

**ZONING COMMISSION FOR THE DISTRICT OF COLUMBIA
NOTICE OF PUBLIC HEARING**

TIME AND PLACE: Monday, October 30, 2006, @ 6:30 P.M.
Office of Zoning Hearing Room
441 4 Street, N.W., Suite 220-South
Washington, D.C. 20001

**PETITION OF THE SCHOOL WITHOUT WALLS HOME AND
SCHOOL ASSOICATION FOR PARTY STATUS IN CASE NO. 06-17**

FOR THE PURPOSE OF CONSIDERING THE FOLLOWING:

CASE NO. 06-17 (D.C. Public Schools & The George Washington University)

- (a) The person's name, address, and daytime telephone number;

**District of Columbia
School Without Walls Senior High School
Home and School Association
2130 G Street, N.W.
Washington, D.C. 20037**

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D.C. OFFICE OF ZONING

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- (b) A request to appear and participate as a party;

The District of Columbia School Without Walls Senior High School Home and School Association is seeking approval from the Zoning Commission to appear in Case No. 06-17 (D.C. Public Schools & The George Washington University) as a Party.

- (c) Whether the person will appear as a proponent or opponent of the application;

The District of Columbia School Without Walls Senior High School Home a d School Association will appear as a proponent of the application.

**ZONING COMMISSION
District of Columbia**

CASE NO. 06-17
EXHIBIT NO. 23
ZONING COMMISSION
District of Columbia
CASE NO. 06-17
EXHIBIT NO. 23

(d) Whether the person will appear through legal counsel, and if so, the name and address of legal counsel;

The organization will not appear through legal counsel.

(e) A list of witnesses who will testify on the person's behalf;

HSA President, Andrea Bagwell

Overview of HSA & SWW

Parent, Peter May

Why SWW Benefits & Rewards

Parent, Susan Punnett

Historical Overview of Modernization Efforts

**Faculty Member/Librarian,
Sharon Vollin**

**Physical Conditions
Impact on Teaching & Learning**

**Alumni SWW &
Current Student
George Washington University,
Andre Lindsey
& GW**

**Value of SWW Education
Connections**

**Student & President SWW
Student Government Association,
Serena Wong**

**Impact of SWW Facilities
Conditions on Learning**

(f) A summary of the testimony of each witness;

(See Attachment #1)

- (g) An indication of which witnesses will be offered as expert witnesses, the areas of expertise in which any experts will be offered, and the resumes or qualifications of the proposed experts;

The School Without Walls Senior High School Home School Association will not offer an expert witness in Case No. 06-17 (D.C. Public Schools & The George Washington University).

- (h) The total amount of time being requested to present their case; and

The School Without Walls Senior High School Home School Association is requesting 15 minutes to present our case.

- (i) A written statement setting forth why the person should be granted Party Status, including reference to the following:

The School Without Walls Home and School Association should be granted Party Status because the organization is legally recognized by both the federal government and the District of Columbia government as organization incorporated exclusively to support and advance the educational mission of the School Without Walls.

- (1) The property owned or occupied by the person, or in which the person has an interest, that will be affected by the action requested of the Commission;

- (2) The legal interest the person has in said property, such as owner, tenant, trustee, or mortgagee;

The School Without Walls Home and School Association has a legally recognizable interest in the School Without Walls Senior High School and as such should be afforded "Party Status" by the Zoning Commission.

The Home and School Association was incorporated in the District of Columbia on May 15, 2000 and is in good standing. By way of background, on August 10, 2001, the organization amended its Articles of Incorporation to reflect first, that "The purpose of the SWW/HSA is to support and advance the educational mission of the School Without Walls ("SWW")"; second that the organization shall have two classes of membership: voting and non-voting; and lastly to reflect that the Articles may be amended by a vote of two thirds (2/3) of the members. Subsequently, the organization's governing bylaws first adopted in 2000 were Revised and Restated on February 20, 2001.

The organization applied for its tax exempt status from the Internal Revenue Service and was granted such status on August 1, 2001, January 7, 2005 and July 19, 2005, respectively. The SWW/HSA is organized exclusively for charitable and educational purposes (the "Exempt Purposes") as defined in Section 501[c] [3] of the Internal Revenue Code of 1986, as amended (the "Code"). The SWW/HSA is a group of parents, faculty, staff, alumni and community members. The organization's initial incorporators and Board of Directors were Mr. Bradford Snell, Mr. R. Townsend Robinson and Mr. Robert Thomas.

The purpose of the organization is to support and advance the educational mission of the School Without Walls. The organization is governed by a Board of Directors who are elected by the membership and who serve for one year terms. The Home and School Association convenes monthly meetings to conduct its business. The members of the organization are faculty, staff, parents, and

community members who are exceptional individuals who have a vision that sets high expectations and standards for academic and social development of all students and for the performance of adults.

The Association has two classes of Members; voting and non-voting. Eligibility for voting membership shall be limited to (1) SWW faculty, (2) SWW staff, (3) parents of SWW students, (4) legal guardians of SWW students, and (5) responsible adults with whom SWW students are residing during the school year. Eligibility for non-voting membership is set by the Board. The powers of the members are to, (a) elect and remove Class A Directors, (b) amend the bylaws, (c) amend the Articles, and (d) approve the Annual Budget. The requirements for membership are, "dues or alternative service in lieu dues shall be in an amount to be determined by the Board, provided, however, that dues and membership shall be exclusively on an individual basis, as opposed to a family household couple, or any other collective basis.

The Home and School Association contributes financially to the School Without Walls, by paying teacher salaries, purchasing text books, paying for Advance Placement testing materials, paying for teacher training, student planners, textbooks, supplies, postage and many other school related resources.

- (3) The distance between the person's property and the property that is the subject of the application before the Commission;

While the School Without Walls Home and School Association is not a property owner, as residents of the District of Columbia and as taxpayers, our parents support all of the schools in the District of Columbia, including SWW.

- (4) The economic, social, or other impacts likely to affect the person and/or the person's property if the action requested of the Commission is approved or denied; and

There is tremendous benefit to be gained by the residents of the District of Columbia upon the approval of the Zoning Commission regarding the approval of the Joint Application of the District of Columbia Public School System and the George Washington University. The social impact of having students from across the city to interact on a college campus is vital in preparing the students for the next level of their education.

Other benefits include the following:

- (1) Developing and implementing a comprehensive instructional leadership plan;**
- (2) Collaborating with families and community members, responding to diverse community interest and needs and mobilizing community resources;**
- (3) Ensuring the management of the organization, operations and resources for a safe, efficient and effective learning environment;**
- (4) Articulating a vision that sets high expectations and standards for the academic and social development of all students and for the performance of adults;**
- (5) Facilitating the development, articulation and Implementation of a vision of learning that is shared and supported by both DCPS and the school community;**
- (6) Establishing a culture of educational excellence focused on high academic goals for the students of the District of Columbia;**
- (7) Acting with integrity, fairness and in an ethical manner; and**
- (8) Developing and maintaining partnerships with**

stakeholders and other institutions to bring increased resources, programs and opportunities to SWW.

(5) An explanation of how the person's interest as identified in response to paragraph would likely be more significantly, distinctively, or uniquely affected in character or kind by the proposed zoning action than those of other persons in the general public.

The interests of the SWW Home and School Association are significantly and distinctively affected by the proposed zoning action because the Association is the legally recognized body whose sole mission is to advance the educational mission of the School Without Walls Senior High School.

Summary of the testimony of each witness

HSA President, Andrea Bagwell

Overview of HSA & SWW

Parent, Peter May

**Why SWW Benefits &
Rewards**

Parent, Susan Punnett

**Historical Overview of
Modernization Efforts**

Faculty/Librarian, Sharon Vollin

**Physical Conditions
Impact on Teaching &
Learning**

**Alumni & Current Student
George Washington University,
Andre Lindsey**

**Value of SWW Education
& GW Connections**

**Student & President,
SWW Student Government
Association, Serena Wong**

**Impact of Conditions on
Learning**

**Outline of Testimony of Andrea Bagwell, SWW Home and School Association
School Without Walls PUD application
Zoning Commission Hearing 10/30/06**

- Overview of the SWW Home and School Association
 - Home and School Association Recognition by District of Columbia Government
 - Home and School Association Recognition by Federal Government
- Organizational Mission of SWW Home and School Association
 - Membership
 - Management of the Home and School Association
- Contributions to SWW by Home and School Association
 - Financial
 - Parent Support
 - Faculty and Staff Support
 - Community Partner Support
- Collaborating with Families and Community Members
 - Developing and Maintaining Partnerships with Stakeholders
 -

**Outline of Testimony of Peter May
School Without Walls PUD application
Zoning Commission Hearing 10/30/06**

- What School Without Walls offers
 - Humanities focus
 - City as a classroom
 - College preparation
 - Connection to GW, including teachers, tutors, and free college classes
 - Most of the offerings of other high schools (albeit with some travel time)
- What School Without Walls demands
 - Academic excellence
 - Self-motivation and self-direction
 - Parental support and involvement in school activities
- What School Without Walls yields
 - One of the few public high schools in the District making AYP
 - Graduates well-prepared for the college experience
 - An excellent reputation among admissions officers at top colleges and universities
 - Graduates with college credit (from GW or other universities) and AP credit
- What School Without Walls lacks (besides walls)
 - Adequate classroom space, science labs, library space, assembly space, etc.
 - Adequate maintenance and repairs

**Outline of Testimony of Andre Lindsey, SWW Alumni & George Washington
University Student
School Without Walls PUD application
Zoning Commission Hearing 10/30/06**

- **Bridging the Gap Between College and the Real World**
 - A Look Into How the SWW Format Gradually Places Students in a Real World Atmosphere

- **Crossing the Street: From High School to College**
 - College Classes Now Will Equal College Classes Later
 - The SWW Location and Collegiate Success
 - The Benefits of a Collegiate Atmosphere on a College Prone Student Body

**Outline of Testimony of Sharon Vollin, Librarian
School Without Walls PUD Application
Zoning Commission Hearing 10/30/06**

- Difficulties to Teach High Level Courses in Crumbling Facilities
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 -
 -
 -
 -

**Outline of Testimony of Sernea Wong, SWW Student & President of Student
Government Association
School Without Walls PUD Application
Zoning Commission Hearing 10/30/06**

- Impacts of Conditions on Learning From a Student's Perspective
 - Academic Progress
 - Crowded Classrooms
 - Technology and Inability to Wire School

**Outline of Testimony of Susan Punnett, Member SWW School Modernization
Committee & Former Parent
School Without Walls PUD Application
Zoning Commission Hearing 10/30/06**

- How and Why the Idea of Rebuilding was Conceived
 - What Part George Washington University Plays in the Renovation
 - How Long it Took: Time and Efforts of Interested Parties
 - Teachers' Involvement in the Programmatic Part of Renovation
 - Parent's and Student's Involvement
 - Man Hours Dedicated to This Effort
 - New School as a Legacy of George Washington University and SWW to the Benefit of All Students Coming From All Wards of the District of Columbia

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

JUL 19 2005

SCHOOL WITHOUT WALLS HOME AND
SCHOOL ASSOCIATION
2130 G ST NW
WASHINGTON, DC 20037-2790

Employer Identification Number:

52-2303014

DLN:

17053001777075

Contact Person:

PETER A ORLETT

ID# 31436

Contact Telephone Number:

(877) 829-5500

Public Charity Status:

170(b)(1)(A)(vi)

Dear Applicant:

Our letter dated August 1, 2001, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

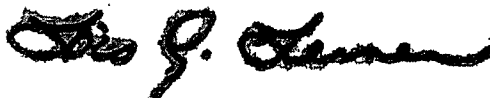
Based on the information you submitted, our letter dated January 7, 2005 in which you were presumed to be a private foundation is hereby superseded. You are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:30 a.m. - 5:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Sincerely yours,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Letter 1050 (DO/CG)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

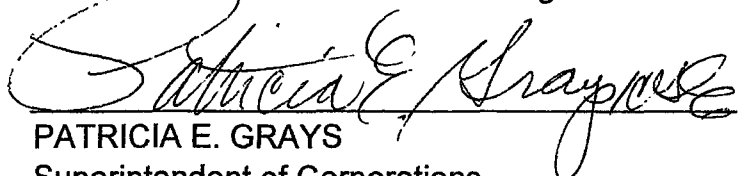
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF REINSTATEMENT** is hereby issued to:

SCHOOL WITHOUT WALLS HOME AND SCHOOL ASSOCIATION (THE "SWW/HSA")

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **4th** day of **October, 2006**.

PATRICK J. CANAVAN, PSY. D.
DIRECTOR

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

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C E R T I F I C A T E

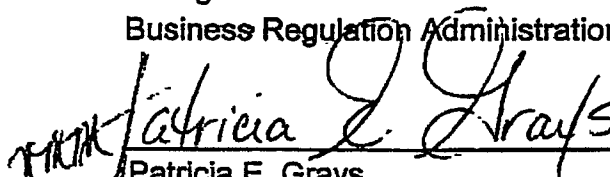
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

SCHOOL WITHOUT WALLS HOME AND SCHOOL ASSOCIATION (THE "SWW/HSA").

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **15th** day of **May**, 2000 .

Lloyd J. Jordan
Director

Patricia E. Grays
Acting Administrator
Business Regulation Administration



Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

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**AMENDED AND RESTATED BYLAWS
OF
SCHOOL WITHOUT WALLS HOME SCHOOL ASSOCIATION**

Article I - Name

The name of the Corporation shall be School Without Walls Home School Association ("SWW/HSA").

Article II - Mission

Section 1 The SWW/HSA is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in accordance with applicable laws of the District of Columbia governing non-profit corporations.

Section 2 The purpose of the SWW/HSA is to support and advance the educational mission of the School Without Walls.

Article III - Office

The principal office of the SWW/HSA shall be located at such place as the Board may designate. The SWW/HSA may maintain additional offices at such other places as the Board may designate.

Article IV - Board of Directors

Section 1 General Powers. The Board of Directors (the "Board") shall manage the business and conduct the affairs of SWW/HSA. The Board may exercise all such powers of SWW/HSA and do all such lawful acts and things as provided by applicable law, the Articles of Incorporation (the "Articles"), or these Bylaws.

Section 2 Number. The Board shall consist of eleven (11) members or such other number as specified in these Bylaws; provided that such number shall be no less than three (3) and no more than fifteen (15), and that the majority of the aggregate number of Directors of all classes shall be elected by the Members.

Section 3 Classification. ¹⁴ The Board shall be divided into three (3) classes of Directors: Class A, Class B and Class C. Each Class of Directors shall have full and equal voting rights, and all Directors must be Members. The classes shall be divided as follows:

Class A shall consist of Directors elected by the Members. This class shall include:

- A. The Officers
- B. One or more at-large member

Class B shall consist of Reserved Directors. This class shall include:

- A. The SWW Principal, who shall serve as a Class B Director for as long as he or she is the Principal of SWW.
- B. A member of the SWW faculty, who shall be elected by the SWW faculty and may serve as a Director only for as long as he or she is a SWW faculty member

Class C shall consist of Directors appointed by the President. This class may include any Member.

The number of Class A Directors shall always be a majority of the total number of Directors, and Director positions in Classes A and C shall be added or deleted as needed to maintain a simple majority of Class A.

Section 4 Term of Office. Directors shall serve one (1) year terms. Directors may serve an unlimited number of terms.

Each Director shall hold office until the earliest of his or her:

- (a) successor shall have been duly elected or appointed and qualified;
- (b) death or incapacity to perform all functions as a Director for more than thirty (30) consecutive days; or
- (c) resignation or removal, as prescribed in these Bylaws.

Section 5 Method of Election. At the SWW/HSA Annual Membership Meeting, the Nominating Committee will recommend one or more candidates to fill Class A Directorship positions. Additional nominations will be accepted from the floor.

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resignation, or

(b) an increase in the Number of Directors; or

(c) there being, for whatever reason, fewer Directors than three.

Within fifteen (15) days of the time the Board knows of such a vacancy, the vacancy shall be filled in the following manner:

(a) The Board shall fill Class A Director vacancies, acting by a majority of the Directors then in office and any Director so chosen shall hold office for the unexpired term;

(b) Candidates for the Class B faculty Directors shall be nominated by the SWW faculty. The faculty shall then elect their representative by a majority vote and the Director so chosen shall hold office for the unexpired term;

(c) Class C Directors shall be appointed by the President to hold office for the unexpired term.

Article V - Meetings of the Board

Section 1 Annual Meeting. The Annual Meeting of the Board shall be held immediately following the Annual Membership Meeting, at a time or place within or without the District of Columbia as selected by the Board.

(a) As the first matter of business, the incoming President, at the start of the Annual Meeting, shall appoint the Class C Directors

(b) After such new Directors are appointed, the new Board shall accept the reports of the former Secretary and Treasurer, and conduct any other business of the SWW/HSA.

(c) Subject to applicable law, the Articles, and these Bylaws, the Board may adopt additional rules for conducting the Annual Meeting.

Section 2 Special Meetings. Special meetings may be held as necessary at a time and place within or without the District of Columbia. The President, or any three Directors, may call at any time a special meeting of the Board. If the special meeting is called by three Directors, each such Director calling for such special meeting must sign the notice. Subject to applicable law, the Articles, and these Bylaws, the Board may adopt rules for conducting special meetings.

Section 3 Regular Meetings. Regular meetings shall be held monthly at such locations within the District of Columbia, at such times and on such dates as determined by

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the Board. Subject to the Code, the Articles, and these Bylaws, the Board may adopt rules for conducting regular meetings.

Section 4

Notice. The Secretary shall give notice to the Directors of any Annual Meeting or special meeting called by the President. The Directors calling a special meeting shall give notice to the other Directors. A notice of any meeting of the Board need not be given to any Director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to or at the commencement of such meeting, the lack of notice to such Director.

- (a) Notice shall be given by either (i) regular mail to the address of each Director, (ii) facsimile, or (iii) other electronic means to each Director as recorded in the books and records of the SWW/HSA. A notice sent by mail shall be deemed to be given at the time such notice is deposited, properly addressed with postage prepaid, in the United States mail. A notice sent by facsimile or other electronic means shall be deemed to be given at the time of the confirmation of receipt.
- (b) Notice for an Annual Meeting shall be given at least fourteen (14) business days prior to the date of such meeting; provided, however, that such notice shall be provided at least thirty (30) calendar days prior to the date of such meeting if the Board proposes to amend the Bylaws at such meeting. Notice is not required for regular meetings. Notice for a special meeting shall be given at least two (2) business days before such meeting.
- (c) Notice of any meeting shall state the date, time, and place of the meeting. In addition,
 - (i) a notice of a special meeting shall also state the purpose or purposes for holding such meeting and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting;
 - (ii) a notice for a meeting at which the Board proposes to amend the Bylaws shall also state the proposed amendment; and
 - (iii) a notice for a meeting at which the Board intends to remove a Director shall also state the name of such Director and the reasons, if any, for such proposed removal.

Section 5

Organization. At each meeting the President shall preside over the meeting. If the President is not present, the Vice President shall preside. If neither the President nor Vice President is present, the Directors present at such meeting shall select one Director who shall preside. The Secretary, or the Secretary's designee, shall act as secretary of the meeting and keep the minutes of the meeting.

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- Section 6 Quorum and Adjournment. At any annual, regular, or special meeting of the Board, a quorum shall consist of a majority of Directors then in office. The Directors present may adjourn the meeting to another date, time, and place despite the absence of a quorum.
- Section 7 Voting. The Board may act by majority vote of the Directors present at any such meeting at which a quorum of Directors is present.
- Section 8 Proxies. Directors may not participate by proxy.
- Section 9 Participation in Meeting by Communication Equipment. Directors may participate in any meeting through use of a conference telephone or similar communications equipment so long as all Directors participating in the meeting can hear and communicate with each another. Participation by such means shall constitute presence in person at the meeting for all purposes of these Bylaws.
- Section 10 Action Without Meeting. The Board may take any required or permitted action without a meeting by written unanimous consent. The Secretary shall file such resolutions and written consents with the minutes of the proceedings of the Board.

Article VI - Committees

- Section 1 Committees of the Board. The Board may by resolution designate one or more committees, which may include but are not limited to those for fundraising, education and membership. To the extent provided for in the resolution creating such committee and except to the extent restricted by the Code, the Articles, these Bylaws and the adopting resolution, each such committee shall have and may exercise the powers that are designated by the Board. Each such committee shall serve at the pleasure of the Board and shall have such name as may be determined from time to time by resolution adopted by the Board, however no such committee shall have the authority to amend these bylaws. Each such committee shall consist of at least one Director. Each committee shall keep regular minutes of its meetings and report such minutes to the Board.
- Section 2 Nominating Committee. The Nominating Committee shall consist of three Members. No such member may accept nomination on his or her own behalf to serve as a Director. If a member of the Nominating Committee wishes to accept a nomination he or she must resign from the Committee. The President of the SWW/HSA and the Principal of the SWW are prohibited from serving on the Nominating Committee.

Article VII - Officers

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- Section 1 Officers. The SWW/HSAs shall have four (4) officers: President, Vice President, Secretary, and Treasurer. No individual may hold more than one office. Upon the adoption of these Amended Bylaws, the President-Elect shall become the Vice-President and shall serve until the next Annual Membership Meeting. Thereafter the Vice-President shall serve a one year term.
- Section 2 Election. At each Annual Membership Meeting the Nominating Committee shall, in accordance with the procedure under Section 5 of Article IV of these Bylaws, recommend candidates for each office. The Members shall elect the Officers by a majority vote.
- Section 3 Term. Officers shall be elected to serve one (1) year terms. Officers may serve an unlimited number of terms.
- Each Officer shall hold office until the earliest of the following events:
- (a) his or her successor shall have been duly elected and qualified;
 - (b) death or incapacity for more than thirty (30) calendar days; or
 - (c) resignation or removal, as prescribed in these Bylaws.
- Section 4 Removal. An Officer may be removed with cause by a two-thirds (2/3) vote of the members of the Board then in office at any meeting of the Board; provided, however, that notice of the proposed removal shall be given with the notice of such meeting and the Officer involved shall be given an opportunity to be present and to be heard at such meeting before such vote is taken. An Officer shall be deemed to be removed, effective immediately, if such Officer
- (a) has been declared of unsound mind by a final order of court;
 - (b) has been convicted of a felony; or
 - (c) has been found by a final order or judgment of any court to have breached any duty imposed under the Act.
- Section 5 Resignations. An Officer may resign at any time by giving written notice to the President. The resignation notice shall be effective upon receipt, unless the notice specifies a future time for the effectiveness.
- Section 6 Vacancy. A "vacancy" shall be deemed to exist upon death, incapacity to perform all functions as an Officer for more than thirty (30) calendar days, resignation, or removal of any Officer, as prescribed in these Bylaws.

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Within fifteen (15) calendar days of the time the Board knows such a vacancy exists, the Board shall fill such vacancy, acting by a majority of the Directors then in office, and any Officer so chosen shall hold office for the unexpired term.

Section 7 President. The President shall generally supervise the affairs of the SWW/HSA. The President shall execute on behalf of the SWW/HSA all contracts, deeds, conveyances, and other written instruments that may be authorized by the Board for the proper and necessary transaction of the business of the SWW/HSA. The President shall perform all duties incident to the office of President and such other duties as may be assigned to such office by the Board.

Section 8 Vice President. The Vice President shall perform the duties of the President in the event of his/her absence, disability, resignation or death.

Section 9 Secretary. The Secretary shall be responsible for keeping the corporate records. The Secretary shall give or cause to be given all notices of meetings of the Board and all other notices required by law or by these Bylaws. The Secretary shall present to the Board the minutes of the previous regular board meeting and provide copies at each regular Board meeting. The Secretary shall be the custodian of all books, correspondence, and papers relating to the business of the SWW/HSA, except those of the treasurer. The Secretary shall also prepare and present to the Board such other reports as it may desire and request at such time or times as it may designate. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned to such office by the Board.

Section 10 Treasurer. The Treasurer shall have general charge of the finances of the SWW/HSA. The Treasurer shall endorse on behalf of the SWW/HSA all checks, drafts, notes, and other obligations and evidences of the payment of money to the SWW/HSA or coming into his or her possession; and shall deposit the same, together with all other funds of the SWW/HSA coming into his or her possession, in such bank or banks as may be selected by the Board. The Treasurer shall keep a full and accurate account of all receipts and disbursements of the SWW/HSA in books belonging to the SWW/HSA, which shall be open at all times to the inspection of the Board. The Treasurer shall present to the Board at its regular meetings and the Annual Board meeting a Treasurer's Report. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned to such office by the Board.

Article VIII - Membership

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Section 1 Membership. The SWW/HSA shall have two classes of Members: voting and non-voting.

Eligibility for Voting Membership shall be limited to (1) SWW faculty, (2) SWW staff, (3) parents of SWW students, (4) legal guardians of SWW students, and (5) responsible adults with whom SWW students are residing during the school year.

Eligibility for Non-voting Membership shall be set by the Board

Section 2 Powers of Membership

(a) Elect and Remove Class A Directors;

(b) Amend the Bylaws;

(c) Amend the Articles

(d) Approve the Annual Budget.

Section 3 Requirements for Membership. Dues or alternative service in lieu dues shall be in an amount to be determined by the Board, provided, however, that dues and membership shall be exclusively on an individual basis, as opposed to a family, household, couple, or any other collective basis.

Section 4 Term. The term of membership shall be the fiscal year for which dues are paid.

Section 5 Benefits. The Board may establish special incentives and benefits for Members.

Article IX - Membership Meetings

Section 1 Annual Meeting. The Annual Membership Meeting of the SWW/HSA shall be held in May of each year, at a time or place within or without the District of Columbia as selected by the Board.

Section 2 Regular Meetings. Regular meetings of the members may be held within or without the District of Columbia, as determined by the Board. A regular meeting shall be held in September of each year for the purpose, among others of approving the Annual Budget.

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- Section 3 Special Meetings. Special meetings may be called by any five (5%) percent of the Members. Such number shall not be less than seven (7).
- Section 4 Notice. Written notice stating the place, day, hour, and the purpose for which a special meeting is called shall be mailed to each member not less than five (5) business days prior to the meeting.
- Section 5 Quorum. A quorum shall consist of ten (10%) percent of the voting Members. Such number shall not be less than thirteen (13).
- Section 6 Voting. The membership may act by majority vote of the voting Members present at any meeting at which a quorum is present.
- Section 7 Proxies. Proxy voting is not permitted. Only those Members present at any such meeting may vote.

Article X - Conflict of Interest

- Section 1 A potential conflict of interest (a "Potential Conflict") exists when a Director has a direct or material indirect financial interest in a transaction to which the SWW/HSA is a party, including but not limited to, interests by virtue of such Director being an officer, staff member, Director or general partner of another entity.
- Section 2 Any Potential Conflict on the part of any Director shall be disclosed promptly to the other Directors. Such Director subject to a Potential Conflict shall not vote or use his or her personal influence on the matter, however, such Director shall be counted in the quorum for that portion of the meeting when the Board takes action on issues involving such Potential Conflict. These requirements shall not be construed as preventing the Director from briefly stating his or her position in the matter and answering questions of other Board members. All actions taken on matters which involve a Potential Conflict of Interest shall clearly reflect, in the minutes of such action, that the above requirements have been satisfied.

Article XI - Amendments

- Section 1 Board. The Board may amend these Bylaws in whole or in part by a two-thirds (2/3) vote of the number of Directors that the SWW/HSA would have if there were no vacancy or vacancies; provided, however, that at least thirty (30)

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calendar days' prior written notice is given of such intention to amend; and provided further, however, that any such amendment shall not amend or diminish the right of the Members to elect the Class A Directors or amend Article XI of these Bylaws.

- Section 2 **Membership.** The Members may amend these Bylaws in whole or in part by a majority of the Members at a meeting; provided, however, that at least thirty (30) calendar days' prior written notice is given of such intention to amend; and provided further that any such amendment shall not amend or diminish the right of the Board to amend these Bylaws.

Article XII - General Provisions

- Section 1 **Fiscal Year.** The fiscal year of the SWW/HSA shall be from September 1 through August 31. The Board may change the fiscal year of the SWW/HSA.
- Section 2 **Books, Lists, and Reports.** The SWW/HSA shall keep, at its office, correct and complete books and records of account and minutes of the proceedings of the Board and such committees as may be designated by the Board.
- Section 3 **Deposit of Funds.** The SWW/HSA shall deposit all funds not otherwise in use in such banks, savings and loan associations, trust companies, and similar entities as the Board may determine.
- Section 4 **Checks, Notes, Drafts.** All checks, notes, drafts or other orders for the payment of money on behalf of the SWW/HSA shall be signed, endorsed or accepted in the name of the SWW/HSA by such Officer, Officers, person or persons as may be designated by the Board or by an Officer or Officers authorized by the Board to make such designation.
- Section 5 **Gifts.** The Board may accept on behalf of the SWW/HSA any grant, gift, donation, bequest, or devise for the general purposes or for any special purpose of the SWW/HSA.
- Section 6 **Force and Effect of Bylaws.** These Bylaws are subject to applicable law and the Articles. If any provision in these Bylaws is inconsistent with a provision of applicable law or the Articles, the provision of the law or the Articles shall govern to the extent of such inconsistency.