

Amendment to the NoMa BID Bylaws to Allow a Virtual Annual Meeting

Due to the challenges to large events and gatherings posed by both the novel coronavirus pandemic and the District's response to it, in March the BID President and Board of Directors made the decision to host this year's Annual Meeting as a "virtual" event, meaning that it would be held via an online platform, with Members connecting to the event using computers and phones to view and participate.

After reviewing the BID's bylaws, however, it was determined that virtual attendance by Members at the Annual Meeting was not supported.

To rectify this, at the Executive Committee meeting on May 19, 2020, an amendment was proposed to Article VIII, Section F of the Bylaws, and approved for recommendation to the full Board. The Board then subsequently approved the amendment on June 11, 2020 for ratification by the Membership of the NoMa BID.

Section F of the NoMa BID Bylaws will be amended to read as follows, with the new language highlighted in yellow:

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 airmail (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, **or participating through a digital meeting platform that can record the meeting and which allows Members to see and hear speakers and provide comments verbally and/or in writing.**

Upon ratification by the Membership, this amendment would be in effect retroactive to the beginning of the Annual Meeting.