

CAPITOL HILL RESTORATION SOCIETY, INC.

By-Laws

(As amended in June 2007 by vote of the membership)

MEMBERSHIP AND DUES

1. Any individual who has a legitimate interest in the Capitol Hill Restoration Area, as defined in paragraph 42, shall be eligible for membership in the Capitol Hill Restoration Society, Inc. ("Society").
2. Membership dues shall be determined by the Board of Directors. No change may be made except after prior notice to the Membership. No member shall have more than one vote.
3. All applicants shall be admitted to membership in the Society provided the eligibility requirements on paragraphs 1 and 2 have been met.
4. Any member of the Society may be expelled for cause upon the approval of such expulsion by three-fourths 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 next preceding. The member so recommended for expulsion shall be invited to attend the proceedings, and to speak and present witnesses in his/her behalf.

OFFICERS, COMMITTEES AND BOARD OF DIRECTORS

5. The officers of the Society shall be a President, First Vice President, Second Vice President, Treasurer and Secretary. All the officers shall be elected as provided in paragraphs 21 through 25.
6. The President shall preside at all regular and special meetings of the Society and shall be the chair of the Board of Directors. The President shall be the chief executive officer of the Society and may delegate to other officers such duties as exigencies require. The President shall be an *ex officio* member of all committees.
7. In the absence of the President, the First Vice President shall act in the President's stead and shall have the same authority and powers. In the absence of the First Vice President, the Second Vice President shall act in the First Vice President's stead and shall have the same authority and powers. In the absence of the President and the First and Second Vice Presidents, the Treasurer shall act in their stead and shall have the same authority and powers.
8. The Treasurer shall be responsible for maintaining the financial records and accounts of the Society and shall report on the financial status of the Society at the regular meetings. The Treasurer shall be a member of the Budget and Endowment Committees.
9. The Secretary shall be responsible for keeping the minutes of the Society and Board of Director meetings and shall perform such secretarial duties as may be directed by the President. The Secretary shall maintain the official records, files and archives of the Society, except the books and records of the Treasurer.
10. In the case of a vacancy in the office of first and second vice president, secretary or treasurer, the President may appoint a member to act in the capacity until the position is filled, subject to the approval of a majority of the Board present at a regular meeting of the Board.
11. The Society may, by three-fourths vote of the members present at a meeting of the Society, relieve any officer of his or her duties, if a motion for such relief of duties was made and seconded at the regular meeting next preceding. The Board, by three-quarters vote, may suspend any officer from his or her duties, if such suspension was made and seconded at the Board next meeting preceding.
12. Any member who speaks at a meeting on a subject in which the member has an interest shall so inform the Society of the interest. No Board member shall vote on any issue that would materially affect, directly or indirectly, his or her financial interests or those of a member of his or her household, or a business or organization with which he or she is associated, or on matters as to which he or she has a conflict situation created by a personal, family, organization or client interest.

13. The committees of the Society shall be Budget, City Planning, Communications, Community Development, Community Relations, Environment, Historic Preservation, House Tour, Membership, Public Safety and Zoning.
14. Committee chairs shall be appointed by the President with the approval of the other elected officers. Committee membership will be governed by criteria established by the Board. Members of committees (except the chairs) shall be appointed and removed by the President. A committee may, with concurrence of the Board of Directors, define its own Bylaws.
15. The Board of Directors shall be composed of the officers, the chairs of the committees referred to in paragraph 13, and six members elected at large (hereafter "Elected Members"), and the Immediate Past President. Officers and Elected Members may serve concurrently as Committee Chairs.
16. The Board of Directors 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.
17. The Board of Directors 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.
18. The Board shall meet regularly once each month at a time and place designated by the President. The President may also call such special meetings as are necessary and shall call a special meeting at the request of three members of the Board. Each member of the Board shall be counted only once for purposes of voting, determining a quorum, or other matter. A quorum of the Board shall consist of one-third of the Directors holding office, of whom three shall be officers.
19. Board meetings will be open to Society members in good standing. By majority vote, the Board may go into Executive Session closed to those not members of the Board.
20. The President, with the concurrence of a majority of the Board, may create other committees and task forces.

ELECTION OF OFFICERS AND DIRECTORS

21. An elections committee consisting of at least three, but not more than five, members shall be appointed by the President and announced at the regular spring meeting. Timely notice of the nomination and election process will be made in the Society's Newsletter.
22. The elections committee shall make nominations for officers and those Elected Members whose terms of office expire at the next annual meeting. The Committee shall solicit nominations from the membership. The Committee shall present its slate of recommended nominees in the Society newsletter published not later than two weeks before distribution of the ballots. The information published will contain information on the qualifications of the various candidates.
23. Election shall be by mail ballot distributed to all members in good standing as of May 1. Properly completed ballots will be accepted for a period of two weeks from the date the ballot is delivered to the U.S. Postal Service. 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.
24. A nominee receiving a majority vote of the members voting shall be duly elected to office. The officers and directors duly elected to office shall be announced at the Annual Meeting and shall take office the first day of the month following their election. Officers shall hold office for one year or until a successor is elected and qualified. Elected Members shall serve for two years with half being elected each year.
25. In the event a vacancy occurs in any elected office, the Board of Directors shall immediately appoint a successor who shall serve the remainder of the term of the vacated office.

FISCAL

26. The fiscal year of the Society shall be October 1 through September 30.
27. The funds of the Society shall be kept in such place or places as shall be determined from time to time by the Board of Directors.

28. The annual budget shall be reported to the Society for adoption at the regular fall meeting. The Board of Directors may reprogram funds unneeded in some budget categories to other categories. The President may approve the expenditure of funds not to exceed a total of \$1,000 in any fiscal year. The Board of Directors may approve the expenditure of unbudgeted funds not to exceed a total of \$15,000 in any fiscal year. Any unbudgeted expenditure totaling in excess of \$15,000 in any fiscal year must be approved by a majority of the members present at a meeting of the Society or by a majority of votes cast by mail ballot.
29. The Treasurer is authorized to make all disbursements for the Society, except that such disbursements shall be made only if approved in accordance with Paragraph 28. All disbursements shall be substantiated by receipted bills or a signature from the person being reimbursed for funds spent for the Society. All deposits to Society bank accounts or other accounts shall be substantiated by pass book entries or duplicate deposit slips.
30. The Board of Directors shall be responsible for seeing that the financial records of the Society are reviewed periodically.
31. Endowment Fund
 1. The Endowment Fund (the "Fund" shall consist of:
 1. Gifts or bequest designated for that purpose,
 2. Amounts deposited in the Fund by the Board of Directors, and
 3. Accumulated interest, dividends, and capital gains.
 2. The purpose of the fund shall be to invest the gifts, bequests, deposits and accumulated interest, dividends, and capital gains. Objectives of the Fund will be (in order of importance):
 1. Preservation of capital,
 2. Growth, and
 3. Generation of income.
 3. The Fund will be managed by an Endowment Committee consisting of a Chairperson and a minimum of four other members, one of whom shall be the Society's Treasurer; all others are to be appointed by the President with the consent of the Board of Directors. The Committee shall meet at the call of the Chairperson, but no less than semi-annually.
 4. The Chairperson of the Endowment Committee will report to the Board of Directors 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.
 5. Gifts or bequests designated for the Fund must be preserved according to the conditions attached to them. Amounts deposited in the Fund by the Board of Directors 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 paragraph 28.
32. Fiscal Sponsorship
 1. The Society may act as a "Fiscal Sponsor" of other organizations, whether incorporated or not, for specific projects or programs that the Board of Directors 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.
 2. 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.
 3. An organization seeking a Preapproved Grant must present a written request. Grants must be approved by a Board Resolution that includes 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.
 4. 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.

MEETINGS

33. Regular meetings of the Society shall be held quarterly in the fall, winter, spring, and summer of each fiscal year. The Board of Directors shall designate the time and place of each such meeting and shall give notice of such regular meeting in the Society newsletter published at least two weeks in advance of such meeting. Special meetings may be called by the President, and shall be called upon the written request of five members of the Board of Directors or 25 members of the Society. However, notice of such special meetings shall be given at least five days in advance, and such notice shall state the time and place and the matter or matters to be considered. No other business shall then be transacted at the special meeting.
34. The annual meeting of the membership of the Society shall be the regular summer meeting.
35. The Board shall consider any issue requested to be brought to it by motion at any scheduled membership meeting, or by petition of no fewer than twenty five (25) members in good standing of the Society. The Board shall report to the membership on actions taken at the next scheduled membership meeting.
36. All resolutions, motions, or other business referred to the Board or any committee 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 may take such actions as may be appropriate.
37. Only members of the Society in good standing may take part in Society meetings. However, nonmembers may be granted permission to address the Society at the discretion of the President.
38. Any member of the Society may challenge the right of any person to vote. In the case of a challenge, the membership records of the Society shall be conclusive.
39. All proceedings of the Society, unless otherwise provided by the District of Columbia Nonprofit Corporation Act or by rule or order of business adopted by the Society, shall be controlled by the latest edition of "Robert's Rules of Order."
40. A quorum at regular and special meetings shall consist of 20 members in good standing.
41. No vote by proxy may be cast at any meeting of the Board of Directors or of the Society.

BOUNDARIES

42. The Capitol Hill Restoration Area is defined by the following boundaries: Beginning at the intersection of 3rd Street, NE and Florida Avenue, NE, southeasterly on Florida Avenue, NE to 15th Street, NE; south on 15th Street, NE to C Street, NE; east on C Street, NE to Oklahoma Avenue, NE; east on the road around the north side of Kennedy Stadium to the Anacostia River at the East Capitol Street bridge; south and southwesterly along the east bank of the Anacostia River to the South Capitol Street bridge; north on South Capitol Street to Washington Avenue, SW; northwest on Washington Avenue, SW to First Street, SW; north on First Street, SW and NW to Louisiana Avenue, NW and NE, to Union Station and south around Union Station to the railroads tracks north of Union Station, then northeast along east boundary of the tracks to the point of beginning.
43. The boundaries described in paragraph 42 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 character of the Capitol Hill Restoration Area, nor shall the boundaries be interpreted to inhibit the interest and activity of the Society in behalf of the preservation of sites and buildings in any part of the District of Columbia or elsewhere.

BYLAW AMENDMENTS

44. These bylaws may be amended by a two-thirds vote of the members present at any regular meeting or responding to a mail ballot, if notice of such amendment, signed by at least 10 members in good standing, shall be given in the Society Newsletter published at least two weeks in advance of such meeting.