

Amended By Laws 2024

Vote August 19, 2024

REVIEW BY-LAWS **BYLAWS**

DISTRICT OF COLUMBIA COMMISSION ON THE ARTS AND HUMANITIES BOARD OF COMMISSIONERS

ARTICLE I NAME

The name of the organization shall be the District of Columbia Commission on the Arts and Humanities, referred to in these Bylaws as “CAH” or as “the Agency.” The Board of Commissioners shall be referred to as “the Board.”

ARTICLE II AUTHORITY AND PURPOSE

Section 1. Authority

The Commission on the Arts and Humanities was initially created in 1968 and authorized by DC statute in 1975. In 2019, the Commission was established by the Council of the District of Columbia as an independent agency in the District of Columbia government ([D.C. Law 1-22; Code of the District of Columbia, § 39-201 to § 39-206](#) (or referred to as “D.C. Code”), which states “[t]he Commission shall evaluate and initiate action on matters relating to the arts and humanities and encourage programs and the development of programs that promote progress in the arts and humanities.” In addition, “the Commission shall take action concerning the needs of the residents of the District of Columbia for activities in the arts and humanities and concerning the development and improvement of activities in the arts and humanities in the District of Columbia.”

The personnel authority for the Executive Director and for any other employee of the Commission on the Arts and Humanities shall be the Executive Director of the Commission on the Arts and Humanities. ([D.C. Code § 1–604.06\(Perm\)](#)), as referred to in (B)(28). CAH is the designated state arts Agency for the District of Columbia, as referred to in [§ 5\(g\)\(2\)\(A\) of the National Foundation on the Arts and Humanities Act of 1965](#), as amended. CAH shall continue working to support the District’s place as a national leader in the arts and humanities.

Section 2. Purpose

The Board directs the Agency towards a sustainable future by developing and adopting sound, ethical policies and procedures for the Agency, and overseeing their implementation, as well as adopting and leading the Agency through principles of good governance. The Board has ultimate responsibility for the Agency’s grantmaking, which shall serve the District’s diverse population equitably and inclusively.

ARTICLE III COMMISSIONERS

Section 1. Commissioners

Board members (also known as “Commissioners”) are appointed by the Mayor, with the advice and consent of the Council, in accordance with [D.C. Code § 39–203](#). Commissioners may resign at any time by submitting their resignation in writing to the Mayor through the Mayor’s Office on Talent and Appointments (MOTA), or any successor Agency, with copies to the Chairperson and the Executive Director of **CAH**.

Section 2. Responsibilities

Commissioners are public officials under District of Columbia laws and serve without compensation. Commissioners are fiduciaries and stewards of public funds and shall adhere to the Duty of Care and Duty of Loyalty, shall follow CAH organizational goals and guidelines, shall conduct themselves with integrity and transparency, and be accountable to the residents of the District of Columbia. The responsibilities of Commissioners shall include:

1. Faithfully executing the responsibilities entrusted to them as Board members of CAH, a public body, in accordance with all applicable laws and regulations.
2. Maintaining the confidentiality of matters discussed in correspondence and in closed sessions of Committee and Board meetings and refraining from using nonpublic information from CAH correspondence and meetings.
3. Maintaining the respect, trust, and public confidence of the Agency, as well as the District of Columbia government, in all interactions with the public including social media.
4. Serving as conveners for a minimum of one grant advisory review panel each fiscal year. Dependent on agency staff communicating annual calendar of dates and priorities
5. Serving as an active member on one of the Standing Committees.
6. Attending all regular, special, or ad hoc meetings of CAH and the committees to which they are appointed. Commissioners shall not have more than three consecutive unexcused absences from any Board or Committee meetings. Requests for absence to a committee meeting shall be submitted to the Committee's Chair and for a monthly regular meeting submitted to the Board Chairperson both done with a minimum of 24 hours prior to the scheduled meeting time. After missing three consecutive unexcused meetings, without notification or consultation with the Board Chairperson or Committee Chair, the Board Chairperson may request to reassign that Commissioner to another committee or designate appropriate remedies as necessary up to recommending removal from the Board.
7. Nominating and presenting to the Council of the District of Columbia for a vote, a qualified candidate to serve as Executive Director. See also Bylaws Article VII, Section 1 (The Executive Director).

Section 3. Ethics

Commissioners are subject to the Hatch Act ([5 U.S.C. §§ 7321–7326](#)), and the Board of Ethics and Government Accountability Establishment and Comprehensive Ethics Reform Amendment Act of 2011 ("Ethics Act"), effective April 27, 2012 ([D.C. Law 19-124; D.C. Official Code § 1-1161.01 \(2014 Supp.\)](#)). Commissioners shall complete annual ethics training as administered by the Board of Ethics and Government Accountability (BEGA). Commissioners shall adhere to the following principles:

1. Acknowledge that public office is a public trust.
2. Avoid financial conflicts of interest.
3. Avoid representational conflicts of interest.
4. Avoid accepting gifts and payments from any interested parties. If there is any question in this area, be responsible for notifying the Chairperson, and contacting the agency's General Counsel or BEGA for their opinion.
5. Avoid outside payment for government work.
6. Act impartially on all CAH matters.
7. Safeguard government resources.
8. Safeguard confidential non-public information.
9. Disclose waste or illegal conduct by government officials to the appropriate authorities.

Section 4. Conflicts of Interest

In accordance with [D.C. Code § 39-205\(e\)](#), if any member of the Commission is an employee, member, director, officer or has a financial interest in any of the organizations that has applied to the Commission for a grant or any CAH funding, such member shall:

1. Complete a Conflict-of-Interest Statement annually before any CAH funding or grant is considered by the staff, Board, or any advisory panel, describing the actual or potential conflict of interest, and deliver the Statement to the Governance Committee, the Chairperson, and the Executive Director.
2. Avoid communicating with or attempting to influence any other member of the Commission, Board, or any member of an advisory panel regarding any funding or grant application.
3. Remove themselves from any discussion and/or meeting before and during the time when the funding or grant application is considered by any person associated with CAH, including staff, committee members, panel or advisory members or the Board.
4. Voting on CAH funding or grants by the Board is not considered a conflict of interest when grant recommendations submitted to the Board do not list any names or identification of individuals or organizations, unless a commissioner has actual knowledge that their vote will impact an individual or organization to which that Commissioner has an actual or perceived conflict of interest. Commissioners shall refrain from voting and recuse themselves from any vote when any actual or perceived conflict of interest is present. All Commissioners shall update their Conflict-of-Interest Statement annually and prior to convening any panel or deciding CAH funding matters.

Section 5. Disciplinary Matters

Commissioners shall adhere to all provisions of these bylaws, as well as all applicable laws, regulations, and policies. The Chairperson of the Board may, after consultation with the Governance Committee of the Commission, recommend to the Mayor through MOTA, disciplinary actions, or removal of a Board member, who has repeatedly violated any part of these bylaws, applicable District laws, regulations, policies, or procedures. The Commission does not have independent authority to remove commissioners.

ARTICLE IV OFFICERS

Section 1. Officers

The Officers of the Board of CAH shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 2. The Chairperson

The Mayor shall nominate and, with an affirmative vote of the District of Columbia City Council, appoint the Chairperson in accordance with [D.C. Code § 39-203\(d\)](#). The Chairperson shall:

1. Preside at all meetings of the Board and prepare the agenda for monthly, special, and ad hoc meetings, unless the Chairperson designates another commissioner and/or member of staff to prepare the agenda.
2. Be enabled to speak on behalf of the Agency and the Board to the press (including television, radio and paper and internet journalism outlets). The Chairperson and the Executive Director, or the Chairperson's designated Commissioner if the Chair is unavailable, shall be the only individuals authorized to speak on behalf of the Agency, including the issuance of press releases on behalf of the Agency and Board. Any press inquiries received by a Commissioner shall be immediately directed to the Chairperson.
3. In consultation with the Governance Committee, recommend commissioner appointments and removals to the Mayor through MOTA.
4. Join all committees as an ex-officio member, with all the rights and privileges of all other Board members, including the right to vote, except the Chairperson shall not be counted in determining the number required for a quorum.
5. Work in partnership with the Board and Executive Director to further CAH's mission and goals, and to implement the CAH Strategic Plan.
6. Serve as liaison along with the Executive Director, between CAH and the Mayor's office, Council of the District of Columbia, other government agencies, and outside organizations. The Chairperson shall work with the Executive Director to obtain advice and guidance.
7. Supervise and provide administrative direction to the Executive Director and report to the Board monthly.

8. Work with the Governance Committee to conduct an annual review and performance evaluation of the Executive Director. Use the Committee's compiled results for use in the performance evaluation of the Executive Director. When a new Executive Director joins CAH, the Chairperson shall conduct an additional evaluation following the first six months of the Executive's Directors service.

9. Report to the Board about major concerns related to the Agency. The Chairperson may conduct these meetings in Executive or Closed Sessions for reasons stated in the Open Meetings Act. [D.C. Code § 2-575](#).

10. Commit the Agency with the appropriate funding mechanisms to partnerships, new programs, and other new CAH endeavors, after consultation with the Executive Director, and with a majority vote of the Board. These commitments shall not conflict with the contracting authority of the DC Office of Contracting and Procurement (OCP).

11. Perform such other duties as prescribed by Robert's Rules of Order Newly Revised.

Section 3. The Vice Chairperson

The Vice-Chairperson shall be elected from current CAH Standing Committee Chairs by a majority vote of the Executive Committee at the first regular meeting of the Board of the fiscal year. The Vice Chairperson shall serve a term of one fiscal year and may be re-elected for three consecutive one-year terms. A Commissioner elected to three successive one-year terms as the Vice-Chairperson shall be ineligible for re-election to that office for a period of one year. The Vice-Chairperson shall:

1. Preside at all meetings of the Board in the absence or at the request of the Chairperson.
2. Perform other duties as directed by the Chairperson or the Board.
3. Perform all duties as prescribed by Robert's Rules of Order Newly Revised.

Section 4. The Secretary

The Secretary shall be elected from current Board Standing Committee Chairs by a majority vote at the first regular meeting of the Board of the fiscal year. The Secretary shall serve for a term of one fiscal year and may be re-elected for three consecutive one-year terms. A Commissioner elected to three consecutive one-year terms as the Secretary shall be ineligible for re-election to that office for a period of one year. The Secretary shall:

1. Review minutes and/or recorded transcript prepared by Agency staff from all Board meetings. Once approved by the Secretary, the minutes and/or recorded transcript shall be voted on by the Board at the next Board meeting. Once approved by the Board, the minutes and/or recorded transcript shall be made public as per the Open Meetings Act ([DC Code § 2-578](#)).
2. Determine and implement, with the guidance of the Chairperson and Agency staff, the process by which the Board is notified of upcoming meetings, agenda, committee reports, and materials presented at public meetings.
3. In the absence of the Chairperson and Vice Chairperson, call meetings to order, preside over meetings, and if necessary, oversee the election of a Chairperson Pro tem (Temporary Chairperson).

Section 5. The Treasurer

The Treasurer, who shall also serve as Chairperson of the Finance Committee, shall be elected by the Finance Committee with a majority vote and with approval by the Chairperson at the first regular meeting of the Board of the fiscal year. The Treasurer shall serve for a term of one fiscal year and shall serve no more than three consecutive one-year terms. A Commissioner elected to three consecutive one-year terms as Treasurer shall be ineligible for re-election to that office for a period of one year. The Treasurer shall act as a liaison to the Agency's Resource Allocation Officer. The Treasurer, with the advice or assistance from the Resource Allocation Officer, shall present a full Financial Report to the Finance Committee and to the Board quarterly, and at other times as necessary. The Agency budget shall be reviewed at the quarterly Executive Committee meeting.

ARTICLE V MEETINGS

Section 1. Meetings

The Board shall meet monthly, except when a meeting is canceled by the Chairperson, and by a majority vote of the Board. Special meetings of the Board may be called by the Chairperson of the Board, or upon the request of five members of the Board. Every act done or decided by a majority vote of the Board, at a duly held meeting at which a quorum is present, shall be regarded as an act of the Board.

Section 2. Open Meetings

Meetings of the Board and of the Executive Committee shall be held in open session in accordance with the Open Meetings Act ([D.C. Law 18-350; D.C. Code § 2-571- 580](#)) and [the District of Columbia Municipal Regulations 9 \(Office of Open Government\) Title 3, Chapter 3-104](#).

Section 3. Quorum

A quorum for public meeting shall consist of a majority of the Board's current membership. A quorum is required for all public meetings, including all monthly Board meetings and Executive Committee meetings, in accordance with the Open Meetings Act. No meeting to discuss official Board business shall be held privately unless allowable under a lawful, specified exception.

Section 4. Meetings Held Electronically

Meetings of the Commission may be held electronically, visually or by telephone, through use of Internet meeting/telephone services designated by the Office of the Chief Technology Officer (OCTO). Each Commissioner is responsible for their own audio and internet connections. No action shall be invalidated on the grounds that the loss of, or poor quality of, a Commissioner's individual connection prevented participation in the meeting. The Chairperson may cause or direct the disconnection or muting of a particular Commissioner's or outside speaker's connection if the speaker and/or the connection is causing undue interference with the meeting. The Chairperson's decision to disconnect or mute a Commissioner or outside speaker is not subject to any appeal and shall be announced during the meeting and recorded in the minutes.

Section 5. Land Acknowledgment

Each meeting of the full Board shall begin with the Chairperson reading a statement expressing that truth and acknowledgement are critical to building mutual respect and connection across all barriers of heritage and difference and considering the many legacies of violence, displacement, migration, and settlement on the land of the District of Columbia.

Section 6. Voting by Proxy

Voting by proxy is prohibited at all CAH meetings.

ARTICLE VI COMMITTEES

Section 1. Standing Committees

The Standing Committees of CAH shall be Arts Education; Executive; Finance; Governance; Grants; Inclusion, Diversity, Equity and Access (I.D.E.A); and Public Art.

By a Resolution of the Board and with a majority vote of the Board, the Grants Committee and Public Art Committee shall be permitted to consolidate into one Standing Committee with two sections, designated as “the Grants and Public Art Committee.” While working together, the Committee shall be permitted to have two Co-Chairs and separately delineate specific goals.

Section 2. Arts Education Committee (AEC)

The AEC shall meet **quarterly** and shall leverage current arts education programs and advocate for arts education in the District of Columbia to best serve students, persons with disabilities, seniors, veterans, returning persons, and other groups, at each stage of life or ability. AEC shall review the strength and impact of existing CAH programs and experiences as well as significant arts education opportunities and programs outside CAH, with the goal of revitalizing CAH offerings and/or instituting new ones. The Committee will research and evaluate funded programs to ensure that they create, meet, and deliver specific goals and fill the existing gaps and needs of arts education recipients. The Committee shall equally and inclusively promote existing, new and dynamic arts education opportunities throughout the District of Columbia. These findings shall be presented to the Board. CAH shall have the ability to partner with other government agencies and local and national arts organizations and be a catalyst for creative and exciting programming, events, and symposiums. The Committee shall report to CAH **quarterly** and as needed.

Section 3. Executive Committee (ExComm)

ExComm shall meet **quarterly** or as necessary. **These meetings shall be conducted according to the Open Meetings Act and ExComm may only meet when a quorum of Board members is present. The following Board members are required to attend:** the Chairperson, Vice Chairperson, Treasurer and Secretary of the Commission, and the Chairs of all Standing Committees. **All other Board members may attend but may not vote on matters before the ExComm.** The Chairperson of the Commission shall be the Chair of the Executive Committee and shall be counted in determining the number required for a quorum of the Committee and whether a quorum is present at a meeting of the Committee. ExComm shall have the power to act on behalf of the Board and report to the Board at the following Board meeting. By direction of the Chairperson, the ExComm shall become involved with the duties and responsibilities of CAH. **The Executive Director (ED) shall report to ExComm quarterly and as necessary.** The Chairperson shall have the authority to cancel an ExComm meeting with a majority vote of the Committee.

Section 4. Finance Committee

The Finance Committee shall work with the CAH’s **Resource Allocation Officer** to provide financial analysis, oversight, and review of the CAH’s total budget. The Committee shall ensure that CAH is harnessing the power of its significant financial resources to support the advancement and access to the arts, the humanities, and the cultural lives of all citizens in the District of Columbia. The Committee shall report to the Board **quarterly** and as needed.

Section 5. Governance Committee

The Governance Committee shall oversee the structure and process of the Commission, which includes the Council of the District of Columbia’s Enabling Legislation, Strategic Plan, and principles of good governance. The Committee shall ensure that the Board is functioning efficiently and appropriately by establishing guidelines, policies, and procedures which shall be approved by the Board. The Committee shall draft amendments or revisions to the Bylaws to guide the operations of the Board based on the principles of inclusion, diversity, equity, and access. The Bylaws shall be approved by the Board at a regular monthly meeting. Changes to the Bylaws shall be submitted to the Governance Committee for final approval by the Board. **The Committee shall monitor the implementation of Bylaws revisions with the goal of guiding the agency towards a sustainable future.**

Once a fiscal year and as needed, the Governance Committee shall facilitate communication among Commissioners on the nomination of future Commissioner candidates. Commissioner appointments should be based on the current mix of Commissioner skills and an assessment of the attributes and skills desirable in new Commissioners, balancing the need for experienced Commissioners with the need to add new energies and skills to the Commission, as well as a balance between representatives of large and small organizations and diverse individuals from all eight Wards. Based on Governance Committee input, the Chairperson shall confer with MOTA regarding appointments to the Commission.

Under the leadership of the Chairperson, the Committee shall conduct an annual review and performance evaluation of the Executive Director. The Committee shall create and disseminate to all Commissioners a blind survey of the Executive Director's performance. Once returned, the Committee shall compile the results and report them to the Chairperson for use in the performance evaluation of the Executive Director. The Committee may recommend to the Board removal of the Executive Director for just and reasonable cause. The Committee shall oversee how the Board manages itself and carries out its duties and responsibilities and shall hold the Commission accountable for honest and ethical dealings. It shall report to the Board quarterly and as needed.

Resolutions by Board members shall be submitted to the Governance Committee for review. After a majority of the Committee members vote in favor of the resolution, the Committee shall present the resolution to the full Board at the next public meeting for approval. The Governance Committee shall maintain a record of all resolutions submitted, which Board member sponsored the resolution, and whether it was approved or disapproved in Committee and before the full Board. The Governance Committee shall present a report at the end of the Fiscal Year consisting of the resolution records.

Section 6. Grants Committee

The Grants Committee shall develop and implement methodologies and practices that may serve as a nationally recognized funding model, ensuring that the principles of inclusion, diversity, equity and access are demonstrated with all CAH funding. The Committee shall balance access to and distribution of funds through a competitive process. This process shall ensure that all District residents experience the rich and transformative power of the arts and humanities to lift the entire community and contribute to community life. The Committee shall report to the Board quarterly and as needed.

Section 7. Inclusion, Diversity, Equity, and Access Committee (I.D.E.A.)

The I.D.E.A. Committee shall support the Commission in thinking creatively beyond oppressive and historical barriers by overseeing the Commission's policies, procedures, and recommendations to be as inclusive as possible, by building opportunities to innovate structures that provide resources to those who have been historically left out of the Commission's work, and by bridging together the entire arts community regardless of race, class, age, gender, sexual orientation, education, and ability. The Committee shall report to the Board quarterly and as needed.

Section 8. Public Art Committee (PAC)

The Public Art Committee, in conjunction with the Grants Committee, shall review public art grant programs, projects, and initiatives that serve to enrich public places throughout the District. It shall make funding recommendations to the Board and recommend grants that support, project, inspire, educate, reflect, and engage the community to create a "sense of place." The PAC shall recommend that adequate resources be devoted and allocated to the public art component of the CAH's work. It shall meet quarterly to discuss public art grant programs, and to vote on funding recommendations for individuals and organizations for Board approval. The PAC shall evaluate initiatives and opportunities to ensure the equitable distribution of resources across all of the District's diverse neighborhoods. Through grant support to area artists and District organizations, coupled with collaborations and partnerships with District agencies, the Public Art programs aim to cultivate world-class artworks in public places that are inclusive and sustainable. PAC shall report to the Board quarterly and as needed.

Section 9. Appointment

At the beginning of each fiscal year, the Chairperson of the Commission shall request a written submission from each Commissioner of their preferred Standing Committee assignments. Each Commissioner shall serve on 2-3 Committees. The Chairperson will make the final decision regarding committee appointments.

The Chairperson shall consider each Commissioner's experience and actual and potential conflicts of interest before making final appointments. The committee shall elect a chair by a quorum of committee members at the first meeting of the fiscal year. The Chairperson of the Commission shall be an ex officio, non-voting member of all Standing and Ad Hoc Committees. Commissioners may attend and observe meetings of all Standing, Ad Hoc, or Special Committees. The Executive Director, with consultation from the CAH Chairperson, shall appoint Agency staff to attend and participate in Standing Committee meetings and other meetings as designated.

Section 10. Scheduling

Committee Chairs are required to present a full calendar of meetings to the Board at the first public meeting following their nomination as a Committee Chair. If any Standing Committee is unable to schedule meetings in advance, they will notify all members of meeting dates as they are set. Committee Chairs shall work with the corresponding Agency staff to schedule their Committee meetings for the Fiscal Year.

Section 11. Reports

A committee report, whether it is a report that presents information or a report that recommends an action, shall state if the Committee has met and the report is from a regular or properly called meeting of the committee where a quorum of the committee was present or a report for informational purposes only for the public. To allow for proper notice, all committee reports shall be sent to the appropriate staff person at least four (4) days prior to the meeting where the report is to be presented.

Section 12. Other Committees

Other Committees, including, Ad Hoc Committees, standing, special, or advisory, may be appointed via written Resolution by the Chairperson with Board approval as deemed necessary. The Resolution shall establish the committee's scope, size, and in the case of non-standing Committees, the date when the special committee will deliver its final report and cease existence. Committees may include non-voting members of the community.

ARTICLE VII ADMINISTRATION

Section 1. The Executive Director

In accordance with [D.C. Code § 39-205\(a\)\(1\)](#), "the Commission shall nominate, and with the advice and consent of Council, shall appoint an Executive Director for the Commission for a renewable four-year term. The four-year term shall commence on October 1 in the year of the appointment and expire on September 30 of the fourth year of the term. The Executive Director may be removed by the Commission for just and reasonable cause."

The Executive Director shall report to the Chairperson. The Executive Director shall:

1. Serve as ex-officio, non-voting member of the Board, and may participate in discussions at Commission meetings.
2. Serve as the Chief Administrative Officer of the Agency, and subject to the advice and direction of the Chairperson, negotiate and enter into agreements, contracts, or commitments with public or private entities. The Executive Director shall be responsible for the day-to-day operations of the Agency, supervise the staff in support of the functions of CAH, approve payments for authorized expenditures, maintain the official records of the Agency, and ensure compliance with all applicable laws, and regulations, rules, and CAH policies and procedures. As invited to attend interagency meetings, the Executive Director may participate and report findings to the Chairperson.

3. Assist the Board in executing its policies, duties, and responsibilities and be held accountable for their sound execution.
4. Perform other duties as directed by the Chairperson or by the Board with the consent of the Chairperson, as deemed necessary.
5. Report monthly and as needed, on the activities and operations of CAH to the Board.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for the Commission on matters that are not governed by: (1) applicable District of Columbia and/or federal laws and/or regulations; or (2) the Commission's Bylaws and/or special rules.

ARTICLE IX AMENDMENT

These Bylaws may be amended at any regular or any special meetings of the Board, by a two-thirds vote, provided that the amendment has been submitted in writing two (2) weeks prior to the meeting. The Governance Committee shall conduct a full review of these Bylaws every three (3) years and shall present the edits and revisions to the ExComm for a vote during a public meeting.

Adopted March 7, 2022

PENDING > > Amended August 19, 2024