

Capital PAH - Capital Pups and Handlers Bylaws

Adopted July 25, 2021



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Identity Statement

Capital Pups and Handlers is an inclusive social club for persons 18 years of age or older; of all genders and gender expressions; races and ethnicities; sexual orientations; creeds and religions; and those with perceived sensory, mental, or physical disabilities. The primary region of focus is the District of Columbia metropolitan area and surrounding regions.

Mission Statement

Capital Pups and Handlers *aims* to give those who identify as human-pups and human-pets, those who love them, and those who are curious, opportunities to meet, socialize, play, learn, *and serve the community* together. Capital-PAH strives to make its community safe and welcoming to all.

Article I: Name

Section I: Name

1. The name of this organization will be Capital Pups and Handlers, also known as Capital-PAH.
2. Capital Pups and handlers will be abbreviated as “Capital-PAH”, with no punctuation separating the capitalized letters.

Article II: History

Section I: History

1. Capital-PAH was formed on April 16, 2018, by Tyler Belion, Natasha Long, Kenneth Lowenberg, and Grant Maxfield, who pledged to make a noticeable difference within the Pup and Handler community.

Article III: Purpose

Section I: Purpose

1. The purpose of Capital-PAH is to promote pride in the Pup and Handler Community, personally and publicly; to bring about an image of respect, responsibility and fellowship towards the Pup and Handler community; to educate and support the Pup and Handler Community; and to provide support and assistance to members of the Pup and Handler Community. Capital-PAH primarily serves the Pup and Handler community of the Capital metropolitan area and surrounding regions.

Article IV: Capital-PAH Identifying Marks

Section I: Capital-PAH Logo

The Mark will be based on the Washington DC outline. The stars are replaced with Puppy Paws that are red in color. There are two stripe bars going through the bottom area of the DC outline as usual of the DC outline. The DC outline is red and so are the bars. Each puppy paw has four digits and one paw pad. On the left side of the outline of the DC will say "capital" and on the right side "pup and handlers" on the right.

1. The Capital-PAH Logo is the authorized insignia of Capital-PAH. The Insignia and its derivatives are to be defined as "The Mark".
2. The Mark will be a bone with a black outline and white background. A collar will vertically wrap the center of the bone with a black outline and a background consisting of six (6) horizontal stripes colored, from top to bottom: red, orange, yellow, green, indigo, and purple. A leash will be attached to the collar with a black outline and white background. The leash will arc three (3) times, with the final being a vertically centered, 90 degree arc.
3. The Board may define various versions of the Mark for different membership types, e.g. Associate or Alumni Marks that differ from Active Member versions, as defined in the Policies and Procedures Manual.
4. The Mark shall always be presented in the highest resolution possible, using an appropriate background color.

Article V: Membership

Section I: Membership Categories

1. Membership shall consist of the following categories: Full (aka Active), Associate, Life, Honorary, Alumni, and Inactive. These membership classifications shall be given the rights, privileges, and definitions below:

	Full	Life	Honorary	Associate	Inactive	Alumni
<u>Rights</u>						
1. Voting	Yes	Yes	No	No	No	No
2. Open Meeting Attendance	Yes	Yes	Yes	Yes	Yes	Yes
3. Closed Meeting Attendance	Yes	Yes	No	No	No	No
4. May wear a defined version of the Mark	Yes	Yes	Yes	Yes	Yes	Yes
<u>Requirements</u>						
1. Live within Capital-PAH region	Yes	No	No	No	No	No
2. Must attend 25% of functions	Yes	No	No	No	No	No
3. Must pay dues	Yes	No	No	No	No	No

- a. When a majority of all Voting Members is required by these Bylaws, only Active and Life Members will be counted for the purposes of determining the number of votes required to reach a majority or quorum.

Section II: Requirements for All Membership Types

1. Membership will be open to applicants who agree with the Mission and Identity statement of Capital-PAH (see Mission and Identity statement).
2. All Members must be at least eighteen (18) years old.
3. Membership statuses include: Active, Alumni, Associate, Honorary and Lifetime.
4. A member shall be considered to be “in good standing” when their dues, as set by the Board on an annual basis, are paid up to date or no more than 90 days in arrears.

5. All Members must obey these bylaws.

Section III: Membership Process

Effective on July 25, 2021 as adopted at the membership meeting. The Membership Process applies to all new members under consideration.

1. All new prospective members are encouraged to come to our public events and get to know people. This informal process replaces the formal "attend X events in Y time" requirement.
2. A new member needs to be sponsored by 2 existing members (for Active Member) or 1 existing member (for Associate Member), who are prepared to vouch for them, and have been a member for at least a year.
3. Prospective members submit a membership application, agree to our code of conduct, clear the sex offender registries covering the DC and surrounding areas, and their home state, and commit to paying the membership fee if granted membership.
4. The sponsoring member(s) submit short (1-3 sentence) written statements in support of the prospective member. This should include a mention of some of the events that the prospective member has attended.
5. The preferred scene name or other identifier, and sponsoring statements, are made known to the membership a week prior to the member meeting to give members time to look and see who has applied.
6. If at the next member meeting there are no objections, the prospective member immediately becomes a member.

Section IV: Active Status

1. An Active Member is any individual who has been accepted into Capital-PAH under the provision of these Bylaws and who is in good standing.
2. Term: There is no limit to the term of an Active Member so long as they remain in good standing.
3. Responsibilities To remain in good standing, an Active Member must:
 - a. Attend at least twenty-five percent (25%) of Capital-PAH regularly scheduled functions, including, but not limited to, business meetings, bar nights, social events, and sponsored events.
 - b. Electronic attendance at business meetings shall be deemed the same as in-person attendance.
 - c. The provision of a proxy vote shall not constitute attendance at business meetings.

Section V: Inactive Status

1. An Active Member, because of personal or other reasons, who cannot maintain active status, may request Inactive status.
 - a. Such status will be granted for one (1) year upon a majority vote by the Board.
 - b. Inactive Status may also be granted to any Member who relocates outside of the DC Metropolitan area and surrounding region, if the request is in writing (or e-mail) and if the request is approved by a majority of the Board.

2. Term:
 - a. Such status will be for a period of one (1) year after which time the Member must notify the Board of their intentions to return as an Active Member, withdraw from the Capital-PAH or become an Associate Member.
 - b. An Inactive Member may return to Active Status at any time.
 - c. An Inactive Member may request an extension through the Board
 - d. Active Members May request to be dropped to Inactive Status for a Period of four (4) years should they join the Armed Forces and/or be relocated outside of the DC Metropolitan area and surrounding region. This will not require a Board vote.
3. Responsibilities:
 - a. An Inactive Member has no responsibilities (other than the requirements applicable to all Membership Types with the exception of payment of dues)

Section VI: Alumni Status

1. A Member must have been an Active Member for five (5) years to be eligible for Alumni status.
 - a. To acquire Alumni status, a Member must notify Capital-PAH in writing that they are changing to Alumni status.
 - b. No vote or approval is required for an Active Member to change their status to Alumni.
2. Term:
 - a. There is no limit to the term of an Alumni Member so long as they remain in good standing. An Alumni Member may elect to return to Active Member status at any time, without any requirement for a vote. An Alumni Member desiring to return to Active Member status may do so by notifying an officer of the Board and paying remaining dues expected of Active Members as defined in Article VIII, section 1.
3. Responsibilities:
 - a. Attend Capital-PAH functions, including but not limited to meetings, bar nights, social events, anniversaries.

Section VII: Associate Status

1. An Associate is any individual who has a desire to associate with Capital-PAH but does not desire to be an Active Member and/or is ineligible.
 - a. A person applying to become an Associate Member must be sponsored by an Active Member in good standing and/or send a written communication (email or otherwise) to the Lead Recruitment and Retention Officer.
 - b. Applications for Associate membership will be received by the Sergeant-at-Arms before presentation to the Board. To be voted upon by the full member body of Capital-PAH. Associate Members must follow the same Membership Process as Active Members.
 - c. Associate status will be approved by a majority vote of the Active Members attending a regularly scheduled meeting at which quorum has been achieved.
2. Term:
 - a. There is no limit to the term of an Associate Member so long as they remain in good standing.

3. Responsibilities:
 - a. When possible Attend Capital-PAH functions, including but not limited to meetings, bar nights, social events, anniversaries.
4. An Associate Member who wishes to become an Active Member, may be voted in by a majority of members eligible to vote. This will be done during a regular meeting in which quorum has been established. The associate member may become an Active member by completing the requirements for Active member as defined in the Membership Process. The Board may waive participation requirements for an Associate member who is a full member of another PAH organization or has been a full member of Capital-PAH in the past.

Section VIII: Honorary Status

1. An Honorary Member is someone whom the Capital-PAH Executive Board cares to honor for their service, support and participation within Capital-PAH or the community and has been approved by a majority of the Board, at any meeting in which quorum has been established.
2. Term:
 - a. The Honor is for life.
3. Responsibilities:
 - a. An Honorary Member has no responsibilities (other than the requirements applicable to all Membership Types with the exception of payment of dues).

Section IX: Lifetime Status

1. After ten (10) cumulative years of active membership in Capital-PAH and loyalty to Capital-PAH, a Full/Active Member in good standing may be voted into Life Membership by a majority of the members eligible to vote in attendance (in person, electronically, or via proxy) at any meeting in which quorum has been established.
2. Life Membership is not automatically granted after ten (10) years. Life Membership is an honor that is earned by significant dedication and service to the organization and our community.
3. Popularity should not be a consideration. Eligibility should be based solely on the merits of one's service. Examples of ways in which a member might qualify for Life Membership, may include, but are not limited to: multiple years serving as an officer of Capital-PAH Board; regular attendance at and participation in Capital-PAH events; and representation of Capital-PAH with other organizations.
4. Inactive or Alumni Members that have met the ten (10) year requirement, upon reactivating their membership, may be eligible to be nominated for Life Membership.
5. Determination of qualification for Life Membership rests solely with the active members at the time of nomination and voting provided all other requirements are still met, as detailed elsewhere in this section.
6. Term:
 - a. Lifetime
7. Responsibilities:
 - a. (Except for lifetime members who live outside of the DC Metropolitan and surrounding region)
 - i. Attend monthly meetings or advise an elected Officer of an absence or

- lateness.
- ii. Attend Capital-PAH functions, including but not limited to meetings, bar nights, social events, anniversaries.
- iii. Meetings and Voting Rights: May attend both open and closed sessions of any Capital-PAH meetings. May vote at meetings under the provisions of Article VIII, Section 5.

Section X: Resignation

1. An Active Member who resigns from Capital-PAH loses all privileges of membership, may not wear the Capital-PAH Mark, and must immediately return all Capital-PAH property including all Marks in their possession.
2. These items must be returned to the Capital-PAH's Sergeant-at-Arms.
3. Resignations must be submitted in writing to the Sergeant-at-Arms, or another member of the Board.

Section XI: Removal of Members

1. A Member (of any status level) may be removed through the procedure set forth below for any reason deemed by the Board to be in conflict with the Mission Statement, Identity Statement, Bylaws or Code of Conduct of Capital-PAH.
2. The Sergeant-at-Arms, Treasurer, and Secretary will at least annually review the participation level and payment of dues of all Members and make recommendations to the Capital-PAH Board regarding any Members who should be considered for removal.
3. The Board may, acting on such recommendations, by simple majority vote, suspend membership without recourse.
4. The Board must notify the membership in writing (or via email) of any member which it has voted to remove, which notice must be given at least thirty (30) days prior to the next scheduled membership meeting.
5. The member in question will lose all right to represent Capital-PAH or participate in official Capital-PAH events, until their removal has been voted upon at the next membership meeting.
6. The meeting where the membership shall vote on confirming the removal of any such members shall require a quorum. The member in question shall have a right to attend and address the membership concerning the allegations for removal.
7. If a Member is removed from Capital-PAH, they will be required to return all property of Capital-PAH to the Sergeant-at-Arms. This is to include any Marks or pins that may be in the member's possession at the time of removal.

Article VI: Board

Section I: Capital-PAH Board

1. The Capital-PAH Board (the "Board") shall have the authority to manage Capital-PAH and shall consist of seven Active or Life members voted upon by the voting membership pursuant to Section 3 of this Article.
2. At any time, the Board may, by a unanimous vote of all Board members, establish an Executive Committee composed of a subset of Board members. The Board may delegate any of its powers to the Executive committee. The Board may also revoke any delegated

powers, or dissolve the Executive committee, by a simple majority vote of Board members.

3. The Board, with the guidance of a vote for proposed Officer members as described in Article VI, Section 3, shall vote on which Board members will be appointed to each Officer role. The Officer roles consist of: President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, Lead Recruitment and Retention Officer, and Director of Communications.
4. It will be the duty of all Board members of Capital-PAH to attend each scheduled meeting of the Board and general membership. If a Board member is unable to attend a meeting, they will notify another Board member and make arrangements to have all necessary books, reports, papers, and other materials under their control delivered to the meeting when needed.
5. The Dues for Board members are to be twice the Active Member's full dues per annum as set annually by the Board.
6. Members of the Board shall not be permitted to be voting and/or executive members of any other leather or kink organization. Members of the Board shall be permitted to be non-voting members of any organizations they may choose. Any disputes will be settled by simple majority vote of the Board.

Section II: Officers

1. The Officers of Capital-PAH are empowered by the Board to have the duties and authority set forth below:
2. President / Alpha
 - a. Preside at all Capital-PAH meetings
 - b. Cause to be called all regular and special meetings of Capital-PAH in accordance with these Bylaws.
 - c. Provide the Secretary with a copy of all official correspondence, both electronic or written.
 - d. Be responsible for assuring that Capital-PAH information is completed and distributed on time each month.
 - e. Represent Capital-PAH when attending official functions of other clubs, or designate an alternate representative.
 - f. Be responsible for monitoring and coordinating the activities of Capital-PAH's committees.
 - g. Serve as an ex-officio member of all committees.
3. Vice President / Beta
 - a. Assume the duties of the President when the President is absent or unable to perform their duties.
 - b. Assume the office of the President if that office becomes vacant prior to elections.
 - c. Work closely with the President in order to be able to represent the President whenever necessary.
 - d. Responsible for administering Capital-PAH's shared electronic repository.
 - e. Responsible for monitoring the Bylaws on a regular basis and notifying the

Membership of any required changes.

- f. The Vice President will also conduct a thorough review of the Bylaws once every twelve (12) months.
4. Treasurer / Digger
 - a. Receive all Capital-PAH funds and disburse the funds with the approval of Capital-PAH or the Board in accordance with these Bylaws.
 - b. Provide a written monthly balance of Capital-PAH's finances at each regular meeting, a copy of which will be incorporated into the minutes. It will be deemed sufficient cause for removal from office if this requirement is not followed.
 - c. Exhibit their books and accounts to the Board as requested and required.
 - d. Shall transfer materials in good order and responsibilities to their successor.
 - e. Perform all duties pertaining to the office of the Treasurer.
 - f. Shall have authority to establish and maintain each bank account in the name of Capital-PAH following Board approval of such account.
 - g. Deposit all Capital-PAH funds into Capital-PAH's checking or savings accounts within five (5) business days of receiving them.
 - h. Assist the Secretary in maintaining Capital-PAH's membership list.
 - i. Filing all paperwork with the IRS, in a timely manner, to maintain CapitalPAH's status as a tax-exempt, and non-profit organization as a "Social/Recreational Club" under Section 501(c)7 of the Code.
 - j. Is responsible for detailing and handling procedures for reimbursement requests.
 5. Secretary / Marker
 - a. Take attendance at all monthly meetings and maintain an attendance report.
 - b. Maintain copies of all official communications to and from Capital-PAH.
 - c. Maintain custody of all Capital-PAH official correspondence and records and transmit the material and responsibilities to their successor.
 - d. Prepare minutes of regular and special meetings and distribute minutes no later than two weeks after each meeting.
 - e. Maintain written records of Board meetings.
 - f. Maintain Capital-PAH's membership list, coordinating the individual membership statuses with the Treasurer.
 6. Sergeant-at-Arms / Howler
 - a. Maintain order at all meetings.
 - b. Apply Robert's Rules of Order when necessary.
 - c. In the case the Sergeant-at-Arms is unavailable to apply Robert's Rules of Order, the task will be delegated to another Board or Active Member assigned by the President.
 - d. Assist with elections as required by these Bylaws.
 - e. Chair meetings in the absence of the President and Vice President.
 - f. Be responsible for the distribution and collection of Capital-PAH Mark and related.
 - g. Be responsible for maintaining inventory of all property of Capital-PAH.

7. Lead Recruitment and Retention Officer / Scout
 - a. The primary role of the Lead Recruitment and Retention Officer is to recruit new members and ensure the satisfaction of current members.
 - b. The Lead Recruitment and Retention Officer shall nominate for Board approval an additional deputy recruitment and retention officer for every 25 active members of Capital-PAH, or as decided on by a majority vote of the Board.
 - c. Deputy Recruitment and Retention Officers shall report to the Lead Recruitment and Retention Officer. These Deputy Recruitment and Retention Officers shall NOT be Board members.
 - d. The Lead Recruitment and Retention Officer will be responsible for the conduct and behavior of the Deputy Recruitment and Retention Officers.
 - e. Should a member of any status decide they wish to leave Capital-PAH, it will be the Lead Recruitment and Retention Officer's responsibility to reach out and find out why they wish to leave, and what can be done (if anything) to remedy the situation.

8. Director of Communications / Scratcher
 - a. The Director of Communications shall be responsible for overseeing website development, social media posting, all outgoing communications to the general public and general membership, and all committees pertaining to these functions.
 - b. The Director of Communications shall ensure all outgoing and internal communications are recorded and a copy is forwarded to the Secretary for long term archival.
 - c. It is the responsibility of the Director of Communications to oversee and coordinate outgoing communications, and ensure that all communications are accurate and consistent with the Capital-PAH identity and mission statement.
 - d. It is also the responsibility of the Director of Communications to issue any needed corrections or changes as mandated by a majority vote of the Board to any published communications.

Section III: Election of Board Members

1. Each Board member will be elected at Capital-PAH's annual meeting on an annual basis (provided there is a quorum) by a majority of Voting Members present and properly designated proxy votes. The election will be done via secret written ballot by Voting Members.
 - a. Additionally, each Board slot will be accompanied with a prospective Officer position which will be used as a recommendation for the Board of Officer positions once the new Board is in place.
2. In the event there is not a quorum at the annual meeting, the election will be held at the next meeting for which there is a quorum.
3. A Member unable to attend the meeting may vote by proxy per Article VII.
4. If more than two (2) persons are nominated for the same Board/officer position and no one (1) person receives a majority, there will be a runoff between the two (2) individuals receiving the highest number of votes.
5. If only one candidate is running for a position, members must still cast votes to affirm or reject the candidate. If less than 45% of the votes affirm the candidate, then the position

will revert back to the current office holder or be left vacant if that person is unavailable until the next meeting where an election can be held.

Section IV: Ballots

1. The Sergeant-at-Arms will prepare written ballots prior to the annual meeting.
2. The Board shall appoint an Election Inspector who shall be a Voting Member that is not a candidate for office to be filled at the meeting.
3. The Election Inspector will distribute the ballots at the meeting.
4. The Election Inspector and two (2) other members not running for office will collect, validate, and count the ballots. The President will announce results.
5. The Secretary will record the results of the election.

Section V: Nominations

1. Any Voting Member of Capital-PAH may nominate themselves or any other voting Members for elected office in writing, 40 to 60 days prior to the annual meeting. Provided that they are eligible per these Bylaws.
2. Nominated Members may decline a nomination prior to the announcement of the results of the election. A nominee must accept their nomination before the list of nominees is distributed.
3. A full list of all nominees will be distributed at least 30 days before the Annual Meeting by the Secretary.
4. In the event that less than two individuals are nominated for an open position, a floor nomination of eligible members will be opened at the Annual Meeting.

Section VI: Removal and Resignation of Board Members

1. A Capital-PAH Board member may be removed from office with or without cause at any time by a supermajority vote of all eligible votes cast, defined as 67% of the total votes.
2. Proxy votes may be accepted in accordance with Article VII.
3. The Board must notify the membership in writing (or via email) of this vote at least thirty (30) days prior to the scheduled vote.
4. To trigger a vote to remove an officer:
 - a. The President may announce the removal as part of a meeting's agenda. Or
 - b. Any active or life member in attendance at a closed meeting may motion to have a board member removed; if the motion is passed by a majority of all voting members in attendance, a vote to remove that board member will be added to the agenda of the next regularly scheduled meeting at least 30 days in advance. In either case, the Secretary shall notify the full membership in accordance with paragraph 3.
5. Any Board member may resign at any time by giving written notice to the Board or to the President or to the Secretary. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.
6. Any resignation or removal of a Board Member shall also remove such a member as an Officer of Capital-PAH.

Section VII: Term of Office

1. The term of office of each Capital-PAH Officer will be one (1) year, and thereafter until their successor has been elected.

Section VIII: Vacancies

1. Vacancies of elected officers, excluding the office of the President, will be filled for the unexpired portion of the term upon a majority vote of the Voting Membership and approval of the Board at the next Capital-PAH meeting following nominations from the floor.
2. Absentee ballots will be accepted. If the Office of President becomes vacant, the Vice President will assume the office of President, and a new Vice President will be elected according to the terms of this section.
3. In the event of a vacancy, the President may assign the responsibilities of that position to other Board members until the position can be filled.

Article VII: Meetings

Section 1: Membership Meetings

1. Regular monthly meetings and annual meetings of Capital-PAH will be held at such time and place as the Board will designate (subject to any meetings that are called by the membership pursuant to these bylaws).
2. Except as otherwise specified in these Bylaws or provided by statute, the acts of a majority of the members voting at a meeting at which a quorum is present shall be the acts of Capital-PAH (unless such vote requires a supermajority). No individual member of Capital-PAH shall have any power to act on behalf of Capital-PAH unless otherwise specified in these Bylaws or specifically authorized by a vote of the Board.
3. A quorum shall be attained by thirty-three percent (33%) of Voting Members. Proxies, properly submitted per Section 6 of this Article, shall be counted toward obtaining a quorum.
4. There are two types of meetings:
 - a. **Open Meetings**: These meetings are open to the general public. Sensitive material (including but not limited to membership status, finances, etc.) are not to be discussed. Except at the discretion of the President, matters of Capital-PAH business requiring a vote are generally not decided during Open Meetings. The Secretary will record meeting minutes and distribute the minutes to the general membership.
 - b. **Closed Meetings**: These meetings may only be attended by Voting Members. Non-voting Members and Guests will be allowed to attend at the discretion of the President, but they will not be allowed to vote. Sensitive material (including but not limited to membership status, finances, etc.) may be discussed with the doors closed.
5. The Secretary will record meeting minutes and distribute the minutes to Active Members only.

Section II: Special Meetings

1. Special meetings may be called by the Board or by a simple majority of the Voting

Members.

2. The President and Secretary will make a diligent effort to notify all members of a special meeting. E-mail or equivalent electronic communication will be considered an acceptable form of notification for all regular and special meetings.

Section III: Calling of Meetings

1. The President shall set the dates, times, and locations of regular, annual and special meetings in consultation with the Board.
2. If the President fails to schedule a regular or special meeting of the membership within 60 days of the last regular or special meeting, or fails to schedule an annual meeting within 425 days of the prior annual meeting, then such a meeting may be called by petition of the membership. For such a meeting to be called:
 - a. Any Regular or Life member may circulate a petition with the date, time, and location,
 - b. 10% of all Regular and Life members will need to affirm the petition electronically or in writing,
 - c. After the required affirmations are gathered, the details must be published to the full membership with at least 30 days notice of the meeting,
 - d. Such a meeting will constitute an official Capital-PAH meeting, and in the event it replaces an Annual Meeting, it will also trigger Board elections.

Section IV: Robert's Rules of Order

1. Capital-PAH Meetings will be conducted in an orderly but informal manner.
2. Common sense rules of good sportsmanship and good fellowship will prevail.
3. However, in the event of controversy, Robert's Rules of Order will govern.

Resources for Robert's Rules of Order

1. https://en.wikipedia.org/wiki/Robert%27s_Rules_of_Order
2. <http://www.robertsrules.com/>
3. <http://www.constitution.org/rror/rror--00.htm>

Section V: Voting

1. Each Voting Member has one (1) vote.
2. No Voting member may vote on any matter where they have a financial interest (as may be determined by disinterested members of the Board). Further, any such person may be asked by the Chair of the meeting to temporarily remove themselves from the meeting for the duration of the vote.

Section VI: Proxy Votes

1. Proxies may only be submitted by Voting Members in good standing.
2. Proxies must be submitted in writing (or via email) to a member of the Board prior to the start of a meeting and must name the Member to whom the absent Member is assigning their proxy.
3. All proxies must be announced at the beginning of each open and closed meeting.
4. All proxies are to be recorded by the Secretary in the open and closed meeting minutes.
5. In the case of any vote requiring a majority vote of those Voting Members present at a

meeting where a quorum has been established, the proxy vote may be voted as determined by the Member by whom the proxy has been assigned, except in the case of votes requiring a supermajority.

6. In the case of any vote requiring a supermajority of all Voting Members or officer elections, the Member giving proxy must specifically state, in writing, when giving the proxy how they want their vote cast in the case of each vote.

Section VII: Attendance

1. Members are permitted to attend meetings electronically via telephone or video conference when such opportunities are readily available.
2. Members attending meetings electronically may exercise any of their voting rights during the course of the meeting.

Section VIII: Official Notices

1. Official notice of Capital-PAH meetings or business to be discussed at meetings as required by these Bylaws shall be given by email or other equivalent electronic communication.
2. If an annual, regular, or special meeting of the members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is set, notice of the adjourned meeting shall be given under this section to the members entitled to vote on the new record date.

Article VIII: Committees

Section I: Board

1. The Board is empowered to act for Capital-PAH between regular Capital-PAH meetings, excepting such powers as may by law or these Bylaws be required to be exercised by Capital-PAH Membership, and further excepting such powers as the Capital-PAH membership may expressly reserve for itself. Any action of the Board shall be reported to Capital-PAH at the next regular Capital-PAH meeting.

Section II: Executive Committee

1. By unanimous vote, the Board may create an Executive Committee from a number of its own members if it is determined that this is needed. This can be an open ended or time limited committee.
2. The Executive Committee may be granted any or all of the authority of the full Board but not more than the Full Board.
3. The Executive Committee may be disbanded at any time by a majority vote of the full Board, or by a majority vote of the full voting membership at a duly convened meeting.

Section III: Additional Ad-Hoc Committees

1. The President or the Board may authorize additional ad-hoc committees with a simple majority vote of the board. Additionally, the Board is responsible for determining the scope of the committees and the individual bylaws governing them.

Article IX: Finance

Section I: Banking Authority and Funds

1. The Treasurer will deposit all funds received by Capital-PAH into Capital-PAH's bank account within five (5) business days.
2. The President and Treasurer will have check signing authority, authority to open accounts, access to online banking, and other financial account tools. By majority vote the Board may designate other members with the same authority.
3. By majority vote the Board may set-up or close additional financial accounts, and special funds. Such accounts and funds will be subject to the same authorizations as all other expenses.

Section II: Expenditures

1. Spending limits shall be set in The Policies and Procedures Manual. The Spending Limits set in the Policies and Procedures Manual are separate from this Article, and may be changed as needed by a simple majority of all votes cast at a regular meeting with at least 30 days notice that financial limits will be discussed. Exact limit changes do not need to be announced prior to the meeting at which they are voted upon.
2. The financial limits and required approval for expenses and reimbursements will be as follows:
 - a. The President and Treasurer may authorize small expenses up to "Level A", and will report such expenses to the Board at the next meeting. By majority vote the Board may also assign this power to any other member it deems requires this authority.
 - b. By majority vote, the Board may authorize expenditures of up to "Level B".
 - c. By unanimous vote, the Board may authorize expenditures up to "Level C".
 - d. A majority of all votes cast at regular or special meetings may authorize expenses at any level. At least 10 days notice that expense authorization will be discussed at a meeting will be required. Exact expense limits or items to be voted on do not need to be announced in advance, only summaries of the expense types to be considered.

Article X: Bylaw Amendments

Section I: Bylaw Amendments

1. These Bylaws may be amended by a supermajority (67% or higher) of all Voting Members in attendance at a meeting where a quorum is reached.
2. Proposed amendments must be presented to the membership of Capital-PAH at least thirty days (30) days prior to vote with the date of the vote noted.
3. Proposed amendments will be voted on at the next monthly or special meeting at which quorum is achieved, so long as thirty (30) days have elapsed from the time the proposed amendments were presented to the membership.
4. Proxy votes may be accepted, but the proxy vote must specifically state how the person granting proxy will vote on the issue of the Bylaw amendment.
5. Notwithstanding the above, the Bylaws may be amended without prior notice by an affirmative vote of 75% of the present Voting Members at any duly convened meeting.

Article XI: Code of Conduct

Section I: Code of Conduct

To the end that Capital-PAH is an inclusive social organization – especially with a public presence – the following ethics will be expected of all members of the organization. Failure to uphold these ethics may result in disciplinary actions, including possible expulsion, after review by the Board. More information on the disciplinary review process may be found in the Policies and Procedures manual. Members will:

1. Ask for and receive affirmative consent before attempting to engage in activities with other members and guests at Capital-PAH sponsored and attended events.
2. Be expected to treat other members and guest attendees equally and respectfully at all times, avoiding harassment and discrimination. This includes equal treatment regardless of identity, background, disability, etc. as defined in the Identity Statement.
3. Behave responsibly during Capital-PAH sponsored and attended events – as well as any other time a member represents our organization (wearing Logo, etc.) – to ensure that they present themselves in a manner which will not injure the reputation of Capital-PAH.
4. Report any inappropriate behavior which violates the Code of Conduct to the Board for review.
5. While attending Capital-PAH sponsored events, guests will be expected to maintain the above behaviors or will be asked to leave and may be barred from future events at the discretion of the Board.

Section II: Safe Reporting

1. Safe reporting guidelines will be maintained in the Policies and Procedures manual and will ensure that misconduct and crimes may be reported in a safe and anonymous manner at the discretion of the reporting party. Further, these procedures will ensure investigation, and potential action against alleged offenders.

Appendix I - Revision History

Bylaw Amendments Adopted on July 25, 2021

1. Identity Statement Update
2. Mission Statement Update
3. Removal of Section VII: Pledge Status
4. Adoption of Section III: Membership Process
5. Update to Membership Section Numbering
6. Removal of all references to pledge with the bylaws
7. Replacement of the “50 mile limitation” with “DC Metropolitan area and surrounding regions”
8. All reference of PAH were correct to “Capital PAH”

Bylaw Amendments Adopted on June 28, 2020

1. Article VI: Board, Section 2 - Subsection D
2. Article VII: Meetings, Section 6 - Subsection 2
3. Article VI: Board - Secretary
4. Article XI: Code of Conduct, Section 1 - Subsection F
5. Article IV: Capital-PAH Identifying Marks