

Claridge House Cooperative  
Amendments To Bylaws

SECTION AFFECTED	DATE	BY WHOM
Article II, §1 (§3.1) Article II, §8(a) (§9.1)	March 13, 1980	Board of Directors
§13.2	November 15, 1981	Board of directors
§20	March 19, 1981	Shareholders
§12.1 & §20	October 16, 1995	Shareholders on Board

THE CLARIDGE HOUSE COOPERATIVE, INC.  
ACTION BY DIRECTORS WITHOUT MEETING

Pursuant to Section 141 (f) of the Delaware Cooperation law, the undersigned, being all of the Directors of The Claridge house Cooperative, Inc., a Delaware corporation qualified to transact business in the District of Columbia (the "Cooperative"), hereby consent in writing to the following actions in lieu of a meeting:

RESOLVED: That Article II, Section 1 of the By-Laws of the Cooperative be amended to read in its entirety as follows:

Section 1. Annual Meetings. The annual meeting of the shareholders of the Corporation shall be held at the principal office of the Corporation or at such other place as the Board of Directors may select, on the third Thursday in March of each year, if not a legal holiday, or, if a legal holiday, then on the next succeeding day which is not a legal holiday, for the purpose of electing directors and transacting such other business as may properly come before the meeting. The first annual meeting of the shareholders following the adoption of these By-Laws shall be held in the year 1980.

RESOLVED: That Article II, Section 8, subparagraph (a) of the By-Laws of the Cooperative shall be amended so as to read in its entirety as follows:

Section 8. Quorum.

(a) Except as otherwise provided herein, or by statute, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), at all meetings of shareholders of the Corporation, the presence in person or by proxy of shareholders holding of record 400,000 shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business.

RESOLVED: That the Cooperative shall keep a list of the registered pledgees for the shares of stock pertaining to each apartment and garage unit in the buildings.

RESOLVED: That this Action by Directors Without Meeting be inserted in the Minutes Book of the Cooperative.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the 13th day of March, 1980.

Stuart A. Bernstein

John J. Mason

Rebecca B. Preminger  
MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF THE CLARIDGE HOUSE COOPERATIVE, INC.

November 15, 1981

Present: James Tavares, Donna Beloff, Walter Bennett, Stanley Bloyer, Jane Roemer, Henry Rose

1. James Tavares called the meeting to order at 6:30 p.m.

2. On motion duly made and seconded, and after discussion of the merits, the Board unanimously adopted the following resolution amending the By-Laws of the Cooperative Corporation:

RESOLVED, as deemed and declared advisable by the Board of Directors of the Cooperative Corporation, at a Special Meeting of the Board of Directors duly convened in compliance with the provisions of the By-Laws and held on November 15, 1981, that Section 13.2 of the By-Laws of the Cooperative Corporation be amended to read as follows:

13.2 Except for the contracts in effect at the time the corporation acquires the property located at 940-950 Twenty-Fifth Street, N.W., and except for a capital expenditure project which in the judgement of the Board of Directors is of such overriding urgency and importance that the delay likely involved in the following procedure would seriously endanger the security or healthful environment of the cooperative, and except for capital expenditure projects or contracts for services which have been included into the annual budget of the cooperative as approved by the Board of Directors and presented to the shareholders, the Board of Directors shall not authorize or approve any capital expenditure project or contract for services for a total cost in excess of Fifteen Thousand Dollars (\$15,000.00) until it has (i) obtained written competitive bids on such projects or contracts, (ii) made available to all shareholders pertinent information about such proposed projects or contracts and (iii) arranged for a meeting of shareholders to act upon such subject matters in accordance with the procedure set out in these By-Laws. The majority vote of all shareholders present in person or by proxy and entitled to vote at such meeting by ballot will determine whether to accept or reject such expenditure or contract under consideration. Provided however, that the requirements of this section shall not apply to the authorization and approval of any contract for the management of the Cooperative.

REPORT OF ANNUAL SHAREHOLDERS MEETING, MARCH 19, 1981

Total Number of shares represented by ballots or proxies: 647,601  
tallies of Votes:

Stanley Bloyer - 262, 454

Bernice Friedlander - 253, 566

Jane Roemer - 302, 989

James Tavares - 358, 305

Amendment to By-Laws:

" 20. Vacancies. Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the period ending on the date of the next annual meeting of shareholders by a majority vote of the remaining directors though less than a quorum, unless otherwise provided by law, at any regular meeting or special meeting of the Board of Directors called for that purpose."

For -- 493,690

Against - 78,303

Kathleen M. Griffin, Secretary

## REPORT OF SHAREHOLDERS MEETING CLARIDGE HOUSE BYLAW CHANGE

Total number of shares represented by ballot or proxies: 729,999

Tally of votes:

For: 682,278

Against: 47,721

The following bylaw change that allows only shareholders to serve on the Board of Directors passed this day, October 16, 1995:

That Section 12.1 of the bylaws be amended by substituting "shareholders" for "persons" in Line 6 as follows:

12.1 The Board of Directors shall consist of three (3) persons. The term of the members of the initial Board of Directors shall expire as of the annual meeting of shareholders occurring in 1980. From and after the date of the annual meeting of shareholders occurring in 1980, the Board of Directors shall consist of seven (7) ~~persons~~ shareholders each of whom will serve for a term of three (3) years, except those elected at the 1980 annual meeting, of whom two (2) will serve for a term of two (2) years and two (2) will serve for a term of one (1) years, as determined by lot. Thereafter, at each succeeding annual meeting of shareholders, Directors will be elected for a term of three (3) years to fill the vacancies occurring.

That Section 21 of the Bylaws be amended by deleting in Line 9 "who was a shareholder at the time of his selection as a director" as follows:

21. Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective. With the exception of the initial Board of Directors of the corporation, if any director ~~was a shareholder at the time of his selection as a director~~ ceases to be a shareholder, he shall be deemed to have resigned as a director.

At an Annual meeting of the shareholders on June 26, 1995 and reconvened on October 16, 1995, at which a quorum was present by proxy or in person, the foregoing change in the Corporation's Bylaws was approved by the shareholder's. Said bylaw change is now in full force and effect.

Secretary

October 16, 1995

Strikeovers indicate deleted language; new language is underlined.

BY-LAWS  
OF  
THE CLARIDGE HOUSE COOPERATIVE, INC.

OFFICES

1. The principal office of the corporation shall be located at 940-950 Twenty-Fifth Street, N.W., in the District of Columbia. The corporation may also have such other offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

SHAREHOLDERS

2. Condition of Stock Ownership. Ownership of stock in this corporation shall be limited to persons entering into or becoming assignees of and assuming the obligations under Proprietary Lease agreements with the corporation.

3. Annual and Special Meetings.

3.1. The annual meeting of the shareholders of the corporation shall be held on the fourth Monday in June of each year, if not a legal holiday, or, if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors and transacting such other business as may properly come before the meeting. The first annual meeting of the shareholders following the adoption of these By-Laws shall be held in the year 1980.

3.2 Special meetings of the shareholders may be called at any time by the President, and shall be called by the President or the Secretary at the written request of a majority of the Board of Directors, or request in writing of at least fifteen (15) shareholders. Any such request shall state the purpose or purposes of the proposed meeting.

4. Place of Meeting. Meetings of shareholders shall be held at such a place within the District of Columbia and at such time as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

5. Notices of Meetings.

5.1. Except as otherwise provided by statute written notice of each meeting of shareholders, whether annual or special, stating the purpose for which the meeting is called, and the time when and place where it is to be held, shall be served either personally or by mail upon each shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before such meeting. If mailed, such notice shall be directed to each shareholder at his address as it appears on the stock books or the corporation, unless he shall

have previously filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

5.2. Notice of any meeting need not be given to any person who may become a shareholder of record after the mailing of such notice and prior to the meeting, or to any shareholder who attends such meeting in person or by proxy, or to any shareholder, who, in person or by attorney thereunto authorized, waives notice of any meeting in writing either before or after such meeting. Notice of any adjourned meeting of shareholders need not be given, unless otherwise required by statute.

6. Chairman. At all meetings of the shareholders the President, or, in his absence, a chairman chosen by the President or the Board of Directors, shall preside.

7. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period not to exceed fifteen (15) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of directors may fix in advance a date as the record date for any such determination of shareholders, such date to be not more than fifteen (15) days, and in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders or entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

8. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at each meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. For at least ten (10) days prior to any meeting of shareholders, the voting list shall be available at the corporation's office for examination by any inspection of any shareholder during the whole time of the meeting for the purpose thereof.

9. Quorum.

9.1. Except as otherwise provided herein, or by statute, or in the Articles of Incorporation, at all meetings of shareholders of the corporation, the presence in person or by proxy of shareholders holding of record a majority of the total number of shares of the corporation then issued and outstanding and entitled to vote shall necessary and sufficient to

constitute a quorum for the transaction of any business.

9.2. In the absence of a quorum at any annual or special meeting of shareholders, the shareholders present in person or by proxy, any officer authorized to preside at or act as Secretary of such meeting, may adjourn the meeting from time to time for a period not exceeding twenty (20) days at any one time, until a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.

#### 10. Voting.

10.1. Except as otherwise provided by statute, or by the Articles of Incorporation, at each meeting of shareholders, each holder of record stock of the corporation entitled to vote thereat shall be entitled to one vote for each share of stock held by him and registered in his name on the books of corporation. Voting by shareholders shall be by person or by proxy, demands a vote by written ballot in which case the voting shall be by ballot and each ballot shall state the name of the shareholder voting, the number of shares owned by him, and in addition, the name of the proxy of such ballot if cast by a proxy.

10.2. Except as otherwise provided herein, or by statute, or by the Articles of Incorporation the affirmative vote of those holding record in the aggregate at least a majority of the issued and outstanding shares of stock present in person or by proxy and entitled to vote at a meeting of shareholders with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter.

10.3. Each shareholder entitled to vote may vote by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder himself, or by his attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless the person executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the corporation.

11. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

#### BOARD OF DIRECTORS

#### 12. Number, Election and Term of Office.

12.1. The Board of Directors shall consist of three (3) persons. The term of the members of the initial Board of Directors shall expire as of the annual meeting of shareholders occurring in 1980. From and after the date of the Board of Directors shall consist of seven (7) persons each of whom will serve for a term of three years, except those elected at the 1980 annual meeting, of whom two (2) will serve for a term of two (2) years and two (2) will serve for a term of one (1) years, as determined by lot. Thereafter, at each succeeding annual meeting of shareholders, Directors will be elected for a term of three (3) years to fill the vacancies occurring.

NOTE: SEE AMENDMENT TO 12.1

12.2. At least sixty (60) days before each annual meeting of shareholders, the President shall appoint a Nominating Committee, composed of seven (7) shareholders who shall nominate one or more persons for each anticipated vacancy on the Board of Directors. The names of such nominees shall be mailed or distributed to each shareholder entitled to vote at the annual meeting at such address as appears upon the books of the corporation, at least ten (10) days prior to this annual meeting. Nominations may also be made by any group of fifteen (1%) or more shareholders by submitting in writing, the name of such nominee to the Secretary of the corporation at least thirty (30) days prior to the annual meeting of shareholders, together with an acceptance by such nominee. The name of such nominee will be furnished to shareholders in the same manner and at the same time as those nominated by the Committee, together with the names of the nominators. No person shall be eligible for election to the Board of Directors unless he shall have been so nominated.

12.3. The Secretary shall cause ballots, containing the names of all nominees for election to the Board of Directors, and their manner of nomination, to be printed and distributed at each annual meeting of shareholders. Those nominees receiving the greatest number of votes cast, in person or by proxy, shall be elected to serve on the Board of Directors. In the event two (2) or more nominees receive an equal number of votes their election shall be determined by lot by the presiding officer at the meeting in session.

12.4 Any director elected, or appointed, and any officer of the corporation may be removed for cause, upon majority of the issued and outstanding shares of stock present in person or by proxy and entitled to vote at a special meeting called for such purpose pursuant to By-Law No. 3.

### 13. Duties, Powers and Committees.

13.1 The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the corporation, except as herein provided, or except as may in the Articles of Incorporation or by statute be expressly conferred upon or reserved to the shareholders.

13.2 Except for the contracts in effect at the time the corporation

acquires the property located at 940-950 Twenty-Fifth Street, N.W., and except for a capital expenditure project which in the judgement of the Board of Directors is of such overriding urgency and importance that the delay likely involved in the following procedure would seriously endanger the security or healthful environment of the cooperative, the Board of Directors shall not authorize or approve any capital expenditure project or contract for services for a total cost in excess of Fifteen Thousand Dollars (\$15,000.00) until it has (i) obtained written competitive bids on such projects or contracts, (ii) made available to all shareholders pertinent information about such proposed projects or contracts, and (iii) arranged for a meeting of shareholders to act upon such subject matters in accordance with the procedure set out in these By-Laws. The majority vote of all shareholders present in person or by proxy and entitled to vote at such meeting by ballot will determine whether to accept or reject such expenditure or contract under consideration.

13.3 The Board of Directors may create and appoint committees to assist the directors in the conduct of the corporation's affairs. Each committee so created must have as a member at least one director.

#### 14. Annual and Regular Meetings; Notice.

14.1 A regular annual meeting of the Board of Directors shall be held without notice other than this By-Law immediately following the annual meeting of the shareholders at the place of such annual meeting of shareholders.

14.2 The Board of Directors from time to time may provide by resolution for the holding of other regular meetings of the Board of Directors and may fix the time and notice thereof.

14.3 Notice of any regular meeting of the Board of Directors shall not be required to be given; provided; however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be mailed

promptly to each director who shall not have been present at the meeting at which such action was taken, addressed to him at his residence or usual place of business, unless such notice shall be waived in the manner set forth in By-Law No. 15.3.

#### 15. Special Meetings; Notice.

15.1 Special meetings of the Board of Directors shall be held whenever called by the chief executive officer, or by a majority of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

15.2 Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram

is delivered to the telegraph company. Any 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.

15.3 Notice of any special meeting shall not be required to be given to any director who shall attend such meeting in person or to any director who shall waive notice of such meeting in writing or by telegram, telex, radio or cable, whether before or after the time of such meeting; and any such meeting shall be a legal meeting without any notice thereof having been given if all the directors shall be present thereat. Notice of any adjourned meeting shall not be required to be given.

16. Chairman. At all meetings of the Board of Directors the Chief Executive Officer, or, in his absence, a chairman chosen by the directors, shall preside.

17. Quorum.

17.1 At all meetings of the Board of directors the presence of a majority of the then total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

17.2 A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without further notice, until a quorum shall be present.

18. Manner of Acting.

18.1 At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

18.2 Except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws, the action by a majority of the directors present at any meeting at which a quorum is present shall be the action of the Board of Directors.

19. Action Without a Meeting. Any action that may be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

20. Vacancies. Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors though less than a quorum, unless otherwise provided by law, at any regular meeting or special meeting of the Board of Directors called for that purpose.

21. Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Unless

otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective. With the exception of the initial Board of Directors of the corporation, if any director who was a shareholder at the time of his selection as a director ceases to be a shareholder, he shall be deemed to have resigned as a director.

NOTE: SEE AMENDMENT TO 21.

22. Compensation. No salary or other compensation for services shall be paid to any director of the corporation for services rendered as such, but this shall not preclude any director from performing any other service for the corporation and receiving compensation therefor.

23. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation within two business days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

24. Contracts. Any director, individually, or any enterprise of which any director may be a member or owner, or any corporation or association of which any director may be an officer or director or in which any director may be interested as a holder of any amount of its capital stock or otherwise, may be a party to, or may have a pecuniary or other interest in, any contract or transaction of the corporation, and in the absence of fraud, no such contract or other transaction shall be thereby affected or invalidated; provided, that in case there exists such an interest as aforesaid, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the corporation who is so interested, whether individually or because of his relation to a corporation, association or other enterprise as aforesaid, may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested or a member of an enterprise so interested.

25. Monthly Assessments.

25.1 The Board of Directors shall, from time to time, fix and determined the sum or sums necessary and adequate for continued ownership and operation of the property owned by the corporation, giving due consideration to any income of the corporation from other sources. It shall determine the amounts required for capital items, principal and interest payments on mortgages, deeds of trust, or any other indebtedness, and for operating items, such as taxes, insurance, repairs, and operating expenses, and for reserves it deems appropriate for any of the aforesaid items and other incidental or related expenses. The total monthly requirements, though separately determined as to capital and

operating items, shall be assessed as a single sum against all shareholders, and pro-rated among them, based on the number of shares of capital stock owned by each shareholder of this corporation. Said assessments shall be payable monthly or as otherwise ordered by the Board of Directors. Special assessments, should such be required, shall be levied and paid in the same manner as hereinbefore provided for regular monthly assessments. Any sums which any shareholder may pay and which are used or to be used to meet the cash requirements of the corporation for mortgage amortization payments or any other mortgage principal payments or for any capital improvements or capital expenditures shall not be deemed income to the corporation and shall be credited by the corporation upon its books to an account entitled "Paid-in Surplus".

25.2 In the event that any shareholder fails to pay his monthly assessment, then the remaining shareholders shall pay the deficiency to the corporation pro-rata according to their shares of stock in the corporation; provided, however, that to the extent the corporation recovers the deficiency, the amount so recovered shall, in the manner determined by the Board of Directors, be repaid or otherwise credited to the accounts of shareholders who contributed to pay the deficiency.

26. House Rules. The Board of Directors may, from time to time, adopt and amend such reasonable house rules as it may reasonably deem necessary or desirable in respect to the premises

owned or leased by the corporation for the health, safety and convenience of the shareholders. Copies thereof and of changes therein shall be furnished to each shareholder.

## OFFICERS

### 27. Number, Qualification, Election and Term of Office.

27.1 The officers of the corporation shall consist of a Chairman of the Board (if the Board of Directors so deems advisable and elects), a President (who shall be the Chief Executive Officer and who shall perform the functions of the Chairman of the Board if none be elected), one or more Vice Presidents, a Secretary, a Treasurer and such number of other officers and assistant officers as the Board of Directors may from time to time deem advisable. The Chairman of the Board and the President shall be and remain directors of the corporation during the term of their office. Any other officer may, but is not required to be a director of the corporation. Except as otherwise permitted by law, any two or more offices, except the offices of President and Vice President or President and Secretary, may be held by the same person.

27.2 The officers of the corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meetings of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

27.3 Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election and until his successor shall have been elected and qualified, or until his death, resignation or removal.

28. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors or to the President or the Secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer and the acceptance of such resignation shall not be necessary to make it effective.

29. Removal. Any officer may be removed, either with or without cause, and a successor appointed for the unexpired portion of such officer's term, by the President or by the Board of Directors, except that the officers and agents appointed in accordance with the provisions of By-Law No. 36 may also be removed, either with or without cause, by any superior officer or by an agent upon whom such power of removal shall have been conferred by the Board of Directors.

30. Vacancies.

30.1 A vacancy in any office specifically designated in By-Law No. 27.1 by reason of death, resignation, inability to act, disqualification, or any other cause, shall be filled for the

unexpired portion of the term by vote of the Board of Directors regularly convened at any regular or special meeting.

30.2 A vacancy occurring in any office filled in accordance with By-Law No.36 may be filled by vote of the Board of Directors or by any officer or agent upon whom such power shall have been conferred by the Board of Directors.

31. Chairman of The Board. The Chairman of the Board shall, subject to the direction of the Board of Directors, perform such executive, supervisory and management functions and duties as may be assigned to him from time to time by the Board. He shall, if present, preside at all meetings of the Board of Directors.

32. President. The President shall be the chief executive officer of the corporation and, subject to the direction of the Board of Directors, shall in general supervise and control all of the business, affairs and property of the corporation and shall have general supervision over its officers and agents. He shall, if present, preside at all meetings of the shareholders. In general, he shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

33. Vice President. During the absence or disability of the President, the Vice President, or, if there be more than one, Vice President designated by the Board of Directors as Executive Vice President, shall exercise all the functions of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall have such powers and discharge such duties as may be assigned

to him from time to time by the Board of Directors.

34. Secretary. The Secretary shall: Record all the proceedings of the meetings of the shareholders and Board of Directors in a book to be kept for that purpose; cause all notices to be duly given in accordance with the provisions of these By-Laws and as required by statute; be custodian of the records and of the seal of the corporation and sign and cause such seal to be affixed to all certificates representing stock of the corporation prior to their issuance and to all instruments, the execution of which on behalf of the corporation under its seal shall have been duly authorized in accordance with these By-Laws; and in general perform all duties incident to the office of Secretary and such other duties as are given to him by these By-Laws or as from time to time may be assigned to him by the Board of Directors or the President.

35. Treasurer. The Treasurer shall: Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the corporation; receive and give receipts for moneys and other valuable effects of the corporation to be deposited in the name and to the credit of the corporation in such banks or trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents authorized so to do by the Board of Directors; cause the funds of the corporation to be disbursed by checks or drafts, with such signatures as may be authorized by the Board of Directors; keep the books of account of all the business and transactions of the corporation; and in general, perform all duties incident to the office of Treasurer and such other duties as are given to him by these By-Laws or as from time to time may be assigned to him by the Board of Directors or the President.

36. Subordinate Officers and Agents. The Board of Directors may from time to time appoint such other officers and agents as it may deem necessary or advisable, to hold office for such period, have such authority and perform such duties as the Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.

37. Salaries. No salary or other compensation for services shall be paid to any officer of the corporation for services rendered as such officer, but this shall not preclude an officer of the corporation from performing any other service for the corporation and receiving compensation therefor.

#### PROPRIETARY LEASES

38. Form of Lease. The Board of Directors shall adopt a form of proprietary lease to be used by the corporation for the leasing of all apartments and garage spaces in the apartment building of the corporation (to which shares of the corporation have been allocated) to shareholders. Subject to By-Law Nos. 39 and 48, such proprietary leases shall be on such terms, and shall contain such provisions, conditions and covenants as the Board of Directors may determine. After a proprietary lease in the form so adopted by the Board of Directors shall be executed and delivered by the corporation, all proprietary leases subsequently executed and delivered shall be the same (except with respect to the statement as to the number of shares owned by the lessee), unless variations for

subsequent use are approved by the holders of at least two-thirds (2/3) of the issued and outstanding shares of stock of the corporation.

39. Transfers. Proprietary leases shall be assignable, and each shareholder shall be entitled to sublet such shareholder's apartment unit and/or garage space, subject only to the limitations specified in By-Laws Nos. 47 and 48.

40. Allocation of Shares. The board of Directors shall allocate to each apartment and garage space in the apartment building of the corporation to be leased to shareholders under proprietary leases the number of shares of the corporation that must be owned by the proprietary lessee of such apartment and garage space. At the time such shares are issued, the allocations of shares to each apartment and garage space shall bear a reasonable relationship to the portion of the value of the corporation's equity in the apartment building and the land which is attributable to each such apartment and garage space.

### CAPITAL SHARES

41. Authorization and Rights. No shares of the capital stock of this corporation shall be issued except in connection with the execution by the purchaser and delivery by the corporation of a proprietary lease agreement. The ownership of shares shall entitle the holder thereof to occupy the apartment and garage space or spaces, if any, for the purposes specified in the proprietary lease to which the shares are appurtenant, subject to the provisions, covenants and agreements contained in such proprietary lease.

42. Form and Record of Shares. Certificates of shares of the corporation shall be in the form adopted by the Board of Directors, and shall be signed by the President or Vice President, and by the Secretary or an Assistant Secretary and sealed with the seal of the corporation.

43. Issuance of Certificates. Shares allocated to the apartments and garage spaces shall be issued in an amount specified by the Board of Directors and shall be represented by one or more certificates.

44. Transfers of Shares. Shares of capital stock of the corporation shall be assignable, subject only to the terms of this provision by the By-Law No. 48. Transfers of shares shall be made upon the books of the corporation only by the holder in person or by power of attorney, duly executed and filed with the Secretary of the corporation and on the surrender of the certificate for such shares. No transfer of shares shall be valid as against the corporation, its shareholders and creditors for any purpose until it shall have been entered in the shares ledger, or as required by any then existing applicable provision of law, by an entry stating from whom and to whom transferred. The Board of Directors shall have authority before an assignment of shares takes effect as against the corporation, to fix a reasonable fee to cover actual expenses and attorneys' fees of the corporation in connection with each such proposed assignment, and may direct that such attorneys' fees be paid directly to the attorneys.

45. Legend on Stock Certificates. Unless and until all proprietary leases which

shall have been executed by the corporation shall have been terminated, all certificates representing shares of stock of the corporation shall bear a legend reading as follows:

The rights of any holder of the shares evidenced by this Certificate are subject to the provisions of the Certificate of Incorporation and the By-Laws of The Claridge House Cooperative, Inc., and to all the terms, covenants, conditions and provisions of a certain proprietary lease made between the Corporation, as Lessor, and the person in whose name this Certificate is issued, as Lessee, for an apartment (or garage space) in the premises known as 940-950 Twenty-Fifth Street, N.W., Washington, D.C., which limit and restrict the title and rights of any transferee of such shares and this Certificate. The shares represented by this Certificate are transferable only as an entirety and only to an approved assignee of the aforementioned proprietary lease. Copies of the Certificates of Incorporation, By-Laws and the proprietary lease are on file and available for inspection at the office of the Corporation.

46. Distributions. The shareholders shall not be entitled (either conditionally or unconditionally) to receive any distribution not out of earnings and profits of the corporation, except upon a complete or partial liquidation of the corporation.

#### RULES REGARDING TRANSFERS

47. Subleases. Shareholders shall be entitled to enter into a sublease of their apartment units and/or garage spaces; provided, however, that any such apartment sublease (i) must be for a minimum term (not including renewals) of six (6) months (except that each shareholder shall be entitled to sublease his apartment one time annually without regard to the duration of the sublease) and (ii) must provide that the subtenant shall observe all applicable rules relating to occupancy and use of the building; provided, that the restrictions in By-Law No. 47 (i) Shall not apply to subleases in effect prior to December 31, 1979; provided, further, that subleases of garage spaces may not be made to anyone other than residents of apartments leased by the corporation or shareholders.

48. Assignments. Each shareholder shall be entitled to assign, transfer or otherwise dispose of his interest as a shareholder in this corporation, but only in conformity with the following rules:

48.1 Shares of capital stock and the proprietary lease associated with such shares cannot be separated or otherwise divided and, therefore, can be assigned, transferred or otherwise disposed of only as a single unit.

48.2 Shares of capital stock and an apartment unit proprietary lease associated with such shares shall not be transferred, assigned or otherwise disposed of without the prior written consent of the Board of Directors (or its duly authorized representative), Which consent shall be denied only if the Board of Directors (or its representative) determines that the proposed assignee, if not a natural person, would jeopardize the corporation under Section 216 of the Internal Revenue Code of 1954, as now in effect and as amended from time to time.

48.3 The owner of shares of capital stock and apartment unit proprietary lease associated with such shares must, in connection with the transfer, assignment or otherwise dispose of any shares of capital stock and the garage space proprietary lease associated with such shares which such person may also own either to the transferee of the apartment unit shares and proprietary lease or to an existing shareholder of the corporation; provided, however, that this provision shall not apply to an owner of shares of capital stock and an apartment unit proprietary lease associated with such shares, who after the transfer, assignment or other disposition of such shares, still owns other shares of capital stock and an apartment unit proprietary lease associated with such other shares.

48.4 The shares of capital stock and a garage space proprietary lease associated with such shares may be assigned, transferred or otherwise disposed of, but only if the assignee owns shares of capital stock associated with an apartment unit.

#### REGISTRATION OF PLEDGED SHARES AND PROPRIETARY LEASES

49. The Secretary of the corporation shall maintain a suitable register for the recording of pledged shares and lease may, but is not obligated to, notify the Secretary of the pledge and the terms thereof, furnishing the Secretary with such information as may be required by the Board of Directors. In the event a notice of default is given any shareholder under the provisions of a proprietary lease, a copy of said notice shall likewise be mailed to the registered pledgee. In addition, in the event of the sale by the corporation of its assets, and prior to the distribution of the proceeds thereof to the shareholder, suitable notice shall be given all registered pledgees. No other obligation is accepted or assumed by the corporation with respect to such registration of pledged shares and proprietary leases.

#### SALE OF CORPORATE PROPERTY

50. Upon the sale of all or substantially all of the corporation's property, whether occasioned by voluntary or involuntary disposition thereof, or as a part of the dissolution or winding up affairs of the corporation, all shareholders shall be entitled to share in the net proceeds of sale and in any other property or assets authorized to be distributed. Each shareholder shall be entitled to receive as his share of the distributable assets, the same proportion thereof as the number of shares owned by such shareholder bears to the total number of shares then issued and outstanding, less any sums which the shareholder may owe the corporation and less any unpaid balance certified by any pledgee to be due and owing following notice to the pledgee of the contemplated sale.

#### CONTRACTS, LOANS, CHECKS AND DEPOSITS

51. Contracts. Subject to By-Law No. 13.2 the Board of Directors may authorize any officer or officers, agent or agents, 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.

52. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

53. Checks, Drafts, Etc. All checks, drafts or other 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 such manner as shall from time to time be determined by resolution of the Board of Directors.

54. Deposits. All funds of the corporation not otherwise employed 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 may select.

#### EXECUTION OF INSTRUMENTS

55. All checks, drafts, bills of exchange, acceptances, bonds, endorsements, notes or other obligations or mortgages, indentures, bill of sale, conveyances, endorsements, assignments, transfers, stock powers, or other instruments of transfer, contracts, agreements, dividends or other orders, powers of attorney, proxies, waivers, consents, returns, reports, certificates, demands, notices or documents, and other instruments or rights of any nature may be signed, executed verified, acknowledge and delivered by such persons (whether or not officers, agents or employees of the corporation) and in such manner as from time to time may be determined by the Board of Directors.

#### FISCAL YEAR

56. The fiscal year of the corporation shall be determined by the Board of Directors.

#### CORPORATE SEAL

57. The corporate seal shall be circular in form and shall bear the name of the corporation, the words "Corporate Seal" and words and figures denoting its domicile jurisdiction and year of incorporation, and otherwise shall be in such form as shall be approved from time to time by the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

#### WAIVER OF NOTICE

58. Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Delaware Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## AMENDMENTS

59. These By-Laws may be altered, amended or repealed at any stockholders meeting by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of stock of the corporation, provided, however, that no such amendment shall be made at any special meeting of the stockholders, except upon the unanimous affirmative vote of all shareholders of the corporation unless the notice of such special meeting shall have informed the stockholders that the question of amending By-Laws of the corporation would be considered thereat.