

BYLAWS
OF
SHERIDAN-KALORAMA NEIGHBORHOOD COUNCIL

ARTICLE I
NAME

The name of this non-profit corporation is Sheridan-Kalorama Neighborhood Council, and it is hereinafter referred to in these Bylaws as the Corporation. Sheridan-Kalorama, as used in the name of Corporation, shall be understood to be that area bounded on the east by Connecticut Avenue NW and Florida Avenue NW, on the south by the 2200 block of Q Street NW, on the west by Massachusetts Avenue NW (from Florida Avenue NW through Sheridan Circle to Belmont Road NW, including Waterside Drive NW), and on the north by Rock Creek Park.

ARTICLE II
OBJECT

The objectives of the Corporation shall be to preserve the historic character and to enhance the aesthetic values of Sheridan-Kalorama, to help serve the interests of the residents and homeowners by uniting them, and to assist in maintaining the area as a desirable residential neighborhood. To these ends, the Corporation will act on matters which affect Sheridan-Kalorama and Washington, D.C., including maintenance of Sheridan-Kalorama as an in-town area of homes and gardens.

ARTICLE III
BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors, which will also be known as the Executive Committee. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be thirteen, or such other number as shall be decided by the Directors from time to time, so long as that number shall not be less than three or more than fifteen.

3. Terms. The Directors shall serve terms of three years or until their successors are elected and qualified. Directors may succeed themselves in office. The Board of Directors may establish a procedure so that after the expiration of the terms of the initial Directors one-third of the membership of the Board of Directors is elected each year.

4. Election. The Directors shall be elected to the Board of Directors, also known as the Executive Committee, by the majority vote of all other Directors.

5. Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

6. Removal. The vote of a majority of the number of the Directors established by these bylaws shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.

7. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by the remaining Directors at any regular or special meeting.

8. Meetings. (a) The Board of Directors shall provide by resolution the time and place, whether within or without the District of Columbia, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors then in office, who may fix any place, whether within or without the District of Columbia, as the place for holding any special meeting.

9. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previous thereto by written notice delivered personally, electronic methods or mail delivered to each director at his physical or electronic address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any 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 notice of such meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person of at least one third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than one third of the Directors are present in person at said meeting, a majority of those present may adjourn the meeting from time to time without further notice.

11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other or may vote by mail ballot.

12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

13. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV **OFFICERS**

1. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including a Chairman of the Board and an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Selection. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. Removal. Any officer, except the President, elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The President shall be removed only upon a two-thirds vote of the Directors.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Directors. In the normal course of business, the President shall seek the approval of a majority of the Board of Directors of expenditures in excess of \$1,000.

6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, compliance with statutory reporting requirements, tax returns, and tax payments.

7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

8. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE V **NON-VOTING MEMBERS**

1. Membership. The following residents of or homeowners in Sheridan-Kalorama who are in agreement with the objects stated in Article II hereof, and have paid their membership dues are eligible for membership of the Corporation:

- (a) resident homeowners;
- (b) non-homeowner residents, apartment or multiple owners and lessees, commercial or institutional owners or managers; and
- (c) Foreign Embassies and Chanceries.

2. Suspension or Termination of Membership. The Board of Directors by affirmative vote of a majority of all of its members, may suspend or expel a member for cause or terminate the membership of any member who becomes ineligible for membership. Any such member shall be accorded the opportunity of an appropriate hearing by the Board of Directors prior to final action with respect to his membership.

3. Dues. The membership dues shall be as fixed by the Board of Directors from time to time, and shall be payable by each member when he joins the Corporation and annually thereafter. There may be further assessments of the members, when authorized by the Board of Directors, which shall be voluntary.

ARTICLE VI
COMMITTEES

1. Authority. (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. 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 upon it or him by law.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the Chairman as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6. Board of Trustees. The Board of Directors may appoint a Board of Trustees to act as informal advisors to the corporation. The Board of Directors may establish by resolution the

compensation and functions of the Board of Trustees. No such Board of Trustees may exercise the powers of the Corporation.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, 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 specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Funds. 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.

ARTICLE VIII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE X
SEAL

The Board of Directors may provide a corporate seal which shall be in a form selected by a resolution of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE XII
PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XIII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Directors present at any regular meeting or at any special meeting, if at least seven days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.