



The Palisades Community Association

Town Hall

Meeting Minutes

October 21, 2025

The Town Hall of the Palisades Community Association convened via ZOOM on Tuesday, October 21st at 7:00pm. PCA President Jessica Davis presiding.

Announcements

- Next Town Hall: November 18th and will feature a presentation by Rachael Jackson called "Eat or Toss"; Councilmember Matt Frumin will join us in December.
- Please keep your PCA membership up to date. If you can't remember when your renewal date is, please email the office at thepalisadesdc@gmail.com. To renew, go to www.palisadesdc.org and hit the "JOIN THE PCA" picture.

President's Report

Jessica Davis reported that PCA membership dues for individuals are going up \$5, so the new annual fee will be \$30. Household dues are going from \$40/year to \$60/year. Fees for seniors remain the same.

The PCA is launching a listserv survey this week with responses due by November 7th. This will give the moderators a better sense of what the members want and like.

Treasurer's Report

Ali Kinnahan presented the budget for FY2026 and made a motion to approve it. Motion seconded by Maria Garcia and passed unanimously by voice vote.

Police Report

Officer McElwee gave a crime and traffic update. He has been working in PSA 205 for 22 years and will be honored this year at the police banquet earning "Officer of the Year for PSA 205."

Gordon Kit raised a question regarding a cyclist observed riding against traffic on Arizona Avenue. Officer McElwee provided clarification regarding bicycle safety laws.

School Zone Enforcement: Suzanne inquired about the police presence near Palisades Deli in the afternoons; it was confirmed that this is related to school traffic safety enforcement.

Several residents, including Phil Thomas and Suzanne, expressed appreciation for Officer McElwee's responsiveness and dedication to the community.

Community Concern:

Martha Adler raised a question regarding potential ICE apprehensions in the neighborhood and expressed concern about reports from local contractors reluctant to work in the area. Officer McElwee stated he did not have any updates on this topic.

Committee Reports

Jessica Davis presented the slate for 2025-2026.

Proposed slate for 2025-2026:

President:	Jessica Davis
1 st Vice President:	Katherine Kegan
2 nd Vice President:	Casey Denoyer
Treasurer:	Ali Kinnahan
Secretary:	Karen Schaar

Motion by Maria Garcia and seconded by Steven Gardner to approve the above slate.
Motion passed unanimously by voice vote.

Event Committee:

Maria Garcia reminded everyone that the annual Potluck at the Fire Station will be this Sunday from 4-6pm. Engine 29 will be celebrating 100 years of service to the community. People with last names beginning A-S bring a side dish; T-Z bring a dessert. It will be fun for all ages!

Guest Speakers:

Owen Cox: Ward 3 Liaison from the Mayor's Office

Owen reminded members that leaf season is upon us. DPW will be announcing dates soon and will start tracking progress through their tracker. Check dpw.dc.gov for updates.

Charity Beam (charity.beam@dc.gov) was noted as the new contact for faith-based outreach.

Neighborhood Concerns: Phil Thomas inquired about ongoing issues on the 5800 block of MacArthur Boulevard. Kathryn asked about the construction activity on Canal Road near Georgetown University. The activity on MacArthur is the installation of new sidewalks and the activity at Georgetown has to do with DC Water and a wire installation project on the slope to prevent falling rock onto Canal.

Christopher Rutledge, Vice President, External Affairs, Friendship Place

Chris gave a brief presentation on the many programs at Friendship Place and shared updates on upcoming open houses at the Welcome Center:

November 12 from 4:00–7:00 PM

December 6 from 10:00 AM–12:00 PM

He provided the organization's website (www.friendshipplace.org) and his contact crutledge@friendshipplace.org.

Heather Gustafson, Executive Director, Main Street

Heather provided an update on recent activities at Palisades Main Street. She announced the addition of two new board members — **Sabrina Fogel** and **Carrie Mahan**, both Palisades business owners.

She reported that **Little Beast** will be opening at **5108 MacArthur Boulevard**, the former site of Little Fox. Little Beast is best known for its pizza but offers a full menu of other dishes as well.

Heather also noted that **Pedal Real Estate** will host two seminars for local business owners. **Candace Shephard's Dance Studio** recently completed a **\$50,000 renovation and expansion**, while **Celia's Salon** has installed new planters, with **Bangbop** scheduled to receive theirs soon. Finally, **The Fitzgerald** has opened and is already hosting a variety of community events.

New Business: Updated Article of Incorporation and Introduction of Amended Bylaws (to be voted on in November) – Steve Gardner

Steve reported that the Association has not updated its Articles of Incorporation in many years and continues to operate under the original version adopted in 1958. Although revisions were supposed to be made in 2010, they were never done. Steve presented a rewritten version of the Articles of Incorporation to the membership for approval.

Motion: Maria Garcia moved to approve the new Articles of Incorporation. The motion was seconded by Maya Laytinski and Heather Gustafson and passed unanimously by voice vote.

Steve also presented proposed amendments to the PCA Bylaws. These amendments will be posted on the PCA website for member review and will be voted on at the November Town Hall.

Meeting concluded at 8:30pm.

**BYLAWS
OF
THE PALISADES CITIZENS ASSOCIATION, INC.**

The Palisades Citizens Association, Inc. (also known under its tradename as the Palisades Community Association (“Corporation” or “PCA”), a District of Columbia nonprofit Corporation governed under the provisions of the District of Columbia Nonprofit Corporation Act of 2010, as amended (the “Act”), hereby adopts the following Amended Bylaws of the Corporation which shall govern the management and operation of the Corporation’s business and the regulation of its affairs, to the extent consistent with the Corporation’s Articles of Incorporation (“Articles”) and applicable law, and in accordance with Section 29–402.06 of the Act.

**SECTION I
NAME**

1.1. Name. The name of the Corporation is The Palisades Citizens Association, Inc. which may be more commonly and preferably referred to under its tradename, the Palisades Community Association.

**SECTION II
PURPOSES**

2.1. Purposes. The PCA is organized as a nonprofit Corporation under the District of Columbia Nonprofit PCA Act of 2010, codified in D.C. Code Title 29 Chapter 4 (the “Act”) and shall operate as a tax exempt social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended and its regulations as they now exist, or as they may hereafter be amended (the “Code”).

2.1.1. To the extent consistent with the Act and Section 501(c)(4) of the Code and applicable law, the Corporation may engage in any lawful act or activity for which the Corporation may be so organized.

2.1.2. The specific purposes for which the PCA is organized, administered and operated are to: (1) advance and promote the public interests of the Palisades both as a distinct neighborhood and as part and parcel of the District of Columbia; (2) create and build a strong, cohesive, inclusive, connected, and neighborly Palisades community and (3) further the social welfare goals, mission, and objectives of the PCA.

2.1.3. The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause of this or any other article of these Bylaws or of any amendment thereto and shall each be regarded as independent and construed as powers as well as objects and purposes.

2.2. Powers. In further of its corporate purposes, the PCA shall have all the powers enumerated in Section 29-403.02 and Section 29-403.03 of the Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

SECTION III PRINCIPAL OFFICE

3.1. Principal Office. The principal office of the PCA shall be fixed and located at such place as the Board of Directors of the PCA (collectively the "Board" and individually a "Director") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

SECTION IV MEMBERSHIP

4.1. Members. The PCA shall have members ("Members"). Membership shall be open to any person, 18 years or older, who resides in or operates a business within the Palisades as defined below.

4.2. Palisades Defined. For purposes of these bylaws, the Palisades neighborhood (the "Palisades") is that portion of the District of Columbia which is bounded by the Virginia State Line of the Potomac River; the Maryland-District of Columbia Line; a line through the Dalecarlia Reservoir grounds at right angles to the District Line and ending at the intersection of Loughboro Road and Dalecarlia Parkway; the middle of Loughboro Road to Foxhall Road; and the middle of Foxhall Road extended to the Virginia State Line of the Potomac River. Notwithstanding the above, the Board of Directors may, at its discretion, modify this definition and may, if required, file an amendment to the Corporation's Articles of Incorporation.

4.3. Classes of Membership. The PCA shall have three (3) classes of voting Members: Individual Members, Household Members, and Business Members. No more than two (2) persons, 18 and older, may vote on behalf of any household and no more than one (1) person may vote on behalf of a business. The PCA may also have Associate Members who may be non-residents of or operate a business in the Palisades but who must have a nexus to the Palisades as determined in the sole discretion of the Board.

4.3.1 Membership in the PCA is effective only upon the receipt by the PCA Secretary or Administrator of the payment of annual dues. Upon notification of nonpayment, membership shall be suspended or terminated after sixty 60 days for the non-payment of annual dues. The PCA Secretary or Administrator shall prepare a list of all members, including their names and addresses, entitled to notice and to vote. Such list shall be available for inspection beginning two business days after notice of the meeting is given and continuing through such meeting. Such list shall apply to electronic voting and ballots and the time period set therein. A Member shall, upon written demand, and upon showing a proper and relevant purpose, be allowed to copy such membership list. No members shall use or distribute the membership list for any commercial or or political purpose, for the solicitation of funds, or for any other than the purpose stated as the

basis for inspection. In addition, Members are granted the right to inspect and copy any corporate records required to be maintained by the PCA, including a current balance sheet and statement of operations as prepared by the Treasurer, upon a written request and showing, where applicable, of proper and relevant purpose

4.3.2 Subject to the limitations set forth in Section XIV, the Board may, from time to time, establish, or otherwise modify or amend, classes (or categories) of membership, and the financial obligations thereof. As determined by the Board, certain membership categories may be afforded certain rights, privileges, consideration, and other benefits commensurate with each such membership category. The Board may also designate certain categories of Members who shall have no voting rights in the PCA.

4.4 Dues. The Board shall and may, from time to time, establish by resolution of the Board, the amount of annual dues for all categories of Membership. The Board may also establish other dues options such as, for example, lifetime, emeritus, or honorary membership.

4.5 Annual Meeting of the Members. The Annual Meeting of the Members, for purposes of electing the Officers and Board of Directors, and to conduct any other business that shall come before such meeting, shall be held once each year on a day, and at a time and place to be determined by the President. Notice of the Annual Meeting must be given no less than ten (10) and no greater than sixty (60) days prior to such meeting. Notice shall be considered effective if posted on the PCA website and on the PCA Listserv.

4.6 Regular Meetings of the Members. Regular Meetings of the Members (also referred to as "Town Halls") shall be held on such dates and at such times as may be designated from time to time by the President but in no event less than four (4) times a year. Notice of the Regular Meetings of the Members (Town Halls) must be given no less than fourteen (14) days prior to such meeting and shall be considered effective if posted on the PCA website and on the PCA Listserv.

4.7 Special Meetings of the Members. Upon presentation of a petition by no less than forty (40) *bona fide* voting members of the PCA, the President, on behalf of the Members, shall call a Special Meeting of the Members. Such petition shall specify the specific purpose of such Special Meeting. Notice of such Special Meeting setting forth its specific purpose shall be given no less than five (5) days prior to such meeting and such notice shall be effective if posted on the PCA website and on the PCA Listserv.

4.8 Quorum for Members Meetings. For any meeting of the Members, a quorum of no less than twenty-five (25) members shall be required to conduct any business (except as otherwise provided in Section XIV, amendment of the bylaws), including without limitation, votes or resolutions. Notwithstanding such requirements, no quorum shall be required for Regular Meetings of the Members (Town Halls), provided however, that the business conducted at such meetings involves no votes or resolutions.

4.9 Telephone Conference. Members may participate in any meeting of the Membership by means of a conference telephone or other electronic equipment and technology

(internet meetings) by which all persons participating in the meetings can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

4.10 Action by Ballot. Pursuant to D.C. Code §29-405.09 and as otherwise provided in the Act, Members may act without a meeting provided a ballot is delivered electronically, including by email, to every voting member. Such ballot shall set forth the proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes shall indicate the number needed to make a quorum (40 or more Members) and state that a majority of votes cast shall be necessary to each matter. Such ballot shall contain the time period such ballot shall remain valid for voting and the process for electronically returning such ballot. Such balloting may include the election of the Officers and the Board.

SECTION V BOARD OF DIRECTORS

5.1. Powers. The business and affairs of the PCA shall be managed under the direction of its Board. The Board shall be composed as set forth in Section 5.2 below.

5.1.1 In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise all the powers of the Corporation conferred upon it by applicable law. From time to time, the Board may delegate to the officers of the PCA such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The Board shall keep minutes of its meetings and a full account of its transactions.

5.2. Number of Directors. The number of Directors shall be thirteen (13), which shall consist of: (a) the five (5) Executive Officers; (b) the Immediate Past President; (c) the Chairs of the Four Core Standing Committees; and (d) five (5) "At Large Members" of the PCA who shall not be either (a), (b), or (c) above.

5.2.1 As set forth in Section 6.2 below, the Treasurer shall automatically serve as Chair of the Audit and Finance Committee and the Immediate Past President shall automatically serve as the Chair of the Nomination Committee. The Chairs of the remaining two Legacy Standing Committees (Communications and Membership) are appointed by the President. Accordingly, the Membership shall, as provided herein, vote for the five (5) Executive Officers and the five (5) "At Large Members".

5.2.2 In the event that the Immediate Past President is not serving as Chair of the Nominating Committee or that the Treasurer is not serving as Chair of the Finance and Audit Committee, the Nomination Committee shall recommend a slate of candidates to fill such vacancies or otherwise adjust the At Large Members of the Board. Such positions, as vacancies, shall be filled by a vote of the Board as set forth in Section 5.11 below or such positions may be filled, as adjusted, by the Voting Members at the Annual Meeting of the Members as set forth in 5.5 below.

5.2.3 The number of Directors may, by a vote of a majority of the Voting Members present at a meeting of the Members with a quorum present, be increased or decreased, so long as the total number of Directors is not decreased to less than three (3). Each Director shall hold office for the term set forth herein or until the next annual meeting of the Board and until his or her successor shall have been elected and duly qualified. The President shall serve as Chairman of the Board. Directors shall serve until the conclusion of the Annual Meeting of the Members for the year and month, or as soon thereafter, in which their respective terms expire, or until their successors have been appointed and take office. Directors may be elected for less than a full three-year term for the purpose of filling vacancies.

5.2.4 A Special Meeting may be called by the current President for the Voting Members to elect the revised number of Directors, if increased, as set forth above. Such Directors shall remain in office until the next Annual Meeting of the Members where they may, if elected, serve for the terms set forth in 5.3 below.

5.3. Qualifications of Board Members. Any person 21 years of age or older may be nominated or elected to serve as a Director. Directors must be residents of the Palisades as defined herein or represent businesses operating in the Palisades. Notwithstanding the above, Executive Officers must have resided in the Palisades for a minimum of three (3) years unless otherwise exempted or waived by a majority vote of the Nominating Committee.

5.4 Term. The Executive Officers, Chairs of the Standing Committees, and the At Large Board Members shall be elected by the Members as set forth in Section 5.6 below and all shall serve for a term of three (3) years or as otherwise provided in Section 5.2 above.

5.5 Election. No less than twenty days (20) prior to the Annual Meeting of the Members, at the direction of the President, ballots shall be sent electronically to the voting members of the Membership as determined and validated by the Secretary and PCA Administrator. Such ballots shall contain, in addition to the requirements set forth in Section 4.10 above, the Nominating Committee's recommended slate for the (a) Executive Officers, and (b) At Large Members of the Board. Such ballots shall also contain an option whereby a Voting Member may reject any proposed candidate and an additional option to write in their vote for any position. The Members shall be requested to return such ballots electronically no less than five (5) days prior to the date of the Annual Meeting of the Members. The Voting Members may delegate their vote by proxy to any other Voting Member or to the PCA President. The ballots shall be tallied by the Secretary and the results shall be announced at the Annual Meeting of the Members. In the event that a candidate for any position has not received a majority of the ballots received, that position and any other positions so affected, shall be voted upon by the Membership at the Annual Meeting of the Members.

5.5.1 Directors may be elected for less than a full three-year term for purposes of filling vacancies. Directors may serve any number of terms.

5.6 Regular Meetings. Regular meetings of the Board shall be held quarterly on a day, and at a time and place to be determined by the President. Other regular meetings may be held on such dates and at such times as may be designated from time to time by the President.

5.7 Special Meetings. Special meetings of the Board may be called by the President or by any three Directors.

5.8 Place of Meetings. The Board may hold its regular and special meetings at such place, within or without the District of Columbia, as it may from time to time determine. In the absence of such determination, regular and special meetings of the Board shall be held at the principal business office of the PCA.

5.9 Notice. Written or electronic mail notice of the place, day and hour of every regular meeting shall be given to each Director not later than seven (7) days before the day set for the regular meeting. Notice of Special Meetings may be given not later than three (3) days before the date set for such Special Meeting.

5.10 Waiver of Notice. No notice of the time, place or purpose of any meeting need be given to any Director, who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting. Furthermore, the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, 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.

5.11 Quorum; Action by Board. A majority of the Board shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of thirty (30) days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Articles, these Bylaws or the Act, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board.

5.12 Vacancies. Any vacancy (i.e., a Director's or Executive Officer's resignation, removal or death) occurring in the Board, or its Executive Officers, or created by an increase in the number of Directors shall be filled by the vote of a majority of the Directors then serving. A Director or Executive Officer elected to fill any vacancy shall be elected for the unexpired term of the predecessor in office. If a vacancy causes another vacancy (i.e. a vacancy in the Chair of a Standing Committee), that vacancy shall be filled in the same manner as set forth above.

5.13 Removal. Any Director may be removed from office, with or without cause, by a two-thirds vote of the full Board, or by two-thirds vote of the Voting Members with a quorum present, with or without cause, at a duly convened meeting for such purpose.

5.14 Compensation. Directors shall receive no compensation for their services as such, but, by resolution of the Board, Directors may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the PCA.

5.15 Informal Action by Directors. Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed (physically or electronically) by all Directors and filed with the minutes of the PCA.

5.16 Telephone Conference. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or other electronic equipment by which all persons participating in the meetings can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

SECTION VI COMMITTEES

6.1. Committees. The Board may provide for the establishment and appointment of such standing or advisory committees as it deems necessary and appropriate to advance the purposes of the PCA. All committees shall report to the Board. Each committee may adopt rules for its own governance not inconsistent with the Articles, with these Bylaws, or with rules adopted by the Board.

6.2 Legacy Standing Committees of the Board. Without limitation of the Board to establish other standing committees, there shall be established as Legacy Standing Committees of the Board: (1) Nomination Committee; (2) Finance and Audit Committee; (3) Membership Committee; and (4) Communications Committee. All such committees shall report to the Board from time to time as the Board may require.

6.2.1 The Chair of the Nomination Committee shall automatically be the Immediate Past President, and the Chair of the Finance Committee shall automatically be the Treasurer. The Chairs of the other Standing Committees shall be appointed by the President but may not be Executive Officers. The Board shall set forth by resolution of the Board the duties and responsibilities of each such Standing Committee. As set forth above in Section 5.2, the Chairs of the Standing Committees shall all serve on the Board of Directors.

6.3 Advisory Committees of the Board. The PCA has established and may further establish numerous committees whose purposes are, without limitation, to assist and inform the Board, address issues of concern to the Palisades, and promote the PCA and the Palisades community. The chairs of these advisory committees may, upon invitation of the President, attend and participate in PCA Board meetings, but such chairs may not vote nor be counted for purposes of establishing a quorum.

SECTION VII INDEMNIFICATION AND INSURANCE

7.1. Director Indemnification. The PCA shall, to the maximum extent permitted by the Act, indemnify its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, arising by reason or fact that any such person is or was an officer or Director of the PCA, and shall advance to such officer or Director expenses in preparing for or defending any such action or proceeding to the maximum extent permitted by law.

7.2. Self-Interested Transactions. The PCA may not indemnify any person who is or was a Director or officer of the PCA in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

7.3. Insurance. The PCA shall, to the extent practicable and permitted by the Act, maintain insurance on behalf of its Directors and officers against any expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by such Directors and officers in their capacity as such as a result of any threatened lawsuit, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

SECTION VIII EXECUTIVE OFFICERS

8.1 Executive Officers. The executive officers of the PCA shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer (“Executive Officers”).

8.2 Responsibilities of Executive Officers

(a) President

The President shall be a Director and shall exercise all the fiduciary responsibilities and duties commensurate with such position. The President shall preside at meetings of the Board and may, at its sole discretion, at any other committee meeting Committee, if any, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. If no other person is designated as the Executive Director, the President shall, in addition, be the Executive Director and shall have the powers and duties prescribed herein. In such an event, the President may, with the approval of the Board, retain an individual on a temporary basis to assist the President in the performance of the duties of the Executive Director.

(b) First Vice President
The First Vice President shall, in the absence, at the written request, or disability of the President, perform all the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

(c) Second First Vice President
The First Vice President shall, in the absence, at the written request, or disability of the President, perform all the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

(d) Secretary
The Secretary or his or her designee shall attend to the following:

(i) Corporate Records
The Secretary shall certify and keep or cause to be kept at the principal office of the PCA the original or a copy of these Bylaws as amended to date, the Certificate of Incorporation and any amendments thereto, a minute book as described in Section 12.1, and the seal of the Association, if any, which shall be kept in safe custody. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws, the Certificate of Incorporation and the minute book.

(ii) Notices
The Secretary shall give, or cause to be given, notice of all meetings in accordance with these Bylaws.

(iii) Other Duties
The Secretary shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

(e) Treasurer
The Treasurer or his or her designee shall oversee the following:

i. Books of Account
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily

included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

- ii. Financial Reports
The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, including, without limitation the preparation of the IRS Form 990. Such 990's shall be distributed to each Board Member.
- iii. Annual Budget. For each fiscal year, the Treasurer shall prepare an annual budget which shall be approved by the Board no less than sixty (60) days prior to such fiscal year

8.3 General Counsel. The Board may hire or appoint a General Counsel who shall be an *ex officio* member of the Board and the Committees thereof. Such General Counsel shall, without limitation, advise the PCA on all legal and governance issues affecting the PCA and shall report to the Board. Such General Counsel may not vote nor be counted for purposes of a quorum. The General Counsel, may upon approval by the Board, be reimbursed for reasonable legal fees and for actual costs. The Board may also, at its discretion and upon recommendation of the General Counsel, engage outside counsel to assist the PCA on specific legal matters.

8.4 CPA, Accountant or Bookkeeper. The Board may hire or appoint a CPA, Accountant, or Bookkeeper who shall be overseen by the Treasurer and report to the Board.

8.5 Salaries. The Executive Officers of the PCA shall not receive any salary or compensation but shall be entitled to the reimbursement or expenses duly incurred on behalf of the PCA as approved by the President, or in the case of the President, by the Secretary and the Treasurer.

SECTION IX EXECUTIVE DIRECTOR/ADMINISTRATOR

9.1 Executive Director/Administrator. The Board may in its discretion hire an Executive Director or an Administrator who shall be the principal managerial executive of the PCA who shall be subject to the control of the Board, directly report to and be directed by the President, subject to the express terms of his or her contract and the job responsibilities set forth therein, supervise, direct, and control the PCA's day-to-day activities, business, and affairs consistent with the express purposes of the PCA. The Executive Director or Administrator shall not serve on the Board, but may be an *ex officio*, non-voting member of the Board and any committees thereof (with the exception of a Compensation Committee, if any) and may not vote or be counted for purposes of establishing a quorum. The Executive Director or Administrator may not hire employees of the PCA without the express consent of the Board. The Executive Director or Administrator shall have such other powers and duties as may be prescribed by the Board. The Board, or a specific committee thereof appointed by the President shall conduct an

annual review of the Executive Director or Administrator The Board shall determine the Executive Director's or Administrator's salary and benefits, subject to the rights, if any, of any contract of employment, or if there is no applicable contract, in accordance the procedures set forth herein.

SECTION X AFFILIATED ORGANIZATIONS

10.1 Affiliated Organizations. The Board may authorize the establishment of organizations affiliated with the PCA. Such organizations may, upon consultation with counsel, may be established and organized to permit the PCA, through such affiliates, to participate in charitable activities or such other activities consistent with its purposes, and in compliance with the Code regarding tax exempt organizations and affiliates.

SECTION XI CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

11.1. Contracts. The Board may authorize the Executive Director or Administrator, or agent or agents of the PCA, in addition to the Executive Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PCA, and such authority may be general or confined to specific instances.

11.2. Checks, Drafts and Other Orders for Payment. All checks, drafts or orders for the payment of money, notes, ACH, other electronic payments, or other evidences of indebtedness issued in the name of the PCA shall be signed by the President or Treasurer of the PCA or as the Board may, by resolution, designate to the Executive Director or Administrator,

11.3. Deposits. All funds of the PCA shall be deposited from time to time to the credit of the PCA in such bank or other depository or financial institution as the Board may select.

11.4. Gifts. The Board may accept on behalf of the PCA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the PCA. As provided in Section 501(c)(4) of the Code, such gifts are not tax deductible to the donor.

SECTION XII DISSOLUTION

12.1. Dissolution. In the event of dissolution of the PCA, all of the remaining assets and property of the PCA shall, after payment of the necessary expenses and liabilities of the PCA, be distributed to another organization exempt from federal income tax under Section 501(c)(3) or Section 501(c)(4) of the Code or the corresponding provisions of any subsequent federal tax laws.

SECTION XIII CONFLICTS

13.1. Conflict. Any potential conflict of interest on the part of any officer or Director shall be disclosed to the Board and made a matter of record. Any officer or Director having a potential conflict of interest shall not vote or use his or her personal influence on the matter. Officers and Directors will be required to attest annually to their familiarity with this policy and to provide information concerning any possible conflict of interest so that disclosure may, if necessary, be made. Consistent with this provision, the Board shall establish a Conflict-of-Interest Policy which must be adhered to and executed by all members of the Board.

SECTION XIV AMENDMENT TO BYLAWS

14.1 Amendment of the Bylaws by the Board.

14.1.1 The Board may, by majority vote of two-thirds of all members of the Board, adopt, amend, or repeal bylaws.

Such power is subject to the following limitations:

If bylaws are adopted, amended or repealed at a meeting of the Board,

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended, or repealed except by the vote of such greater number;
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected; and
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting of no less than fourteen (14) days, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws.

14.1.2 Notwithstanding the above, no voting rights of any class of member, except as otherwise set forth in these bylaws, or any matter set forth in D.C. Code §29-408.22, as requiring member approval, may be amended or revoked without the approval of all members.

14.2 Amendment of the Bylaws by the Members. The Members, in accordance with the limitations set forth above for members of the Board to adopt, amend, or repeal certain provisions of the bylaws, and independent of the Board's authority as set forth herein, may by two-thirds vote of no less than ten percent of the voting membership, as certified by the Secretary, adopt, amend, or repeal bylaws. If bylaws are adopted, amended or repealed at a meeting of the Members or by

ballot, such action is authorized only at a duly called and held meeting for which written notice of such meeting of no less than fourteen (14) days, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws.

**SECTION XV
MISCELLANEOUS PROVISIONS**

15.1. Fiscal Year. The fiscal year of the PCA shall begin on January 1 and end on December 31 of each year.

15.2. Seal. The common or corporate seal of the PCA shall be round and shall bear the name of the PCA and the year of its incorporation.

15.3. No Private Inurement. No part of the income of the PCA shall inure to the benefit of any Director or officer of the PCA, or any private individual (except that reasonable compensation may be paid for services rendered to or for the PCA), and no Director or officer of the PCA or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the PCA.

15.4. Interpretation. For purposes of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

Adopted and made effective this ___ day of _____ by the Membership of the Palisades Citizens Association (under its tradename, the Palisades Community Association)

Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE PALISADES CITIZENS ASSOCIATION, INC.
(A District of Columbia Nonprofit Corporation)**

**(Duly Adopted Pursuant to Sections 29-408.01 – 29-408.09 of the
District of Columbia Nonprofit Corporation Act of 2010)**

The Articles of Incorporation of The Palisades Citizens Association, Inc. having been originally adopted on January 3, 1958, are hereby amended and restated in their entirety as follows:

FIRST: The name of the corporation is The Palisades Citizens Association, Inc. (the "Corporation"). (*Unamended*). Notwithstanding this name, the Corporation prefers to be referred to as "The Palisades Community Association", its registered tradename.

SECOND: The Corporation shall be a nonprofit corporation under the District of Columbia Nonprofit Corporation Act of 2010, codified in D.C. Code Title 29 Chapter 4 (the "Act"). It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, nor shall inure to the benefit of, any Director or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution.

THIRD: The name and street address of the Corporation's registered agent in the District of Columbia is: Anne Ourand, 5152 Fulton Street, N.W., Washington, D.C. 20016.

FOURTH: The Corporation shall have members; the rights, qualifications, criteria, and responsibilities of which, including voting rights, shall be set forth in the Corporation's Bylaws.

FIFTH: The Corporation shall be organized and operated exclusively for the non-profit purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are:

General Purposes

The Corporation is organized under the Act as a nonprofit corporation and shall operate as a social welfare for the purpose of bringing about civic betterments and social improvements within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended and its regulations as they now exist, or as they may hereafter be amended (the "Code"). To the extent consistent with the Act and Section 501(c)(4) of the Code and applicable law, the

Corporation may engage in any lawful act or activity for which corporations may be so organized.

Specific Purposes

The specific purposes for which the Corporation is organized, administered and operated are to: (1) advance and promote the public interests of the Palisades (the definition of which, the Palisades, shall be defined in the Bylaws) both as a distinct neighborhood and as part and parcel of the District of Columbia; (2) create and build a strong, cohesive, inclusive, connected, and neighborly Palisades community and (3) further the social welfare goals, mission, and objectives of the Palisades Community Association..

SIXTH: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the District of Columbia upon nonprofit corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in these Amended and Restated Articles of Incorporation (“Articles of Incorporation”), whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the express limitations contained in these Articles of Incorporation or with the Corporation’s nonprofit purposes or are not permitted to be carried on by a corporation described in Section 501(c)(4) of the Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

SEVENTH: All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of its Board of Directors. Provisions for the regulation of the internal affairs of the Corporation shall be provided for in the Bylaws. The Bylaws shall also prescribe the number, terms of office, qualifications (if any) and manner of election of Directors, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe and as shall not be inconsistent with the provisions of these Articles of Incorporation. Notwithstanding the foregoing or any provision of the Bylaws to the contrary, the minimum number of Directors shall not be less than three (3).

EIGHTH: Upon the dissolution of the Corporation or the winding up of its affairs, its remaining assets after satisfaction of its liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(4) of the Code, or as determined by the Board be distributed to recognized charitable organizations which are exempt from federal income tax under Section 501(c)(3) of the Code, or to the federal government or a state or local government, for a public purpose as permitted by Section 501(c)(4) of the Code and the Act, as the Board shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes,

or to such organization or organizations as said court shall determine are organized and operated expressly for such purposes.

NINTH: (a) To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, any person who is or was a Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty as a Director in an amount that exceeds the compensation, if any, received by the Director for serving the Corporation during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the Director, (ii) enable the Director, directly or indirectly, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors of the Corporation shall not, with respect to a person who is or was a Director, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was a Director provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, District of Columbia law as in effect on the effective date of the adoption of these Articles of Incorporation and as thereafter amended.

TENTH: (a) To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, the Corporation shall provide its Directors with the full amount of indemnification that the Corporation is permitted to provide. In furtherance of the foregoing, the Corporation shall indemnify its Directors against liability to any person for any action taken, or any failure to take any action, as a Director, except liability that (i) involved a knowing and culpable violation of law by the Director, (ii) enabled the Director, directly or indirectly, to receive an improper personal economic gain, (iii) showed a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

(b) The Corporation shall indemnify and advance expenses to each officer, employee or agent of the Corporation who is not a Director, or who is a Director but is made a party to a proceeding in his or her capacity solely as an officer, employee or agent, to the same extent as the Corporation is permitted to provide the same to a Director, and may indemnify and advance expenses to such persons to the extent permitted by Sections 29-406.50, et. seq., of the Act. The Corporation is authorized to purchase and/or maintain insurance on

behalf of any Director, officer, employee or agent of the Corporation against liability pursuant to Section 29-406.57 of the Act.

(c) Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Director, officer employee or agent against any excise taxes assessed against such person under Section 4958 of the Code.

ELEVENTH: Reference in these Articles of Incorporation to a provision of the Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Articles of Incorporation to a provision of the Act or any provision of District of Columbia law set forth in the Act is to such provision of the District of Columbia Nonprofit Corporation Act of 2010, codified in D.C. Code Title 29 Chapter 4, as amended, or the corresponding provision(s) of any subsequent District of Columbia law.

TWELFTH: Directors Name & Address:

Jessica Davis
5404 Macomb Street, N.W.
Washington, D.C. 20016

Jennifer Wieroniey
5408 Galena Place, N.W.
Washington, D.C. 20016

Kate Kegan
5142 Cathedral Ave NW
Washington DC 20016

Casey Denoyer
4800 W St NW
Washington, DC 20007

Ali Kinnahan
5001 Cathedral Ave NW
Washington, DC 20016

Karen Schaar Whale
5428 Hawthorne Pl NW
Washington, DC 20016

Tricia Duncan
5109 Klingle St. NW
Washington, DC 20016

THIRTEENTH: Beneficial Owners. The names and addresses of each person (member, manager, officer, director, shareholder, partner, trustee, etc.) that has interest or control over this entity are the Directors as follows:

Jessica Davis
5404 Macomb Street, N.W.
Washington, D.C. 20016

Jennifer Wieroniey
5408 Galena Place, N.W.
Washington, D.C. 20016

Kate Kegan
5142 Cathedral Ave NW
Washington DC 20016

Casey Denoyer
4800 W St NW
Washington, DC 20007

Ali Kinnahan
5001 Cathedral Ave NW
Washington, DC 20016

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Washington, DC 20016

Tricia Duncan
5109 Klingle St. NW
Washington, DC 20016

Palisades Citizens Association d/b/a Palisades Community Association

Budget Overview: Budget_FY26_P&L - FY26 P&L

October 2025 - September 2026

	TOTAL
Revenue	
1200 Conduit Advertising Revenue	500.00
1400 Event Sponsorship	14,000.00
1600 Farmers Market Vendor Dues	58,000.00
2000 July 4th Celebration	
2001 Sponsors	13,600.00
2002 T-shirt Sales	18,000.00
Total 2000 July 4th Celebration	31,600.00
2100 Membership	
2101 Business Memberships	13,600.00
2102 Resident Dues	25,000.00
Total 2100 Membership	38,600.00
2300 Palisades Store	500.00
2400 PALtoberfest	7,000.00
3600 Dog Park	1,000.00
Total Revenue	\$151,200.00
GROSS PROFIT	\$151,200.00
Expenditures	
5200 Bank Charges	200.00
5300 Civic Activity	500.00
5500 Community Events	11,500.00
5800 Environment Committee	250.00
5900 Farmer's Market	32,000.00
6100 General and Admin Expenses	1,500.00
6200 Insurance	3,500.00
6500 July 4 Celebration	34,000.00
6501 July 4th T Shirt	8,500.00
Total 6500 July 4 Celebration	42,500.00
6600 Legal & Professional Fees	
6601 Legal	2,000.00
6602 Professional Fees	33,792.00
6603 Tax Preparation	2,000.00
Total 6600 Legal & Professional Fees	37,792.00
6900 Meetings	500.00
7000 Membership Expenses	500.00
7100 Newsletter	9,000.00
7300 Palisades Park and Trails	2,500.00
7500 PALtoberfest Expenses	3,500.00
8100 Social Media	250.00
9100 Volunteer Engagement	300.00
9200 Website	700.00
Total Expenditures	\$146,992.00
NET OPERATING REVENUE	\$4,208.00

Palisades Citizens Association d/b/a Palisades Community Association

Budget Overview: Budget_FY26_P&L - FY26 P&L

October 2025 - September 2026

	TOTAL
Other Revenue	
9400 Interest Earned	500.00
Total Other Revenue	\$500.00
NET OTHER REVENUE	\$500.00
NET REVENUE	\$4,708.00