

Meridian Hill Neighborhood Association Bylaws

Adopted April 20, 2010

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be the Meridian Hill Neighborhood Association (MHNA).

ARTICLE II. PURPOSE: MHNA is a nonprofit neighborhood association dedicated to improving the community by strengthening relationships between neighbors, businesses, developers, schools, churches, local government and other neighborhood groups. On the basis of these relationships, MHNA works to:

- a) Provide an open forum through which residents, institutions and businesses within MHNA boundaries may discuss neighborhood matters;
- b) Maintain and improve safety in our neighborhood;
- c) Clean and green our streets and alleys;
- d) Engage with the city and developers on projects affecting the community;
- e) Gather and disseminate information about the neighborhood;
- f) Speak with a collective voice on issues affecting the neighborhood; and
- g) Promote active involvement of neighbors in MHNA activities.

ARTICLE III. BOUNDARIES: Within the District of Columbia, the boundaries of MHNA shall be defined as the area bounded to the:

East on 13th Street, NW;
South on U Street, NW;
West on 16th Street NW; and
North on Chapin Street, NW.

Both sides of the street shall be included in all boundary lines, with the exception of the U Street, NW, boundary, which shall include only the north side.

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in MHNA shall be open to all residents, condominium associations, and owners of residential property that is located within the boundaries as defined in ARTICLE III.

Section 2 Admission of Members: Applicants shall be admitted to membership upon payment of annual dues and completion of the MHNA membership form. The term of membership is for the calendar year in which dues are paid. Voting rights for new members shall become effective on the date of the meeting following dues payment.

Section 3 Fees, Dues: There shall be two categories of membership:

- a) Individual membership; and
- b) Condominium or apartment association membership.

Annual dues shall be set by the Board prior to the upcoming calendar year for which dues shall be paid.

Section 4 Nonliability of members: No MHNA member shall be personally liable for MHNA's debts, liabilities or obligations.

Section 5 Voting: Each member shall have one vote. Unless otherwise specified in these bylaws, MHNA's decisions shall be made by a majority vote of members present at the meeting at which the vote is taken. Voting may be by conducted by a show of hands or written ballot of the members present. No proxy or absentee voting shall be allowed.

Section 6 Equal Opportunity: MHNA shall not deny anyone membership or the opportunity to participate in MHNA activities because of race, color, religious affiliation, national origin, age, gender, physical disability, personal appearance, sexual orientation, marital status, economic status, immigration status, property ownership status, or political affiliation.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1 Place of Meetings: Meetings shall be held within MHNA boundaries.

Section 2 Monthly Meetings: There shall be one MHNA meeting on the third Tuesday of each month.

Section 3 Special or Non-Regular Meetings: Special meetings of the membership may be called by the President or by majority vote of the Board. Committee meetings may be called by Committee leadership as deemed necessary. Notification shall be made seven days in advance of the meeting, by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members.

Section 4 Agenda: The President shall prepare the agenda for general and special meetings. Any MHNA member may request to add an item to the agenda by:

- a) Submission of the item to the Board at least seven days advance of the meeting, in writing; or,
- b) A motion to the Board to add the item to the meeting agenda. Adoption of the motion requires a second and majority vote.

Section 5 Quorum:

- a) General or Special Membership Meeting: A quorum shall be five MHNA members including two MHNA Board members.
- b) Board: A quorum shall be a majority of Board members.
- c) Committees: A quorum shall be a simple majority of committee members.

Section 6 Participation: Only paid MHNA members are eligible to vote. All actions taken or recommendations made during the course of general or special meetings shall be communicated to all affected parties in regular meeting notes.

Section 7 Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VI. MHNA BOARD MEMBERS:

Section 1 Number of Board Members: The Board shall determine the exact number of Board positions annually. There shall be at least four and no more than seven Board members.

Section 2 Eligibility for Board Service: Only MHNA members in good standing who were members in good standing during the previous calendar year are eligible for Board membership.

Section 3 Terms of Office: Terms of office are concurrent with the calendar year.

Section 4 Board Vacancies: A vacancy on the Board exists upon a Board members' written resignation or termination of his or her term for non-participation. The Board may fill any vacancy on the Board or committees by a majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected.

Section 5 Election of Board Members: Board members shall be elected annually by MHNA membership vote at a scheduled or special meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any MHNA member. Election is by majority vote of the membership present.

Board positions include but are not limited to: President, Vice President, Secretary, Treasurer and Outreach Coordinator. Within thirty days of the election of a Board, the newly constituted Board shall meet and elect one Board member to fill each position. Board members shall serve in their elected positions for the calendar year.

Section 6 Duties of the Board: The Board shall have following duties and powers:

- a) Manage MHNA's daily affairs;
- b) Determine and represent MHNA's interests on all matters for which it is impractical to solicit the membership's views in advance;
- c) Report such representations to the membership prior to or at the next regular meeting;
- d) Appoint committees to perform necessary functions and represent MHNA on specified topics;
- e) Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in MHNA; and
- f) Set membership dues.

Section 7 Duties of Board Positions:

a. President: The President shall: preside at all MHNA meetings; perform such duties as the Board and the membership from time to time authorize; represent the Board's position and MHNA's interests; set meeting agendas; facilitate the creation, monitoring and achievement of yearly goals; and communicate on behalf of MHNA.

b. Vice President The Vice President shall perform the duties of the President in the President's absence and fulfill the President's responsibilities for the remainder of the term, if the President is incapable or unwilling to fulfill the duties of the position. The Vice President shall share responsibilities listed under President as agreed upon with the President.

c. Secretary: The Secretary shall: record and maintain minutes of all MHNA meetings; maintain MHNA's non-financial files; maintain a list of Board members and their terms; maintain the MHNA website; and administer the MHNA listserv.

d. Treasurer: The Treasurer shall: have charge of all funds belonging to MHNA; receive, deposit and disburse funds for MHNA in a bank or financial institution in such manner as designated by the Board; issue monthly financial reports; keep an account balance and bank statements; handle MHNA membership records; and maintain MHNA's nonprofit status.

e. Outreach Coordinator: The Outreach Coordinator shall maintain the MHNA outreach list of block captains, residents, businesses, building contacts, and city contacts, with Board members assisting in this function, and develop and disseminate MHNA welcome materials to new residents.

Section 8 Board Meetings: The Board may meet as needed for the purpose of conducting Board business. The Board meeting may called by the President or by three or more Board members. Notification shall be by electronic mail. Board meetings are chaired by the President or Vice President.

Section 9 Powers of the Board: The Board shall be responsible for all business coming before MHNA and for assuring that members are informed of business that affects them, through reasonable means of notification.

Section 10 Termination for Non-participation: Board members failing to attend three consecutive MHNA meetings may be terminated from the Board upon written notice. Any Board member may be removed at any time for neglect of duty as determined by a majority of the entire Board.

Section 11 Compensation: All members of the Board shall serve without compensation, but each member shall be entitled to receive reimbursement for out-of-pocket expenses incurred in connection with MHNA business.

ARTICLE VII. COMMITTEES: The Board may establish special committees to address discrete issues or activities. Each committee shall be composed of at least two MHNA members and report to the MHNA membership on a monthly basis. A committee may not take action on behalf of MHNA without MHNA Board approval.

ARTICLE VIII. CONFLICT OF INTEREST PROCEDURE: A transaction in which a Board member may have a direct or indirect conflict of interest may be approved by a Board vote if all material facts of the transaction and the Board member's interest are disclosed to the Board in advance of the vote. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Board members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Board member. If a majority of the Board members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by, a Board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE IX. GRIEVANCE PROCEDURE: A grievance may be initiated by any MHNA member who:

- a) Claims to be adversely affected by a decision made by the MHNA membership or Board; or
- b) Requests to recall any member of the Board.

The Grievance Procedure shall be as follows:

- a) A signed petition stating the nature of the complaint, reasons therefor and a suggested resolution presented at any MHNA membership or Board meeting.
- b) Action on the complaint shall be taken within thirty days or at the following MHNA meeting.
- c) Any complaint may be resolved by MHNA membership vote, provided a quorum is present and notice of the action is duly given.

ARTICLE X. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

Official actions taken by MHNA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any votes taken and recommendations made along and include a summary of dissenting views. Official records shall be kept on file on the MHNA website.

ARTICLE XI. ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven days before voting. Adoption of and amendments to these bylaws shall require a two-thirds vote by MHNA members present at a general meeting.

Questions regarding the interpretation of these bylaws shall be resolved by the Board.