

**Constitution and Bylaws
of the
Cleveland Park Citizens Association**
Amended April 2005

CONSTITUTION

ARTICLE I

The Association shall be known as the Cleveland Park Citizens Association of the District of Columbia.

The Association was founded in 1911 and incorporated on October 8, 1964 as the "Connecticut Avenue Citizens Association." The name was changed to "Cleveland Park Citizens Association" on February 28, 1966. The present boundaries were adopted in December 1998.

ARTICLE II. Object

The aims and objects of the Association are to foster and to advance all public interests in the District of Columbia, especially in the area delineated in Article III, *infra*, including, but not limited to preservation, protection and enhancement of: educational and library resources, public safety and services for all citizens; environmental values; the promotion of historical preservation in the District of Columbia; recreation, playgrounds, and amusements; integrity of zoning regulations, etc.

ARTICLE III. Boundaries

The boundaries of the Cleveland Park Citizens Association in northwest D.C. are as follows: Beginning at 37th and Upton Streets, 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 37th Street; and north on 37th Street back to the intersection with Upton Street. In each case where a street is named, buildings on both sides of the street are included.

ARTICLE IV. Membership

Any adult citizen residing within the area defined in Article III or immediately contiguous to it, or having a business in the area is eligible for membership in

this Association. Any person who is already a member and moves out of the boundaries shall remain eligible for membership.

ARTICLE V. Officers and Delegates

The officers of this Association shall be a President, First Vice President, Second Vice President, Recording Secretary, Assistant Recording Secretary, Corresponding Secretary and Treasurer. Delegates and alternates from the Association to the Federation of Citizens' Associations and to the Federation of Civic Associations shall be elected as authorized. For the purposes of the District of Columbia law regarding nonprofit corporations, the President and the two Vice Presidents shall be listed as Directors, and shall serve as such.

ARTICLE VI. Executive Committee

There shall be an Executive Committee (which the President shall chair) comprising the seven officers enumerated in Article V, the Immediate Past President, and the Chairpersons of the standing and ad hoc committees. It shall be the duty of the Executive Committee to perform preliminary work in the preparation of matters for the consideration and notice of the Association as a whole.

It shall be empowered to act on emergencies arising between meetings and during the summer recess, or when time does not permit the calling of a special meeting. Such action shall be subject to the approval of the Association at the next regular meeting.

ARTICLE VII. Election of Officers and Delegates

Section 1. All nominations for officers of the Association and the delegates to the Federation of Citizens' Associations and Federation of Civic Associations provided for in Article V shall be made by a nominating Committee consisting of three (3) persons elected by the Executive Committee. The Nominees for officers and delegates shall be reported at the last regular meeting preceding the next Annual Meeting. Other nominations may be made from the floor at the meeting for the election of officers.

Section 2. All officers provided for in Article V and the delegates to the Federation of Citizens' Associations and the Federation of Civic Associations shall be elected for a term of one year at the annual meeting which shall be held on the first Saturday of June each year. The officers and delegates so elected shall hold their respective offices until their successors are duly elected and qualified.

Section 3. Election of all officers and delegates and members of the Nominating Committee may by request be by a secret, written ballot. A majority vote of those qualified members present and voting is required for election.

Section 4. Delegates shall be bound to represent this Association in accordance with the vote of the membership but shall use their discretion in voting on matters on which the Association has not acted.

Section 5. In case of a vacancy caused by death or resignation of an officer or delegate or member of the Nominating Committee, the vacancy shall be filled by interim appointment made by the Executive Committee.

Section 6. No person shall occupy the office of President for more than five consecutive terms. However, when the Nominating committee is nominating just one person for President, it may nominate a person otherwise barred by this limit, if its report is approved by a unanimous vote of the members present and voting.

ARTICLE VIII. Quorum

A quorum for the transaction of business shall consist of the members in good standing present at any meeting of this Association convened in accordance with Section IV of the Bylaws.

ARTICLE IX.

This corporation (a/k/a Association), in addition to the aims and objects set forth in Article II of this Constitution, is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to associations that qualify as exempt associations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X.

No part of the assets or net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 set forth in Articles II and IX hereof.

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not engage in partisan politics or participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles

the Association shall not carry on any other 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 the corresponding provision of any future United States Internal Revenue Law), or (b) by any association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI.

Upon dissolution of the Association, the Board of Directors/Trustees shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to such associations organized and operated exclusively for charitable, educational or scientific purposes as at the time shall qualify as exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors/Trustees shall determine.

ARTICLE XII. Amendments

This Constitution may be altered or amended by a two-thirds (2/3) vote of all the members present and voting at any regular meeting; provided, that any proposed amendment(s) shall have been read at a previous regular meeting and that a written explanation of said amendment(s) shall have been mailed to the entire membership at least five (5) days prior to the meeting at which action on same is to be taken.

BYLAWS

SECTION I. Membership

Paragraph 1. Any person eligible for membership under the Constitution, who pays the required fee, may become a member. Any person otherwise eligible who lives outside the boundaries of this Association and desires to become a member of this Association may be admitted with the approval of the Executive Committee. New members, however, shall be entitled to vote on any business before the Association only after twenty-seven (27) days from payment of dues.

Paragraph 2. Any member in arrears six (6) months for dues shall be dropped from membership. Any member whose dues are in arrears after January 1 of any year shall not be entitled to vote until such dues have been paid.

Paragraph 3. Each new member, upon payment of dues, shall receive from the Secretary, the following:

- a. A copy of the Constitution and Bylaws.

b. A list of officers of the Association, including Chairpersons of standing committees and delegates with their addresses and telephone numbers.

SECTION II. Dues

Paragraph 1. The annual dues shall be fifteen (15) dollars for an individual, twenty (20) dollars for two individuals in the same household, and twenty (20) for the business circle, payable on or before the first CPCA meeting in October, and by new members upon admission to membership.

Paragraph 2. Dues paid by new members admitted on or after May and before the next regular October meeting shall cover a period of one year subsequent to the next annual meeting.

SECTION III. Duties of Officers

Paragraph 1. It shall be the duty of the President to preside at all meetings of the Association. He shall appoint all committees, unless otherwise directed by the Association, and perform such other duties as usually devolve upon a presiding officer or are required of him by the Association.

Paragraph 2. The senior available Vice-President shall perform the duties of the President in his absence.

Paragraph 3. The Recording Secretary shall record the proceedings of the Association, and shall perform such other duties as pertain to the office, and shall be the custodian of an official copy of the Constitution and Bylaws, together with all amendments thereto, and shall at the expiration of the term of office turn over to the successor or other properly authorized person all the records of other property of the Association.

Paragraph 4. The Corresponding Secretary shall handle the Association correspondence under the direction of the President.

Paragraph 5. The Treasurer shall keep a list of members and collect all moneys due the Association, giving his receipt therefore. He shall record the amount of each payment, with the name and address of the person so paying. He shall faithfully care for all moneys entrusted to his keeping, paying out the same only with the approval of the Association and take a receipt therefore, and at the expiration of this term of office turn over to his successor, or other properly authorized person all records, money, or other property of the Association that may be in his possession.

SECTION IV. Meetings

Paragraph 1. Times. Regular meetings shall be held on the morning of the first Saturday of each month (except July and August), unless otherwise directed by a majority vote of members present at a regular meeting or by the Executive Committee.

Paragraph 2. Notice. Notice of each meeting shall be mailed to all members at least five days before each meeting. E-mail notices may be used for members who have indicated that preference.

SECTION V. Committees

Paragraph 1. The Standing Committees shall, in addition to the Executive and Nominating Committees, be as follows: (1) Education and Library; (2) Human Resources; (3) Education and Library; (2) Human Resources; (3) Public Safety and Services; (4) Recreation, Playgrounds and Amusements; (5) Environmental Quality; (6) and (7) Historical sites.

Paragraph 2. Ad hoc committees may be appointed by the President whenever deemed advisable by the Association.

Paragraph 3. All committees shall promptly consider and report upon all matters referred to them by the Association, or by the Executive Committee. No committee report shall be published or given publicity prior to its approval by the Association.

SECTION VI. Rules and Procedure

Paragraph 1. No member shall speak longer than five minutes on any question, unless by unanimous consent of the Association.

Paragraph 2. The business of this Association shall be conducted according to the Roberts' Rules of Order.

Paragraph 3. Voting shall be restricted to members in good standing and upon challenge of any ballot, those voting shall be required to furnish proof of same from the official membership roll of the Association or by exhibiting a membership card.

Paragraph 4. Approval of Minutes. The minutes of each membership meeting shall be prepared by the Recording Secretary or Assistant Recording Secretary and submitted as a draft for distribution at the first subsequent meeting. Members may submit comments or corrections at that meeting or afterwards. At the second subsequent meeting the minutes as corrected or amended shall be subject to a motion for approval by the membership.

SECTION VII. Auditing

The fiscal year shall run from September 1 through August 31. The books of the Treasurer shall be audited by a committee appointed by the President and a report made at the November meeting each year.

SECTION VIII. Amendments

These Bylaws or any part of them may be amended in the same manner as the Constitution may be, as set forth in Article XII of the Constitution; however, the Bylaws or any part of them may be suspended for the duration of a meeting by a two-thirds vote of members present and voting at the meeting.

SECTION IX. Order of Business

1. Reading of the Minutes of Previous Meeting
2. Reading of Minutes of Executive Committee's Meeting.
3. Elections.
4. Report of Treasurer.
5. Reading of Important Communications.
6. Report of Delegates.
7. Committee Reports.
8. Unfinished Business.
9. New Business.
10. Adjournment.