

BYLAWS

DUPONT CIRCLE CONSERVANCY, Inc.

ARTICLE I NAME AND GOVERNING AUTHORITY

Section 1. Name

The name of this corporation is the Dupont Circle Conservancy, Incorporated (hereafter Conservancy).

Section 2. Mission - General

The mission of the Conservancy is to promote the preservation of the historic and architectural character of the greater Dupont Circle neighborhood of Northwest Washington, D.C.; to represent the collective interests of its members before any public or private decision maker; and to educate the public and disseminate information about historic preservation and the history of Washington, D.C., in general, and the greater Dupont Circle neighborhood, in particular.

Section 2A Mission – Particular

In carrying out its mission, the Conservancy will engage in the following types of activities:

- a. Support and strengthen local and national historic preservation laws;
- b. Advocate, promote, and/or endorse preservation of historic landmarks and historic districts designated under those laws, and advocate, promote, and endorse the preservation of potential historic resources;
- c. Support the designation of additional landmarks or districts;
- d. Review alterations, additions, and demolitions proposed within the designated area governed by these bylaws;
- e. Review proposals for new construction within the designated area governed by these bylaws;
- f. Promote a streetscape and neighborhood environment within the area governed by these bylaws that respects the historic fabric of the community;
- g. Disseminate information and answer questions about historic preservation issues that directly affect the area governed by these bylaws; and
- h. Advocate the Conservancy's position to appropriate local and federal agencies and representatives, as well as to private individuals and organizations.

Section 3. Governing Authority

The Conservancy is incorporated under the laws of the District of Columbia pursuant to Articles of Incorporation. The Conservancy shall be governed by these bylaws as amended from time to time in accordance with the provisions hereof. These bylaws shall not conflict with the Articles of Incorporation.

ARTICLE II MEMBERSHIP

Section 1. Eligibility

Any individual or organization who subscribes to the purposes and aims set forth in Article I of these bylaws is eligible for membership in the Conservancy. Organizational members must appoint a single individual to represent said organization.

Section 2. Categories

There shall be the following two categories:

A. Active Members

Active members may only be individuals. Privileges of active members include full voting rights in the election of officers and in all matters brought before the Conservancy. Active members are eligible to be elected to office.

B. Affiliate Members

Affiliate members may be individuals or organizations. Privileges of affiliate members include attendance at meetings and participation in discussions and debate on matters brought before the Conservancy. Affiliate members are not eligible to vote nor are they eligible to be elected to office.

Section 3. Application and Approval

All individuals and organizations must complete an application for membership. Applications for membership may be submitted to the membership by the Membership Committee or by a member in good standing. Approval of membership is by vote of a simple majority of members in good standing at a meeting of the Conservancy.

Section 4. Dues

There will be an annual membership fee for active and affiliate members. The amount is determined by the board and voted upon at the annual meeting. Dues are payable at the annual meeting typically held each January. If dues are not paid by March 31, the member may be dropped from membership upon recommendation to the board by the Treasurer.

Section 5. Suspension and Expulsion

A member whose actions or conduct are inimical to the interest of the Conservancy may be suspended or expelled by a vote of two-thirds (2/3) of the active members of the Conservancy.

ARTICLE III OFFICERS

Section 1. Officers

The corporate officers of the Conservancy shall be the President, the Vice President, the Secretary, the Treasurer, and one Director at large.

A. President

The President shall act as the chief elected officer of the corporation, serve as the Chair of the board and preside at other such meetings, and exercise all the duties and responsibilities commonly associated with this office, except as limited by these bylaws.

B. Vice President

The Vice President shall serve as Vice-Chair of the board and as presiding officer in the absence of the President. The Vice President shall assume the duties of the President were the position to become vacant.

C. Secretary

The Secretary shall be the corporate secretary of the corporation, shall be responsible for the preparation of minutes and shall carry out such other duties as may be assigned by the board.

D. Treasurer

The Treasurer shall be the custodian of all funds, receive all dues and other funds, disburse all appropriations, and shall render to the board a full accounting of the financial conditions of the Conservancy upon reasonable request. The Treasurer shall issue a financial report to the membership during the annual meeting.

E. Director at large

The Director at large shall act as an officer of the corporation and participate in all board functions as a full voting member. The Director at large shall carry out duties as may be assigned by the board.

Section 2. Elections

The membership shall elect the officers at the annual meeting for a term which lasts until the next annual meeting or until their successors are elected. Officers serve at the pleasure of the members.

Section 3. Resignations and Vacancies

An officer may resign upon written notice to the President of the Conservancy. The board may fill a vacancy by appointment until the next annual meeting, at which the members shall elect a replacement.

Section 4. Removal

The members may remove an officer by a motion proposed at a meeting and carried by a vote of two-thirds (2/3) of active members of the Conservancy. The members may fill a vacancy created by removal with an election at the same or a subsequent meeting.

**ARTICLE IV
BOARD**

Section 1. Size

The board shall consist of five (5) persons from the active member category of the Conservancy who are elected in accordance with these bylaws.

Section 2. Powers and Duties

The board has the power to govern the affairs of the Conservancy, except for power reserved to the general membership by D.C. law or these bylaws. The board may establish its own rules of procedures.

Section 3. Elections

All officers shall be elected at the annual meeting for a term which lasts until the next annual meeting or until their successors are elected.

Section 4. Quorum

A majority of the officers present at a meeting constitutes a quorum for taking action by the board.

**ARTICLE V
FISCAL AFFAIRS**

Section 1. Fiscal Year

The fiscal year for the Conservancy shall begin on the first day of January.

Section 2. Inspection of Books

The Treasurer shall make the Conservancy's books and accounting records available to the board upon reasonable request and within a reasonable time.

Section 3. Signing Corporate Documents

With prior authorization of the board, the President (or Vice President in the absence of the President) may sign contracts, instruments of debt, and other legally binding documents. The President or Treasurer is authorized to sign checks on behalf of the Conservancy, but a check in excess of five hundred (500) dollars must be signed by both the Treasurer and the President (or Vice President in absence of the President).

Section 4. Special Assessments

The board may propose special assessments that would require a vote of two-thirds (2/3) of the active members of the Conservancy.

**ARTICLE VI
MEMBERSHIP MEETINGS**

Section 1. Annual Meeting

The membership of the Conservancy shall meet in the month of January of each year. At this annual meeting, the members shall elect officers in accordance with these bylaws. At the annual meeting the members also may conduct any other Conservancy business that could be considered at a general meeting.

Section 2. General Meetings

The board may in accordance with these bylaws call general meetings in addition to the annual meeting. The day/time of the meetings may be determined by the board. The board shall call a meeting if one is requested by at least twenty-five (25) percent of the active members in writing. The board shall hold the meeting within thirty (30) days of a request.

Section 3. Notice

The President or Secretary shall provide notice of a meeting to each member at least three (3) days before a meeting. Notice shall include time, place, and purpose of the meeting.

Section 4. Quorum

The presence of at least five (5) active members or of at least ten (10) percent of the active members, whichever is less, is required before action can be taken at an annual or general meeting.

Section 5. Voting

At a meeting, each active member is entitled to vote. A simple majority of those present controls a decision unless required otherwise by these bylaws, by D.C. law, or by rules of procedure adopted beyond these bylaws. Members may not vote by proxy.

Section 6. Recusal

If a member or anyone related to that member has a financial interest in a matter under consideration by the Conservancy, or has been contracted or employed directly or indirectly with respect to such matter, said member shall declare that interest prior to deliberation on the matter and shall recuse himself or herself from any vote on the matter. Failure to declare such interest shall be grounds for invalidating either that individual's vote of the entire vote on the matter, as the board deems fit.

ARTICLE VII COMMITTEES

Section 1. Appointment

Committees standing or special, as the board deems necessary to carry out the work of the Conservancy, shall be appointed by the President with approval of the board. Appointment of members to standing committees must be made from the individual active membership category. Terms of membership on standing committees shall expire at the annual meeting, but a member may continue to serve until a successor is appointed. A board member shall be appointed as an *ex officio* member of each committee. The committee membership shall elect its own chair and conduct its own meetings. Committees report directly to the board.

Section 2. Standing Committees

A. Membership Committee

A membership committee consisting of at least three (3) persons shall be appointed by the board as a standing committee. The membership committee shall perform the duties prescribed by these bylaws and such other duties as from time to time may be deemed necessary by the board to obtain, retain, or encourage membership in the Conservancy.

B. Nominations Committee

A nominations committee consisting of at least three (3) persons shall be appointed by the board as a standing committee. The nominations committee shall perform the duties prescribed by these bylaws and such other duties as from time to time may be deemed necessary by the board to obtain, retain, or encourage qualified officers in the Conservancy.

C. Policy and Procedures Committee

The policy and procedures committee has the responsibility to put all policies and procedures in proper form, eliminate duplication where similar policy and procedures are offered, and ensure that all policies and procedures relating to a specific subject will be offered in a logical sequence. In other cases the committee is given the authority to make substantive alterations in a policy and/or procedure upon the direct request of the board. The committee may develop organizational policies and procedures under the auspices of the board. All policies and procedures must be voted upon for approval by a simple quorum at an annual or general meeting before becoming standard operating procedures.

**ARTICLE VIII
RULES OF PROCEDURE**

Rules of procedure beyond the scope of these bylaws are governed by the current edition of Robert's Rules of Order Newly Revised, unless modified by rules prescribed by the board.

**ARTICLE IX
AMENDMENT OF BYLAWS**

These bylaws may be amended by two-thirds (2/3) vote of the active members of the Conservancy provided the proposed amendment(s) has been circulated to the full membership at least 30 days in advance.

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