

**BYLAWS OF THE CLEVELAND PARK CITIZENS ASSOCIATION**

**Article I. NAME AND MISSION**

**Section 1.01. Name.** The name of the organization shall be the Cleveland Park Citizens Association (hereinafter “CPCA”). It is a non-profit organization incorporated under the laws of the District of Columbia.

**Section 1.02. Mission.** The Mission of CPCA is:

- a. To enhance the quality of life in Cleveland Park, by addressing issues of broad-based concern and relevance in order to support a diverse, thriving, forward-looking neighborhood while preserving its character. Such issues may include, but are not limited to, educational and library resources, public services including public safety, environmental protection, historic preservation, recreation, transportation, and zoning.
- b. To provide educational programs to inform members about civic issues, to foster neighborly discussion, and, through advocacy and other action, to represent the community’s interest in matters affecting Cleveland Park and other parts of the District of Columbia.

**Article II. MEMBERSHIP**

**Section 2.01. Eligibility for Membership.** Any person 18 years of age or older: (i) residing in the area defined below (the “Area”); or (ii) owning property in the Area; or (iii) owning and licensed to operate a business located in the Area or his/her designee, or (iv) designated as a the individual representative of a school or a legally registered non-profit organization located in the Area is eligible for a voting membership in CPCA. The Area shall be defined as follows:

Beginning at the intersection of 37<sup>th</sup> and Upton Streets in northwest D.C., east on Upton Street to Reno Road, south on Reno Road to Tilden Street, east on Tilden Street to Park Road, southeast on Park Road to Rock Creek, south along Rock Creek to the National Zoo, west around the northern boundary of the National Zoo to Connecticut Avenue, south on Connecticut Avenue to Cathedral Avenue, west on Cathedral Avenue to the National Cathedral Close, north and west around the Cathedral Close to Wisconsin Avenue, north on Wisconsin Avenue to Quebec Street, east on Quebec Street to 37<sup>th</sup> Street, and north on 37<sup>th</sup> Street back to the intersection with Upton Street. In each case where a street is named, buildings facing both sides of the street are included.

**Section 2.02. Voting Rights.** Any eligible person shall become a member upon full payment of the annual dues and completion of an Application for Membership form. Any such member shall be entitled to vote on any business before CPCA. Members joining for the first time or after a lapse in membership of more than one year shall be entitled to vote on any business before CPCA only after 30 calendar days from the date of payment of dues.

**Section 2.03. Associate Membership.** Any person not eligible for voting membership under Section 2.01, above, may join CPCA as a non-voting Associate Member upon full payment of the annual dues and completion of an Application for Membership form. Associate Membership entitles the person to receive all general communications from CPCA and to participate in CPCA's listserv. It does not, however, include voting rights. The Board may waive the annual dues for Associate Members who are elected city officials, key staff of city government agencies, or heads of other citizens associations.

**Section 2.04. Annual Dues.** A change in the amount required for annual dues shall be recommended by the Board of Directors (hereinafter the "Board") and approved by the membership, provided that notice of any change proposed in dues shall be given to the members at least thirty (30) calendar days before the meeting at which the change is to be voted upon.

**Section 2.05. Rights and Responsibilities of Membership.** Voting members shall have the following rights and responsibilities:

- a. The right to participate in all the activities of CPCA;
- b. The right to hold office or other positions of leadership, in accordance with Section 3.02 below;
- c. The right to raise matters of concern with the Board or at a membership meeting;
- d. The right to vote for officers and at-large Board members and to speak on any matter presented for a vote at a membership meeting;
- e. The right to be kept informed of actions taken by the Board or the membership;
- f. The responsibility to pay dues in accordance with the provisions of this Article;
- g. The responsibility to endeavor to support the Association by participating in the meetings and activities it sponsors.

**Section 2.06. Term of Membership.** The membership year shall run from October 1 through September 30. Renewal notices and notices of impending delinquency shall be sent to members by the Board in a timely manner. Dues paid on or after July 1 of the membership year will apply both to the balance of the year and to the following membership year. Membership in CPCA and voting rights are automatically terminated whenever a member has not paid the annual CPCA dues for the current membership year by February 15 of that year.

### **Article III. BOARD OF DIRECTORS**

**Section 3.01. Board of Directors.** There shall be a Board comprised of six (6) officers -- President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer -- and five (5) at-large members. Unless he or she is elected to the Board in another capacity and has not been removed from office pursuant to Section 3.08 below, the Immediate Past President shall serve as an *ex officio* member for the year following his or her last year of service as President.

**Section 3.02. Eligibility for Board Service.** Only voting members of CPCA who reside within the boundaries defined in Section 2.01 above shall be qualified to hold an elected or appointed position. Candidates for the offices of President, First Vice President, and Second Vice President shall have been members for at least six (6) months prior to the date of the annual meeting at which they run for office.

**Section 3.03. Nomination of Board Members.** Nominations of candidates for Board membership, both officers and at-large members, shall be made by a Nominating Committee established pursuant to Article V below. The names of the nominees shall be distributed to the full membership ~~not less than~~ at least thirty (30) calendar days prior to the annual meeting.

**Section 3.04. Nomination by Petition.** Additional candidates for officers and at-large members of the Board may be nominated by petition, signed by at least ten (10) members and delivered to the Nominating Committee at least fourteen (14) calendar days prior to the annual meeting. The Nominating Committee shall promptly notify the membership of any candidates nominated by petition. Nominations from the floor at the annual meeting are prohibited and shall not be recognized.

**Section 3.05. Election of Officers and At-Large Members of the Board.** The members of the Board and its officers shall be elected by plurality vote at the annual meeting of the full membership. If there are more than five (5) candidates for at-large membership on the Board, the five (5) candidates winning the largest number of votes shall be elected. Newly elected members of the Board shall assume office at the conclusion of the annual meeting.

**Section 3.06. Term of Office.** All Board members, including officers and at-large members, shall be elected for one-year terms.

**Section 3.07. Board Vacancies.** A vacancy in the position of President shall be filled by the First Vice President. A vacancy in the position of First Vice President shall be filled by the Second Vice President. The Board may fill any other vacancy on the Board by majority vote of the Board. A member appointed to fill a vacancy shall serve until the next annual meeting.

**Section 3.08. Removal from Office of Board Member.**

- a. Any officer or at-large member of the Board may be removed by a two-thirds majority vote of members present at any meeting of the members of CPCA and those voting by any other means adopted by the Board pursuant to the provisions of Section 7.02 below. The officer or at-large Board member whose termination is being proposed shall have written notice of such proposed action prior to notification of the membership, and shall have the opportunity to be heard at the meeting.
- b. There shall be at least fourteen (14) calendar days' advance notice by mail of any meeting where removal of a member of the Board is contemplated. If removal of an officer or at-large member of the Board is a subject of a meeting, that person shall not preside at the portion of the meeting devoted to that question, but shall have the opportunity to be heard.

**Section 3.09. Duties of the Board.** The Board shall have the following responsibilities and powers:

- a. Establish a yearly work program of priority issues and projects for carrying out the mission of the Association and for maintaining and encouraging involvement in CPCA. This work program shall be reflected in a yearly budget. The work program and budget shall be presented to the members for their approval no later than October 31 of any year.

- b. Represent the interests of CPCA on all matters in accordance with these Bylaws and with the work program and budget approved by the membership. The membership shall be informed promptly of all Board actions.
- c. Actively promote communication with the membership and among members, with a view to increasing membership involvement in CPCA.
- d. Manage the day-to-day affairs of CPCA.
- e. Appoint delegates to city-wide federations and representatives to any other organizations the membership votes to join.
- f. Obtain membership approval prior to initiating or joining any legal action.
- g. Establish committees pursuant to Article VIII below.

**Section 3.10. Conflict of Interest.** No member of the Board shall be paid for services rendered to CPCA, either directly or through an organization of which the Board member is a principal.

#### **Article IV. OFFICERS**

**Section 4.01. Duties.** The duties of the officers shall include but not be limited to the following:

- a. The PRESIDENT shall be the principal executive officer of CPCA, and shall preside at all Board meetings and membership meetings, and shall perform such duties as the Board and the membership from time to time shall authorize. The President shall represent the position of the Board and the interests of CPCA before third parties unless otherwise directed by the Board.
- b. The FIRST VICE PRESIDENT shall perform the duties and exercise the powers of the President in the President's absence or during any period of the President's disability or removal from office.
- c. The SECOND VICE PRESIDENT shall perform the duties and exercise the powers of the President in the absence of the President and the First Vice President or during any period of the disability or removal from office of the President and the First Vice President.
- d. The RECORDING SECRETARY shall record and maintain minutes of membership and Board meetings, and maintain the non-financial files of CPCA, including a list of Board members and their terms and a list of members of CPCA.
- e. The CORRESPONDING SECRETARY shall assist the President with communications with the members and with the community at large, as well as with CPCA's official correspondence.
- f. The TREASURER shall have charge of all funds belonging to CPCA and shall collect, safeguard, and disburse such funds in a matter approved by the Board. The Treasurer shall

ensure that all necessary filings are performed in a timely and proper manner, shall prepare an annual budget for approval by the Board, and shall make financial reports as directed by the Board.

## **Article V. NOMINATING COMMITTEE**

**Section 5.01.** There shall be a Nominating Committee consisting of not less than three (3) or more than five (5) voting members of CPCA. Candidates for the position of Chair of the Nominating Committee may be proposed by any member. The Chair of the Nominating Committee shall be appointed by the Board, and the membership shall be notified of the appointment at least twelve (12) weeks prior to the annual meeting. Members of the Nominating Committee shall be appointed by the Chair of the Nominating Committee.

Sec. 5.02. In addition to nominating officers and at-large members of the Board in accordance with Section 3.03 above, the Nominating Committee shall be responsible for the conduct of elections.

## **Article VI. MEETINGS**

**Section 6.01. Meetings of Members.** In addition to meetings of committees addressing specific topics, pursuant to Section 8.01 below, there shall be a regular meeting of the members at least once each month (except June, July and August) to the extent possible, at a time and place decided upon by the Board. Any meeting may be continued at a second date and/or location.

**Section 6.02. Annual Meeting.** In addition to the regular meetings of the members, there shall be an annual meeting of the members of CPCA, to be held in the month of June each year, at a time and place decided upon by the Board. At such meeting, the members of CPCA shall elect the officers and at-large members of the Board, receive reports on the affairs of CPCA, and transact any other business that is within the power of the members.

**Section 6.03. Board Meetings.** There shall be at least six (6) Board meetings each year. A majority of Board members shall constitute a quorum. Minutes of these meetings shall be made available promptly (within two weeks whenever possible) to all members on CPCA's website or via other electronic means.

**Section 6.04. Special Meetings.** Meetings of the membership other than those specified in Sections 6.02 and 6.03 above may be called by the Board or by petition submitted to the Board by five percent (5%) or more of the members entitled to vote.

**Section 6.05. Notice of Meetings.** A written or electronic notice of each meeting of the members of CPCA, stating the place, date, and hour of the meeting, shall be given by the Corresponding Secretary, or by a person authorized to call the meeting, to each member or household of record. This notice shall be given at least fourteen (14) calendar days before the date named for the meeting, and shall specify any items requiring a vote at the meeting.

**Section 6.06. Quorum.** The members present at any properly announced meeting or voting in accordance with the provisions of Article VII, below, shall constitute a quorum.

**Section 6.07. Procedure.** All meetings shall be conducted according to generally accepted rules and procedures, with an emphasis on allowing those present at the meeting to have an opportunity to be heard.

## **Article VII. VOTING**

**Section 7.01. Voting.** Except for elections, which may be decided by a plurality pursuant to Section 3.05, and votes requiring a super-majority pursuant to Section 3.08.a. or Article X, all matters subject to a vote shall be decided by a majority vote of members present at the meeting or voting in accordance with the provisions of Section 7.02, below. Except as specified elsewhere in these Bylaws, a matter subject to a vote may be adopted at the meeting at which it is introduced by the Board or by any member, provided that the membership has been notified at least fourteen (14) calendar days prior to the meeting that a vote will be taken on a specified matter.

### **Section 7.02. Alternative Voting Procedures.**

- a. The Board may, upon approval by the membership, establish a voting procedure other than presence at a meeting, including postal mail, absentee voting, or electronic voting, in the circumstances defined in subsection b. below. Voting by proxy shall not be permitted.
- b. Such alternative voting procedures may be used for the election of officers and at-large Board members, for removal of a Board member, for changes in the By-Laws or Articles of Incorporation, or for matters where there is at least thirty (30) calendar days' advance notice of the proposed action and the supporting justification.

## **Article VIII. COMMITTEES**

**Section 8.01.** To pursue the work of CPCA, the Board shall establish committees, including operating committees and committees to address specific issues of concern to the Board or the membership. Committees may hold open meetings to gather member input on such issues, and make recommendations to the Board and the membership regarding actions to be taken. The Chair of any committee shall be approved by the Board. To the extent feasible, committees shall include at least one (1) Board member.

**Section 8.02.** Each committee shall operate in accordance with guidelines established by mutual agreement between the Board and the committee leadership.

**Article IX. NONDISCRIMINATION**

**Section 9.01.** CPCA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

**Article X. ADOPTION AND AMENDMENT OF BYLAWS**

**Section 10.01.** These Bylaws shall be adopted or amended by a two-thirds vote of those members present at any meeting of the members of CPCA and those voting by any other means adopted pursuant to the provisions of Section 7.02 above, provided that all language to be adopted or amended be provided in a written notice given to all members of CPCA at least thirty (30) calendar days prior to the meeting or vote.