

**BYLAWS of the  
BURLEITH CITIZENS ASSOCIATION  
AS AMENDED: November 7, 2019 (previously October 19, 2019)**

**ARTICLE I: NAME, PURPOSES, AND OFFICES**

**Section 1. Name.** The name of the corporation is the “Burleith Citizens Association” (hereinafter the “Association”).

**Section 2. Community Boundaries.** For purposes of these Bylaws, the “Burleith Community” is defined as the area within the following boundaries: beginning at the center of the intersection of Reservoir Road and 35<sup>th</sup> Street, N.W.; north to the middle of the center of Whitehaven Parkway, N.W., west to its end; and in a straight line to the end of 39<sup>th</sup> Street, N.W., south to the middle of Reservoir Road, N.W.; and east in the middle of Reservoir Road to the point of beginning, all within the District of Columbia.

**Section 3. Purposes.** The Association is organized to promote the social welfare of, and to promote and advocate the interests and rights of, all residents of the Burleith Community; to sponsor or participate in activities that maintain and improve the quality of life within the Burleith Community, including safeguarding the neighborhood’s heritage; and for related purposes. The Association shall not undertake activities or make expenditures that are inconsistent with its status as a social welfare organization exempt from federal taxation under section 501(c)(4) of the Internal Revenue Code of 1986 as amended.

**Section 4. Offices.** The principal offices of the Association shall be within the Burleith Community in Washington, D.C.

**ARTICLE II: MEMBERSHIP, MEMBERS, AND AFFILIATES**

**Section 1. Membership.** Each of the following shall be considered a single member of the Association:

- (a) A person or group of persons over the age of 18 residing in one household in the Burleith Community, if that group has collectively paid the required membership dues established by the Board pursuant to section 2 of this Article; and
- (b) A non-resident person or group of individual non-resident persons of the Burleith Community owning one or more residential properties located within the Burleith Community, if that non-resident or group of non-residents, collectively, has paid the required membership dues established by the Board pursuant to section 2 of this Article. No corporation, trust, company, partnership, or other business entity shall be eligible for membership nor be included in any group that otherwise constitutes a member of the Association.

**Section 2. Dues.** The amount of dues to be paid by each person or group of persons having a membership in the Association, as a condition of membership as set forth in section 1 of this Article, shall be set from time to time by the Board of Directors.

**Section 3. Annual Meeting.** The Annual Meeting of members of the Association shall be held in November of each year for the purpose of electing the officers and other directors of the Association and for the transaction of such other business as may properly come before the meeting. Notice of the time, place, purpose, and agenda for the Annual Meeting shall be sent to all members of the Association, no fewer than five and no more than 50 calendar days before the meeting.

**Section 4. Special Meetings.** Special meetings of the members may be called at any time by the President or by resolution adopted by a majority of the incumbent Board of Directors. The President shall call a Special Meeting upon receipt of a written petition (which may be by e-mail) requesting such a meeting, signed or endorsed by persons representing no less than 25 percent of all the votes entitled to be cast on the date of submission of the petition. Notice of Special Meetings shall be given in the same manner as notice of an Annual Meeting, and shall set forth the purpose or purposes for which such Special Meeting is called.

**Section 5. Notice.** Notice by the Association to members may be made by e-mail, by first-class mail, or by hand-delivery to the residence of the member. Notice of the time and place of the meeting may also be posted to the Association web site or equivalent electronic platform.

**Section 6. Quorum.** A quorum for the conduct of business at any meeting of members shall consist of at least 15 members of the voting membership as set forth in Section 1 of this Article of the Association, present in person.

**Section 7. Voting.**

- (a) Each person or group of persons constituting a single member of the Association, as set forth in Section 1 of this Article, shall be entitled to cast one vote, except that a person or a group of persons over 18 years of age residing in a property within the Burleith Community that is owned by such person or by any member of such group of persons shall be entitled to cast two votes.
- (b) Each group of persons entitled to cast one vote shall select one individual to cast that vote. If a group of persons entitled to cast two votes is represented at any meeting of the members by only one person, that person shall be entitled to cast two votes. If a group of persons entitled to cast two votes is represented at any meeting of the members by two persons, each of those persons shall be entitled to cast one vote. If a group of persons entitled to cast two votes consists of more than two persons, that group shall select two persons to cast those two votes.

- (c) The qualifications of any person or group of persons for voting membership, including payment of dues, shall be determined as of the 30<sup>th</sup> calendar day preceding the date of the meeting of members and must be in good standing as of the date of the vote.
- (d) The term “voting membership” for purposes of these Bylaws shall mean the individual persons entitled to cast votes pursuant to this Article II, section 7. Except as otherwise specifically provided in these Bylaws, the act of a majority of the voting membership present in person at a meeting of members, at which a quorum is present, shall be the act of the Association. In the absence of a quorum, a meeting may be adjourned by vote of a majority of the voting membership present.
- (e) Voting at the Annual Meeting shall be by ballot unless otherwise decided by the Board of Directors.

**Section 8. Proxy Voting.** All votes cast by or on behalf of members shall be cast in person by the individual person or persons entitled to vote pursuant to Article II, section 7. Voting by proxy shall not be permitted except to the extent permitted under Article II, section 7(b).

**Section 9. Agenda; Rules of Procedure.** The agenda for each Annual and any Special Meeting of members shall be determined by the Board of Directors. To the extent any matter of procedure is not addressed by these Bylaws, the proceedings of the Association shall be conducted in accordance with the most current revised edition of Robert’s Rules of Order.

**Section 10. Affiliates.** The Board of Directors may establish opportunities for businesses, organizations, and individuals (“affiliates”) not otherwise qualified for voting membership to financially support the Association. Affiliates shall not have any of the rights or obligations of members of the Association except as specifically set forth in these Bylaws or as authorized by the Board pursuant to this section 10. The Board of Directors may permit such non-voting affiliates to attend any Annual or Special Meeting of members of the Association and other Association activities and/or events.

**Section 11. Compensation and Expenses.** No member of the Association shall receive any remuneration for his or her services as a member, but this provision shall not preclude the Board of Directors from reimbursing a member for expenditures made by him or her on behalf of the Association, or for special services contracted for by the Association as authorized by the Board of Directors.

**Section 12. Right of Members to Adjudication of Grievances.** Any member of the Association and any person included in a group of persons that constitutes a member of the Association who believes he or she is aggrieved by any act or omission of the Association or the Board of Directors with respect to the governance of the Association shall have the right to submit a complaint, in writing, addressing such grievance to the Corresponding Secretary. The Corresponding Secretary shall, within ten calendar days of receipt of such written complaint, transmit it to the members of the Board of Directors.

The Board of Directors shall, at its next regular meeting, review the complaint and shall adopt a resolution to take such action or no action with respect to the complaint, as the Board deems necessary and appropriate.

### **ARTICLE III: OFFICERS**

**Section 1. Officers; Qualification.** The officers of the Association shall be a President, a Vice President, two Co-Recording Secretaries, a Corresponding Secretary, and a Treasurer. Any two offices, except those of President and Treasurer, may be held by the same person. No person may be elected an officer of the Association unless he or she is a resident of an owner-occupied Burleith household and is a paid-up member of the Association. No more than one officer may reside within a single household.

#### **Section 2. Election, Term of Office.**

- (a) The officers shall be elected at the Annual Meeting of the members. The candidates to be voted on by the membership for each office shall be the person(s) nominated by the Nominating Committee for that office, pursuant to Article V, section 1(b) of these Bylaws, and any other person who has submitted a petition to be a candidate for that office, complying with the requirements of Article V, section 2 of these Bylaws. If there is more than one candidate for an office, the candidate receiving a plurality of the voting membership casting votes at the meeting shall be declared elected to such office.
- (b) Except as set forth in Article III, Section 2(c), each officer shall serve a two-year term commencing on the January 1 following the Annual Meeting at which such officer was elected, and expiring on December 31 of the following year, or until his or her successor has been duly elected and qualified.
- (c) The officers shall be divided into two groups designated as Group I and Group II, where the President, one Co-Recording secretary, and the Corresponding Secretary shall be Group I officers and the Vice President, one Co-Recording Secretary, and the Treasurer shall be Group II officers. Group I officers shall initially serve until December 31, 2020; Group II officers shall initially serve until December 31, 2021. Commencing with the 2020 Annual Meeting, officers of each group the term of which shall expire that year shall be elected to hold office for a two-year term, or until his or her successor shall have been duly elected and qualified.

**Section 3. Vacancies.** Any vacancy in an officer position may be filled by a person for the unexpired portion of the term of such officer by a majority vote of the Board of Directors then serving, provided such person is eligible for such officer position under these Bylaws. Any officer so elected shall meet the requirements set forth in Article III, section 1 and shall serve for the remainder of the unexpired term of the vacating officer or until the election and qualification of his or her successor.

**Section 4. Removal.** An officer who no longer meets the qualifications for office set forth in these Bylaws, has been declared of unsound mind by a court of competent jurisdiction, has been convicted of any criminal offense other than a traffic violation, or has been finally adjudicated by a court of competent jurisdiction to have breached his or her duty to the Association shall be deemed to have been removed from such office as of the date of the occurrence of any of the foregoing events. Otherwise, an officer may be removed from office only by majority vote of the voting membership of the Association present at an Annual or Special Meeting of the members at which a quorum is present.

**Section 5. Resignation.** Any officer may resign by providing written notice to the Corresponding Secretary of the Association or, if the Secretary is resigning, to the President of the Association.

**Section 6. Duties and Powers of Officers.**

- (a) President. The President shall preside at all meetings of members and of the Board of Directors. She/he shall have and exercise general supervision of the affairs of the Association, and shall do and perform such other duties as may be assigned to her/him by the Board of Directors. With the advice of the other officers, the President shall develop a budget, which shall be presented for approval to a meeting of the Board of Directors and then presented to the members at the Annual Meeting of members.
- (b) Vice-President. The Vice-President shall perform the duties of the President in his or her absence or disability, and shall perform such duties and exercise such powers as the President shall direct, or shall be assigned to them by the Board of Directors.
- (c) Recording Secretaries. The Recording Secretaries shall keep an accurate and timely record of the proceedings of all meetings of the Association and the Board of Directors, and shall report such proceedings as may be requested by the presiding officer at the stated meetings of the Association.
- (d) Corresponding Secretary. The Corresponding Secretary shall keep a roll of the members, issue notices, when required, of meetings of the Association and the Board of Directors, conduct the correspondence of the Association not otherwise provided for, and perform such other duties as may be requested by the President.
- (e) Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Association subject to such regulations as may be imposed by the Board of Directors. She/he may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. The Treasurer shall be responsible for the following:
  - i. Endorsing on behalf of the Association for collection checks, notes, and other obligations, and depositing the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate;

- ii. Signing all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors;
- iii. Making such payments as shall be necessary or proper to be made on behalf of the Association in respect of contracts and purchase orders previously approved by the Board of Directors, in accordance with Article VII, section 2 of these Bylaws;
- iv. Regularly entering on the books of the Association to be kept by her/him for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by her/him for or on account of the Association, and exhibiting such books at all reasonable times to any Director or have such books available, if requested, at the Annual or any Special Meeting of the Association;
- v. Making a report to the Board of Directors of the state of the finances of the Association at each regular Board of Directors meeting;
- vi. Performing in general all the duties incident to the office of Treasurer, subject to the control of the Board of Directors; and
- vii. Submitting all Federal and District tax filings and reports required under the District of Columbia Nonprofit Corporation Act.

**Section 7. Compensation of Officers.** No officer shall receive any salary or remuneration for his or her services as such but shall be entitled to reimbursement of any out-of-pocket expense expended on behalf of the Association and may be paid for other services performed on behalf of the Association other than in his or her capacity as an officer, director, or member.

#### **ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. Duties and Powers.** The affairs of the Association shall be managed by the Board of Directors (hereinafter sometimes referred to as the “Board”), which consists of both officers and non-officer directors. The Board shall be responsible for implementing the mission, establishing policies, managing resources and determining programs, positions and activities of the Association, including positions to be taken before governmental agencies and bodies. The actions of the Board in matters within its authority shall be final and conclusive except that the Board must obtain membership approval pursuant to Article II by a majority of the voting membership present in person at a meeting of members, at which quorum is present, before the Board can (a) initiate or join any lawsuit, or (b) file any formal application seeking to amend any zoning regulations applicable to the Burleith Community as a whole. The Board of Directors may select from the membership of the Association delegates to represent the Association in any federation or organization of citizens’ associations or other charitable or educational association in which this Association may have an interest or membership.

## **Section 2. Election, Number, and Term of Office.**

- (a) Each officer of the Association shall, during his or her term of office, serve as a member of the Board of Directors ex officio, that is, automatically by virtue of his or her office. In addition, at each Annual Meeting of the members of the Association, the Association shall elect no fewer than four and no more than eight additional persons to serve as directors (the “non-officer directors”).
- (b) The candidates to be voted on by the membership for each non-officer director position shall be the persons nominated by the Nominating Committee for those positions, pursuant to Article V, section 1(b) of these Bylaws, and any other person who has submitted a petition to be a candidate for one of those positions, complying with the requirements of Article V, section 2 of these Bylaws. If there are more candidates for non-officer positions than there are such positions to be filled, the candidates getting the most votes of those cast by the voting membership at the Annual Meeting, equal to the number of positions to be filled, shall be declared elected.
- (c) Except as set forth in Article IV, Section 2(d), each non-officer director elected at the Annual Meeting shall serve on the Board of Directors for a two-year term beginning the following January 1 and ending on December 31 of the following year, or until his or her successor shall have been duly elected and qualified.
- (d) The non-officer directors shall be divided by the President into two groups, as nearly equal in number as possible, designated as Group I and Group II. Group I Directors shall initially serve until the December 31, 2020; Group II Directors shall initially serve until December 31, 2021. Commencing with the 2020 Annual Meeting, non-officer Directors of each Group the term of which shall expire that year shall be elected to serve for a two-year term, or until his or her successor shall have been duly elected and qualified. In the event that the Board shall increase the number of non-officer directors pursuant to Article V, Section (1)(a) and the Association elects any person to those positions, it shall be the responsibility of the President to assign any such newly elected non-officer directors to either Group I or Group II, with each group to be as nearly equal in number as possible.

**Section 3. Qualifications.** No person may serve in a non-officer position on the Board of Directors unless such person resides in an owner-occupied Burleith household and is a paid-up member of the Association. No more than one director, whether that person be an officer or a non-officer, may reside in the same household. No person holding any elected office of the District of Columbia may serve on the Board of Directors.

**Section 4. Resignation.** Any Director may resign at any time by giving written notice of such resignation to the President or the Corresponding Secretary.

**Section 5. Removal.** A non-officer director who no longer meets the qualifications for office set forth in these Bylaws, has been declared of unsound mind by a court of

competent jurisdiction, has been convicted of any criminal offense other than a traffic violation, or has been finally adjudicated by a court of competent jurisdiction to have breached his or her duty to the Association shall be deemed to have been removed from the Board of Directors as of the date of the occurrence of any of the foregoing events. Otherwise, a non-officer director may be removed from office by majority vote of the voting membership of the Association present at an Annual or Special Meeting of the members at which a quorum is present.

**Section 6. Vacancies.** Any vacancy in a non-officer position on the Board of Directors may be filled by a person for the unexpired portion of the term of such non-officer director by a majority vote of the Directors then serving, provided such person is eligible for a non-officer director position under these Bylaws. Any Director so elected by the Board of Directors shall serve for the remainder of the unexpired term of the vacating director or until the election and qualification of his or her successor.

**Section 7. Annual Meeting.** Following the Annual Meeting of members, the newly-elected Directors shall meet with the then-current Directors for the purpose of organization and transition of business. The newly elected Directors shall take office as of January 1st.

**Section 8. Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly except that the Board may dispense with up to two meetings annually. The President may choose to conduct regular meetings “virtually” by internet, conference call, or equivalent technology. The schedule for the Board Meetings shall be decided by the Board and made available to the members of the Association before the first regular Board meeting of the calendar year. Directors shall be notified of the date, time, and location of each Board meeting at least five calendar days prior to such meeting by telephone, e-mail, or hand-delivery of a written notice to the residence address of each Director.

**Section 9. Special Meetings.** Special meetings of the Board of Directors may be called by the President and must be called by either the President or Corresponding Secretary at the request of a majority of the members of the Board. Directors shall be notified of the date, time, and location of each special Director meeting at least three calendar days prior to such meeting by telephone, e-mail, or hand-delivery of a written notice to the residence address of each Director.

**Section 10. Waiver of Notice.** A director’s attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

**Section 11. Conduct of Meetings.** At any meeting of the Board of Directors, the President shall preside but if the President is not present, the meeting shall be conducted by the next officer present in the order listed in Article III, section 6 of these Bylaws.

**Section 12. Quorum and Voting.** At all meetings (including virtual meetings) of the Board of Directors a majority of the Directors shall be necessary and sufficient to

constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. Each director present at a meeting shall be entitled to cast one vote. Proxy voting is prohibited. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such action at any reconvened meeting as might have been taken at the meeting originally scheduled. Any business conducted virtually shall be documented in the minutes of the Association.

**Section 13. Compensation of Directors.** No Director shall receive any remuneration for his or her services as a Director but may be reimbursed for his or her out-of-pocket expenses, expended on behalf of the Association, or may be paid for services contracted for by the Association, other than for the performance of his or her duties as a Director.

**Section 14. Action by Written Consent.** Any action required by law to be taken at a Board meeting may be taken without a meeting if a consent in writing or via electronic communication, setting forth the action so taken, shall be approved by all of the Directors.

**Section 15. Conflict of Interest Policy.** The Board of Directors shall adopt a conflict of interest policy that will be provided to the members of the Association.

## **ARTICLE V: NOMINATIONS FOR OFFICER AND DIRECTOR POSITIONS**

### **Section 1. Nominating Committee.**

- (a) No later than August 15<sup>th</sup> of each year, the President shall suggest three individuals from among those who are, or who are part of groups that are, members of the Association, to serve as a Nominating Committee and shall submit the names of those individuals to the Board of Directors for consideration and approval. Upon approval by the Board, three individuals whose names are suggested by the President shall constitute the Nominating Committee. At the same meeting as that at which the Board approves the Nominating Committee, the Board shall, by resolution, determine the number of non-officer director positions to serve for the following year, which shall be no fewer than four and no more than eight.
- (b) The Nominating Committee shall, on or before September 15<sup>th</sup> of that year, submit to the incumbent President of the Association the name of an individual the Committee is nominating for offices described in Article III, section 1 of these Bylaws; and the names of the persons the Committee is nominating for the non-officer director positions described in Article IV, section 2(a), the number of which has been determined by the Board under section 1(a) of this Article. The President shall submit those names to the Board of Directors, which shall approve a slate of nominees on or before September 30<sup>th</sup> of that year. The President shall cause the names of these nominees to be provided to the members of the Association no later than 14 calendar days before the date of the Annual Meeting by the means set forth in Article II, section 5.

**Section 2. Nomination by Petition.** Any individual not nominated by the Nominating Committee, who is eligible for an officer or non-officer director position under these Bylaws and wishes to be considered for such position by the membership at the Annual Meeting, shall be deemed nominated for such position if he or she submits a written petition signed by persons representing no fewer than 20 votes entitled to be cast on the date of submission of the petition, to the Corresponding Secretary of the Association no later than 14 calendar days before the date of the Annual Meeting. The Corresponding Secretary shall promptly notify the members of the Association of any candidates nominated by petition by the means set forth in Article II, section 5. Nominations from the floor at the Annual Meeting are prohibited and shall not be recognized.

## **ARTICLE VI: OTHER COMMITTEES**

**Section 1. Other Committees.** The Board may create such committees, in addition to the Nominating Committee, as the Board deems necessary and appropriate. Each committee shall consist of individuals who are members or affiliates or who are part of a group of individuals who are members of the Association.

**Section 2. Appointment & Membership.** The President of the Association shall appoint Chairs of the Committees. The President may select members of the Committees, or may delegate that responsibility to Committee Chairs, subject to the approval of the Board of Directors. The President of the Association shall be an ex-officio member of all Committees except the Nominating Committee.

**Section 3. Activities of Committees.** Each Committee shall perform such duties as may be assigned to the Committee from time to time by the Board, and shall have and exercise general supervision of its own affairs, subject to the authority of the Board. Each Committee shall submit periodic reports and recommendations to the Board of Directors for approval.

## **ARTICLE VII: FINANCIAL OBLIGATIONS AND DISBURSEMENTS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or purchase order, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no person shall have any power or authority whatsoever to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose in any amount.

**Section 2. Payment of Money.** Checks, drafts, and other orders for payment from any deposit account maintained by the Corporation shall be issued only as payment pursuant to a contract or to satisfy an obligation approved by the Board of Directors pursuant to section 1 of this Article. All such checks and other orders for payment of money shall be signed by any of the President, Vice-President, and Treasurer.

**Section 3. Borrowing.** Any borrowing of funds by the Association shall be previously authorized by the Board of Directors.

## **ARTICLE VIII: AUDITS AND COMPILATIONS**

The Board of Directors shall, on or before March 31<sup>st</sup> of each year, make available to the members of the Association the financial statements of the Association for the preceding calendar year, and at the discretion of the Board, cause to be performed an independent audit or a compilation of the financial statements of the Association for the preceding calendar year.

## **ARTICLE IX: FISCAL YEAR**

The fiscal year of the Association shall terminate on December 31<sup>st</sup> of each calendar year.

## **ARTICLE X: INDEMNIFICATION**

**Section 1. Mandatory Indemnification.** The Association shall indemnify an individual who is a party to a proceeding because he or she is or was a director or officer of the Association, against liability incurred in the proceeding if the individual (a) acted in good faith; (b) reasonably believed, in the case of conduct in an official capacity, that the conduct was in the best interest of the corporation and, in all other cases, that the individual's conduct was at least not opposed to the best interests of the corporation; and (c) in the case of any criminal proceeding, had no reason to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, be determinative that the director or officer did not meet the relevant standard of conduct described in this section.

**Section 2. Prohibited Indemnification.** Unless ordered by a court, the Association shall not indemnify a director or officer (a) in connection with a proceeding by or in the right of the Association, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under section 1 of this Article; or (b) in connection with any proceeding with respect to conduct for which the director or officer was adjudged liable on the basis that the director or officer received a financial benefit to which the director or officer was not entitled whether or not involving action in an official capacity.

**Section 3. Advance of Expenses.** The Board of Directors may authorize the Association, before final disposition of a proceeding, to reimburse the reasonable expenses incurred by an individual who is a party to proceedings because he or she is or was a director or officer if the individual submits to the Board of Directors: (a) an affirmation in the form of a record of his or her good faith belief that he or she has met the relevant standard of conduct described in section 1 of this Article; and (b) an undertaking in the form of a record to repay any funds advanced if the individual is not successful on the merits in the proceeding and it is ultimately determined that the

individual has not met the relevant standard of conduct described in section 1 of this Article. Authorizations under this section 3 shall be made, if there are two or more disinterested directors, by a vote of the majority of all of the incumbent disinterested directors, a majority of whom will constitute a quorum for that purpose; or, if there are fewer than two incumbent disinterested directors, by the vote of a majority of all directors (including interested directors), a quorum being present; or by the membership of the Association.

**Section 4. Determination and Authorization of Indemnification.** The Association shall not indemnify a director or officer under this Article unless authorized for a specific proceeding after a determination has been made that indemnification is permissible because the director or officer has met the relevant standard of conduct set forth in section 1 of this Article. The determination shall be made, if there are two or more interested directors, by a majority vote of all the disinterested directors, a majority of whom shall constitute a quorum for this purpose; or by the members of the Association.

#### **ARTICLE XI: TERMINATION, DISSOLUTION, OR FINAL LIQUIDATION**

Termination, dissolution, or final liquidation of the Association shall be conducted in accordance with the applicable procedures set forth in the District of Columbia Nonprofit Code, or any successor provisions. Upon termination, dissolution, or final liquidation of the Association in any manner or for any reason, its assets, if any, after the payment of debts, shall be solely distributed for charitable or educational purposes to any organization which is then exempt under the corresponding provisions of section 501(c)(4) of the Internal Revenue Code of 1986 as amended.

#### **ARTICLE XII: AMENDMENTS TO BYLAWS**

These Bylaws may be amended by vote of two-thirds of the voting membership present in person at any Annual or Special Meeting at which a quorum is present, provided that the notice of such meeting shall be sent by the means set forth in Article II, section 5 to members of the Association no fewer than 30 calendar days before such meeting and the notice specifies and sets out the full text of the amendments to be considered at such meeting.