

**BY-LAWS of THE BURLEITH CITIZENS' ASSOCIATION  
AS AMENDED: September 28, 2006 (previously March 26,  
2003 and June 1992)**

ARTICLE I: Name, Boundaries and Offices

1. Name. The Name of the Corporation is the BURLEITH CITIZENS' ASSOCIATION (hereinafter sometimes referred to as the "Association" or "Corporation").

2. Boundaries. Burleith, for the purposes of this Association, shall be the area within the following boundaries: beginning at the center of the intersection of Reservoir Road and 35th Street; north to the middle of the center of Whitehaven Parkway west to its end; and in a straight line to the end of 39th Street south to the middle of Reservoir Road; and east in the middle of Reservoir Road to the point of beginning.

3. Offices. The principal offices of the Corporation shall be in Washington, DC. The Corporation may also have offices at such other places as from time to time the Corporation may require.

ARTICLE II: Members and Meetings of Members

1. Membership. The membership of this Corporation shall be comprised of all residents of Burleith, and non-residents owning property in Burleith, who have paid their dues for the current fiscal year of the Association.

2. Dues. Dues shall be charged on an annual basis for the fiscal year and shall be at the following rates: (a) Standard Dues -- \$25.00 for Households; \$15.00 for Seniors; and \$25 Non-Residents (non-voting); (b) Booster Dues -- \$250 for Patrons; \$100 for Advocates; and \$50 for Sponsors. Members in all membership categories shall enjoy equal rights and privileges. Non-resident landowners shall be entitled to the same rates as residents.

3. Rights of Members. The right of a member to vote and all his or her right, title and interest in or to the Corporation shall cease on the termination of his or her membership. No member shall be entitled to share in the distribution of assets upon the dissolution of the Corporation.

4. Resignation of Members. Non-payment of dues for the current year constitutes a resignation on the part of a member of the Association.

5. Annual Meetings. The Annual Meeting of the members of the Corporation shall be held in November each year, for the purpose of electing the officers and the directors of the Association, and for the transaction of such other business as may properly come before the meeting. Notice. Notice of the time, place and purpose or purposes of the Annual Meeting shall be served not less than five (5) nor more than fifty (50) days before the meeting, upon each person who appears upon the books of the Association as a member thereof. Such service can be made personally, by e-mail, by mail, or by delivery at the residence of a member of a written notice or Association newsletter.

6. Regular Meetings. Regular meetings of the Association will be held in November (Annual Meeting), February (Winter Picnic), and June (Summer Picnic, or in the event the Summer Picnic is cancelled, a substitute meeting) on dates to be determined by the Board of Directors. Notice. Except for the Annual Meeting of the Association in November, notice of the time and place of regular meetings shall be given not less than one (1) nor more than fifty (50) days prior to the meeting. The mailing or personal delivery of an Association newsletter or e-mail message describing the time and place of a meeting shall constitute notice.

7. Special Meetings. Special meetings of the members are those meetings other than the regular or the annual meetings. Special meetings may be called at any time by the President or Acting President or by a majority of the Board of Directors, and must be called by the President or Acting President upon receipt of a written (which may include e-mail) request of at least one-third (1/3) of the member households of the Association.

Notice. Notice of special meetings shall be given in the same manner as a notice of an Annual Meeting,

and such notice shall include a description of the purpose or purposes for which the meeting is being called.

8. Quorum. A quorum shall consist of ten (10) member households present at any meeting. Proxies shall not be allowed for the purpose of either voting or determining the presence of a quorum. The act of a majority of the member households present at any meeting at which there is a quorum shall be the act of the full membership, except as may be specifically provided by these By-Laws.

In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the (voting) member households present without notice other than by announcement at the meeting and without further notice to any absent member. At any reconvened meeting, any business may be transacted which might have been transacted at the meeting as originally notified.

9. Voting. Voting at BCA meetings shall be limited to two votes per member household, one vote for the homeowner and one for the home's occupant(s), provided that eligibility to vote requires BCA membership in good standing under these By-Laws. The membership has a right to consider and act upon at any meeting of the Association any and all matters of business germane to the interests and welfare of the Association and its members, consistent with the provisions of these By-Laws. Except where otherwise provided in these By-Laws or in the Articles of Incorporation, action may be taken by a majority vote of the (voting) members present at any meeting at which a quorum (of voting members) is present.

10. Rules of Order. All items requiring a vote shall be referred to the Board of Directors for placement on the agenda of the next general meeting. The proceedings of the Association shall be conducted in accordance with the procedural rules described in the most current revised edition of Robert's Rules of Order.

11. Discussion. The President or presiding officer, in his or her discretion, may limit the amount of

discussion and the amount of time for debate in a non-discriminatory manner, or limit discussion to only those members of the Association in order to preserve the order and effective transaction of the business of the meeting. Further, it shall not be considered discriminatory for the President to limit the number of speakers on each issue.

12. Compensation and Expenses. No member of the Association shall receive any remuneration for his or her services as a member, but this provision shall not preclude the Board of Directors from reimbursing a member for expenditures made by him on behalf of the Association, or for special services contracted for with a member by the Board of Directors.

#### ARTICLE III: Directors

1. Election. The business and property of the Corporation shall be managed and controlled by a Board of Directors who shall be elected annually by the members to hold office until the next Annual Meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Directors must be members in good standing of the Association and shall be chosen by a majority vote of the (voting) members present at the Annual Meeting.

2. Number. The number of Directors of the Corporation shall be ten (10) but such number may be increased or decreased by amendment to these By-Laws, in the manner set forth in Article XI hereof. The Board of Directors shall be comprised of the six (6) officers (President, Vice President, Treasurer, two Recording Secretaries, Corresponding Secretary, and four (4) Members-at-large, which may include a Delegate to the Federation of Civic Associations, the Newsletter Editor(s), and the immediate past-president of the Association.

3. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or the Board of Directors.

4. Vacancies. Any vacancy in the Board of Directors occurring during the year may be filled for the

unexpired portion of the term by a majority vote of the Directors then serving. Any Director so elected by the Board of Directors shall hold office until the next succeeding Annual Meeting of the members of the Association or until the election and qualification of his or her successor.

5. Annual Meetings. The newly elected Directors shall meet in November with the current Directors for the purpose of organization and transition of business. The newly elected Directors shall take office as of January 1st. All Directors shall be notified of the first meeting.

6. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly except that the Board may dispense with up to two meetings annually. The President or Acting President may choose to conduct regular meetings "virtually" by internet, conference call or equivalent technology. The schedule for the Board Meetings shall be decided by the Board and published in the January newsletter.

7. Special Meetings. Special meetings of the Board of Directors may be called by the President or the Acting President and must be called by either of them on the request of a majority of the members of the Board.

8. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice, at such time and place as shall be determined by the Board. Notice of all special Directors' meetings shall be given by mailing the same at least three days or by telephoning or e-mailing the same at least one day before the meeting to the usual business or residence address of each Director, but such notice may be waived by any Director. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

9. Chair. At all meetings of the Board of Directors, the President, or, if the President is not present, the next officer present in the order listed in Paragraph I of Article IV shall preside.

10. Quorum. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such action at any reconvened meeting as might have been taken at the meeting originally scheduled.

11. Compensation. No Director shall receive any remuneration for his or her services as a Director but may be reimbursed for his or her out-of-pocket expenses, expended on behalf of the Association, or may be paid for special services contracted for by the Association, other than for the performance of his duties as a Director.

12. Powers. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the District of Columbia, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number and/or of the general membership, or to an individual officer, such powers as they may see fit. The Board of Directors shall select from the membership of the Association and/or from the Board of Directors delegates to represent the Association in any federation, other than those set forth in Article III, paragraph 2 of these By-Laws, or organization of citizens' associations or other charitable or educational association in which this Association may have an interest or membership.

#### ARTICLE IV: Officers

1. Number. The officers of the Corporation shall be the President, Vice President, two (2) Co-Recording Secretaries, the Corresponding Secretary, and a Treasurer. Any two offices, except those of President and Secretary, may be held by the same person.

2. Election, Term of Office, and Qualification. The officers shall be elected annually by the membership, to fill the offices for which they were nominated, at the Annual Meeting of the Association, and shall assume office on January 1, following the election.

3. Vacancies. In case of any vacancy of any office the President shall have authority to appoint a successor and such successor shall serve until the next Annual Meeting unless a majority of the Directors, at a meeting in which a quorum is present, selects a replacement successor. The Board of Directors at any meeting in which a quorum is present may select a successor to any vacant office.

4. President. The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general supervision of the affairs of the Association, and shall do and perform such other duties as may be assigned to him by the Board of Directors. With the advice of the other officers the President shall develop a budget, which shall be presented for approval to a September meeting of the Board of Directors and then presented at the November Annual Meeting.

5. Vice-President. The Vice-President shall perform the duties of the President in his or her absence or disability, shall succeed the President in the event of his or her resignation or retirement, and shall perform such duties and exercise such powers as the President shall direct, or shall be assigned to them by the Board of Directors.

6. Secretaries. The Recording Secretaries shall keep an accurate record of the proceedings of all meetings of the Association and the Board of Directors, and shall report such proceedings as may be requested by the Presiding Officer at the stated meetings of the Association. The Corresponding Secretary shall keep a roll of the members, issue notices, when required, of meetings of the Association and the Board of Directors, conduct the correspondence of the Association not otherwise provided for, and perform such other duties as may be requested by the President.

7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Association subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. Subject to the co-signatory conditions set forth below, when necessary or proper, he may endorse on behalf of the Association for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Association and all bills of exchange issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the Association. Signatory authority shall be exercised by no fewer than any two of the following officers: the President, Vice President and Treasurer. He or she shall make such payments as shall be necessary or proper to be made on behalf of the Association. He shall enter regularly on the books of the Association to be kept by him for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Association, and shall exhibit such books at all reasonable times to any Director or have such books available, if requested, at any regular or special meeting of the Association. He shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. From time to time as the Board of Directors shall deem necessary, the Board may appoint assistant treasurers and/or

secretaries to have the same authority, duties and obligations prescribed for above.

8. Audit/Review. The Board of Directors shall perform or cause to be performed a thorough review and audit of the financial activities of the Association before the end of each fiscal year and shall report thereon to the President and the Board of Directors.

9. Salaries. No officer shall receive any salary or remuneration for his or her services as such but shall be entitled to reimbursement of any out-of-pocket expense expended on behalf of the Association and may be paid for other services performed on behalf of the Association other than in his or her capacity as an officer, director or member.

10. Removal. Any officer or director may be removed from office under the provisions of Article XI.

#### ARTICLE V: Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

#### ARTICLE VI: Special Committees

As the business of the Association may require, the President may appoint Special Committees to consider and recommend action on certain or special issues.

The President shall select the Chairman of each committee and he may appoint the members of each committee or delegate that duty to the chairman. The committee shall have such powers as conferred upon them by the President with the approval of the Board of Directors. At each regular meeting of the Association, the chairman of each committee shall submit a report of actions taken or recommended by that committee since the previous meeting.

No member of any committee shall receive any stated salary for his or her services, as such, but shall be entitled to reimbursements of an out-of-pocket expense, expended on behalf of the Association. The Board of Directors shall have the power, in its discretion, to contract for and to pay any member of any committee, as well as any officer or director, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

## ARTICLE VII: Nominations Committee

The Board of Directors shall select and publish in the October Newsletter the names of not less ten (10) willing nominees for the positions of officers of the Association and members of the Board of Directors, to be elected at the Annual Meeting. Nominations at the Annual Meeting in November shall be those of the Board of Directors and such other nominations as are offered from the floor, providing that any such nominee submits his or her consent to serve, either in person at the meeting or in writing at the time his or her nomination is offered.

## ARTICLE VIII: Contracts

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

## ARTICLE IX: Fiscal Year

The fiscal year of the Association shall commence on January 1st of each calendar year.

## ARTICLE X: Corporate Seal

The seal of the Corporation shall be circular in form, and shall bear on its outer edge the words BURLEITH CITIZENS' ASSOCIATION and in the center, the words and figures of CORPORATE SEAL, 1973, District of Columbia.

## ARTICLE XI: Amendments, Removals and Authorizations of

## Expenditures

Notwithstanding anything to the contrary hereinabove contained, amendments to these By-Laws or to the Articles of Incorporation, the removal of Officers or Directors, or the authorization of the expenditure of Association funds other than recurring operating expenses (e.g., Newsletter printing and delivery, postage) contained within the approved budget or which do not exceed \$100.00 per expenditure, shall require either:

1. The recommended approval of a majority of the Board of Directors, or, for the removal of Officers or Directors, a two-thirds vote, plus a majority vote of the member households present at a meeting at which a quorum is present, or

2. In the absence of the recommended approval of the Board of Directors, the two-thirds vote of the member households present at a meeting at which a quorum is present.

Budget. The approved Budget may be revised by a majority vote of the Board of Directors.

Notice. Notice of any action to amend these By-Laws or the Articles of Incorporation, or the authorization of the expenditure of any sums other than recurring operating expenses (e.g., Newsletter printing and delivery, postage) contained within the approved budget or which do not exceed \$100.00 per expenditure, or for the removal of any Officer or member of the Board of Directors, shall be given in the same manner as notice prescribed for Annual Meetings of the Association, and such notice shall be required before each meeting in which action is requested. If an Officer or Director is to be removed, he or she is entitled to three days' notice that such action is proposed and is entitled to address the Board of Directors present at the Board meeting at which the vote is to take place and those members present at the general meeting at which the vote is to take place concerning the charges.

## ARTICLE XII: Purpose

The purpose of the Association is set forth in the

Articles of Incorporation and nothing in these By-Laws or in any resolution of the Board of Directors or in any action taken by the membership shall be inconsistent with the purpose and the provisions of the Articles of Incorporation, and the applicable laws under which they are governed.

ARTICLE XIII: Exempt Activities

Notwithstanding any other provision of these By-Laws, no member, Director, Officer, employee or representative of the Association shall take any action or carry on any activity for or on behalf of this Association not permitted to be taken or carried on by an organization exempt under section 501(c)(4) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereinafter be amended. In accordance with D.C. Code 29-1013, these By-Laws have been adopted by the Board of Directors at its meeting on February 9, 1976 (unanimously accepted by general membership at regular BCA meeting on this date) and were last amended on January 12, 2000.

The above by-laws have been amended and accepted by the Board as of September 28, 2006.

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Lenore G. Rubino - President  
President

Edward Soloman - Past

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Walter Hillabrant - Member-at-large  
- Corresponding Secretary

Sara Revis

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Jennifer Perry - Vice-President  
Co-recording Secretary

Jennifer Jarratt -

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Mark Gisler - Member-at-large