensation is authorized by the membership.

### *Section 5 Cosigners for Contracts*

The President and the Treasurer of the Board shall act for the Corporation as cosigners for all contracts authorized by the membership. The membership may authorize

alternate or additional cosigners when such authorization is necessary, advisable, or in keeping with good judgement, convenience, or legal powers.

## ***ARTICLE IX***

### ***Finance***

#### *Section 1 Deposit of Funds*

All funds of the Corporation, if in excess of \$1,000.00, and not otherwise employed shall be deposited in such banks or trust companies as the membership from time to time may determine.

#### *Section 2 Transfer of Funds*

All checks, drafts, or orders for the payment of money issued in the name of the Corporation shall be signed by an officer or officers of the Corporation in a manner as shall from time to time be determined by resolution of the membership. In the absence of such determination by the membership, these instruments for transfer of funds shall be signed by the Treasurer or by the President.

#### *Section 3 Notes of Indebtedness*

All notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers and in a manner as shall from time to time be determined by resolution of the membership. In the absence of such determination by the membership, these instruments of indebtedness shall be signed by the Treasurer and by the President. All commitments of indebtedness must be approved by the majority of the members at any duly constituted meeting.

#### *Section 4 Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation or for any special purpose of the Corporation.

#### *Section 5 Fiscal year*

The fiscal year of the Corporation shall begin on October 1 of each year and end on September 30 of the following year.

#### *Section 6 Financial Statement*

No later than November 1 of each year, the Treasurer shall present the membership with a written statement of financial condition and activity of the Corporation during the preceding fiscal year. The Treasurer shall also report orally or in writing on financial operations and conditions of the Corporation at each membership meeting.

*Section 7 Membership Approval of Special Expenditures*

The membership must authorize and approve all special expenditures of funds and all commitments of indebtedness. Such approval shall not be necessary for the regular and periodic administrative expenses incurred by the Corporation and which are reasonable and necessary for the proper performance of the Corporation's duties.

***ARTICLE X***  
***Books and Records***

*Section 1 Minutes and Records*

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the membership meetings and meetings of the Board of Directors.

*Section 2 Mailing Lists*

The Board of Directors shall exercise all authority in the use or maintenance of all membership, donation, and mailing lists and shall provide a policy for the use of these lists. The Board of Directors may enact a policy placing the use or maintenance of these lists in specific officers or agents of the Corporation.

*Section 3 Inspection*

All books and records of the Corporation may be inspected by any member of the Corporation through its authorized officers, agents, or counsel, for any proper purpose at any reasonable time.

***ARTICLE XI***  
***Prohibitions and Limitations on Activities***

*Section 1 Political Campaigns and Lobbying*

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

*Section 2 Tax Status*

The Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future federal income tax law, and under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provisions of any future income tax law.

**ARTICLE XII**  
***Adoption and Amendment of Bylaws***

***Section 1 Voting Eligibility***

For the purpose of adopting these Bylaws, the voting membership shall be defined as those persons who are members in good standing as of May 20, 1997.

***Section 2 Initial Board of Directors***

The initial Board of Directors shall be composed of those officers who were elected for the term in which the Bylaws were adopted.

***Section 3 Adoption***

These Bylaws shall be adopted when approved by the majority of the voting membership present at a meeting called by the Board of Directors for the purpose of adopting these Bylaws.

***Section 4 Amendments***

Amendments may be made to these Bylaws by the approval of two-thirds of the membership present and voting at any membership meeting called for the purpose of amending the Bylaws.

***Section 5 Resolution of Interpretation***

Questions regarding the interpretation of these Bylaws shall be resolved by a majority of the membership present and voting in a membership meeting called for the purpose of resolving an interpretation question.

**ARTICLE XIII**  
***Dissolution or Final Liquidation***

***Section 1 Payment of Debts***

The Board of Directors, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation upon dissolution or final liquidation, shall distribute all of the assets of the Corporation to one or more of the categories of recipients authorized by this article.

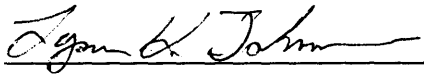
***Section 2 Distribution to Nonprofit Organization***

The Board of Directors may distribute remaining assets to a nonprofit organization or organizations having similar aims and objectives as the Corporation. Such recipient(s) shall qualify under section 155(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law.

*Section 3 Distribution to Succeeding Organization*

The Board of Directors may distribute remaining assets to a nonprofit organization created to succeed the Corporation. Such recipient shall qualify under section 155(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law

I attest that this document is a true and accurate copy of the Bylaws approved and adopted by the membership at their meeting on May 20, 1997, and last amended on (not amended).



Secretary, Westminster Neighborhood Assn.