

THE YALE CLUB OF WASHINGTON, D.C.  
AMENDED AND RE-STATED CONSTITUTION AND BY-LAWS  
Adopted and Approved on 1 June 2021

ARTICLE I  
Name and Address

1.1. Name. The name of the organization shall be THE YALE CLUB OF WASHINGTON, D.C. (also hereinafter called the “Club”)

1.2. Address. The Club’s address shall be: 4200 Wisconsin Ave., NW, Washington, DC 20016. The Board of Directors, by resolution approved by a simple majority thereof, may change the Club’s address from time to time and at any time without the need to amend these By-Laws so long as such address remains within the District of Columbia.

1.3. Registered Agent. The Club shall maintain a registered office and registered agent in accordance with the laws of the District of Columbia. The address of the current registered office and the name of the Club’s current registered agent, as filed with the District of Columbia government, may be changed by the Board of Directors.

ARTICLE II  
Mission and Purposes; Code of Conduct

2.1. Legal Form. The Club is and shall be a non-profit corporation organized and existing under and pursuant to the laws of the District of Columbia, United States of America. It is and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States.

2.2. Mission. The Club’s mission shall be to foster an inclusive Yale community in the capital region by connecting Yale alumni with each other and the University to promote Yale's values of friendship, lifelong learning, and community service for all. We carry out our mission with a commitment to diversity, equity, accessibility, and inclusion that reflects our values, our alumni, and our community.

2.3. Purposes. Without limiting the generality of the foregoing, the Club’s purposes shall be:

2.3.1. To provide Yale alumni in the Washington metropolitan area with opportunities to connect with each other and with Yale by offering a variety of educational, community service, professional development, recreational, and cultural programs.

2.3.2. To bring a knowledge of Yale and its values to potential college students in the Washington metropolitan area and to assist the University in the interview process.

2.3.3. To collaborate with other Yale groups and alumni groups in the Washington metropolitan area.

2.3.4. To promote diversity and inclusiveness in all of our programs and activities.

2.3.5. To provide Yale alumni in the Washington metropolitan area with opportunities to participate in carrying out the purposes and objectives of the Club.

2.3.6. To engage in and undertake such other activities as non-profit entities may legally conduct and undertake under and pursuant to the laws of the District of Columbia.

2.4. Code of Conduct. The Club is committed to promoting and maintaining a strong sense of community among alumni and in support of Yale. The Club expects its officers and board to sponsor programs and activities that are inclusive, protect confidential information regarding alumni and students, refrain from engaging in or promoting political activities or other activities that may be inconsistent with the Club's purposes and adhere to Yale's policies on non-discrimination and harassment.

2.5. Diversity, Equity and Inclusion. The Club shall not discriminate by reason of race, creed, age, color, religion, national or ethnic origin, political belief, military/veteran status, sexual orientation, gender identity, or disability. The Club shall seek to represent and foster the diversity of the Yale community in Washington, D.C., area, and to reflect the Yale Alumni Association's principles of diversity, equity and inclusion in its activities and leadership. Diversity here refers to culture, identity, and ideas, among other aspects of human experience.

### ARTICLE III Prohibited Actions

The Club shall not engage in actions or activities which are not in furtherance of the purposes set forth in Article II, and specifically (but without limiting the generality of the foregoing) it shall not:

3.1. devote more than an insubstantial part of its activities to attempting to influence legislation; and

3.2. directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, *provided*, however, that the foregoing shall not be construed to constrain the Club from supporting activities that promote discussion, debate, education, or awareness of issues that impact the Yale community and the Washington, D.C., area; the Club is committed to the principles of open discourse and supports intellectual diversity as essential for advancing critical inquiry of the kind for which Yale is well known; and

3.3. pay or distribute any part of the Club's net earnings or assets to its members, officers or other private persons, *provided*, however, that this provision shall not be construed to prohibit reimbursement to members, officers, or other private persons of reasonable expenses incurred or borne by such members, officers, or other private persons on behalf of the Club and supported by appropriate documentation or in furtherance of its purposes or payment for services rendered to

the Club by such persons for such purposes, or to prohibit the offering and/or payment of stipends to persons engaged in activities that further the Club's purposes, such as, but not limited to, community fellows, all as the Board of Directors may from time to time authorize or approve and/or in accordance with policies that it may from time to time adopt.

#### ARTICLE IV Membership

Any person who appears in Yale University's records with a current residential address within the Club's geographic territory, which is defined as zip codes or territories assigned to the Club by the Yale Alumni Association, and who is identified by the University as falling within one of the following categories shall be eligible to be a Member of the Club.

4.1. Categories of Membership. The categories of membership shall be as follows:

- a Yale alumnus or alumna, as defined by the constitution of the Yale Alumni Association;
- a current Yale student;
- the parent, spouse, or widow/widower of a Yale alumnus/a or Yale student;
- a current or former member of the Yale faculty; or
- the recipient of an honorary degree from Yale.

From time to time, the Board of Directors may also choose to confer honorary membership in the Club.

4.2. Changes to Classes of Membership. The Board of Directors may change or amend the foregoing categories at any time and from time to time by resolution approved by a simple majority of the Directors voting, without any need to amend these By-Laws.

4.3. Dues for Members. A person so qualified may become a member of the Club, as defined above (herein called a "Member"), upon the payment of the required one year's dues, and shall continue to remain a Member by paying the annual dues established by the Board of Directors. The Board of Directors shall have the power to suspend or waive payment of dues by a Member or Member Type or classification in cases where, in its discretion, such action is deemed appropriate, without such action affecting such Member's status as a Member.

4.4. Honorary Degree Holders. A person who shall have received an honorary degree from Yale University may become an honorary member of the Club without payment of dues upon being so elected by a two-thirds vote of the entire Board of Directors.

4.5. Loss of Member Status. Any Member may be suspended or expelled for good cause shown by a vote of two-thirds of the entire Board of Directors. At least fifteen (15) days prior to such

action by the Board of Directors, the Secretary shall cause to be mailed to such Member at his or her last address carried on the records of the Club, due notice in writing of such proposed suspension or expulsion, specifying the grounds therefor, and offering the Member an opportunity to be heard, either orally or in writing, by the Board of Directors. Any Member expelled by the Board of Directors shall be eligible for reinstatement upon application and upon approval by a two-thirds vote of the entire Board of Directors.

4.6. Voting Rights. Only persons who are currently Members of the Club, as defined above (except for honorary members and hereinafter called “Voting Members”) shall be entitled to vote upon any matters requiring a vote or action of the membership of the Club, including the election of the members of the Board of Directors. The records of the Secretary of the Club as to Members shall control and be binding for such purposes.

## ARTICLE V Board of Directors

5.1. Mission of the Board. A Board of Directors (herein occasionally called the “Board”) shall be responsible for and, through its designated officials, shall direct the affairs and manage the funds, property and expenditures of the Club, and carry out its purposes and objects. The members of the Board of Directors shall serve without compensation.

5.2. Membership. The members of the Board of Directors shall consist of the following:

5.2.1. Regular Directors. There shall be fifteen (15) regular directors (herein called “Regular Directors”) elected as set out below.

5.2.2. Ex Officio Directors. The following shall serve as Directors by virtue of their status and shall have the same voting rights as Regular Directors:

- the current Yale Alumni Association Delegate(s) from the Club;
- the Chairperson(s) of each permanent committee identified in Article VI;

The Club’s other past Presidents may also attend Board meetings and participate therein, but shall not have a vote.

5.3. Staggered Board. The Regular Directors shall be divided into three (3) groups of five (5) members each. The term of a Regular Director elected by the membership shall commence July first of the year in which elected and shall expire June 30 of the third year after his or her election.

5.4. Board Elections.

5.4.1. Organization. Every year, five (5) Directors shall be elected to succeed the group whose terms are expiring. The election shall take place electronically on a balloting system set up by the Yale Club Executive Administrator or in person at the annual meeting of members of the

Club or some combination of electronic voting and in-person voting, all as decided by the Board. It shall be a goal, but not a requirement, that at least two (2) members of the entire Board of Directors be from a class of Yale University which shall have graduated within the ten-year period preceding the year of election.

5.4.2. Nominations. Voting shall be preceded by a nominating period (the “Nominating Period”) of at least thirty (30) and no more than sixty (60) calendar days before the date selected by the Board of Directors for holding the annual meeting of the Club’s Members. The names of the nominees (including any candidate statements) shall be reported by the Nominations and Elections Committee to the Board of Directors and published to the membership no later than two weeks before the voting period ends. Any Member of the Club may nominate a candidate, and Members may nominate themselves, to run for membership on the Board of Directors. Any candidate nominated by other Club members shall submit a written consent to such nomination to the Nominations and Elections Committee in order to be considered a valid nominee, otherwise such nomination shall not be considered valid. Nominees may submit written candidate statements in connection with their nomination explaining why they wish to serve on the Club’s Board. Such statements shall be published with the notice of such person’s nomination.

5.4.4. Voting. Voting may be held electronically or in person at the Club’s annual meeting, or by some combination of such methods, at the discretion of the Board of Directors. If elections are to be held in person at the annual meeting of Members, then the names of the candidates (and any candidate statements) shall be sent to the Members together with the notice for the annual meeting. If voting is held electronically in whole or in part, then the Nominations and Elections Committee shall determine the period during which Members may cast and notify their votes to the Nominations and Elections Committee (herein called the “Voting Period”), which shall not exceed sixty (60) days following the close of the Nominating Period), and the method for doing so. The Nominations and Elections Committee shall be responsible for recording and tabulating the votes and announcing the results thereof. The five (5) candidates receiving the highest number of votes shall be elected, any ties to be decided by lot. The results of the election shall be announced in the Club’s newsletter.

5.5. Vacancies. The Board of Directors shall be empowered to fill any vacancy occurring in its membership by reason of death, resignation or incapacity, and such person shall serve for the unexpired term of the Director so replaced, unless a shorter time shall be designated by the Board.

5.6. Removal. Any member of the Board of Directors who shall be absent from three (3) successive meetings of the Board without satisfactory explanation shall, upon two-thirds vote of the entire Board of Directors, cease to be a Director and a vacancy shall be declared.

## ARTICLE VI Committees

6.1. Permanent Committees. The permanent committees of the Club shall be the Alumni Schools Committee, a Young Alumni Committee, and a Nominations Committee. Unless otherwise provided, the President, with the advice and consent of the Board of Directors, shall appoint and designate the Chairperson of each said permanent committee. Unless otherwise provided, the Chairperson of each said committee, with the advice and consent of the President, shall select and designate the members thereof.

6.2. Appointment of Committees. The Board of Directors may from time to time establish such other committees with such members thereof as the Board may deem advisable, with such duties and functions as it may prescribe. These may include Standing Committees and/or *Ad-Hoc* Committees to address matters or organize activities that seem fitting. Committees and task forces may also be created at meetings of the Club's members to carry out specific projects and missions.

6.2.1. Standing Committees. Standing Committees shall be ongoing groups responsible for critical Club functions such as (but not limited to) fundraising, outreach, and community relations. Standing Committees shall not expire unless the Directors vote to dissolve them. Service on Standing Committees shall be limited to Members of the Club.

6.2.2. Ad-Hoc Committees. *Ad-Hoc* Committees shall be created for a specific purpose such as (but not limited to) events or timely initiatives. *Ad-Hoc* Committees shall be created with a specific expiration, either a calendar date or upon the completion of the project for which the *Ad-Hoc* Committee was purposed. An *Ad-Hoc* Committee shall dissolve immediately upon its expiration point and shall not be renewed, unless renewal thereof is first approved by the Board. Service on *Ad-Hoc* Committees shall be open to all persons described in section 4.1 hereof.

6.2.3. Creation of Committees. A Director may propose the creation of a Standing Committee or *Ad-Hoc* Committee at any regular or special meeting of the Board of Directors; and submit the proposal to a vote. The proposal must indicate the Chairperson, number of seats (if applicable), timeline (if applicable), goals, and purpose of the Standing Committee or *Ad-Hoc* Committee. A majority of the Board of Directors must vote to approve the creation of a Standing Committee or *Ad-Hoc* Committee. The Chairperson of each said committee, with the advice and consent of the President, shall select and designate the members thereof.

6.3. Operation. All such committees shall be subject to the direction of and under the supervision of the Board of Directors.

ARTICLE VII  
Alumni Schools Committee

7.1. Responsibilities. The Alumni Schools Committee shall be responsible for all activities and functions of the Club related to enrollment and scholarships at Yale University.

7.2. Liaison with Yale. This Committee shall maintain liaison with those officials of Yale University having responsibilities in the field of enrollment and scholarships.

7.3. Scholarship Fund. The Club shall maintain a Scholarship Fund under the control of the Board of Directors for the purpose of furnishing financial aid to needy students in accordance with the policies of the University financial assistance program.

7.4. Scholarship Fund Contributions. Contributions to the Scholarship Fund shall be accounted for separately from other funds of the Club.

7.5. Aid Recipients. The Committee shall be responsible for recommending or selecting recipients of financial aid furnished by the Club, or supplied from other established scholarship sources for which the Club has the responsibility or authority for selection or recommendation.

ARTICLE VIII  
Young Alumni Committee

8.1. Membership Promotion. The Young Alumni Committee shall be responsible for all activities and functions of the Club related to promoting membership in the Club for recent graduates.

8.2. Recent Graduate Programs. This Committee shall be responsible for organizing and supervising programs designed to appeal to recent graduates as well as the summer program for members and undergraduates in the Washington area.

ARTICLE IX  
Nominations and Elections Committee

9.1. Board of Directors Elections. The Nominations and Elections Committee shall be responsible for organizing and conducting the election for the Board of Directors. It shall be responsible for nominating candidates or receiving nominations of persons, including self-nominees, wishing to serve on the Board of Directors of the Club.

9.2. Other Nominations. This Committee shall be responsible for submitting names of persons for nominations to serve on the Yale Alumni Association Assembly, to be recipients of the Yale Medal, to be Recipients of University Honorary Degrees, and such other honors awarded by the University.

9.3. Bowl Award. This Committee shall be responsible for submitting the names of persons to be selected to receive the Annual Bowl Award of the Club awarded to an alumnus for distinguished services in the highest traditions of Yale University.

9.4. Other Awards. This Committee shall be responsible for submitting the names of persons for nominations to such other positions and as recipients for awards as from time to time may be requested by the Board of Directors and by the President.

9.5. Committee Members. The Nominations Committee shall consist of the current president and the two immediate past presidents, with the chairperson of the committee being the immediate past president of the Club.

## ARTICLE X Meetings

### 10.1 Meetings of Members.

10.1.1. Annual Member Meetings. The annual meeting of the Club's Members shall be held at any time from April first to and including June 30th of each year, upon at least fifteen (15) days' notice to each such Member, designating the time, place and purpose of said meeting. The Members may also consider and take action on such other matters as may be set out in the notice and agenda for such meeting, as approved by the Board of Directors.

10.1.2. Special Member Meetings. Special meetings of the Club's Members may be held at any time upon the call of the President or Secretary or upon the joint written request of fifteen (15) or more Voting Members addressed to the Secretary of the Club to consider and take action on any matter that shall be set out in the notice and agenda for such meeting. Notices of such special meetings shall be given as provided in these By-Laws at least fifteen (15) days before such meetings.

10.1.3. Other Member Meetings. Other meetings of Members of the Club may be called and held by the Board of Directors as the Board, in its discretion, may deem appropriate.

10.1.4. Quorum. Twenty-five (25) Voting Members of the Club shall constitute a quorum at any meeting of the members of the Club for any purpose in order for the business transacted thereat to be deemed validly transacted.

10.1.5. Voting. Unless otherwise provided by law or these By-Laws, any action to be taken by the Club's Members shall be validly taken, if approved by a simple majority of the Voting Members present.

10.1.6. Officers at Member Meetings. Unless otherwise provided by law or these By-Laws, the Club's President shall preside at any and all meetings of the Club's Members. In the President's absence, a Vice President of the Club shall preside, subject to section 9.2 hereof. In the absence of the President and the Vice President or all Vice Presidents, as the case may be, any other Club officer present, or, if none is present, any member agreed by the Members



present at the meeting shall act as President *pro tempore* so that the Members present may elect officers to preside at and conduct such meeting and take the minutes thereof.

## 10.2 Meetings of Directors.

10.2.1. Annual Directors' Meeting. As soon as possible after the annual meeting of the Members, but in any event no later than, but including, June 30 of each year, the Board of Directors then in office shall meet and elect the officers of the Club to serve for a term of one (1) year, commencing July first of said year and continuing to, and including, June 30 of the following year. The offices to be filled shall be those set out in Article IX.

10.2.2. Regular Directors' Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and time as may be designated from time to time by the Board.

10.2.3. Special Directors' Meetings. Special meetings of the Board may be called at any time by the President or Secretary of the Club or by the written request of five (5) members of the Board of Directors addressed to the Secretary. Notices of such special meetings designating the time and place shall be given to each member of the Board at least two (2) days in advance of such meeting, and such notice may be by any form of communication.

10.2.4. Quorum. Unless otherwise provided by law or these By-Laws (*see*, section 7.1.4 hereof), a quorum of any body of this Club required to hold a valid meeting thereof and take valid actions thereat shall consist of a majority of the persons serving thereon.

10.3. Committee Meetings. Unless otherwise provided by law or these By-Laws, Committees shall conduct their meetings and business in accordance with procedures (for example dealing with periodicity, minutes, etc.) agreed formally or informally by the committee members.

## 10.4. General Meeting Procedures.

### 10.4.1. Procedures Applicable to All Meetings

10.4.1.1. Notices. Unless otherwise provided by law or these By-Laws, notices for any meeting of any body of this Club shall be given as follows:

10.4.1.1.1. Annual Meeting of Members and any other Member meetings: at least fifteen (15) but no more than thirty (30) days before the scheduled date thereof;

10.4.1.1.2. Meetings of the Board of Directors: at least two (2), but no more than ten (10), days before the scheduled date thereof;

10.4.1.1.3. Meetings of Committees: at least 24 hours, but no more than one (1) month prior to the scheduled date thereof.

10.4.1.2. Meeting Calendar. Notwithstanding any provision in these By-Laws to the contrary, it shall be permissible to establish a calendar for future meetings for planning purposes without such calendar constituting formal notice of any meeting.

10.4.1.3. Form of Notice. Notwithstanding anything to the contrary in these By-Laws and unless otherwise prohibited by law, notice of any meeting to be held under these By-Laws shall be in writing and may be communicated by any means effectively ensuring timely receipt thereof by the addressees thereof, including, but not limited to, electronic mail or other electronic communication. Notices of committee meetings may be given orally, if immediately confirmed in writing.

10.4.1.4. Content of Meeting Notices. Any notice of any meeting given under these By-Laws shall specify the date, time, and venue of such meeting and whether any response is required and, if so, by what date. It shall also contain an agenda of the matters to be considered at such meeting.

10.4.1.5. Waiver of Notice. Whenever notice relating to a meeting is required to be given to any person under the provisions of law or the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection shall also constitute a waiver of notice.

10.4.2. Meetings Held Electronically. Notwithstanding anything in these By-Laws to the contrary, any meeting held under, or as provided by, these By-Laws may be conducted using electronic communication techniques that permit multilateral conversations, including, but not limited to, telephonic, video, and web conference meetings and meetings. Notices of such meetings may be delivered to each attendee by any non-postal form of electronic communication such as, but not limited to, an announcement sent to each attendee's last known email address on file with the Club.

10.4.2.1. The President or the Secretary or committee chair, as the case may be, shall determine whether the meeting shall be held electronically as provided herein, or at a physical meeting, or by a combination of the two methods, and shall specify the technology to be used and any necessary information to ensure connectivity. For purposes of voting at such meetings, any member using the electronic communication techniques to attend and participate in such meeting shall be deemed to be physically present at such meeting and permitted to vote, if entitled to do so hereunder. The President, the Secretary, or other officer presiding over such meeting shall take a roll call of all members present and shall record each individual vote tendered during any electronic-only meeting or at a combined meeting.

10.4.2.2. A decision by the President or Secretary or a committee chair, as the case may be, to hold a meeting electronically or by a combination of electronic and personal presence shall be deemed binding, unless a member of the body holding the meeting objects, in which case a vote shall be taken of the persons entitled to vote thereat, and a majority of such votes shall decide how the meeting is to be held.

10.5. Action by Written Consent in Lieu of Meeting. Any action that could normally be taken at any meeting of members, the Board of Directors, or any committee or group may be taken without a meeting, if a written consent utilizing the Club's standard consent form (as approved by the Board of Directors) to such action is signed by at least a majority of all members of the of

the body involved, and such written consent is filed with the minutes of the proceedings thereof.

#### 10.6 Proxies.

10.6.1. Any person entitled to vote or act in connection with any action to be taken by a body of this Club and/or attend and act at a meeting of any body of this Club may appoint a proxy to vote or otherwise act for herself or himself in connection with such action or meeting by signing the Club's standard appointment form, either personally or by such person's attorney-in-fact. The proxy form may be submitted electronically. Such person appointing a proxy shall be deemed present for purposes of a quorum. The appointment shall not relieve the appointing person of liability for acts or omissions imposed by law.

10.6.2. Appointment of a proxy shall take effect when received by the Secretary or the Secretary's designee. An appointment shall be valid for one month unless a different period is expressly provided in the appointment form.

10.6.3. Appointment of a proxy shall be revocable at any time by the appointing person.

10.6.4. The death or incapacity of the person appointing a proxy shall not affect the right of the Club to accept the proxy's authority unless written notice of the death or incapacity is received by the Secretary before the proxy exercises its authority under the appointment.

Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Club shall be entitled to accept the proxy's vote or other action as being that of the person making the appointment.

### ARTICLE XI Officers and Representatives

11.1. Officers. The officers of the Club shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Directors.

### ARTICLE XII Duties of Officers and Representatives

12.1. President. The President shall preside at all meetings of the Members and of the Board of Directors of the Club. The President shall exercise general supervision over the affairs of the Club pursuant to policies and decisions of the Board of Directors. The President shall be *ex-officio* a member of all committees of the Club. The President, together with the Secretary, shall execute all written contracts and obligations of the Club and shall perform such other duties as the Board of Directors may from time to time assign.

12.2. Vice Presidents. The Vice President or Vice Presidents, if more than one, shall act, as the Board of Directors may elect and in the order named thereby, in the name, place and stead of the President in the latter's absence or disability, and the said Vice Presidents shall perform such other duties as the Board of Directors may from time to time assign.

### 12.3. Secretary and Assistant Secretaries.

12.3.1. Secretary. The Secretary shall give notice of all meetings of the Members of the Club and of all meetings of the Board of Directors, and shall keep and maintain a record of such meetings and of all other proceedings of the Club and of all other matters of which a record shall be deemed advisable by the Board of Directors. The Secretary shall maintain a roster of all members of the Club.

The Secretary shall preserve and maintain all official records of the Club.

The Secretary shall conduct all correspondence of the Club, unless it is deemed appropriate for some other officer of the Club to do so. The Secretary shall perform such other duties as may be assigned or delegated to her or him by the Board of Directors.

12.3.2. Assistant Secretaries. Any Assistant Secretaries appointed by the Board of Directors, in the order designated, shall act in the absence of the Secretary and shall perform such other duties as may be assigned or, delegated from time to time by the Board of Directors.

### 12.4. Treasurer and Assistant Treasurers.

12.4.1. Treasurer. The Treasurer shall receive all moneys payable to the Club by way of dues, contributions, or other receipts, shall attend to all disbursements, and shall have charge of the funds of the Club or funds entrusted to the Club, under the direction of the Board of Directors. The Treasurer shall provide for safekeeping of any such funds entrusted to his or her care and shall keep and maintain appropriate records of all receipts and disbursements of the Club and shall make a full report thereof to the members of the Club and to the Board of Directors annually, or at such other times as the Board of Directors may direct. The Treasurer's books of account and reports shall be subject to such directions and audits as the Board of Directors may from time to time prescribe. The Treasurer may be bonded in such amount as the Board of Directors may prescribe, the premium of such bond to be paid by the Club.

12.4.2. Assistant Treasurers. Any Assistant Treasurers appointed by the Board of Directors, in the order designated, shall act in the absence of the Treasurer and shall perform such other duties as may be assigned or delegated from time to time by the Board of Directors. An Assistant Treasurer may be bonded in such amount as the Board of Directors may prescribe, the premium of such bond to be paid by the Club.

12.4.3. Special Representative. One or more Special Representatives may be appointed by the Board of Directors from time to time and at any time and shall perform such duties and assignments as may be prescribed for the committee for which they are selected or such other duties as may be prescribed from time to time by the President or by the Board of Directors.

12.5. Election and Term of Office. Officers shall be elected annually by the Board of Directors for a term of one (1) year or until their successors are duly elected and qualified.

12.6. Removal. Any officer may be removed for good cause, by the vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors, provided that notice of such proposed

action be given to such officer and to each Director at least ten (10) days before the date of such meeting. The officer subject to removal shall have the opportunity to be heard at such meeting.

12.7. Compensation. Officers shall not receive any compensation for their services, but may be reimbursed for their reasonable expenses and disbursements on behalf of the Club.

12.8 Executive Administrator. The Board of Directors may hire an Executive Administrator, which position, notwithstanding anything in these By-Laws to the contrary, shall be a paid position and shall be on such other terms and conditions as the Board may determine. The duties of such Executive Administrator shall be determined by the Board and shall be purely managerial and administrative in nature. Officers and Committee chairpersons may delegate to the Executive Administrator all or part of their responsibilities. Such Executive Administrator shall report to the President.

### ARTICLE XIII Dues and Fiscal Year

13.1. Annual Dues. The annual dues of the members of the Club shall be determined by the Board of Directors, and shall be payable to the Treasurer, for each fiscal year.

13.2. Payment. Payment of dues shall entitle a member to receive copies of all notices of annual and special meetings of the members of the Club.

13.3. Fiscal Year. The fiscal year of the Club shall commence July 1 of each year and shall end on June 30 of the following calendar year.

### ARTICLE XIV Amendments

14.1. Proposals. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by any fifteen (15) or more Voting Members of the Club.

14.2. Board Approval. Any amendments to the Constitution and these By-Laws shall be first approved at a meeting of the Board of Directors duly constituted and convened and thereafter submitted to the Voting Members for their approval.

14.3. Interpretation. In respect to all questions of interpretation and construction of this Constitution and By-laws, the decision of the Board of Directors shall control and be binding.

14.4. Electronic Procedures

14.4.1. Notwithstanding anything in these By-Laws to the contrary, any amendments to these By-Laws to be adopted, amended or rescinded may be proposed by the Board or by any fifteen (15) or more regular members of the Club using any non-postal form of electronic communication, voting forum, and delivery such as, but not limited to, the Club's electronic website or any form of email to each member's last known email address on file with the Club.

14.4.2. Notwithstanding anything in these By-Laws to the contrary, as an alternative to postal mailings, notice of such proposed amendments to the By-Laws that have been approved by the Board (together with a copy of such amendments) shall be posted electronically by the Board for at least twenty (20) days preceding the proposed vote thereupon in accordance with techniques, rules, and procedures prescribed by the Board therefor such as, but not limited to, upon the Club's electronic website or, after reasonable prior electronic notice to the members of such alternative forum, in any other electronic forum reasonably accessible to all members.

14.4.3. Notwithstanding anything in these By-Laws to the contrary, in lieu of voting at a regular or special meeting, any such proposed amendments may be submitted electronically for approval, and shall be deemed approved if same are approved by a two-thirds majority vote cast by the Voting Members of the Club at a regular or special meeting, by postal mail, and/or by electronic ballot in accordance with rules and procedures prescribed by the Board; *provided* that, at least twenty (20) days prior to such vote, the Secretary shall have electronically notified each member of the voting deadline and the forum where the proposed amendments have been posted for review.

14.4.4. Notwithstanding any other provision of the By-Laws to the contrary, in all cases, electronic notifications and electronic ballot voting shall be permitted.

14.4.5. As used throughout these By-Laws, "electronic ballot" shall mean voting conducted on the Club's website [www.yaleclubdc.org](http://www.yaleclubdc.org) or any other website designated by the Board, whereby members shall be permitted to cast an electronic vote on any matter(s) which is(are) presented to the membership for a vote.

#### 14.5. Mail or Electronic Ballot Voting With and Without Meeting

14.5.1. The Board shall determine, in the case of each proposed By-Law amendment, whether the vote of the membership shall be taken at a membership meeting as required by these By-Laws, or in lieu of such meeting, by a postal mailing or by electronic ballot vote, or by a combination of the three methods.

14.5.2. A determination of the Board to submit a proposed By-Law amendment electronically to a vote of the membership to be conducted solely by electronic ballot only shall require a simple majority of the members of the Board present and voting upon such decision.

14.5.3. Necessary precautions and procedures will be implemented by the Board to ensure that, during any combined vote, there are no votes which are counted more than once.

#### 14.6. Approval of Amendments.

14.6.1. Notices of Proposed Amendments. Copies of any amendments proposed for approval and adoption in accordance with these By-Laws shall be communicated to the Club's members by such means as the Board shall determine consistent with these By-Laws at least fifteen (15) days before the vote thereon is to be held.

14.6.2. Approval. A favorable vote by two-thirds of the Club's members presents at any meeting called for such purpose and held in-person or electronically or by a combination of such means, as provided in these By-Laws, shall constitute approval and adoption of any amendment to these By-Laws proposed in accordance herewith.

## ARTICLE XV General Provisions

15.1 Use of Income. The Club shall conduct its business without profit to its members. The income of the Club shall be held and used in the discretion of the Board of Directors, to carry out the purposes of the Club and without profit to any member of the Club.

15.2. Financial Sustainability and Support. The Club may obtain financial support through a variety of means, which may include but is not limited to: voluntary contributions from members solicited through sponsorship and donation drives, dues, event fees, event sponsors, and in-kind donations from local businesses and entities. The Club may also seek support from Yale for its activities. The Club shall not seek financial support that would jeopardize its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States.

15.3. Indemnification. The Board of Directors shall cause the Club to obtain directors' and officers' liability insurance insuring such Directors and officers of the Club against liability in the event any such person should be made a party to any action, suit, or proceeding because he or she is or was a Director or officer of the Club and covering any loss, cost, damage, or expense actually and necessarily incurred by him or her in connection with the defense or settlement of any such action, suit, or proceeding, pending or threatened, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or director is liable for gross negligence or misconduct in the performance of his or her duties as an officer or director. Any such insurance shall be up to a limit determined by the Board.

15.4. Notices. Any notice provided for in these Bylaws may be made by U.S. Mail, in-person delivery, e-mail, or any other electronic or telephonic means.

15.5. Signing Authority. The Board of Directors shall determine, by resolution approved by simple majority vote from time to time, the extent to which the President and/or Treasurer may commit the Club's funds in connection the Club's activities acting singly and when any such commitment shall require the joint signature of the President and the Treasurer.

## ARTICLE XVI Dissolution

16.1. Decision to Dissolve. Except as otherwise provided by law, the Club may be dissolved only by the Voting Members acting as a whole and upon a vote of two-thirds of the entire Voting Membership of the Club.

16.2. Consequences of Dissolution. In the event of dissolution of the Club, any assets remaining after payment of all debts shall be distributed and paid over to Yale University for the maintenance or scholarship aid to students attending Yale University, if the University shall then be qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future such statutory provision, *provided*, however, that, if, in the event of dissolution, Yale University is not so qualified, then any such assets remaining shall be distributed to such educational organization or organizations selected by the Board of Directors of the Club which are then so qualified.

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These By-Laws were approved by the Board of Directors of the Yale Club of Washington, D.C. on [date].

Signed: \_\_\_\_\_

Secretary, Yale Club of Washington, D.C.

Date: \_\_\_\_\_