

**BYLAWS
TENLEYTOWN GROUP
As adopted by the Board of Directors April 18, 2016**

ARTICLE I -- NAME

The name of this non-profit corporation is Tenleytown Group. It is referred to in these Bylaws as the Corporation.

ARTICLE II – PURPOSE

The purpose of the Corporation is to link residents, community organizations, schools, institutions of higher education and businesses to support and improve the quality of life in Tenleytown.

The Corporation shall engage only in charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended or corresponding section of any future federal tax code (the “Code”), and regulations thereunder.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

Upon dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

ARTICLE III – BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be three or such greater number as may be determined by the Board of Directors.

3. Terms. The term of office for a Director shall be two years. If a Director leaves his/her position, the Board shall appoint a person to fill the remainder of the departing Director’s term. A Director may be reelected for one consecutive two-year

term and, after a two-year hiatus, may again be elected to serve on the Board. Each year approximately one-third of the Directors shall be elected at the annual meeting; provided, however, that with respect to the Initial Directors, the Board shall adopt a resolution to stagger the terms of the Initial Directors.

4. Executive Director. The Executive Director shall be a non-voting member of the Board.

5. Resignation. Any Director may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance as determined by the President or Board of Directors.

6. Removal. The vote of two-thirds of the Directors in office (not including the Director to be removed) shall be required to remove a Director from office prior to the expiration of the term for which that Director was elected.

7. Vacancies. Vacancies on the Board of Directors, whether caused by resignation, death, removal, or expiration of a term, shall be filled by the remaining Directors at any regular or special meeting. To the extent consistent with the Corporation's status as an Internal Revenue Code Section 501(c)(3) organization, the Board shall endeavor to maximize representation on the Board by businesses located in Tenleytown, owners or managers of commercial buildings in Tenleytown, representatives of other organizations or entities within and near Tenleytown, and residents of the immediate surrounding area.

8. Meetings. (a) The Board of Directors shall provide by resolution the time and place, whether within or without the District of Columbia, for the holding of regular meetings of the Board and for the annual meeting of the Board which shall be held each year on or about September 15.

(b) Special meetings of the Board of Directors may be called by the Chairman, the President, or a majority of the Directors, who may fix any place, whether within or without the District of Columbia, as the location for the special meeting.

9. Notice. Notice of a special meeting of the Board of Directors shall be given at least seven days prior to the meeting by written notice delivered personally or sent by postal or electronic mail to each Director at the address shown in the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors

need be specified in the notice or waiver of notice of a meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend and vote at a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other or may vote by mail ballot.

12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Any requirement in these Bylaws of writing or that something be in written form may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

13. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, this shall not preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for such service.

ARTICLE IV – OFFICERS

1. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including one or more Chairs, one or more Vice Chairs and/or Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

2. Selection. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of these officers is not held at such meeting, the election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor is duly elected and qualified.

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3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the entire Board whenever the Board determines such action is in the best interests of the Corporation. However, the removal of an officer shall not prejudice the contract rights, if any, of said officer.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps as he or she deems necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted by the Board of Directors.

6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, shall receive and give receipts for monies due and payable to the Corporation, and shall deposit all funds and securities received in the name of the Corporation in the banks, trust companies, or other depositories that are selected in accordance with the provisions of Article V; and in general perform all the duties incident to the office of Treasurer and any other duties assigned by the President or by the Board of Directors from time to time. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, and compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the amount determined by the Board of Directors.

7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and the seal of the Corporation and see that the seal of the Corporation is affixed to all documents executed in accordance with these Bylaws; keep a register of the postal address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and any other duties assigned by the President or by the Board of Directors from time to time.

8. Assistant Treasurers and Secretaries. Any Assistant Treasurer and Assistant Secretary shall perform the duties assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE IV – COMMITTEES

1. Authority. (a) The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons. Each committee shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided in said resolution; provided, however, that no such committee shall have the authority of the Board of Directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any Director or officer of the Corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for distributing the assets of the Corporation; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board or Director by law.

(b) Advisory committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the Chairman as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue to serve until the next annual meeting of the Directors of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, such member is removed from such committee, or such member ceases to qualify as a member of the committee.

3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the committee members.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE V -- CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in the manner that the Board of Directors determines by resolution from time to time. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors selects.

4. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI -- BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September.

ARTICLE VIII – SEAL

The Board of Directors shall provide a corporate seal which shall be in a form selected by a resolution of the Board of Directors.

ARTICLE IX – INDEMNIFICATION

Any present or former Director, officer, or employee of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Corporation against all liabilities and expenses reasonably incurred by him or her arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to D.C. Code Title 29, Chapter 4, Subchapter VI, Part E.

ARTICLE X – AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds majority of all of the Directors in office adopted at any regular meeting or special meeting, if at least seven days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.