

Amendments added:
November 19, 2002
February 3, 2004

BYLAWS OF THE
CLEVELAND PARK HISTORICAL SOCIETY

ARTICLE I

Name of Corporation

Section 1.01. The name of this corporation shall be the Cleveland Park Historical Society (hereinafter referred to as the "Corporation").

ARTICLE II

Members

Section 2.01. Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation in such manner as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors shall establish from time to time. Each member shall be entitled to one vote. The first members of the Corporation shall consist of the members of the Board of Directors first elected at the organizational meeting of the Corporation.

Section 2.02. The Board of Directors, in its discretion, may suspend the voting privileges of any member who remains in default in his financial obligations to the Corporation for a period of six (6) months or longer, or for any other reason detrimental to the Corporation.

Section 2.03. Any member may resign at any time by giving clear written or oral notice of resignation to the Secretary.

ARTICLE III

Meetings of Members

Section 3.01. Meetings of the members shall be held at such place or places within the District of Columbia as may from time to time be fixed by the Board of Directors.

Section 3.02. The annual meeting of the members shall be held in the spring of each year on the date fixed by the President. A report of the meeting and of the activities of the Corporation for the preceding year shall be sent to all members following the annual meeting, if possible.

Section 3.03. Special meetings of the members may be called by the President, Vice-President, Secretary, or one-third of the Board of Directors, and shall be called by the President upon written application of ten (10) percent of the members of the Corporation.

Section 3.04. Written notice of each meeting of the members, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, either personally or by mail, to each member, subject to waiver of notice as provided in the District of Columbia Nonprofit Corporation Act ("D. C. Nonprofit Act"),

Amendment adopted by the Board of Directors, February 3, 2004:

provided that, in the case of the annual meeting at which Directors are to be elected, notice of the Nominating Committee's slate as set forth in Section 4.01 shall be delivered not less than fourteen (14) days before the meeting.

ARTICLE IV

Board of Directors

Section 4.01. The Corporation shall be governed by a Board of no less than fifteen (15) and nor more than fifty-nine (59) Directors. The first Board of Directors shall be elected at the organizational meeting of the Corporation and thereafter the Board shall be elected by the members of the Corporation.

Amendment adopted by the Board of Directors, February 3, 2004:

Subject to the foregoing, the size of the Board shall be set by a majority vote of the Directors at any meeting at which a quorum is present.

Section 4.02. The term of office for each Director shall be three (3) years, except that the term of office for members of the first Board of Directors shall be staggered on an approximately equal one (1) – two (2) – three (3) year basis. No Director shall serve more than two (2) consecutive full three (3) year terms, but may be re-elected to two additional terms after an absence from the Board of three (3) years. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

Amendment adopted by the Board of Directors, November 19, 2002:

When spouses are elected together to serve on the Board of Directors, they shall be treated for all purposes as one Director and shall have a single vote to be cast in the manner decided between themselves. One spouse may vote even if the other is absent.

Amendment adopted by the Board of Directors, February 3, 2004:

The Board shall designate or appoint a Nominating Committee, which shall consist of not less than three Directors, for the purpose of nominating a slate of Director candidates to stand for election at the annual meeting of the membership of the Corporation. Written notice of the Nominating Committee's slate, including brief description of each Director candidate nominated for election at the annual meeting, shall be delivered to each member at least fourteen (14) days before the date of the annual meeting. Director candidates may also be nominated directly by members, by delivering to the Secretary of the Corporation at least seven (7) days before the date of the annual meeting a nomination notice signed by at least two members and containing a brief description of each Director candidate so nominated for election. Nomination notices that have been properly received shall be provided to the members at the annual meeting. It shall be a policy but not a requirement that nomination notices, whether from the Nominating Committee or a member shall, also be published by such electronic means as the Corporation may normally use to communicate with the members.

Section 4.03. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the Directors at any meeting at which a quorum is present. A Director elected to fill a vacancy shall be elected for a full three (3) year term. Any Director may resign by giving clear oral or written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause

