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## Bylaws

### ARTICLE I - OFFICES AND AGENT

1.01. Principal Office. The principal office of the District of Columbia Open Government Coalition (the "Corporation") will be located in the District of Columbia. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.02. Registered Office and Registered Agent. The Corporation shall have and shall continuously maintain in the District of Columbia a registered office and a registered agent located in such office, as required by the District of Columbia Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE II - BOARD OF DIRECTORS

2.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

2.02. Number. The number of directors shall be fifteen (15). The Board of Directors may change the number of director positions by majority vote.

2.03. Election. The initial Board of Directors shall be the persons named as such in the Articles of Incorporation. Thereafter, directors shall be elected at the annual meeting of the Corporation.

2.04. Term. Each director shall hold office for a term of three (3) years and until a successor shall have been elected and qualified, or until resignation, removal, or death. The initial directors' terms shall be staggered.

2.05. Qualifications. Directors need not be residents of the District of Columbia.

2.06. Resignation. Any director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

2.07. Removal. Directors may be removed from office at any time, with or without cause, upon a majority vote of the Board of Directors at a meeting called for that purpose. Notice of the intent to remove a director shall be given at least seven (7) days before a meeting called for such purpose.

2.08. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in

office.

2.09. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution the Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation, including but not limited to attendance at annual, regular, or special meetings of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for such service.

### ARTICLE III – MEETINGS OF THE BOARD OF DIRECTORS

3.01. Location of Meetings. Meetings of the Board of Directors may be held in or outside the District of Columbia and may be held by means of a telephone conference.

3.02. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once each year at such time and place as the President of the Board of Directors shall designate. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board without notice other than such resolution.

3.03. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or a majority of the members of the Board of Directors.

3.04. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by postal or electronic mail to each director at his address as shown by the records of the Corporation. Any director may waive notice of any meeting in accordance with Article VIII of these Bylaws. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by the Articles of Incorporation, or these Bylaws.

3.05. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise required by the Articles of Incorporation, or these Bylaws.

3.06. Manner of Action. 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 otherwise specified by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

### ARTICLE IV - COMMITTEES

4.01. Designation. The Board of Directors may from time to time designate up to one-third of its number, but not less than two directors, to constitute an executive committee. In the interim between meetings of the Board of Directors, the executive committee shall have the full power and authority to manage the business, property and affairs of the Corporation, not inconsistent with the instructions and direction of the Board of Directors. The Board of Directors may also designate from time to time two or more directors to serve on such other committee or committees as deemed appropriate. The Board of Directors shall have the power at any time to designate a member of such committee as its chair, fill vacancies, change the membership, or discharge a committee.

4.02. Powers. Each committee shall have and may exercise such powers, not inconsistent with the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws,

as authorized by the Board of Directors.

4.03. Term. Each member of a committee shall serve for a term of one (1) year, until a successor is appointed, or until their earlier resignation, removal with or without cause, or death, or unless the committee shall sooner be terminated.

4.04. Meetings. Meetings of a committee may be held in or outside the District of Columbia, and may be held by means of telephone conference. The chair of any such committee may fix the time and place of its meetings. Each committee shall keep records of its actions, and report such actions to the Board of Directors and the president.

4.05. Quorum/Action. A majority of the members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the committee.

4.06. Advisory Boards. The Board of Directors may create such advisory boards and appoint to them such persons as it deems appropriate. Persons serving in such advisory capacity shall not exercise any of the powers granted to the Board of Directors in these Bylaws.

## ARTICLE V - OFFICERS

5.01. Officers. The officers of the Corporation shall be a president, a secretary, a treasurer, and such other officers as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of president and secretary.

5.02. Election. The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

5.03. Term. Each officer shall serve for a term of one (1) year, until the next annual meeting of the Board of Directors and until their successors are elected and qualified, or until earlier resignation, removal, or death.

5.04. Resignations. Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall be effective upon receipt of such notice. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

5.05. Removal. Any officer may be removed by the Board of Directors whenever in the Board's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.06. Vacancies. A vacancy in any office because of resignation, removal, or death may be filled by the Board of Directors for the unexpired portion of the term.

5.07. President. The president shall serve as the chief executive officer of the Corporation, and shall preside at all meetings of the Board of Directors. The president shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

5.08. Vice President. The vice president, if any, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

5.09. Treasurer. The treasurer shall collect and keep an account of all moneys received and expended for the use of the Corporation; deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; present reports of the finances of the Corporation at each annual meeting and when called upon by the president; and perform such related duties as shall be directed by the Board of Directors or the president. The Funds, books, and vouchers in the hands of the treasurer shall at all times be

subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of his or her term of office, the treasurer shall turn over to his or her successor in office all books, records, monies, and other properties of the Corporation.

5.10. Secretary. The secretary shall act as secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; keep the minutes thereof; see that the reports, statements, and other documents required by law are properly kept and filed; and in general, perform all the duties incident to the office of secretary and any such related duties as may from time to time be assigned by the Board of Directors or the president. The books, records, and papers in the hands of the secretary shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of his or her term of office, the secretary shall turn over to his or her successor in office all books, records, papers, and other properties of the Corporation.

5.11. Other Officers. Other officers elected or appointed by the Board of Directors shall, in general, perform such duties and have such powers as shall be assigned to them by the Board of Directors or the president.

#### ARTICLE VI – CONFLICT OF INTEREST

No Director, Officer, or member of a Committee of the Corporation shall maintain substantial personal or business interests which conflict with those of the Corporation. In addition, any Director, Officer, employee or committee member having an interest in a contract or other transaction presented to the Board, the Executive Committee, or a Committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board, Executive Committee, or Committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

#### ARTICLE VII – INDEMNIFICATION AND INSURANCE

7.01. Indemnification. The Corporation shall indemnify any director or officer, or former director or officer, against expenses incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under these Bylaws, any agreement, vote of the Board of Directors, or otherwise.

7.02. Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by such person which arises out of his or her status as a director, officer, employee or agent of the Corporation or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

7.03. Prohibition Against Self-Dealing. Anything contained in this Article to the contrary notwithstanding, the Corporation shall not indemnify any person if such indemnification would

constitute “self-dealing” as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

## ARTICLE VIII – GENERAL PROVISIONS

8.01. Grants. The Board of Directors may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of the Corporation, and in the administration of an approved program, to make any grants or contributions or provide financial assistance to any qualified individuals or organizations.

8.02. Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer, officers, agent or agents, in the name, and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Such authority may be either general or confined to specific instances.

8.03. Loans. The Board of Directors may authorize the president or any other officer or agent of the Corporation to obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual, or other institution; make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation; and pledge and hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by the Corporation to any director or officer thereof.

8.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, devise, or grant, including any U.S. or District of Columbia government grant or contract, for the general purposes or for any special purpose of the Corporation.

8.05. Investments. The Corporation shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors.

8.06. Voting of Securities Held by the Corporation. Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board of Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the president may determine.

8.07. Books and Records. There shall be kept at the principal office of the Corporation, correct books of accounts of all the business and transactions of the Corporation.

8.08. Depositories. The funds of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

8.09. Use of Funds. All funds and assets of the Corporation shall be used solely and exclusively for educational, scientific, literary or charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its officers, directors or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which this Corporation exists within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

8.10. Signatories. All checks, drafts, and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by

the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the Corporation.

8.11. Annual Audit. The Board of Directors may require that an annual audit be made of the books and accounting records of the Corporation.

8.12. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

8.13. Corporate Seal. The Corporation shall have a corporate seal with its name, year of incorporation, and the words "Corporate Seal, District of Columbia" inscribed thereon. The presence or absence of the seal on any instrument shall not affect the character, validity, or legal effect of the instrument in any respect.

8.14. Waiver of Notice. Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except when such director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### ARTICLE IX - AMENDMENTS

The Articles of Incorporation may be amended by a majority vote of the directors then in office. These Bylaws may be adopted, amended, or repealed by the Board of Directors. Notice of the intent to amend the Articles of Incorporation or to alter, amend, or repeal the Bylaws shall be given at least seven (7) days before the occurrence of any meeting called for this purpose.

#### OFFICER'S CERTIFICATE

I, \_\_\_\_\_, \_\_\_\_\_ of \_\_\_\_\_, formed and existing under the laws of the District of Columbia, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this nonprofit corporation as submitted and read to, and adopted by, the Board of Directors on \_\_\_\_\_, 2009.

IN WITNESS WHEREOF, I have hereunder subscribed my name on this \_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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