

**BYLAWS
OF
THE WEST END CITIZENS ASSOCIATION

A NON-PROFIT CORPORATION**

ARTICLE I

NAME AND PURPOSE

1. **Name:** The name of the organization is The West End Citizens Association, a not-for-profit corporation organized under the laws of the District of Columbia.
2. **Location:** The principal office of The West End Citizens Association shall be within the District of Columbia.
3. **Nature:** The West End Citizens Association is a non-governmental, voluntary, non-profit, and non-stock corporation.
4. **Purpose:** The purposes for which the West End Citizens Association is organized and operated are as stated in the Articles of Incorporation. The West End Citizens Association's boundaries are 15th Street on the East, N Street on the North, Rock Creek and the Potomac on the West, and the Potomac Park on the South.

ARTICLE II

MEMBERSHIP

1. **Eligibility:** Any legal resident of the District of Columbia.
2. **Dues:** The members shall pay annual dues. The annual dues for the first year shall be \$15.00. The amount of the annual dues may thereafter be increased or decreased as set by the Board of Directors. A written notice of the amount and due date for renewal of dues shall be sent to each member annually. Any member who fails to pay annual dues by October 1st shall be deemed suspended from membership without action by the West End Citizens Association. A member suspended for nonpayment of dues shall be restored to full membership on payment of all indebtedness.

ARTICLE III

MEETINGS

1. **Membership Meetings:** The membership of the West End Citizens Association shall meet at least once during each calendar year quarter at a date, time, and place to be determined by the Board.
2. **Special Meetings:** Special meetings of the West End Citizens Association shall be held on the written request of ten (10) members filed with the President or on the call of the President; providing, however, a written notice stating the purpose of the meeting shall be mailed or e-mailed to each of the members at least ten (10) days previous to the day of the meeting.
3. **Notice:** The West End Citizens Association shall provide notice to be mailed or e-mailed by a designated Board Member of a membership meeting to each active member at least ten (10) days before a meeting. Notice shall include date, time, place, and purpose of the meeting. This notice requirement is suspended if the President calls an emergency meeting of the membership.
4. **Quorum:** The presence of at least ten (10) active members or of at least ten (10) percent of the active members, whichever is greater, is required before action can be taken at a Membership or Special meeting.
5. **Voting:** At each meeting, each active in good standing member is entitled to one vote. A simple majority of those voting controls a decision unless required otherwise by these Bylaws, by DC law, or by rules of procedure adopted beyond these Bylaws. Members may not vote by proxy.

ARTICLE IV

BOARD OF DIRECTORS

1. **Board of Directors:** There shall be 5 members of the Board of Directors who shall serve staggered two-year terms. The Board may, at any time, increase or decrease the number of directors of the Corporation who shall be elected by the Board and shall serve until the next annual election by the active membership. The initial directors of the Corporation shall be named in the Articles of Incorporation.
2. **Authority:** The Board of Directors supervises, directs, and controls the policies and programs of the West End Citizens Association. The day-to-day oversight of the activities and programs of the West End Citizens Association

shall be administered by the President, consistent with any policies established by the Board.

3. **Meetings:** Meetings of the Board of Directors are called by the President. Notice of a meeting of the Board, specifying the business to be conducted, shall be provided by e-mail to the Directors at least five (5) business days in advance of the meeting. The presence of the majority of Directors constitutes a quorum; a quorum must be present in order for the Board to take any action. Meetings may take place by means of a conference telephone or by any other means of communication equipment (including simultaneous e-mails) which allows all persons to respond to each other.
4. **Removal:** A Director may be removed for adequate reason by a two-thirds vote of the Board of Directors, with the Director being considered by removal provided advance notice of such action, but not participating in the vote. The Board of Directors shall fill by appointment any vacancies on the Board.
5. **Written Consent:** Any action that is required at a meeting of the Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, is sent via U.S. Postal Service, by e-mail or by fax to the designated Board Member, is acknowledged (included by e-mail) by all members of the Board. Such consent shall have the same force and effect as a vote of the Board and shall be filed with the corporate Minutes of the Board of Directors' meetings.
6. **Compensation:** Directors shall receive no compensation for their services as Directors, provided that nothing contained in this Section shall be construed to preclude any Director from receiving reimbursement for reasonable expenses actually incurred, subject to prior approval by the Board.

ARTICLE V

OFFICERS

1. **Officers:** The elected officers of the West End Citizens Association are the President, Vice President, Secretary, and Treasurer whose duties are outlined in parliamentary authority.
2. **Election and Term of Officers:** The Board of Directors shall elect the officers from among the Board of Directors. The term of office is one (1) year with annual elections.

3. **Vacancies:** If a vacancy occurs, the position will be filled by the Board of Directors by appointment for the unexpired portion of the term.
4. **Delegates:** The West End Citizens Association Board of Directors shall designate two (2) delegates to the Federation of Citizens Association, of which it is a constitutional member, for the same period of time and under the same conditions as officers serve on the Board of Directors.

ARTICLE VI

EMPLOYEES, ETHICS AND INDEMNIFICATION

1. **Employees:** The Board of Directors may engage employees or outside consultants as necessary.
2. **Conflicts of Interest:** The Board of Directors shall adhere to the adopted conflicts of interest policy. If a Director is found by the Board to have violated or not to have conformed to the conflicts of interest policy, the Director may be subject to removal by the Board in accordance with Article IV, Section 4.
3. **Indemnification:** Directors, officers, and other authorized employees or agents shall be indemnified by the organization against claims for liability resulting from their official duties in connection with their positions or activities on behalf of the organization.

ARTICLE VII

AMENDMENTS

Amendments: Amendments to these Bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present where notice of the proposed amendments was provided to the Directors in accordance with Article IV, Section 3.

ARTICLE VIII

SEAL

Seal: The corporate seal shall be circular in form and shall have inscribed the name of the West End Citizens Association and the words “District of Columbia” and the words “Corporate Seal.”

ARTICLE IX

PARLIAMENTARY AUTHORITY

Parliamentary Authority: Parliamentary authority definitions and guidance and the rules of procedure are governed by the current edition of “*Robert’s Rules of Order: Simplified and Applied*,” as revised, unless modified by rules prescribed by the Board of Directors.

ARTICLE X

FISCAL YEAR

Fiscal Year: The fiscal year for the West End Citizens Association is the calendar year.

October 9, 2017

Hanousek, Donna (DCOZ)

From: Barbara Kahlow <barbara.kahlow@verizon.net>
Sent: Wednesday, June 13, 2018 10:04 AM
To: jpb@gdllaw.com; windon.ringer@rutcgroupp.com; DAVitabile@goulstonstorrs.com; ANC 2A Office (ANC 2A); Schreifer, Philip J. (SMD 2A05); Mstreznewski@gmail.com; Steingasser, Jennifer (OP); Lawson, Joel (OP); Zimmerman, Aaron (DDOT)
Cc: Schellin, Sharon (DCOZ); Hanousek, Donna (DCOZ); saramaddux@hotmail.com
Subject: Addition to WECA's 5/31 Party Status Application in ZC No. 06-11P
Attachments: WECA Bylaws-amended-final.docx

Importance: High

All – As requested by OZ, this is an Addition to the WECA' 5/31/18 Party Status Application in ZC No. 06-11P. Attached is a copy of the current WECA bylaws. Article IV, para. 2 gives the WECA BOD authority (stating "The Board of Directors supervises, directs, & controls the policies & programs of the West End Citizens Association") & Article IV, para. 3 authorizes e-voting by the BOD Members. Below is a copy of the e-votes which authorized the WECA's request for Party status in this round of the GW Hillel-St. Mary's Church case. – Barbara, WECA Secretary-Treasurer

From: Barbara Kahlow [<mailto:barbara.kahlow@verizon.net>]
Sent: Wednesday, May 23, 2018 8:35 PM
To: 'Eamills1@aol.com' (Eamills1@aol.com) <Eamills1@aol.com>; 'terrylynchdc@gmail.com' <terrylynchdc@gmail.com>; 'philippe_lanier@yahoo.com' <philippe_lanier@yahoo.com>
Cc: saramaddux@hotmail.com
Subject: request for WECA BOD e-vote on WECA's "Party" request in GW Hillel-St Mary's Church case

All – As you know, the WECA was a "Party" before the Zoning Commission case for extreme variances, e.g., 94% lot occupancy vs. the regulation required max of 75%, 4' rear yard vs. the regulation required minimum of 20', etc. for a replacement Hillel building at 23rd & H Sts. After the community lost the zoning case, the WECA & the abutting historically landmarked St. Mary's Episcopal Church filed a joint Appeal with the DC Court of Appeals. Unfortunately, the case was decided in favor of the ZC due to deference for agency interpretation of its own rules. Afterwards, Hillel decided to downsize its proposed replacement building to meet the matter-of-right lot occupancy, rear yard, etc. & to replace the 1-sided 4-page Construction Management Plan with a fully protective co-signed (with the Church) Construction Management Agreement (CMA). The WECA led the successful negotiations especially regarding the CMA. Now, the Zoning Commission will hear the revised plan which was submitted as a Modification of Significance. Do you agree for the WECA to be a "Party" again? Please let me know by return e-mail. Thx. – Barbara

From: Terry Lynch [<mailto:terrylynchdc@gmail.com>]
Sent: Wednesday, May 23, 2018 8:53 PM
To: Barbara Kahlow <barbara.kahlow@verizon.net>
Cc: Eamills1@aol.com; philippe_lanier@yahoo.com; saramaddux@hotmail.com
Subject: Re: request for WECA BOD e-vote on WECA's "Party" request in GW Hillel-St Mary's Church case

Yes

From: Philippe Lanier [mailto:philippe_lanier@yahoo.com]
Sent: Wednesday, May 23, 2018 9:19 PM
To: Barbara kahlow <barbara.kahlow@verizon.net>; 'Terry Lynch' <terrylynchdc@gmail.com>

Cc: Eamills1@aol.com; <saramaddux@hotmail.com>

Subject: Re: request for WECA BOD e-vote on WECA's "Party" request in GW Hillel-St Mary's Church case

All in

Sent from my BlackBerry - the most secure mobile device

From: eamills1@aol.com [mailto:eamills1@aol.com]

Sent: Wednesday, May 23, 2018 9:36 PM

To: barbara.kahlow@verizon.net; terrylynchdc@gmail.com; philippe_lanier@yahoo.com

Cc: saramaddux@hotmail.com

Subject: Re: request for WECA BOD e-vote on WECA's "Party" request in GW Hillel-St Mary's Church case

Agree.

From: Sara [mailto:saramaddux@hotmail.com]

Sent: Thursday, May 24, 2018 8:46 PM

To: Barbara Kahlow <barbara.kahlow@verizon.net>; Eamills1@aol.com; terrylynchdc@gmail.com;

philippe_lanier@yahoo.com

Subject: Re: request for WECA BOD e-vote on WECA's "Party" request in GW Hillel-St Mary's Church case

Barbra - I vote for the necessary actions for WECA to be a party before the BZA on this vital case. Sara

CERTIFICATE OF SERVICE

I hereby certify that on 6/13/18, a copy of this Addition to WECA's 5/31/18 Party Request letter was served on the following:

Hillel at George Washington University

John Patrick Brown, Jr., Esq.
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ANC2A

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electronically to 2A@anc.dc.gov)

St. Mary's Episcopal Church

c/o Windon Ringer, former Senior Warden
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Washington, DC 20037
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Commissioner Philip Schefer, SMD 2A05
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The George Washington University

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