VAN NESS SOUTH TENANTS' ASSOCIATION, INC.
Revised and Amended BYLAWS

ARTICLE I - Membership and Voting

Section 1. ELIGIBILITY FOR MEMBERSHIP. The corporation has one class of members. Membership is open to persons who are tenants of the Van Ness South Apartments, 3003 Van Ness Street NW, Washington DC (hereinafter designated as "Van Ness South Apartments"), except that a person may not be a member of the corporation if that person, any member of that person's family, or any occupant of that person's apartment is employed by the current landlord, or any of its subsidiaries or affiliates, or any other entity that owns or manages the Van Ness South Apartments. For the purpose of these Bylaws, "tenant" is defined as an individual who is a signatory to a lease for an apartment at the Van Ness South Apartments.

Section 2. METHOD OF JOINING. A tenant becomes a member of the corporation by paying an initial membership fee, and shall remain a member until termination of the tenant's membership, pursuant to Article VII, sec. 3 and 4.

Section 3. VOTING. Only members in good standing of the corporation may vote. There will be no more than a total of one (1) vote for each unit or apartment in the Van Ness South Apartment building. A member in good standing is one who is current in the payment of annual membership dues.

ARTICLE II - Meetings of the Membership

Section 1. ANNUAL MEETING. The annual meeting shall be held in October of each year, at a time and place determined by the Board of Directors (hereinafter referred to as "the Board"), and shall include election of the Board of Directors.

Section 2. SPECIAL MEETINGS. The Board shall call a special meeting whenever necessary or whenever there is a written request for a special meeting, the request to be signed by at least ten percent (10%) of the membership and stating the purpose for which the meeting is requested. All special meetings shall be held as soon as practicable following such a request, but not later than thirty (30) days after the date on which such request for a special meeting shall have been made in writing.

Section 3. PLACE OF MEETING. The Board may designate any place within the District of Columbia as the place of meeting for any meeting of the general membership.

Section 4. NOTICE OF ANNUAL MEETING. Written notice stating the date, place, and hour of the annual meeting must be delivered to each member not less than seven (7)

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days before the date of the meeting. Notices shall be deemed delivered when placed under each member's apartment door, in the member's message box, or in the U.S. mail. Because of the absence of universal accessibility to the World Wide Web and the Internet, electronic media do not constitute a valid substitute for any of three aforementioned delivery methods.

Section 5. NOTICE OF SPECIAL MEETINGS. Written notice stating the date, place, hour, and purpose of a special meeting must be placed under each member's apartment door or in the member's message box not less than twenty-four (24) hours before the meeting. Because of the absence of universal accessibility to the World Wide Web and the Internet, electronic media do not constitute a valid substitute for either of the two aforementioned delivery methods.

Section 6. VOTING BY PROXY. Voting by proxy is permitted only when the proxy is executed in writing by a member in good standing of the corporation empowering another member in good standing of the corporation to act at a given meeting on behalf of the member giving the proxy. A member may make only one proxy for any meeting. A tenant who is a member in good standing of the corporation may hold and exercise more than one proxy, but may not hold and exercise more than twenty (20) proxies for duly recorded members of the corporation at any one time for any one meeting.

Section 7. VOTING BY ABSENTEE BALLOT. Absentee ballots shall be available for members unable to attend the annual meeting. Ballots must be delivered in sealed envelopes at least twenty-four (24) hours before the meeting to a member of the Board or representative(s) designated by the Board.

Section 8. QUORUM. Twenty percent (20%) of the membership represented in person or by proxy constitutes a quorum for the transaction of business.

Section 9. MANNER OF ACTING. A majority of the members voting is necessary for the adoption of any matter, except an amendment to or a revision of the Bylaws which requires approval by two-thirds (2/3) of the members voting.

ARTICLE III - Board of Directors

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board.

Section 2. BOARD MEMBERSHIP. The Board consists of seven (7) persons elected from among the members of the corporation (hereinafter referred to as "director (or directors)."

Section 3. BOARD TERM.

(a) The term of a member of the Board ends upon the election of a new Board at the annual meeting following, or coinciding with the end of the term of the Board member.

(b) Each Board member elected shall assume office immediately following the adjournment of the annual meeting at which the election is being held, and at which the member was elected to serve on the Board.

Section 4. TERMINATION.

(a) Membership on the Board shall be terminated at the discretion of the Board, if a member fails to attend three (3) consecutive meetings without adequate justification. A decision to remove a member shall require the vote of at least five (5) members of the Board, after the member to be removed shall have had an opportunity to be heard by the Board.

(b) A decision of the Board to remove one of its members may be appealed to the general membership, in accordance with Article II, Section 2 of these Bylaws, which by its vote shall have sole power to reinstate the terminated Board member, after a hearing has been had on the issues.

Section 5. REMOVAL BY MEMBERSHIP. Any Director may be removed by a vote of a majority of the general membership.

Section 6. VACANCIES. Any vacancy on the Board shall be filled by the vote of a majority of the remaining Directors, as soon as is practicable. A Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 7. COMPENSATION. No compensation shall be paid to a Director for services rendered as a Director.

Section 8. MEETINGS. Meetings of the Board may be held at such time and place within the District of Columbia as is determined by the Board. The President of the Board shall call special meetings, either of his or her own accord or at the request of one or more Directors.

Section 9. NOTICE. Notice of meetings of the Board must be given to each Director no less than four (4) days prior to the day of the meeting in accordance with the procedures governing notice for meetings of the general membership, except that special Board meetings may be called on not less than twenty-four (24) hours' notice.

ARTICLE IV - Powers of the Board of Directors

Section 1. POWERS. The Board has all the powers and duties necessary for the

administration of the affairs of the corporation. The signing of any instruments, other than checks, which the Board has authorized to be executed may be accomplished by any two (2) Directors, in the absence or incapacity of the appropriate officer(s).

Section 2. LIMITATIONS. The following actions of the Board require the approval of the majority of the members voting at a meeting of the general membership:

(a) Entering into a contract for the purchase or sale of real property;

(b) Determining the form of ownership of real property;

(c) Entering into a contract for capital improvement;

(d) Entering into a contract for the conveyance of any interest in the Van Ness South Apartments;

(e) Entering into an agreement for the reassignment of units in the Van Ness South Apartments;

(f) Arranging for the participation of outside investors in any of the above;

(g) Assessing the membership in any amount;

(h) Establishing membership dues; or

(I) Any agreement to retain legal counsel.

Section 3. QUORUM. Four members of the Board constitutes a quorum for the transaction of business.

Section 4. MANNER OF ACTING. A majority of the Directors voting is necessary for the adoption of any matter by the Board, except a decision by the Board to initiate or to intervene in a lawsuit which requires approval by at least five members of the entire Board membership.

Section 5. INFORMAL ACTION BY DIRECTORS. The Board may act without a meeting if written consent to the proposed action is obtained from all the Directors.

Section 6. BOARD REQUIRED TO NOTIFY MEMBERSHIP. The Board shall be required to notify the general membership of any suit filed against it or the Association within seven days of service of process.

ARTICLE V - Officers

Section 1. OFFICERS. The officers of the corporation are a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

Section 2. ELECTION AND TERM OF OFFICE.

(a) The officers of the corporation shall be elected from among the Board, by the Board, as soon as feasible after each annual meeting. New offices may be created by the Board and filled at any meeting of the Board. Each officer may hold office until his or her successor has been duly elected.

(b) Each officer shall serve in office for the term of one year, and may be re-elected by the Board to succeed himself or herself in office.

Section 3. REMOVAL. Any officer may be removed from office by at least five members of the Board, after the officer to be removed shall have had an adequate opportunity to be heard.

Section 4. VACANCIES. A vacant office *shall* be filled by the Board for the unexpired portion of the term of an officer.

ARTICLE VI - Duties of the Officers

Section 1. PRESIDENT. The President is the principal executive officer of the corporation and supervises all of the business of the corporation. He or she presides at all meetings of the general membership and performs all duties incident to the office of President.

Section 2. VICE PRESIDENT. In the absence or incapacity of the President, the Vice President shall perform the duties of the President. The Vice President shall also perform such other duties as may be assigned from time to time by the President or by the Board.

Section 3. SECRETARY.

(a) The Secretary shall keep the Minutes of the meetings of the membership and of the Board; shall ensure that all notices required under these Bylaws are duly delivered; shall maintain the corporate records and the corporate seal; shall keep an accurate and updated register of the mailing address of each member, including apartment number; and performs such other duties as may be assigned from time to time by the President or by the Board.

(b) The outgoing Secretary shall turn over immediately upon leaving office custody of all the Corporation's files and records in the Secretary's possession, care and

keeping to the incoming Secretary.

Section 4. TREASURER.

(a) The Treasurer shall have custody of, and is responsible for, all funds and other assets of the corporation; shall keep and maintain an accurate record of the finances and obligations of the corporation; upon due and timely notice given by the Board, shall render a report of the corporation's finances and obligations; shall have authority to sign checks; and performs such other duties as may be assigned from time to time by the President or by the Board. The Treasurer shall be bonded during any period when the assets of the corporation exceed twenty thousand dollars ($20,000) in value.

(b) The outgoing Treasurer shall turn over immediately upon leaving office custody of all the Corporation's files and records in the Treasurer's possession, care and keeping to the incoming Treasurer.

Section 5. HOLDING MULTIPLE OFFICES PROHIBITED. No person who is a member of the Board may at any one time hold more than one office described under Sections 1 through 4 of this Article, but may concurrently hold another office which might be created, either permanently or temporarily, by the Board.

Section 6. COMMITTEES. The President may appoint committees selected from the general membership to assist and advise on ongoing and/or special projects. One or more members of the Board shall be appointed to serve on each committee. Such appointment is strictly for the purpose of facilitating two-way communication between the Board and its committees. A Board member serving in this capacity has no more, nor any less, right to be elected as Chairperson of a committee than any other member of the committee. However, if a committee decides not to elect a Chairperson, one of the Board members serving on the committee will accede to the position of Chairperson by default.

Section 7. NOMINATING COMMITTEE. Three months prior to the annual meeting, the President shall appoint thee (3) members in good standing of the corporation to form a nominating committee. The nominating committee shall report a list of candidates to the Secretary, no less than six weeks before the annual meeting. The Board shall cause the list of candidates to be published pursuant to Article II, Section 4. No current member of the Board shall serve as a member of the nominating committee.

ARTICLE VII - Dues and Assessments

Section 1. DUES YEAR. The Corporation's dues year shall run concurrent with the calendar year, i.e., January 1st through December 31st. Annual dues shall not be prorated.

Section 2. AMOUNT. The Board may determine from time to time the amount of

ARTICLE X - General

Section 1. PARLIAMENTARY PROCEDURE. Parliamentary Rules as set forth in Roberts' Rules of Order shall govern the conduct of all meetings of the corporation and of the Board unless the Bylaws make specific provision running counter thereto, or unless said Rules are suspended by a majority vote prior to the commencement of any particular meeting.

ARTICLE XI - Indemnification Provisions

Section 1. The officers and members of the Board of Directors of the corporation shall not be liable to the corporation or its members for a mistake in judgment, omission, negligence, or otherwise, unless the officer or director has acted in bad faith or is guilty of willful misconduct.

Section 2. The corporation shall indemnify and hold harmless each of the officers and directors from and against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the corporation unless the contract was made in bad faith.

Section 3. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner her or she reasonably believed to be in, or not opposed to, the best interests of the corporation.

Section 4. As a condition of the indemnification, the officer or director must give the corporation prompt written notice of the claim, action, or proceeding, and full cooperation, and the corporation must be afforded an opportunity to defend the claim or suit and full authority to settle it.

Section 5. As a further condition of indemnification, the general membership shall be notified of the Board's pending decision to grant indemnification to the officer(s), and be given an opportunity to be heard on this matter.