

**BYLAWS  
OF  
WESTPARK TENANT ASSOCIATION, INC.**

1. **The Organization.** Westpark Tenant Association (“WTA”) is a non-profit Corporation organized under the laws of the District of Columbia for the purpose of supporting, representing and advocating for the interests and rights of the residents of 2130 P Street N.W. in Washington, DC (“The Westpark”).
  - a. WTA is not tax-exempt, nor is it a 501(c)(3) charitable organization. Monies given to WTA cannot be deducted as charitable contributions for income tax purposes. All advertising or other written material for the purpose of soliciting or collecting dues or contributions, and acknowledgments for receipt of such shall bear a clearly visible and legible disclaimer regarding the 501(c)(3) status.
  - b. **Physical Address.** The principal office of the Westpark Tenant Association, Inc. shall be the apartment of the President, located at 2130 P Street, N.W., Washington, D.C.
  - c. **Registered Agent.** The President shall act as the Association’s Registered Agent for official communication with the District of Columbia. Upon assuming office, the President shall promptly complete and submit the proper Change of Registered Agent notification, along with the current records change fee, to the designated District agency.
2. **Membership.** Only Residential Tenants of The Westpark are eligible to become members. Membership shall be conferred only upon the payment of the stipulated dues to the Treasurer.
  - a. **Residential Tenant.** A Residential Tenant is an individual who:
    1. is of legal voting age; and
    2. is an individual named on an apartment lease at the Westpark, or who is the spouse, domestic partner, or other individual who resides with a named individual and who claims the Westpark as their official residence;
    3. does not reside in the building for any purpose or reason relating to their employment by, relation to, or as compensation for services of any nature to, the Landlord, Management Company, or any associated entity.
  - b. **Voting Member.** A Voting Member is a Residential Tenant who:
    1. has paid their current membership dues prior to the calling-to-order of any Membership Meeting the individual wishes to cast a vote; and
    2. is not a current employee, agent, or other representative or beneficiary of the Landlord or Management Company, nor a household or family member by blood or marriage of such a person.
  - c. **Non-Discrimination.** No qualifying individual shall be denied membership for any reason, including but not limited to: age, disability or handicap, ethnicity or nationality, gender, political affiliation, race, religion, or sexual orientation.
  - d. **Suspension, Termination.** Any Member found to be acting in a discriminatory or abusive manner toward any tenant, guest, or building employee, or who engages in activities deemed illicit, illegal, contradictory or harmful to the interests or well-being of the community or the Association, may at the discretion of the Board, have their membership suspended or terminated. Terminated members may be permanently barred from rejoining the Association or participating in its activities.

3. **Officers.** The Association shall have four (4) Officers responsible for conducting its business and management affairs. They shall have the titles of President, Vice President, Secretary, and Treasurer.
- a. **President.** The President shall be the Chief Executive Officer of the Corporation (Association); shall preside at all meetings of the membership and of the Board; shall have general and active management of the business of the Corporation; and shall see that all orders and resolutions of the Board are carried into effect. In addition, the President shall have the authority to execute in the name of the Corporation all contracts, bonds, mortgages, deeds, or other instruments.
  - b. **Vice President.** The Vice President, in the absence of the President, shall perform the duties and execute the powers of the President.
  - c. **Secretary.** The Secretary shall attend all sessions of the Board and all meetings of the membership, record all resolutions or actions duly adopted, and keep the minutes of all proceedings. The Secretary shall promulgate all notices required by these bylaws. All corporate records shall be kept under the supervision and direction of the Secretary in such place and in custody of such persons as he or she may direct. In addition, the Secretary may perform such other duties as the Board prescribes.
  - d. **Treasurer.** The Treasurer shall have custody of the corporate funds and securities, keep accurate accounts of all receipts and disbursements, and deposit funds in banks as directed by the Board. In addition, the Treasurer may perform such other duties as the Board prescribes.
  - e. **Combination of Roles.** The roles of Secretary and Treasurer may be performed by the same individual at the discretion of the Board. The roles of President and Vice President may not be combined with any other role.
  - f. **Qualification.** An individual seeking election to an Officer role must be a Voting Member in good standing and shall not have any conflict of interest advocating for the benefit of the Association and its Membership. Officers shall not knowingly seek election or accept appointment if they do not intend to, or are aware of any reason they will not, remain residents for the full term of their commitment. Whenever possible, the individuals running or selected for an Officer role should possess these attributes:
    1. At least three to five years of relevant business experience, preferably in a management or leadership capacity.
    2. Good verbal and written communication skills. The President, Vice President, and Secretary should be proficient and comfortable with initiating and participating in executive-level communication.

The role of President should be filled by an individual who has been a resident of the Westpark for a minimum of two years.

All Officer Terms are for one (1) year. Officers shall serve until their successors are duly elected and qualified. In the event an office becomes vacant, a majority of the Board of Directors may appoint an officer *pro tempore* to serve the remainder of the unexpired term.

The Officers of the Association shall be elected from qualified Voting Members of the Association in good standing who volunteer for consideration, or are nominated for and accept

such consideration at an Election Meeting to be held annually within the final week of the current Board's term. The Election Meeting is open to all Voting Members of the Association in good standing.

4. **Board of Directors.** The Board of Directors shall consist of the Officers of the Association, and any other individuals as may be deemed necessary or desirable. Each Board Member shall have one vote in all matters.
  - a. **Resignation.** A Board member may resign by giving written notice to the Board. At least thirty (30) calendar days is desired, however at least 5 business days is acceptable.
  - b. **Automatic Resignation from the Board.** Any director absent from three consecutive meetings of the Board of Directors, with or without reason, shall be deemed to have resigned immediately upon the third consecutive absence.
  - c. **Suspension.** The President or Vice President may immediately suspend a Director if it is believed that individual is not acting in accordance with rules or policies of the Association, is acting irresponsibly or illegally, or is not acting in the best interest of the Association and its Membership. The suspended Director shall not be permitted to represent or conduct any business of the Board or the Association until the entire Board has rendered its determination.
  - d. **Removal from Office.** The Secretary or Treasurer may be removed from their positions at any time, with or without cause, by joint order of the President and Vice President; or by simple majority vote of the Board; or by a two-thirds vote of the entire membership. The President or Vice President may be removed for cause by two-thirds vote of the entire Membership.
  - e. **Vacancies.** Vacancies on the Board shall be filled by a majority vote of the remaining directors. Directors so chosen shall serve the remainder of the unexpired term.
  - f. **Quorum.** A majority of the directors elected and serving shall constitute a quorum.
  - g. **Meetings of the Board.** Meetings of the Board shall be held upon a call of the President or a majority of the Board. One (1) meeting shall be held at least one (1) time per year. Notice shall be given to all directors at least one (1) day before such meetings, unless this notice requirement is waived by a majority of the directors.
  - h. **Consent of All Directors.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is agreed to by a majority of the Directors and filed in the minute book. Such agreement shall constitute consent by all Directors
5. **Powers of the Board.** The Board of Directors shall be the governing board of this Corporation, and the corporate powers, business, and property of the Corporation shall be authorized, conducted, and controlled by the Board.
  - a. The Board may vote to recommend that an assessment be made against the membership for the purposes of legal or technical services, or for other purposes as the Board finds justified and proper.
  - b. The Board shall approve the expenditure of all funds, and shall designate the bank or banks for deposit and drawing purposes. Any funds withdrawn from the Corporation's accounts shall be cosigned by the Treasurer and either the President or the Vice President.

- c. The Board may authorize the use of online banking, direct deposit, Automated Clearing House, debit or credit cards, or other convenience instruments or services in the name of the Corporation to facilitate payment of official expenses or other obligations, or receipt of funds. Access to online banking or other convenience instruments shall be restricted to only the Treasurer, President, and Vice President. The Board shall implement and adhere to specific policies and procedures for the use of all financial services or instruments to ensure integrity and prevent misuse or abuse.
- d. The Board may establish Committees or Task Forces to facilitate the organization and management of on-going activities and short-term objectives.
  1. Committees and Task Forces shall have a charter governing their purpose and scope. They may be granted autonomy to govern their internal organization, staffing, and agenda; however, their activities shall at all times be subject to the Bylaws, policies, procedures, and decisions of the Board.
  2. All Committees and Task Forces shall be managed by a Chairperson appointed by and serving at the pleasure of the Board. Committee and Task Force leadership and staff shall be limited to only Association Members in good standing.
  3. All Committee or Task Force activities shall be for the benefit of the Association and its Members, and may not contradict, oppose, or compete with the Association.
  4. Unless specifically authorized its Charter or other decision of the Board, no Committee or Task Force shall be authorized to speak or conduct business on behalf of the Board or the Association beyond the Membership.
  5. Any advertising, promotional material, website, or other communication accessible to non-Members must be approved by the Board prior to its release or distribution. All Committee or Task Force websites shall be hosted within the Association's principal domain or as may be authorized by the Board.
  6. The Board shall have full control of all funding and financial affairs of Committees and Task Forces. Committees and Task Forces may be permitted to solicit and collect funds from Members or the public for specific purposes, such as to cover the costs of an event, subject to approval by the Board.
6. **Indemnification of Officers and Directors.** The Board may authorize the indemnification of any director, officer, or former officer or director against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for willful negligence or misconduct in the performance of a duty.
7. **Order of Business at General Meetings and Meetings of the Membership.** The President or Vice President may determine the order of business to be followed at all general meetings and meetings of the membership.
8. **Order of Business at Meetings of the Board of Directors.** The Board may determine the order of business to be followed at its meetings.
9. **Dues.** Dues in the amount of \$10 shall be paid annually by each member of the Association. The Treasurer shall record the first payment date of each member, and each member's annual dues will be payable on or before that same date in subsequent years. A member may, at his or her option, prepay yearly membership in multiples of \$10. A member in good standing is one who

has either made an annual dues payment within the past twelve (12) months (including up to immediately prior to the calling-to-order of any meeting at which a vote is to be taken, or other Membership-only business is to be discussed or transacted), or whose multi-year prepayment has not expired.

10. **Contributions, Grants, Financial Gifts.** Any Member, non-member, or business entity may at any time make a financial contribution of any amount to the Association. Contributions equal to or exceeding the amount of annual dues from a non-member who qualifies for membership shall entitle the individual to become a Member with their dues for that year waived. Contributions to the WTA are not tax-deductible for income tax purposes; however they may qualify in whole or in part as a business expense.
  - a. All contributions by businesses or other impersonal entities shall require review and approval by the Board to determine that acceptance will not violate any law or regulation the Association is subject to, create an actual or perceived conflict of interest, or violate any ethical or moral principals the Association subscribes to.
  - b. The Treasurer shall determine and inform the Board of the tax or other financial implications of any gift having a value in excess of \$500 as part the review process.
  - c. The Treasurer shall maintain proper and detailed records of all contributions, grants, and gifts for corporate tax reporting purposes. The Treasurer shall prepare and issue the proper notification forms (such as IRS Form 1099) as required to the contributor, the IRS, and the District of Columbia for all such receipts.
  - d. Unless the Board designates special-purpose or restricted funding entities, all contributions shall be deemed unrestricted in nature.
11. **Meetings.** Meetings shall be held at any place in the District of Columbia duly designated by the Board of Directors.
  - a. **Virtual Attendance.** Unless expressly stipulated to the contrary for a specific meeting, Officers and/or Members shall be deemed present and count toward a quorum at any meeting whether they are physically present at a designated meeting place, or virtually present by means electronic communication such as telephone, conference call, videoconference, instant messaging, or other technology which provides real-time interaction among the parties.
  - b. **Absentee Voting.** The Board may make special accommodation for Voting Members unable to attend a meeting at which a vote by the membership is to be held to cast votes by alternative means at its discretion.
12. **General Meetings.** The Board of Directors may from time to time call general meetings open to: Residential Members; non-member residents of The Westpark; guests invited by the Board of Directors; and any person having a legitimate and benevolent interest in the affairs of the Westpark's residential community.
13. **Membership Meetings.** The President or Vice President or a majority of the Board of Directors or five (5) or more Voting Members in good standing may call meetings limited to attendance by only Voting Members to conduct any authorized business upon giving notice in accordance with these Bylaws.
14. **Notices.** Written notices stating the purpose, place, day, and hour of meetings may be posted on the Westpark's bulletin boards or delivered to the membership personally, by the United States Postal Service or other carrier, electronic mail, or posting on the Association's official website.

Notice shall be deemed proper if posted on or otherwise delivered to members in good standing at least three (3) calendar days before the date of the meeting.

- a. The President or Vice-President may call a meeting at any time to address or respond to a building emergency, or to present information or materials required in advance of an announced meeting. Such notifications may be made in person or by telephone, email, bulletin board or website posting, or written notice placed under or at residents' doors.
15. **Minutes and Parliamentary Procedure.** Full minutes of each meeting of the Voting Membership shall be recorded by the Secretary, containing results of the deliberations of the Membership. The minutes shall be submitted for approval at next meeting of the Voting Members. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws or the Association's Articles of Incorporation, or rules adopted by the Board of Directors.
16. **Quorum.** Attendance by at least five (5) members in good standing of the Corporation at any meeting shall constitute a quorum. A majority vote of those members present and voting shall be deemed to carry any question, so long as a quorum is present at the beginning of the meeting.
17. **Withdrawal from Meeting.** Members present at a duly organized meeting may continue to do business until adjournment, despite the withdrawal of enough members to leave less than a quorum.
18. **Adjournment.** If a meeting cannot be organized because a quorum has not been attained, those present may adjourn the meeting until a quorum is present. When a quorum is finally attained, business on the agenda of the meeting originally called may be transacted.
19. **Voting.** Only Voting Members may vote on questions before the assembled members of the Corporation at its meetings. Each such member shall have one vote. Cumulative voting is prohibited.
20. **Public Communication.** Only the President and Vice President are authorized to speak on behalf of the organization to the media or general public. Additional or alternate spokespersons may be authorized at the discretion of the Board. Such authorization shall not extend beyond the Board's term.
21. **Amendments.** Either the Board of Directors or five (5) or more Voting Members shall have the power, at any meeting, to recommend to the membership the amendment or repeal of any of these bylaws, or to recommend new bylaws. Such recommendation shall be ratified by a majority of the members in attendance and voting at that or a subsequent meeting.
22. **Dissolution.** Subject to a vote in favor by at least 90% of the entire Voting Membership to dissolve the Association, the Board of Directors shall, after paying or making provision for the payment of all outstanding liabilities and execution of all obligations and filings of the Association, seek disposition of all the remaining assets of the Association by donation to a suitable organization or organizations engaged in purposes benefitting tenant rights, or providing shelter or sustenance to those in need. Should a suitable recipient or recipients not be chosen, the Board may select any other means of disposal it so desires.