



The Foggy Bottom Association Bylaws
As Amended [January 28, 2025]

ARTICLE I. NAME

The name of this association is "The Foggy Bottom Association" ("FBA"). The FBA was initially incorporated in the District of Columbia on June 19, 1959, as the Foggy Bottom Restoration Association. The present name was formally adopted and ratified May 13, 1965.

ARTICLE II. PURPOSE

The purpose of the FBA is to further the civic, cultural, social, and economic welfare of the Foggy Bottom/West End community, as described in Article III of these bylaws; preserve and enhance the residential character of the community; and promote historic preservation in the area. The FBA is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. BOUNDARIES

The physical area of the FBA is coextensive with the boundaries of Advisory Neighborhood Commission 2A, as established on January 1, 2023.¹

ARTICLE IV. FISCAL YEAR

The fiscal year of the FBA will begin January 1 and end December 31.

ARTICLE V. MEMBERSHIP

Section 5.01. Voting Members. Any individual may become a Voting Member of the FBA who subscribes to its objectives, resides or owns property in the area described in Article III of these bylaws, and pays dues (as applicable). Membership is established without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, primary language, disability, or any other characteristics protected under local or federal law. Voting Members shall forfeit their voting rights upon (1) non-payment of dues after thirty (30) days following the due date or (2) immediately after changing their domicile to a location outside the Foggy Bottom/West End community, as described in Article III of these bylaws.

Section 5.02. Application. Individual membership will be established upon submitting a completed membership application to FBA and payment of dues set by the Board, as applicable.

Section 5.03. Other Membership Categories. The Board may create other categories of membership that do not confer voting rights.

¹ https://planning.dc.gov/sites/default/files/dc/sites/op/page_content/attachments/Ward2_ANCSMD2023_24x36.pdf

Section 5.04. Membership Roster. The Board will maintain a current list of names, addresses (including apartment numbers), telephone numbers, email addresses, and dues payment dates of the membership. The membership roster will be kept confidential and used only for organizational purposes. The membership roster is available for inspection and copy upon request by any member in good standing who delivers a signed request at least 5 business days before the date the member wishes to do so. The request must describe the purpose and the records desired and must be made in good faith. For avoidance of doubt, Voting Members may request the membership roster in connection with Board election activities.

ARTICLE VI. MEETINGS

Section 6.01. Annual Membership Meeting. The FBA will hold an annual membership meeting once per year at such time and place as specified by the Board. Board elections will be held during the annual membership meeting.

Section 6.02. Regular Membership Meetings. Regular meetings of the members will be held as provided by the Board.

Section 6.03. Special Membership Meetings. Special meetings of the members will be held at the call of the President, or of any member of the Board acting at the direction of the Board, or of any twenty-five (25) Voting Members.

Section 6.04. Organization of Meetings. Meetings of the membership will be chaired by the President; or in the President's absence by a Board member designated by the President. If the President is absent and fails to designate a chair, the meeting shall be chaired by the first listed of the following that is available: the Vice President; the Secretary; the Treasurer; a chair chosen by vote of the meeting. The Secretary, or in the secretary's absence, any person chosen by the person presiding, will act as Secretary of the meeting.

Section 6.05. Quorum. A quorum at any membership meeting will consist of 15 Voting Members present at a duly-called meeting.

Section 6.06. Voting. Voting Members will have one vote each to be cast during attendance at any regular or special meeting. The vote of a majority of the membership present at a duly-called meeting, at which a quorum is present, will be the vote of the meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 7.01. Powers of the Board. Subject to the limitations of these bylaws, the property and affairs of the FBA will be managed by a Board of Directors ("Board").

Section 7.02. Composition of the Board. The Board will consist of up to nine (9) members: four (4) officers (President, Vice President, Secretary, Treasurer) and up to five (5) at-large members. The Immediate Past President will be a nonvoting ex officio nonvoting Board member.

Section 7.03. Eligibility for Board Service. Only Voting Members will be qualified to hold a Board position.

Section 7.04. Nominations. In order to be eligible as a candidate for office, a candidate must obtain a nomination from a sitting Board member (not including the candidate if he or she is a Board member) or, no later than thirty (30) days prior to the Annual Membership Meeting, submit to the President or the Secretary a petition including the name and address of the candidate, the date and the office sought, and signatures from at least five (5) FBA Voting Members.

Section 7.05. Terms of Office. Terms of office are staggered. Terms of office are for three (3) years, with approximately one-third ($\frac{1}{3}$) of the directors elected annually. Terms will begin at the close of the Annual Membership Meeting.

Section 7.06. Election of the Board. Officers and other members of the Board, except for the ex officio Past President, must be elected by secret ballot of those Voting Members present at the annual membership meeting, and will serve for the ensuing three years or until their successors have been elected and take office. If only one nominee is nominated for any position, the requirement for a secret ballot is waived and the nominee may be declared elected by acclamation. No person will be elected to more than one position on the Board.

Section 7.07. Resignation and Removal. Any Board member may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any Board member may be removed from office through a vote of the Board or of Voting Members, provided that not less than 15 days' written notice of the proposed action is delivered by hand, mail or email to the person proposed to be removed.

(A) Removal by Board requires a two-thirds ($\frac{2}{3}$) vote of the Board after notice is given and a hearing is held if it is requested by the person proposed to be removed.

(B) Removal by Members requires a two-thirds ($\frac{2}{3}$) vote of the FBA Voting Members present at any duly held regular or special meeting of the membership.

Section 7.08. Vacancies on the Board. A vacancy in any office caused for any reason can be filled by a majority vote of the Board. A member appointed to fill a vacancy will serve until the next annual election.

Section 7.09. Meetings of the Board. The Board will have regular meetings as may be determined by the Board. Meetings may be in person or virtual at the discretion of the President. Special meetings of the Board will be held at the call of the President or any three members of the Board. No meeting of the Board may occur without forty-eight (48) hours' notice to the Board, except if approved by a majority of the Board.

Section 7.10. Notice of Board Meetings. Notice to Voting Members or other non-voting members need not be given of regular or special Board meetings, nor of any meeting at which all members of the Board are present or as to which those not present waive notice in writing, including email.

Section 7.11. Quorum at Board Meetings. A majority of the members of the Board then in office will constitute a quorum at any meeting of the Board.

Section 7.12. Voting at Board Meetings. The vote of a majority of the members of the Board present at a duly-called meeting at which a quorum is present will be the vote of the Board.

ARTICLE VIII. DUTIES OF BOARD OFFICERS

Section 8.01. Officers. The officers of the FBA will be a President, Vice President, Secretary, and Treasurer.

Section 8.02. President. The President will have general charge of the affairs of the FBA, subject to the direction of the Board and, when present, will preside at all meetings of the members and of the Board. The President will have general and active management of the business of the FBA, and will see that all orders and resolutions of the Board and of the membership of the FBA are carried into effect. No person serving as President for two consecutive terms shall be eligible to hold the office of President for the next term.

Section 8.03. Vice President. The Vice President will have such powers and duties as will be assigned by the President or by the Board; and will exercise the powers of the President during the President's absence or inability to act.

Section 8.04. Secretary. The Secretary will record and maintain minutes of the Annual Membership Meeting and of Board meetings, assist with correspondence, maintain the non-financial and non-membership files of the FBA, maintain a roster of Board members and their terms, issue notices of meetings required by these bylaws, and set the monthly Board meeting agenda. Whenever required by the Board, the Secretary will distribute the minutes.

Section 8.05. Treasurer. The Treasurer will receive all monies payable to the FBA, will attend to all disbursements and deposits, and will have charge of the funds of the FBA subject to the direction of the Board. The Treasurer will maintain appropriate records of all receipts and disbursements of the FBA. Whenever required by the Board, the Treasurer will make financial reports and render statements of the FBA's accounts. The Treasurer shall engage an independent bookkeeper and/or independent accountant to maintain the books of the FBA.

ARTICLE IX. COMMITTEES

Section 9.01. General. There may be, from time to time, committees designated by the Board or President, to promote the welfare and efficient operation of the FBA. These committees will have such responsibility as the Board or President may assign them and will operate exclusively within the scope of the organization's purpose, complying with applicable laws and regulations. The President must maintain a list of all committees, including the charge of the committee and the Committee Chair.

Section 9.02. Committee Chairs. Committee Chairs may be members of the Board appointed by the President or other Voting Members appointed by the President and approved by a majority of the Board. Committee Chairs must provide periodic reports of their activities to the Board. Committee Chair positions must be re-confirmed each year in the same manner they were appointed.

ARTICLE X. MISCELLANEOUS PROVISIONS

Section 10.01. Contracts, Negotiable Instruments. All contracts made in the name of the FBA will be executed by the President, or such other persons as may be specifically designated by the Board. All checks in excess of \$3,000.00 require written authorization by the President and Treasurer.

Section 10.02. Limitation of Liability. No FBA member, Board member or officer will be personally liable for the debts, liabilities or obligations of the FBA.

Section 10.03. Notice and Waiver of Notice for Membership Meetings. The Board will make reasonable efforts to provide notice of regular and special membership meetings no less than fifteen (15) days prior to the meeting. Notice of special meetings, and meetings to vote on amendments to bylaws, will state the purpose thereof.

Reasonable efforts include publicizing notice of meetings in advance through publicly available communications mediums.

Section 10.04. Rules of Procedure. "Roberts Rules of Order" will govern the conduct of all meetings of the members and of the Board, except as to matters specifically regulated in these bylaws.

Section 10.05. Dissolution. In the event of the dissolution of the FBA and after discharge of debts and settlement of its affairs, all funds and properties of the FBA remaining thereafter will be conveyed to nonprofit tax-exempt organizations that will be designated by a two-thirds ($\frac{2}{3}$) vote of the Voting Members present or voting by proxy at the time dissolution of the FBA is approved.

ARTICLE XI. AMENDMENTS

These bylaws may be amended at any regular or special meeting of the members, by the vote of the majority of the Voting Members present, provided that notice of the proposed action is announced to the members through publicly available communication mediums and copies of the proposed action are available online or upon request of a member at least 30 days prior to the regular or special meeting.