

First Amendment to the Bylaws of Dupont Circle Village Project, Inc.

Adopted June 29, 2009

WHEREAS, the original Bylaws of Dupont Circle Village Project, Inc. were adopted on October 7, 2008; and

WHEREAS, certain details and requirements regarding the nomination and terms of the individual directors of the Board of Directors ("Board") and succession of the officers were not included; and

WHEREAS, as the Board desires to specifically set out these details and requirements, it wishes to amend the Bylaws;

THEREFORE, the following Article and Section are amended as follows:

1. Under Article IV, Section 1, "The directors shall be elected at the annual meeting of the Board of Directors, and each director elected shall hold office until the next succeeding annual meeting or until his successor is elected and shall qualify" is amended as follows: "Each director shall serve a term of 3 years and the terms of the board members will be staggered so that one-third of members shall be elected at the annual meeting of the Board of Directors and each director elected shall hold office for their term or until his successor is elected and shall qualify".
2. The following subsection under Section 1 shall be added:
  - a. Nomination of Directors
    - i. 45 days before the annual meeting each year, the Board of Directors shall appoint a nominating committee consisting of three Active members of the Association. The committee shall make the nominations for Directors at the August meeting of the Board of Directors prior to the annual meeting. Nominations may also be made from the floor at the same meeting.
    - ii. To be nominated for the Board of Directors a person must be an Active member for at least one year prior to the election as of January 2011 and shall not owe dues in arrears.
    - iii. Nominations in any other manner shall not be considered.
3. Under Article VI, Section 6 states that the Vice President "shall in the absence of the President or in the event of his or her disability, perform the duties and exercise the powers of the President" is hereby amended as follows: "shall in the absence or vacancy of the President due to health, resignation, disability or other reason which would not allow his or her return to office, and until an election at the next annual meeting, perform the duties and exercise the powers of the President"

SECRETARY'S CERTIFICATE

I, Abigail Wiebenson, Secretary of Dupont Circle Village, INC., a District of Columbia nonprofit corporation, DO HEREBY CERTIFY, that the foregoing is a true and correct copy of the First Amendment of the Corporation's Bylaws as adopted by the Board of Directors of the Corporation on June 29, 2009.

IN WITNESS WHEREOF, I have hereunto set my hand this 29<sup>th</sup> day of June, 2009

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Abigail Wiebenson, Secretary