

BYLAWS  
OF  
THE CITIZENS ASSOCIATION OF GEORGETOWN

(a District of Columbia Nonprofit corporation)

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ARTICLE I

NAME

The name of the Corporation shall be the Citizens Association of Georgetown hereinafter referred to as the “Corporation”. Georgetown, as used in the name of the Corporation, is that area defined in Section I of Public Law 808 of the Eighty-First Congress, approved on September 22, 1950.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer, and expend funds for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, including the following:

(a) The Corporation shall seek to preserve the historic character, to develop the aesthetic values of Georgetown as a place in which the Nation's Capital was planned, and to assist in making it a pleasant place in which to live. To these ends, the Corporation shall act on matters that affect Georgetown and Washington, including the maintenance of Georgetown as an in-town area of homes and gardens.

(b) The Corporation shall seek to lessen the burdens of the Government of the District of Columbia by undertaking tasks that the Government would normally provide, but

has financial constraints on providing, such as providing information, guidance and funding to combat community deterioration, and beautification efforts for public areas and improving community security on public streets, sidewalks and alleys.

(c) The Corporation is dedicated to support the restoration, preservation, maintenance and protection of the historic character and exterior architectural features of buildings and historic sites and landmarks in the area in the District of Columbia defined as the Old Georgetown district (D.C. Code Ann. Sec. 6-1201 (2001)) and the streets immediately facing that district (hereinafter referred to as “Georgetown”).

(d) The Corporation shall seek to ensure, through appearances and testimony before the National Commission of Fine Arts, Advisory Neighborhood Commissions, and local zoning, liquor and other such boards, and through litigation, if deemed necessary by the Board of Directors, that the issuance of any permits for construction, alteration, reconstruction, razing of any building or other such work on buildings or structures within the Old Georgetown district and the issuance of any zoning exceptions, changes or variances or liquor licenses shall conform with the historic character and applicable statutes and regulations concerning such matters in Georgetown.

(e) The Corporation shall seek to educate the public with information useful to it and beneficial to the community, including the presentation of public discussion groups, forums, panels, lectures or other similar programs on the restoration, preservation and protection of the historic character and architectural features of Georgetown in order to provide a sufficiently full and fair exposition of the pertinent facts so as to permit the public to form independent opinions or conclusions concerning such matters.

(f) The Corporation shall provide assistance to the Congress, the District of Columbia and appropriate Federal Agencies in the fulfillment of their duties in matters affecting Georgetown.

(g) The Corporation shall work to improve the quality of life, lessen tensions and enhance security within the community by fostering a favorable working relationship with the District of Columbia Government and its various agencies, including the Metropolitan Police Department. The Corporation shall work with the Police Department in an effort to reduce and prevent criminal activity in the community by educating residents in the methods and strategies for deterring such criminal activity, and encouraging increased cooperation among residents. The Corporation may also operate programs to promote the safety and protection of persons and property on the public streets, sidewalks, alleys and other public areas in the community. The Corporation shall work with other organizations in an effort to enhance its purposes.

### ARTICLE III

#### OFFICES

Section 1. Registered Office. The registered offices of the Corporation shall be located in the District of Columbia, as designated in the Articles of Incorporation.

## ARTICLE IV

### MEMBERSHIP

Section 1. Any individual who is at least 18 years of age and who lives or owns a home in Georgetown shall be eligible for membership in the Corporation. Upon payment of the required dues, if any, the applicant shall become a member.

Section 2. Any person, including any individual, firm or institution, who wishes to further the objects of the Corporation, but does not otherwise qualify, shall be eligible for associate, i.e., non voting membership in the Corporation upon payment of the required dues. The Board of Directors may establish other categories of non-voting memberships and the amount of the required dues.

Section 3. The Board of Directors, upon an affirmative vote of a majority of the members of the Board, may suspend or expel a member upon reasonable cause (which may include, for example, violations of law, or actions adverse to the Corporation) or terminate the membership of any member who becomes ineligible for membership. The Board of Directors prior to final action with respect to his or her membership shall accord any such member the opportunity of an appropriate hearing.

Section 4. The membership dues in this Corporation shall be as fixed by the Corporation from time to time, payable by each member when admitted and annually thereafter. The Corporation may also establish a combined dues payment for persons who are eligible as individuals for membership in the Corporation and who reside in the same household.

ARTICLE V  
MEETINGS OF THE MEMBERSHIP

Section 1. Meetings of the Corporation shall be from time to time, at the discretion of the Board of Directors, at a convenient time and place in Georgetown to be designated by the Board of Directors. Unless otherwise provided by the Board of Directors, the annual meeting of the Corporation shall be at the May meeting.

ARTICLE VI  
BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of up to thirteen members of the Corporation including the President, who shall be ex-officio Chairman of the Board, the Vice President, the Treasurer, the Secretary, the immediate past President, and up to eight members to be selected by the Board of Directors, upon a majority vote. If any Board member meets tenure limits, resigns, dies or is unable for any reason to serve as a Director, the President may nominate a successor Director who shall take office upon election by the Board of Directors. Each Director shall hold office for up to three (2) two (3) year terms. The President shall appoint a nominating committee to report a slate of nominees for the position of director. The existing Board of Directors shall vote on those nominees at the next regular meeting of the Board of Directors.

Section 2. General Powers. The activities and affairs of the Corporation shall be managed or conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Meetings of the Board of Directors.

(a) Meetings. The Board of Directors shall meet at the call of the President at a place designated by the President upon not less than five days' notice by telephone or by regular or electronic mail (and if by regular mail the notice shall be posted to each director in time to reach his/her residence in Georgetown at least five days in advance of the meeting). The President shall also call a meeting of the Board of Directors when so requested by any four of the incumbent Directors and the requisite five days' notice shall be given. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the District of Columbia.

(b) Regular Meetings. The regular meetings of the Board of Directors shall be held monthly unless the Board of Directors by resolution provides otherwise. The time and place of the meeting shall be designated in the notice thereof or waiver of notice of such meeting. From time to time, the Board of Directors may provide by resolution for the holding of other regular meetings of the Board of Directors and may fix the time and place thereof.

(c) Special Meetings. Upon the written request of four directors, special meetings of the Board of Directors shall be called by the Chairman of the Board at such time and place as shall be specified in the notice or waiver thereof. A notice or waiver of notice of a special meeting of the Board of Directors shall specify the purpose of the meeting. Notice of a special meeting shall be given to each Director at least five (5) days before the date of the special meeting. The President may also request a vote on a proposal by e-mail. In order for such a proposal to be adopted:

- (a) the period between the announcement of the vote on the proposal and the close of the vote must be at least five days,

- (b) at least 50% of the Board of Directors must participate in the vote by e-mail,
- (c) the vote of a director to be counted shall be the first vote of that director received within the time prescribed for voting in the announcement,
- (d) at least two-thirds of those participating in the vote must vote in favor of the proposal for it to pass.

Members of the Board shall be permitted to attend meetings of the Board by telephone or other electronic medium that permits two-way conversation and the President may designate a conference call center as the place of the meeting.

Section 4. Chairman. At all meetings of the Board of Directors, the Chairman of the Board, if present, shall preside. If the President is absent the Vice President shall preside. In the absence of both the President and Vice President the Board shall elect a Chairman.

Section 5. Quorum and Adjournments. At all meetings of the Board of Directors, the presence of a majority of the Board of Directors shall constitute a quorum for the transaction of all business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Conflict of Interest. No Directors shall participate in the discussion of or vote on, any matter in which he/she or his/her spouse has a financial interest or other conflict of interest.

Section 7. Action by the Board of Directors. Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a

meeting if a consent in writing, setting forth the action so taken and filed with the minutes of the Corporation, shall be signed by all of the Directors entitled to vote on the subject matter thereof.

Section 8. Removal of Directors. Any director may be removed with or without cause at any time by action of the Board, provided that such action is taken by a two-thirds vote of those present at a meeting of the Board called expressly for that purpose.

Section 9. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in such written notice, such resignation shall be effective upon receipt thereof by the Chairman of the Board of Directors. The acceptance of the resignation by the Board of Directors shall not be necessary to make it effective.

Section 10. Executive Committees. The Board of Directors, by resolution adopted by a majority of the whole Board, may designate three or more Directors to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation in the intervals between meetings of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. The Executive Committee shall serve at the pleasure of the Board of Directors.

## ARTICLE VII

### NOTICES

Section 1. Written Notice. Notices to Directors shall be in writing and delivered personally or by mail to the Directors at their addresses appearing on the books and electronic records of the Corporation. Notice by e-mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notices to directors may also



be given by e-mail and each Director shall furnish the Secretary with an e-mail address for that purpose.

Section 2. Waiver of Written Notice. Whenever notice is required to be given by statute or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice, provided such written waiver is filed with the records of the proceedings.

Section 3. Waiver by Attendance. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been properly called or convened.

## ARTICLE VIII

### OFFICERS

Section 1. Required Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The President may also appoint an Assistant Secretary and Assistant Treasurer who shall not automatically be members of the Board. Two or more offices may be held by the same person, except that at any given time, the President, Treasurer and Secretary shall each be different individuals.

Section 2. Election and Term. The officers of the Corporation shall be elected by a majority of the Board of Directors. Only members of the Corporation residing in Georgetown may serve as officers of the Corporation. No member of the Corporation shall be eligible to serve as an officer of the Corporation for more than six (6) consecutive years. The office of President shall not be held by one person for more than two (2) three (3) year terms

Nonetheless, The Board of Directors may, upon a majority vote, extend the term limits of any officer to permit their continued service until a successor takes office. The President shall appoint a nominating committee to report a slate of nominees for all officers at the regular meeting prior to the annual meeting at which elections are to be held. At the annual meeting nominations may also be made from the floor. The Board of Directors may, upon a majority vote, appoint more than one person to co-serve in any officer position, including as Co-President.

Section 3. Resignation. Any officer may resign at any time by giving written notice of resignation to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall be effective upon receipt thereof by the President or Secretary. The acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed at any time by the affirmative vote of the Board of Directors, provided that such action is taken by a two-thirds vote of those present at a meeting of the Board called expressly for that purpose. Any vacancy occurring in any office of the Corporation shall be filled by the President with the advice and consent of the Board of Directors. The officer so chosen shall hold office until term limits have been reached unless his or her death, resignation or removal has occurred.

Section 5. President. The President shall be the chief executive officer of the Corporation and shall be the Chairman of the Board of Directors. The President shall perform the duties incidental to the office and shall see that all orders and resolutions of the membership and the Board of Directors are carried into effect. The President shall execute all documents and contracts requiring a seal, under the seal of the Corporation, except where required by law to be otherwise signed and executed or where the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall preside

at all membership meetings of the Corporation at which he/she is present, unless the President directs otherwise; and shall appoint representatives to other organizations, all committees, and shall be ex-officio, a member of each committee.

Section 6. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or the Board of Directors.

Section 7. Secretary and Assistant Secretary. The Secretary shall record all the proceedings of the Corporation and of the Board of Directors in a book or electronic files to be kept for that purpose. The Secretary shall seek to ensure that the corporate records are maintained in an accurate and orderly manner. The Secretary shall give or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Assistant Secretary shall perform those duties assigned by the Secretary, and in the event of the temporary absence or disability of the Secretary assume the powers of and discharge the duties assigned to the Secretary.

Section 8. Treasurer and Assistant Treasurer. The Treasurer shall ensure, through oversight, that there are full and accurate accounts of receipts and disbursements in books and electronic records belonging to the Corporation and that the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors is done on time and correctly. The Treasurer is the officer responsible for the financial affairs of the corporation under 29-406.40(a). The Treasurer shall oversee the disbursement of the funds of the Corporation as may be ordered by the Board of

Directors, making sure that there are proper vouchers for such disbursements and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, at its special meetings, an account of all financial transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also be responsible, through oversight, for the filing of all tax returns, DC Corporate filings and the Annual Report required by Article X. The Assistant Treasurer shall perform those duties assigned by the Treasurer, and in event of the temporary absence or disability of the Treasurer assume the powers of and discharge the duties assigned to the Treasurer.

Section 9. Executive Director. The Board of Directors shall appoint an Executive Director, who shall lead, consistent with their employment contract, the day-to-day operations of the Corporation. The Executive Director shall be responsible for appointing and managing their team.

## ARTICLE IX

### ADVISORY COMMITTEES

The Board may create committees as required for the purpose of providing non-binding advice, counsel and expertise to the Board. The President shall appoint the chair(s) and any vice-chair(s) of a committee annually. The President and the chair(s) of each committee shall invite those members of the Corporation to join the committee as each in his or her sole discretion believe are qualified to further the purposes of the committee. Any member of a committee may have his or her membership in a committee terminated by the chair(s) thereof, with the advice and consent of the President. A majority of the members of each committee shall constitute a quorum.

## ARTICLE X

### REPORTS

Section 1. Filing Requirements. The Treasurer shall be responsible for ensuring the filing of all Federal tax filings and all filings required under the District of Columbia Nonprofit Corporation Act.

Section 2. Annual Report. The Board of Directors shall present annually at a regular meeting of the membership a report, verified by the President and Treasurer, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board of Directors, containing the following information:

- (a) The assets and liabilities of the Corporation for the prior 12-month fiscal period;
- (b) the changes in assets and liabilities during the year immediately preceding the date of the report;
- (c) the revenue or receipts of the Corporation during the prior year;
- (d) the expenses or disbursements of the Corporation during the prior year.

## ARTICLE XI

### CONTRACTS

The Board of Directors, except as these Bylaws otherwise provide, may authorize, upon a majority vote, any officer or agent to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount, except the President and Executive Director (or any of their designees) shall have the authority to enter into

contracts for supplies and services required by the Corporation in the regular course of its business in an amount not to exceed \$5,000 per annum per recipient. The President and Executive Director (or any of their designees) shall also have the authority to enter into contracts required to implement a budget approved by the Board of Directors up to the amounts provided for in that budget.

## ARTICLE XII

### INDEMNIFICATION

Any director or officer or former director or officer of the Corporation or any person who may have served at the Corporation's request as a director or officer of any other corporation shall be indemnified against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reasons of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any agreement, vote of the Board of Directors or members, or under these Bylaws or otherwise.

## ARTICLE XIII

### AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those present at any regular meeting of the Board of Directors, provided that written notice of the meeting identifying the Bylaw amendments to be voted on shall be communicated to each Board member at least five days in advance of the meeting at which a vote is to be taken upon such amendment.

ARTICLE XIV

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 2. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or, officers or such other person or persons as the Board of Directors may designate from time to time.

Section 3. Corporate Seal. The corporate seal shall have inscribed on it the name of the Corporation, the year of its organization and the words "Corporate Seal, District of Columbia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 4. Parliamentary Procedure. The rules of Parliamentary Procedure contained in "Robert's Rules of Order, Revised" shall be the authority governing all meetings, subject always to existing laws and Bylaws.

On this \_\_\_ day of \_\_\_\_\_, I, the President do hereby declare and publish the above to be the Bylaws of the Corporation approved by vote of the membership on May 7, 2024.

\_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Secretary

SEAL