

BYLAWS

OF

THE GALE ECKINGTON TENANTS ASSOCIATION

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Date of Adoption: 7/21/2022

Date of Last Amendment 03/21/2024

ARTICLE I

Name and Location

Section 1. Name.

The name of this corporation is The Gale Eckington Tenants Association (the “Association”).

Section 2. Location.

The principal and registered office of the association is located at 151 Q St. NE, Box 128, Washington, DC 20002 (address).

ARTICLE II

Purposes

Section 1. Purposes of the Association.

The purposes of the association are to:

- (a) Promote the common interests of the residents of The Gale Eckington Apartments, located at 150 Q St. NE, 151 Q St. NE, 200 Q St. NE and 201 Q St. NE (address), Washington, D.C 20002;
- (b) Exercise tenant rights under District of Columbia Law, including negotiation, litigation or settlement of any issue;
- (c) Acquiring, owning, operating, and developing and otherwise dealing with real property;
- (d) Retain legal counsel or other agents;
- (e) Serve other lawful purposes under the District of Columbia nonprofit corporation law.

ARTICLE III

Membership

Section 1. Eligibility.

In order to be eligible for membership, a person must:

- (a) Be at least 18 years old; and
- (b) Live in a residential unit at 150 Q St. NE, 151 Q St. NE, 200 Q St. NE and 201 Q St. NE; and be named as a leaseholder on a current, active and valid lease ratified between the tenant and the owners of the property.

Section 2. Declaration of Membership.

In order to become a member of the association, an eligible tenant must declare his or her membership in writing, either electronically or by hand, and agree to comply with decisions of the association made in accordance with these Bylaws, including any decision exercise the rights of

tenant associations under D.C. or other applicable law. In the event the association registers an intent to purchase 150 Q St. NE, 151 Q St. NE, 200 Q St. NE and 201 Q St. NE with the owner and the District's Conversion and Sale Office (or a successor office), a member must provide personal financial or other information upon request by the Board if such information is necessary.

Section 3. Membership Withdrawal.

A member may withdraw from membership at any time by giving written notice to an officer of the association. Membership withdrawal will be effective on the date of written notice and is not retroactive. Withdrawal does not entitle a former member to return of any funds or resources given to the association unless the association makes a separate agreement in writing to do so.

Section 4. Board Cancellation.

The Board may cancel a membership on grounds that the member has failed to comply with the requirements of membership. The Board must provide a canceled member with written notice that the membership has been canceled. The Board may reinstate a canceled membership if the canceled member meets the membership requirements.

Section 5. Joint Members.

There may be no more than one membership per apartment unit. Multiple tenants residing in the same apartment may be joint members of the association. These joint members are considered one member for purposes of these bylaws, including but not limited to for voting purposes and petitions to the Board of Directors. If multiple tenants of the same apartment are joint members, only one such tenant may serve as a Director and/or Officer at any given time.

ARTICLE IV

Membership Meetings

Section 1. Biannual Meeting.

There will be a minimum of two annual general member meetings per calendar year ("Biannual Meetings"), beginning the calendar year following the ratification of these bylaws. These biannual meetings must occur at least 4 months apart. At the second biannual meeting of the year, the members must elect a Board of Directors and Officers for the following calendar year. In addition to electing Directors and Officers, members may consider any other association business at the biannual meetings. Biannual meetings must adhere to the notice requirements of Section 4 of this Article of the bylaws.

Section 2. General Meetings.

The Board of Directors may call additional general meetings of the membership at their discretion ("General Meetings"). These general meetings will not replace the required biannual meetings. The Board of Directors shall also be required to call a general membership meeting if one is requested in writing by at least 7% of members. The Board shall hold the meeting within 30 days of receipt of a valid request. These requests may be delivered in person or electronically to any member of the Board of Directors.

Section 3. Place.

General Meetings and Biannual Meetings (referred to collectively as “meetings”) shall be held on the Property unless the Board of Directors approves another location that is convenient to the members. Meetings may be held remotely, by electronic means, or both in person and remotely simultaneously “hybrid” if approved by the Board of Directors and as permitted by law.

Section 4. Notice.

The Secretary shall provide notice of a Biannual Meeting and General Meeting to each member by posting such notice in the lobby of 150 Q St. NE, 151 Q St. NE, 200 Q St. NE and 201 Q St. NE. The Secretary of the association shall also be required to maintain an updated list of email addresses of all registered members and must utilize this list to notify members of meetings. The Secretary should also maintain social media groups and provide notice of meetings via these means. Notices should be provided no less than 5 days in advance of the scheduled meetings via all required methods.

Section 5. Quorum.

The presence of at least 5% of the voting members shall be required before a vote can be taken at a meeting of the membership for those matters requiring a vote of the membership, as listed in Article V Section 1 of these bylaws. If there is a motion for a matter requiring a vote of membership and a quorum is not present at the meeting, the members present may set a time and place for a subsequent meeting in which the identical motion may be voted on. The Secretary shall then provide at least 7 days notice of that subsequent meeting according to the procedures of Section 4 of this Article of the bylaws. This notice must include information about the matter to be voted on at the subsequent meeting. At the subsequent meeting, the quorum requirement shall be 3% of the voting members present. Members attending meetings electronically or remotely shall count towards this quorum requirements for all meetings.

Section 6. Voting.

Only members who are in good standing are entitled to vote. Each membership shall have one vote. If a membership consists of more than one person, all such persons must agree on how to cast the membership’s vote. If the members of a joint membership cannot agree on how to cast the membership’s vote, they forfeit their vote.

(a) A simple majority of all votes cast shall control a decision unless required otherwise by these Bylaws or District of Columbia law.

(b) Except within the first year in which these bylaws are first ratified, Amendment of the Articles of Incorporation, authorization of a purchase, sale, lease, exchange, mortgage, pledge or other disposition of all of the association's property, assets, or legal rights and dissolution, merger or consolidation of the association shall require an affirmative vote of 60 percent of all votes cast.

Section 7. Proxy and Absentee Voting.

Members may vote by proxy or by absentee ballot under a policy set forth by the Board and outlined in the notice of the meeting.

1. Absentee voting is permitted only if (a) approved by the Board or a vote of the association, (b) a member cannot be present at the time the vote is taken and (c)

the member's vote is submitted in writing to an officer or director of the association before the vote is taken.

2. Unless otherwise provided by the Board in its notice of the meeting: (a) a member may not hold more than one (1) proxy; (b) a member holding a proxy must announce to the membership, at the beginning of the meeting, that they hold a proxy and must deliver the proxy to a Board member; (c) each proxy must be in writing, signed by the grantor, identify the grantor's address and unit number, and identify the proxy holder (grantee) by name and unit number; (d) all proxies are valid only on the date of the meeting as announced in the notice of the meeting; (e) a proxy is invalid and void if the member who gave the proxy (grantor) appears at the meeting.

Section 8. Order of Business.

The order of Biannual meetings shall be determined by the Board of Directors. Unless a majority of voting members present decides otherwise, the order of business at a Biannual Meeting is:

- (a) Record of attendance
 - (b) Proof of meeting notice or waiver of notice
 - (c) Reading of last meeting minutes or waiver of reading
 - (d) Report of officers
 - (e) Report of committees
 - (f) Elections (if the second biannual meeting of the calendar year)
 - (g) Unfinished business
 - (h) New business
- (f) Motions by Board of Directors or Members.

Any Board Member or Member may make a motion during portion (f) of the meeting. If a motion is seconded, a vote on the motion shall be required if an appropriate quorum is present. If an appropriate quorum is not present for the subject matter of the vote, the quorum procedures for a subsequent meeting shall be followed.

ARTICLE V

Powers of Membership

Section 1. Matters Requiring Vote of the Membership.

The membership shall have plenary authority at any meeting of the membership to take such decisions and actions as the voting members deem appropriate, including authority to ratify, modify, or negate decisions and actions taken by any officer or the Board of Directors. The following decisions must be made by a vote of the membership:

- (a) Election and removal of directors;
- (b) Amendments of bylaws;
- (c) Amendment of the articles of incorporation, if applicable;
- (d) Except within the first year of ratification of these bylaws, authorization of a relocation, purchase, sale, lease, exchange, mortgage, pledge or other disposition of the property and assets of the association.

(e) Except within the first year of ratification of these bylaws, authorization of an assignment of the association's tenant purchase rights (TOPA rights) to another party.

(f) Dissolution, merger or consolidation of the association;

(g) Any other matter which the Board of directors or officers determine to submit to the membership for a vote;

(h) Any other matter that at least 10% of the members request in writing be submitted to the membership for a vote.

Notwithstanding the foregoing, if a motion is made to take one of the actions for which power is limited to membership, and the Board of Directors is unable to achieve a 10% quorum at an initial meeting and a 3% quorum at a subsequent meeting as described in Article IV, Section 5, the Board shall have the authority to take these actions with the vote of approval of 5 or more of the Board of Directors. The Board shall then provide notice of this action via the notice provisions of Article IV Section 4 to the entire membership.

ARTICLE VI

Board of Directors and Officers

Section 1. General Powers.

The Board of Directors shall have the power to govern the affairs of the association to the fullest extent allowable under District of Columbia law, except for powers reserved for the general membership by District of Columbia law or these Bylaws. Within the first year from which these bylaws are first ratified, the Board shall have the power to for authorization of a relocation, purchase, sale, lease, exchange, mortgage, pledge or other disposition of the property and assets of the association, as well as authorization of an assignment of the association's tenant purchase rights (TOPA rights) to another party.

Except for those powers requiring the vote of membership, the Board of Directors may establish its own rules of procedure and make all decisions necessary to protect the interests of Gale Eckington Tenants and the other stated purposes of the Association. This includes final determinations as to whether members are valid members of the association and whether they remain in good standing.

Section 2. Size and Eligibility.

The Board of Directors shall consist of 8 members of the association who have complied with the requirements of membership and shall be elected by Members in accordance with these Bylaws. These 8 members include 4 elected officers and 4 elected At-large Board Members. The Officers of the association are shall be made up of the: President, Vice-President, Secretary, and Treasurer, as elected by Membership. The remainder of the Board of Directors shall consist of 4 additional At-Large Board members, representing each of the 4 buildings of the apartment complex. One director may only be elected to one office position. One At-Large Board Member shall also be appointed parliamentarian by a majority vote of the Board of Directors. An employee or direct family member of the owner or management company cannot serve on the Board.

For the first two calendar years in which these bylaws were enacted, the Board may operate with less than 8 total members if less than 8 members are found to serve on the Board. Only during

this time period, Board members may hold more than one officer position. In addition, the Board may appoint additional members to the Board on an interim basis for any vacant positions, which must be ratified at the next Biannual meeting.

Section 3. Term and Election.

Board of Directors and Officers shall serve terms of one calendar year. Elections of Board of Directors and officers for the following calendar year will take place at the second biannual meeting of the prior calendar year. Members shall vote to elect one member to each of the 4 officer positions. In addition to the 4 officer positions, there shall be 4 additional At-Large Board of Directors, one representing each of the 4 apartment building addresses. To be eligible for the At-large Board of Directors position, a member must reside in the building in which they will represent.

The elections at the second biannual meeting of the year will take place by motion, in which a Board member or member may motion to nominate a slate of candidates or individual nominations for each position. If no slate of candidates is nominated and approved by a majority vote, votes will be held for each position. Upon motion by a Board member or Member, nominated candidates may give a brief overview of their interest and qualifications for the position.

During the first two calendar years in which this Association exists, the Board of Directors and Officers shall consist of those members chosen by tenants and the organizing meetings for this Association. These initial Board of Directors and Officers shall serve for a term that shall last until the end of the calendar year following the year in which the bylaws were adopted and initial Board of Directors and Officers were elected, or until Membership votes to remove them. If there are no nominees or eligible Members willing to serve in any Officer or At-Large Board positions during this initial period, the Board may consist of only those Officers and Directors who were elected and willing to serve. The Board may then appoint additional Board members on an interim basis to fill empty positions. These interim roles must be voted on by members and affirmed at the subsequent Biannual meeting.

Section 4. Resignation.

A director or officer may resign by giving written notice to each director.

Section 5. Removal.

The members may remove a director or officer by a majority vote of voting members present at a membership meeting. The members may not vote to remove a Director or Officer unless and until:

- (a) the notice for the general membership meeting at which the removal vote is to occur stated that one of the purposes of the meeting was to vote on the Director's removal AND
- (b) that Director has had an opportunity to be heard before the general membership.

If a member of the Board of Directors elected and no longer resides in the building on a full-time basis, they shall be removed from the Board of Directors. Section

Section 6. Vacancy.

The Board of Directors may fill a vacancy created by resignation or incapacity by appointment of another member of the association until the next annual meeting or by calling a meeting of the general membership to elect a Director for the unexpired term.

Section 7. Meetings.

The Board of Directors shall meet at the Property unless the Board decides to meet at another location. Any Director may participate in any meeting by telephone. The Board shall meet at least quarterly. Notice of each meeting shall be provided by any Director to each other Director at least three calendar days prior to the meeting by (1) delivering a written copy or electronic version of the notice to the other Director, or (2) speaking directly with the other Director. Each notice shall include the date, time, place and purpose of the meeting. This requirement for advance notice shall not apply if three Directors determine that an emergency situation exists that necessitates an immediate meeting. Any Director may waive the right to advance notice by written statement, and a defect of notice automatically is waived if all Directors attend the meeting. All voting members of the association are entitled to attend any meeting of the Board of Directors, provided (a) non-Directors' participation in meetings of the Board of Directors shall be at the discretion of the Board of Directors, and (b) the Board of Directors may choose, by a majority vote of those Directors who are present, to close any meeting of the Board of Directors.

Section 8. Quorum and Voting.

A quorum for a vote of the Board is the presence of at least 4 out of 8 members of the Board. A simple majority of votes on a question is controlling. All officers except the President shall have one vote for Board votes. The President shall only have a tiebreaker vote in the case of a tie vote among other directors.

Section 9. Compensation and Reimbursement.

A Director shall not accept compensation for serving as a Director. A Director may be reimbursed for out of pocket expenses incurred by the Director in connection with association business, if the Board approves such reimbursement.

Section 10: Written Consent.

The Board of Directors may take any action by written consent signed by all Directors and filed with the minutes of the proceeding of the Board of Directors without the necessity of having a meeting of the Board of Directors.

Section 11. President.

The President is the chief executive officer of the association. The President presides at meetings of the membership and the Board. The president may delegate any authorities to other Officers of the board. In consultation with the Parliamentarian, the President makes determinations and final rulings as the order of business and proper motions at Board and Member meetings, except that a majority of the Board may vote to overrule the President.

Section 12. Vice President.

The Vice President serves in the absence of the president and any duties assigned by the President.

Section 13. Secretary.

The Secretary must either fulfill the following duties or ensure that these duties are fulfilled:

- (a) provide notice of membership and Board meetings as required by these bylaws;
- (b) record minutes of membership and Board meetings;
- (c) keep association records as the Board directs; and

(d) file an annual corporate registration statement as required under D.C. Law.

Section 14. Treasurer.

The Treasurer shall be responsible for the corporate funds and accounting for those funds.

Section 15. Member(s) at Large.

The Member(s) at Large assists the Board and officers.

Section 16. Parliamentarian

The At-Large Board of Director appointed as Parliamentarian will ensure all procedures and rules specified by these Bylaws are followed.

Article VII. Financial Affairs

Section 1. Dues.

The Association may establish dues and require that members pay those dues. The Membership shall determine the amount and frequency of payment of the dues, if applicable.

Section 2. Fiscal Year.

The fiscal year of the Association shall begin on the first day of January.

Section 3. Inspection of Books.

The Treasurer shall make corporate books and accounting records available to a member or member's agent upon request within a reasonable time.

Section 4. Annual Financial Statement.

The Treasurer shall prepare or cause to be prepared an annual financial statement, including all income and expenses of the association.

Section 5. Signing Corporate Documents.

With prior authorization of the Board or Membership, the President (or any other officer designated by the Board, in the absence of the President) may sign contracts, instruments of debt, and other legally binding documents. All checks must be signed by the President and the Treasurer; provided, however, that in the absence of either the President or the Treasurer, any two officers may sign checks with the prior written authorization of the Board.

ARTICLE VIII

Adoption and Amendment of Bylaws

Section 1. Adoption and Amendments.

These Bylaws take effect upon a majority vote of residents present at a gathering of tenants at the property at an organizing meeting. Only the members may amend these bylaws by a majority vote of voting members present at a Biannual membership meeting. Upon initial ratification of

these bylaws, a general membership meeting shall be held within 30 days to consider adopting amendments to these bylaws.

ARTICLE IX

Conflict of Interest Policy

It is the policy of The Gale Eckington Tenant Association to be ethical, honest, and to encourage diversity of thought while maintaining unity of purpose. All board members must protect the interests of the association. To that end:

1. Current employees of property management and property ownership are not eligible for board service. Employment is considered full-time, part-time, temporary, contract and volunteer service.
2. Candidates for a board role must disclose any prior or active employment with current property management and property ownership including temporary, contract or volunteer service. Disclosure must be provided at the time of nomination. Similar disclosures must be made for additional tenants on the same lease as board candidate.
3. In the event of change of the above circumstances, active board members must make disclosure to board by providing written information to the board president and vice president within 30 days. Failure to disclose fully, accurately, and timely may result in a vote for removal from position.
 - a. This policy will become active upon approval by the board and tenant body. Current members of the board will have 30 days to make any needed and necessary disclosures.
4. In the event a board member plans to vacate The Gale Eckington they must notify the board in writing within 14 days of notifying property management of their intentions. Unless approved by a full vote of the board to assist with a transition, a board member's term will end 7 days after vacating The Gale.
5. No board member may accept compensation in any form from property management or property ownership. This includes gifts and discounts that are not available to all residents.
6. Board members are not to misuse information to which they have access. Board members are to use appropriate measures to secure the confidential information in their possession.

Date of last amendment to these bylaws: 03/21/2024