

# By-Laws of Culinary Historians of Washington DC, Inc.

## Article I. Operating Name

Culinary Historians of Washington, DC, Inc., may use either its formal name or a short name in any activity not requiring its formal name. Its short names may be any of "Culinary Historians of Washington DC," "CHoW, DC" (with or without the comma), or "CHoW," as the context of use indicates.

## Article II. Mission Statement

CHoW DC is organized to promote and support interest in, and research about, culinary customs (both historical and contemporary) and the history of cuisines and foodways from around the world. CHoW DC will carry out this mission primarily by sponsoring participatory sessions in which members share research on a particular subject; lectures on topics appropriate to its subject matter specialization by invited speakers; specialized demonstrations; and field trips, all designed to enrich understanding and appreciation of cultural or historical culinary topics. CHoW DC will also advise, and assist members in matters pertaining to food history by providing forums for discussion of topics under research. CHoW DC may further its mission by support of similar events sponsored by other organizations of similar orientation, by grants for research or study by qualified individuals as the board may approve, or by grants to other charitable organizations to support research about subjects relevant to the organization's mission.

## Article III. Membership

Section 1. Membership in CHoW DC (hereafter sometimes "the Organization") shall be open to any individual, household, or organization that has a serious interest in the subjects of the organization's mission, upon payment of the appropriate dues.

Section 2. Individual or household members are eligible to vote, hold office, and serve on committees, as well as enjoy other benefits of membership. An organization may appoint a representative authorized to vote the interest of that organization. Representatives of organizations may not hold office, but may serve on committees.

Section 3. Annual membership dues shall be as determined by a majority of the Board of Directors. At the option of the Board, approval of an amount to be charged for membership during an upcoming fiscal year may be submitted to the members present at the annual business meeting, and will be considered approved on receiving a vote of the majority of the members present.

Section 4. The fiscal year for CHoW DC shall begin on September 1 of a calendar year and continue through August 31 of the next calendar year. At the option of the membership chairman, dues for those joining in the middle of a fiscal year may be prorated or be considered to apply to all or part of the fiscal year following that partial

year; however, the decision to handle partial-year memberships must apply equally to all part-year members joining in that year.

**Article IV. Officers**

**Section 1. The officers of the Organization shall be a President, a Vice President, a Secretary, a Treasurer, and a Membership Secretary. These officers shall exercise general supervision of the affairs of the Organization between its meetings, and perform the duties prescribed by these bylaws and by the policy guidelines of the Organization.**

**Section 2. The President, or in his or her absence, the Vice President, shall preside over all meetings of the Organization. The President and Vice President also shall perform such other duties as they may severally be authorized or requested to do by the Board of Directors. If both of these officers are absent from any meeting, a temporary chair person may be chosen by those attending.**

**Section 3. The Treasurer shall keep the accounts and have charge of all funds of the Organization. The Treasurer shall prepare and present financial reports for each annual meeting of the Organization, each meeting of the Board of Directors, and whenever requested for the meetings of the general membership. The Treasurer shall also be responsible for ensuring that the Organization files any returns, declarations, reports, or other documents with federal and state or local authorities required of nonprofit legal entities, and in other matters stays in compliance of requirements for nonprofit status. The Treasurer will report periodically to the Board about such required filings and the Organization's compliance therewith. In the absence of the Treasurer from any meeting, and during a vacancy in the office of the Treasurer, the duties of the Treasurer may be performed by a temporary Treasurer to be appointed by the Board of Directors.**

**Section 4. The Secretary of the Organization shall keep a timely record and a permanent hard copy of all meetings of the Organization and Board of Directors and make it available. He or she shall conduct correspondence on behalf of the Organization. In the absence of the Secretary, or during a vacancy in the office, the duties of the Secretary may be performed by a temporary secretary to be appointed by the Board of Directors. If neither the Recording Secretary nor a temporary secretary appointed as above provided are present at a meeting of the Organization or Board of Directors, a clerk pro tempore may be chosen at such meeting to make a record of the meeting.**

**Section 5. The Membership Secretary shall keep a correct list of the name and address of every member of the Organization, as provided from time to time by each member. The Membership Secretary shall give notice of all meetings of the Organization and distribute the newsletter and membership renewal notices. In the absence of the**

Membership Secretary, or during a vacancy in the office, the duties of the Membership Secretary may be performed by a temporary secretary to be appointed by the Board of Directors.

Section 6. The President is authorized to sign, in the name of the Organization, all written contracts and obligations of the Organization. The President will secure the specific authorization of the Board on the matter of signing any agreement obligating the Organization to an expenditure of more than \$500 or obligating the Organization to any activity, expenditure, or other matter extending over more than the current fiscal year.

*Ex officio*, the President or the Treasurer, individually, are authorized to sign checks on behalf of the Organization, make deposits or withdrawals from the Organization's bank, or conduct other business with the Organization's bank. The President and Treasurer may jointly change signature records at the Organization's bank to reflect this authority upon changes in the identity of the person holding either office. The President or Treasurer, as the case may be, will secure the specific authorization of the Board prior to making any payment of more than \$500 that has not been previously authorized by the Board.

Notwithstanding any other provision of these bylaw, *ex officio*, the President or the Treasurer, individually, are authorized to sign any application, return, report, consent, authorization of power of attorney, or other document necessary to comply with federal, state, or local tax laws; to apply for and comply with requirements of nonprofit status; and to correspond with or discuss any such matter with federal, state, or local tax officials.

Section 7. Any officer of the Organization may be removed from office at any time by a majority vote of the membership.

#### Article V. Board Of Directors

Section 1. The President, Vice-President, Secretary, Treasurer, and Membership Secretary (all *ex officio*), a Newsletter Editor and Web Coordinator (as described in Section 3 of this Article, also *ex officio*), the immediate past President of the Organization (*ex officio* if not holding another office or directorship in his or her own right), plus two additional members shall constitute the Board of Directors. The Board of Directors shall have the management and control of the Organization, including all its property and affairs. The Board shall authorize the execution, on behalf of the Organization, of such contracts and other instruments and the making of such payments by the Organization as shall be deemed necessary or proper, subject to the general delegations of authority to the President and the Treasurer made in Article IV of these Bylaws. The Board shall control the expenses and charges of the Organization and authorize the employment of such professional assistance as may be deemed

proper. Generally the Board shall act for the Organization in all matters, provided, however, that all the powers conferred by this section of the bylaws shall be exercised subject to all other provisions of the bylaws.

Section 2. The Board of Directors shall enforce the observance of these bylaws and of all amendments thereof, and from time to time may make, amend, and repeal such bylaws as may seem expedient and consistent with the Organization's mission. The Board of Directors also may prescribe, from time to time, rules for the admission to the privileges of the Organization of persons who are not members of the Organization; and the Board shall have the power to extend the privileges of the Organization to any person for such period as they may prescribe, subject to the power of the Board to withdraw such privileges at any time.

Section 3. The Board of Directors shall appoint a Newsletter Editor and Web Coordinator, who shall hold seats on the Board *ex officio*. The Board of Directors may appoint such other committees and assign them responsibilities such as providing refreshments at meetings. The Board may delegate to them such powers for such terms as the Board may deem useful, subject to the powers of the Board to revoke any such appointment at any time.

Section 4. No member of the Organization is authorized to incur any unbudgeted financial obligation without the prior approval of a majority of the Board of Directors. The Board shall not permit any part of the earnings or capital of the Organization to inure to the benefit of any private individual.

Section 5. The Board may accept on behalf of the Organization any gift, bequest, or devise for any purpose of the Organization.

Section 6. In case of a vacancy in the office of President, the Board of Directors shall select a person to serve out the remainder of the term. Upon the occurrence of a vacancy of another office, or another seat on the Board of Directors, the President shall appoint a replacement, with the consent of the Board. Any member of the Board may be removed from office at any time by a majority vote of the membership.

#### Article IV. Elections and Terms Of Office

Section 1. Both officers and directors shall be elected by ballot at each annual meeting of the Organization. A voice vote or show of hands is acceptable for elections of uncontested offices. The term of office for both officers and directors shall be one fiscal year, or until their successors are elected, if for some reason elections are not held within a particular year. The term of office for both officers and directors shall begin on the first day following their election.

**Section 2.** No member shall be eligible to serve as President or Vice-President, or as a non-officer member of the Board (other than the *ex officio* Board positions of Newsletter Editor and Web Master), for more than two consecutive terms in the same office, until a period of two years has passed. The immediate past President's *ex officio* status as a director shall not last for more than two consecutive one-year terms following his or her term as President. No member shall be eligible to serve as Treasurer, Secretary, or Membership Secretary for more than four consecutive terms in the same office, until a period of two years has passed.

**Section 3.** A Nominating Committee of three members shall be appointed by the President. This committee shall nominate candidates for offices to be filled at the annual business meeting in May. The Nominating Committee shall report at the regular meeting in April. Nominations from the floor shall be permitted at the April meeting preceding the annual meeting in May.

**Section 4. Committees.** The Board may, from time to time, establish such committees as it may deem necessary or appropriate to conduct business or further the purposes of the Organization. Unless otherwise provided for in these Bylaws or the resolution establishing it, any committee may establish its own meeting schedule; a majority of the members of the committee shall be a quorum; and the actions of any committee meeting at which a quorum is present shall be an action of that committee.

#### **Article VII. Organization Meetings And Quorums**

**Section 1.** The annual meeting the Organization shall be held no later than May 31, the date, place, and time to be chosen by the Board of Directors. The membership shall be given written notice of the meeting time and place at least seven days prior to that meeting. Business other than any required by these bylaws to be done at a specified meeting may be transacted at any meeting of the Organization, provided that the membership has been given at least seven days' notice of the fact of a meeting or of the action to be taken.

**Section 2.** The Organization's monthly educational meetings may be used as business meetings, at which any actions required of the membership may be taken. The notice of a monthly meeting given in the Organization's newsletter may serve as sufficient and timely notice meeting the requirement of section 1. Special meetings of the Organization may be called at any time by the President or Vice President, or by the Board of Directors acting in response to a petition by members of the Organization.

**Section 3.** Voting on Organization business must be done in person at the meeting designated therefor, and may not be by proxy. Each individual member, each household having a household membership, and the designated representative of an organization that is a member shall be entitled to one vote on any question at any meeting.

**Section 4.** Twenty percent of the membership attending any meeting shall constitute a quorum for the transaction of all business of the Organization. Unless otherwise specifically provided in these bylaws, a majority of those present and voting at a meeting shall decide any question.

**Section 5.** It is the duty of each Organization member to give the Membership Secretary a correct address or e-mail address to be recorded on the membership list, and notice of any meeting or event of the Organization shall be transmitted by the Membership Secretary to the address so given.

**Article VIII. Board Meetings and Quorums**

**Section 1.** Except as may be legally required of Maryland nonprofit corporations or the law of any tax authority, the Board of Directors shall meet on such dates, at such times and places, and in such manner as the Board determines necessary to plan and execute the programs of the Organization. Board meetings may be held physically, by conference telephone, or by a combination of the two.

**Section 2.** Board meetings may be called at any time by the President or the Vice President, or by any two members of the Board. Notice of each meeting shall be given to each member of the Board by written, e-mailed, or oral notice at least twenty-four hours before the day of the meeting, but the presence of any member of the Board shall be deemed the equivalent of having received due and sufficient notice, and any member may waive notice of any meeting of the Board.

**Section 3.** A quorum of the Board of Directors shall be four in the case of a physical or telephone, and except as otherwise required by these bylaws, any business at such a meeting may be transacted by a majority of the quorum of members in attendance. Physical meetings of the Board shall be open to attendance by the membership.

**Section 4.** Any business that may be transacted at a board meeting may, to the extent permitted by law, be transacted by consent of a majority of the total number of directors in lieu of a meeting. In such cases, Board members may indicate consent in writing (by mail, fax, or pdf or equivalent file), as well as by e-mail. The President and Secretary shall jointly ensure that notice of actions to be dealt with by consent in lieu of a meeting is transmitted to each Board member sufficiently in advance of the time set for the return of consents that members may act thereon.

**Article VIII. Parliamentary Authority**

**Section 1.** Should rules of parliamentary procedure be needed for the conduct of meetings of the membership, Robert's Rules of Order Newly Revised will be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of these bylaws. A Parliamentarian may be appointed at any meeting by the President.

**Article IX. Amendment of Bylaws**

These bylaws may be added to or amended by a vote of a majority of the Board of Directors (or by consent of a majority of members if addition or amendment by consent in lieu of a meeting is used). Proposals for additions or amendments by the membership may also be made at any meeting of the Organization. Such proposals will be presented to the next meeting of members and will be considered adopted by securing the vote of two-thirds of the number of members attending.

**Article X. No Seal**

The Organization shall not have a Corporate seal.

**Article XI. Liability and Indemnification**

No Board member shall be held liable for actions taken by him or her, or by the Board of Trustees during his or her term of service, for any of his or her actions (and/or the consequences thereof) taken in his or her capacity as a member of the Board of Trustees. In the event that any Board member nevertheless shall be held liable for any such actions or their consequences, he or she shall be fully indemnified by the Organization for any and all costs, fees, settlements, judgments, and any and all other expenses pertaining thereto, including legal fees and costs.

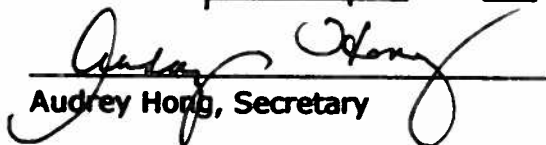
**Article XII. Effect of Provisions of Law or Articles of Incorporation**

Each provision of these Bylaws shall be subject to, and controlled by, any provisions of the Maryland Nonprofit Corporation Act or the Articles of Incorporation which relate to their subject matter, as amended from time to time, and shall also be subject to any more specific provisions in these Bylaws dealing with the subject matter.

**Article XIII. Certificate of Secretary**

I, the undersigned, certify that I am the presently elected and acting Secretary of Culinary Historians of Washington DC, Inc., a Maryland Nonprofit Corporation, and that these Bylaws are the Bylaws of this Organization as adopted by vote of the Board of Directors on May 6, 2012.

Executed at Bethesda, MD this 6 day of May, 2012.

  
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Audrey Hong, Secretary

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