

BYLAWS OF THE CLEVELAND PARK COMMUNITY ASSOCIATION

Article I. NAME AND MISSION

Section 1.01. Name. The name of the organization is the Cleveland Park Citizens Association. It is a non-profit organization incorporated under the laws of the District of Columbia.

Section 1.02. Mission. The Mission of CPCA is:

- a. To enhance the quality of life in Cleveland Park, by addressing issues of broad-based concern and relevance to support a diverse, thriving, forward-looking neighborhood while preserving its character. Such issues may include, but are not limited to, educational and library resources, public services including public safety, environmental protection, historic preservation, recreation, transportation, commercial activities, and zoning.
- b. To provide educational programs to inform members about civic issues, to foster neighborly discussion, and, through advocacy and other action, to make every effort to promote the community's interest in matters affecting Cleveland Park and other parts of the District of Columbia.

Section 1.03. Fiscal Year. The CPCA fiscal year shall run from July 1 through June 30.

ARTICLE II. MEMBERSHIP

Section 2.01. Eligibility for Voting Membership. Any person 18 years of age or older: (i) residing in the area defined below (the "Area"); or (ii) owning property in the Area; or (iii) designated as the individual representing a school or a legally registered non-profit organization located in the Area is eligible for a voting membership in CPCA. The Area shall be defined as follows:

Beginning at the intersection of 37th and Upton Streets in northwest D.C., east on Upton Street to Reno Road, south on Reno Road to Tilden Street, east on Tilden Street to Park Road, southeast on Park Road to Rock Creek, south along Rock Creek to the National Zoo, west around the northern boundary of the National Zoo to Connecticut Avenue, south on Connecticut Avenue to Cathedral Avenue, west on Cathedral Avenue to the National Cathedral Close, north and west around the Cathedral Close to Wisconsin Avenue, north on Wisconsin Avenue to Quebec Street, east on Quebec Street to 37th Street, an north on 37th Street back to the intersection with Upton Street. In each case where a street is named, buildings facing both sides of the street are included.

Section 2.02. Voting Rights. Any eligible person shall become a member upon registration and full payment of the annual dues. Any such member shall be entitled to vote on any business before CPCA. Members joining for the first time or after a lapse in membership of more than one year shall be entitled to vote only after 30 calendar days from the date of dues payment. Two or more members residing at the same address, including apartment number where relevant, may be considered a "household" for purposes of the notice required by Section 6.04 and of proxy voting under Section 7.03.

Section 2.03. Associate Membership. Any person not eligible for voting membership under Section 2.01, above, may join CPCA as a non-voting Associate Member upon registration and full payment of the annual dues. Associate Membership entitles the person to receive all general communications from CPCA and to participate in CPCA's listserv. It does not, however, include voting rights.

Section 2.04. Rights and Responsibilities of Membership. Voting members shall have the following rights and responsibilities:

- a. The right to participate in the activities of CPCA;
- b. The right to seek office or other positions of leadership, in accordance with Section 3.02, below;
- c. The right to raise matters of concern with the Board or at a membership meeting;
- d. The right to vote for Board members and to speak and vote on any matter presented for a vote to the membership;
- e. The right to be kept informed of actions taken by the Board or the membership;
- f. The responsibility to pay dues in accordance with the provisions of this Article.

Section 2.05. Term of Membership. Membership shall be on an annual basis, which shall coincide with the CPCA fiscal year.

Section 2.06. Lapsed Memberships. Membership in CPCA and voting rights are automatically terminated whenever a member has not paid the annual CPCA dues for the current fiscal year by December 31 of that year.

Article III. BOARD OF DIRECTORS

Section 3.01. Board of Directors. There shall be a Board comprised of six (6) officers – President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer – and up to nine (9) at-large members. Unless he or she is elected to the Board in another capacity, the immediate past President shall serve as an *ex officio* voting member for the year following his or her last year of service as President.

Section 3.02. Eligibility for Board Service. Only voting members of CPCA shall be qualified to hold an elected or appointed position. Candidates for the offices of President, First Vice President and Second Vice President, shall have been members for at least six (6) months prior to the date of the annual meeting at which they run for office.

Section 3.03. Nomination of Board Members. Nominations of candidates for Board membership, both officers and at-large members, shall be made by a Nominating Committee established pursuant to Article V, below. The names of the Nominating Committee's candidates shall be distributed to the full membership at least thirty (30) calendar days prior to the annual meeting.

Section 3.04. Nomination by Petition. Additional candidates for the Board may be nominated by petition, signed and dated by at least ten (10) members who are eligible to vote and delivered to the Nominating Committee at least fourteen (14) calendar days prior to the annual meeting. Nominations from the floor at the annual meeting are prohibited and shall not be recognized.

Section 3.05. Election of Officers and At-Large Members of the Board. The members of the Board and its officers shall be elected by plurality vote at the annual meeting. If there are more than nine (9) candidates for at-large membership on the Board, the nine (9) candidates winning the largest number of votes shall be elected. Newly elected members of the Board shall assume office at the conclusion of the annual meeting.

Section 3.06. Term of Office. Board members shall be elected for two-year terms, with approximately half of the seats on the Board filled by election each year. At the first election after adoption of this provision approximately half of the seats shall be designated for one-year terms as determined by the Nominating Committee in making its nominations in accordance with Section 3.03, above. All Board terms shall continue until the end of the annual meeting at which an election for the seat is completed.

Section 3.07. Board Vacancies. A vacancy in the position of President shall be filled by the First Vice President unless this office is vacant. A vacancy in the position of First Vice President shall be filled by the Second Vice President unless this office is vacant. With these exceptions for the offices of President and Vice President, the Board may fill any vacancy on the Board, including any officer vacancy, by majority vote of the Board. A member appointed to fill a vacant seat on the Board shall serve until the expiration of the term of office for that seat.

Section 3.08. Removal from Office of Board Member. Any member of the Board may be removed and any officer of the Board may be removed from that position either by vote of the Board or by vote of the membership if a petition, signed and dated by at least ten (10) members who are eligible to vote, is delivered to the Board and notice of the proposed removal is provided to the membership at least 14 calendar days prior to the membership meeting at which the matter is to be considered and voted on by the membership. Any Board member whose removal from the Board or from an officer position is being proposed shall have written notice of such proposed action prior to notification of the membership, and shall have the opportunity to be heard at the meeting.

Section 3.09. Duties of the Board. The Board's responsibilities and powers shall include the following:

- a. Selecting priority issues and activities for carrying out the mission of the Association and for maintaining and encouraging involvement in CPCA.
- b. Preparing and presenting to the members the annual budget and reporting regularly to the members on the budget.
- c. Representing the interests of CPCA on all matters in accordance with these Bylaws. The membership shall be informed promptly of all Board actions.
- d. Actively promoting communication with the membership and among members with a view to increasing membership involvement in CPCA.
- e. Overseeing the day-to-day affairs of CPCA.
- f. Establishing the amount of membership dues.
- g. Appointing delegates to city-wide federations and representatives to any other organization the Board elects to join.
- h. Obtaining membership approval, in accordance with Article VII, below, prior to initiating or joining any legal action.
- i. Establishing committees pursuant to Articles V and VIII, below.

Section 3.10. Board Meetings. There shall be a Board meeting at least once each calendar quarter. A majority of Board members shall constitute a quorum. Minutes of these meetings shall be made available to all members.

Section 3.11. Conflict of Interest. No member of the Board shall be paid for services rendered to CPCA, either directly or through an organization of which the Board member is a principal.

Article IV. OFFICERS

Section 4.01. Duties. The duties of the officers shall include the following:

- a. The PRESIDENT shall be the principal executive officer of CPCA and shall preside at all Board meetings and membership meetings and shall perform such duties as the Board shall authorize. The President shall represent the position of the Board and the interests of CPCA before third parties.
- b. The FIRST VICE PRESIDENT shall work with the President and the Second Vice President in performing the duties and exercising the powers of the President and shall exercise the duties and powers of the President in the President's absence or during any period of the President's disability or removal from office.
- c. The SECOND VICE PRESIDENT shall work with the President and the First Vice President in performing the duties and exercising the powers of the President and shall exercise the duties and powers of the President in the absence of the President and the First Vice President or during any period of the disability or removal from office of the President and the First Vice President.
- d. The RECORDING SECRETARY shall record and maintain minutes of membership and Board meetings, and maintain the non-financial files of CPCA, including a list of Board members and their terms and a list of members of CPCA including the most current contact information received from them.
- e. The CORRESPONDING SECRETARY shall assist the President with communications with the members and with the community at large, as well as with CPCA's other official correspondence.
- f. The TREASURER shall have charge of all funds belonging to CPCA and shall collect, safeguard, and disburse such funds in a matter approved by the Board either specifically or as reflected in the budget or board resolutions, and as may otherwise be required by law. The Treasurer shall ensure that all necessary filings are performed and fees paid in a timely and proper manner, shall prepare an annual budget for approval by the Board, and shall make financial reports as directed by the Board.

Article V. NOMINATING COMMITTEE

Section 5.01. Composition of Nominating Committee. There shall be a Nominating Committee consisting of not fewer than three (3) or more than five (5) voting members of CPCA. Candidates for the position of Chair of the Nominating Committee may be proposed by any member. The Chair of the Nominating Committee shall be appointed by the Board, and the membership shall be notified of the appointment at least ninety (90) calendar days prior to the annual meeting. Members of the Nominating Committee shall be appointed by the Chair of the Nominating Committee and approved by the Board.

Section 5.02. Responsibilities of Nominating Committee. The Nominating Committee shall solicit from the membership suggestions for Board nominations and shall inform the Board of the committee's

nominees at least forty-five (45) calendar days prior to the annual meeting. The Nominating Committee shall also receive and certify petitions for petition candidates in accordance with Section 3.04, above, and promptly notify the membership of any candidates nominated by petition. In addition to nominating members of the Board in accordance with Section 3.03, above, the Nominating Committee shall be responsible for the conduct of elections.

Article VI. MEMBERSHIP MEETINGS

Section 6.01. Member Meetings. Including the annual meeting described in Section 6.02, below, there shall be meetings of the members, to which the public may be invited, at least once each calendar quarter, to the extent possible, on a date and at a time and place decided upon by the Board. Any meeting may be continued at a second date and/or location.

Section 6.02. Annual Meeting. The annual meeting of CPCA members shall be held in the second quarter of each calendar year (April, May, June) on a date and at a time and place decided upon by the Board. At such meeting, the members of CPCA shall elect the officers and at-large members of the Board.

Section 6.03. Special Meetings. Meetings of the membership other than those specified in Sections 6.01 and 6.02, above, may be called by the Board or by petition submitted to the Board and signed by at least twenty (20) members entitled to vote.

Section 6.04. Notice of Meetings. A postal mailed, hand delivered, or electronic notice of each meeting of the members of CPCA, stating the place, date, and hour of the meeting, shall be sent to each member or household at the address on record with CPCA, by the Corresponding Secretary, or by a person authorized to call the meeting. This notice shall be given at least fourteen (14) calendar days before the date named for the meeting and shall specify any items requiring a vote at the meeting.

Section 6.05. Procedure. All meetings shall be conducted according to generally accepted rules and procedures, with an emphasis on allowing those present at the meeting to have an opportunity to be heard.

Article VII. MEMBERSHIP VOTING

Section 7.01. Quorum. Ten percent of the membership shall constitute a quorum.

Section 7.02. Voting. Except for elections, which may be decided by a plurality pursuant to Section 3.05, above, and votes requiring a super-majority pursuant to Article X, below, all matters subject to a vote by the membership shall be decided by a majority vote. Except as specified elsewhere in these Bylaws, a matter subject to a vote may be amended and adopted at the meeting at which it is presented by the Board or by any member, provided that the membership has been notified at least fourteen (14) calendar days prior to the meeting that a vote will be taken on the specified matter.

Section 7.03. Alternative Voting Procedures. The Board may establish a voting procedure other than presence at a meeting, including by postal mail, absentee voting, or electronic voting. Voting by proxy shall not be permitted, except that a member of a household, as defined in Section 2.02, may vote on behalf of any other member or members of the same household through the use of a signed, dated, directed proxy for each such other member.

Article VIII. COMMITTEES

Section 8.01. To pursue the work of CPCA, the Board may establish committees, including standing and ad hoc committees. Committees may hold open meetings to gather member input on such issues, and make recommendations to the Board and the membership regarding actions to be taken. The Board shall approve the Chair of any committee. To the extent feasible, committees shall include at least one (1) Board member.

Section 8.02. Each committee shall operate in accordance with guidelines established by agreement between the Board and the committee leadership.

Article IX. NONDISCRIMINATION

Section 9.01. CPCA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation.

Article X. ADOPTION AND AMENDMENT OF BYLAWS

Section 10.01. These Bylaws shall be adopted or amended by a two-thirds vote of those members present at any meeting of the members of CPCA and those voting by any other means adopted pursuant to the provisions of Section 7.02 above, provided that all language to be adopted or amended be provided in a written notice given to all members of CPCA at least thirty (30) calendar days prior to the meeting or vote.