

BYLAWS OF THE PENN BRANCH COMMUNITY ASSOCIATION

ARTICLE I. NAME AND MISSION

Section 1.01 Name. The name of the organization is the Penn Branch Community Association (“PBCA”). It is a non-profit organization incorporated under the laws of the District of Columbia Nonprofit Corporation Act of 2010, as amended.

Section 1.02 Mission. The Mission of PBCA is to enhance the quality of life of Penn Branch residents and property owners by engaging in activities that support and improve our beautiful neighborhood. PBCA encourages residents and owners to participate in community activities and to foster a welcoming spirit and civic pride in our neighborhood. PBCA seeks to keep residents and owners informed of important neighborhood issues and represents the interests of our neighborhood before governmental and other entities.

Section 1.03 Fiscal Year. PBCA’s fiscal year shall run from January 1 through December 31.

Section 1.04 Boundaries. PBCA’s boundaries shall be the inter-parks area bounded by the Pope Branch Creek to the northeast, Fort Davis Park to the southeast, Pennsylvania Avenue SE (both sides of street) to the southwest, and Branch Avenue SE (both sides of street) to the northwest, as depicted in the map in Appendix A.

ARTICLE II. MEMBERSHIP

Section 2.01 Voting Membership. Any person who (i) is eighteen (18) years of age or older; (ii) resides in the area set forth in preceding Section 1.04 of these Bylaws; and (iii) completes registration and makes full payment of the annual dues by the end of January of the applicable year (or within 90 days of otherwise meeting the requirements for eligibility) or such later date as agreed to by the Board of Directors (the “Board”) is eligible for a voting membership in PBCA. Annual dues must be paid at least one week before any vote in which a member wishes to participate. Any such Voting Member shall be entitled to vote on any business before PBCA.

Section 2.02 Non-Voting Membership. Any person who does not meet the requirements to become a Voting Member may join PBCA as a non-voting member upon registration and full payment of the annual dues by the end of January of the applicable year (or within 90 days of otherwise meeting the requirements for eligibility) or such later date as agreed to by the Board. This entitles the person to receive all general communications from PBCA and to participate in PBCA’s listserv. These members do not have voting rights.

Section 2.03 Term of Membership. Membership shall be on an annual basis, which shall coincide with PBCA’s fiscal year; *provided, however*, that any member may resign at any time upon written notice to the Secretary of PBCA (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary). A member shall not transfer a membership or any right arising therefrom.

Section 2.04 Lapsed Memberships. Membership in PBCA and voting rights are automatically terminated whenever a member no longer meets the requirements for membership.

Section 2.05 Fees and Dues. The annual dues payable to the association by members shall be proposed by the Board of Directors and put to a majority vote at the annual meeting, as set forth below in Section 3.01 of these Bylaws.

Section 2.06 Membership Record. The association shall keep a membership record containing the name, physical address, and electronic mail address (if applicable) of each member. Termination of the membership of any member shall be recorded together with the date of termination of such membership.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01 Regular Meetings. Regular meetings open to all Members shall be held on the second Tuesday of every month for the period beginning in September and ending in June. An annual meeting of the Voting Members shall be held for the election of Directors and Officers and the transaction of other business as may properly come before the Voting Members on the second Tuesday of October, or, if such date shall be a public holiday or in the event such date is not practicable due to extraordinary circumstances, on an alternate date as determined by the Board. During the Annual Meeting, the Board will present an annual report that includes year-to-date financials, officer and committee inputs, the proposed annual dues amount, and an estimated topline budget for the year that includes target events that may have resource implications. The proposed dues and budget will be put to a majority vote at the Annual Meeting. In advance of the Annual Meeting, the Board will convene an Audit Panel composed of at least two Voting Members who are not Directors or officers. The Audit Panel will review year-to-date financials with the Treasurer and Board to certify their accuracy at the Annual Meeting. In advance of the February meeting, the Audit Panel will review end-of-year financials and draft tax reporting forms with the Treasurer and Board to certify their accuracy at the February meeting.

Section 3.02 Special Meetings. Special meetings of the Voting Members may be called by the President or at least three members of the Board. Special meetings may also be convened by Voting Members, provided that such members have secured at least 20 signatures from the Voting Members and presented the request to the Board. The Board will then call the meeting and provide at least 14 days' notice of the meeting in accordance with the requirements set forth below in Section 3.04 of these Bylaws.

Section 3.03 Place and Time of Meetings. Meetings of Members may be held at such place and at such hour as may be fixed in the notice of the meeting. Meetings, including special meetings, may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Voting Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to Voting Members, pose questions, and make comments.

Section 3.04 Notice of Annual and Special Meetings. Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) or more than sixty (60) days before the date of the meeting, either personally or by electronic mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Voting

Member. If sent by electronic mail, such notice shall be deemed to be delivered when sent, addressed to the Voting Member at his or her email address as it appears on the records of PBCA.

Section 3.05 Quorum. Ten (10) Voting Members shall constitute a quorum at a meeting for the transaction of any business. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be the action of the Voting Members. The Voting Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present. To the fullest extent permitted by law, Voting Members who vote by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present in person for the purposes of this section.

Section 3.06 Vote. As provided in the Articles of Incorporation, each Voting Member shall have one vote.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Board Generally. The activities and affairs of PBCA shall be managed by the Board.

Section 4.02 Number and Eligibility of Directors. There shall be a Board comprised of at least six (6) and up to nine (9) Voting Members, who shall be called "Directors." All Directors shall also be officers of PBCA as set forth in more detail in Article V of these Bylaws. The number of Directors and officers shall stand at six (6) unless and until the Voting Members approve additional Director positions, totaling no more than nine (9). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 4.03 Election and Term of Directors. The Voting Members shall elect individuals to serve as a Director and officer of PBCA at the annual meeting of Voting Members. Each individual elected to serve as a Director and officer will hold office for a term of two years until his or her successor is elected and qualified. A Director and officer may serve a maximum of three consecutive two-year terms in the same position. Individuals elected to serve as a Director and also as either the President, Second Vice President, Treasurer, or Communications Director shall be elected in even years. Individuals elected to serve as a Director and also as either the First Vice President, Secretary, or Parliamentarian shall be elected in odd years. Individuals elected as Directors and officers shall be sworn into office during the December meeting and will preside over the January meeting.

Section 4.04 Vacancies. Any vacancy occurring in the Board shall be filled in the same manner as the filling of vacancies of officers as set forth in Section 5.04 of these Bylaws.

Section 4.05 Removal and Resignations of Directors. A Director may be removed at any time, in one of two ways: 1) by the vote of a majority of the Directors then in office; or 2) by a two-thirds vote of the present Voting Members at a special meeting that the Board must call after

receiving a written petition for officer removal signed by at least 20 Voting Members. Any Director and officer of PBCA may resign at any time by delivering a signed notice to the Board or to the President or to the Secretary of PBCA. Such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. Any Director and officer of PBCA forfeits their position in the event they no longer reside in the community, consistent with the requirements to be a Voting Member and an officer, as set forth in Sections 1.02 and 4.02 of these Bylaws.

Section 4.06 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the number of Directors in office shall constitute a quorum for the transaction of business; *provided, however*, that in no event shall a quorum consist of less than one-third (1/3) of the number of Directors or two (2) Directors, whichever is greater. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board. The membership shall be informed promptly of all Board actions. Official resolutions on behalf of PBCA shall be presented to Voting Members for adoption by a majority vote.

Section 4.07 Meetings of the Board. Meetings of the Board, regular or special, may be held at such place, at such hour, and upon such notice as may be prescribed by resolution of the Board. Minutes of formal Board meetings and informal action shall be made available to Voting Members within 14 days of the meeting or action.

Section 4.08 Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these 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 the 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 regular or special meeting of the Board or a committee of the Board through the use of, or by means of, communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting.

Section 4.09 Duties of the Board. The Board's responsibilities and powers shall include, but not be limited to, the following:

- a. Selecting priority issues and activities for carrying out the mission of PBCA and for maintaining and encouraging involvement in PBCA.
- b. Preparing and presenting to the members the annual budget, including proposed membership dues, and reporting regularly to the members on the budget.
- c. Representing the interests of PBCA on all matters in accordance with these Bylaws.
- d. Actively promoting communication with the membership and among members with a view to increasing membership involvement in PBCA.

- e. Overseeing the day-to-day affairs of PBCA.
- f. Appointing delegates to city-wide federations and representatives to any other organization the Board elects to join.
- g. Obtaining membership approval prior to adopting a formal resolution on behalf of the organization or initiating or joining any legal action.
- h. Establishing committees pursuant to Article VI below.

Section 4.10 Prohibition on Board Compensation. No member of the Board shall be paid for services rendered to PBCA, either directly or through an organization of which the Board member is a principal, except that Directors may be reimbursed for documented expenses incurred in the performance of their duties to PBCA, in reasonable amounts, as approved by a majority of the entire Board.

ARTICLE V. OFFICERS

Section 5.01 Officers Generally. The officers of PBCA shall consist of a President, First Vice President, Second Vice President, Secretary, Communications Director, Treasurer and Parliamentarian. The Voting Members shall elect individuals to serve as officers who shall also be elected as Directors as set forth in more detail in Article IV above. The individual elected to serve as the President shall have met all of the requirements to serve as a Voting Member for at least one year before his or her election. The Board may, if it so determines, recommend that the Voting Members elect or appoint one or more other officers and assistant officers as may be deemed necessary, and the Voting Members may make such elections or appointments. Any two or more offices may be held by the same person except the offices of President and Treasurer.

Section 5.02 Terms of Office. Each individual elected to serve as an officer and a Director shall hold office for a term of two years until his or her successor has been elected or appointed and qualified. An officer and Director may serve a maximum of three consecutive two-year terms in the same position. Individuals elected to serve as a Director and also as either the President, Second Vice President, Treasurer, or Communications Director shall be elected in even years. Individuals elected to serve as a Director and also as either the First Vice President, Secretary, or Parliamentarian shall be elected in odd years. Individuals elected as officers and Directors shall be sworn into office during the December meeting and will preside over the January meeting.

Section 5.03 Removal and Resignations of Officers. An Officer may be removed at any time, in one of two ways: 1) by the vote of a majority of the Directors then in office; or 2) by a two-thirds vote of the present Voting Members at a special meeting that the Board must call after receiving a written petition for officer removal signed by at least 20 Voting Members. Any officer and Director of PBCA may resign at any time by delivering a signed notice to the Board or to the President or to the Secretary of PBCA. Such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time.

Section 5.04 Vacancies. Vacancies of officers and Directors shall be filled by the Board, which will appoint Directors and officers. In the case of a vacancy in the office of the President, the First Vice President shall be appointed to fill the vacancy of the President, and the Second Vice President shall be appointed to fill the vacancy of the First Vice President. All individuals elected or appointed to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 5.05 Duties. The duties of the officers shall include the following, subject to additions as agreed by unanimous consent of the Board:

- a. The PRESIDENT shall call and preside over meetings of PBCA members and the Board; nominate for Board approval representatives to non-PBCA organizations; act as chief executive officer of PBCA; manage its affairs; and execute contracts for PBCA as authorized by the Board and the Voting Members.
- 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 First Vice President. The Second Vice President shall compile and brief committee reports during regular meetings of Voting Members.
- d. The SECRETARY shall be responsible for recording the proceedings of membership meetings and the meetings of the Board. The Secretary shall provide written minutes of Board meetings, shall maintain all permanent records, and perform such other duties as the President may prescribe. Minutes from Board meetings and the Voting Member meetings shall be available to members within fourteen (14) days following the meeting date.
- e. The COMMUNICATIONS DIRECTOR shall be responsible for all written communications to parties or entities outside of the Board, including without limitation City Council representatives, government officials, guest speakers, media, social media, local businesses, etc. The Communications Director shall be responsible for relaying Board guidance to Block Captains and supporting their activities. The Communications Director shall also be responsible for collecting any PBCA mail from the local U.S. Post Office Box or from courier/delivery services and distributing it to the appropriate Board member.
- f. The TREASURER shall be responsible for the receipt, custody, and disbursement of all PBCA funds. The Treasurer shall keep all necessary accounts and financial records, make a financial report at each meeting of the general membership and of the Board, and present a written annual report and financial statement to the

membership each calendar year. The Treasurer shall have the authority to draw checks in the name of PBCA as authorized by the budget. The Treasurer shall maintain the formal record of members, provide receipts for membership dues and donations, and provide updated membership and financial records monthly to the Secretary for historical record-keeping.

- g. The PARLIAMENTARIAN shall be responsible for maintaining order in all meetings and ensuring PBCA Board and Voting Member meetings are conducted in accordance with the latest version of *Robert's Rules of Order*. In any instance in which there is a conflict with these Bylaws, these Bylaws shall govern PBCA proceedings. In any ambiguous circumstances, the Parliamentarian shall, in consultation with the Board, recommend and implement special rules of order.

ARTICLE VI. ADVISORY COMMITTEES

Section 6.01 Committees Generally. The Board may create or authorize the creation of one or more advisory committees whose members need not be Directors, provided that at least one member is a Director. An advisory committee shall not (i) be a committee of the Board; or (ii) exercise any powers of the Board. Advisory committees may make recommendations to the Board and any action on behalf of the association must be approved by the board.

Section 6.02 Specific Committees. At a minimum, advisory committees shall consist of the following committees: membership and block captains committee; legislative committee; public works committee; hospitality, events, and benevolence committee; and nominating and leadership development committee.

Section 6.03 Committee Members. The Board shall appoint the chair of each committee by a majority vote of the Board members then in office and work in conjunction with the chair to recruit committee members. All committee members shall meet the requirements of a Voting Member. A committee chair or member may be removed by a majority vote of the Board members then in office. A member of a committee may also be removed by a 2/3 vote of the members of that committee.

Section 6.04 Activity Reports. Committee chairs shall submit activity reports to the Board by the end of each month, and all committee activities shall be briefed during regular meetings of the Voting Members.

ARTICLE VII. NONDISCRIMINATION

Section 7.01 PBCA 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 VIII. AMENDMENTS

Section 8.01 The Articles of Incorporation and these Bylaws may be amended by two-thirds vote of the Voting Members pursuant to D.C. Code § 29-408.03. A Voting Member meeting the requirements of membership must submit a petition signed by at least 10 Voting Members meeting the requirements of membership to the Board, and the Board shall consider the petition at one of the next two regular Board meetings, following which it will make a recommendation to the Voting Members and deliver notice of a special meeting of the Voting Members to approve any amendments to the Bylaws. Two-thirds of the Voting Members present must vote in favor of the amendment for it to be adopted. An amendment that has not been accepted may be reconsidered after at least six months. The Bylaws should be reviewed for compliance with current law and community needs at least every five years in their entirety, and the Board should call for any proposed Bylaw changes at that time

ARTICLE IX. MISCELLANEOUS

Section 9.01 Checks, Notes, and Contracts. Unless otherwise determined by the Board, the President and the Treasurer shall be authorized from time to time on PBCA'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; provided, however, that the President and the Treasurer shall obtain advance approval in writing from the Board.

Section 9.02 Records and Reports. PBCA shall:

- a. keep as permanent records minutes of all meetings of the Voting Members and the Board and records of all actions taken by the Voting Members and the Board without a meeting;
- b. maintain accounting records in accordance with generally accepted accounting principles; and
- c. comply with the requirements under the District of Columbia Nonprofit Corporation Act of 2010, as amended, that are related to a director or member's right to inspect the records of PBCA.

Section 9.03 Newsletter and Website. Items in the Newsletter and Website shall be limited as stated in the purpose and mission statement of PBCA. The Newsletter shall not be used for paid advertisements; only material regarding nonsectarian, educational, and charitable organizations and activities relevant to the community will be posted.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 10.01 Unless otherwise prohibited by law, PBCA may, by resolution of the Board, indemnify any director or officer, any former director or officer, or any person who may have

served at its request as a director, officer, committee member, partner, or other entity whether for profit or not for profit to the fullest extent permitted under the law.

Section 10.02 The Voting Members may authorize by 2/3 vote the purchase of insurance on behalf of any director, officer, committee member, or partner against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, or partner or out of acts taken in such capacity, whether or not PBCA would have the power to indemnify the person against that liability under law.

Appendix A. Boundary Map

