

# HISTORIC MOUNT PLEASANT, INC.

## BY-LAWS

Revised February 2009

### ARTICLE 1 Membership

*Section 1. Eligibility.* The Corporation shall have one class of members. Any adult, *i.e.*, person over eighteen (18) years of age, or organization (1) interested in supporting the purposes of the Corporation and (2) residing or owning property, or operating legally established commercial or not-for-profit businesses, within the Mount Pleasant neighborhood of the District of Columbia, may become a member of the Corporation by filing an application in the form that the Board of Directors shall prescribe, which shall include the payment of dues. Organizations that are members shall designate an adult representative for purposes of communication and exercise of membership privileges.

*Section 2. Dues.* The Board of Directors shall set dues levels for different categories of membership, which may include both annual and life memberships. Dues of life members shall be payable on a one-time basis. Dues of annual members shall be payable in January of each year. Written notice of the amount due shall be sent each year to any member who has not renewed by January 31. Any member who has not paid current year dues by March 31 shall cease to be a member until such time as the dues are paid. The Board of Directors at its discretion may waive membership dues for any member.

*Section 3. Suspension and Expulsion.* Any member who takes actions or engages in conduct that the Board of Directors considers inimical to the interests of the Corporation may be suspended or expelled by majority vote of the Board of Directors. Prior to any such vote, the member who has taken such action or engaged in such conduct shall be notified in writing and given an opportunity to explain his or her conduct at the next regularly scheduled meeting of the Board of Directors or, at the Board's discretion, at a subsequent scheduled meeting of the Board of Directors. Failure to appear at such meeting without adequate explanation shall result in immediate suspension or expulsion, as the case may be. The dues of an expelled member shall not be refunded.

*Section 4. Resignation.* Any member may resign at any time by giving clear written notice of resignation to the Secretary.

*Section 5. Termination of Life Memberships.* A member who elects to pay dues on a one-time basis for inclusion in the category of Life Members, shall cease to be a member of the Corporation at such time that he or she shall no longer reside, own property, or operate a legally established commercial or not-for-profit business within the Mount Pleasant neighborhood of the District of Columbia.

## **ARTICLE 2 Membership Meetings**

*Section 1. Annual Meeting.* An annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of reviewing the Corporation's activities over the preceding fiscal year and voting on the proposed slate of new Directors and officers.

*Section 2. General Membership Meetings.* The Board of Directors may call general membership meetings in addition to the annual meeting at its own initiative or upon written request by at least 10 members of the Corporation.

*Section 3. Notice.* Notice of each meeting of the membership, including the annual meeting, stating the place, date and hour of the meeting, shall be given at least 10 days prior to the meeting by e-mail sent to Corporation members who have provided e-mail addresses or by such other means as the Board of Directors in its judgment determines to be reasonably likely to provide the members notice of the meeting. This may include personal delivery, telephonic notification, signs posted in the neighborhood, or publication in local newspapers or websites.

*Section 4. Quorum.* Ten percent (10%) of the members in good standing, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership. In the event of an annual meeting without a quorum, voting for proposed new Directors and officers shall subsequently be conducted via e-mail or by such other means as the Board of Directors in its judgment determines to be effective for the purpose of recording the votes of at least ten percent of the members in good standing.

*Section 5. Voting.* Each member in good standing is entitled to one vote. A simple majority of those voting, including both those present at meetings and any represented by proxy, is required for any decisions of the Corporation that are governed by votes of the members.

## **ARTICLE 3 The Board of Directors**

*Section 1. Size.* The Corporation shall be governed by a Board of Directors of at least six and no more than twelve members in good standing of the Corporation, including four officers as provided by Article 4 of these Bylaws.

*Section 2. Duties.* The Board of Directors shall manage, direct, control and administer the property, affairs and business of the Corporation and shall be and act as the custodian of its properties and interests. The Board of Directors shall act for and on behalf of the Corporation and do all things required and permitted by these Bylaws to carry out the objectives and interests of the Corporation. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

*Section 3. Eligibility.* Any member may serve on the Board of Directors. No member of an Advisory Neighborhood Commission within the District of Columbia may concurrently serve as a member of the Board of Directors.

*Section 4. Elections.* All Directors shall be elected at the annual meeting, or as provided in Article 2, Section 4 of these Bylaws, for a term which lasts until the next annual meeting or until their successors are elected. The slate of nominations for the Board of Directors shall be set forth in the annual meeting notice, which shall include a proxy form.

*Section 5. Resignations and Vacancies.* A Director may resign by submitting written notice to the Secretary. A Director may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the members of the current Board of Directors. Failure to attend meetings of the Board on a regular basis may be cause for removal. Any vacancy caused by death, resignation, incapacity, termination of membership or dismissal from office shall be filled by the affirmative vote of a majority of the remaining members of the Board, except that in the case of a vacancy occurring in the office of the President, the Vice-President shall succeed to that position until the next annual meeting.

*Section 6. Meetings.* The Board of Directors of the Corporation may hold regular and special meetings. Regular meetings shall be held not less than six (6) times each year. Special meetings may be called by the President or two or more Directors. In each case, the President or Secretary shall provide the other Directors with notice of the time and place, as well as a proposed agenda, in advance of the meeting. Notice may be provided in person, by e-mail, or telephonically. A Director may waive the right to notice, or, if all Directors attend a meeting, a defect of notice is automatically waived. The Corporation shall maintain written minutes of all meetings of the Board of Directors and any associated documents the Board determines are appropriate for inclusion in the records of the Corporation.

*Section 7. Quorum.* At meetings of the Board, a majority of the current Directors, present in person or represented by written proxy to another Director, shall constitute a quorum for the transaction of business.

*Section 8. Virtual Meetings.* Any action required or permitted at a meeting of the Board of Directors may be taken without a meeting, provided that all members of the Board are notified of the proposed action and a majority consent thereto in writing. The notice of proposed action and the writing or writings, which may include e-mail, shall constitute the “minutes” of such virtual meetings and shall be maintained in the records of the Corporation.

*Section 9. Recusal.* No Board member shall vote on any issue that would materially affect, directly or indirectly, his or her financial interests or those of a member of his or her household, or a business or organization with which he or she is associated, or on

matters as to which he or she has a conflict situation created by a personal, family, organization or client interest.

*Section 10. Attendance.* Members of the Corporation may attend as observers at regular and special meetings of the Board of Directors, except that the Board may, by affirmative vote of a majority of the Directors at any meeting at which a quorum is present, decide to convene in executive session to transact business of a confidential nature. The President or Secretary may invite a member or non-member of the Corporation to attend a specific meeting of the Board of Directors for the purpose of addressing the Board on a matter of interest to the Corporation.

#### **ARTICLE 4 Officers**

*Section 1. Offices.* The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. It shall be the policy but not a requirement that no officer serve in the same position for more than four (4) consecutive years.

*Section 2. President.* The President shall be the chief executive officer of the Corporation and shall preside at meetings of the Board of Directors and meetings of the membership. The President shall prepare an annual report of the activities of the Corporation and make the report available at the annual membership meeting.

*Section 3. Vice President.* The Vice President shall have such powers and perform such duties as may be assigned by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

*Section 4. Secretary.* The Secretary shall keep the minutes of all meetings of the Board of Directors and of the membership and shall perform such other secretarial duties as may be directed by the President. The Secretary shall maintain the official records, files and archives of the Corporation, except the books and records of the Treasurer.

*Section 5. Treasurer.* The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall be responsible for depositing all moneys in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board of Directors, and shall render to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

*Section 6. Delegation of Functions.* In case of the absence or incapacity of any officer of the Corporation and of any person authorized to act in his or her place during such

periods of absence or incapacity, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

## **ARTICLE 5 Committees**

*Section 1. Executive Committee.* The Board of Directors may designate an Executive Committee of the Board of Directors consisting of at least two officers to exercise specific authorities of the Board in the management of the Corporation.

*Section 2. Other Committees.* The Board of Directors may create, modify, consolidate or dissolve committees to conduct specific activities of the Corporation. Committees of the Corporation shall be open to participation by the membership at large. The Board of Directors shall designate the chair persons of such committees, which may include, by way of example and not limitation, community outreach, communications, education, design review, government relations, membership, special events, and zoning. Committees of the Corporation shall report to the Board of Directors and shall not exercise authorities pertaining to the Board of Directors. Committee chair persons shall serve at the pleasure of the Board of Directors.

## **ARTICLE 6 Financial Management**

*Section 1. Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

*Section 2. Checks.* Except as the Board of Directors may otherwise authorize, all checks, drafts and other instruments for the payment of money and all instruments of transfer of security shall be signed in the name and on behalf of the Corporation by the Treasurer.

*Section 3. Other Instruments.* The Board of Directors may authorize one or more officers to execute other instruments on behalf of the Corporation, including but not limited to contracts, instruments of debt or other legally binding documents.

*Section 4. Fiscal Year.* The fiscal year of the Corporation shall begin on the first day of December and end on the last day of November in each year.

*Section 5. End of Year Statement.* Not later than three months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year, as well as a statement of the source and application of funds, showing the results of the Corporation operations during the fiscal year. It shall be the policy but not a requirement that the balance sheet and statement of source and application of funds shall be made part of the President's annual report.

## **ARTICLE 7 General**

*Section 1.* Affiliation. To further its purposes, the Corporation may become a member of groups, committees, or federations of similar corporations, upon affirmative action by the Board of Directors.

*Section 2.* Prohibition of Certain Political Activities. The Corporation shall not engage in activities on behalf of or in support of any candidate in any election in which candidates of political parties are permitted to enter. Nothing in this section shall preclude the Corporation from organizing, sponsoring, or participating in informational forums at which such candidates appear and present their views, or notifying the membership of local political events.

## **ARTICLE 8 Amendments**

The Board of Directors shall have the power to amend the Bylaws by a two-thirds vote of the Directors present at any meeting of the Board, provided that all Directors have had reasonable opportunity to review the proposed changes prior to the meeting and that no change shall be inconsistent with this Corporation's status as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or other applicable sections of federal or local law.