



**HILLCREST COMMUNITY  
CIVIC ASSOCIATION  
BYLAWS**

9.10.2021



## ARTICLE I OFFICES

### MISSION AND PURPOSE

The Hillcrest Community Civic Association (HCCA /Association) works to enhance the quality of life and prosperity of residents, families, community organizations and institutions located within the designated geographic boundaries. HCCA fulfills its mission by engaging Members in a variety of educational, social, beautification, public safety and economic activities; advancing their interest before the government and private sector; and leveraging their collective influence to achieve community improvements.

### BOUNDARIES

The official boundaries of the Association are defined by a line beginning at the intersection of 31st Street and Pennsylvania Avenue SE, extending southeast along Pennsylvania Avenue to the intersection of Pennsylvania Avenue and Southern Avenue SE; extending southwest to the intersection of Naylor Road SE; extending north along Naylor Road to the intersection of Naylor Road and 27th Street, SE; extending east through the park to reach the upper point of 31st Street, SE following 31st Street north to the original intersection of 31st Street and Pennsylvania Avenue, SE. The boundary includes both sides of 31st Street, SE including Randle Highlands Elementary School.

## CHANGE OF ADDRESS

The Board Members may change the principal office or mailing address as applicable 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:

Address: P.O. Box 30895, WDC 20030-0895 Dated: mm.da.  
\_\_\_\_\_, 20 \_\_\_\_

Address: \_\_\_\_\_ Dated:  
\_\_\_\_\_, 20 \_\_\_\_

Address: \_\_\_\_\_ Dated:  
\_\_\_\_\_, 20 \_\_\_\_

## OTHER OFFICES

The Association may also have offices at such other places, within the District of Columbia, as its business and activities may require, and as the Board Members may, from time to time, designate.

## ARTICLE II NON-PROFIT PURPOSES

### IRS SECTIONS 501(a) AND 501(c)4

This Association is a non-profit tax-exempt charitable organization established for the purposes of “combating community deterioration” as organized under Sections 501(a) and 501(c)4 of the Internal Revenue Code.

## SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Association [to combat community deterioration shall include action

- To improve the Hillcrest community through the volunteer work of its Members;
- To ensure that the best possible government services are accorded to the residents of the Hillcrest Community Civic Association Service Area;
- To advocate for the best interest of the HCCA before government officials and with business entities;
- To act as a voice/representative with locally elected and/or appointed government officials and business entities;
- To conduct community forums that allow HCCA Members to voice their concerns to and present solutions to avoid community deterioration and
- ~~To evaluate the effective performance of public and private officials, agencies, and organizations~~
- To plan social events, gatherings, or activities to promote relationships and connections among neighbors.

## ARTICLE III BOARD MEMBERS (BOARD)

### NUMBER

The Association shall have up to five (5) Board Members. These Board Members consist of five (5) officers elected by the HCCA Membership:

- President
- Vice President
- Corresponding Secretary
- Treasurer
- Membership Chair

## EX OFFICIO MEMBERS

*Ex officio* Members of the Board shall include:

- Past presidents of the Association,
- The Historian, and
- Former and current chairs of committees

## QUALIFICATIONS

Qualifications for a member to serve as a Board member entails that the member must:

- A. Live within the boundaries of the Hillcrest Community Civic Association, as defined by these bylaws.
- B. Pay annual Membership dues for the current year; and
- C. Be eighteen years or older

All candidates for the office of President shall have served on the Board either in the capacity of an elected officer or as the chair of a standing or *ad hoc* committee for a minimum of one year.

## 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 the Association, the activities and affairs of this Association shall be conducted and effectuated by the Board.

## DUTIES

It shall be the duty of the Board to:

- A. Use its best efforts to perform all duties imposed on them collectively or individually 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, volunteers and employees of the Association to assure that their duties are performed properly;
- D. Meet at such times and place as required by these bylaws;
- E. Register their phone numbers, mailing address, and email addresses with the Secretary of the Association. Notices of meetings emailed to them at such addresses shall constitute valid notification thereof;
- F. Appoint a person to serve in an acting position, if a position is vacant and/or not filled, or a term is not completed following an election; and
- G. Initiate special election procedures.

## TERMS OF OFFICE

Each Board member shall hold office for a period of two years, until his or her qualified successor is elected or **appointed**.

Board Members serving in an acting position based on an appointment shall hold the position until another person is appointed or a new Board member is duly elected and qualified to serve.

## VACANCIES

Vacancies on the Board shall exist;

- Upon the death, resignation, or removal of any Board member, or in the event of disqualification of the basic criteria for being a Board member (e.g., the Board member moves outside the jurisdiction.
- Whenever the number of authorized Board Members is decreased

Any Board member may resign effective immediately, upon giving written notice to the President, the Secretary, or the remaining Members of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Board member may resign if the Association would then be left without a duly elected Board member in charge of its affairs and if the Members of the organization opt to have a special election. If no special election, the remaining Board member must then notify DCRA and IRS ~~except upon notice to the DCRA Office of the Corporation Counselor and the IRS~~ or other appropriate agency of the District of Columbia. In effect, notice to those parties in such manner would constitute notice of the dissolution of the Association. If there are funds in the treasure, arrangements must be made to be donated to a non-profit organization and any notice to DCRA and the IRS should include notification of such.

Board Members may be removed from office, only with cause (violation of any provisions of the bylaws) ~~or without cause~~, by the Board and in accordance with the laws of the District of Columbia.

The term of an appointed Board member shall end upon death, resignation, removal for cause, or when a replacement Board member is named and duly qualified, or when an election is held and a Board member is elected to that position.

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. If the number of Board Members then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Board Members then in office, or by a sole remaining Board member. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board or until his or her death, resignation, or removal from office.

## NON-LIABILITY OF BOARD MEMBERS AND AD HOC COMMITTEE MEMBERS

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Association unless their individual or collective actions were grossly negligent, fraudulent, or unauthorized. Ad hoc committee leaders and Members are also protected.



## INDEMNIFICATION BY ASSOCIATION OF BOARD MEMBERS

The Board Members of the Association shall fully be indemnified by the Association only as is permissible under the laws of the District of Columbia.

## INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Board member, employee or other agent of the Association) against liabilities asserted against [the Association] 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.

## COMPENSATION

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

## PLACE OF MEETINGS

Meetings shall be held at a place as designated by resolution of the Board.

## REGULAR MEETINGS

Regular meetings of the Board shall be held on the first Saturday of each month, or set by the President of the Association, unless such day falls on, or immediately before or immediately after a legal holiday, in which event the regular meeting shall be held at the stated place, date and time.

## SPECIAL MEETINGS

Special meetings of the Board may be called by the President, the Vice-President, the Corresponding Secretary, by any two Board Members, 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 place designated by the person or persons calling the special meeting.

## 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:

- A. Regular Meetings-No notice need be given of any regular meeting of the Board.
- B. Special Meetings- At least one-week prior notice shall be given by the Corresponding Secretary of the Association to each Board member of each special meeting of the Board. Such notice may be oral or written, may be given personally, by email or by telephone, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

C. Waiver of Notice- Whenever any notice of a meeting is required to be given to any Board member of the 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 Board member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## QUORUM FOR MEETINGS

A quorum shall consist of 10% of the Board Members. ~~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 Board at any meeting at which the required quorum is not present, and the only motion which the Board member shall entertain at such meeting is a motion to adjourn.

## MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board, 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 may be taken without meeting using electronic communication if all Members are notified by email at his or her email address.

## CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, the absence of either of these persons, by the Corresponding Secretary. The Corresponding 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 Corresponding 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 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.

## ARTICLE IV OFFICERS

### DESIGNATION OF OFFICERS

The officers of the Association shall be a President, a Vice President, a Corresponding Secretary, a Treasurer, a Membership Chair and, as may be determined from time to time, the Board may designate other *ad hoc* positions.

## QUALIFICATIONS

Any person may serve as officer of this Association provided, they qualify under Article 3, of these bylaws.

## ELECTION AND TERM OF OFFICE

### **Regular Elections**

Regular elections shall be held in November every two years. Terms begin in January. No later than one hundred fifty (150) days prior to the term of office (August), notice to the Membership shall be given and a nominating committee shall be formed. Sixty (60) days hence (October), the nominating committee shall report to the Membership a slate of candidates; ninety (90) days hence (November), election of officers and directors will be held for all vacant positions.

### **Special Elections**

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 duly qualified to serve.

## REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Committee of the Whole, at any time. Any officer may resign at any time by giving written notice to the President or Corresponding 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.

## DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Association and shall, subject to the control of the Membership, 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 other duties as may be required bylaw, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Membership. Unless another person is specifically appointed as President, the President shall preside at all meetings of the Members. Except as otherwise expressly provided bylaw, 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 Membership.

## DUTIES OF THE 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 Vice Presidents shall have other powers and perform such other duties as may be prescribed bylaw, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the President and the Membership.

## DUTIES OF THE CORRESPONDING SECRETARY

The Corresponding Secretary shall certify and keep the original, or a copy, of the bylaws as amended or otherwise altered to date, the minutes of all meetings of the directors, and the Membership. 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. 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 copies of correspondence and in general, keep the Membership informed on activities affecting the Association and the community. The Corresponding Secretary will prepare an annual budget and report to the Membership on all expenditures.

## DUTIES OF THE 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 Membership. 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 Membership, 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 the Membership, whenever requested, an account of any or all 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 bylaw, 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 Membership.

## DUTIES OF THE MEMBERSHIP CHAIR

Shall maintain a current list of community residents and their Membership status in the Association. The Chair will engage in activities that will both preserve and increase the Membership of the organization including appropriate communications to the Membership and prospective Members. The Chair will prepare an annual budget and report to the Board on all expenditures.

## ARTICLE V COMMITTEE OF THE WHOLE

### COMMITTEE OF THE WHOLE

According to Roberts Rules of Order, Newly Revised, (11th edition), “An assembly can also designate all of its Members present to act as a committee, which is called a committee of the whole and is



distinguished from an ordinary committee” (p. 489 ll. 30-33). A committee of the whole will take the place of other Board standing committees. The committee of the whole allows for the Membership to work towards common understanding of an issue by listening and reviewing reports together at the same time and helps to reach consensus and develop recommendations for action over a series of meetings. Committee of the whole meetings can include listening to reports and expert speakers and if the Membership allows, may allow nonMembers to participate in the deliberations. Use of this form of committee should expedite business by encouraging valuable discussion of the issues, provide a forum where Members can bounce ideas to get feedback, and create excitement about opportunities to improve the Association and the neighborhood. However, there still may be a need for specialized committees to perform in-depth research on a topic or take leadership in a specific area significant to the Membership.

## ARTICLE VI AD HOC POSITIONS/COMMITTEES

### AD HOC POSITIONS/COMMITTEES

The Board Members will name a chair for each ad hoc committee. Said chair will serve on the Board. The quorum for the Board shall be determined by the number of elected officers and chairpersons of *ad hoc* committees. Ad Hoc committees/positions may include (but shall not be limited to) **Parliamentarian, Hospitality, Home and Garden Tour, Historian, Holiday Decorations, Nomination(s), Hillcrest Day,** and others, as needed.

## 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 with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its Members for the Board and its Members, except that the time for regular and special meetings of committees may be fixed by the committee. The Board 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. Any positions taken by any committee on any issue, where the name of the Association is used, must be approved by the Board before being made public in any forum. Copies of letters, written testimony, etc., shall be given to the Corresponding Secretary for posting on the HCCA website.

## ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

### EXECUTION OF INSTRUMENTS

The Boards, 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.

## CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, 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, or in the absence or unavailability of the Treasurer, the President shall be authorized to sign check(s). All instruments of indebtedness in the amount of \$1,000.00 (one thousand [U.S.] dollars) or more shall be countersigned by the President.

## 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 may select.

## DISBURSEMENTS

The President, along with the Treasurer, shall be authorized to disburse funds in an amount up to \$150 in support of the Association's community improvement activities without the expressed approval of the Board and the Membership.

The Board shall be authorized to disburse funds in an amount of up to \$300 in support of the Association's community improvement activities without the expressed approval of the Membership.

Amounts more than \$300 must be approved with the expressed approval of the Membership in a meeting of the Association.

## GIFTS

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

## ARTICLE VIII ASSOCIATION RECORDS, REPORTS, HISTORICAL RECORDKEEPING AND MEMORIALIZATION OF DOCUMENTS AND SEAL

### MAINTENANCE OF ASSOCIATION RECORDS

The Association shall keep at a designated location as specified by the Board or on the Association's website:

- A. Minutes of all meetings of the Board, 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 [or by appointment].

**E. HCCA's virtual space, digital records, online presence, and digital assets:** The Board is granted the authority to manage, preserve, alter, subscribe to and employ applications and protocols such as, but not limited to: Member Planet, WebEx, Zoom, Face Book, Twitter, Nextdoor, Instagram, Snapchat, PayPal, and new online applications except for online gambling and any other for profit, or unlawful world wide websites, applications, and functionality, whereby such alignment would jeopardize the Association's non-profit status or present liability issues. To the extent the Association ~~can, it is~~ will own ~~permitted to own~~ its virtual or digital assets (Intellectual Property), make outreach on social media sites, secure and protect the space from hackers using software designed for such purpose, and safely and efficiently operate its website and digital software and technology. The Association's online presence shall endeavor to avoid violations of individual member's online privacy rights.

**F. The Board ~~The President, or the Committee of the Whole~~ is** granted the authority to appoint a technologist/Webmaster/digital content editor and producer to manage the Website and overall online presence, content, subscription, applications, and functionality. Historical records e.g., articles of incorporation, organizational charter, regulatory filings with the IRS, Office of Tax and Revenue, must be in an electronic and/or in digital format which is presented and maintained on the HCCA owned website.

## BOARD MEMBERS INSPECTION RIGHTS

Every Board member shall have the absolute right to any reasonable time to inspect and copy all books, records[,] and documents [or recordings] 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.

In addition to the above rights, the Board will also have the ability to access all HCCA virtual space or digital assets, e.g., the cloud, website platform.

The Board will have unrestricted access to the HCCA website, governing documents, regulatory filings and all electronic items.

The Board shall also cooperate with producing data and making Association data available under a valid subpoena.

## MEMBERS' INSPECTION RIGHTS

Each 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 Board Members 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.

## 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.

## 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 or government regulation.

## **ARTICLE IX IRS 501(c)(3) TAX EXEMPTION PROVISIONS????????**

### **501(a) and 501(c)(4)**

### **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 an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

HCCA shall at all times act consistent with its authorization under the relevant IRS provisions.

### **REPORTING REQUIREMENTS**



HCCA will complete and submit required periodic regulatory compliance filings with DCRA and IRS. The Board will corroborate the regulatory compliance filings and report status to the HCCA Membership.

### **PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its Members, Board, 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.

### **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 501(c)(3) of the Internal Revenue Service 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 the District of Columbia.

## 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(e) 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 X AMENDMENT OF BYLAWS

### AMENDMENTS

These Bylaws may be amended upon the recommendation of the Board Members by a 2/3 affirmative vote at any meeting of the Board in which a quorum is present. ~~The Board must then provide notification of the change to the Membership and the approval of 2/3 of the Members of the Association present and voting at a regular monthly meeting.~~ The Board will provide Members with the updated

proposed bylaw changes. The Voting Members will be able to vote on the amendments after the required notification period ends. Any such amendments shall be in accordance with the provisions of the bylaws, and governing law.

## 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. At the next regular Membership meeting, a vote will be taken on the proposed amendments. ~~on the proposals, prior to the next regular Membership meeting at which the vote on the proposal shall be taken.~~  
~~of the Association~~ The amendments will be approved when a quorum of the Voting Members is present. There must be 2/3 of the quorum for the amendment to be approved.

## LIMIT ON CHANGING PROPOSALS

Any attempt to change or amend the proposal as written shall be ruled out of order at either the regular meeting in which the Board presents its recommended changes to the bylaws, or during the regular Membership meeting in which the vote by the Voting Members occurs. ~~of the Association.~~

## SUGGESTIONS FROM ~~ASSOCIATION~~ MEMBERSHIP

All proposed amendments to these bylaws shall originate with the Board. However, the ~~Association~~ Membership may ~~address make~~ suggest bylaw changes to the Board at any time except during the meeting in which the Board presents the proposed bylaws, or the vote

meeting of the proposed bylaws. ~~resolutions to the Board for changes suggesting possible changes to these bylaws.~~

## SUSPENSION OF BYLAWS NOT ALLOWED

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

## ARTICLE XI 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 ~~status 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 the relevant 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 XII MEMBERS

### DETERMINATION AND RIGHTS OF MEMBERS

The Association shall have two classes of Members. ~~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.~~

The Association's two categories of Membership are Voting Members and Other Members. The Membership fee for both classes will be the same. ~~No member shall hold more than one Membership in the Association.~~

Voting Members (see qualifications, below)

Except as expressly provided in or authorized by the Articles of Incorporation, the bylaws of this Association, or provisions of law, Voting Members shall enjoy all the rights, privileges, restrictions and conditions.

Other Members (see qualifications, below)

May not vote on a matter being considered by the HCCA

Cannot be considered in determining a quorum

May not serve as a Board member either as chair of ad hoc committee or an elected position.

QUALIFICATIONS OF ~~MEMBER~~ ~~DUEL~~ Voting Members and Other Members

The qualifications for Membership in this Association are as follows:

#### Voting Members

- An individual who lives within the boundaries of the Hillcrest Community Civic Association,
- ~~Be deemed by the Board to have a significant interest in the community, and~~
- Pay annual Membership dues for the current calendar year, and
- Age requirement - 18 and older.

#### Other Members

- An individual who lives outside the boundaries of the Hillcrest Community Civic Association,
- A business entity located within or outside the boundaries,
- ~~Be deemed by the Board to have a significant interest in the community, and~~
- Pay annual Membership dues for the current calendar year, unless you are under age 18 and live in a household with a Voting Member, and
- No age requirement.

## ADMISSION OF MEMBERS

Applicants shall be admitted to Membership upon payment of dues.

## FEES AND DUES

The annual dues payable to the Association by Members shall be set annually by the Board and approved by the Membership in a monthly meeting following announcement of the new dues amount.

## NUMBER OF MEMBERS

There is no limit on the number of Members the Association may admit.

## 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 or in a secure electronic database maintained by the Membership Chair.

## NON-LIABILITY OF MEMBERS

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

## NON-TRANSFERABILITY OF MEMBERSHIPS

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

## TERMINATION OF MEMBERSHIP

The Membership of a member shall terminate upon the occurrence of any of the following events:

1. A member shall decide to terminate his/her Membership and **must** deliver a written notice to ~~the~~ **any member of the Board President or Secretary**. Such termination shall be effective upon the date of delivery of the notice or deposit of the notice in the mail **or by email**. All Membership fees are non-refundable. **Members are free to not renew their Membership without any notice to the Association.**
2. The Association shall act in January of each year to terminate Members for failure to pay dues by December 31st of the prior year. The Membership Chair shall present to the Board a list of all Members who have failed to pay dues for the prior year. The Board shall vote to recommend termination ~~off~~ **of all on that list**. Such recommendation shall be presented to the **Voting Members Membership** for full action at the February meeting.
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 that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association. Any **member 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 XIII MEETINGS OF MEMBERS

### PLACE OF MEETINGS

Meetings of Members shall be held at locations designated by the Board.

### REGULAR MEETINGS

A regular meeting of Members shall be held on the first Saturday of each month at a time designated by the Board for the purpose of electing Board Members and transacting other business as may come before the meeting. If the day fixed for a regular meeting falls on, **immediately** before or immediately after a legal holiday, such meeting shall be held at the stated place, date and time as determined by the Board.

### SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members shall be called by the Board, or the President of the Association

### NOTICE OF SPECIAL 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, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally, by electronic mail, 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 electronic communication, the member to be contacted shall acknowledge personal receipt of the electronic communication notice by a return message or telephone call within twenty-four hours of the first electronic communication. ~~The notice of any meeting or Members at which Board Members 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 the District of Columbia, 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.

## QUORUM FOR MEETINGS

A quorum shall consist of 10% of the current paid **Voting** Members ~~hip~~ 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 **Voting Members** of any meeting at which the required quorum is not present, and the only motion ~~which the chair shall entertained~~ at such meeting is a motion to adjourn.

## 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.

## VOTING RIGHTS

~~The candidate receiving the highest number of votes up to a number of Board Members to be elected shall be elected.?????~~ If there are competing candidates for the same Board seats, only the candidate with the highest votes will fill the vacancies. Each Voting Member shall cast one vote, with voting being by ballot only. 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 Board Members, however, shall be by ~~written~~ ballot. A nomination committee will determine the voting process, e.g., the voting method subject to the approval of the Board. The annual meeting of Voting Members for the purpose of electing Board Members shall be deemed a regular meeting.

## 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 Voting Members may be taken without a meeting if the Association distributes a ~~written~~ ballot to each Voting 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 Board Members, state the percentage of approvals necessary to pass the measure submitted; and
4. 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.

Board Members ~~may~~ shall be elected by ~~written~~ ballot, which can include online balloting. Such ballots for the election of Board Members shall list the persons nominated at the time the ballots are issued.

## 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, or, in the absence of all these persons, by the Secretary. 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.

## ARTICLE XIV MISCELLANEOUS

Items in the Newsletter and Website shall be limited as stated in the purpose and mission statement of the Association. The Newsletter shall not be used for paid advertisements; only non-sectarian, educational, and charitable organizations and activities will be posted.

## ADOPTION OF BYLAWS

We, the undersigned, are all 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

OR

We, the undersigned, are the officers of the Board of the Association, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of **nineteen (19 )** preceding pages, as the bylaws of the Association.

Commented [1]: The number of pages will need to be revised.

Changes will now be made effective xx.xx.xxxx. Any further changes must be reflected on the pages below, Publication and Revision Record. Changes made from 1993 to present will be excused.

## PUBLICATION AND REVISION RECORD

### REVIEW/REVISION HISTORY

<b>Date</b>	<b>Changes (Pages)</b>	<b>Authorizing Official</b>
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		