



FOGGY BOTTOM ASSOCIATION
P.O. Box 58087, Washington, DC 20037

The Foggy Bottom Association Bylaws
As Amended June 26, 2012

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Article I: NAME

The name of this association is "The Foggy Bottom Association," herein referred to as FBA. FBA was initially incorporated in the District of Columbia on June 19, 1959, as the Foggy Bottom Restoration Association. The present name was formally adopted and ratified May 13, 1965.

ARTICLE II. PURPOSE

The purpose of FBA is to further the civic, cultural, social and economic welfare of the Foggy Bottom/West End community; preserve and enhance the residential character of the community; and promote historic preservation in the area.

ARTICLE III. BOUNDARIES

The physical area of FBA is primarily in northwest Washington, DC and includes the interior of the area bounded by Rock Creek on the west, the Potomac River on the south; an eastern limit defined by an imaginary line drawn northward from the Potomac River to and along 15th Street to Pennsylvania Avenue to 20th Street, and again northward on 20th Street to N Street; and westward along N Street to Rock Creek.

ARTICLE IV. FISCAL YEAR

The fiscal year of FBA will begin January 1 and end December 31.

ARTICLE V: MEMBERSHIP

Section 5.01. Qualifications. Any individual may become a voting member of FBA who subscribes to its objectives, resides in or owns property in the area described in Article III of these bylaws, and pays dues.

SECTION 5.02. Application. Individual membership will be made by completing and submitting a membership form to the FBA.

Section 5.03. Other Qualifications. The Board may create other categories of membership, but only individual members will have the right to vote under Section 6.06.

Section 5.04. Dues. Membership dues will be due and payable annually. The amount of dues will be determined by the Board. Dues paid at least 60 days prior to the annual election will establish membership entitlement to vote in the annual election.

Section 5.05. Membership Roster. The Board will maintain, as fully as possible, a current list of names, addresses (including apartment numbers), telephone numbers, email addresses, and dues payment dates of the membership. Names will be available for inspection upon request by any member.

ARTICLE VI. MEETINGS

Section 6.01. Annual Membership Meeting. An annual membership meeting will be held once a year, usually in June, at such time and place as specified by the Board. Board elections will be held during the annual membership meeting.

Section 6.02. Regular Membership Meetings. Regular meetings of the members will be held monthly except July, August and December, or as otherwise provided by the Board.

Section 6.03. Special Membership Meetings. Special meetings of the members will be held at the call of the President, or of any member of the Board acting at the direction of the Board, or of any twenty-five (25) voting members.

Section 6.04. Organization of Meetings. Meetings of the membership will be chaired by the President; or in the President's absence by the Vice President; or in the absence of both by the first listed of the following that is available: the Secretary; the Treasurer; a chair appointed by the President; a chair chosen by vote of the meeting. The Secretary, or in the secretary's absence, any person chosen by the person presiding, will act as Secretary of the meeting.

Section 6.05. Quorum. A quorum at any membership meeting will consist of 15 voting members present at a duly-called meeting.

Section 6.06. Voting. All members as defined in Section 5.01 will have one vote each to be cast during attendance at any regular or special meeting. The vote of a majority of the membership present at a duly-called meeting, at which a quorum is present, will be the vote of the meeting.

ARTICLE VII: BOARD OF DIRECTORS

Section 7.01: Powers of the Board. Subject to the limitations of these bylaws, the property and affairs of FBA will be managed by a Board of directors, hereinafter referred to as the Board.

Section 7.02. Composition of the Board. The Board will consist of nine (9) members: four (4) officers (President, Vice President, Secretary, Treasurer); five (5) at-large members. The Immediate Past President will be a nonvoting ex officio nonvoting Board member.

Section 7.03. Eligibility for Board Service. Only voting members will be qualified to hold a Board position.

Section 7.04. Nominations. In order to be eligible as a candidate for office, the candidate must either have been duly nominated by the Nominating Committee or by a petition including the name and address of the candidate, the date and the office sought, signed by at least ten (10) Foggy Bottom Association voting members and submitted to the Secretary or the President at least 30 days prior to the annual membership meeting.

SECTION 7.05. Terms of Office. Terms of office are staggered. Terms of office are for three (3) years, with approximately one-third ($\frac{1}{3}$) of the directors elected annually. Terms will begin at the close of the annual election meeting. No voting member will be eligible for more than two consecutive terms in any position on the Board excepting those

who were appointed to fill a vacancy.

Section 7.06. Election of the Board. Officers and other members of the Board, except for the ex officio Past President, must be elected by secret ballot of those voting members present at the annual membership meeting, and will serve for the ensuing three years or until their successors have been elected and take office. If only one nominee is nominated for any position, the requirement for a secret ballot is waived and the nominee may be declared elected by acclamation. No person will be elected to more than one position on the Board.

Section 7.07. Resignation and Removal. Any Board member may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any Board member may be removed from office through a vote of the Board or of voting members, provided that not less than 15 days' written notice of the proposed action is delivered by hand, mail or email to the person proposed to be removed.

(A) Removal by Board requires a two-thirds ($\frac{2}{3}$) vote of the Board after notice is given and a hearing is held if it is requested by the person proposed to be removed.

(B) Removal by Members requires a two-thirds ($\frac{2}{3}$) vote of the FBA voting members present at any duly held regular or special meeting of the membership.

Section 7.08. Vacancies on the Board. A vacancy in any office caused for any reason can be filled by a majority vote of the Board. A member appointed to fill a vacancy will serve until the next annual election. The term limit provision of Section 7.05 does not apply to any period of time for which a person fills a vacant Board position.

Section 7.09. Meetings of the Board. The Board will have regular meetings as may be determined by the Board. Special meetings of the Board will be held at the call of the President or any three members of the Board.

Section 7.10. Notice of Board Meetings. Notice need not be given of regular or special Board meetings, nor of any meeting at which all members of the Board are present or as to which those not present waive notice in writing, including email.

Section 7.11. Quorum at Board Meetings. A majority of the members of the Board then in office will constitute a quorum at any meeting of the Board.

Section 7.12. Voting at Board Meetings. The vote of a majority of the members of the Board present at a duly-called meeting at which a quorum is present will be the vote of the Board.

ARTICLE VIII: DUTIES OF BOARD OFFICERS

Section 8.01. Officers. The officers of FBA will be a President, Vice President, Secretary, and Treasurer.

Section 8.02. President. The President will have general charge of the affairs of FBA, subject to the direction of the Board and, when present, will preside at all meetings of the members and of the Board. The President will have general and active management of the business of FBA, and will see that all orders and resolutions of the Board and of

the membership of FBA are carried into effect.

Section 8.03. Vice President. The Vice President will have such powers and duties as will be assigned by the President or by the Board; and will exercise the powers of the President during the President's absence or inability to act.

Section 8.04. Secretary. The Secretary will record and maintain minutes of the annual election and of Board meetings, assist with correspondence, maintain the non-financial and non-membership files of FBA, maintain a roster of Board members and their terms, issue notices of meetings required by these bylaws, and set the monthly Board meeting agenda. Whenever required by the Board, the Secretary will distribute the minutes.

Section 8.05. Treasurer. The Treasurer will receive all monies payable to FBA, will attend to all disbursements and deposits, and will have charge of the funds of FBA subject to the direction of the Board. The Treasurer will maintain appropriate records of all receipts and disbursements of FBA. Whenever required by the Board, the Treasurer will make financial reports and render statements of FBA's accounts.

ARTICLE IX: COMMITTEES

Section 9.01. General. There may be, from time to time, committees designated by the Board or President, to promote the welfare of FBA. These committees will have such responsibility as the Board or President may assign them. Among these will be the following standing committee, whose chair will be a member of the Board.

(A) **Nominating Committee.** There will be a nominating committee of not less than three (3) persons, the chairman and members of which will be designated by the Board not later than 60 days prior to the meeting when Board elections are to be held. The chairman and all members of the nominating committee must be voting members of FBA at the time of their designation by the Board. The nominating committee will be responsible for submitting the names of persons to be nominated for election as officers or members of the Board of FBA at the annual membership meeting.

ARTICLE X: MISCELLANEOUS PROVISIONS

Section 10.01. Contracts, Negotiable Instruments. All contracts made in the name of FBA will be executed by the President and the Secretary, or such other persons as may be specifically designated by the Board. All checks in excess of \$3000.00 require written authorization at least two board members.

Section 10.02. Limitation of Liability. No member, Board of directors member or officer will be personally liable for the debts, liabilities or obligations of FBA.

Section 10.03. Notice and Waiver of Notice for Membership Meetings. The Board will make reasonable efforts to provide notice of regular and special membership meetings no less than fifteen (15) days prior to the meeting. Notice of special meetings, and meetings to vote on amendments to bylaws, will state the purpose thereof. Reasonable efforts include publicizing notice of meetings in advance through publicly available communications mediums.

Section 10.04. Rules of Procedure. "Roberts Rules of Order" will govern the conduct of all meetings of the members and of the Board, except as to matters specifically regulated

in these bylaws.

Section 10.05. Dissolution. In the event of the dissolution of FBA and after discharge of debts and settlement of its affairs, all funds and properties of FBA remaining thereafter will be conveyed to nonprofit tax-exempt organizations that will be designated by a two-thirds ($\frac{2}{3}$) vote of the voting members present or voting by proxy at the time dissolution of FBA is approved.

ARTICLE XI: Amendments

These bylaws may be amended at any regular or special meeting of the members, by the vote of the majority of the voting members present, provided that notice of the proposed action is announced to the members through publicly available communication mediums and copies of the proposed action is available online or upon request of a member at least 30 days prior to the regular or special meeting.