



CHRS CELEBRATING 60 YEARS OF PRESERVATION

# NEWS

www.chrs.org

August 2015

## Special Edition of CHRS News: Bylaws

The CHRS *News* normally goes on hiatus during August, but this year we're mailing a special edition focused on our bylaws. Our existing (2007) bylaws are no longer in compliance with the January 2012 DC Nonprofit Corporation Act (DCNPCA). Since that statute was enacted CHRS has been operating in compliance with it. However, it's time to have our written bylaws match the way we legally operate.

A committee made up of CHRS members Paul Cromwell, Monte Edwards, Gary Peterson, Beth Purcell and Janet Quigley has put together a draft revision for the membership to vote on. In section 44 of the existing bylaws it states that the proposed revisions must be printed in the CHRS *News* prior to a membership meeting at which they will be voted on and that ten members in good standing must sign the proposed revisions.

The ten members who signed these proposed revisions are:

- 1) Nick Alberti
- 2) Patrick Crowley
- 3) Jeff Fletcher
- 4) Lisa Dale Jones
- 5) Undine Nash
- 6) Elizabeth Nelson
- 7) Beth Purcell
- 8) Carl Spier
- 9) Dru Tallant
- 10) Jim Taylor

Our September members meeting (date TBD) will include a discussion and vote on these proposed revisions.

The goals of the revisions are:

- To make only those changes to the 2007 bylaws necessary to comply with the changes in the DCNPCA
- To add conflict of interest rules for directors based on the IRS model conflict of interest rules
- To cover certain topics missing from the 2007 bylaws
- To better organize the bylaws

Because of the many changes needed, the draft amended bylaws comprehensively restate the 2007 bylaws and, if the members approve the amended bylaws, these 2015 bylaws will completely replace the 2007 bylaws. The table beginning on page 2 shows the principal topics covered in the 2015 draft revised bylaws and the related sections in the 2007 bylaws.

Please read the proposed revised bylaws and be ready to vote on them at the September business meeting. ★

The proposed changes to the CHRS bylaws are summarized in the table beginning on page 2.

Please read the proposed revised bylaws and be ready to vote on them at the September CHRS Membership Meeting.

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*Lisa Dale Jones, CHRS President*

*Beth Purcell, Chair*

*Bylaw Revision Committee*

# New CHRS Bylaws: Summary of Proposed Changes

Topic	2015 Draft Revised Bylaws (Article #)	2007 Bylaws (Section #)	Comments
1. CHRS office	I	No provision	New. Standard provision in corporate bylaws.
2. Corporate purposes	II	1, 42, 43	2015: Corporate purposes verbatim from CHRS 1975 articles of incorporation, approved by IRS. 2015: "Capitol Hill Restoration Area" includes all of Capitol Hill, not just the historic district.
3. Members	III	1, 2, 3, 4	2015: Clarifies that members must be adult individuals; allows board to offer free memberships, for example, for new residents, (as under current practice). Adds effective date for member termination or expulsion.
4. Membership meetings	IV	33, 34, 28, 35, 37, 38, 39, 40, 41	2015: Special meetings: Can be called by 5 directors or 10% of members (vs. 2007: 25 members). If CHRS membership fell below 250 members, the 25-member rule for calling special membership meetings would violate DCNPCA's 10% limit. 2015: Membership list of names/ addresses for membership meetings. Adds necessary record date for membership meetings (i.e., members as of X date vote). 2015: To comply with DCNPCA, specifies individual to preside at membership meetings.
5. Officers	V	5, 6, 7, 8, 9, 10, 11, 12, 15, 24, 25, 29,36	2015: Removal of officers (who are also directors) is same rule as for directors (i.e., by vote of members), to comply with DCNPA. 2015: Conflicts of interest policy for directors: new (based on IRS model). 2015: No loans and no compensation for officers: to comply with DCNPCA (and CHRS practice).
6. Board of Directors	VI	13, 14, 16, 17, 18, 19, 20, 25, 39, 41	2015: DCNPCA clarifies that the Board must approve decisions of "advisory committees" (i.e. committees comprised of directors and non-directors) (vs. "Board committees" which are comprised 100% of directors). See e.g., Zoning, Historic Preservation, Election, Endowment Committees. 2015: Allows email notification for board meetings; new, but does not affect rights of members. 2015: Adds notice period for special board meetings. 2015: No loans and no compensation for officers: to comply with DCNPCA (and established CHRS practice). 2015: Adds conflict of interest rules; requires signature of annual form by all directors, committee chairs and members. 2015: Clarifies all directors, committee chairs and committee members must be CHRS members.
7. Election of Officers and Directors	VII	21, 23, 24	2015: Confirms current practice, required by DCNPCA: (1) Board must approve Elections committee's recommendations for slate; (2) Written ballots that must be signed by members.

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# Capitol Hill Restoration Society (CHRS)

## BOARD OF DIRECTORS

President . . . . . Lisa Dale Jones  
First Vice President . . . . . Patrick Crowley  
Second Vice President . . . . . Susan Burgerman  
Secretary . . . . . Adam Apton  
Treasurer . . . . . Gloria Junge  
At Large . . . . . Scott Davis  
At Large . . . . . Jeff Fletcher  
At Large . . . . . Ryan Moody  
At Large . . . . . Susan Oursler  
At Large . . . . . Jim Taylor  
At Large . . . . . Mary Wadleigh  
Immediate Past President . . . . . Janet Quigley

## COMMITTEE CHAIRS

Beyond the Boundaries . . . . . Beth Purcell  
Budget & Administration\* . . . . . Jeff Fletcher  
City Planning\* . . . . . Monte Edwards  
Communications\* . . . . . Vacant  
Community Development\* . . . . . Chuck Burger  
Community Relations\* . . . . . Elizabeth Nelson  
Environment\* . . . . . Greg Holeyman  
Grants . . . . . Larry Pearl  
Historic Preservation\* . . . . . Beth Purcell  
House & Garden Tour\* . . . . . Vacant  
Investments . . . . . John Shages  
Membership\* . . . . . Janet Quigley  
Public Safety\* . . . . . Undine Nash  
Zoning\* . . . . . Gary Peterson

\* Chair is an appointed Board Member

## NEWSLETTER

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To reach any of the above, please contact the Society offices at (202) 543-0425 or via e-mail: CapHRS@aol.com.

## ABOUT CHRS

Capitol Hill is a special place. We promote, preserve, and enhance the character of our historic neighborhoods.

Since its founding in 1955, CHRS has worked continuously to make Capitol Hill the desirable location it has now become. Due to CHRS's efforts, Capitol Hill won designation as a historic district in 1976. Today, that legacy of standing up for the community continues with our work in planning, zoning, historic preservation, and public safety.

CHRS is a volunteer organization, made up of Hill residents who love their historic neighborhoods and want to ensure that the unique character of the Hill is around for future generations. Come join us!

To learn more or join, please visit:  
[www.CHRS.org](http://www.CHRS.org)

# Draft Bylaws (June 17, 2015) of Capitol Hill Restoration Society, Inc.

Adopted \_\_\_\_\_, \_\_\_\_\_ amending and replacing the 2007 bylaws in their entirety

## ARTICLE I. OFFICES

The Capitol Hill Restoration Society, Inc. (hereafter "the Society") shall maintain in Washington, D.C. a registered office, and a registered agent, as required by the D.C. Nonprofit Corporation Act.

## ARTICLE II. PURPOSES

**Section 1. Purposes.** The purposes of the Society are to conduct charitable and educational activities in the Capitol Hill Restoration Area, and specifically:

- A) To support the improvement and preservation of Capitol Hill as a model urban residential area;
- B) To preserve, support, disseminate, and encourage good practices in preserving and restoring buildings and sites on Capitol Hill;
- C) To present the views of its members to other organizations, the public, and governments; and
- D) To engage in lawful activity which may serve the interests of its members.

**Section 2. Capitol Hill Restoration Area defined.** "Capitol Hill Restoration Area" for purposes of these bylaws is defined by the following boundaries: from the Anacostia River, north on South Capitol Street to Independence Avenue, SE, then north on 1<sup>st</sup> Street, NW (including the Capitol grounds), west on 1<sup>st</sup> Street, NW to Louisiana Avenue, NE, then east on Louisiana Avenue, NE to North Capitol Street, north on North Capitol Street to New York Avenue, NE, then east on New York Avenue, NE to Florida Avenue NE, east on Florida Avenue, NE and Benning Road, NE to the Anacostia River.

However, these boundaries shall not be construed to inhibit interest and activity on the part of the Society in the case of areas which would have an adverse effect on the Capitol Hill Restoration Area, nor shall the boundaries be interpreted to inhibit the interest and activity of the Society on behalf of the preservation of sites and buildings in any part of the District of Columbia or elsewhere.

## ARTICLE III. MEMBERS

### Section 1. Single class of members.

The Society shall have a single class of members, who shall be voting members. The qualifications and rights of the members shall be as follows: Any adult individual who has a legitimate interest in the Capitol Hill Restoration Area shall be eligible for membership in the Society. Any adult individual meeting the foregoing criteria may become a member by submitting his or her name, address, and telephone number, (and email address, at the option of the individual) accompanied by payment of one year's dues to the Treasurer. The Board of Directors (hereafter sometimes referred to as "the Board") may waive the payment of dues for a period of up to one year.

**Section 2. Voting.** Each individual member shall be entitled to one vote on each matter submitted to a vote of the members. In a Household membership, each adult has one vote. The maximum number of votes for a Household membership is two (2).

### Section 3. Resignation of a member.

Any member may resign by filing a written resignation with the Secretary. A member who resigns terminates membership.

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Topic	2015 Draft Revised Bylaws (Article #)	2007 Bylaws (Section #)	Comments
8. Debt obligations and personal liability	VIII	No provision	New. Standard provision in corporate bylaws.
9. Fiscal	IX	26, 27, 28, 30, 32	Same
10. Endowment Fund	X	31	Same
11. Books and records	XI	No provision	New. Standard provision in corporate bylaws
12. Seal	XII	No provision	New. Standard provision in corporate bylaws
13. Waiver of notice	XIII	No provision	New. Standard provision in corporate bylaws
14. Compliance with Internal Revenue Code and DCNPCA	XIV	No provision	New. Standard provision in corporate bylaws
15. Amendments to bylaws	XV	44	Maintains current process to amend bylaws.

**Proposed Bylaws, continued from page 3**

**Section 4. Termination of membership.**

Nonpayment of dues automatically terminates membership, effective as of the last day of the period for which dues were paid. A member whose membership is terminated for nonpayment may become a member again, effective on the date when he or she rejoins and pays one year's dues to the Treasurer.

**Section 5. Expulsion of a member.** Any member may be expelled for cause upon the approval of such expulsion by a vote of three-fourths (3/4) of the Board present at any regular meeting of the Board, if a motion for such expulsion has been made and seconded at the regular meeting preceding such Board meeting. The member so recommended for expulsion shall be invited to attend the proceedings, and to speak and present witnesses in his or her behalf. If a member is expelled, that membership is terminated, effective as of the date of the Board meeting when the Board votes to expel the member.

**Section 6. Dues.** Membership dues shall be determined by the Board. No change in the amount of dues may be made except after prior notice to members.

**ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1. Types of membership meetings.** Meetings of members are of two types: regular meetings, (including the annual meeting), and special meetings.

**Section 2. Regular membership meetings and annual membership meeting.** Regular meetings of the members of the Society shall be held quarterly in the fall, winter, spring and summer of each fiscal year. The annual meeting is the summer meeting.

**Section 3. Vote on annual budget at regular fall membership meeting.** The annual budget proposed by the Board shall be reported to and voted on by the members at the regular fall meeting, as described in ARTICLE IX (Fiscal).

**Section 4. Special membership meetings.** Special meetings of the members may be called by the President, or by the written request of five (5) directors, or by not less than ten percent (10%) of the members. The record date for determining members entitled to demand a special membership meeting shall be the date when the first member signs a demand for a special membership meeting. The purposes for which a special meeting is called, the time and place of the meeting shall be stated in the meeting notice. No other business shall transacted at a special meeting.

**Section 5. Place of membership meeting.** The Board may designate any place in the District of Columbia as the place of meeting for any meeting called by the Board. The President, five (5) directors, or members calling a special meeting, may designate any place in the District of Columbia as the place of meeting.

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## **Section 6. Notice of membership meetings.**

**A. Notice of regular membership meetings and annual (summer) membership meeting.** The Board shall designate the time and place of each such meeting and shall give notice of such regular meeting in the Society's newsletter published at least two (2) weeks in advance of such meeting. The annual meeting of the members shall be the regular summer meeting.

**B. Content and delivery of notice of special membership meetings.** Written or printed notice stating the purpose, place, day and hour of any special meeting of members shall be delivered personally, or by mail to each member entitled to vote at such meeting not less than five (5) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to members at their addresses as these appear on the records of the Society, with correct postage thereon prepaid.

**Section 7. Membership list for all membership meetings.** After the record date is fixed for a membership meeting, the Society shall prepare an alphabetical list of the names of all members who are entitled to notice of a membership meeting and to vote at a membership meeting. The list shall show the name, address, and number of votes (one) that each such member is entitled to cast at the membership meeting. The list of members shall be available for inspection by any members, beginning two (2) business days after notice of the meeting is given for which the membership list was prepared, and continuing through the meeting, at the Society's office (or at a place in the District of Columbia identified in the meeting notice). A member or member's agent shall be entitled on written demand, and subject to the requirements of D.C. Code 29.413.02(c), to copy the list, during regular business hours, and at the member's expense,

during the period when it is available for inspection. The Society shall make the membership list available at the membership meeting, and a member or the member's agent shall be entitled to inspect the list at any time during the meeting, or any adjournment.

**Section 8. Quorum for all membership meetings.** Twenty (20) members shall constitute a quorum for the conduct of business.

**Section 9. Voting and record date for all membership meetings.** Only members as of the first day of the month during which the meeting is held may vote at a membership meeting. Any member may challenge the right of any individual to vote. In case of a challenge, the membership records of the Society shall be conclusive.

**Section 10. No proxies.** No member may vote by proxy at any membership meeting.

**Section 11. Procedure at all membership meetings.** The President shall preside at membership meetings. Only members of the Society may take part in Society meetings. However, nonmembers may be granted permission to address the Society at the discretion of the President. Business at membership meetings shall be conducted according to Robert's Rules of Order.

**Section 12. Disclosure of member's conflict of interest.** Any member who speaks at a membership meeting on a subject in which the member has an interest shall inform the members of such interest.

**Section 13. Board consideration of matters referred by members at a membership meeting.**

A. The Board shall consider any issue requested to be brought to it by motion approved at any membership meeting, or by petition of not less than 10 percent (10%) of members. The Board shall report to the membership on actions taken at the next scheduled membership meeting.

B. All resolutions, motions, or other business referred to the Board for action shall be reported on at the next regular membership meeting, unless a longer period is granted. Upon the failure of a committee or the Board to timely report any matter, a majority of the members present at a regular meeting avail themselves of the remedies available to members under the D.C. Nonprofit Corporation Act.

## **ARTICLE V. OFFICERS**

**Section 1. Officers.** The officers of the Society shall be a President, First Vice President, Second Vice President, a Secretary, and a Treasurer. Each officer is elected to a one-year term. No individual may hold more than one office concurrently.

**Section 2. President.** In accordance with the D.C. Nonprofit Corporation Act, the President shall be responsible for the management of the Society (as described in the D.C. Nonprofit Corporation Act), and shall in general supervise and control all of the business and affairs of the Society. He or she shall preside at all meetings of the members and shall be the chairperson of the Board. The President shall be an ex-officio member of all committees of the Board.

**Section 3. First Vice President and Second Vice President.** The First Vice President and the Second Vice President shall assist the President and perform such duties as may be assigned to him or her by the President or by the Board.

**Section 4. Treasurer.** In accordance with the D.C. Nonprofit Corporation Act, the Treasurer shall be responsible for the financial affairs of the Society; receive and give receipts for monies payable to the Society; ensure expenditures conform with the approved annual budget per ARTICLE IX (Fiscal) and deposit all such monies in the name of the Society in such banks other depositories, or financial institutions as shall be selected by the Board; and in general perform all the duties

incident to the office of Treasurer. The Treasurer shall report on the financial status of the Society at the regular meetings of the Board. The Treasurer shall be a member of the Budget and Administration Committee and of the Endowment Committee.

**Section 5. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board. However, the Secretary may delegate minute keeping to any director who agrees to accept such delegation. The Secretary shall perform such secretarial duties as may be directed by the President, shall see that all notices are given in accordance with these bylaws or as required by law; shall be custodian of the corporate records (except the books and records of the Treasurer); and in general perform all duties incident to the office of Secretary.

**Section 6. Order of precedence of executive authority.** In the absence of the President or in event of his or her inability or refusal to act, first the First Vice President, then the Second Vice President, then the Treasurer, then the Secretary shall perform 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.

**Section 7. Resignation of officers.** An officer may resign at any time by delivering notice to the Society. A resignation shall be effective when delivered unless the notices specifies a later effective time. If a resignation is made effective at a later time and the Board accepts the future effective time, the Board may designate a successor before the effective time, if the Board provides that the successor does not take office until the effective time.

**Section 8. Removal of officers.** The procedure for the removal of officers is the procedure for removal of directors in ARTICLE VI, Section 14.

**Section 9. Vacancies of officers.** In the case of a vacancy in the office of First Vice President, Second Vice President, Treasurer, or Secretary, the President, with approval of a majority of the Board present at a regular meeting of the Board, may appoint a member

to act in the capacity the unexpired portion of that officer's term.

**Section 10. Conflict of interest involving officers.** See ARTICLE VI, Section 17, Conflict of interest involving officers or directors.

**Section 11. No compensation, no loans, no guaranty for officers.** Officers shall not receive any salary or other compensation for their service as officers. The Society shall make no loan to any officer nor guaranty any obligation of any officer.

## ARTICLE VI. BOARD OF DIRECTORS

**Section 1. General powers.** The activities and affairs of the Society shall be managed by its Board of Directors (sometimes hereafter referred to as "the Board"). The Board shall manage, direct, control and administer the property, affairs and business of the Society and shall be and act as the custodian of its properties and interests, except such thereof as are placed elsewhere by the provisions of these bylaws. The Board shall act for and on behalf of the Society, in all matters within its jurisdiction and do all things required and permitted by these bylaws to carry out the objectives and interests of the Society.

**Section 2. Composition and qualifications of directors.** The Board of directors shall be composed of the following:

1. The officers of the Society (i.e., President, First Vice President, Second Vice President, Treasurer and Secretary),
2. The Immediate Past President,
3. The At-Large members, and
4. The chairperson of each of the following standing advisory committees (as defined in the D.C. Nonprofit Corporation Act):
  - Budget and Administration
  - City Planning
  - Communications
  - Community Development
  - Community Relations
  - Environment

- Historic Preservation
- House Tour
- Membership
- Public Safety and
- Zoning.

Only the chairpersons of the advisory committees listed above are directors based on status as chairperson of a committee. The chairperson of any other advisory committee is not a director. All directors must be members of the Society.

**Section 3. At-Large members of the Board.** Six (6) At-Large members of the Board are elected to serve two-year terms, with one-half (1/2) being elected each year.

### Section 4. Committees.

**A. Standing Advisory Committees.** Advisory Committees as defined in the D.C. Nonprofit Corporation Act and established as standing Advisory Committees in these bylaws are: Budget and Administration; City Planning; Communications; Community Development; Community Relations; Environment; Historic Preservation; House Tour; Membership; Public Safety; and Zoning. The chairperson of the advisory committees listed in the previous sentence is a director, however the chairperson of any other advisory committee (e.g., Elections Committee (described in Article VII) or Endowment Committee (described in Article X)) is not a director. The chairperson and members of any committees shall be appointed and removed by a majority vote of the Board.

**B. Committees of the Board of Directors.** The Board, by majority vote, may create committees of the Board (as defined in the D.C. Nonprofit Corporation Act) The chairperson and director members of any committees shall be appointed and removed by a majority vote of the Board.

**C. Additional advisory committees.** The Board, by majority vote, may also create additional advisory committees (as defined in the D.C. Nonprofit Corporation Act) appoint directors or non-director members to serve on

advisory committees, and remove individuals from advisory committees.

**D. Concurrent service as committee chairpersons permitted.** Officers, the Immediate Past President, and At-Large members may serve concurrently as chairpersons of any advisory committee or committee of the Board.

**E. Membership requirement to serve on a committee.** Each individual appointed to a Board committee or to an Advisory Committee must be a member of the Society.

**F. Committee bylaws.** Each committee of the Board and each Advisory Committee may, with the approval of a majority of the Board, define its own bylaws.

**Section 5. Special meetings of the Board.** Special meetings of the Board of Directors may be called by the President or by any three (3) directors.

#### **Section 6. Notice of Board meetings.**

**A. Notice of regular meetings of the Board.** Notice of regular meetings of the Board shall be provided using either of the following methods:

1. At the beginning of each one-year period, the President will send to each officer and director a notice (in person or by delivery) of the date, time, and place of all regularly scheduled Board meetings for the year (or for a lesser period).
2. Alternatively, the President may send each officer and director a notice (in person or by delivery) of the date, time, and place of a regular Board meeting at least seven (7) days before any regular Board meeting or by electronic transmission (such as email), and such notice by electronic transmission will be deemed to delivered when the notice arrives at the internet service provider.

**B. Notice of special meeting of the Board.** Notice of the date, time, and place of any special meeting of the Board of Directors shall be given at least two (2) days before the date of the special meeting by written notice delivered personally or sent five (5)

days before the date of the special meeting by mail to each director at his or her address as shown by the records of the Society. If sent by mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with correct postage prepaid. If sent by electronic transmission (such as email), such notice will be deemed to delivered when the notice arrives at the internet service provider.

#### **C. Waiver of notice for Board meeting.**

Any director may waive, in writing, notice of any meeting. The attendance of a director at any meeting shall constitute waiver of notice of such meeting, except where a director attends meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by the D.C. Nonprofit Corporation Act or by these bylaws.

#### **Section 7. Quorum for Board meetings.**

One-third (1/3) the directors (of which three (3) shall be officers, (i.e., President, First Vice President, Second Vice President, Treasurer, and Secretary) shall constitute a quorum for the transaction of business at a meeting of the Board; but if less than one-third (1/3) of the directors are present at the meeting, a majority of the directors present may adjourn the meeting without further notice. If the same individual is serving in more than one capacity as a director (e.g., President and chair of a committee), that individual is counted as one for purposes of determining a quorum. A director having a conflict of interest shall be counted for purposes of determining a quorum.

#### **Section 8. Manner of acting at Board meetings.**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the D.C. Nonprofit Corporation Act or by

these bylaws. If the same individual is serving in more than one capacity as a director (e.g., President and chair of a committee), that individual has one vote. No director may vote by proxy.

#### **Section 9. Conduct of Board meetings.**

Unless otherwise provided by the D.C. Nonprofit Corporation Act, or by rule or order of business adopted by the Board, business at Board meetings shall be conducted according to Robert's Rules of Order.

Meetings of the Board are open to members. However, by majority vote of the directors, the Board may go into executive session closed to individuals who are not directors.

#### **Section 10. Unanimous written action by directors.**

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action, is signed by all directors.

#### **Section 11. Board consideration of matters referred by members at a membership meeting.**

A. The Board shall consider any issue requested to be brought to it by motion approved at any scheduled membership meeting, or by petition of no fewer than twenty-five (25) members. The Board shall report to the membership on actions taken at the next scheduled membership meeting.

B. All resolutions, motions, or other business referred to the Board or any committee of the Board for action shall be reported on at the next regular membership meeting, unless a longer period is granted. Upon the failure of the Board or of a committee of the Board to timely report any matter, a majority of the members present at a regular meeting may avail themselves of the remedies available to members under the D.C. Nonprofit Corporation Act.

#### **Section 12. Limits on Board's authority to expend Society assets.** See ARTICLE IX (fiscal).

### Section 13. Resignation of directors.

A director may resign at any time by delivering notice to the Society. A resignation shall be effective when delivered unless the notice specifies a later effective time.

### Section 14. Removal of directors (including officers and Immediate Past President).

A director (including an officer or Immediate Past President) may be removed through the following method:

A. At a membership meeting, a motion is made and seconded that the members shall vote to consider at the immediately following membership meeting whether a particular director should be removed.

B. The notice of the following membership meeting at which removal of a director is to be considered shall state that the purpose, or one of the purposes, of such following meeting is removal of the particular director.

C. If, at such following membership meeting three-quarters (3/4) of members vote to remove that particular director, then such director shall be removed effective as of the end of that meeting.

### Section 15. Vacancies on the Board of Directors.

A. **Vacancies in directors.** In the case of a vacancy in any director position, at a regular meeting of the Board, the directors shall, by majority vote, appoint a member to act in the capacity the unexpired portion of a director's term. Vacancies of officers are addressed in ARTICLE V.

B. **Vacancies in committee chairs.** In the case of a vacancy of a committee chairperson of any Board committee or advisory committee (whether or not the chairperson of that committee is a director), the directors may, by majority vote appoint a chairperson to head such committee.

### Section 16. No compensation, no loans, no guaranty for directors.

Directors shall not receive any salary or other compensation for their service as officers. The Society shall make no loan to any officer nor guaranty any obligation of any officer or director

### Section 17. Conflicts of interest involving officers or directors.

A. **Purpose.** The purpose of the conflict of interest policy is to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director. Officers and directors must act in good faith and in a manner that the director reasonably believes to be in the best interest of the Society. This policy is intended to supplement but not replace, any applicable D.C. laws governing conflict of interest applicable to nonprofit and charitable corporations.

B. **Definitions.** For purposes of this Section 17, any officer or director who has a direct or indirect financial interest (as defined below) is an interested person. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, an ownership interest in any entity with which the Society has a transaction or arrangement, or a compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or a potential ownership or investment interest with any entity or individual with which the Society is negotiating a transaction or arrangement. References to committees in this Section 17 mean committees of the Board of Directors and advisory committees.

#### C. Procedures.

1. *Duty to disclose.* In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

2. *Determining whether a conflict of interest exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted on. The

remaining directors shall decide if a conflict of interest exists.

3. *Procedures for addressing the conflict of interest.* An interested person may make a presentation at the Board or committee meeting, but after such discussion, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in a conflict of interest. The President (in the case of a Board meeting) or the chairperson of the committee (in the case of a committee meeting), shall, if appropriate, appoint a disinterested person or persons to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee shall determine whether the Society can obtain a more advantageous transaction or arrangement that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society's best interest and for its own benefit and whether the transaction is reasonable to the Society and shall make its decision whether to enter into the transaction or arrangement in conformity with such determination.

#### D. Violations of the conflict of interest policy.

If the Board or committee has reasonable cause to believe that an officer or director has failed to disclose actual or possible conflicts of interest, it shall inform the officer or director of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose. If, after hearing the response of such officer or director, and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the officer or director has in fact failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

**E. Records of proceedings.** The minutes of the Board meeting and any committee meeting shall contain the following: the names of any persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed, the names of the persons present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, a record of any votes taken in connection therewith.

**F. Periodic reviews.** To ensure that the Society operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable and are the result of arms-length bargaining.

**G. Annual statements.** Each officer and director shall annually sign a statement which affirms that such person has received a copy of the conflict of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands that the Society is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 18. Reliance on actions of others.** A director may rely on committees acting within the scope of their charter, employees acting within the scope of their authority, and professionals such as attorneys or CPAs unless there is a reason not to rely.

## ARTICLE VII. ELECTION OF OFFICERS AND DIRECTORS

**Section 1. Elections committee.** An elections committee consisting of at least three (3) and not more than five (5) members (who are not required to be officers or directors), shall be approved by a majority of the Board present at a regular meeting of the Board. The elections committee shall be an advisory committee (as defined in the D.C. Nonprofit Corporation Act).

**Section 2. Notice regarding elections committee.** Notice regarding members of the elections committee and election process. Notice of the members of the elections committee and a description of the nomination and election process shall be provided at the regular spring meeting.

**Section 3. Election committee process.** The elections committee shall make nominations for officers and those At-Large members whose terms of office expire at the next annual meeting. The elections committee shall solicit nominations for officers and directors from the membership. After considering all suggestions for nominations, the elections committee shall submit names of candidates for the officers and directors to the Board of Directors for the Board's approval at a regular or special meeting of the Board. After the Board approves candidates to be presented to the members, the elections committee shall present its slate of recommended candidates and their qualifications in the newsletter published not later than two weeks before distribution of the ballots.

**Section 4. Ballots.** Ballots shall be in writing, and shall:

- A. Provide a list of the candidates for officers and directors,
- B. Provide a signature line for the member or members to sign, and
- C. Indicate that ballots must be received by the Society within two (2) weeks from the date that the Society delivered the ballots to the U.S. Postal Service.

### Section 5. Voting process.

A. Each adult member, determined as of a record date of May 1, shall be entitled to one vote. In a Household membership, each adult may vote, up to a limit of two (2) votes per Household membership.

B. Each such member will receive a ballot sent by the United States mail, with correct postage thereon prepaid, addressed to each such member at his or her address, as it appears on the records of the Society.

C. Each such member must sign his or her ballot and then return the signed ballot to the Society.

D. Properly completed ballots will be accepted for a period of two (2) weeks from the date the ballot is delivered to the U.S. Postal Service.

E. A candidate receiving a majority vote of the members voting shall be duly elected to office. The elections committee shall take reasonable precautions to ensure the integrity of the vote, but no election shall be voided except upon presentation of reasonable proof that any alleged irregularities would change the outcome.

F. The officers and directors duly elected to office shall be announced at the annual (i.e. summer) meeting and shall take office the first day of the month following their election.

**Section 6.** This ARTICLE VII does not apply to the Immediate Past President.

## ARTICLE VIII. DEBT OBLIGATIONS AND PERSONAL LIABILITY

Except as required by the D.C. Nonprofit Corporation Act, no member, officer, or director of the Society shall be personally liable for the debts or obligations of the Society of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of the Society.

## ARTICLE IX. FISCAL

**Section 1. Fiscal year.** The fiscal year of the Society shall begin on the first day of October and end on the last day of September in each year.

**Section 2. Deposits.** All funds of the Society shall be deposited to the credit of the Society in the banks, trust companies, financial institutions or other depositories as the Board may elect. All deposits to accounts shall be substantiated by duplicate deposit slips or receipts for deposits.

**Section 3. Checks and disbursements.** All checks issued in the name of the Society, shall be signed either by the Treasurer or the President. Checks exceeding ten thousand dollars (\$10,000) shall be signed by two authorized signatories. All disbursements shall be substantiated by receipted bills, invoices or statements or by a signature from the person being reimbursed from funds of the Society.

**Section 4. Annual budget.** The Society's proposed annual budget for the fiscal year shall be reported to the members for adoption at the regular fall meeting. The budget is adopted if the majority of the members present vote to approve the budget. The President may approve the expenditure of funds not to exceed a total of one thousand dollars (\$1,000) in any fiscal year. The Board may reprogram funds unneeded in some budget categories to other categories. The Board may approve the expenditure of unbudgeted funds not to exceed a total of fifteen thousand dollars (\$15,000) in any fiscal year. Any unbudgeted expenditure totaling in excess of fifteen thousand dollars (\$15,000) in any fiscal year must be approved by a majority of the members present at a regular or special membership meeting or by a majority of votes cast by mail ballot sent out, returned, and counted following the same process as in ARTICLE VII (elections), and provided the approved expenditure is approved by a majority vote, with at least twenty (20) members responding.

**Section 5. Board review of financial records.** The Board shall be responsible for seeing that the financial records of the Society are reviewed periodically.

**Section 6. Gifts.** The Board may accept on behalf of the Society any contribution, gift, bequest or devise for general purposes or for any special purpose of the Society except any such gift which may jeopardize the tax-exempt status of the Society.

**Section 7. Fiscal sponsorship.** The Society may act as a "fiscal sponsor" of other organizations, whether incorporated or not, for specific projects or programs that the Board determines will advance the Society's tax-exempt purposes. As a fiscal sponsor, the Society may receive assets and incur liabilities identified with a specific project or programs.

A. The relations between the Society as fiscal sponsor and other organizations will be created and governed by "preapproved grants," in which the Society approves support to a grantee for specific projects or programs, before funds are solicited from donors, foundations, or government agencies.

B. An organization seeking a preapproved grant must present a written request. Grants must be approved by a majority vote of the Board at a regular or special meeting of the Board. The Board's approval must include a finding that the proposed project will further the Society's tax-exempt purposes. The Board resolution may include funding to a stated amount or funding to the extent that the Society received funds solicited by the grantee. A written grant agreement shall set forth the terms and conditions that apply to the grantee's use of the grant and relations with funding sources.

C. Either the grantee, the Society, or both, as provided in the grant agreement, may solicit funds. Solicitations shall be made only on the condition that:

1) The Society retains complete control and discretion over the use of all contributions it receives;

- 2) Written annual reports are made to the Society on the anniversary of the grant's inception showing actual expenditures and project or program accomplishments; and
- 3) The grantee will engage in no political activities that will endanger the Society's tax-exempt status.

**Section 8. Escrow agreements.** The Society may agree to act as an escrow agent for another person if the Board determines that the escrow agreement will advance the Society's tax-exempt purposes. Any such escrow agreement must be in writing, agreed-to by all parties to the agreement, and specify the conditions for transfer of the property held in escrow by the Society.

## ARTICLE X. ENDOWMENT FUND

**Section 1. Establishment.** The Endowment Fund (hereafter "the Fund") shall consist of:

- A. Gifts or bequests designated for that purpose;
- B. Amounts deposited in the Fund by the Board of Directors; and
- C. Accumulated interest, dividends, and capital gains.

**Section 2. Purpose.** The purpose of the Fund shall be to invest the gifts, bequests, deposits and accumulated interest, dividends, and capital gains. Objectives of the Fund shall be (in order of importance):

- A. Preservation of capital;
- B. Growth; and
- C. Generation of income.

**Section 3. Management of the Fund.** The Fund will be managed by an Endowment Committee consisting of a chair and a minimum of four other members, one of whom shall be the Treasurer; all others are to be appointed by the President with the approval of a majority vote of the Board at a regular or special meeting of the Board. The Endowment Committee shall be an advisory committee (as defined in the D.C. Nonprofit Corporation Act). The Committee shall meet at the call of the

chair, but no less than semi-annually. The chair of the Endowment Committee will report to the Board at the end of each fiscal year on the condition of the Fund, investments made and liquidated, and amount of gifts, bequests, deposits, and accumulated interest, dividends and capital gains held by the Fund.

**Section 4. Gifts and bequests.** Gifts or bequests designated for the Fund must be used and accounted for according to the conditions attached to them. Amounts deposited in the Fund by the Board and accumulated interest, dividends, and capital gains may be withdrawn from the Fund by the Board of Directors for use of the Society in accordance with Section 4 of ARTICLE IX.

## **ARTICLE XI. BOOKS AND RECORDS**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its members, and of the Board of Directors, and a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XII. SEAL**

The Board may provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the Society and the words "Corporate Seal – Capitol Hill Restoration Society, Inc. – 1975."

## **ARTICLE XIII. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the D.C. Nonprofit Corporation Act or under the provisions of the articles of incorporation or these bylaws, a waiver in writing signed by the individuals entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

## **ARTICLE XIV. COMPLIANCE WITH INTERNAL REVENUE CODE AND D.C. NONPROFIT CORPORATION ACT.**

**Section 1: Compliance with the Internal Revenue Code of 1986 (as amended from time to time, hereafter "the Code").** At no time will the Society participate in any action that would result in the inurement of earnings to private persons, impermissible private benefit, nor will the Society participate in any excess benefit transaction (as defined in section 4958 of the Code). At any time when the Society is a private foundation (as defined in section 509(a) of the Code), the Society will comply with sections 4941 through 4945 of the Code.

**Section 2: Compliance with D. C. Nonprofit Corporation Act (hereafter "the Act").** The Society shall comply with all the provisions of the Act. In the event of any conflict between these bylaws and the Act, the Act will control.

**Section 3: Specific provisions of the D.C. Nonprofit Corporation Act.** These bylaws do not create any designated body (as defined in the D.C. Nonprofit Corporation Act).

## **ARTICLE XV. AMENDMENTS TO BYLAWS**

These bylaws may be amended by a vote of the members through either of the two (2) following methods:

**Section 1. Amendment of bylaws by a vote of members at a regular membership meeting.** Process for amendment at a regular membership meeting:

- A. Not less than ten (10) members sign a proposed amendment;
- B. Such proposed amendment is then published in the Society's newsletter at least two (2) weeks in advance of a regular membership meeting; and
- C. Two-thirds (2/3) of members present at a regular membership meeting following publication in the Society's newsletter approve the proposed amendment.

**B. Section 2. Amendment of bylaws by a vote of members using a mail ballot.** Process for amendment by mail ballot:

- A. Not less than ten (10) members sign a proposed amendment.
- B. Such proposed amendment is then published in the Society's newsletter at least two (2) weeks in advance of a regular membership meeting.
- C. Following publication in the Society's newsletter, mail ballots are sent out, returned, and counted, following the same process as in ARTICLE VII (elections), and two-thirds (2/3) of voting members approve the proposed amendment. ★



CHRS CELEBRATING 60 YEARS OF PRESERVATION

## Capitol Hill Restoration Society

420 Tenth Street, SE  
Washington, DC 20003

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## Mark Your Calendar!

### AUGUST

**13** Thursday, 7:30 pm

CHRS Zoning Committee, Kirby House,  
420 10th Street, SE, first floor. Details:  
Gary Peterson, (202) 547-7969.

### SEPTEMBER

**8** Tuesday, 6:30 pm

CHRS Historic Preservation Committee,  
Kirby House, 420 10th Street, SE, first floor.  
Details: Beth Purcell, (202) 544-0178.

**10** Thursday, 7:30 pm

CHRS Zoning Committee, Kirby House,  
420 10th Street, SE, first floor. Details:  
Gary Peterson, (202) 547-7969.

**13** Sunday, 10 am

Historic Walking Tour: North Lincoln  
Park, Tennessee to Constitution. Topics  
include brick coursing, Colonial Revival/  
Craftsman, Charles Gessford's small  
1-story houses, Harry Kite, Landvoight,  
Albert Beers, Howenstein, George  
Santmyers, B. Stanley Simmons.

Meet at Maury School. The tour will be  
held rain or shine. Free and open to the  
public, no reservations needed. Details:  
CapHRS@aol.com or (202) 543-0425.

**15** Tuesday, 6:30 pm

CHRS Board of Directors, Capitol Hill  
Townhomes, 750 6th Street, SE, second  
floor. Details: Lisa Dale Jones,  
(202) 543-0425.

**16** Wednesday, 7 pm

CHRS Preservation Café: Brick  
Rowhouses: To Paint or Not to Paint?  
Kaiser Permanente Building, 700 2nd  
Street, NE. Details: Elizabeth Nelson,  
(202) 543-3512.

**27** Sunday, 10 am

Historic Walking Tour: North Lincoln  
Park, 14th/15th to Constitution. Topics  
include The Nock, Harry Kite, Albert  
Beers, H.R. Howenstein, Kennedy Bros,  
A.H. Sonneman, A.B. Mullett, Lewis  
Wentworth Giles, brick coursing, foliate  
carving, Craftsman-inspired rowhouses.

Meet at the triangle park at 14th Street and  
Constitution Avenue, NE. The tour will be  
held rain or shine. Free and open to the  
public, no reservations needed. Details:  
CapHRS@aol.com or (202) 543-0425.