



Woodley Park

Community Association

Bylaws

Amended: November 10, 2020

BYLAWS OF THE
WOODLEY PARK COMMUNITY ASSOCIATION

SECTION I -- NAME AND STATUS

The Association shall be known as the Woodley Park Community Association of the District of Columbia and may be referred to as the "WPCA." Hereinafter, it shall be referred to as "the Association." The Association is a nonprofit membership corporation established under the District of Columbia Nonprofit Corporation Law.

SECTION II -- PURPOSES AND BOUNDARIES

A. The purposes of the Association are: to maintain and advance the quality of the area of the Association as an in-town, generally residential community; to preserve and enhance the social, physical and historic characteristics of the neighborhood and historic places within and adjacent to it; to provide a forum for exchange of information and discussion of issues of relevance to the area; and to represent residents of the area before governmental and other entities. Such representation does not preclude other organizations from speaking on behalf of the residents of the area, nor does it bind any individual member to any position the Association may take with regard to any public issue.

B. The Association may exercise all powers available to corporations under the District of Columbia Nonprofit Corporation Law, subject to the restrictions, if any, contained in the Articles of Incorporation and these Bylaws; *provided* that no part of the Association's net earnings shall inure to the benefit of any individual (except that reasonable compensation may be paid for services rendered to or for the Association in effecting one or more of its purposes), and no director or officer of the Association, or any individual shall be entitled to share in the distribution of any Association assets upon dissolution of the Association.

C. To further its purposes, the Association may become a member of groups, committees, or federations of similar associations, but only with the approval of the Executive Committee and subsequent notification to the membership.

D. The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for elective public office. Nothing in this section shall preclude the Association from organizing, sponsoring or participating in informational forums at which such candidates appear and present their views or notifying the membership of local political events.

E. The area of the Association is bounded by Rock Creek Park and the National Zoological Park to the East, Calvert Street, Cleveland Avenue and Garfield Street to the South, 34th Street to the West, and Woodley Road to its intersection with Klinge Road and thereafter Klinge Road to the North. Both sides of the mentioned streets are included in the area of the Association.

SECTION III -- MEMBERSHIP

A. Membership in the Association is open to

- (1) any natural person 18 years of age or older who resides full time or part time within the area described in Subsection E of Section II,
- (2) any person who owns real estate within that area, and
- (3) any business or organization that is located within the area of the Association and that provides goods or services to the residents of that area

who subscribes to the Association's purposes and who registers with the Association as a member. A membership terminates when the member no longer meets any of criteria of clauses (1) through (3). A membership lapses if the member does not re-register with the Association within six months following the first anniversary of the date on which the member last registered with the Association as a member.

B. Payment of a contribution is not a condition of membership, but the Association may suggest that members make an annual contribution of an amount determined from time to time by the Executive Committee.

C. The list of members of the Association (or any part of that list) shall be used only for the advancement of the purposes of the Association and, otherwise, in exceptional circumstances, with the prior consent of the Executive Committee. Nothing in this subsection shall preclude the Association from making public the names of and contact information for its officers, executive committee members and committee chairs

or complying with judicial process or an order or similar directive of a regulatory body with jurisdiction over the Association requiring disclosure of all or any part of the list of members.

SECTION IV -- EXECUTIVE COMMITTEE

A. The board of directors of the Association shall be its Executive Committee, which shall comprise the four officers named in Section V, six members of the Association elected at large by the membership, and the immediate past President, if that person agrees to serve on the Executive Committee. The Executive Committee shall have such powers and authority given to it by the District of Columbia Nonprofit Corporation Law and the Articles of Incorporation. In addition, the Executive Committee shall perform preliminary work in the preparation of matters for consideration by the membership and recommendations for action by the Association as a whole. Actions by the Executive Committee shall be reported to the membership either before or at the next meeting of the Association.

B. The Executive Committee shall meet at the call of the President or of any three members of the Executive Committee. Meetings may be attended in-person or through the use of any technology which permits all members participating in the meeting to simultaneously hear each other. The President or Secretary shall notify each member of the Executive Committee by telephone, letter or email of all meetings of the Executive Committee. Members of the Association shall be notified of in person meetings of the Executive Committee using the methods prescribed in Section VII.D. below for notices of meetings of the Association.

C. The President shall preside at meetings of the Executive Committee. A majority of the members of the Executive Committee shall be a quorum, and, except as otherwise provided in these Bylaws, the affirmative vote of a majority of the members of the Executive Committee present at a meeting at which a quorum has been established shall be required for any action of the Executive Committee. On any matter that is referred to the Executive Committee by a committee of the Association formed to deal with that matter, if the chair of that committee is not a member of the Executive Committee, then the chair (or the co-chairs acting jointly), or the vice-chair in the

absence of the chair, shall have one vote. Members of the Association and non-members may attend meetings of the Executive Committee and may be permitted to address the Executive Committee. The Executive Committee may meet in executive session for purposes of discussion, at which no action may be taken, and may exclude persons who are not members of the Executive Committee from such sessions.

D. The Executive Committee may take action without a meeting if each member provides a consent in writing describing the action to be taken and delivers it by electronic mail or otherwise to the Association. Any action taken pursuant to this Subsection shall be reported to the membership by email or otherwise within 72 hours.

SECTION V – OFFICERS AND OTHER EXECUTIVE COMMITTEE MEMBERS

A. The officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer elected from the membership. All officers of the Association shall report to and be subject to the direction of the Executive Committee. The President or such other member or members as may be designated by the President, the Executive Committee or the Association shall have sole authority to represent the Association. No member may concurrently hold more than one office.

B. **PRESIDENT.** The President is the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Executive Committee. In addition to the duties specified in these Bylaws, the President shall perform such other duties as usually devolve upon a chief executive officer or are specified by the Association or the Executive Committee. Not less than once a year the President shall appoint a person to verify the accounts of the Treasurer and to report the results of the verification to the Executive Committee and the Association.

C. **VICE-PRESIDENT.** The Vice-President shall perform the duties of the President in his or her absence and such other duties as are required by these Bylaws or directed by the President or the Executive Committee and shall oversee, coordinate and report to the Executive Committee on the activities of each Committee established pursuant to Subsection A of Section VIII and any working or similar groups established by the Executive Committee. In the event a vacancy occurs in the office of President, the Vice-President shall succeed to the office of President for the unexpired term

thereof, and the office of Vice-President shall be filled pursuant to Subsection C of Section VI of these Bylaws.

D. SECRETARY. The Secretary shall prepare and maintain minutes of the proceedings of each meeting of the Association and of the Executive Committee, shall be the custodian of an official copy of these Bylaws, together with all amendments thereto. The Secretary shall maintain proper files of all correspondence sent by the Association and received by or provided to the Secretary. The Secretary shall perform such other duties as are required by these Bylaws, as pertain to the office and as are required by the President or the Executive Committee.

E. TREASURER. The Treasurer shall cause a roll of members to be kept; shall collect all monies due the Association, giving a receipt therefor if requested; shall record the amount of each payment, with the name and address of the person receiving the payment; shall disburse funds entrusted to his or her safekeeping in accordance with the instructions of the Executive Committee and shall account therefor at each regular meeting or as otherwise required; and shall prepare annually and present to the Executive Committee for approval a proposed budget for the upcoming calendar year. The Treasurer shall perform such other duties as are required by these Bylaws, as pertain to the office and as are required by the President or the Executive Committee.

F. At-large members of the Executive Committee do not have any specifically assigned duties, but they are expected to take responsibility for significant Association projects or activities. At-large members are expected to serve on committees and are encouraged to chair committees.

G. The membership of the Association may remove any member of the Executive Committee by a majority vote at a special meeting called for that purpose. The Executive Committee may remove any member of the Executive Committee who has not attended three consecutive in-person Executive Committee meetings, and may remove any other Executive Committee member by the affirmative vote of two-thirds of the members of the Executive Committee present at an in-person meeting.

SECTION VI – NOMINATION AND ELECTION OF OFFICERS AND AT-LARGE MEMBERS OF THE EXECUTIVE COMMITTEE

A. Nominations for officers and at-large members of the Executive Committee shall be made by a Nominating Committee consisting of three members of the Association appointed by the Executive Committee. The Nominating Committee shall report all eligible nominees for officers and at-large members of the Executive Committee to the President who shall publish the names of the nominees to the membership not later than five days before the date of the election, which shall take place at a meeting of the Association in the fall of each year. Additional nominations may be made from the floor at that meeting. Officers shall serve for a term of one year and at-large members of the Executive Committee for a term of two years from the date of the election and until their successors are duly elected and qualified.

B. Election of officers or at at-large members of the Executive Committee shall ordinarily be by secret written ballot, but, in the event there is only one nominee for a particular position, the vote for that position shall be by voice vote. Members will be selected at random to count any written ballots. The nominee receiving the most votes of those members present and voting at a meeting of the Association will be elected officer or member at large. In the event of a tie, there shall be a runoff. Newly elected officers and members of the Executive Committee take office at the end of the meeting at which they were elected.

C. Any vacancy caused by death, resignation, incapacity, termination of membership or dismissal from office of an officer or an at-large member of the Executive Committee shall be filled by a special election at the next regular meeting of the Association. During the interim preceding the next regular meeting, the position shall be filled as provided in these Bylaws in the case of the President, and otherwise may be filled by a member selected by the Executive Committee. An announcement of the vacancy and the election for this position shall be included in the communication that provides notice of the meeting at which the election is to occur. At the meeting, nominations may also be made from the floor. The member elected at the meeting shall serve for the unexpired term of the member's elected predecessor.

D. No member may serve as President or Vice-President for more than three consecutive terms or combine service in the two offices for more than four consecutive terms. No member may serve as an at-large member of the Executive Committee for more than six consecutive years. No member of the Executive Committee may concurrently serve as an ANC Commissioner.

SECTION VII -- MEETINGS OF THE ASSOCIATION

A. QUORUM. A quorum for any regular or special meeting of the Association shall be at least twelve members present at the meeting, and, except as otherwise provided in these Bylaws, the vote of a majority of the members present at a meeting at which a quorum has been established shall be required for any action of the Association. Any current member may vote at a meeting, but voting by proxy is not permitted.

B. REGULAR MEETINGS. There shall be two regular meetings of the Association each year, one of which shall be held in the spring, and the other in the fall. The dates of the meetings shall be set by the Executive Committee. Meetings shall generally be in person, but, upon approval of two-thirds of the Executive Committee, may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments. The person presiding shall determine the order of business unless a majority of the members present objects to the presiding officer's proposed action.

C. SPECIAL MEETINGS. Special meetings may be called by the President, a majority of the Executive Committee or ten members of the Association by making a request in writing to the President. The President (or upon the President's failure to act, the Vice-President or the Executive Committee) shall call the meeting when so requested and shall schedule and convene the meeting within 21 days of receiving the request, unless the members requesting the meeting consent to a later date. If the President, Vice-President and Executive Committee fail to hold the requested meeting within 21 days, the members requesting the meeting may hold the meeting of the

Association. The first order of business at each special meeting shall be the establishment of a quorum and the election of a chair of the meeting if neither the President nor the Vice-President is willing to serve, and the remaining order of business shall be as prescribed by the members calling the meeting. Only business within the purposes described in the meeting notice may be conducted at a special meeting.

D. NOTICE OF MEETINGS. Notice of each meeting of the Association shall be given at least seven days prior to the meeting by email sent to Association members who have provided email addresses or by such other means as the Executive Committee may in its judgment determine to be reasonably likely to provide the members notice of the meeting.

E. PARTICIPATION IN MEETINGS. All meetings of the Association are open to the public. Only members of the Association shall be entitled to address the meeting or to vote.

SECTION VIII -- COMMITTEES AND SUBCOMMITTEES

A. COMMITTEES. Committees of the Association shall be established by the President at the direction of the Association or of the Executive Committee and shall comprise a minimum of three members. The Executive Committee shall appoint and may remove the chairs of all committees. Any member of the Association may be a member of any committee or subcommittee established pursuant to this Section, unless the chair of the committee or subcommittee finds it preferable to limit the number of members.

B. SUBCOMMITTEES. Subject to review by the Executive Committee, committees established pursuant to Subsection A may establish subcommittees whenever deemed advisable. The parent committee shall appoint and may remove the chair of each subcommittee.

C. REPORTS OF COMMITTEES. All committees and subcommittees shall promptly consider and report upon all matters referred to them by the Association, the President or the Executive Committee.

D. CHAIR. A committee or subcommittee shall have one or two chairs.

SECTION IX -- MEETING PROCEDURES

Except as otherwise required in these Bylaws, all regular and special meetings of the Association, meetings of the Executive Committee and meetings of committees and subcommittees shall be conducted in accordance with procedures established by the chair of the meeting. A meeting shall be governed by Robert's Rules of Order if a majority of the members present so request.

SECTION X -- NOTICE OF ACTION OR RECOMMENDATION

At least seven days before the Association or the Executive Committee intends to consider a public action or issue a recommendation affecting a specific property or properties, the Executive Committee shall take reasonable steps to ensure that members of the Association and the owner or occupant of the property or properties and of adjacent properties are aware of the proposed action or recommendation. If the Executive Committee determines that compliance with this Section XI is impractical, unnecessary, or inappropriate in a particular case and documents the reasons for its determination, then compliance with this Section will not be required.

SECTION XI -- AMENDMENTS

These Bylaws may be amended by a two-thirds vote of members present and voting at any regular meeting or at any special meeting called for that purpose; *provided* that the proposed amendment (or a summary or description thereof if the proposal is too lengthy) is made available to the membership at least ten days prior to the meeting at which action on the same is to be taken.

As amended November 10, 2020.