

**Bylaws of  
Cardozo-Shaw Neighborhood Association  
A District of Columbia Nonprofit Corporation**

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**(Proposed Changes to Bylaws are in Red)**

**ARTICLE I  
Name and Purpose**

Section 1 Name of Corporation

The name of this corporation is CARDOZO-SHAW NEIGHBORHOOD ASSOCIATION, INC. (the "Corporation").

Section 2 Purpose of the Corporation

The purpose of the Corporation is to:

- ◆ Promote and maintain the Greater U Street Historic 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
- ◆ To 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 8<sup>th</sup> Street, N.W.
- ◆ South boundary is S Street, N.W.
- ◆ West boundary is 16<sup>th</sup> Street, N.W.
- ◆ North Boundary is W Street to Florida Avenue to Barry Place N.W to 8<sup>th</sup> Street, NW

Both sides of the street will be included at all boundary lines.

## 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. However, in order to vote, he or she shall have been a member for 30 days preceding the meeting at which the vote is taken. When a member speaks on an issue in which he has a financial or business interest, the member shall so declare.

### Section 2 Qualifications of Members

All persons whose principle residence (as recognized by the D.C. Board of Elections) is within the boundaries of the **District of Columbia**, and/or who is the owner or Chief Executive Officer of a business, church, school or non-profit agency or organization whose principle office is located within the boundaries of the Corporation, shall be eligible to become a member of the Corporation. The owner or Chief Executive Officer of entities noted above may designate in writing an official voter on behalf of their entity.

### Section 3 Admission of Members

Applicants shall be admitted to membership upon payment of annual dues as specified in the following sections of this Bylaw. The term of membership is for the calendar year in which dues are paid.

### 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 resolution of the Board of Directors and authorized 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 during regular business hours.

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 for value a membership or any right arising there from. 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 the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the corporation.

(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 Board of Directors in accordance with the quorum will hold the hearing and voting rules set forth in these Bylaws applicable to the meetings of the Board. 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 Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board 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 balance remaining for the period of the dues payment.

#### Section 10 Rights on Termination of Membership

All rights of member 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.

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

#### Section 1 Place of Meetings

Meetings of members shall be held at such 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 December of each year, at 7 PM, for the purpose of electing 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 November each year. The annual meeting of members for the purpose of electing Officers shall be deemed a regular meeting.

All other Regular Meetings of the Corporation shall be held on the 2nd Thursday of each month, except when that date conflicts with established holidays.

### Section 3 Special Meetings of Members

The president of the corporation will call a special meeting of the members upon the written request of 5 members of the Board of Directors or five percent (5%) or more of the members.

### Section 4 Notice of Meetings

(a) Notice of Regular Membership Meetings. The Regular Meetings of the Corporation shall be held on the 2nd Thursday of each month, except when that date conflicts with established holidays. In these cases, the Board of Directors shall set an alternate Regular Meeting date, and the membership shall be provided notice no later than 72 hours prior to the Regular Meeting date or the alternate meeting date, whichever occurs first.

(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 thirty-five (35) nor more than ninety (90) 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) 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:

- (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 10 voting members plus 2 officers of the corporation.

The members present at a duly called and held 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 and 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.

#### Section 6 Majority Action As Membership Action

Every act or decision done or made by a majority of voting members present in person 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 is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote.

#### Section 8 Proxy Voting

Members entitled to vote shall not be permitted to vote or act by proxy, and no provision in the Bylaws shall be construed to permit any member to vote or act by proxy.

#### Section 9 Conduct of Meetings

Meeting of member 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. The person presiding over the meeting will appoint a note taker.

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

### Section 2 Composition

The Board shall consist of the elected officers and the chairpersons of the Corporation Committees. In addition, the President may appoint other members to the Board of Directors as may be determined appropriate or necessary (provided they meet membership qualifications), subject to confirmation by the Board of Directors. The President of the Corporation shall preside over the board meetings, but shall be a nonvoting member except in case of a tie vote.

### Section 3 Election and Removal of Directors

(a) *Election*--Officers shall be elected by the membership of the corporation present at the annual meeting of the corporation held in December of each year. The term of office runs from January 1 through December 31 of the following year. The elected officers comprise the Board. The President appoints all other members of the Board as prescribed in Section 2 of the article.

(b) *Removal*--Any Director who is absent from more than four (4) regular meetings of the Corporation within any calendar 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 Board.

### Section 4 Vacancies

In the event a vacancy in a officer position occurs, the Board shall request that a new officer be elected at the second regular membership meeting after the vacancy occurs. The new officer shall serve during the remainder of the calendar year.

### 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 directed or required by law, the Articles of Incorporation, or these bylaws to be exercised or performed by or are assigned upon

or served to others, including the power to appoint and remunerate agents and employees as directed by the general membership.

## **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 elected members of the Board of Directors may serve as Officers.~~ In the event the membership creates other Officers, the Membership shall have the power to prescribe the duties and responsibilities of and fill such offices. No person may hold more than one elected office, and any candidate for office must have been a member of the Corporation for at least 6 months prior to nomination.

### Section 2 Vacancies

In the event a vacancy occurs among the Officers, the Membership shall elect, by simple majority vote of a quorum of the regular membership meeting, a new officer from among the members.

### Section 3 President

The president shall be the Chief Executive Officer of the Corporation as well the President of the Board. The President performs the following duties:

- Preside at all regular and special meetings of the corporation
- Preside at the meetings of the Board of Directors
- Create and distribute the agenda for all membership and board meetings
- Sign and execute all contracts in the name of the Corporation that are approved by the membership
- Serve as the Corporation's official spokesperson
- 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 Vice-President shall perform the duties of that office. 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 maintain a record 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 of the Corporation.

### 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 Treasurer shall also keep a roster of paid members. The President or the Treasurer shall disburse the funds of the corporation as may be ordered by the membership taking proper vouchers for such disbursement. 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*** ***Elections***

Election of officers shall be held at the Annual Meeting of the Corporation.

### Section 1 Nominating Committee

The Board of Directors shall appoint a Nominating Committee of up to 5 members in September of each year. The Nominating Committee shall report its nominations at the October Regular Meeting of the Corporation. Further nominations for any position may be made from the floor at that time. All candidates for office will address the membership at the November Regular Meeting.

### Section 2 Notification of Membership

A written announcement listing the candidates for office will be made available to the membership no later than November 15th.

### Section 3 Election Procedures

The election for officers will be conducted as follows:

1. The vote shall be taken by secret ballot;
2. Eligibility to vote will be determined by the presence of the members' name on the Treasurer's membership roster, along with an acceptable piece of identification (drivers' license, voter registration card, or other picture I.D.).
3. Tellers to count the ballots and certify the election shall be chosen by the Board of Directors.

**NOTE: If there is only one candidate for any office, that candidate can be elected by acclamation, without a secret ballot, at the December meeting**

## **ARTICLE VIII** **Committees**

### Section 1. Committee Structure

The President and membership shall develop committees for the management of the affairs of the Corporation. These Committees shall be of two kinds: standing committees and ad hoc committees.

### 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.

### Section 4 Standing Committees

Standing committees shall be appointed by the President and approved by the membership. The term of a standing committee ends when the President leaves office.

### Section 5 Ad Hoc Committees

Ad Hoc Committees shall be appointed by the President and approved by the membership. In establishing an Ad Hoc Committee, the President and membership shall establish when and how the committee's function shall end.

### Section 6 Committee Membership Recruitment

The President and membership may delegate recruitment responsibilities and authority to the leadership of a committee.

## **ARTICLE IX** **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, advised, or in keeping with good judgment, convenience, or legal powers.

# ***ARTICLE X*** ***Finance***

## Section 1 Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies as the membership from time to time determine.

## Section 2 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, the President shall sign by the Treasurer and these instruments of indebtedness.

## Section 3 Gifts

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

#### Section 4 Fiscal year

The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of the same year.

#### Section 5 Financial Statement

The Treasurer will report orally or in writing on financial operations and conditions of the Corporation at each membership meeting.

#### Section 6 Disbursement of Funds

The funds of the Corporation may be disbursed only by the Treasurer, on the order of the President when \$100.00 or less, and on the order of the membership of the Corporation when more than \$100.00. All funds will be disbursed by check signed by the Treasurer. If the Treasurer is absent or unable to serve, the President and/or one of the other Officers may sign checks.

### ***ARTICLE XI 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.

#### Section 2 Mailing Lists

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

#### Section 3 Inspection

Any member of the Corporation through its authorized officers, agents, or counsel may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

### ***ARTICLE XII Prohibitions and Limitations on Activities***

#### Section 1 Political Campaigns

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 in 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 exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provision of any future income tax law.

## ***ARTICLE XIII*** ***Amendment of Bylaws***

### Section 1 Amendments

Any member may propose to amend these bylaws at any regular meeting of the Corporation. If such a proposal is twice seconded, then the specific language of the proposed amendment shall be provided to the membership before the next regular meeting of the Corporation. The proposed amendment will be voted on at that meeting. 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 2 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 provision of any future United State 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 provision of any future United State Internal Revenue law