

**SECOND AMENDED AND RESTATED BYLAWS OF SHEPHERD
PARK CITIZENS ASSOCIATION, INC.
October 10, 2019¹**

- 1. NAME:** The name of this association shall be the SHEPHERD PARK CITIZENS ASSOCIATION INC. (Association).
- 2. PURPOSES:** The purposes of the Association shall be to promote the interests of the Shepherd Park community of Washington, D.C., as described in Article 3, including:
 - a. Preserving and enhancing its residential character;
 - b. Assisting in the improvement of the commercially-zoned areas of the Shepherd Park community (including the immediately adjacent communities) in order to foster a vibrant local economy;
 - c. Communicating with governmental bodies and their representatives;
 - d. Monitoring zoning and land-use issues and proposed development in Shepherd Park and its surrounding communities;
 - e. Serving as a resource for Shepherd Park residents to address community needs and problems;
 - f. Informing and educating Shepherd Park residents regarding relevant community issues;
 - g. Supporting the mission of the schools and community organizations within the Shepherd Park community, including Shepherd Elementary School and its Parent Teacher Association and the Juanita E. Thornton-Shepherd Park Library; and
 - h. Furthering the purposes stated in the Association's Articles of Incorporation.
- 3. BOUNDARIES:**
 - a. **General:** The geographic boundaries of the Association (all in Washington, D.C.) are:
 - i. Georgia Avenue NW on the east including all abutting properties on the east side of Georgia Avenue NW²;
 - ii. The north side of Aspen Street NW on the south;
 - iii. Rock Creek Park on the west; and
 - iv. The D.C.-Maryland border on the north.

- b. **Communities:** These boundaries include the communities commonly known as Shepherd Park, Colonial Village, North Portal Estates, and Walter Reed. For purposes of these Bylaws, the boundary area shall be known as the Shepherd Park community.

4. MEMBERSHIP:

- a. **Resident Membership is open to:**

- i. Any person 18 years or older in who resides in the Shepherd Park community.
- ii. Any business or community organization located within the Shepherd Park community.

- b. **Supporting Members are those who are:**

- i. Any person 18 years or older who supports the purposes of the Association, but does not reside in the Shepherd Park community, or are:
- ii. Any businesses and community organization that supports the purposes of the Association, but is not located in the Shepherd Park community.

- c. **Term:** The membership term shall be one year and shall run from January 1–December 31, unless otherwise determined by the Board of Directors.

- d. **Franchise:**

- i. Only Resident Members in good standing may vote at any meeting or serve as an officer or Board Member. If dues are assessed on a household basis, each person 18 years or older who resides full-time in that household is a Resident Member and may cast a vote. Each business or community organization that is a Resident Member is entitled to one vote. A member is in good standing if that person is current in their dues and any other Association obligations.
- ii. If dues are assessed on a household basis, each person 18 years or older who resides full-time in that household is a Resident Member and may cast a vote. Each business or community organization that is a Resident Member is entitled to one vote. A member is in good standing if that person is current in their dues and any other Association obligations.
- iii. Supporting Members may attend all meeting and participate in all events, but may not vote.

- e. **Dues:** Dues for membership in the Association shall be as set by the Board of Directors. No Member shall be subject to or liable for any financial obligations incurred by the Association in excess of the Member's dues.

- f. **Rolls:** The Association shall maintain a record of its members, in a form that permits preparation of a list of names and addresses of all members, in alphabetical order, by membership type, showing the number of votes each member is entitled to cast. A member may inspect and copy the membership list upon giving five business days' notice.
- g. **Record Date:** The date for determining who is a Resident Member entitled to vote at a meeting shall be close of business on the day before notice is provided, except that the record date for a Special Membership Meeting called by the Resident Members shall be the date the first Resident Member signs the petition to call the meeting.

5. MEMBERSHIP MEETINGS:

- a. **Annual Membership Meetings:** The Association shall hold an Annual Meeting of the members to elect the members of the Board of Directors of the Association, including the Officers of the Association. The Annual Membership Meeting shall be held on the second Tuesday in May of each year, or such other date in May as set by the Board. At the Annual Meeting, reports of the activities of the Association shall be presented and reports from other Board Members as needed such other business as may properly come before the meeting.
- b. **Regular Membership Meetings:** In addition to the Annual Membership Meeting, the Association shall hold a Regular Meeting of the members at least three times each calendar year. The Regular Membership Meetings shall be held on the second Tuesday of the designated months or such other date set by the Board. Additional Regular Membership Meetings may be scheduled by the Board. The Annual Membership Meeting may be counted as a Regular Membership Meeting.
- c. **Special Membership Meetings:** A Special Meeting of the members may be called at any time by the President or by a majority of the Board Members. In addition, the President shall call a special meeting when requested in writing by 10% of the Resident Members. Business transacted at a Special Meeting shall be confined to the purposes of the meeting stated in the notice of the meeting.
- d. **Time and Place:** Subject to the provisions above, the Board shall set the time and place of all Membership Meetings.
- e. **Notice:**
 - i. **General:** Notice of any Membership Meeting shall be given to all Resident Members entitled to vote at the meeting at least 10 days and not more than 60 days before the meeting date and must state the date, time, and place for the meeting.
 - ii. **Special Membership Meetings:** Notice of Special Membership Meetings must also state the purpose of the meeting.

- iii. **Method:** Notice is given when it is delivered in writing personally to the Resident Member, left at the Resident Member's residence or usual place of business, or sent by facsimile, e-mail, U.S. mail, or commercial delivery service to the Resident Member at the address on the records of the Association.
- iv. **Waiver:** Attendance at a Membership Meeting constitutes waiver of notice except where a Resident Member states at the beginning of the meeting that he or she is attending solely for objecting to the conduct of business because the meeting was not lawfully called or convened.
- v. No personal notice is required for the annual meeting or regular Association meetings. Notice of these meetings in the newsletter, delivered prior to each such meeting, is deemed sufficient.
- f. **Quorum:** A quorum for the purpose of transacting business at any Regular, Annual or Special Membership Meeting shall consist of the presence of at least 20 Resident Members.
- g. **Voting:** Members are entitled to vote as provided in Article 4.d. There shall be no proxy voting. Except as otherwise provided in the Articles of Incorporation or Bylaws, any decision by the members shall be made by a vote of the majority of those Resident Members present at a meeting at which there is a quorum unless there are more than two options presented for the vote in which case a plurality of the votes properly cast shall decide any question.
- h. Unless otherwise provided by law, the Articles of Incorporation, or these Bylaws, a majority of those Resident Members present and voting shall decide the matter unless there are more than two options presented for the vote in which case a plurality of the votes properly cast shall decide any question, including election to any office. There shall be no proxy voting.

6. BOARD OF DIRECTORS:

- a. **Authority:** The business and affairs of the Association shall be managed by the Board of Directors (Board). The Board may exercise all powers of the Association and do all such lawful actions except those actions prohibited by the Articles of Incorporation, these Bylaws, and law and those actions directed or required to be exercised by the Members.
- b. **Composition of Board:** The Board shall consist of:
 - i. The Officers as described in Article 7.a;
 - ii. The immediate past president, should that person wish to serve;
 - iii. At least one, but not more than three, at-large members; and

iv. Not more than three delegates to each of the:

- a) Federation of Citizens Associations; and
- b) Federation of Civic Associations.

Should there be an insufficient number of persons for these delegations, the President may appoint other Board Members to serve as delegates.

- c. **Qualifications:** Each Board Member shall be a Resident Member in good standing. However, only one Board Member may be a representative of a business or community organization that is a Resident Member. That business/community organization representative may not serve as an Officer. More than one person from the same family may serve as on the Board.
- d. **Term:** Each Board Member shall serve a one-year term and shall assume office at the first regular Board meeting after their election. Board Members may be re-elected for more than one term, including consecutive terms in the same office. If a Board Member's term expires and a successor has not been elected, the Board Member shall serve until their successor is elected.
- e. **Election:** During the Annual Meeting, the Regular Members shall elect Board Members, including Officers, for the upcoming term. Nominations may be made from the floor at this meeting.
- f. **Compensation:** Board Members, Officers or anyone acting on their behalf shall not receive compensation for the performance of their duties, but may be advanced or reimbursed for expenses incurred or to be incurred on behalf of the Association. Board Members shall provide either written receipts of or a signed statement of any such expenses.
- g. **Removal:** The entire Board or any Board Member (including Officers) may be removed from office, with or without assigning cause, by a two-thirds vote of the Resident Members present and voting at any Membership Meeting. In addition, the Board may remove a Board Member by a two-thirds vote of those present and voting at any Board Meeting.
- h. **Resignation:** A Board Member may resign by submitting written notice to the Recording Secretary or the President. Failure to attend three consecutive Board Meetings without excuse shall constitute resignation from the Board.
- i. **Vacancies:** The President shall fill any vacancies in the Board that occur through resignation, removal, or failure to be filled during the election. In the case of a vacancy in the President's office, the position shall be filled by a vote of a majority of the remaining Board Members. Such Board Members shall serve until the next Regular Membership Meeting at which time an election shall be held.

7. BOARD MEETINGS:

- a. **Time and Place:** Board Meetings shall be held at such time and place as a majority of the Board Members may from time to time appoint, or as may be designated by the President.
- b. **Notice:**
 - i. **Regular Board Meetings:** Notice of any Regular Board Meeting shall be given to all Board Members entitled to vote at the meeting at least five days before the meeting date (unless the President determines circumstances do not permit five days' notice) and must state the date, time, and place for the meeting. At the beginning of each one-year period, the Board may provide a single notice of all regularly scheduled meetings for that year, or for a lesser period, without having to give notice of each meeting individually.
 - ii. **Special Board Meetings:** Notice of Special Board Meetings must also state the purpose of the meeting and may be given no less than four hours and no more than 45 days before the meeting.
 - iii. **Method:** Notice may be given orally or in writing. Written notice is given when it is delivered personally to the Board Member, left at the Board Member's residence or usual place of business, or sent by facsimile, e-mail, U.S. mail, or commercial delivery service to the Board Member at the address as it appears in the Association's records.
 - iv. **Waiver:** A Board Member's attendance at or participation in a meeting shall waive any required notice to the Board Member of the meeting, unless the Board Member at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- b. **Quorum:** A quorum for the purpose of transacting Board business shall consist of a majority of the Board Members, of which at least two shall be Officers.³
- c. **Voting:** Each Board Member shall have one vote. There shall be no proxy voting. Except as otherwise provided in the Articles of Incorporation or Bylaws, any decision by the Board shall be made by a vote of the majority of those present at a meeting at which there is a quorum unless there are more than two options presented for the vote in which case a plurality of the votes properly cast shall decide any question.
- d. **Meeting Participation:** Any or All Board Members may participate in any Board Meeting by any means of communication by which all Board Members participating may simultaneously hear each other during the meeting. A Board Meeting participating in a meeting by this means shall be considered to be present in person at the meeting.

e. **Action Without a Board Meeting:** Any action which may be taken at a Board Meeting may be taken without a meeting if a written consent describing the action to be taken is signed by or approved electronically by, a majority of the Board.

k. **Committees:**

i. **Board Committees:**

a) **Executive Committee:** The Officers of the Association shall comprise the Executive Committee. The Executive Committee shall have all of the powers of the Board during intervals between meetings of the Board. The Executive Committee shall report to the Board any actions taken by the Executive Committee at the next Regular or Special Board Meeting.

b) **Additional Board Committees:** The Board may create one or more additional Board Committees that consist of solely of one or more Board Members. The creation of a committee and appointment of Board Members to it shall be approved by the majority of all the Board Members in office when the action is taken.

c) **Powers:** To the extent specified by the Board or in the Articles of Incorporation or these Bylaws, each committee may exercise the powers of the Board except a committee shall not:

1) Authorize distributions;

2) Approve or propose to members action that is required to be approved by members;

3) Fill vacancies on the board of directors or on any of its Board Committees; or

4) Adopt, amend, or repeal Bylaws.

ii. **Advisory Committees:** The Board may establish the following Advisory Committees and any other Advisory Committees as the Board deems necessary to carry out the activities of the Association. All committees must include at least one Board Member. Each committee member shall serve at the pleasure of the Board. The President shall appoint the chair of each Advisory Committee and its members subject to Board approval, unless otherwise provided for in these Bylaws or by the Board.

a) **Nominating Committee:** The President shall appoint a Nominating Committee not less than 30 days before the Annual Meeting. The Nominating Committee shall consist of at least one member of the Board. At the Annual Meeting the Nominating Committee shall present nominations for Board Members, including

Officers. Members of the Nominating Committee may be nominated to be a Board Member.

- b) **Finance Committee:** There shall be a Finance Committee, chaired by the Treasurer and consisting of no more than five Resident Members of the Association with financial expertise and knowledge of the Association's history, policies and procedures. A majority of the committee may not be current Board Members. The Committee shall oversee the financial operations of the Association including:
 - 1) **Budget Development:** Prior to the beginning of the fiscal year, develop and present to the Board for its approval the annual budget; and
 - 2) **Fiscal Operations and Policy:** Annually review and report to the Board on the status and integrity of the association's financial systems, including, but not limited to its accounting system, and its financial controls.

8. OFFICERS:

- a. **Positions:** The Officers of the Association (Officers) shall be: President, Vice President, Recording Secretary, Membership Secretary, and Treasurer. One person may hold more than one office, except that one person may not be both President and Vice President. Moreover, a person holding more than one office may not act in more than one of those capacities when executing, acknowledging, or verifying documents required to be executed, acknowledged, or verified by more than one Officer
- b. **Authority and Duties:** The Officers shall have the authority and responsibility delegated by the Board as follows and may other duties which are ordinarily the function of the office or assigned by the Board:
 - i. **President:**
 - a) Presiding at all meetings;
 - b) Serving as ex-officio member of all Board and Advisory Committees;
 - c) Calling upon any qualified individuals to aid or advise the Association, take such actions as necessary and proper to implement the purposes of the Association; and
 - d) Signing all agreements and other formal instruments for the Association, provided that the President may delegate the power to contract to other Board Members as part of Board-approved and budgeted activities.
 - e) Appointing from among the at-large and association delegate members persons to be the association's lead on these issues:

- 1) Planning and Zoning. Responsible for following current planning and zoning issues that affect the association's area, and recommending policies to the board for its consideration.
- 2) Resource Development: Responsible for coordinating fund raising efforts, development of donation and grant requests and applications.
- 3) Transportation and the Environment. Responsible for following transportation and environmental issues that affect the association's area, and recommending policies to the board for its consideration.

ii. Vice President:

- a) Assisting the President in the discharge of the President's official duties;
- b) Presiding at any meetings and shall perform the duties of the President in the absence of the president; and
- c) Assuming the office of the President or whenever the office of the President becomes vacant and shall serve until a president is elected.

iii. Recording Secretary:

- a) Keeping a record of the proceeding of the Association;
- b) Preserving and file all written reports;
- c) Keeping a roll of the officers and committees; and
- d) Maintaining all of the non-financial records and official documents of the Association.

iv. Membership Secretary:

- a) Carrying on the general correspondence of the Association;
- b) Preparing and distributing all meeting notices;
- c) Responsibility for efforts to grow and retain members; and
- d) Maintaining a comprehensive list of members in coordination with the Treasurer.

v. Treasurer:

- a) Collecting all dues and other funds due and owing to the Association and deposit all receipts in a local bank to the account of the Association;
- b) Keeping the Association's financial records, including all receipts and disbursements;
- c) Maintaining SPCA's financial records in a commercially available accounting system;
- d) Insuring the timely collection and payment of the association's assets and obligations including:
 - 1) Implementing and maintaining invoice, cash management and other financial processes; and
 - 2) Establishing proper roles for transaction traceability and role separation;
- e) Filing all required Federal and D.C. financial reports; and
- f) Turning over to the Treasurer's successor a verified account of receipts, disbursements and the Association's bank account at the expiration of the Treasurer's term of office.

9. FINANCIAL OPERATIONS:

- a. **Fiscal Year:** The each fiscal year of the Association shall be January 1-December 31, unless otherwise determined by the Board.
- b. **Annual Budget:** For each fiscal year, the Board shall adopt the Association's annual budget. The Board may amend the budget from time to time due to changing circumstances or to assure the Association's fiscal integrity.
- c. **Receipt and Disbursement of Funds:** Funds of the Association shall be deposited in such bank or banks or with such other associations, firm or firms, as the Board may from time to time designate. All checks, drafts, and order for payment issued in the name of the Association shall, unless otherwise provided by resolution of the Board, be signed by either the President or the Treasurer. In addition to the Treasurer and the President, the Board may designate such other Officer(s) to receive and receipt of all monies due and payable to the Association from any source whatever, to endorse for deposit check, drafts, notes, or other negotiable instruments and to give full discharges and receipts therefore.
- d. **Expenditures:** Any expenditure over \$500 not previously included in the approved

annual budget of the Association must be approved by the Board.

10. CONDUCT: Robert's Rules of Order, revised, shall govern the conduct of all Membership and Board Meetings except when superseded by these Bylaws. The President, from time to time, shall appoint a Board Member as Parliamentarian to rule on matters of order at a Membership or Board Meeting.

11. CONFLICT OF INTEREST: The Board shall not engage in any contract or transaction if a Board Member is a director or officer or has a substantial financial interest in such corporation, firm or entity, provided, that the Board by a majority may consent to the contract, etc., if:

- a. The material facts as to such Board Member's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or actually known to the Board or committee thereof; and
- b. The Board authorizes such contract or transaction by an affirmative vote sufficient for such purpose. Such interested Board Members or Officers are prohibited from taking part in the deliberations or vote. Further, common or interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes such contract or transaction.

12. INDEMNIFICATION AND INSURANCE:

- a. **Mandatory Statutory Indemnification:** The Association shall indemnify any Board Member to the extent the Board Member was successful, on the merits or otherwise, in the defense of any proceeding to which the Board Member was a party because the Board Member is or was a Board Member of the Association against reasonable expenses incurred by the Board Member in connection with the proceeding.
- b. **Additional Indemnification and Advancement of Expenses:** The Association may also indemnify a Board Member in accordance with the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Ch. 4.
- c. **Insurance:** The Association may, from time to time, purchase insurance insuring the Association and its interests. Such insurance shall be on policy forms and in amounts as are commercially reasonable, including directors' and officers' liability insurance. To the extent permitted by law, such insurance may insure the Association for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Board Members, employees, or volunteers of the Association for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Association.

13. ACTIVITIES AND CONTRACTS: The Association shall engage in activities or enter into contracts or agreements only if such activities, contracts or agreements are consistent with both the purposes of the Association and the Act.

14. AMENDMENTS: These Bylaws may be amended by a majority vote of all Resident Members present and voting at any Membership Meeting following approval by the Board or without Board approval if proposed by 10% or more of the Resident Members entitled to vote. In all cases the Board must provide a copy of the proposed amendments and notice of the meeting in accordance with these Bylaws.

¹ Bylaws amended October 10, 2019.

² Bylaws modification to Article 3, Section a, Part i, approved by the membership of the Shepherd Park Citizens Association on October 10, 2019, to clarify the boundaries of the Association with respect to Georgia Avenue NW.

³ Bylaws modification to Article 7, Section b, approved by the membership of the Shepherd Park Citizens Association on October 10, 2019, to modify the number of board members to constitute a quorum of the Board.