

BY-LAWS
OF THE
BURLEITH CITIZENS' ASSOCIATION

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 the "BCA").

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 in the middle of 35th Street to the middle of Whitehaven Parkway; west along the center of Whitehaven Parkway to its end; and in a straight line to the end of 39th Street and in the middle thereof; south in the middle of 39th Street to the middle of Reservoir Road; and east in the middle of Reservoir Road to the point of beginning.

3. Offices. The principal office of the Corporation shall be in Washington, D.C. 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 of the Burleith area, and non-residents owning property in the Burleith area, eighteen years of age or older, who have paid their dues for the current fiscal year of the ASSOCIATION.

Dues. Dues shall be charged on an annual basis for the fiscal year and shall be at the following rates: \$2.00 per member, except that the payment of \$2.00 by one adult resident of a dwelling entitles that person and one other adult resident of the same dwelling to membership in the ASSOCIATION. In the case of an adult resident over the age of 65, the amount of dues shall be \$1.50 instead of \$2.00.

Non-resident landowners shall be entitled to the same rates as residents.

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

3. Resignation of members. Non-payment of dues for the current fiscal year constitutes a resignation on the part of a member of the ASSOCIATION.

4. Annual Meetings. The Annual Meeting of the members of the Corporation shall be held on the second Monday in May in each year, if not a legal holiday, for the purpose of electing a Board of Directors, 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 or more than fifty days before the meeting, upon each person who appears upon the books of the Corporation as a member thereof. Such service can be made personally, by mail, or by delivery at the residence of a member of a written notice or ASSOCIATION newsletter.

5. Regular Meetings. Regular meetings of the ASSOCIATION will be held on the second Monday of each month, for the months of September through May. Notice may be given in advance of each regular meeting but is not required, except for the Annual Meeting of the ASSOCIATION in May.

6. 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 request of at least one-third (1/3) of the members of the corporation.

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.

7. Quorum. A quorum shall consist of twenty members 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 members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise 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 members 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.

8. Voting. At every meeting of members, each member shall be entitled to one vote.

Except where otherwise provided in these By-laws or in the Articles of Incorporation, action may be taken by a majority vote of the members present at any meeting at which a quorum is present or where a quorum is deemed present.

Exceptions. 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 in excess of _____ dollars (\$ _____) for ~~AAA~~ purposes other than normal operating expenses, shall require either:

- a) the recommended approval of the Board of Directors at the meeting at which action is to be taken, plus, a majority vote of the members present at said meeting in which a quorum is present, or
- b) in the absense of the recommended approval of the Board of Directors at such meeting, the affirmative approval, by a majority vote, of the members present at any two successive meetings of the ASSOCIATION at which a quorum is present, and proper notice has been given.

Notice of any action to amend these By-laws, or the Articles of Incorporation, or for the authorization of the expenditure of any sum in excess of _____ dollars (\$ _____), other than for normal operating expenses, 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.

9. Rules of Order. The proceedings of the Association shall be conducted in accordance with the procedural rules described in the most currently revised edition of "Robert's Rules of Order".

10. 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.

11. Compensation and expenses. No member of the ASSOCIATION shall receive any remuneration for his 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 members present at the annual meeting.

2. Number. The number of Directors of the Corporation shall be ten but such number may be increased or decreased by amendment to these By-laws, in the manner set forth in Article II, Paragraph 8 hereof.

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, including a vacancy created by an increase in the number of Directors, 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 successor.

5. Annual meetings. Immediately after each annual election, or as soon thereafter as possible, the newly elected Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the Directors.

6. Regular meetings. Regular meetings of the Board of Directors shall be held monthly and prior to each regular ASSOCIATION meeting, and shall be scheduled at the first annual meeting of the Board.

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 written 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 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. Chairman. At all meetings of the Board of Directors, the President or the Acting President 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 on reconvening providing a quorum is present.

11. Compensation. No Director shall receive any remuneration for his services as a Director but may be reimbursed for his 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, or to officers of the Corporation, 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 or organization of citizens' associations in which this ASSOCIATION may have an interest or membership.

Article IV

Officers

1. Number. The officers of the Corporation shall be the President, one or more Vice-presidents, one or more Secretaries, a Treasurer, and such other officers with such powers and duties not inconsistent with these By-laws as may be appointed and determined by the Board of Directors. 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 Board of Directors from among their number, at the first meeting of the Board of Directors after the Annual Meeting of members of the ASSOCIATION.

3. Vacancies. In case of any vacancy of any office the President

or acting 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. 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.

5. Vice-Presidents. The Vice-Presidents, in order of rank, shall perform the duties of the President in his absence or disability, shall succeed the President in the event of his 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 Secretary 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 of all meetings of the Association and of 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 Corporation, 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 duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation 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 Corporation and all bills of exchange issued by the Corporation, 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 Corporation. He shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation 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 Corporation, 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 an assistant or substitute Treasurer to have the same authority, duties and obligations prescribed for above.

8. Salaries. No officers shall receive any salary or remuneration for his 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 any other services performed on behalf of the ASSOCIATION, other than in his capacity as an officer, Director or member.

9. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular meeting or at any special meeting held for that purpose. The officer proposed to be removed shall be entitled to at least three (3) days notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon or, by on days notice by telephone, and shall be entitled to appear before, and be heard by, the Board of Directors at such meeting.

Article V

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation 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

Advisory Committee

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors.

Article VII

Standing and Special Committees

The Standing Committees of the ASSOCIATION shall be as follows: Public Utilities and Services, Zoning and Planning, Education, Traffic, Public Safety, Legislation, Membership, Ways and Means, Property and Physical Improvement, Hospitality, Audit, Special Events, Environment,

and the Newsletter. 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 members of any committee shall receive any stated salary for his services, as such, but shall be entitled to reimbursements of any 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 to any member of any committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

Article VIII

Nominating Committee

The Board of Directors shall select and publish in the March Newsletter the names of not less than three nor more than five members to serve on the nominating committee. This committee shall consider and select at least ten willing nominees for the positions of members of the Board of Directors to be elected at the Annual Meeting of the members of the ASSOCIATION. The nominating committee shall announce its recommendations at the April meeting. Nominations at the Annual Meeting in May shall be those of the nominating committee and such other nominations as are offered from the floor, providing that any such nominee submits his consent to serve, either in person at such meeting or in writing at the time his nomination is offered.

Article IX

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 Corporation, 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 Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Article X

Fiscal Year

The fiscal year of the Corporation shall commence on July 1st of each calendar year.

Article XI

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, 1972, District of Columbia".

Article XII

Amendments

The By-laws may be amended in the manner provided for in Article II above.

Article XIII

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 XIV

Exempt Activities

Notwithstanding any other provision of these By-laws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity for or on behalf of this Corporation 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.