# BYLAWS OF THE EASTERN MARKET COMMUNITY ADVISORY COMMITTEE

Amended, August 29, 2007

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#### **TABLE OF CONTENTS**

TABLE 100		TENTS DSE	
101	MISSION STATEMENT		
102		NSIBILITIES	
103	MEMBERSHIP		
	103.2	CREDENTIALS	
	103.3	INDEPENDENT COMMUNITY MEMBER	
	103.4	REMOVAL AND SUSPENSION	
	103.5	ALTERNATES	
104	OFFICERS		
	104.2	TERM OF OFFICE	8
	104.3	THE CHAIR	9
	104.4	THE VICE CHAIR	9
	104.5	THE SECRETARY	10
	104.6	TREASURER	10
105	MEETI	NGS	11
	105.2	NOTICE TO COMMITTEE MEMBERS	11
	105.3	NOTICE OF MEETINGS IN PUBLIC SESSION	12
	105.4	MEETING IN EXECUTIVE SESSION	12
	105.5	PUBLIC PARTICIPATION	12
	105.6	AGENDA	12
	105.7	MINUTES	13
	105.8	QUORUM, MANNER OF ACTING, AND ADJOURNMENT	13
106	VOTING AND CONFLICT OF INTEREST		
	106.2	ACTION BY COMMITTEE MEMBERS WITHOUT A MEETING	14
	106.3	CONFLICT OF INTEREST	14
107	ESTABLISHMENT AND APPOINTMENT OF COMMITTEE		
	107.2	EXECUTIVE COMMITTEE	15
	107.3	TENANTS COUNCIL	15
	107.4	APPLICATION ADVISORY REVIEW SUBCOMMITTEE	16
	107.5	SUBCOMMITTEE ON NOMINATIONS, CREDENTIALS AND MEMBERSHIP	16
108	AMEN	DMENTS	17
109	PARLIA	AMENTARY AUTHORITY	17
110	FISCAL		17
111	DEFINITIONS		19
	111.1.4	4 CONFLICT OF INTEREST	19

# BYLAWS OF THE EASTERN MARKET COMMUNITY ADVISORY COMMITTEE

100	PURPOSE
100.1.1	These rules prescribe Bylaws for the Eastern Market Community Advisory Committee created by D.C. Law 12-228 and codified in Chapter 3 Title 10 of the DC Code in Section 10-311.
100.1.2	The Eastern Market Community Advisory Committee is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 50I(c)(3) of the Internal Revenue Code.
101	MISSION STATEMENT
	[To be defined]
102	RESPONSIBILITIES
102.1.1	The Committee shall have the following responsibilities:
102.1.1.1	Review and comment to the Chief Property Management officer in preparing each Request For Proposals which shall be issued by the District of Columbia for the selection of a market manager;
102.1.1.2	Review and comment on all summaries of proposals received by the Chief Property Management Officer in response to each Request for Proposals for the selection of a market manager and provide comments to the Chief Property Management Officer on the information reviewed by the Committee;
102.1.2	Meet in public session at least quarterly to receive public comments on Eastern Market operations and activities;
102.1.3	Review and comment in 30 days from the point that the Committee has notice on:
102.1.3.1	The annual budget prepared by the Market Manager for the management of the Eastern Market Square;
102.1.3.2	Any proposal by the market manager for an increase in the range of rates for vending on the sidewalk market;
102.1.3.3	Any proposal for a capital improvement to the Eastern Market Square or the Eastern Market building; and
102.1.3.4	Any proposal to expend monies from the Fund established in Section 4 of the Law for the preservation and enhancement of Eastern Market and the Eastern Market Square.

- 102.1.4 Provide advice or comment to the market manager in the exercise of the market manager's responsibilities, for the purposes enumerated in the Law and in regulations issued pursuant to the Law, and specifically to provide for coordination among activities in the Eastern Market and on the Eastern Market Square, as provided in the Law and accompanying regulations.
- 102.1.5 Be involved in any Eastern Market renovation as follows:
- 102.1.5.1 Provide comment upon any plan for the renovation or restoration of Eastern Market and the Eastern Market Square, including the Eastern Market building or Farmers' Line shed; inter alia, that it shall comply with the standards for rehabilitation of historic buildings issued by the U.S. Secretary of the Interior.
- 102.1.5.2 Review and comment upon each proposal received in response to each Request for Proposals for the renovation or restoration of Eastern Market and the Eastern Market Square issued in accordance with Section 12(g)(5)(B) of the Law and comment on the proposals to the Chief Property Management Officer for final selection, provided that:
- Any Committee Member with a personal or financial connection, or with an immediate family member with a personal or financial connection to any person or entity submitting a proposal, or to any contractor or subcontractor, shall take no part in considering, evaluating, or recommending that or .competing proposals, or that of any contractor or subcontractor.
- Advise the Market Manager regarding extension of operations and activities of the Eastern Market Square to the plaza in front of the Capitol Hill Natatorium.
- Advise and comment on any proposal regarding retailing on public property in the Eastern Market Special Use Area on the extent to which such retailing generally is consistent with the activities at Eastern Market.
- 102.1.8 Expand the Committee by electing to the Committee a representative of such organizations, which shall have demonstrated substantial membership, broad Capitol Hill activity focus, and longevity of establishment, subject to the limit on the number of Committee members established in the Law. Such election shall require a vote of 75 percent of all the Committee members.
- 102.1.8.1 Candidate organizations for expansion shall be referred to the Subcommittee on Nominations, Credentials and Membership for review and recommendation to the Committee.
- Advise and comment on any other issue as brought before the Committee by the Market Manager, the public and/or D.C. Government authorities, or as required by law or regulation.

#### 103 MEMBERSHIP

- 103.1.1 The Membership of the Committee shall be comprised of no more than eleven (11) voting Committee Members, and shall be comprised of community, Market Vendors, appointed and other members, as set out in Sec. 12(a)(1)-(8) of the Law.
- 103.1.2 Committee members shall serve for 2 year terms except the representative of the ANC in which the Market is situated shall serve a term corresponding to their service as commissioner.
- 103.1.3 The Committee Members appointed by the Ward 6 member of the Council of the District of Columbia and by the Mayor shall serve at the pleasure of the Councilmember and the Mayor respectively.

#### 103.2 CREDENTIALS

- 103.2.1 Each representative elected or appointed to the Committee, before becoming a Committee Member, shall present his or her credentials in writing, which shall describe the Credentialing Process by which he or she was elected or appointed, to the Committee.
- In the event that two or more members of the Committee question the clarity or accuracy of that description, the Committee shall require a detailed description in writing of the process whereby an individual is appointed and/or elected as a Committee Member, which shall include, but not be limited to:
- 103.2.2.1 a description of the actual method of appointment or election used by a specific organization and each of the Advisory Neighborhood Commissions to select its representative to the Committee;
- the names, addresses, and if applicable, titles of each of the specific individuals who participated in the actual appointment/election of an organization's or Advisory Neighborhood Commission's Committee member; and
- the basis of the actual authority used by each organization or Advisory Neighborhood Commission to make its appointment or election to the Committee.
- In the event of a challenge to the credentials of the representative by any Committee Member, the challenged representative shall be afforded an opportunity to respond at that meeting. Following that response, the voting Committee Members, but not the challenged representative, shall have the authority to dismiss the challenge by a two thirds vote. If the challenge is not dismissed the following procedures shall apply:

- If the challenge is directed to the representative of one of the community organizations designated in Section 12(a)(1)-(3) of the Law, or as subsequently elected as set on in Section 12(a)(3)(E) of the Law, the challenge shall be forwarded to the community organization for a written response within thirty (30) days of receipt, and its response with respect to the Credentialing Process shall be determinative of the representative authority of the representative that was the subject of the challenge.
- 103.2.3.2 If the challenge is directed to one of the representatives appointed by the Mayor or the Ward 6 Councilmember pursuant to Section 12(a)(5) or (6) of the Law, the challenge shall be forwarded to the office of the elected representative that is authorized to make the appointment for a response, and its response shall be determinative of the representative authority of the representative that was the subject of the challenge.
- 103.2.3.3 If the challenge is directed to the representative of the Eastern Market Tenant's Council, specified in Section 12(a)(7) of the Law, the challenge shall be forwarded to the Tenants Council for a written response within thirty (30) days of receipt, and the response of the Tenants Council shall be determinative of the representative authority of the representative that was the subject of the challenge.
- If the challenge is directed to the representative of the food market vendors or the representative of the non-food vendors specified in Section 12(a)(8) of the Law, the issues may be referred to the Subcommittee on Nominations, Credentials and Membership, which will meet within fifteen days and have the authority to:
- 103.2.3.4.1 Determine by a majority vote, after due investigation, that the challenged representative was elected in a manner that fairly represents the Market Vendors, and affirm the challenged representative's authority.
- Determine by a majority vote, after due investigation, that the representative was not elected in a manner that fairly represents the Market Vendors. If the Market Vendors represented by the challenged representative have internal procedures for election of a Committee Member to represent their constituency, they shall, within 30 days, hold an election for a replacement representative. If no such internal procedures exist, the Credentials Committee shall, within 30 days, prescribe procedures for the represented constituency to elect a replacement representative, and affirm the duly elected replacement representative's authority.

#### 103.3 INDEPENDENT COMMUNITY MEMBER

103.3.1 The Committee shall select by majority vote an independent Community Resident, who shall be a legal resident of the District of Columbia, to serve as a voting member of the Committee.

- The independent Community Resident will be selected from candidates notified to the Committee after such position is advertised to the community for no less than 30 days. The Chair shall notify all Committee Members of such notifications, bringing to each Committee Member's attention all materials submitted therewith, and may refer such notifications to the Subcommittee on Nominations, Credentials and Membership, which shall review applications for this position and may make a recommendation to the Committee.
- 103.3.3 The individual so selected shall not be an officer, director or chair of any committee in any of the Capitol Hill Community Organizations represented on the Committee, or a sitting Commissioner of ANC 6B.

#### 103.4 REMOVAL AND SUSPENSION

- Any Member of the Committee can be suspended for good and sufficient cause by a two-thirds vote of the entire Committee, in which case the Committee will so notify the sponsoring organization or entity, if appropriate, of the reasons for the suspension or of the need to name a replacement.
- Any Officer of the Committee can be removed for good and sufficient cause by a twothirds vote of the entire Committee, at which time the position will be declared vacant and a replacement elected according to the procedures set out in Section 104.1.2 of these Bylaws.
- Any Committee Member so suspended may not participate in any activity of the Committee but will count as a Committee Member for the purposes of determining a majority or quorum. Any suspended member may be reinstated by a two-thirds vote of the entire Committee;
- 103.4.4 Grounds for suspension or removal for cause shall include, but are not limited to:
- 103.4.4.1 Failure to disclose an actual or potential conflict of interest;
- 103.4.4.2 Three consecutive unexcused absences. Participation by an alternate shall not excuse an absence;
- 103.4.4.3 Repeated breach of decorum;
- 103.4.4.4 Arrest or indictment for the commission of a felony;
- 103.4.4.5 For the Independent Community Member, failure to establish or maintain the status of legal D.C. resident or Community Resident, where appropriate, or election or appointment to a position that would have disqualified the individual from being elected as the Independent Community Member; and

For any Committee Member specified in Section 12(a)(1) through (6) of the Law, coming to have an economic interest in, or fiduciary responsibility for, any business or other activity operated or conducted on the Eastern Market Square, or subject to control or regulation under the Law.

#### 103.5 ALTERNATES

- 103.5.1 Each Community Organization or other voting or non-voting organization may appoint an alternate(s), according to rules and procedures established by the organization itself, who may substitute for the Committee Member only if such member is unable to attend or participate in a meeting or activity of the Committee.
- 103.5.2 No alternate may assume a leadership position on the Committee or in any of its Subcommittees or other subordinate bodies by virtue of being an alternate.
- 103.5.3 Potential alternates must be designated to the Committee Chair or Vice Chair in writing (email is acceptable) by the appropriate organization or the Committee Member representing that organization not later than noon of the day of the scheduled Committee or Subcommittee meeting. Alternates must otherwise conform to the general criteria applicable to the designated representative.

#### 104 OFFICERS

- The officers of the Committee shall be a Chair, Vice-Chair, Secretary, and Treasurer, and shall be elected from the Members of the Committee.
- 104.1.2 Officers shall be elected by the majority of the Committee Members.
- 104.1.3 The Chair and other officers shall serve for one year, and may be re-elected.
- The Officers shall have such authority and perform such duties as determined by these Bylaws, where they do not conflict with the Law or regulation.
- 104.2 TERM OF OFFICE
- 104.2.1 The officers shall be elected by September 30 of each year, and shall take office effective the first of the month immediately following their election.
- 104.2.2 If any officer position becomes vacant, the Committee may elect a replacement at any other meeting to serve the remainder of that officer's term.
- 104.2.3 No two offices may be held by the same person.

104.2.4	Candidates for officers must be Committee Members and may be nominated by any Committee Member and/or be recommended by the Subcommittee on Nominations, Credentials and Membership.
104.3	THE CHAIR
104.3.1	The Chair shall:
104.3.1.1	Have and exercise general charge and supervision of the affairs of the Committee, subject to the approval of the Committee;
104.3.1.2	Preside, when present, at all meetings of the Committee;
104.3.1.3	Sign, execute and acknowledge on behalf of the Committee instruments authorized by the Committee, except in cases where the signing and execution thereof shall be expressly delegated by the Committee to some other officer or agent of the Committee;
104.3.1.4	Conduct meetings with officials of public and private agencies and advise the Committee of the purposes and results of such meetings;
104.3.1.5	Appoint the Chairs of all subcommittees, subject to the approval of the Committee, except that of the Tenants Council.
104.3.1.6	Submit an annual report, as approved by the Committee, to the Mayor, the Council of the District of Columbia, and the Eastern Market community about the work and accomplishments of the Committee;
104.3.1.7	Serve as an ex-officio member of any and all standing, special and ad hoc committees;
104.3.1.8	Serve as a point of contact for the Office of the Chief Property Manager; and
104.3.1.9	Perform such other duties as assigned by the Committee.
104.4	THE VICE CHAIR
104.4.1	The Vice Chair shall:
104.4.1.1	Have such powers and perform such duties as the Chair may from time to time prescribe, consistent with any such determination of the Committee; and

In the absence of and upon delegation by the Chair, perform the duties of the Chair and 104.4.1.2 when so acting, shall have all the powers of, and shall be subject to all restrictions placed upon, the Chair. 104.5 THE SECRETARY 104.5.1 The Secretary shall: 104.5.1.1 Ensure that all notices are duly given in accordance with the law, applicable regulations and these Bylaws; 104.5.1.2 Ensure that the books, reports, statements, and all other documents and records required by law are properly kept and filed; Sign such instruments as require the signature of the Secretary; 104.5.1.3 104.5.2 Maintain a roster of experts, drawn from existing farmers, merchants, and market vendors, willing to serve on the Application Advisory Review Subcommittee; 104.5.3 In general, perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chair; and 104.5.4 In the absence of and upon delegation by the Chair and Vice Chair, perform the duties of the Chair and when so acting, shall have all the powers of, and shall be subject to all restrictions placed upon the Chair. 104.6 **TREASURER** 104.6.1 The Treasurer shall be responsible for the receipt of all monies and all disbursements and for maintaining the financial records and accounts of the Committee and shall report on the financial status of the Committee at the regular meetings and prepare an annual written financial report. 104.6.2 The Treasurer shall serve on any subcommittee created for the purpose of promoting or seeking outside funding for the preservation and enhancement of Eastern Market and the Eastern Market Square and shall be responsible for accounting for any funds that may be received pursuant to the activities authorized under Section 12(g)(9) of the Law, and for reporting on the uses of these funds to the Committee.

104.6.3 The Treasurer shall be responsible for reviewing and analyzing the budget and any proposed increase in the rates for vending, as submitted by the Market Manager, and/or proposals for capital improvements or expenditure of monies from the Fund, according to Section (g)(3)(A) - (D) of the Law, and formulating a recommendation for action to the Committee. 104.6.4 The Treasurer shall be a member of any subcommittee formed for the purpose of preparing a budget for the operations of the Committee. 104.6.5 In general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Chair; and 104.6.6 In the absence of and upon delegation by the Chair, Vice Chair and the Secretary, perform the duties of the Chair and when so acting, shall have all the powers of, and shall be subject to all restrictions placed upon the Chair. 105 **MEETINGS** 105.1.1 Meetings of the Committee shall be held in public session at least quarterly. 105.1.2 Notice of a meeting shall include: 105.1.2.1 The time and place of the meeting; 105.1.2.2 Whether the meeting or a portion thereof shall be closed to the public; and 105.1.2.3 Any member of the Executive Committee is authorized to respond to requests for information about the meeting. 105.1.3 An amended announcement shall be issued for any change in the information provided by a general notice in accordance with the requirements of these Bylaws, and shall be given in the manner prescribed in these Bylaws and at the earliest practicable time. 105.2 NOTICE TO COMMITTEE MEMBERS 105.2.1 Except as provided in Section 105.1.2 of these Bylaws, notice of the next meeting shall be established at the current EMCAC meeting and confirmation shall be sent by email or otherwise provided to each Member of the Committee at least five (5) days before the date of the meeting.

105.2.2 If a majority of members of the Executive Committee determines that the Committee business requires a meeting on fewer than the specified days notice, notification shall be provided at the earliest practicable time. 105.3 NOTICE OF MEETINGS IN PUBLIC SESSION 105.3.1 Notice of a meeting of the Committee in public session shall be given by posting a copy of the notice on the EMCAC website and providing a copy of the notice to the editorial staffs of the Hill Rag and The Voice of the Hill at least five days before the meeting. 105.4 MEETING IN EXECUTIVE SESSION 105.4.1 All meetings of the Committee shall be open to the public, except for any meeting, or portion thereof, declared to be a general Executive Session. 105.4.2 The Chair of the meeting shall announce the general subject of the Executive Session prior thereto. 105.4.3 No final official action shall be taken, however, except in public session. 105.5 **PUBLIC PARTICIPATION** 105.5.1 Members of the public may address a meeting of the Committee upon invitation of the Chair of the meeting, under terms and conditions established by the Committee. 105.5.2 Any Market Vendor shall be granted the right to address any public meeting of the Committee, under terms and conditions established by the Committee. 105.5.3 Comments in writing received in timely fashion from members of the public and/or Market Vendors will be provided to each Committee Member in accordance with the procedure specified in Section 105.1, or at any public or other meeting. The Chair may invite those submitting written comments to address any public meeting of the Committee or its subordinate bodies. 105.6 **AGENDA** 105.6.1 For each meeting, the Chair shall prepare a working agenda of matters to be discussed at the meeting, and shall include the agenda in the notice of the meeting required to be sent to all Members according to Section 105.1 of these Bylaws. 105.6.2 Any matters appearing on the agenda which the Chair believes should be discussed in an executive session in accordance with Section 105.3 of these Bylaws shall be noted.

105.7 **MINUTES** 105.7.1 The minutes of each meeting of the Committee, including any executive session, shall contain the names of the members present, the actions taken and the result of each vote, and may record the vote of each Committee Member. 105.7.2 Minutes shall reflect discussions held in executive session, including as much information as possible about those discussions without compromising the purpose for which such meeting was closed to the public. 105.7.3 A copy of the minutes of the prior meeting shall be supplied to each Committee Member in advance of the meeting and shall be presented for approval by the Committee at such meeting. 105.7.4 Public distribution of minutes shall take place only after approval by the Committee Members. 105.7.5 The minutes of each meeting shall be available for inspection by the public in the form approved by the Committee. 105.8 QUORUM, MANNER OF ACTING, AND ADJOURNMENT 105.8.1 The presence of a majority of the voting Committee Members shall constitute a quorum for an official meeting and for conducting the business of the Committee. 105.8.2 Except as otherwise specifically provided by law or in Section 107.1 "Executive Committee" of these Bylaws, the vote of a majority of the Committee Members present and/or eligible at the time of a vote, shall become the act of the Committee, provided that no measure shall become the act of the Committee upon the vote of less than four (4) Committee Members. 105.8.3 A majority of the Committee Members present and/or eligible at a duly convened meeting may adjourn the meeting. 105.8.4 If a meeting is temporarily adjourned to a date not more than five business days following such adjournment, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by an announcement at the meeting at which such adjournment is taken.

## 106 **VOTING AND CONFLICT OF INTEREST** 106.1.1 Any non-voting Committee Member shall be able to hold office within the Committee, introduce motions, engage in debate, and enjoy all the other rights and privileges of a voting Committee Member, except for the right to vote. 106.1.2 Each Committee Member shall be entitled to one vote, unless appointed as a non-voting member or representative or ineligible for reasons of conflict of interest, as set out in Section 106.2 of these Bylaws. 106.1.3 No proxy or absentee voting shall be permitted. 106.2 ACTION BY COMMITTEE MEMBERS WITHOUT A MEETING 106.2.1 Any action which may be taken at a meeting of the Committee in public session may be taken without a meeting, if consent in writing, setting forth the action to be taken, is signed by two-thirds of the Committee Members, except such action as taken by the Executive Committee. 106.2.2 Any such action so taken shall be included on the agenda of the next meeting of the Committee in order for it to be documented as part of the Committee's official record. **CONFLICT OF INTEREST** 106.3 106.3.1 Any Committee Member with a Conflict of Interest shall disclose a conflict in writing to the Secretary of the Committee, or shall submit a Statement for the Record regarding such interest prior to the consideration or vote on any such item. 106.3.2 No Committee Member shall vote on, or participate in any Committee proceedings on, any item in which he or she, or any immediate family member has an actual or potential Conflict of Interest, as defined in Section 111.1.4 of these Bylaws. 106.3.3 The Committee, by majority vote, may waive the provisions of Section 106.2.2 of these Bylaws to permit the participation of Committee Members having a disclosed Conflict of Interest in activities of the Committee or of its subordinate bodies, but shall not permit Committee Members so affected to vote.

#### 107 ESTABLISHMENT AND APPOINTMENT OF COMMITTEES

- 107.1.1 The Committee by resolution of a majority of the Committee Members in office may establish (and therefore dissolve) such other executive, standing, or ad hoc subcommittees, task forces, or retain, with or without financial compensation, the services of consultants, as the Committee may deem appropriate to perform such functions as it may from time to time designate, except that the Committee may not dissolve the Tenants Council or the Application Advisory Review Subcommittee.
- The authority of any such subcommittee shall expire at the time specified in such resolution.
- 107.1.3 The Subcommittee Chairs, as appointed by the Chair and approved by the Committee, shall appoint members to serve on such subcommittees. Each member of the Subcommittee shall be subject to the approval of the Committee.
- 107.1.4 Non-Committee Members may serve on subcommittees, except the Committee on Nominations, Credentials and Membership, and will have all the rights and privileges of Committee Members, including the right to vote on resolutions of the Subcommittee.
- 107.1.5 Each subcommittee shall consist of two or more members. Subcommittee resolutions must be submitted in writing by the beginning of each Committee meeting and signed by the subcommittee members.
- 107.1.6 No person shall serve as the Chair of more than one Subcommittee.

#### 107.2 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Chair, Vice Chair, Secretary and Treasurer, and shall act only as necessary, in consultation with all members of the Executive Committee, on behalf of the Committee between regular meetings, when such matters cannot await action until the next regularly scheduled meeting. Any such actions taken shall be reported in writing to the other members at the next Committee meeting, except that no action can be taken by the Executive Committee to contradict, amend or repeal any resolution previously adopted by the Committee.

#### 107.3 TENANTS COUNCIL

The Committee shall establish a Tenants Council, which shall be a standing committee and be comprised of one representative, who shall be a Market Vendor, of each major activity, including, but not limited to, the farmers, South Hall stall holders, Center Hall tenants, North Hall tenants, arts and crafts market vendors, and flea market vendors.

- 107.3.2 Membership in the Tenants Council shall be limited to Market Vendors.
- The Tenants Council shall meet regularly, and shall appoint a chair to conduct its meetings and one member to represent the Tenants Council as a non-voting member of the Committee. The Tenants Council may report from time to time to the Committee and to the Market Manager. The Tenants Council may establish its own Bylaws.
- 107.3.4 Upon recommendation of the Tenants Council, additional representatives may be added to the Tenants Council to represent a major activity if so approved by two- thirds of the Committee.

#### 107.4 APPLICATION ADVISORY REVIEW SUBCOMMITTEE

- 107.4.1 The Committee shall appoint an Application Advisory Review Subcommittee, which shall be a Standing Committee, and be composed of experts, drawn as appropriate from existing farmers, merchants, and market vendors, to meet as necessary to evaluate applications for annual sidewalk sub-leases for conformity to criteria for sub-lease priority with respect to farmers, artists, crafters and other market vendors.
- The Chair shall appoint a Subcommittee Chair, subject to approval by a majority of the members, who will as necessary convene experts, from a roster of experts drawn as appropriate from existing farmers, merchants, and market vendors willing to serve on the Subcommittee maintained by the Secretary, appropriate to the nature of the matter before the committee.
- 107.5 SUBCOMMITTEE ON NOMINATIONS, CREDENTIALS AND MEMBERSHIP
- 107.5.1 The Committee shall create a "Subcommittee on Nominations, Credentials and Membership," which shall be a special committee and composed only of Committee Members, to:
- 107.5.1.1 Recommend, when requested by the Chair, the nomination of Committee Members to be officers of the Committee;
- 107.5.1.2 Evaluate the credentials of candidates to become the Independent Community Member;
- 107.5.1.3 Verify upon challenge the process by which representatives are appointed or elected to the Committee, as provided in Section 103.1 of these Bylaws.
- 107.5.1.4 Evaluate the credentials of organizations proposing to be members of the Committee as provided in Section 12(a)(3)(e) of the Law.

## 108 **AMENDMENTS** 108.1 These Bylaws may be amended by a two-thirds majority of the Committee Members in office, provided that: 108.1.1 Such amendment is not inconsistent with the Law; 108.1.2 The notice of the meeting at which such action is taken shall have stated the substance of the proposed amendment; 108.1.3 The notice of such meeting shall have been mailed or provided to the members at least five (5) days before the date of the meeting; and, 108.1.4 Whenever feasible, all interested parties shall have been afforded a reasonable opportunity to comment thereon. 109 **PARLIAMENTARY AUTHORITY** 109.1 The rules contained in Robert's Rules of Order Revised shall govern the Committee and all standing and other committees and subcommittees in all cases in which they are not inconsistent with these Bylaws. 110 **FISCAL** 110.1 The fiscal year of the Committee shall be October 1 through September 30. 110.2 The funds of the Committee shall be kept in such place or places as shall be determined from time to time by the Committee. 110.3 The Treasurer is authorized to make all disbursements for the Committee, except that such disbursements shall be made only if approved in accordance with Section 109.4. All disbursements shall be substantiated by receipted bills or a signature from the person being reimbursed for funds spent on behalf of the Committee. All deposits to bank or other accounts maintained by the Committee shall be substantiated by pass book entries or duplicate deposit slips. 110.4 The Chair may approve the expenditure of funds not to exceed \$100. The Committee may approve by majority vote the expenditure of funds not to exceed \$500. The Committee may approve by a two-thirds vote of all members expenditures exceeding \$1,000.

- The Treasurer shall prepare annually and submit to the Committee for its approval at the meeting before the commencement of the Committee's fiscal year a budget for the Committee's operations. The budget shall provide an estimate of the resources required to sustain the operations of the Committee and the contribution required of each voting member.
- 110.5.1 Each voting member, with the exception of the Independent Community Member, shall pay, within 60 days of being notified, its contribution to the operating expenses of the Committee as identified in Section 110.5 above.
- The Committee's accounts shall be audited annually by the District of Columbia Auditor, and the audit shall be submitted to the Mayor and the Council.
- 110.6.1 Representatives of voting members in arrears for more than 120 days after notification shall be suspended from any positions they may hold as officers of the Committee or its Subcommittees until such arrears are fully satisfied.
- 110.7 No funds raised according to the provisions of Section 12(g)(9) of the Law may be used to defray the operations of the Committee.
- 110.8 No part of the net earnings of the Eastern Market Community Advisory Committee shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation; the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- 110.8.1 Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 50l(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- 110.9 Upon dissolution of the organization the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or should be distributed to the Federal Government, or to a state or local government for a public purpose.

#### 111 DEFINITIONS

- 111.1 The definitions in the Law are incorporated by reference, and as used in the Law or in these Bylaws, except where the context otherwise requires:
- 111.1.1 The "Law" means D.C. Law 12-228, as codified as D.C. Code, Chapter 3, Title 10.
- 111.1.2 "Committee" means the D.C. Eastern Market Community Advisory Committee.
- "Committee Member" means a member of the Eastern Market Community Advisory
  Committee appointed or elected as provided in the Law, whose credentials have been accepted by the Committee.

#### 111.1.4 CONFLICT OF INTEREST

- There is imposed on all Committee Members a public trust, and any effort to realize personal gain through a Committee Member's participation in this Committee is a violation of that trust which constitutes a "Conflict of Interest" for the purpose of these Bylaws. Most of the Committee Members have been elected or appointed to represent the perspective of their respective organizations, or classes of persons, and this definition of "Conflict of Interest" does not abridge any Committee Member's ability to participate in the proceedings of this Committee because of his or her representational status.
- 111.1.4.2 Unless specifically exempted by Section 12(d) of the Law, "Conflict of Interest" shall be any matter that comes before the Committee in which the Committee Member would be required to take an action or make a decision that would affect directly or indirectly his or her financial interests or those of a member of his or her household, or a business or organization with which he or she is associated, or on matters as to which he or she has a conflict situation created by a personal, family, organizational or client interest.
- 111.1.4.3 Committee Members (including the non-voting representative of the Tenants Council, and the voting representatives of the Food Market Vendors and Non-food Market Vendors specified in the exemption contained in Section 12(d) of the Law) are not prohibited from participating in any matter that comes before the Committee which would affect the organization, or group of persons, that they represent, provided the potential or actual resolution of that matter would affect the Committee Member in substantially the same manner as it would affect the other members of the organization, or group of persons, that is represented by that Committee Member. As provided in Section 106.0.1 of these Bylaws, the non-voting representative of the Tenants Council shall enjoy all the rights and privileges of a voting Committee Member, except for the right to vote.

Adopted, July 19, 1999 Amended, July 16, 2001 Amended, February 28, 2007 Amended, August 29, 2007