

AMITY CLUB OF WASHINGTON, INC.
A Social and Charitable Club
Operating under the Non-Profit Corporation
Act of the District of Columbia
Its Certificate of Corporation
Having Been Duly Recorded April 10, 1934 at 11:03 A.M.
(Including Amendments Through The Annual
Club Meeting of November, 1991)

CONSTITUTION

ARTICLE I

Name and Object

Sec. 1. The corporation (hereinafter referred to as the "Club") shall be known as the AMITY CLUB, incorporated under the laws of the District of Columbia.

Sec. 2. The objects of this Club shall be to maintain good fellowship, cultivate and encourage close and lasting friendship among its members; and to contribute to charities and other worthy causes.

Sec. 3. In accomplishing its purposes and objects, the Club shall have all of the powers inherent in a non-profit corporation under the laws of the District of Columbia.

ARTICLE II

Membership

Sec. 1. The membership of the Club shall be composed of individuals who are admitted to membership under procedures established by the Board of Governors (sometimes referred to as the "Board"). Membership shall be limited

to three hundred (300) individuals exclusive of honorary and inactive members. In addition, the three hundred (300) member limit shall be waived for a member/applicant who is an immediate family member of a then current member.

Sec. 2. The responsibilities of membership include the obligation to support the Club by the payment of dues and other charges.

Sec. 3. Subject to the provisions of this Section of this Article, the rights of members whose obligations under Sec. 2 of this Article are in default may be modified or terminated by the Board of Governors as provided in the by-laws. No member shall be denied any of the incidents, rights, and privileges of membership, solely by reason of financial hardship.

Sec. 4. The Board of Governors shall have the right to establish such classifications of membership in the Club as it deems appropriate under such terms and conditions as it may prescribe not in contravention of the Constitution or By-Laws.

ARTICLE III

Meetings

Sec. 1. General membership meetings shall be held on dates and at places as fixed by the President. There shall be an Annual Meeting held each fall, the date and time which shall be fixed by the President.

Sec. 2. Special meetings may be called by the President or by two thirds of the Board of Governors.

Sec. 3. Unless waived by the members present and voting, all meetings of members of the Club shall be conducted under the then most recent edition of Robert's Rules of Order.

Sec. 4. Whenever, under this Constitution or By-Laws, voting on any issue by the membership is required, such voting shall not be permitted by proxy.

ARTICLE IV

Officers

Sec. 1. The elected Officers of the Club shall consist of: President; President-Elect; Vice President-Membership; Vice President-Hospitality; Recording Secretary; Financial Secretary; Treasurer; and Sergeant-At-Arms. The President-Elect shall succeed to the office of President. In addition to the elected officers,

the President may appoint the following additional officers: Assistant Recording Secretary; Assistant Financial Secretary; Assistant Treasurer; and up to three (3) additional Sergeants-At-Arms.

Sec. 2. The elected Officers shall be elected by a plurality vote at the Annual Meeting of the Club, present and voting, from among the members of the Club. The elected and appointed Officers shall serve for a term of one year, commencing on January 1 of the year following the election, and shall serve until December 31 of that year or until their successors are duly elected, whichever is later. Duties to be performed by such officers shall be set forth in the By-Laws.

Sec. 3. The Board of Governors may from time to time create or abolish additional offices and appoint from the membership persons to hold these offices for temporary and/or honorary purposes. These officers shall serve at the pleasure of the Board.

Sec. 4. Vacancies

(a) The Board is authorized to appoint a member of the Club to serve the unexpired term of any officer who by reason of death, incapacity or resignation cannot serve his full term.

(b) At a special meeting called for that purpose and upon the affirmative vote of two-thirds of the members of the Club, any officer may be removed from office.

ARTICLE V

Board of Governors

Sec. 1. The Board of Governors of the Club shall consist of the eight (8) elected Officers as stated in Article IV, Section 1, plus three (3) past presidents, including the immediate past president and two others appointed by the president, plus up to three (3) additional current members of the Club appointed by the president. Their term of office shall be one year and shall expire when a successor President takes office.

Sec. 2. The Board of Governors shall have the powers and duties necessary for the administration of the affairs of the Club, including, but not limited to, the power and authority to establish all assessments and charges either directly or by delegation to an appropriate committee.

ARTICLE VI

By-Laws

The Board of Governors may adopt By-Laws necessary and proper to the implementation of this Constitution subject to ratification by the members of the Club.

ARTICLE VII

Amendments to the Constitution

The Constitution may be amended by an affirmative vote of two-thirds of the members present and voting at the Annual Meeting of the Club or at a Special Meeting called for that purpose provided a copy of the proposed amendment is mailed to each member of the Club at least twenty days prior to said meeting.

ARTICLE VIII

Saving Clause

Should any provision of this Constitution or the By-Laws be determined to be invalid or unenforceable, the validity and enforceability of all other provisions of this Constitution and the By-Laws shall not be effected.

BY-LAWS

ARTICLE I

Membership

Sec. 1. The membership shall be composed of individuals who have complied with the conditions of membership and the procedures established therefore by the Board of Governors (hereinafter referred to as "Board") and/or the Membership Committee. Applications to membership shall be accepted only from persons of good moral character over the age of twenty one (21) years who have been sponsored by two Members in good standing, both of whom have personally signed the application form and neither of whom shall be an inactive member.

Sec. 2. As a condition of a membership, it is the obligation of each member to pay the assessments and other charges imposed upon him by the Club based upon contemplated expenditures and reserves for the fiscal year. These expenses include¹ but in no way are limited to the following:

- a. The cost of all operating expenses of the Club including the cost of facilities and functions used by and/or sponsored by the Club;
- b. The amount of all taxes and assessments levied against the Club or upon any property which it may own or which it is otherwise required to pay, if any;
- c. The cost of any insurance as required by the Club; and
- d. The cost of funding contributions to charities and other causes as established by the Board of Governors.

Sec.3. There shall be the following classifications of membership:

A. Regular Membership. Regular Membership shall consist of those members who do not qualify for any other class of membership.

B. Inactive Membership An application for "inactive membership status" may be considered by the Board from any member who, for reasons of health, disability, financial difficulty or geography, is unable to enjoy the full benefits and privileges of membership. This application will be reviewed by the Board of Governors annually. The benefits and privileges of inactive members and costs associated with maintaining membership shall be established by the Board of Governors and reviewed annually.

C. Honorary Membership. Honorary Membership may be bestowed upon any individual, whether a present or previous member of the Club. Honorary Membership status may only be conferred by three-fourths vote of the Board. Any member conferred Honorary Membership status shall be excused from the payment of dues.

D. Senior Membership. This classification is restricted to those members who were designated "Senior Member" in 1992 and have maintained their membership in good standing continuously since January 1, 1992. Upon the death or resignation of the last "senior" member, this classification will be abolished.

Sec. 4. The Board of Governors delegates to the Membership Committee the power to adopt rules and procedures for the expulsion of members in default of their financial obligations to the Club or for any activity which if the application were then proposed, would disqualify them from membership. Such activity would include any act that would bring the club in disrepute. No Member may be expelled except after receiving 30 days notice of the proposed expulsion, the

reason therefore along with an opportunity to a hearing before the Board of Governors. No member may be expelled except after a hearing before the Board of Governors at which a quorum was present and after a vote for expulsion recommended by the Board is submitted to the membership and approved by the affirmative vote of 2/3 of those members present and voting.

ARTICLE II

Dues and Assessments

Sec. 1. The Board of Governors shall determine and publish schedules of dues and other charges as are deemed necessary for the operation of the Club.

Sec. 2. The Board of Governors shall establish the amount of the assessments at least annually, including the initiation fee and annual dues, but may do so at more frequent intervals should circumstances so require. The assessments shall be made as of January 1 of each year, and shall be payable on or before February 15 of each year, after which time an assessment shall be deemed to be in default and a \$50.00 penalty incurred. Once a default has occurred, in the discretion of the Board of Governors, the member shall be denied the opportunity to participate in any functions sponsored by the Club until such time as the default has been cured. In the event the default has not been cured by the end of the fiscal year, the member's name shall be stricken from the roster of members of the Club.

Sec. 3. No member shall be denied any of the incidents, rights, and privileges of membership solely by reason of financial hardship. This determination shall be made solely by the Board of Governors, upon motion by one or more members of the Board, and shall be reviewed annually.

Sec. 4. The Board of Governors shall have the right to establish such assessments of dues, initiation fees and other charges as it deems appropriate.

ARTICLE III

Fiscal Year

Sec. 1. The Fiscal Year of the Club shall be the calendar year.

ARTICLE IV

Meetings

Sec. 1. General membership meetings shall be held on dates and at places as fixed by the President. An Annual Meeting shall be held each fall, the date and time which shall be fixed by the President. At the Annual Meeting the officers of the Club for the subsequent calendar year shall be elected and shall assume their office in January.

Sec. 2. With the exception of the Annual Meeting, all other meetings shall be held on dates and at places reasonably convenient to the members as may from time to time be established by the President.

Sec. 3. A quorum shall be deemed to be present throughout a meeting if at least 20% of the total number of the members entitled to vote are present.

Sec. 4. Whenever voting on any issue is required at a meeting of the members or the Board, and unless otherwise specified in the Constitution or these By-Laws, the issue shall be decided by a plurality of votes and voting shall not be permitted by proxy.

Sec. 5. A special meeting may be called by the President or 2/3 of the Board of Governors on a date and at a place reasonably convenient to the members. The notice of any special meeting shall state the time and place of such special meeting and the purpose thereof, but the notice shall not exclude from consideration at said meeting any proper club business.

Sec. 6. It shall be the duty of the President or his designee to send a notice of the Annual Meeting or any special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each member of record at least 15 days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served. Notices of all meetings shall be mailed to the member's address of record.

ARTICLE V

Powers and Duties of the Board of Governors

Sec. 1. The Board of Governors shall have the powers and duties necessary for the administration of the affairs of the Club, including, but not limited to, the power and authority to establish all assessments and charges either directly or by delegation to an appropriate committee. The Board shall further have the authority to waive, reduce, adjust, or modify all dues or other charges, levies or assessments upon any member, whenever in the discretion of the Board circumstances so warrant.

Sec. 2. Other Duties. In addition to the duties imposed by the Constitution or these By-Laws, the Board of Governors shall be responsible for the following,

any or all of which may be delegated by the Board to an officer or appropriate committee:

- a. Prepare an annual budget for the Club;
- b. Establishment, collection, use and expenditure of assessments from members;
- c. Promulgation and enforcement of such rules and regulations as are necessary for the proper administration of the Club;
- d. To enter into agreements, contracts, purchases or leases for the purpose of promoting enjoyment, recreation or welfare of the Club and its members; and
- e. To purchase insurance for the Club.
- f. To engage a certified accountant to conduct an annual audit and prepare income tax returns. This individual shall be referred to herein as "the auditor."

ARTICLE VI

Officers

Sec. 1. The elected officers shall be elected by a plurality vote at the Annual Meeting of the Club by those members present and voting at that meeting. The officers shall serve for a term of one year and shall have the powers and duties as designated in these By-Laws.

Sec. 2. The President shall be the chief executive officer of the Club. He shall preside at all meetings of the Club and of the Board of Governors. He shall have all of the general powers and duties which are usually vested in the office of the President of an association or corporation, including, but not limited to, the power to appoint standing or special committees, from among the members as from time to time he feels appropriate to assist him in the conduct of the affairs of the Club.

Sec. 3. The President-Elect shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. The President-Elect shall also perform such other duties as shall from time to time be imposed upon him by the Board of Governors and shall further be chairman of the Entertainment Committee. The President-Elect shall succeed to the office of President.

Sec. 4. The Vice President-Membership shall perform the duties of the President in the absence or disability of both the President and the President-Elect and shall further serve as chairman of the Membership Committee.

Sec. 5. The Recording Secretary shall attend all meetings of the Board of Governors and of the members and shall record the voting and minutes of all proceedings in a book to be kept by him for that purpose. The Recording Secretary shall give notice of meetings of the Club and the Board of Governors and shall perform such other duties as may be prescribed by the Board of Governors or the President. The Recording Secretary shall compile and keep a complete record of the members and their last known address and shall keep current and retain custody of the minute books of the proceedings of the Club and the Board of Governors.

Sec. 6. The Financial Secretary shall collect the funds of the Club and keep a record of the account of each member. The Financial Secretary shall prepare bills and statements for all dues and other assessments due the Club from its members. It is the duty of the Financial Secretary to promptly disburse to the Treasurer as required for operating expenses and charitable contributions all funds received. Any one of the following officers shall be empowered to withdraw funds for the operation of the club:

President, President-Elect, Treasurer, Golf Chairman

Sec. 7. All funds collected by the Financial Secretary shall be kept on deposit in an interest bearing account, which account balance shall not exceed that insured by the Federal government.

Sec. 8. The Assistant Financial Secretary shall assist the Financial Secretary in performing the above functions.

Sec. 9(a). The Treasurer shall have the responsibility for Club funds and securities and shall be responsible for maintaining full and accurate accounts of all receipts and disbursements in books belonging to the Club.

Sec. 9(b). After approval by the President and the Chairman of the function, the Treasurer, shall promptly pay all valid bills of the Club and shall submit his accounts to the President and the auditor.

Sec. 9(c). Both the Financial Secretary and the Treasurer shall furnish Fidelity Bonds in an amount to be fixed by the President, with surety satisfactory to the President. The responsibility for payment of the bond premium shall be that of the Club.

Sec. 10. The Sergeant(s)-at-Arms shall maintain order and have full power to expel from the meeting room, such member or members as may be directed by the President. The Sergeant(s)-at-Arms shall attend the meetings of the Club and shall be responsible for compiling a roster of those members in attendance at each meeting and an accounting of charges and receipts therefor and shall submit such a report to the President and the auditor.

Sec. 11. Honorary Officers shall have the powers and duties established by the Board in the resolution creating such office.

Sec. 12. Vacancies

(a) The Board is authorized to appoint a member of the Club to serve the unexpired term of any officer who by reason of death, incapacity or resignation cannot serve his full term.

(b) At a special meeting called for that purpose and upon the affirmative vote of two-thirds of the members of the Club, any officer may be removed from office.

ARTICLE VII

Standing Committees

Sec. 1. The Board of Governors and/or the President may from time to time designate committees of the Club, and except for the Charity Committee, Entertainment Committee and Membership Committee, shall appoint chairmen of such committees.

Sec. 2. Nominating Committee. The Nominating Committee shall be composed of seven (7) past presidents of the Club, all of whom shall be members in good standing, and none of whom shall be eligible for nomination by the committee. The President shall designate the chairman of that committee who in turn shall select the members of the committee. It is the purpose of the Nominating Committee to recommend a slate of the eight elected officers as stated in Article IV, Section 1 to the general membership for the annual election.

Sec. 3(a). Charity Committee. The Charity Committee shall be chaired by the immediate past President and the membership shall consist of all Past Presidents of the Club who are members in good standing along with the Treasurer of the Club. The Treasurer shall be a non-voting member of the Committee. It shall be the responsibility of the Charity Committee to meet at least once annually for the purpose of selecting those charities and other causes to which the Club shall make a contribution or otherwise support financially or otherwise. The chairman of the Charity Committee shall be responsible for preparing a report of his committee which shall be promptly distributed to the members of the Club and the auditor and which shall include a list of the specific charities and the cumulative amount of the charitable contribution for the year. The charitable contributions shall be disbursed as soon after the meeting as practical.

Sec. 3(b). It shall also be the duty of the Charity Committee, at its Annual Meeting, to select two Past Presidents from among its members, who, together with the Immediate Past President, shall administer and be trustees of two trust funds for the benefit of Amity. The first shall be a Charitable Trust Fund (CTF), and the second shall be an Reserve Trust Fund (RTF).

Sec. 3(c). The CTF shall be initially funded by deposit of all unallocated funds presently held by the Club and designated as charitable. The RTF shall be initially funded by deposit of all unallocated funds presently held by the Club and not designated as charitable. Annually, the CTF shall receive the charity assessment portion of the dues paid by members, plus such other funds that the Board, in its discretion, shall designate from operations or from direct fundraising activities. The RTF shall receive any surplus from Club operations for each year, however, the RTF shall not exceed \$50,000.

Sec. 3(d). The trustees shall administer the CTF in accordance with the decisions and distributions designated by the Charity Committee. The trustees shall

administer the RTF with the primary purposes of preserving the viability of the Club over the long-term, and assisting it in accomplishing its stated objectives. Distributions from the RTF shall be in the discretion of the trustees, however, such discretion shall be exercised with the active advice and consultation of the Financial Committee and the President.

Sec. 4. Entertainment Committee. The Entertainment Committee shall be chaired by the President Elect, who shall select from among the membership his committee. The Entertainment Committee shall be responsible for planning the meetings of the Club and shall include in its membership the Vice President - Hospitality and, the Golf Chairman.

Sec. 5. Membership Committee. The Membership Committee shall be chaired by the Vice President - Membership who shall select from among the membership his committee. The Membership Committee shall be responsible for the preparation of the application for membership, establishing guidelines for membership, soliciting new members to the Club and with the assistance of the Entertainment Committee planning for the induction of new members.

Sec. 6. Financial Committee. The Financial Committee shall be chaired by the Financial Secretary. The members of the committee shall be the President, Treasurer, and the accountant or auditor of the Club. The Financial Committee shall be responsible for establishing policies with respect to membership classification and assessments related thereto. It shall further be the responsibility of this committee to communicate with members with respect to delinquent assessments.

ARTICLE VIII

Amendments

Sec. 1. These By-Laws may be amended by the affirmative vote of two-thirds of the members present and voting at an Annual Meeting of the Club or at a special meeting called for that purpose provided a copy of the proposed amendment is mailed to each member of the Club at least 20 days prior to said meeting.