

**BYLAWS
OF
NOMA IMPROVEMENT ASSOCIATION**

Article I.

Name

The name of the corporation is: NoMa Improvement Association (the "Corporation").

Article II.

Purposes of the Corporation

The Corporation has been organized under the District of Columbia Nonprofit Corporation Act to operate exclusively to promote the common business and community interests of certain property owners and commercial tenants located in the area described as the NoMa Business Improvement District Area ("the NoMa BID Area") as defined in the Business Improvement District Act of 1996, as amended, set forth at Section 2-1215.01 *et seq.* of the D.C. Official Code, (the "BID Act") which includes all of the non-exempt real properties included in that area described on the NoMa BID Area Map (attached) and such additional area as may be added pursuant to the BID Act, and for such other purposes as are set forth in the Corporation's Articles of Incorporation.

Article III.

Offices and Registered Agent

Section A. **Offices.** The Corporation shall continuously maintain in the District of Columbia a registered office at such place as may be designated by the Board of Directors. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), within the District of Columbia, as may be designated by the Board of Directors.

Section B. **Agent.** The Corporation shall continuously maintain within the District of Columbia a registered agent, which agent shall be designated by the Board of Directors.

Section C. **Changes.** Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act and as provided in these Bylaws.

Article IV.

Board of Directors

Section A. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation, the BID Act or the District of Columbia Nonprofit Corporation Act which are necessary or convenient to carry out the purposes of the Corporation.

Section B. Composition of the Board of Directors.

1. The number of Directors constituting the Board of Directors shall be fixed by resolution of the Board of Directors, but shall not be fewer than nine (9) or more than fifteen (15).

2. Until one hundred-twenty (120) days after the Corporation becomes registered as a "BID corporation," as defined in the BID Act, or such earlier time as may be provided by resolution of the Board of Directors, the entire Board of Directors shall consist of the five (5) Directors constituting the initial Board of Directors, as set forth in Article THIRTEENTH of the Articles of Incorporation, or such larger number of Directors as the initial Board of Directors may designate; thereafter, the entire Board of Directors shall be comprised of such number of Directors that may be specified by resolution of the Board of Directors and shall be classified with respect to the time for which the Directors shall severally hold office by dividing the Directors into three classes, each of which shall contain the same number of Directors (if necessary, one (1) class may contain one (1) more or one (1) less director than the other two (2) classes). Directors shall be elected by the Members.

3. The first election of Directors by the Members shall be held within one hundred-twenty (120) days of the date upon which the Mayor registers the Corporation as a BID corporation pursuant to the BID Act, and the Directors elected at such election shall take office as soon as practicable thereafter, or at such other time as may be specified by resolution of the Board of Directors. Subsequent elections shall be held annually. Elections of Directors shall be held in the following manner:

(a) The Executive Committee of the Board of Directors shall appoint a nominating committee, which shall nominate a slate of candidates for each annual election. Members may nominate additional candidates at the meeting called for the purpose of electing Directors. Members and persons other than Members are eligible to become Directors.

(b) Prior to the first election of Directors, the nominating committee shall nominate three slates of candidates: one (1) slate to serve as the first class of Directors for the term of three (3) years; one (1) slate to serve as the second class of Directors for the term of two (2) years and one (1) slate to serve as the third class of Directors or the term of one (1) year. At the first election of Directors, the Members shall hold a separate election to elect each class of Directors.

(c) At each annual election of Directors thereafter, the successors to the class of Directors whose term shall expire that year shall be elected for the term of three (3) years, so that the term of office of one (1) class of Directors shall expire in each year.

(d) For each election of Directors, each Member may cast no more than their total number of votes for any one (1) candidate. Directors shall not be elected through cumulative voting.

(e) Each Director elected by the Members shall serve until his or her successor is elected, or until his or her earlier death, resignation or removal in accordance with these Bylaws.

4. Any vacancy on the Board of Directors arising from the death, resignation or removal in accordance with these Bylaws of a Director may be filled by the affirmative vote of a majority of the remaining Directors in office (even though less than a quorum of the Board of Directors). Any Director chosen to fill such a vacancy shall serve until the next election by the Members. If, at any meeting of Members, Directors or more than one (1) class are to be elected because of a vacancy or vacancies, each class of Directors to be elected at the meeting shall be elected in a separate election. An increase in the number of Directors may be effected by the affirmative vote of a majority of Directors in office, which seats shall be filled in accordance with these Bylaws by vote of the Members at the next duly called special or regular meeting of the Members.

5. A Director may resign at any time by giving notice thereof in writing to the Chairman of the Board.

6. A Director may be removed by a two-thirds vote of the other Directors in office, only for cause. The loss of employment or affiliation with a member institution or member organization or the failure to meet the qualifications for Directors as set forth in the BID Act may constitute cause.

7. A Director who loses his or her employment or affiliation with a member institution or member organization or otherwise fails to meet the qualifications for Directors set forth in the BID Act shall promptly notify the Board of Directors in writing.

8. The Board of Directors, at its first regular meeting, and annually thereafter, shall elect, by majority vote, one (1) Director as Chairman of the Board and one (1) Director as Vice-Chairman of the Board, each to serve for a term of one (1) year. The Chairman of the Board shall preside at all meetings of the Board of Directors at which he or she is present, and shall perform such other duties as may be required of them by the Board of Directors. The Vice-Chairman of the Board, in the absence of the Chairman of the Board, shall preside at its meetings and each shall perform such other duties as may be required by the Board of Directors.

Section C. Meetings of the Board of Directors.

1. Regular meetings of the Board of Directors shall be held quarterly. Special meetings shall be called at the discretion of the Chairman of the Board or at the request of one-third (1/3) of the Directors in office. The second quarterly meeting of the Board of Directors in each fiscal year shall constitute its annual meeting.

2. The time and place of all meetings of the Board of Directors shall be designated by the Chairman of the Board. The meetings may be held within or without the District of Columbia.

3. At least ten (10) business days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of five (5) business days. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting, but, except as otherwise provided in the BID Act, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director or mailed (including the sending of a telegram, telecopy or electronic mail) to his or her business address if such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with and with postage prepaid thereon. If such notice is given by telegram, it shall be deemed delivered when the content of the telegram is delivered to the telegraph company. If such notice is given by telecopy, it shall be deemed delivered when transmission is confirmed by the senders telecopy device. If such notice is given by electronic mail, it shall be deemed delivered when receipt is confirmed by the intended recipient. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

4. Members shall be provided with reasonable notice of regular and special meetings of the Board of Directors. In the case of a regular meeting of the Board of Directors, publication of an annual schedule of regular meetings of the Board of Directors in a BID newsletter shall constitute reasonable notice to Members. In the case of a special meeting of the Board of Directors, the posting at the Corporation's office of a copy of the notice sent to Directors of such special meeting of the Board of Directors shall constitute reasonable notice to Members.

5. Any meeting of the Board of Directors may be adjourned to another time without further notice other than by announcement at the meeting at which such adjournment is taken.

6. One-third (1/3) of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that, if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time, without further notice. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum is present. Notwithstanding the foregoing, the Board of Directors may decide to amend the Bylaws, BID plan, as defined in the BID Act, and BID tax, as defined in the BID Act, only by a two-thirds vote of the Directors in office, at a meeting called for such purpose, subject to ratification of any such amendment by a majority vote of the members of the Board present and voting at a regularly scheduled meeting at which a quorum is present.

7. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all of the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

8. Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

9. All meetings of the Board of Directors shall be open to all Members of the Corporation. Minutes of Board of Director's meetings shall be made reasonably available to all Members, the Mayor and the District of Columbia Council.

Section D. Directors' Ethics and Conflict of Interest Standards.

Any director, individual, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its stock or otherwise, may be a party to, or be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be affected or invalidated because of such relationship or interest; provided, however, that in the event that a director, or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director, is so interested, such fact shall be disclosed or shall have been known to a majority of the Board of Directors of the Corporation. Any director of the Corporation who is also director or officer of or interested in such other corporation, association or firm may not be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may not vote thereat to authorize, ratify, or confirm any such contract or transaction.

Section E. Compensation of Directors. No director shall be paid for attendance at any regular or special meeting of the Board of Directors or be paid a salary as a director, but may be reimbursed for actual and reasonable out-of-pocket expenses incurred in the performance of such director's duties in connection with the BID.

Article V.

Committees

Section A. Executive Committee. By a majority vote of the Directors in office, the Board of Directors shall designate an Executive Committee consisting of at least five (5) Directors, of whom shall be the Chairman of the Board, who shall also preside over the Executive Committee. The other Members of the Executive Committee shall be the Vice-

Chairman of the Board, the Secretary, the Treasurer and the immediate former Chairman of the Board, if such person is still a Director. The Chairman of the Board may designate one (1) or more additional Directors as Members of the Executive Committee. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the Corporation, including the power to authorize the seal of the Corporation to be affixed to all papers that may require it. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies of Chairman of the Board designees in the Executive Committee shall be filled by the Chairman of the Board.

Section B. Other Committees. The Board of Directors may create other committee(s) consisting of Directors or other persons, which committee(s) shall have such authority as the Board of Directors may by law direct.

Section C. Attendance by the President. The President shall be entitled to participate in meetings of the Board of Directors, the Executive Committee and all other committees, except portions of meetings in which the Board of Directors or such other committee discusses matters concerning the President. The President shall not be entitled to vote in his or her capacity as President.

Article VI.

Officers.

Section A. The Officers of the Corporation shall be a President, a Secretary, a Treasurer and such other Officers as may from time to time be deemed advisable by the Board of Directors. Officers shall be chosen by the Board of Directors. The Secretary and Treasurer must be chosen from among the pool of Directors. Any two or more offices may be held by the same individual, except for the offices of President and Secretary. The Executive Director of the Corporation shall serve as President. The Board of Directors shall select the Executive Director. If at any time the position of Executive Director shall become vacant, the Executive Committee shall designate an Acting Executive Director. During any period in which the position of Executive Director is temporarily vacant, the Chairman shall temporarily serve as President of the Corporation.

Section B. All of the Officers of the Corporation, except for the President, shall hold their offices for one (1) year terms, to which they may be re-elected annually, and shall exercise such powers, and perform such other duties as shall be determined from time to time by the Board of Directors. The President shall serve until termination of his or her employment as Executive Director.

Section C. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer of the Corporation, except for the President, may be removed by two-thirds of the Directors in office, only for cause. The President of the Corporation may be removed, with or without cause, by affirmative vote of two-thirds of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section D. The President, Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section E. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws, or as provided pursuant to these Bylaws or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by such offices.

Section F. The President. The President shall be the president and chief operating officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors.

Section G. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section H. The Treasurer.

1. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

2. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

Section I. Compensation of Officers. No Officer shall be paid any salary or other remuneration for serving as such, but may be reimbursed for actual and reasonable out-of-pocket expenses incurred in the performance of such Officer's duties in connection with the BID, except

that the Executive Director while serving as President shall receive such compensation as may be approved by the Board of Directors from time to time and an Officer who also serves as the managing agent may receive compensation.

Article VII.

Managing Agent.

Section A. The Corporation may have a "Managing Agent," as described in the BID Act. The managing agent shall be hired by the Board of Directors and may perform any or all of the Board of Directors' non-fiduciary duties. The managing agent shall not be a BID member or an affiliate of a BID member, but may be a property manager or asset manager of one (1) or more of the properties located in the BID.

Article VIII.

Members.

Section A. The Corporation is a Membership corporation. Persons are eligible for Membership and the classes of membership are defined as set out in Article FOURTH of the Corporation's Articles of Incorporation.

Section B. A Member may exercise its right to vote by completing such application form, if any, as the Board of Directors may provide and by delivering such form to the Secretary or such other Officer or agent as the Board of Directors may provide.

Section C. Members shall have voting rights with respect to election of Directors and such other matters as may be provided in these Bylaws or as the Board of Directors may designate from time to time as follows:

1. Each owner of improved and unimproved real property, located within the NoMa BID area, that is non-exempt as provided pursuant to Section 2-1215.02, of the Official D.C. Code (including Commercial Owners and Residential Owners as defined in Article FOURTH of the Articles of Incorporation), shall have one (1) vote for each \$100,000 of the previous year's property assessed value (e.g. fiscal year 2006 – 2007 assessed value will be based on the 2005-2006 assessment) as established by the D.C. Office of Tax and Revenue, or any successor agency. The votes of owners of non-exempt property that is part of a condominium association or homeowner's association shall be cast collectively by a single representative of the condominium association or homeowner's association.
2. Each commercial tenant in the BID area ("Business Owners") shall have one (1) vote for every five thousand (5,000) rentable square feet of leased property. Business owners shall be required to produce a lease as proof of occupancy.

3. Each owner who becomes a Member of the BID by voluntarily making payments to the BID pursuant to § 2-1215.21 of the BID Act, shall have votes determined multiplying the amount of contribution voluntarily paid to the BID in lieu of a BID tax by the rate of the BID tax such Member would be required to pay if such Member's property was non-exempt.

Section D. In no case shall the total number of votes assigned to any one (1) Member or to any number of Members under common control exceed thirty-three and one third (33-1/3) percent of the total number of votes which may be cast.

Section E. The Secretary shall maintain a current record of Members and shall maintain a record of persons entitled to represent member organizations at meetings and for purposes of casting such Members' votes.

Section F. The Corporation shall hold an annual meeting of Members, and may hold such other regular meetings of Members as may be deemed desirable by the Board of Directors, each upon notice of at least twenty-one (21) days, at such times and places as are designated by the Board of Directors. A special meeting of the Members may also be called by the Board of Directors, or on request of twenty-five 25 percent (25%) of the Members, upon at least seven days notice. The Secretary shall give notice of meetings by first class mail (or by hand delivery if the Secretary certifies in writing that such notice was delivered) or by telecopy to all Members of record (as defined by the BID Act) at the address of their properties or such other address they provide. A quorum at meetings of Members shall be constituted by Members having ten percent (10%) of the number of votes entitled to be cast, represented in person. Any matter for decision by the Members may be determined by majority vote of the Members present in person at a meeting at which a quorum is present.

Section G. Members shall vote in person. An organization that is a Member shall vote through its designated representative who shall appear in person to cast such Member's votes.

Section H. No Member may vote at any meeting of the Members if at the time of such meeting such Member shall be delinquent by more than sixty (60) days in payment of any financial obligation to the Corporation.

Article IX.

Indemnification.

Section A. The Corporation does hereby indemnify to the maximum extent legally permissible (but only to the extent of the Corporation's assets without recourse to any Member) any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding (other than an action by or on behalf of the Corporation) which action, suit or proceeding arises out of or relates to any claim, issue or matter involving or affecting the Corporation, by reason of the fact that such party is or was a Director, Officer, or Member, an affiliate of any Director, Officer, or Member, or is or was serving at the request of

the Corporation as a Shareholder, Officer, Director, Employee, Agent, or Advisor of another Partnership, Corporation, Joint Venture, Trust, or other Enterprise, against all expenses, including attorney fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such party in connection with such action, suit, or proceeding, so long as such party acted in good faith in a manner reasonably believed to be in or not opposed to the best interest of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which a party has been adjudged to be liable for fraudulent, willful, or wanton conduct or misconduct, breach of the BID instruments, or gross negligence, or with respect to any criminal action or proceeding.

Section B. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which are provided under any agreement, vote of the Board of Directors or otherwise.

Article X.

Amendments.

Section A. Initial Amendment of Bylaws. Within one hundred and twenty (120) days of the Mayor's registration of the Corporation as a BID corporation pursuant to the BID Act, or such earlier time as may be provided by resolution of the Board of Directors, the Members shall, at a meeting called by the Board of Directors for such purpose, vote to ratify or to adopt amendments to the initial Bylaws. Members shall have the opportunity to propose amendments to the initial Bylaws by submitting proposals to the Board of Directors in writing at least fifteen (15) days prior to the date on which the meeting of Members will be held for the purpose of voting on such proposed amendments.

Section B. Amendment of Bylaws. After the Members have had the opportunity provided by Section A of this Article X to ratify or adopt amendments to the initial Bylaws, the Bylaws may be altered, amended or repealed, or new Bylaws may be adopted only by a two-thirds (2/3) vote of the Directors in office at a meeting called for such purposes, subject to ratification of any such amendment by a majority vote of Members at a regularly scheduled meeting.

Section C. Amendment of Articles of Incorporation.

The Articles of Incorporation may be altered or amended, or new Articles of Incorporation adopted, at any meeting of the Board of Directors, by a two-thirds vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

Section D. Severability. Every provision of these Bylaws is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of any other terms or provisions of these Bylaws.

Article XI.

BID Taxes.

Section A. The BID tax, as defined in the BID Act, shall be as is set forth in Section 2-1215 the BID Act.

Section B. The amount and method of allocation of the BID tax may be amended once annually by a two-thirds (2/3) vote of the Directors in office, at a meeting called for such purpose, subject to ratification of any such amendment by a majority vote of Members present and voting at a regularly scheduled meeting at which a quorum is present.

Article X.

Miscellaneous Provisions.

Section A. Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon the words "NoMa Improvement Association," "District of Columbia" and "Corporate Seal."

Section B. Checks. All checks drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section C. Fiscal Year. The fiscal year of the Corporation shall coincide with the fiscal year of the District of Columbia.

Section D. Dispute Resolution. Any disputes arising with respect to any charge under the BID Act or any activity conducted by the BID shall be resolved through mediation, or, if mediation is unsuccessful, arbitration. The Board of Directors shall, when necessary, adopt procedures through which the BID will participate in such mediation or arbitration.