

# BYLAWS OF FORT GAINES CITIZENS ASSOCIATION

(Formed under the District of Columbia nonprofit Corporation Act)

## Article I – Offices

### Section 1.01 Location

The principal office of the Corporation shall be located within or without the District of Columbia, as such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such places as may be designated by the Board of Directors.

## Article II – Members

### Section 2.01 Qualifications

There shall be one class of members of the Corporation. In order to qualify as a member of the corporation, persons must demonstrate that they own a home in the Fort Gaines neighborhood. The Fort Gaines neighborhood is bordered by Van Ness St, 45<sup>th</sup> St., Massachusetts Ave. and 44<sup>th</sup> Street. Ownership of a partial interest in a home entitles a person to the rights of membership (e.g., if two or more persons share ownership of a home, each person is entitled to vote individually.) A homeowner may give his/her written proxy to vote as a member to an occupant who is not an owner.

### Section 2.02 Meetings

An annual meeting of the Members will be held at a date and place to be determined by the Board of Directors. Special meetings of members may be called by the President, the Secretary, or the Board of Directors. A special meeting of members may be called by members having at least 1/20<sup>th</sup> of the votes entitled to be cast as such meeting.

### Section 2.03 Notice

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose of purposes for which the meeting is called, shall be delivered not less than 10 or more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

## Section 2.04 Rights and Duties of Members

Members may elect the Board of Directors at an annual meeting. Members may also vote on an agenda of items which the Board of Directors will attempt to fulfill that year. As a condition of membership, each member must pay annual dues of \$20 in order to vote.

## Section 2.05 Voting

Each member shall have one vote. A member may vote in person, virtually or may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

## Section 2.06 Quorum

Members having at least 1/10<sup>th</sup> of the votes entitled to be cast represented in person, virtually or by proxy shall constitute a quorum. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by law. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough member to leave less than a quorum.

# Article II – Board of Directors

## Section 3.01 Power of the Board

The affairs of the Corporation shall be managed by the Board of Directors. Directors must be homeowners with the Fort Gaines Neighborhood.

## Section 3.02 Number of Directors

The number of directors of the Corporation shall be a maximum of fifteen and no less than three. The number of directors may be increased by amendment to the Bylaws.

## Section 3.03 Election of the Term of Directors

The Board of Directors shall serve until such time as they resign or are removed from office by a majority vote. If any vacancy occurs, the remaining directors shall nominate a new director who must be elected by 2/3 of the Board.

## Section 3.04 Vacancies

Any vacancy occurring on the board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of 2/3 of the directors then in office.

## Section 3.05 Removal of Directors

A director may also be removed with or without cause at any time by a majority of the Board, provided that such action is taken at a meeting of the Board called expressly for that purpose.

## Section 3.06 Resignations

Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make in effective.

## Section 3.07 Quorum of Directors and Action by the Board

Unless a greater proportion is required by law, three directors shall constitute a quorum for the transaction of business, provided, however that in no event shall a quorum consist of less than one-third of the number of directors so fixed. Except as otherwise provided by law or the Articles of Incorporation or these Bylaws, the act of majority of the directors present at a meeting at which a quorum is present shall be act of the Board.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

## Section 3.09 Informal Action by Directors; meetings by Telephone

Unless otherwise restricted by the Articles of Incorporation or the Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a Committee of the Board by means of telephone.

## Section 3.10 Compensation of Directors

The directors shall receive no compensation.

# Article IV – Committees

## Section 4.01 Committees; Authority

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in management of the Corporation may be designated and appointed by resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed on him/her by law.

## Article V – Officers, Agents and Employees

### Section 5.01 Officers

The Board of Directors shall elect by majority vote a President, a Secretary and a Treasurer, and it may, if it so determines, elect or appoint one or more Vice-Presidents and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these bylaws. Any two or more offices may be held by the same person except the offices of the President and Secretary.

### Section 5.02 Term of Office and Removal

Each officer shall hold office for the term of one year for which is elected or appointed and until his/her successor has been elected appointed and qualified. Unless otherwise provided by resolution of the Board of Directors, all officers shall be elected or appointed at the annual meeting of the Board. Any officer may be removed by the Board of Directors whenever in its judgement the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his/her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

### Section 5.03 Powers and Duties of Officers

Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in the Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

- A. President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to the office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors. The President or his/her designee shall supervise fund raising and disbursement of funds.
- B. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with the Bylaws or as required by law, and, in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have the authority to affix the same to any instrument requiring it; and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

- D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He/she shall keep or cause to be kept complete and accurate accounts of receipts and disbursement of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors by designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He/she shall at all reasonable times exhibit the books and accounts of any officer or directory of the Corporation, and shall perform all duties incident to the office of treasurer, subject to the supervision of the board, and such other duties as shall from time to time be assigned by the Board.

## Section 5.04 Agents and Employees

The Board of Directors may appoint agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## Article VI – Miscellaneous

### Section 6.01 Fiscal Year

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

### Section 6.02 Corporate Seal

The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

### Section 6.03 Checks, Notes and Contracts

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

### Section 6.04 Books and Records to be Kept

The Corporation shall keep at its registered office in the District of Columbia (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and any committee having any of the authority of the Boards, and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

### Section 6.05 Amendment of Articles and Bylaws

The Articles of Incorporation may be amended by a 2/3 vote of all directors then in office.

## Section 6.06 Indemnification and Insurance

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall be limited to, counsel fees and other fees; costs and disbursements; and judgement, fines and penalties against, and amounts paid in settlement by such director, officer or employee; the defense of any director, officer or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorized the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against the liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

If any part of the Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

## Section 6.07 Loans to Directors and Officers

No loans shall be made by the Corporation to its director or officers.