BY-LAWS FOR

The Brightwood Community Association, Inc.

Article I – Name

The name of the organization shall be the Brightwood Community Association, hereinafter referred to as the BCA.

Article II – Association Boundaries

The BCA is bound East – West by Georgia Avenue (NW) including the properties on the east side of Georgia Avenue and Rock Creek Park (NW). North-South by Aspen Street (NW) and Kennedy Street (NW).

Article III – Purpose

The purpose of the Association is to preserve and protect the Brightwood neighborhood of Washington, DC and its surroundings, and to enhance the quality of life of its residents, protect property values, ensure acceptable levels of public safety, promote aesthetic improvements and economic development, and to promote volunteerism and neighborliness among the citizens of the community.

Article IV - Membership

Section 1: Any person at least 21 years of age living within the boundaries of this Association, as defined in the Bylaws or having property interests there in, is eligible for membership

Section 2: Any person or entity operating a licensed business within the boundaries of this Association, as defined in the Bylaws, is eligible for membership.

Section 3: Any person, business owner or entity meeting the requirements of Sections 1 and 2 herein but does not reside, own, or lease property within the boundaries of the Association as described in the Bylaws may be an associate member of the Association. Associate members may vote on decisions brought to the floor in a general meeting, but may not vote for or run for membership on the Executive Board.

Article V – Quorum

Twelve (12) members of this association shall constitute a quorum. No official business can be conducted without a quorum.

Article VI – Meetings

Section 1: Regular meetings of this Association shall be held in the 2nd Tuesday of each month from September through June, unless otherwise notified. No meetings shall be scheduled for July and August, except when there is need due to an impending important issue to be acted upon (see Section 5).

Section 2: Regular meetings may be re-scheduled from the second Tuesday of each month to another date due to such events as extreme weather, elections, or other unforeseen events. Re-scheduling shall be carried out by the President in this event.

Section 3: Every monthly or special meeting must be preceded by notice to paid members and the general public no later than one week prior to the opening of any meeting. Notification may be by mail, by posting in a public place or city owned facility or by electronic communication such as an on-line community bulletin board or e-mail. The notice shall at a minimum indicate time, date and location of the meeting and for special meetings indicate the purpose.

Section 4: The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. It may also sponsor fund-raising activities.

Section 5: A special meeting of the Association may be called at any time by the President, by majority vote of the Executive Board, or by a quorum as defined herein. The agenda of a special meeting may include any items properly brought before a monthly meeting. Any of those matters described in the notice shall be discussed at the meeting.

Section 6: Roberts Rules of Order, in the current revised edition, shall govern the meetings of the Association, of the Executive Board, and of the Association committees unless required otherwise by the District of Columbia or these bylaws. Roberts Rules of Order shall be enforced by the Parliamentarian.

Article VII – Annual Dues

Section 1: The dues for individual residents, resident households, associate members, and business owners shall be proposed by the Treasurer and accepted by the President and approved by a simple majority of the general membership at

the general meeting in June. Payment can be made at any general meeting of the Association or sent to the Treasurer directly.

Section 2: Notification for the annual dues collection will occur at the first meeting of each membership year.

Article VIII – Executive Board Officers

Section 1: The officers of the Association shall be a President, a First Vice-President, a Second Vice-President, a Treasurer, and a Secretary; these five officers shall constitute the Executive Board.

Section 2: The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association and supervision of any employees or contractors. The President shall appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees. It shall be the responsibility of the outgoing President to ensure a smooth transition to the incoming President so that the progress of the Association is not interrupted.

Section 3: The First Vice-President shall serve as President Pro-Tem and shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall carry out other specific assignments at the request of the President.

Section 4: The 2nd Vice-President shall assume duties of the President or the First Vice President should either or both offices become vacant. The 2nd Vice President shall carry out other specific assignments at the request of the President.

Section 5: The Secretary shall maintain the official records of the Association as well as any archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter unless an editor is appointed to do so. The Secretary shall serve on the Membership Committee.

Section 6: The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall prepare an annual financial statement for the June meeting and shall be responsible for presentation of the proposed-budget at the October meeting. The Treasurer shall serve on the Finance Committee.

Section 7: Vacancies. Should any officer vacate their position prior to their term of office expiring, the President shall appoint a replacement until the next election cycle, which shall occur the following June.

Article IX – Elections

Section 1: – Eligibility: A person accepting a nomination for President must be a paid member of the Association for at least two (2) years prior to the date of accepting a nomination. This time period may be reduced to a period of one (1) year if approved by a simple majority of the Executive Board and members. In no instance shall any person who has been a paying member of the Association for less than one (1) year be permitted to accept a nomination for the office of President. Eligibility for all other officer positions is that nominees are paid members in good standing with the Association and have attended at least one general meeting prior to the date when nominated.

Section 2: Nominations will be solicited from the floor at the monthly meeting prior to the meeting at which the election shall take place. Following this meeting, nominations will be accepted by the Election Committee, in a method of their discretion, up to 24 hours prior to the election.

Section 3: The elections by ballot shall be held in the month of June and shall be decided by a simple majority vote of those present. A member must be present at the meeting at the time of election in order to vote. No member may vote by proxy or absentee ballots. All votes shall be made at the election meeting by secret ballot and shall be submitted into a ballot box created and supervised by the Election Committee.

Section 4: Only dues paying members of the Association shall be eligible to vote.

Section 5: The Membership Committee shall be responsible for presenting an updated list of the paid association members. This list shall be used to confirm those association members eligible to vote for new officers. The Election Committee chair shall distribute ballots upon confirmation of each member's valid voting status.

Section 6: All ballots shall be counted by the Election Committee and the results shall be announced prior to the end of the meeting when the election is held. The results shall then be posted in a public place or city-owned facility or may also be posted electronically such as on an on-line community bulletin board or e-mail. In the event of a tie, the Election Committee must recommend to the Board of Directors that a special run-off election be held to determine a winner. Public notification of a run-off election shall be made no less than seven (7) days prior to the election.

Section 7: The duties of the officers elected in June shall begin at the September meeting. Standing officers at the time of the June election shall continue their duties until September. The term of the officers shall be for two (2) years.

Section 8: The installation of the officers shall take place at the first meeting of the Association's new administration year. The installation ceremony shall be performed by the acting Parliamentarian.

Section 9: The Executive Board may at any time solicit reactions from members through a mail or electronic survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

Article X – Executive Board

The Executive Board shall consist of the BCA officers and all of the chairpersons of the BCA standing committees and the appointed committees.

Section 1: – The Executive Board shall have authority to act for the Association whenever the Association is not in session. Minutes of the Executive Board meetings shall be presented to the Association at its next regular meeting.

Section 2: – The regular meetings of the Executive Board shall be held on the third Tuesday of each month from September to August inclusive, unless otherwise notified. The term of the Executive Board shall be two (2) years, from September through August. The time of the meeting shall be set by the BCA President with notice thereof to all members on the Board.

Article XI - Officers, Removal of

Section 1: – Any member of the Executive Board may be suspended or removed from office by a two-thirds vote of the membership present, for serious misconduct or for three (3) consecutive, unexcused absences. Allegations of misconduct of an office will be referred to a committee appointed by the President or the Executive Board for that purpose. Following an investigation of any allegations, the committee will report its findings to the Association with recommendations as to what action should be taken.

Article XII - Standing Committees

Section 1: – PURPOSE: The purpose of committees is to implement the activities and vital functions of the Association as determined by the Executive Board and the Association members.

Section 2:- COMPOSITION: Each committee shall consist of one chairperson, to be appointed by the President, with the consent of the Executive Board, and other interested members of the Association. A minimum of one (1) person per each committee is required for that committee to be considered active. One person may serve on multiple committees.

Section 3: - REPORTING: Each committee chairperson shall report to the Executive Board at every monthly meeting and make a brief presentation to the Association as to the on-going proceedings of the committee.

Section 4: - The following standing committees are established:

MEMBERSHIP COMMITTEE: The Membership Committee shall initiate plans for recruiting of new members and retention of members. The Membership Committee shall maintain membership lists and collect dues to be sent to the Treasurer for safekeeping. The membership committee shall also be responsible for providing refreshments at the Annual Holiday Meeting and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association. The Committee shal also be responsible for arranging service awards, gifts and bereavement notices to association members as needed.

FINANCE COMMITTEE: The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities.

COMMUNITY DEVELOPMENT COMMITTEE: The Community Development Committee shall represent the Association at ANC meetings, local public hearings and informational meetings relating to zoning, land use amendments, DDOT projects, and applications for economic development projects. The Committee shall be the contact point for the neighborhood to elected city officials, business leaders, developers and city staff charged with ensuring that economic development, residential development and public projects leading to physical improvements of the neighborhood are carried out.

PUBLIC HEALTH AND SAFETY COMMITTEE: The Public Health and Safety Committee shall represent the Association at local public hearings and informational meetings relating to public safety and any problematic or derelict property that endangers the public health, safety and welfare of the community. The Committee shall monitor the various MPD criminal activity databases and shall

be in contact with the Police Department regarding any problem areas, activities or unusual criminal events that have created concern within the community.

COMMUNITY RELATIONS COMMITTEE: The Community Relations Committee shall be responsible for promoting the activities of the Association and raising the visibility and profile of the Brightwood neighborhood within the District of Columbia as a whole and beyond. The main responsibility of the Community Relations Committee will be to maintain and regularly update the Community website, document community events, and organize community events that raise the profile of the Brightwood neighborhood within the District of Columbia and beyond and act as a liaison to various District agencies that impact the neighborhood, such as the schools and park districts.

ELECTION COMMITTEE: The Election Committee shall assist with the calling for nominations for Board officer positions, for establishing balloting procedures and implementing logisitics required for carrying out elections in a manner pursuant to these by-laws. The election committee shall be charged with consulting the by-laws to settle any disputes surrounding nominations and elections and to ensure a fair election is carried out pursuant to Association by-laws.

BUSINESS IMPROVEMENT COMMITTEE: The Business Improvement Committee shall consist of merchants and business owners within the Brightwood neighborhood, with particular focus on the Georgia Avenue corridor. The intent of the BIC is to focus on common challenges and opportunities facing Brightwood merchants and coordinated strategies that can lead to an improved business climate in the Brightwood neighborhood.

OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

The members of these committees serve for a term corresponding to that of the officers. The new President shall appoint committee chairs at the beginning of each administration. The committee chairs shall seek volunteers to serve on their respective committees.

An Auditing Committee of three (3) members shall be appointed by the President at the March meeting to audit the treasurer's accounts and report at the October meeting.

The President shall be ex-officio of all committee except the Election Committee and the Auditing Committee. This appointment shall be by the body or the Executive Board.

The President may appoint a parliamentarian, a chaplain or a sergeant-at-arms, as needed.

Article XIII - Rules of Order

Roberts Rules of Order Newly Revised (latest edition) shall govern all proceedings of the Association not covered by the Bylaws of the Association.

Article XIV – Amendments

All Amendments to the Bylaws of the Association shall be proposed by a written petition of at least five (5) members of the Association. The petition shall be presented at a regular meeting. The amendments shall be voted upon at the next regular meeting. Any revisions to these Bylaws shall be approved by a two-thirds (2/3) votes of the members present and if adopted, shall be effective immediately.

Article XV- Miscellaneous Provisions

Section 1: - INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by District of Columbia law, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

Section 2: - FISCAL YEAR: The records and accounts of the Association shall be maintained on a calendar year basis.

Section 3: - ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Executive Board. Funds not needed for current operations shall be deposited in interest bearing accounts as authorized by the Executive Board.

CERTIFICATION

These bylaws were adopted by vote of yes ( ) and no ( ) at the Association meeting on this 20th day of (May), 2008

Secretary,

Karrye Y. Braxton