

**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 Meetings of November 1991 and 2020)**

**CONSTITUTION**

**ARTICLE I**

**Name and Object**

Sec. 1. The corporation (hereinafter referred to as the "Club") shall be known as the AMITY CLUB of WASHINGTON, Inc., 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 comprised of individuals who are admitted to Membership under procedures established by the Board of

Governors (the "Board"). Membership shall be limited to three hundred (300) individuals exclusive of honorary, inactive, and non-resident members. The three hundred (300) member limit may be waived for a new 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 satisfaction of any and all financial obligations. Members who timely satisfy the aforementioned obligations of Membership and any others set forth in the Constitution or By-Laws shall be deemed to be in good standing.

Sec. 3. Subject to the provisions of this Section of this Article, the Membership of individuals who fail to comply with Sec. 2 of this Article and are in default of their membership obligations may be modified or terminated by the Board 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 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 sometime during the last six months of each calendar year, 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.

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-Entertainment; Recording Secretary; Financial Secretary; Treasurer; and Sergeant-At-Arms. The President-Elect shall succeed to the office of President.

Sec. 2. In addition to the elected officers, the President must appoint the following additional officers: Philanthropy Chair; Golf Chair; Social Activities Chair; Hospitality Chair; and Couples Club Chair and may appoint the following additional officers: Assistant Recording Secretary; Assistant Financial Secretary; Assistant Treasurer; and up to three (3) additional Sergeants-At-Arms.

Sec. 3. 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 calendar year following the election, and shall serve until December 31 of the same calendar 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. 4. The President may, from time to time, create or abolish additional offices and chairs not already expressly set forth in the Constitution or By-Laws and appoint members in good standing to hold these offices and chairs for temporary or honorary purposes. Such designated officers and chairs shall serve at the pleasure of the President.

#### Sec. 4. Vacancies

(a) The Board is authorized to appoint a member of the Club in good standing to serve the unexpired term of any elected officer who, by reason of death, incapacity or resignation cannot serve the full term to which such Member was elected.

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

## **ARTICLE V**

### **Board of Governors**

Sec. 1. The Board of Governors of the Club ("Board") shall consist of the following:

- (1) The eight (8) elected officers as stated in Article IV, Section 1,
- (2) The three (3) past Presidents, including the immediate past President and two others appointed by the President,
- (3) The five (5) chairs appointed by the President pursuant to Article IV,

Section 2 -- the Golf Chair, the Hospitality Chair, the Philanthropy Chair, the Social Activities Chair, and the Couples Club -- unless already included in (1) or (2) above, and

- (4) at the discretion of the President, up to one (1) additional member 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 shall have the plenary powers and duties necessary for the administration of the business affairs of the Club, including, but not limited to, the power and authority to establish all assessments, dues, and charges either directly or by delegation to an appropriate committee. The Board shall also have the powers and duties imposed upon it by applicable law as well as any powers and obligations required by the Club's By-Laws.

## **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 as long as a copy of the proposed amendment is made available 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 affected.

## **BY-LAWS**

### **ARTICLE I**

#### **Membership**

Sec. 1. A. The Membership shall be composed of individuals who have complied with the conditions of Membership and the procedures established therefor by the Board of Governors (hereinafter referred to as "Board"). Applications for Membership shall be accepted only from persons over the age of twenty-one (21) years and of good moral character (assessed in a manner consistent with the actions prohibited below in Sec. 4 (A)(i-iv) for termination of members) who have been sponsored by a Member in good standing. Membership shall be limited to three hundred (300) individuals exclusive of honorary, inactive, and non-resident members. In addition, this limit may be waived for an applicant who is an immediate family member of a Member in good standing.

B. The Board shall ensure that a list of names of potential members are made available to the current Membership at least 15 days before the new members are inducted.

Sec. 2. As a condition of initial or annual Membership, it is the obligation of each member to pay the assessments, dues, and other charges imposed by the Club based upon contemplated expenditures and reserves for the fiscal year. These expenses include, but are not limited to, the following:

- a. The apportioned 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 apportioned 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 apportioned cost of any insurance as required by the Club;  
and

d. The apportioned cost of funding contributions to charities and  
other causes as established by the Board.

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

A. Golf Membership. These members qualify to attend all Amity events. The benefits and privileges of golf members and costs associated with maintaining Membership shall be established by the President and reviewed annually by the Board.

B. Social Membership. These members qualify to attend all Amity events except for designated golf events. The benefits and privileges of social members and costs associated with maintaining Membership shall be established by the President and reviewed annually by the Board.

C. Non-Resident Membership. This classification is restricted to those members who, after being golf or social members in good standing for at least five consecutive years immediately prior to the current year, establish that the member resides at least three months outside of the Washington DC metropolitan area. This Membership will allow the member to participate in one event during the calendar year at the regular Amity member cost. For all other events, this member may participate but only at the non-subsidized cost for that event. The benefits and privileges of Non-Resident members and costs associated with maintaining Membership shall be established by the President and reviewed annually by the Board.

D. Honorary Membership. Honorary Membership may be bestowed upon any individual, who had substantial involvement in the administration of Amity while an active member and who, for reasons of health, disability, or geography, is unable to enjoy the full benefits and privileges of being a Golf or Social Member. Honorary Membership status may only be conferred by three-fourths vote of the Board. While any member conferred Honorary Membership status shall be excused from the payment of dues or other assessments, the member must pay the Amity member rate to attend any Amity event.

E. Inactive Membership. An application for Inactive Membership may be considered by the President from any member who, for reasons of health, disability, or financial difficulty, is unable to enjoy the full benefits and privileges of Membership. Any initial application for Inactive Membership and subsequent requests for renewal of such Inactive Membership status shall be reviewed by the Board annually, within the first three months of each calendar year. The benefits and privileges of Inactive Members and costs associated with maintaining Membership shall be established by the President and reviewed annually by the Board.

#### Sec. 4. Termination of Membership.

- A. In order to protect the best interests, reputation and proper functioning of the Club, the Board or its designee may terminate the Membership of any Member for any of the following reasons: (i) any action by the Member that violates or threatens the tax-exempt status of the Club as a Section 501(c)(3) organization under the Code or applicable state laws; (ii) any action by the Member that is inconsistent with the purposes of the Club as set forth in its certificate of incorporation; (iii) default of financial obligations to the Club; or (iv) any action by the Member that violates any provision of the by-laws or written policies of the Club.
- B. Before terminating a Member, the Board or its designee shall give written notice to the Member of the alleged reason or reasons for the proposed termination and shall provide the Member at least 30 days to explain or correct the activity. In the event the Member, after being so notified, continues to engage in the offending action or actions or fails to explain or to take adequate measures to correct such action or actions, the Board may terminate the Member. The determination of the Board shall become effective 30 days after notice of termination has been sent to the Member.
- C. Prior to such termination taking effect, the Member may request in writing that the Board reconsider its determination and may present additional facts and arguments to the Board. If the Board receives a timely request for reconsideration, the termination of the Member shall be suspended until the Board shall reconsider its decision to terminate, which the Board shall do not more than 60 days from the initial effective date of termination. The Board shall promptly notify the Member of the results of its reconsideration, at which time the Member shall be reinstated or the termination shall be final.



**ARTICLE II**  
**Dues and Assessments**

Sec. 1. The Board shall determine and publish schedules of assessments, dues and other charges that Golf, Social, and Non-Resident Members will be required to pay as are deemed necessary and proper for the operation of the Club.

Sec. 2. The Board shall establish the amount of the annual Member assessments at least annually, including any initiation fee and annual dues, but may do so at more frequent intervals should circumstances so require. The assessments and dues shall be made as of January 1 of each calendar year, and shall be payable on or before February 15 of each calendar year, after which time the President may deem a Member to be in default and not in "good standing" and may assess a penalty in an amount to be determined by the Board. Once a default has occurred, 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.

Sec. 3. The President, upon approval of the Board, may reduce the dues for any new member who joins after May 1.

Sec. 4. 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, upon motion by one or more members of the Board, and shall be reviewed as needed.

**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 set by the President. An Annual Meeting shall be held sometime during the last six months of each calendar year, the date and time which shall be set by the President. At each Annual Meeting, the officers of the Club for the following calendar year shall be elected and their terms of office shall commence in January.

Sec. 2. A quorum shall be deemed to be present throughout a meeting if at least 25% of the total number of the members in good standing are present.

Sec. 3. 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. 4. A special meeting may be called by the President or 2/3 of the Board 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. 5. It shall be the duty of the President or designee to send a notice of the Annual Meeting or any special meeting, stating the purpose thereof, and the time and place where it is to be held to each member of record at least 15 days prior to such meeting. Notices of all meetings shall be transmitted to the Members at their current contact information of record.

## **ARTICLE V**

### **Powers and Duties of the Board of Governors**

Sec. 1. The Board 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, dues, 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. The Board shall also have the powers and duties as required by applicable law.

Sec. 2. Other Duties. In addition to the duties imposed by the Constitution or these By-Laws, the Board shall be responsible for the following, any or all of which may be delegated by the Board to a Board member 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.

e. To purchase insurance for the Club.

f. To engage a certified public accountant or other tax professional to prepare income tax returns.

## **ARTICLE VI** **Officers**

Sec. 1. The 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. The President shall preside at all meetings of the Club and of the Board. The President 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 as appropriate to assist in the conduct of the affairs of the Club.

Sec. 3. The President-Elect shall take the place of the President and perform these 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 by the Board and the President. 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 Vice President-Entertainment shall chair the Entertainment committee, which is responsible for the social activities and events for the Membership.

Sec. 6. The Recording Secretary, with the assistance of an Assistant Recording Secretary if appointed by the President, is responsible for recording the voting and minutes of all meetings of the Board of Governors and of the members. The Recording Secretary shall ensure that members receive notice of meetings of the Club and the Board and shall perform such other duties as may be prescribed by

the Board 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 minutes of the proceedings of the Club and the Board.

Sec. 7. 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. The Financial Secretary will disburse to the Treasurer as required the amount of funds owed to the Amity Club of Washington Charitable Foundation, Inc. Any of the following officers has the authority to withdraw funds for the operation of the Club -- President, Treasurer and Financial Secretary.

Sec. 8. All funds collected by the Financial Secretary shall be kept on deposit in an FDIC insured commercial bank, which account balances shall not exceed the FDIC limits.

Sec. 9. The Assistant Financial Secretary, if one is appointed by the President, assists the Financial Secretary in performing the above functions.

Sec. 10(a). The Treasurer and the Financial Secretary shall have the responsibility for Club funds and be responsible for maintaining full and accurate accounts of all receipts and disbursements in books belonging to the Club.

(b). The Financial Secretary shall promptly pay all valid expenses of the Club.

(c). The Club will maintain Fidelity Bonds in an amount to be fixed by the President, in consultation with the Financial Secretary. The responsibility for payment of the bond premium shall be that of the Club.

Sec. 11. The Sergeant-at-Arms, with the assistance of up to three Assistant Sergeants-at-Arms if appointed by the President, 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 shall submit such a report to the President or designee.

Sec. 12. Honorary Officers and persons appointed by the President to certain positions shall have the powers and duties established by the Board in the resolution creating such office.

Sec. 13. Vacancies

(a) The Board is authorized to appoint a Member of the Club to serve the unexpired term of any elected officer who by reason of death, incapacity or resignation cannot serve the 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 elected officer may be removed from office.

## **ARTICLE VII** **Standing Committees**

Sec. 1. The Board 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, may appoint chairs of such committees.

Sec. 2. Nominating Committee. The Nominating Committee shall be composed of five (5) 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 of the Constitution 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 current President and Treasurer of the Club. The current President and Treasurer shall be non-voting members 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 the Committee, which shall be promptly distributed to the members of the Club 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 a **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 currently 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 at 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 Vice President Entertainment and be responsible for the activities and events for the Membership, including meals, golf, entertainment and speakers. The Entertainment Committee must include, but not be limited to, the Golf Chair, the Social Activities Chair, the Hospitality Chair, the Philanthropy Chair, and the Couples Club Chair.

Sec. 5. Membership Committee. The Membership Committee shall be chaired by the Vice President - Membership who shall select from among the members in good standing individuals to serve on this 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, as appropriate, the accountant or auditor of the Club serving in an ex officio capacity. 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**  
**Chairs**

The President must appoint the following chairs to carry out activities of the Club:

Sec. 1. Golf Chair - To coordinate all golf events of the Club.

Sec. 2. Philanthropy Chair – To coordinate all philanthropic and charitable activities of the Club not already delegated to the Amity Club of Washington Charity Foundation.

Sec. 3. Social Activities Chair – To recommend "pop-up" social activities throughout the year that are in addition to the regularly scheduled monthly activities already proposed by the President.

Sec. 4. Couples Club Chair – To coordinate the activities of the Couples Club pursuant to the authority granted in Article IX.

Sec. 5. Hospitality Chair -- To support golf and social events through, among other things, researching new venues and negotiating contracts for the events.

**ARTICLE IX**  
**Couples Club**

The Board has authorized the President to establish a Couples Club designed to carry out activities throughout the year for the benefit of Club members and their spouses, partners, or significant others. While the intent of the Board is that the Couples Club events will be "pay as you go," it has the authority to provide a subsidy, as necessary, in order to make the events more reasonably priced. The President will appoint a Couples Club Chair in order to coordinate these events.

**ARTICLE X**  
**Amendments**

These By-Laws 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 as long as a copy of the proposed amendment is made available to each Member of the Club at least twenty days prior to said meeting.