

By Laws Update

ARTICLE 3

DIRECTORS

SECTION 1. NUMBER

Original wording

The Association shall have up to twenty-one (21) directors, collectively they shall be known as the Board of Directors. These Directors shall consist of seven (7) at-large directors who will be elected officers (President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Chaplain and Parliamentarian); seven (7) directors who will chair the seven Standing Committees; and ex-officio members.

New wording

These Directors shall consist of six (6) at-large directors who will be elected officers (President, First Vice President, Second Vice President, Recording Secretary, Treasurer, and Chaplain)

Change to six at large directors by removing the Parliamentarian. According to Roberts Rules of Order the parliamentarian is not elected.

SECTION 2. EX-OFFICIO MEMBERS

Original Wording

Ex-officio members of the Board shall include: past presidents of the Association, the Historian, Editor of the Newsletter, and at large directors who function as chairs of Ad Hoc Committees including Nominations and Hospitality.

New wording

Ex-officio members of the Board shall include: past presidents of the Association, the Historian, and at large directors who function as chairs of Ad Hoc Committees including Nominations and Hospitality.

Editor of the newsletter was removed because the Chair of the Communication Committee serves as the editor.

SECTION 9. REGULAR MEETINGS

Original wording

Regular meetings of the Directors shall be held on the first Saturday of each month at 10:30 A.M., unless such day falls of a legal holiday, in which event the regular meeting shall be held at the same hour and place on the subsequent Saturday.

New wording

Regular meetings of the Directors shall be held on the first Saturday of each month or set by the president of the Association, unless such day falls of a legal holiday, in which event the regular meeting shall be held at the same hour and place on the subsequent Saturday.

Removed a set time from the standard wording to allow the president of the Association to set meeting times, and reschedule meetings if necessary.

Section 11 Notice of Meetings

Original Wording

(b)Special Meetings, At least one week prior notice shall be given by the Secretary of the association to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by email or by telephone, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting

(d) Notice of regular or special meetings may be given in writing, by mail, by fax, or e-mail at the electronic address of each individual member of the board of directors

New Wording

Subsection d removed because it repeats what subsection b says

Section 15 Vacancies

Original Wording

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the District of Columbia.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his death or, resignation or removal from office

New Wording

Directors may be removed from office, with or without cause, **by the Board of Directors** and in accordance with the laws of the District of Columbia

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or **her** death, resignation or removal from office.

Article 4

Officers

Section 1 Designation of Officers

Original Wording

The officers of the association shall be a President, a First Vice President, a second Vice President, a Recording Secretary, a Corresponding Secretary, a Corresponding Secretary, a Parliamentarian, a Treasurer, and a Chaplain. The association may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, General Attorney and other such officers with such titles as may be determined from time to time by the Board of Directors.

New Wording

The officers of the association shall be a President, a First Vice President, a second Vice President, a Recording Secretary, a Parliamentarian, a Treasurer, and a Chaplain. The association may also have Assistant Secretaries, Assistant Treasurers, General Attorney and other such officers as may be determined by the Board of Directors.

Removed Corresponding Secretary, a Chairperson of the Board, one or more Vice Presidents

SECTION 3. ELECTION AND TERM OF OFFICE

Original Wording

Officers may be elected by the Membership, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Regular elections shall be held in November every two years. Terms begin in January. No later than one hundred twenty (120) days prior to the term of office (September), notice to the membership shall be given and a nominating committee shall be formed. Thirty (30) days hence (October), the nominating committee shall report to the membership a slate of candidates; sixty (60) days hence (November), election of officers and directors will be held for all vacant positions.

New Wording

Officers may be elected by the Membership, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Regular elections shall be held in November every two years. Terms begin in January. No later than one **hundred fifty (150)** days prior to the term of office (**August**), notice to the membership shall be given and a nominating committee shall be formed. **Sixty (60)** days hence (October), the nominating committee shall report to the membership a slate of candidates; **ninety (90)** days hence (November), election of officers and directors will be held for all vacant positions

SECTION 4. REMOVAL AND RESIGNATION

Original Wording

Any officer may be removed, either with or without cause, by the Membership, at any time. Any officer may resign at any time by giving written notice to the President or Secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the association.

New Wording

Any officer may be removed, either with or without cause, by the Membership, at any time. Any officer may resign at any time by giving written notice to the President or Secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Deleted: The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the association

SECTION 6. DUTIES OF PRESIDENT

Original Wording

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

New Wording

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the association, execute such contracts, checks, or other instruments which may be authorized by the Board of Directors.

Deleted: Unless another person is specifically appointed as Chairperson of the Board of Directors, deeds, mortgages, bonds, and from time to time

SECTION 8. DUTIES OF RECORDING SECRETARY

Original Wording

The Recording Secretary shall certify and keep at the principal office of the association the original, or a copy, of the Bylaws as amended or otherwise altered to date. Keep at the principal office of the association or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. Be custodian of the records and the seal of the association and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the association. Exhibit at all reasonable times to any director of the association, or to his or her agent or attorney, on request, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the association. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

New Wording

The Recording Secretary shall certify and keep at the principal office of the association the original, or a copy, of the Bylaws as amended or otherwise altered to date. Keep at the principal office of the association or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. Be custodian of the records and the seal of the association and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the association. Exhibit at all reasonable times to any director of the association, or to his or her agent or attorney, on request, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the association. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF CHAPLAIN

Original Wording

The Chaplain shall open and close all meetings of the association with an observance deemed appropriate by the membership.

New Wording

The Chaplain shall open all meetings of the association with an observance deemed appropriate by the membership.

Deleted: and close

SECTION 12. DUTIES OF THE HISTORIAN

The Historian shall collect, assemble, protect, preserve, and present in appropriate forms and venues the history of the performance and results of the work of the Association, its Officers, committees and affiliations.

Removed his section and added it to Section 3 Ad Hoc Committees

SECTION 2. STANDING COMMITTEES

There will be seven (7) Standing Committees: Education and Recreation; Environmental and Beautification; Public Safety & Emergency Preparedness; Membership; Communications; Streets, Traffic and Transportation; and Fundraising.

Original Wording

2A. Education and Recreation – The Committee shall act as liaison with and keep the community abreast of education and recreation activities that directly and indirectly impact the Hillcrest community. The Committee shall develop plans, activities and recommendations for information and action including advocacy on legislation. The Committee will prepare an annual budget and report to the board of directors on all expenditures.

New Wording

Education-The Committee shall act as liaison with and keep the community abreast of education activities that directly and indirectly impact the Hillcrest community. The Committee shall develop plans, activities and recommendations for information and action including advocacy on legislation. The Committee will prepare an annual budget and report to the board of directors on all expenditures

Recreation- The Committee shall act as liaison with and keep the community abreast of recreation activities that directly and indirectly impact the Hillcrest community. The Committee shall develop plans, activities and recommendations for information and action including advocacy on legislation. The Committee will prepare an annual budget and report to the board of directors on all expenditures.

SECTION 3. AD HOC COMMITTEES

Original Wording

Ad Hoc Committees may include (but shall not be limited to) Hospitality; Home & Garden Tour & Holiday Decorations; Nominations; Awards; and others as needed.

New Wording

Ad Hoc Committees may include (but shall not be limited to) Hospitality; Home & Garden Tour & Holiday Decorations; Nominations; Awards; Historian, Hillcrest Day, and others as needed

**ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

Original Wording

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract 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 specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

New Wording

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract 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 specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**ARTICLE 7
ASSOCIATION RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

Original Wording

The association shall keep at its principal office or on the Hillcrestdc.com website:

New Wording

The association shall keep at a designated location as specified by the Board of Directors or on the Hillcrestdc.com website:

SECTION 2. ASSOCIATION SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Remove section

SECTION 3. DISTRIBUTION OF ASSETS

Original Wording

Upon the dissolution of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

New Wording

Upon the dissolution of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 501 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 2. QUALIFICATIONS OF MEMBERS

Original Wording

The qualifications for membership in this association are as follows:

Live within the boundaries of the Hillcrest Community Civic Association, or be deemed by the board to have a significant interest in the community; and,

New Wording

A single individual who lives within the boundaries of the Hillcrest Community Civic Association, or be deemed by the board to have a significant interest in the community

SECTION 9. TERMINATION OF MEMBERSHIP

Original Wording

(1) A member shall decide to terminate his/her membership and delivers a written notice to the President or Secretary. Such termination shall be effective upon the date of delivery of the notice or deposit of the notice in the mail.

New Wording

A member shall decide to terminate his/her membership and delivers a written notice to the President or Secretary. Such termination shall be effective upon the date of delivery of the notice or deposit of the notice in the mail. All membership fees are non-refundable.

ARTICLE 12 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Original Wording

Meetings of members shall be held at the principal office of the association or at such other place or places as may be designated from time to time by resolution of the board of Directors.

New Wording

Meetings of members shall be held at locations designated by the Board of Directors.

SECTION 2. REGULAR MEETINGS

Original Wording

A regular meeting of members shall be held on the first Saturday of each month at 10:00 A.M. for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to a number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

New Wording

A regular meeting of members shall be held on the first Saturday of each month at a time designated by the Board of Directors for the purpose of electing directors and transacting other business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Original Wording

Special meetings of the members shall be called by the board of Directors, or the President of the Association, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

New Wording

Special meetings of the members shall be called by the board of Directors, or the President of the Association to call special meetings of the members.

SECTION 4. NOTICE OF MEETING

Original Wording

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice 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 ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the association, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

New Wording

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice 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 ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the association, with postage prepaid. Personal notification includes notification by telephone or by electronic communication provided however, in the case of electronic communication, the member to be contacted shall acknowledge personal receipt of the electronic communication notice by a return message or telephone call within twenty-four hours of the first electronic communication.

Changed: facsimile to electronic communication (email)

SECTION 7. VOTING RIGHTS

Original Wording

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

New Wording

The candidates receiving the highest number of votes up to a number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.