

**BYLAWS
OF
THE HILLCREST COMMUNITY CIVIC ASSOCIATION**
Last modified September 2, 2006

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of The Hillcrest Community Civic Association is located at the Lutheran Church of The Holy Comforter at Alabama and Branch Avenues, S.E. in The District of Columbia (Washington, D.C.)

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another within the District of Columbia by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____	Dated: _____, 20 ____
_____	Dated: _____, 20 ____
_____	Dated: _____, 20 ____

SECTION 3. OTHER OFFICES

The association may also have offices at such other places, within or without The District of Columbia, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRS SECTION 501(c)(3) PURPOSES

This association is organized exclusively for one or more of the purposes as specified in Section 502(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this association shall be:

- To ensure that the best possible services are accorded to the residents of the Hillcrest Area;
- To act as a voice/representative with locally elected and/or appointed government officials and business entities;
- To conduct community forums that allow citizens to voice their concerns;
- To evaluate the performance of public and private officials, agencies, and organizations; and,
- To provide worthwhile services to the community as recommended or required.

ARTICLE 3 **DIRECTORS**

SECTION 1. NUMBER

The association shall have a minimum of seventeen (17) directors and a maximum of twenty-one (21), collectively, they shall be known as the Board of Directors. These directors shall consist of the eight (8) elected officers (President, First Vice President, Second Vice President, Recording Secretary, Correspondence Secretary, Treasurer, Chaplain, and Parliamentarian); eleven (11) at-large directors who will each chair one of the eleven (11) standing committees (Environmental/Beautification, Youth and Education, Fundraising, Information, Legislation, Membership, Public Safety, Recreation, Strategic Communications, Garden Tour, and Hospitality).

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in the District of Columbia. Other qualifications for directors of this association shall be as follows:

- Live within the service area of the Hillcrest Community Civic Association, or be deemed by the board to have a significant interest in community;
- Pay annual membership dues for the current year; and,
- Be eighteen years of age or older.

SECTION 3. POWERS

Subject to the provisions of the laws of the District of Columbia and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this association, the activities and affairs of this

association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the association;
- (c) Supervise all officers, agents and employees of the association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the association, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of two years and until his or her successor is elected and qualifies.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the association unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of the Directors shall be held on the first Saturday of each month at 10:00 A.M., unless such day falls of a legal holiday, in which event the regular meeting shall be held at the same hour and place on the subsequent Saturday.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the First Vice-President, the Second Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of the District of Columbia to call special

meetings of the board. Such meetings shall be held at the principal office of the association or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Regular Meetings, No notice need be given of any regular meeting of the board of directors.
- (b) Special Meetings, At least one week prior notice shall be given by the Secretary of the association to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- (c) Waiver of Notice, Whenever any notice of a meeting is required to be given to any director of this association under provisions of the Articles of Incorporation, these Bylaws, or the law of the District of Columbia, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- (d) Notice of regular or special meetings may be given in writing, by mail, by fax, or e-mail at the electronic address of each individual member of the board of directors.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the

board of directors may be taken without meeting using electronic communication equipment if all members are notified in writing at his or her electronic address.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the association or, in his or her absence, by a the First Vice President of the association or, in his/her absence by the Second Vice President or in the absence of all of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Meetings of the board of directors may be conducted through electronic communication equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting, unless otherwise restricted by the Articles of Incorporation or these Bylaws.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Corporation Counselor or other appropriate agency of the District of Columbia.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the District of Columbia.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or his death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the association.

SECTION 16. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS AND OFFICERS

The directors and officers of the association shall be indemnified by the association to the fullest extent permissible under the laws of the District of Columbia.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association (including a director, officer, employee or other agent of the association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 **OFFICERS**

SECTION 1. DESIGNATION OF OFFICERS

The officers of the association shall be a President, a First Vice President, a second Vice President, a Recording Secretary, a Corresponding Secretary, a Parliamentarian, a Treasurer, and a Chaplain. The association may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, General Attorney and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person may serve as officer of this association provided they qualify under Article 3, Section 2 of these Bylaws.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers may be elected by the Membership, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Regular elections shall be held in November every two years. Terms begin in January. No later than one hundred twenty (120) days prior to the term of office (September), notice to the membership shall be given and a nominating committee shall be formed. Thirty (30) days hence (October), the nominating committee shall report to the membership a slate of candidates; sixty (60) days hence (November), election of officers and directors will be held for all vacant positions.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Membership, at any time. Any officer may resign at any time by giving written notice to the President or Secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or

at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the association.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President next in rank shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The First and Second Vice Presidents shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Membership.

SECTION 8. DUTIES OF RECORDING SECRETARY

The Recording Secretary shall certify and keep at the principal office of the association the original, or a copy, of the Bylaws as amended or otherwise altered to date. Keep at the principal office of the association or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. Be custodian of the records and the seal of the association and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the association. Exhibit at all reasonable times to any director of the association, or to his or her agent or attorney, on request, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the association. In general, perform all duties

incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF THE CORRESPONDING SECRETARY

The Correspondence Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Keep at the principal office of the association a correspondence book containing copies of correspondence, the Bylaws, the correspondence book. In general, perform all duties incident to the office of Correspondence Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the association from any source whatsoever. Disburse, or cause to be disbursed, the funds of the association as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the association, or to his or her agent or attorney, upon request thereof. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the association. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. DUTIES OF CHAPLAIN

The Chaplain shall open and close all meetings of the association with an observance deemed appropriate by the membership.

SECTION 12. DUTIES OF THE PARLIAMENTARIAN

The Parliamentarian shall be furnished with a copy of the Bylaws of the Hillcrest Community Civic Association; a copy of Robert's Rules of Order, and upon request from the Chair shall interpret the rules of the organization.

SECTION 13. DUTIES OF THE HISTORIAN

The Historian shall collect, assemble, protect, preserve, and present in appropriate forms and venues the history of the performance and results of the work of the Association, its Officers, committees and affiliations.

ARTICLE 5 **COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of ten (10) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the association, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. ENVIRONMENTAL/BEAUTIFICATION COMMITTEE

The function of the committee is to promote the preservation of a green, healthy and clean community by monitoring, informing, and educating on pollutants that threaten our air, trees, streams, landscapes, and parks. Additional functions include: to serve as a liaison to local and federal agencies on sanitation concerns such as rodent and insect infestation; to enhance the appearance of the community's public spaces, commercial and private dwellings; to identify and adopt areas of neglect and abandonment and to plant, mow and maintain these areas.

SECTION 3. YOUTH AND EDUCATION COMMITTEE

The committee shall act as liaison with and keep the community abreast of the youth development and educational institutions that directly or indirectly impact the Hillcrest community. The committee shall develop plans, activities and recommendations for information and action.

SECTION 4. FUNDRAISING COMMITTEE

The committee shall be responsible for all revenue generating programs for the benefit of the association. It shall plan, monitor and execute events that provide revenue for the general fund.

SECTION 5. INFORMATION COMMITTEE

The committee shall keep the membership informed on all activities affecting the association and the community. The methods shall include written media (newspapers, newsletters, etc) telephone trees, etc.

SECTION 6. LEGISLATION COMMITTEE

This committee shall track and monitor bills, laws, resolutions, regulations, and reprogramming of **public** funds that impact this community and advise on appropriate responses by the Hillcrest Community.

SECTION 7. MEMBERSHIP COMMITTEE

The membership committee shall maintain a current list of community residents and their membership status in the association. The committee will engage in activities that will both preserve and increase the membership of the organization.

SECTION 8. PUBLIC SAFETY COMMITTEE

The committee shall monitor and advise on issues of public safety and law enforcement that affect the community. This shall include but is not limited to, activities that involve police, fire and other enforcement and safety agencies.

SECTION 9. RECREATION COMMITTEE

The committee shall monitor and advise on issues related to recreation and leisure time activities for children, youth, seniors and families including DC Parks & Recreation and Senior Wellness facilities and programs. The committee shall develop plans and recommendations for information and action.

SECTION 10. STRATEGIC COMMUNICATIONS COMMITTEE

The committee shall plan, organize, and promote activities and communications that convey an authentic, holistic and healthy image of the Hillcrest community in particular, the HCCA and East Washington in general. The committee shall develop plans and recommendations for information and action.

SECTION 11. GARDEN TOUR COMMITTEE

The committee shall plan, organize and promote an annual Garden Tour for HCA members and the community at large. The committee shall develop plans and recommendations for information and action.

SECTION 12. HOSPITALITY COMMITTEE

The committee shall plan, organize, and promote social events on holidays and special occasions. The committee shall develop plans and recommendations for information and action. The duties of the committee also include making arrangements and providing refreshments for monthly HCCA meetings.

SECTION 13. OTHER COMMITTEES

The association shall have such other committees as may from time to time be designated by resolution of the board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board. The following shall be standing committees of the association and consistent with Article 3, Section 1 of these Bylaws shall be chaired by an at-large director. The existence of these committees does not limit or preclude the appointment of additional ad hoc committees or standing committees of the association.

SECTION 14. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the association shall be signed by the Treasurer and countersigned by the President of the association.

SECTION 3. DEPOSITS

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

SECTION 4. DISBURSEMENTS

The President, along with the Treasurer, shall be authorized to disburse funds in an amount up to \$150 in support of HCCA community improvement activities without the expressed approval of the board of directors and the membership.

The Board of Directors shall be authorized to disburse funds in an amount of up to \$300 in support of HCCA community improvement activities without the expressed approval of the membership.

Amounts in excess of \$300 must be approved with the expressed approval of the membership in a meeting of the Association.

SECTION 5. GIFTS

The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or devise for the non-profit purposes of this association.

ARTICLE 7 **ASSOCIATION RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

The association shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this association has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the association at all reasonable times during office hours.

SECTION 2. ASSOCIATION SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTOR'S INSPECTION RIGHTS

Every director shall have the absolute right to any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the association and shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the association, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the association, upon written demand on, and payment of a reasonable charge to, the Secretary of the association, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the association or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the association by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause an annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this association, to be so prepared and delivered within the time limits set by law.

ARTICLE 8 **IRS 501(C)(3) TAX EXEMPTION PROVISIONS**

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this association shall not carry on any activities not permitted to be carried on (a) by an association exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this association shall insure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this association.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal

Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9 **AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENTS

These By-laws may be amended upon the recommendation of the Board of Directors by a 2/3 affirmative vote at any meeting of the Board in which a quorum is present and the approval of 2/3 of the members of the association present and voting at a regular monthly meeting. Any such amendments shall be in accordance with the provision of law.

SECTION 2. NOTICE REQUIRED OF INTENT TO AMEND

No proposal shall be put to a vote before the association unless such proposal will be read at a regular membership meeting of the association prior to the next regular membership meeting at which the vote on the proposal shall be taken.

SECTION 3. LIMIT ON CHANGING PROPOSALS

Any attempt to change or amend the proposal as written shall be ruled out of order at both meetings of the association.

SECTION 4. SUGGESTIONS FROM ASSOCIATION

All proposed amendments to these By-laws shall originate with the Board of Directors. However, the association may address resolutions to the Board of Directors suggesting possible changes to these By-laws.

SECTION 5. SUSPENSION OF BY-LAWS NOT ALLOWED

There shall be no waivers or suspension of the By-laws. Any motion contrary thereto shall be deemed out of order.

ARTICLE 10 **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this association, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this association filed with an office of the District of Columbia and used to establish the legal existence of this association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11 **MEMBERS**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The association shall have only one class of members. No member shall hold more than one membership in the association. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this association, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this association are as follows:

Live within the service area of the Hillcrest Community Civic Association, or be deemed by the board to have a significant interest in the community; and,

Pay annual membership dues for the current year.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership.

SECTION 4. FEES AND DUES

The annual dues payable to the association by members shall be set annually by the Board of Directors and approved by the membership in a monthly meeting following announcement of the new dues amount.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the association may admit.

SECTION 6. MEMBERSHIP RECORD

The association shall keep a membership record containing the name and address of each member. Termination of the membership of any member shall be recorded together with the date of termination of such membership. Such records shall be kept at the association's principal office.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this association is not, as such, personally liable for the debts, liabilities, or obligations of the association.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

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 association personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) If this association has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member of the Secretary of the association. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- (3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the association. Any person expelled from the association shall receive a refund of dues already paid for the current dues period.

All rights of a member in the association shall cease on termination of membership as herein provided.

ARTICLE 12 **MEETINGS OF MEMBERS**

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the association or at such other place or places as may be designated from time to time by resolution of the board of Directors.

SECTION 2. REGULAR MEETINGS

A regular meeting of members shall be held on the first Saturday of each month at 10:00A.M. for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to a number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place of the next Saturday.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the board of Directors, or the President of the Association, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

SECTION 4. NOTICE OF MEETING

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, 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 ten (10) nor more than fifty (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 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 United States mail addressed to the member at his or her address as it appears on the records of the association, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

The notice of any meeting or members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this association under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 10% of the current paid membership of the association.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members of any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law 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. Election of Directors, however, shall be by written ballot.

SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the association distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the association in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the association.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the association or, in his or her absence, by the Vice President of the association next in rank or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the association shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rule of order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of nineteen (19) preceding pages, as the Bylaws of this association.

Dated: January 9, 1993

Belva T. Simmons, President

Barbara Ann_____, Recording Secretary

Dennis N. Logan, Treasurer

AMENDMENT TO BYLAWS

This version contains amendments as reflected in HCCA newsletters of July 2005, August 2005, and November 2005, and in the minutes of the September 2, 2006 meeting.