

Draft amended bylaws for CHRS to be submitted for members' vote

The current bylaws of CHRS date from 2007. See www.chrs.org > About CHRS > Bylaws. The 2007 bylaws cover the essential provisions for a nonprofit corporation. However, effective January 1, 2012, the DC Nonprofit Corporation Act (DCNPCA) was amended and required certain changes in the CHRS bylaws. Examples include: operation of board committees and the election of directors. Since 2012, CHRS has been operating in compliance with the new statute while a committee (Janet Quigley, Gary Peterson, Monte Edwards, Paul Cromwell and Beth Purcell) worked on revising the bylaws.

The goals of the draft amended bylaws are:

- To make only those changes to the 2007 bylaws necessary to comply with the changes in the DC Nonprofit Corporation Act;
- To add conflict of interest rules for directors based on IRS model conflict of interest rules; and
- To cover certain topics missing from the 2007 bylaws, and 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 2105 bylaws would replace the 2007 bylaws. Following the procedure to amend the bylaws in section 44 of the 2007 bylaws, ten CHRS members in good standing signed the amendments to the bylaws (Beth Purcell, Elizabeth Nelson, James Taylor, Lisa Dale Jones, Undine Nash, Patrick Crowley, Jeff Fletcher, Drury Tallant, Carl Spier, and Nick Alberti). Under section 44, the draft amended bylaws are published in the CHRS *News*, and will be put to a vote of members at the next CHRS membership meeting. The chart below shows the principal topics covered in the 2015 draft revised bylaws and the related sections in the 2007 bylaws.

Proposed Amendments to CHRS 2007 Bylaws

	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	<p>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.</p> <p>2015: Membership list of names/addresses for membership meetings. Adds necessary record date for membership meetings (i.e., members as of X date vote).</p> <p>2015: To comply with DCNPCA, specifies individual to preside at membership meetings.</p>
5	Officers	V	5, 6, 7, 8, 9, 10, 11, 12, 15, 24, 25, 29,36	<p>2015: Removal of officers (who are also directors) is same rule as for directors (i.e., by vote of members), to comply with DCNPA.</p> <p>2015: Conflicts of interest policy for directors: new (based on IRS model).</p> <p>2015: No loans and no compensation for officers: to comply with DCNPCA (and CHRS practice).</p>
6	Board of Directors	VI	13, 14, 16, 17, 18, 19, 20, 25, 39, 41	<p>2015: DCNPCA clarifies that the Board must approve decisions of “advisory committees” (i.e. committees comprised of directors <u>and</u> non-directors) (vs. “Board committees” which are comprised 100% of directors). See e.g., Zoning, Historic Preservation, Election, Endowment Committees.</p> <p>2015: Allows email notification for board meetings; new, but does not affect rights of members.</p> <p>2015: Adds notice period for special board meetings.</p> <p>2015: No loans and no compensation for officers: to comply with DCNPCA (and established CHRS practice).</p> <p>2015: Adds conflict of interest rules; requires signature of annual form by all</p>

				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 which must be signed by members.
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.