

Amendments added:  
November 19, 2002  
February 3, 2004

BYLAWS OF THE  
**CLEVELAND PARK HISTORICAL SOCIETY**

ARTICLE I

**Name of Corporation**

Section 1.01. The name of this corporation shall be the Cleveland Park Historical Society (hereinafter referred to as the "Corporation").

ARTICLE II

**Members**

Section 2.01. Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation in such manner as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors shall establish from time to time. Each member shall be entitled to one vote. The first members of the Corporation shall consist of the members of the Board of Directors first elected at the organizational meeting of the Corporation.

Section 2.02. The Board of Directors, in its discretion, may suspend the voting privileges of any member who remains in default in his financial obligations to the Corporation for a period of six (6) months or longer, or for any other reason detrimental to the Corporation.

Section 2.03. Any member may resign at any time by giving clear written or oral notice of resignation to the Secretary.

ARTICLE III

**Meetings of Members**

Section 3.01. Meetings of the members shall be held at such place or places within the District of Columbia as may from time to time be fixed by the Board of Directors.

Section 3.02. The annual meeting of the members shall be held in the spring of each year on the date fixed by the President. A report of the meeting and of the activities of the Corporation for the preceding year shall be sent to all members following the annual meeting, if possible.

Section 3.03. Special meetings of the members may be called by the President, Vice-President, Secretary, or one-third of the Board of Directors, and shall be called by the President upon written application of ten (10) percent of the members of the Corporation.

Section 3.04. Written notice of each meeting of the members, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, either personally or by mail, to each member, subject to waiver of notice as provided in the District of Columbia Nonprofit Corporation Act ("D. C. Nonprofit Act"),

**Amendment adopted by the Board of Directors, February 3, 2004:**

**provided that, in the case of the annual meeting at which Directors are to be elected, notice of the Nominating Committee's slate as set forth in Section 4.01 shall be delivered not less than fourteen (14) days before the meeting.**

#### ARTICLE IV

##### Board of Directors

Section 4.01. The Corporation shall be governed by a Board of no less than fifteen (15) and nor more than fifty-nine (59) Directors. The first Board of Directors shall be elected at the organizational meeting of the Corporation and thereafter the Board shall be elected by the members of the Corporation.

**Amendment adopted by the Board of Directors, February 3, 2004:**

**Subject to the foregoing, the size of the Board shall be set by a majority vote of the Directors at any meeting at which a quorum is present.**

Section 4.02. The term of office for each Director shall be three (3) years, except that the term of office for members of the first Board of Directors shall be staggered on an approximately equal one (1) – two (2) – three (3) year basis. No Director shall serve more than two (2) consecutive full three (3) year terms, but may be re-elected to two additional terms after an absence from the Board of three (3) years. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

**Amendment adopted by the Board of Directors, November 19, 2002:**

When spouses are elected together to serve on the Board of Directors, they shall be treated for all purposes as one Director and shall have a single vote to be cast in the manner decided between themselves. One spouse may vote even if the other is absent.

**Amendment adopted by the Board of Directors, February 3, 2004:**

**The Board shall designate or appoint a Nominating Committee, which shall consist of not less than three Directors, for the purpose of nominating a slate of Director candidates to stand for election at the annual meeting of the membership of the Corporation. Written notice of the Nominating Committee's slate, including brief description of each Director candidate nominated for election at the annual meeting, shall be delivered to each member at least fourteen (14) days before the date of the annual meeting. Director candidates may also be nominated directly by members, by delivering to the Secretary of the Corporation at least seven (7) days before the date of the annual meeting a nomination notice signed by at least two members and containing a brief description of each Director candidate so nominated for election. Nomination notices that have been properly received shall be provided to the members at the annual meeting. It shall be a policy but not a requirement that nomination notices, whether from the Nominating Committee or a member shall, also be published by such electronic means as the Corporation may normally use to communicate with the members.**

Section 4.03. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the Directors at any meeting at which a quorum is present. A Director elected to fill a vacancy shall be elected for a full three (3) year term. Any Director may resign by giving clear oral or written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause

by a two-thirds vote of the Directors at any regular or special meeting, called for that purpose, at which a quorum is present.

## ARTICLE V

### Meetings of The Board of Directors

Section 5.01. Meetings of the Board of Directors, regular or special, may be held within the District of Columbia upon not less than two (2) days notice to each Director, either personally, or by mail, telephone or telegram, subject to waiver of notice as provided in the D. C. Nonprofit Corporation Act. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting except as may be otherwise provided in these Bylaws. Regular meetings shall be held at least one each year or more often as established by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the President or on the written request of a majority of the Directors in office.

Section 5.02. One-third of the number of Directors presently serving shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there at may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Amendment adopted by the Board of Directors, November 19, 2002:**

**Two-fifths of the number of Directors presently serving shall constitute a quorum for the transaction of business. (replacing a quorum of one-third of the directors presently serving)**

Section 5.03. Except as provided in ARTICLE XII, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of all of the Directors.

**Amendment adopted by the Board of Directors, November 19, 2002:**

**Section 5.04. Members of the Corporation may attend as observers regular and special meetings of the Board of Directors, except that the Board may, by affirmative vote of a majority of the Directors at any meeting at which a quorum is present, decide to convene in executive session to transact business of a confidential nature.**

## ARTICLE VI

### Committees

Section 6.01. The Board of Directors may designate or appoint one or more committees, including an Executive Committee, each of which shall consist of two or more Directors, which committees shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation also may be designated and appointed by resolution.

## ARTICLE VII

### Officers

Section 7.01. The officers of the Corporation shall be elected annually by the Board of Directors and shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer and may include such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary. It shall be the policy but not a requirement that no office may be held by the same person(s) for more than three (3) consecutive years.

#### **Amendment adopted by the Board of Directors, November 19, 2002:**

If any officer resigns or ceases to serve before the end of his or her term, the Board of Directors may elect another person to fill the vacancy for the remainder of the term.

Section 7.02. The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or employments.

Section 7.03. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by a two-thirds vote of the Directors at any regular or special meeting, called for that purpose, at which a quorum is present.

### The President

Section 7.04. The President shall be the chief executive officer of the Corporation and shall preside at meetings of the Board of Directors and at meetings of the members.

### **The Vice-President(s)**

Section 7.05. The Vice-President(s) shall respectively have such powers and perform such duties as may be assigned to them by the Board of Directors or the President. In the absence or disability of the President, the Vice-President(s), in the order determined by the Board of Directors, shall perform the duties and exercise the power of the President.

### **The Secretary**

Section 7.06. The Secretary shall keep the minutes of all meetings of the Board of Directors, of all meetings of committees of Directors appointed in accordance with Section 6.01 of these Bylaws, if so requested, and of all meetings of the members. He/she shall give, or cause to be given, such notice of all meetings of the Board of Directors and all meetings of the members as may be required by the Bylaws, and shall perform such other duties as shall be assigned to him/her by the Board of Directors or the President.

### **The Treasurer**

Section 7.07. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall be responsible for depositing all moneys in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board of Directors, and shall render to the Board of Directors at its regular meetings, or when the Board of Directors so



requires, an account of all his/her transactions as Treasure and of the financial condition of the Corporation.

## ARTICLE VIII

### Contracts, Checks, Deposits And Funds

Section 8.01. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasure or by such other officers, or agents or employees of the Corporation, as may, from time to time, be designated by the Board of Directors. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the President, Vice-President(s), Secretary or Treasurer. The Board of Directors may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation.

Section 8.02. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.03. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE IX

### Dues

Section 9.01. The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by the members.

## ARTICLE X

### Seal

Section 10.01. The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation and the words "District of Columbia".

## ARTICLE XI

### Fiscal Year

Section 11.01. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, unless the Directors select otherwise.

## ARTICLE XII

### Amendments

Section: 12.01. The Corporation's Articles of Incorporation and these Bylaws may be altered, amended or repealed and new Articles or Bylaws may be adopted by a two-thirds vote of the Directors at any regular or special meeting, called for that purpose at which a quorum is present, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any successor provision).

Adopted: March 26, 1985

Judy Hubbard, Secretary