



FRIENDS OF KINGMAN PARK BYLAWS

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I. NAME AND OBJECTIVE.....	1
ARTICLE II. BOUNDARIES.....	1
ARTICLE III. MEMBERS.....	1
ARTICLE IV. PAYMENT OF DUES.....	2
ARTICLE V. THE BOARD OF DIRECTORS.....	2
ARTICLE VI. DUTY OF THE OFFICERS.....	3
ARTICLE VII. ELECTIONS, VACANCY, AND REMOVAL FROM THE BOARD.....	5
ARTICLE VIII. MEETINGS.....	6
ARTICLE IX. COMMITTEES.....	7
ARTICLE X. AMENDMENT OF THE BYLAWS.....	7
ARTICLE XI. PROCEDURES.....	7
ARTICLE XII. BYLAWS UPDATE AND CERTIFICATION.....	8



ARTICLE I. NAME AND OBJECTIVE

1.1 The name of this organization shall be Friends of Kingman Park, herein referred to as the Association.

1.2 The objective of Friends of Kingman Park is to provide a forum for its members to respond to issues of common concern, promote involvement in neighborhood activities, and further the interests of the neighborhood within the greater Kingman Park community. Friends of Kingman Park is nonprofit organization, and any dues collected or funds attained from any source including grants or donations shall be used solely for the purpose of supporting the needs of Friends of Kingman Park. Should Friends of Kingman Park cease to exist, any remaining funds will be donated to an appropriate nonprofit organization in Washington, D.C.

ARTICLE II. BOUNDARIES

2.1 The boundaries of the Association are as follows: Starting from the center of Bladensburg Road NE and M Street NE thence in an easterly direction along M Street NE; thence following M Street NE extended in an easterly direction to the center of the Anacostia River; thence south through the center of the Anacostia River to the East Capitol Street Bridge; thence west along the East Capitol Street Bridge to Independence Avenue SE; thence west along Independence Avenue SE where it intersects again with East Capitol Street NE; thence west along East Capitol Street NE to 15th Street; thence north along 15th Street NE to Maryland Avenue NE; thence north east along Maryland Avenue NE to the Starburst where Bladensburg Road, Benning Road and 15th Street NE intersect; thence north east along Bladensburg Road to the intersection of Bladensburg Road and M Street NE, the point of origin.

ARTICLE III. MEMBERS

3.1 Individual Membership: Membership is extended to anyone who is 18 years of age and older and whose permanent address is within the boundaries of Friends of Kingman Park as outlined in ARTICLE II. Membership is also extended to anyone who owns property and may be renting/leasing their property, otherwise known as a landlord. Individual members shall be entitled to only one (1) vote in any matter before the Association membership.

3.2 Business Membership: A business located within the Association boundaries may obtain a membership equivalent to an individual membership. A business membership shall have one (1) vote in any matter before the Association membership. A business must designate one individual as the Voting Member. Dues will be set by the Board of Directors.



3.3 Membership Admission: Any person or business eligible for membership under this article shall become a member in good standing upon payment of the annual Association dues to the Treasurer.

ARTICLE IV. PAYMENT OF DUES

4.1 Payment of annual dues conveys membership for the Association fiscal year. The Association fiscal year is January 1st through December 31st. The Association dues are set by the Board of Directors at the General Membership Meeting.

ARTICLE V. THE BOARD OF DIRECTORS

5.1 Make-Up of the Board of Directors: There shall be a Board of Directors of the Association made up of the Officers of the Association, and the Immediate Past President (unless the President has been removed from office by the membership). The seven (7) voting officers of the association are: President, Vice President, Secretary, Treasurer, Parliamentarian, and two (2) At-Large members. The Past President is a non-voting member of the Board, unless, in the event of a tied vote taken by the Board of Directors.

5.2 Control of the Board of Directors: The Board of Directors shall exercise control over the financial affairs of the Association, plan Association events, generally supervise the work of the Association, including Committees, and report its activities to the membership.

5.3 The Officers have voting privileges on matters before the Board of Directors. Four voting members shall constitute a quorum of the Executive Board.

5.4 The Board of Directors shall meet at least quarterly; the specific meeting dates to be determined by the Board of Directors. Unless otherwise designated as a closed board meeting to deal with a sensitive issue that is personal in nature, all board meetings shall be open to all Association members in good standing, provided that the member(s) gives the Board of Directors enough notice to secure a meeting location that can accommodate their attendance. Input from the public will not necessarily be accepted at the Board Meetings. Allowing such input would be completely at the discretion of the Board. Between membership meetings, the Board of Directors may meet as often as necessary. In cases of urgency where deferral of a vote on an issue until a scheduled meeting will result in a missed opportunity, members of the Board of Directors may make motions and vote on said motions by telephone or electronic mail, provided that all members of the Board of Directors have received the motion in writing or via electronic mail in advance of the vote, and the motion and vote are recorded in the minutes of the next meeting. The Board of Directors shall report all of its actions and decisions to the members at the next General Membership Meeting.



5.5 Directors Emeritus. A director who has served the Board with distinction and who has retired from the Board may be elected a Director Emeritus by the affirmative vote of a majority of the full Board of Directors. A Director Emeritus shall be elected for life, subject only to his or her resignation or removal by vote of a majority of the full Board of Directors. A Director Emeritus shall not have any of the responsibilities or liabilities of a director, or any of a director's rights, powers, privileges or compensation. Reference in these Bylaws to "directors" shall not mean or include Directors Emeritus.

ARTICLE VI. DUTY OF THE OFFICERS

6.1 Duties of the President: The President shall be the chief executive official of the Association and shall take care that its Bylaws and decisions are faithfully observed and executed. In addition, the President shall have the following specific duties:

6.1.1 Chair the Board of Directors of the Association;

6.1.2 Appoint all officers, special committees and representatives of the Association whose appointment or election is not otherwise provided for in these Bylaws;

6.1.3 Provide for the performance of the duties of any office or position of the Association during the temporary absence or disability of the incumbent until the vacancy shall have been filled in the manner provided by these Bylaws, provided that this has been voted on by the Board of Directors at a duly called board meeting;

6.1.4 Sign checks if the Treasurer is not able to do so;

6.1.5 Reserve rooms for Association events; and when necessary, communicate with the membership by newsletter or other media;

6.1.6 The President shall be given notice of all committee meetings and has the right to be in attendance as an ex officio (non-voting) member at those meetings with the exception of the Nominating Committee, but is under no obligation to attend. The President's performance of duties shall be with the advice and consent of the Board of Directors or the membership at a General or Special Meeting whenever possible. The President may present views of the Association at public forums or in written communications to elected or appointed officials, provided that prior authorization for such action has been given by a majority vote of members present at a General Membership or Special Meeting, by the Board of Directors of the Association, or through a canvass made to the membership over the Internet or by other means. Authorization by the Board of Directors alone is for limited use only as the attempt must always be made to represent the opinions of the membership, not just the Board. At the expiration of the President's term of office, all funds, books, documents, records, letters, check books, keys, and any other property of the organization shall be turned over to the elected successor within one week.



6.2 Duties of the Vice-President: The Vice-President shall assist the President in the administration of the affairs of the Association and shall undertake such duties as the President may assign to him/her. In addition, the Vice-President shall have the following specific duties:

6.2.1 If the President is absent from either a meeting of the Association or a meeting of the Board of Directors, the Vice-President shall preside.

6.2.2 In the event of the resignation, removal, disqualification, disability or death of the President, the Vice-President shall assume the office of the President for the remainder of the term of office.

6.2.3 Should the Vice-President also be unable to assume or continue in the office of President the Secretary shall fill the vacancy of the Vice-President and become the President for the remainder of the term.

6.2.4 The Vice-President shall fill in for the Treasurer in his/her absence at all meetings.

6.3 Duties of the Secretary: The Secretary shall be responsible for preparing and maintaining the records of all Association meetings, including minutes and agendas, giving notices on behalf of the Association as directed by the Board of Directors, and keeping all records and documents of the Association with the exception of the financial books and records. The Secretary shall record the proceedings of the organization and of the Board of Directors, and keep a file on all minutes and agendas. The Secretary shall incorporate in the Bylaws all duly adopted amendments. The Secretary shall transmit promptly all resolutions and relevant matters to the respective Officers in accordance with the references. The Secretary shall conduct normal correspondence of the organization except such correspondence that is the proper duty of the President. The Secretary shall send out regular notices as prescribed elsewhere in these Bylaws. The Secretary, at the expiration of the term of office, shall turn over to their successor, all books, records, documents, letters, and property of the organization in the Secretary's possession. The Secretary shall work with a committee of members to distribute all meeting notices and schedules to the membership in a timely manner, or may appoint another board member to assume this responsibility.

6.4 Duties of the Treasurer: The Treasurer shall maintain Association membership and financial records, solicit and collect membership dues, and record all receipts and payments of the Association. The Treasurer shall provide a monthly financial report at every General Membership meeting and shall be prepared to provide an accounting of Association finances to the Board of Directors at each Board Meeting. The Treasurer shall maintain a current and accurate roll of members, and their contact information, and shall make deposits to the bank and pay all bills. With the exception of disbursements under \$50.00, the payment of expenses of the Association shall be approved by the Board of Directors and funds shall be disbursed by check drawn on the Association bank account(s) signed by the Treasurer or President. The Past Treasurer and Past President shall transfer all financial and other Association documents,



including but not limited to bank checks, bank cards, bank statements, and the member roster, to the new Treasurer within one week after elections.

6.5 Duties of the Parliamentarian: The role of the Parliamentarian is to be a resource to the chairperson, and to assist the chair in the conduct of the meetings. The Parliamentarian shall advise the President and other Officers and Committees, on rules according to Roberts Rules of Order. They will provide rules of order and proper procedure for meeting conduct.

6.6 Duties of the At-Large members shall be assigned by the Board.

6.7 The Past President is a non-voting member of the Board, unless in the event of a tied vote taken by the Board of Directors, the Past President can break the tie by casting a vote. The Past President can also be a voting member on the board if they were elected into one of the vacant positions by the membership or appointed to a position until an election can be held.

ARTICLE VII. ELECTIONS, VACANCY, AND REMOVAL FROM THE BOARD

7.1 Any member in good standing is eligible to hold office.

7.2 At the General Meeting in June, prior to the Annual Meeting, a Nominating Committee of not less than three (3) members in good standing shall be elected by the members present. It shall be the duty of this Committee to nominate candidates to be elected at the Annual Meeting in October for the Board of Directors and including Association Delegates to the DC Federation of Civic Associations. The Nominating Committee may make multiple nominations for the Board of Directors. If possible, the Nominating Committee shall make the nominations public thirty (30) days prior to the October Annual Meeting both online and through postings at businesses, bus stops, and other public locations in the area served by the Association. Nominations for the Association Board and Delegates, including self-nominations, shall be permitted from the floor, up to and including at the Annual Meeting. Candidates must agree to be nominated and, if elected, agree to serve.

7.3 The Association shall elect a Board of Directors and Delegates every two years, as described in these Bylaws, at the Annual Meeting by ballot. The term of office shall be January 1st through December 31st which is the Association's fiscal year. A Board Member may serve only four years consecutively in the same office position. After the third voting year, that Officer may run for office again.

7.3.1 Proxy Voting: The Chairperson of the Nominating Committee will provide a proxy form upon written request. Members must return the ballot to the Chairperson prior to the elections. Proxy voting is an option for any scheduled vote. Members must make a written request to the President one week prior to the meeting that the scheduled vote is to take place and must return the proxy form to the President prior to the vote.



7.4 All Officers shall perform such duties as specified in these Bylaws, and as may be assigned from time to time by the Association membership. Members of the Board of Directors shall perform such other duties as needed. Board of Directors term of office shall be two years.

7.5 A vacancy in any office, with the exception of President, due to actual or constructive resignation, shall be filled by appointment by the Board of Directors until the next election at which time they would be able to run for a normal term. A vacancy in the office of President shall be filled by the Vice-President. The Board of Directors may hold an election at any regular or special meeting to fill vacant positions.

7.6 A vote of two-thirds of the voting members of the Board of Directors shall be required to recommend to the membership the removal of an officer from a position prior to the expiration of the term of office for which that member has been elected or appointed. A recommendation for removal should only take place after the Officer in question has been given time, not to exceed 30 days, to voluntarily resign.

7.6.1 Any member of the Board of Directors may be removed from the Board for cause, by a two-thirds majority vote of the members in good standing present at a General or Special Meeting provided that a written notice as provided by these Bylaws, with a statement of justification, has been furnished to the Association members at least thirty (30) days prior to the meeting and the board member facing removal has been given the opportunity to appear at the General or Special Meeting, to address the issue(s) raised.

ARTICLE VIII. MEETINGS

8.1 The General Meetings of the Association shall be held September to June.

8.2 The General Meeting held in October shall be known as the Annual Meeting and shall be for the purpose of electing the Board of Directors and Delegates as outlined elsewhere in these Bylaws, receiving reports of Officers and Committees, and for any other business that may arise.

8.3 Special Meetings of the Association may be called by the President, two members of the Board of Directors, or upon written request to the Board from five members of the Association in good standing. Except in cases of emergency, the parties requesting the meeting are required to provide at least a ten (10) day notice.

8.4 Official notice to the membership shall consist of an online posting to the Association list serve/website, physical postings at major local businesses and bus stops, and a good faith attempt to leaflet or mail notices to homes of homebound or computer-less members within the area served by the Association prior to the meeting. Communication shall be sent by the Secretary or the President. The Treasurer shall provide the list of members with mailing addresses to the Secretary or designated person in a timely manner.



8.5 The order of business at any General Meeting shall not include the reading of the minutes nor the Treasurer's report of the preceding meeting unless a motion is made to do so from the floor. The minutes may be reviewed at the meeting by any Association member. A copy shall be provided to any member upon request. The minutes shall become a part of the Association's official records after a motion is made to approve them. The minutes will be posted online in the interval between meetings for review. A good faith effort must be made to have printed copies available for members without computer access.

ARTICLE IX. COMMITTEES

9.1 Committees, Standing or Special, may be appointed by the Board of Directors, or the majority of the members in good standing at any Association General or Special Meeting as may from time to time be deemed necessary to carry on the work of the Association.

9.2 The existence and purpose of Committees of the Association shall be made known to the members at General or Special Meetings, the Association web site, List serve, or through the Association Newsletter.

9.3 All Committees shall submit written reports to the Board of Directors annually. Reports shall be available for review by any Association member upon written request.

ARTICLE X. AMENDMENT OF THE BYLAWS

10.1 Amendments to the Bylaws may be proposed by the Executive Committee or by a petition signed by at least five members in good standing of the Association.

10.2 The Bylaws may be amended by an affirmative vote of two-thirds of the members in good standing present at any General Meeting or Special Meeting. The vote shall take place by a show of hands. No change shall be made unless written notice of the proposed nature of the amendment has been given to the members in good standing of the Association as set forth in these Bylaws at least thirty days before the meeting at which the amendment is to be offered.

10.3 Any amendment to the Association Bylaws takes effect immediately upon passage unless otherwise provided for in that amendment.

ARTICLE XI. PROCEDURES

11.1 The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.



**ARTICLE XII.
BYLAWS UPDATE AND CERTIFICATION**

12.1 Bylaw Update: The Bylaws shall be reviewed every (3) years. If no amendment(s) are added per procedures in Article X, the revision date will be updated to the current month and year.

12.2 Certification: These Bylaws were amended and approved at a General Membership Meeting by a two-thirds majority vote on April 21, 2016.

Roshy Espar
SECRETARY

4/21/16
DATE