

# **BY-LAWS of DESIGN ADVOCACY GROUP**

**(November 1, 2017)**

## **ARTICLE I**

### **Name**

The name of this association is the **DESIGN ADVOCACY GROUP of CultureTrust Greater Philadelphia**. It is referred to in these By-Laws as "**DAG**."

## **ARTICLE II**

### **Mission**

DAG's mission is to encourage public discussion about design and related fields, such as preservation, transportation and urban planning, and to advocate for design excellence in the Philadelphia region.

## **ARTICLE III**

### **General Structure**

DAG operates through its Steering Committee. The Steering Committee also includes an Executive Committee comprised of the officers. On an as-needed basis, the Steering Committee and/or the Chair can create committees comprised of persons from the general membership and chaired by a member of the Steering Committee.

## **ARTICLE IV**

### **Membership**

**A. Membership.** Any person from the public may become a member of DAG. A submission of a valid email address is required in order to send announcements about programs and issues concerning the organization.

**B. Dues.** Members are encouraged to make annual donations or donate time to DAG, but no commitment is required. Members may participate at meetings, serve on committees and help plan events.

**C. Membership Meetings.** DAG meets on a monthly basis and meetings are free, open to the public and are organized around a specific topic or project that involves a design issue or policy. DAG also holds events and partners with other organizations to educate about and advocate for design excellence and other issues addressed in our mission statement.

**ARTICLE V**  
**Steering Committee**

**A. Composition.** The Steering Committee shall be composed of up to 20 members representing a broad cross-section of design professionals and other members active in architecture, landscape architecture, urban planning, development, historic preservation, public policy, engineering, urban economics, environmental planning or related fields. The current members of the Steering Committee shall be deemed to be its initial members upon approval of these By-Laws.

**B. Terms.** Steering Committee terms last for three years and are renewable. The three year terms for current Steering Committee members shall begin with the approval of these By-Laws.

**C. Selection.** The Steering Committee may appoint members to the Steering Committee from time to time. Any member may request such appointment. Steering Committee members may also recruit new members and encourage others to seek such appointment. Final decision on new members is by vote of the Steering Committee.

**D. Conduct of DAG business.** The programming, staffing, governance and public statements of DAG shall be managed by the Executive Committee with the advice and consent of the Steering Committee. The Steering Committee may delegate to the Chair, or to the Executive Committee, or to an ad-hoc committee or a Steering Committee member, in addition to the authority provided to any of them elsewhere in these By-Laws, such powers it deems appropriate. All public positions on advocacy and other similar matters of outreach are published by the Executive Committee and must be submitted to the SC for review and comment before they can be made public.

**E. Regular Meetings, Notices, Quorum, Official Action.** The Steering Committee shall meet as frequently as it chooses but at least quarterly, and shall meet at any time upon the call of the Chair or at the request of 25% of Steering Committee members. A quorum shall be more than 50% of the number of Steering Committee members. Except where otherwise provided, an affirmative vote of a majority of those voting (excluding abstentions) shall constitute official action of the Steering Committee for any issues discussed via electronic means as well as in person. Steering Committee members are expected to contribute in one or more of the following ways: attendance at meetings, donations, and dedication of time to various committees. Continued service on the Steering Committee is considered upon performance of these responsibilities.

**ARTICLE VI**  
**Officers**  
**General Provisions**

**A. Officers.** The officers of DAG shall be a Chair, two Vice-Chairs, and such other officers (including additional Vice-Chairs and members-at-large) as the Steering Committee may hereafter specify.

**B. Additional Powers.** In addition to the powers and duties set forth elsewhere in these By-Laws, each officer shall have such additional powers and duties as the Steering Committee may determine by resolution.

**C. Election.** Officers shall be elected by the Steering Committee, and must have served at least one year on the Steering Committee before selection.

**D. Term.** The officers shall serve three-year terms beginning July 1<sup>st</sup> and expiring on June 30<sup>th</sup> and are renewable.

**E. Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification, expiration of term, or otherwise, may be filled by the Steering Committee with guidance of an ad-hoc nominating committee for the unexpired portion of the term.

**F. Chair.** The Chair shall be the official spokesperson of DAG, and shall be its representative on, and liaison to, other Steering Committees and organizations. The Chair may delegate such responsibilities to others from time to time. The Chair shall control and manage the programming, staffing and governance of DAG, subject to the policies and directions of the Steering Committee or the Executive Committee. The Chair shall preside at all meetings of the Steering Committee and the Executive Committee, and shall be an ex-officio member of all committees. The Chair's duties may devolve upon a Vice-Chair as set forth in the following section.

**G. Vice Chairs.** There shall be two or more Vice Chairs. The Vice Chairs shall each perform such duties as may be assigned by the Steering Committee or the Chair. If the Chair from time to time is unable to perform any required duty, then the Chair shall select a Vice Chair to so act. If the Chair has not made such a selection, then the Steering Committee, or the Executive Committee in the absence of Steering Committee action, shall choose which Vice Chair shall act as Chair until the Chair makes such choice.

## ARTICLE VII

### Executive Committee

**A. Composition and Meetings.** The officers (including any members-at-large) shall constitute the Executive Committee. The Executive Committee shall meet or confer on an as-needed basis upon the call of the Chair. The Chair, or a majority of the Executive Committee, may invite others to attend an Executive Committee meeting.

**B. Authority of the Executive Committee.** The Executive Committee shall act on behalf of DAG and shall conduct such activity as directed by the Steering Committee.

**C. Removal from Steering Committee.** The Executive Committee may remove a member from the Steering Committee for reasons including failure to regularly attend Steering Committee meetings, failure to fulfill assigned responsibilities, failure to disclose conflict of interest, conviction of a crime, or professional reprimand or suspension. The

decision of the Executive Committee is final.

**Article VIII**  
**Committees**

**A. Creation of Committees.** Committees may be created by vote of the Steering Committee, Executive Committee or Chair, and shall have such responsibility and authority as the entity that created it determines.

**B. Chairs and Members of Committees.** Chairs of committees shall be members of the Steering Committee. Members of each committee shall be any member of DAG who wishes to participate.

**ARTICLE IX**  
**Fiscal Year**

The fiscal year shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

**ARTICLE X**  
**Procedure**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure to be utilized at all meetings of the Steering Committee, the Executive Committee, and all other committees, where they are not inconsistent with the provisions of these By-Laws.

**ARTICLE XI**  
**Amendments to the By-Laws**

These By-Laws may be amended by the affirmative vote of at least 60% of the entire membership of the Steering Committee at a meeting where the general nature of the proposed action has been set out in the notice of such meeting.