

BYLAWS
OF
CRISPUS ATTUCKS DEVELOPMENT CORPORATION

Amended December 8, 2013

ARTICLE I – NAME

The name of the corporation is Crispus Attucks Development Corporation (Corporation).

ARTICLE II – PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes and shall endeavor to promote social welfare by lessening neighborhood tensions and combating community deterioration and juvenile delinquency. In furtherance of these purposes, the Corporation shall be dedicated to supporting recreational and educational opportunities to inspire and expand the horizons of young people; creating and sustaining a beautiful and lively park; and promoting a healthy natural environment.

ARTICLE III – PROHIBITED ACTIVITIES

No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributed to, the Directors or Officers of the Corporation, or any other individual, except that the Corporation shall have the authority and power to pay reasonable compensation for services actually rendered to or for the Corporation. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these Bylaws, the Articles of Incorporation, or District of Columbia statute, the Corporation shall not engage in or carry on activities which are impermissible under Section 501(c)(3) of the Internal Revenue Code, Section 47-1802.1 of the District of Columbia Code, or the corresponding provision of any future income tax law.

ARTICLE IV – OFFICES

The principal office of the Corporation in the District of Columbia shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may also maintain additional offices at such other places as the Board of Directors may from time to time designate.

ARTICLE V – BOARD OF DIRECTORS

- A. **Duties and Powers.** The Board of Directors (Board) shall be responsible for the control and management of the business affairs and property of the Corporation. The Board may exercise all powers of the Corporation, including the establishment of all programs, policies, and operating procedures of the Corporation. No Director shall receive a salary or other compensation for services rendered as a Director.
- B. **Number and Term.** The Board shall select a Board of Directors consisting of not fewer than nine (9) nor more than fifteen (15) individuals. A Director's term of office shall be three years, and only one-third (1/3) of the Board shall be eligible during any given election. Directors may be reelected and may succeed themselves in office.
- C. **Constituency.** A minimum of two-thirds (2/3) of the Board shall consist of individuals who reside on one of the unit blocks of U. Street, V. Street or the 2000 block of either North Capitol Street or First Street, NW. The remainder of the Board shall be comprised of individuals who have demonstrated a particular awareness of and commitment to the purposes and objectives of the Corporation, including neighborhood residents, representatives of neighborhood-based social service or religious organizations, and public officials.
- D. **Election.** Individuals shall be nominated by any current Director or by any current Member of the Corporation. Nominations must be in writing and transmitted by mail, electronic form or personal delivery to the President of the Board at least seven (7) days in advance of the election. Directors shall be elected by majority vote of the Board. Proxy voting shall not be allowed.
- E. **Quorum.** The presence, in person or by proxy, of a majority of the active Directors but no fewer than five (5) Directors shall constitute a quorum at each meeting of the Directors. A proxy shall be valid only if executed in the manner prescribed by paragraph F of this Article.
- F. **Voting.** Each Director shall have one vote and, unless a greater vote is required by statute or these Bylaws, a majority vote shall be necessary for the exercise of the powers of the Board of Directors. A Director may vote by proxy but only if the proxy is in writing and given to another Director voting in person at the meeting at which the proxy is to be voted. A proxy may be delivered in electronic form.
- G. **Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, 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 Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

- H. Written Consent. Any action required to be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is approved by the requisite majority of Directors entitled to vote. Such writing may be in electronic form. Such written consent shall have the same force and effect as a majority vote of the Board of Directors and may be stated as such at any time and for any purpose.
- I. Removal. Any Director may be removed from office, with or without cause, at any time upon two-thirds (2/3) vote of the entire Board. Absence from 60% of the Board meetings in any given year shall be cause for automatic dismissal.
- J. Resignation. A Director may resign at any time upon giving written or electronic notice to the Corporation.
- K. Vacancies. Any vacancy that may occur on the Board of Directors by reason of death, resignation, or removal may be filled by the Board of Directors for the unexpired portion of the term or until the next annual meeting of the Corporation, whichever is shorter. In the event a vacancy is filled until the next annual meeting and one or two years remain to be filled for such vacancy, a Director shall be elected to fill out the remaining term of the Directorship so vacated, upon nomination and vote in accordance with paragraph D of this Article.
- L. Annual Meeting. The annual meeting of the Board of Directors will be held each spring, at a time and place set by the President, for the purpose of receiving annual reports and transacting any other business of the Corporation. Regular meetings of the Board of Directors shall be held at least four (4) times a year at a time and place set by the President, for the purpose of transacting any business of the Corporation. Special meetings of the Board of Directors may be called by the President and shall be called by the President if requested to do so by a majority of Members of the Board.
- M. Notice Requirement. Except as otherwise provided by statute, notice of each meeting of the Board of Directors shall be served personally, electronically, or by mail upon each Director entitled to vote at such meeting. The notice shall state the place and time of such meeting, and in the case of a special meeting, the purpose for which such meeting is being called. Notice of annual and regular meetings shall be given to all Board Members at least ten (10) days prior to such meetings. Notice of special meetings shall be given at least three (3) days in advance of such meetings.
- N. Dues. Each Director shall be assessed dues, which are to be determined annually by affirmative vote of at least two-thirds (2/3) of the members of the entire Board. A Director filling an unexpired term of office shall not be required to pay dues for that year. Failure to remit dues shall be grounds for expulsion from the Corporation. The Board of Directors shall have the power to waive the dues requirement when such waiver is in the best interests of the Corporation.

ARTICLE VI – MEMBERSHIP

- A. **Eligibility.** The Corporation shall have one class of Members. Membership in the Corporation is open to all individuals who subscribe to, and evidence an active interest in, the purposes of the Corporation.
- B. **Application.** An individual seeking Membership in the corporation shall apply to the Corporation, in such manner or in such form as the Board may require. The Board shall develop a process for the approval of applications for Membership.
- C. **Term.** The term of Membership shall be the period from the date the application is accepted until December 31 of that calendar year. A person may apply for, and be approved for, Membership for the period of January 1 to December 31 of the subsequent calendar year, if the person applies prior to January 1 of that year.
- D. **Voting.** Members shall not have the right to vote. The Membership may make non-binding recommendations to the Board of Directors.
- E. **Removal.** Any Member may be removed, with or without cause, at any time upon two-thirds (2/3) vote of the Board.
- F. **Resignation.** A Member may resign at any time upon giving written notice to the Corporation.
- G. **Meetings.** Members may attend the annual meeting of the Board of Directors. The Board of Directors may call special meetings of the Members at any time by giving written, electronic or printed notice stating the place, day, hour, and purpose for which the meeting is being called at least seven (7) days in advance of such special meetings.
- H. **Dues.** Each Member shall be assessed dues, which are to be determined annually by an affirmative vote of a majority of the entire Board. Failure to remit Membership dues shall be grounds for expulsion from the Corporation. The Board of Directors shall have the power to waive the dues requirement when such waiver is in the best interests of the Corporation.

ARTICLE VII – OFFICERS AND THEIR DUTIES

- A. **Officers and Term of Office.** The Officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer. There may be such other Officers, as the Board of Directors may from time to time deem necessary or advisable. Other than the offices of President and Secretary, the same person may hold any two offices, provided that no one person shall execute, acknowledge, or certify any instrument required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged, or certified by two or more Officers. An Officer's term of office is one (1) year.

- B. Election. The Board of Directors shall elect the Officers of the Corporation at the annual Spring meeting after the election of Directors. Individuals shall be nominated by any current Director or by any current Member of the Corporation. Officers shall be elected by majority vote of those Directors present, in person.
- C. Removal. Any Officer may be removed from office, with or without cause, at any time upon two-thirds (2/3) vote of the Board.
- D. Resignation. An Officer may resign at any time upon giving written or electronic notice to the Corporation.
- E. Vacancies. The Board of Directors shall fill any vacancy that may occur by means of the election process detailed in Section B of this Article.
- F. President. The President shall be the chief executive Officer of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform all other duties usually incident to such office.
- G. Vice-President. The Vice-President shall, in the absence of or during the disability of the President, perform the duties incident to the office of President. In addition, the Vice-President shall have and discharge such other duties as the Board of Directors may from time to time assign.
- H. Secretary. The Secretary shall attend all meetings of the Board of Directors, shall record all votes and the minutes of all meetings in a book to be kept for such purpose, shall be custodian of the seal of the Corporation, and in proper cases, shall affix the seal to instruments. The Secretary shall see that the books, reports, statements, and all other documents required by law are properly kept and shall perform such other duties as the Board of Directors may from time to time assign.
- I. Treasurer. The Treasurer shall have custody of the Corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation in accordance with the directions of the Board of Directors, taking and preserving proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation. In addition, the Treasurer shall perform such other duties as the Board of Directors may from time to time assign.

ARTICLE VIII – COMMITTEES

Committees may be established as the Board of Directors determines are necessary or appropriate for the proper conduct of the business of the Corporation.

ARTICLE IX – SEAL

The Corporate Seal shall be circular in form and shall bear the name of the Corporation, the words “Corporate Seal,” and words and figures denoting the year and jurisdiction of its incorporation. The Board of Directors may change the form of or inscription on the seal at any time.

ARTICLE X – DURATION

The period of duration of the Corporation shall be perpetual, subject to dissolution only by two-thirds (2/3) vote of the entire Board of Directors. Upon dissolution of the Corporation, the Directors of the Corporation shall, after payment of or due provision for all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for charitable and educational purposes by paying such assets to such entity or entities organized and operated exclusively for educational and charitable purposes, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be placed in the custodianship of, and disposed of by, the Superior Court of the District of Columbia, or its successor, exclusively for and in furtherance of the charitable and educational purposes set forth in the Articles of Incorporation of the Corporation and these Bylaws.

ARTICLE XI – TRANSFER OF PARK OWNERSHIP

Any decision to transfer ownership of the park in whole or part or add to or subtract from the total square footage (area) of the park must be approved by at least 75 percent of the owners of property adjacent to Crispus Attucks Park.

ARTICLE XII – AMENDMENTS

Any and all Bylaws of the Corporation shall be subject to amendment, alteration, or repeal, and new Bylaws may be adopted at any meeting of the Corporation by vote of two-thirds (2/3) of the Directors. No Bylaws may be amended, altered, repealed, or adopted in contravention or derogation of the Articles of Incorporation of the Corporation or D.C. statute.

ARTICLE XIII – CONTRIBUTIONS AND PAYMENTS

All contributions and other payments to the Corporation shall be made directly to the principal office of the Corporation or to such other office or place as the Board of Directors shall determine.

ARTICLE XIV – ACCOUNTING PERIOD

The Corporation shall keep its books and accounts on a calendar year basis.

ARTICLE XV – INDEMNIFICATION

The Corporation shall indemnify any Director, Officer, Member, former Director, former Officer, or former Member of the Corporation against all expenses, including reasonable attorney's fees, actually and necessarily incurred by such Officer, Director, or Member in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Officer, Director; or Member, provided that no such indemnification shall be made with respect to matters as to which he or she shall be adjudged liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Officer or Director may be otherwise entitled.