

Shaw Dupont Citizens Alliance Bylaws
Adopted July 9, 2012

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be the Shaw-Dupont Citizens Alliance (SDCA).

ARTICLE II. PURPOSE: SDCA is a nonprofit neighborhood association dedicated to improving the community by strengthening relationships between neighbors, businesses, developers, schools, churches, local government and other neighborhood groups. On the basis of these relationships, SDCA works to:

- a) Provide an open forum through which residents, institutions, and businesses within SDCA boundaries may discuss neighborhood matters;
- b) Maintain and improve safety in our neighborhood;
- c) Clean and green our streets and alleys;
- d) Engage with the city and developers on projects affecting the community;
- e) Gather and disseminate information about the neighborhood;
- f) Speak with a collective voice on issues affecting the neighborhood; and
- g) Promote active involvement of neighbors in SDCA activities.

ARTICLE III. BOUNDARIES: Within the District of Columbia, the boundaries of SDCA shall be defined as the area bounded to the:

East to 12 th Street, NW;

South to S Street, NW;

West to 15 th Street NW; and

North to U Street, NW.

Both sides of the street shall be included in all boundary lines

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in SDCA shall be open to all residents, condominium associations, and owners of residential property that is located within the boundaries as defined in ARTICLE III.

Section 2 Admission of Members: Applicants shall be admitted to membership upon payment of annual dues and completion of the SDCA membership form. The term of membership is for the calendar year in which dues are paid.

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Section 3 Membership Categories & Dues Schedule

There shall be the following categories of annual membership:

- a) **Individual Membership:** (\$15.00) Residents living within the SDCA boundaries.
- b) **Dual Membership:** (\$20.00) Two residents at the same address – living within the SDCA boundaries.
- c.) **Senior Membership:** \$(5.00) 62 and over – senior residents living within the SDCA boundaries.
- d) ***Associate Memberships: Individual** (\$15.00); **Dual** (\$20.00); **Senior** (\$5.00) Residents living outside of the SDCA boundaries, who support the goals & mission of the SDCA.

*Associate Memberships are non-voting memberships offered by invitation only, and subject to the discretion and approval of the SDCA board.

Annual dues shall be set by the Board prior to the upcoming calendar year for which

dues shall be paid.

Section 4 Non-liability of members: No SDCA member shall be personally liable for SDCA's debts, liabilities, or obligations.

Section 5 Voting: Each member shall have one vote. Unless otherwise specified in these bylaws, SDCA's decisions shall be made by a majority vote of members present at the meeting at which the vote is taken. Voting may be by conducted by a show of hands or written ballot of the members present. No proxy or absentee voting shall be allowed. To vote members must have been a member in good standing for 30 days and, as this is a citizens and residents association, any material or perceived conflict of interest must be disclosed prior to any vote.

Section 6 Equal Opportunity: SDCA shall not deny anyone membership or the opportunity to participate in SDCA activities because of race, color, religious affiliation, national origin, age, gender, physical disability, personal appearance, sexual orientation, marital status, economic status, immigration status, property ownership status, or political affiliation.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1 Place of Meetings: Meetings shall be held within SDCA boundaries.

Section 2 Monthly Meetings: There shall be one SDCA meeting on the third Thursday of each month.

Section 3 Special or Non-Regular Meetings: Special meetings of the membership may be called by the President or by majority vote of the Board. Committee meetings may be called by Committee leadership as deemed necessary. Notification shall be made seven days in advance of the meeting, by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members.

Section 4 Agenda: The President shall prepare the agenda for general and special meetings. Any SDCA member may request to add an item to the agenda by:

- a) Submission of the item to the Board at least seven days advance of the meeting, in writing; or,
- b) A motion to the Board to add the item to the meeting agenda. Adoption of the motion requires a second and majority vote of the Board Members.

Section 5 Quorum:

- a) General or Special Membership Meeting: A quorum shall be five SDCA members including two SDCA Board members.
- b) Board: A quorum shall be a majority of Board members.
- c) Committees: A quorum shall be a simple majority of committee members.

Section 6 Participation: Only paid SDCA members are eligible to vote. All actions taken or recommendations made during the course of general or special meetings shall be communicated to all affected parties in regular meeting notes.

Section 7 Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VI. SDCA BOARD MEMBERS:

Section 1 Number of Board Members: The Board shall determine the exact number of Board positions annually. There shall be at least four and no more than ten Board members.

Section 2 Eligibility for Board Service: Only SDCA members in good standing who were members in good standing during the previous calendar year are eligible for Board membership.

Section 3 Terms of Office: Terms of office are concurrent with the calendar year.

Section 4 Board Vacancies: A vacancy on the Board exists upon a Board members' written resignation or termination of his or her term for non-participation. The Board may fill any vacancy on the Board or committees by a majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected.

Section 5 Election of Board Members: Board members shall be elected annually by SDCA membership vote at a scheduled or special meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any SDCA member. Election is by majority vote of the membership present. Board positions include but are not limited to: President, Vice President, Secretary, and Treasurer. Within thirty days of the election of a Board, the newly constituted Board shall meet and elect one Board member to fill each position. Board members shall serve in their elected positions for the calendar year.

Section 6 Duties of the Board: The Board shall have following duties and powers:

- a) Manage SDCA's daily affairs;
- b) Determine and represent SDCA's interests on all matters for which it is impractical to solicit the membership's views in advance; including, but not limited to emergency sessions of the full SDCA Board as outlined in Article IX.c) Report such representations to the membership prior to or at the next regular meeting;
- d) Appoint committees to perform necessary functions and represent SDCA on specified topics;
- e) Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in SDCA; and
- f) Set membership dues.

Section 7 Duties of Board Positions:

a. President: The President shall: preside at all SDCA meetings; perform such duties as the Board and the membership from time to time authorize; represent the Board's position and SDCA's interests; set meeting agendas; facilitate the creation, monitoring and achievement of yearly goals; and communicate on behalf of SDCA.

b. Vice President The Vice President shall perform the duties of the President in the President's absence and fulfill the President's responsibilities for the remainder of the term, if the President is incapable or unwilling to fulfill the duties of the position. The Vice President shall share responsibilities listed under President as agreed upon with the

President.

Second Vice President: The Second Vice President shall perform the responsibilities of the VP for the remainder of the term, if the Vice President is incapable or unwilling to fulfill the duties of the position. The Second VP shall share the responsibilities listed under Vice President as agreed upon with the Vice President

c. Secretary: The Secretary shall: record and maintain minutes of all SDCA meetings; maintain SDCA's non-financial files; maintain a list of Board members and their terms;

d. Treasurer: The Treasurer shall: have charge of all funds belonging to SDCA; receive, deposit and disburse funds for SDCA in a bank or financial institution in such manner as designated by the Board; issue monthly financial reports; keep an account balance and bank statements; handle SDCA membership records; and maintain SDCA's nonprofit status.

e. Chief Technical Officer and Webmaster: The CTO and Webmaster shall be responsible for the maintenance of the SDCA website to insure it is operational, current, and represents the mission and business of SDCA. Board members shall assist in this function, to develop and disseminate SDCA minutes, reports, as well as articles and photos for communication outreach.

Section 8 Board Meetings: The Board may meet as needed for the purpose of conducting Board business. The Board meeting may called by the President or by three or more Board members. Notification shall be by electronic mail. Board meetings are chaired by the President or Vice President.

Section 9 Powers of the Board: The Board shall be responsible for all business coming before SDCA and for assuring that members are informed of business that affects them, through reasonable means of notification.

Section 10 Termination for Non-participation: Board members failing to attend three consecutive SDCA meetings may be terminated from the Board upon written notice. Any Board member may be removed at any time for neglect of duty as determined by a majority of the entire Board.

Section 11 Compensation: All members of the Board shall serve without compensation, but each member shall be entitled to receive reimbursement for out-of pocket expenses incurred in connection with SDCA business.

ARTICLE VII. COMMITTEES: The Board may establish special committees to address discrete issues or activities. Each committee shall be composed of at least two SDCA members and report to the SDCA membership on a monthly basis. A committee may not take action on behalf of SDCA without SDCA Board approval.

Current Committee List:

Development and Design Committee
ABRA Committee
Parking Committee
Membership and Outreach Coordinator
Website Committee

ARTICLE VIII. CONFLICT OF INTEREST PROCEDURE: A transaction in which a Board member may have a direct or indirect conflict of interest may be approved by a Board vote if all material facts of the transaction and the Board member's interest are disclosed to the Board in advance of the vote. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Board members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Board member. If a majority of the Board members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by, a Board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE IX -EMERGENCY SESSION & EXTREME CIRCUMSTANCES:

SDCA Board of Directors reserves the right to call an emergency session of the full Board of Directors for the sole and specific purpose of introducing a motion to address the issue on behalf of its membership. The same standards governing the monthly membership meetings (i.e.: 50% quorum) shall apply to any such emergency session of the SDCA Board. Any vote taken by the Board at such emergency session of the Board of Directors, shall be granted the same weight as those taken before the full voting membership at any Monthly Membership Meeting. Full disclosure of such emergency actions by the Board shall be required to be reported to the full membership at the next regularly scheduled monthly meeting.

This emergency session provision is for consideration of the fact that public hearings for citizen testimony on issues that can often have a profound impact on the membership of SDCA and the surrounding residential community, are only required to give 14 days notice of such hearings, and given that this limited notice may not allow the time needed to bring the issue to a vote before the full SDCA membership at the Monthly Membership Meetings, the SDCA

Additionally, The Board reserves the right under extreme circumstances, by a two thirds majority vote of the full board, to override decisions taken by the membership which have been identified to be in direct conflict with the mission of this residents organization. Full disclosure of such extreme circumstance and resulting action by the Board shall be required to be taken at the current meeting or a meeting of the full membership at the next regularly scheduled monthly meeting.