

**BYLAWS**  
**OF**  
**CITADEL CLUB OF GREATER WASHINGTON**

A Virginia NonStock Corporation

**ARTICLE I**  
**The Corporation**

**1.01 Name**

The name of this corporation shall be Citadel Club of Greater Washington (herein the "Corporation"). The business of the Corporation may be conducted as Citadel Club of Greater Washington or CCGW. The Corporation is located in Fairfax County, Virginia. It is the Washington, District of Columbia metropolitan area club for alumni and friends of the Military College of South Carolina, also known as The Citadel.

**1.02 Purpose**

The Corporation is a non-profit organization organized under the Virginia NonStock Corporation Act for the purposes enumerated in its Articles of Incorporation, as they may be amended from time to time. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Section 13.1-826 and Section 13.1-827 of the Virginia NonStock Corporation Act and are consistent with an organization organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. The Corporation's mission is to collect funds for providing scholarships to local young people to attend The Citadel.

**1.03 Programs**

Our programs develop camaraderie, fellowship, and networking among alumni and friends through regular meetings that inform attendees about topics of interest pertinent to The Citadel. Our programs also include acting as an advocate and spokesperson for The Citadel in the Washington, District of Columbia metropolitan area by promoting the values, goals and benefits of a Citadel education. The Corporation assists in recruiting and providing information about The Citadel to perspective cadets and their families. We also utilize a website and other social media technologies to promote our purpose and current activities.

To maximize the impact of current activities, we may seek to collaborate with other nonprofit organizations that fall under Section 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

#### **1.04 Nonprofit Status and Exempt Activities Limitation**

**(a) Nonprofit Legal Status.** The Corporation is a nonprofit organization incorporated as a Virginia NonStock Corporation recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Exempt Activities Limitation.** No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members, trustees, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision in the Articles of Incorporation or these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**(c) Distribution of Assets Upon Dissolution.** Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one or more non-profit organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code or its successors. The precedence for distributing assets shall be as follows:

(i) If the Citadel Foundation (TCF), is still in existence and exempt from Federal Income Tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or its successors, then the balance of all money and other property shall be distributed to TCF.

(ii) If the TCF is not in existence or is not exempt from Federal Income Tax as an organization, then the balance of all money and other property shall be distributed to the Citadel Alumni Association (CAA) if it is still in existence and exempt from Federal Income Tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or its successors, the balance of all money and other property shall be distributed to CAA.

(iii) If neither TCF or CAA exists or are exempt from Federal Income Tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or its successors, the balance of all money and other property shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE II**

### **Members**

#### **2.01 Membership**

The Corporation shall have one class of membership to elect Directors. To become a Member a person must pay annual dues as determined by the Board of Directors and meet one of the following eligibility criteria: (i) graduates of The Citadel, (ii) cadets currently in good standing at The Citadel, (iii) parents of cadets in good standing at The Citadel or graduates of The Citadel. Members do not have to be citizens or residents of the Commonwealth of Virginia. The Corporation's officers shall have the power to expel any member by unanimous vote.

#### **2.02 Dues**

The Corporation shall conduct an annual membership drive to collect member dues, but may admit members at any time. There shall be no initiation fee to become a Member.

#### **2.03 Voting Rights**

Only Members that paid their annual dues by the record date shall be eligible to elect Directors.

#### **2.04 Annual Meeting**

**(a) Time and Location.** The Corporation will hold an annual meeting in February to elect Directors.

**(b) Quorum.** The attendance of at least 10% of the Corporation's members at the annual meeting shall constitute a quorum. Proxies may be used to establish a quorum. In the absence of a quorum, no business shall be conducted.

## **ARTICLE III**

### **Directors**

#### **3.01 Number of Directors**

The Corporation shall have no fewer than four (4) Directors and no more than fifteen (15) Directors. Collectively, the Directors shall be known as the Board of Directors or the Board. During its regular meeting in October, the Board will determine the number of directors needed and announce the record date for the annual election of Directors. A Board determination to increase the number of Directors shall not be considered an unexpected vacancy that can be filled by appointment under the provisions of Section 3.05 of the Bylaws.

### **3.02 Terms**

Each Director shall serve a one-year term. A Director may be re-elected to a consecutive term provided they meet the provisions of Section 3.03 of the Bylaws; however, no Director shall serve more than nine (9) consecutive terms (i.e. 9 years).

### **3.03 Qualifications**

In order to be elected as a Director, the Member must: (i) have been a Member for the two previous years, (ii) supported a committee and its efforts in the preceding year, and (iii) regularly participate in Corporation activities. Directors do not have to be citizens or residents of the Commonwealth of Virginia.

### **3.04 Elections**

The election of Directors to replace those who have fulfilled their term of office shall take place at the Corporation's annual meeting. The election results will be determined by a majority vote of Members. In the event of a tie, the Directors present at the annual meeting shall by its vote determine which of the tying candidates will be elected.

### **3.05 Unexpected Vacancies**

The Board may fill unexpected vacancies due to resignation, death, or removal of Director by appointment for the balance of the current term of the Director being replaced.

### **3.06 Removal of Directors**

A Director may be removed by two-thirds (2/3) vote of the Board, if:

**(a)** The Director is absent and unexcused from two or more Board meetings in a twelve month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The Board President shall not have the power to excuse him/herself from attending a Board meeting and in that case, the Board Vice President shall excuse the President. Or;

**(b)** For cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

### **3.07 Board of Directors Meetings.**

**(a) Regular Meetings.** The Board shall hold regular meetings in January, April, July and October each calendar year at times and places as determined by the President. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be



deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

**(b) Special Meetings.** The President, Vice President, Secretary, Treasurer, or any two (2) other Directors may call special meetings of the Board. A special meeting must be preceded by at least 2 days notice to each Director of the date, time, and place, but not the purpose, of the meeting.

**(c) Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Virginia law.

### **3.08 Manner of Acting.**

**(a) Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. Proxies shall not be used to establish a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present.

**(b) Majority Vote.** Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

**(c) Hung-Board Decisions.** On the occasion that Directors are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

**(d) Participation.** Except as required otherwise by law, the Articles of Incorporation, or the Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

### **3.09 Informal Action By The Board of Directors**

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of Directors gives consent.

### **3.10 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

### **3.11 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Corporation's Conflict of Interest policy (Article VI of these Bylaws) and state law.

## **ARTICLE IV**

### **Officers**

#### **4.01 Officers**

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The officers shall be elected from among the Board of Directors and shall serve in the dual capacity of Director and Officer, and shall be entitled to vote as members of the Board of Directors.

Each officer shall have the authority to perform the duties set forth in the Bylaws or by resolution of the Board. No Director shall hold more than one officer position at a time.

#### **4.02 Term of Office**

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. The Board shall select the officers at its regular meeting in April. Except for the treasurer, an officer's term shall begin upon the adjournment of the April Board meeting. If the outgoing and incoming treasurers are the same person, the treasurer's term shall begin upon the adjournment of the April Board meeting without implementing the auditing procedures in Section 6.02 of these Bylaws. If the outgoing and incoming treasurers are not the same person, the incoming treasurer's term shall begin upon the completion of the auditing procedures as defined in Section 6.02 of these Bylaws.

#### **4.03 Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause.

Any officer may resign without prejudice at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### **4.04 President**

The President shall serve as the Corporation's chief executive and lead the Board of Directors in performing its duties and responsibilities. If present, the President shall preside over all Corporation and Board of Directors meetings. The president shall be responsible for coordination with the Citadel Alumni Association (CAA) and perform all other duties incident to the office or properly required by the Board of Directors.

#### **4.05 Vice President**

In the absence or disability of the President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for developing and submitting the CCGW Gold Star Award package as the Corporation's annual report to CAA. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the President. The Vice President shall normally accede to the office of president upon the completion of the president's term of office.

#### **4.06 Secretary**

The Secretary shall keep or cause to be kept a book of minutes of the annual membership meeting and all Board meetings. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and the Bylaws. The Secretary shall summarize or attach to the regular Board meeting minutes any informal action by the Board of Directors pursuant to Section 3.09 of these Bylaws. The Secretary shall cause notice to be given for the annual meeting and all Board of Directors meetings. The Secretary shall assist the Vice President with developing the annual CCGW Gold Star Award package. The Secretary shall maintain the corporate records pursuant to Section 8.01 of these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with the approval of the Board another Director from the Board to assist in performance of all or part of the duties of the Secretary.

#### **4.07 Treasurer**

The Treasurer is the lead Director for oversight of the financial condition and affairs of the Corporation. The treasurer shall have charge and supervision over all Corporation funds. The treasurer shall see to the deposit of Corporation funds, shall disburse such funds as are necessary to pay the Corporation's debts and such disbursements as are authorized by the President or resolution of the Board of Directors. The Treasurer shall have the authority to establish corporate procedures and forms to record the receipt of funds and the disbursal of funds to ensure that financial records are created and maintained as are necessary for an accurate accounting of Corporation funds. The Treasurer shall also have charge and supervision of the Corporation's tax compliance and budget preparation. The Treasurer shall serve as the Corporation's registered agent and file the Corporation's annual report as required by the Virginia State Corporation Commission. The Treasurer shall report the Corporation's financial condition at regular Board meetings and the annual membership meeting. The Treasurer shall conduct the periodic reviews required by Section 6.07 of these Bylaws to ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. The Treasurer may appoint, with the approval of the Board a qualified fiscal agent or other Director to assist in performance of all or part of the duties of the Treasurer.

## **ARTICLE V**

### **Committees**

#### **5.01 Committee Establishment**

The Board of Directors shall establish committees it deems necessary to effectively conduct the Corporation's business. The chair of each committee shall be a member of the Board and appointed by the President. A Director serving as an officer under Article IV of these Bylaws shall not be appointed to chair a program or fundraising committee. A Director can chair more than one committee and Members can volunteer to support one or more committees.

**(a)** Program Committees. The Board shall establish the following standing committees: Communications, Membership, Recruiting, and Scholarship.

**(b)** Fundraising Committees. The Board shall establish the following fundraising committees: Auction, Breakfast, Golf, Muster, and Picnic.

#### **5.02 Authorities**

Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a)** Take any final action on matters that also require Board approval;
- (b)** Amend or repeal the Corporation Bylaws or adopt new Corporation Bylaws;
- (c)** Amend or repeal any resolution of the Board of Directors;
- (d)** Appoint any other committees of the Board of Directors or the members of these committees;
- (e)** Expend funds to support a nominee for Director; or
- (f)** Approve any transaction to which;
  - (i) The Corporation is a party and one or more Directors have a material financial interest; or
  - (ii) Between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

#### **5.03 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article III of these Bylaws concerning meetings of the

Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be submitted to the Secretary for inclusion into the corporate records in Section 8.01 of these Bylaws and reviewed at the next regular Board meeting. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

#### **5.04 Fundraising Committees**

To satisfy Internal Revenue Service recordkeeping and substantiation rules on donor of charitable contributions and disclosure rules on charities that receive certain quid pro quo contributions, Fundraising committees shall submit written financial reports for each event they sponsor to the Board.

Financial reports for each event shall include the following information:

- (i) How money was raised (i.e. total fees/revenue raised by the event),
- (ii) An itemized list of all expenses for the event,
- (iii) Donations (i.e. monies donated in addition to or in lieu of paying fees to participate in an event)
- (iv) A list of donors that made a single fee/revenue payment of \$250 or more, the date of payment, and a description of the value of goods or services provided by the event in return to the donor,
- (v) A copy of the written disclosure provided to each donor that received goods or services in exchange for a single payment in excess of \$75

#### **5.05 Scholarship Committee**

The Scholarship Committee in coordination with the Citadel Foundation (a 501(c)(3) charitable organization) shall determine the distribution of scholarship funds.

#### **5.06 Membership Committee**

The Membership Committee shall conduct an annual membership campaign. The committee shall maintain the club's membership roster in accordance with Section 13.1-932 of the Virginia NonStock Corporation Act and provide a finalized copy for each fiscal year to the Secretary for inclusion in the corporate records. The membership roster shall be maintained throughout the year and be made available for inspection by members. As

required by the Virginia NonStock Corporation Act, the membership roster shall be an alphabetical list of members and show their address.

#### **5.07 Communications Committee**

The Communications Committee shall manage the Corporation's website and distribution of information on Corporation activities, to include preventing their use for exempt activities pursuant to Section 1.04(b) of these Bylaws. In coordination with the Vice President publish Gold Star documentation on the website for the membership and general public.

#### **5.08 Recruiting Committee**

The Recruiting Committee shall manage the Corporation's participation in recruiting events.

### **ARTICLE VI**

#### **Conflict of Interest**

##### **6.01 Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Citadel Club of Greater Washington) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to but not replace an applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

##### **6.02 Definitions**

**(a) Interested Person.** Any Director, Officer or committee member with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**(b) Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.



Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 6.03(b) of these Bylaws, a person who has a financial interest may have a conflict of interest only if the Board of Directors or a committee decides that a conflict exists.

### **6.03 Procedures**

**(a) Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or committee considering the proposed transaction or arrangement.

**(b) Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts to the Board of Directors or committee, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors or committee members shall decide if a conflict of interest exists.

**(c) Procedures for Addressing the Conflict of Interest.**

(i) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The president or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under the circumstances, the Board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make a decision as to whether to enter into the transaction or arrangement.

**(d) Violations of the Conflicts of Interest Policy.**

(i) If the Board of Directors or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or member of the basis for such belief and afford that Director or committee member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the Director's or committee member's response and after making a further investigation as warranted by the circumstances, the Board of Directors or committee determines the Director or committee member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**6.04 Records of Proceedings**

The minutes of the Board of Directors and all committees shall contain:

**(a)** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

**(b)** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**6.05 Compensation**

**(a)** Directors who receive compensation, directly or indirectly, from the corporation for services shall be precluded from voting on matters pertaining to their compensation.

**(b)** A committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services shall be precluded from voting on matters pertaining to their compensation.

**(c)** No Director or committee member whose jurisdiction includes compensations matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**6.06 Annual Statements**

Each Director, Officer and committee member shall annually sign a statement which affirms such person: (i) has received a copy of the conflicts of interest person, (ii) has read and understands the policy, (iii) agreed to comply with the policy, and (iv) understands the

corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **6.07 Periodic Review**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (i) whether compensating arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (ii) whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **6.08 Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 6.07 of the Bylaws, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE VII**

#### **Contracts, Checks, Loans, Indemnification and Related Matters**

##### **7.01 Contracts and other Writings**

The Treasurer shall execute all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation, except as otherwise approved by Board resolution.

##### **7.02 Checks, Drafts**

The Treasurer shall sign all checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation. If the Treasurer is incapacitated, another authorized signatory on the corporation's checking account shall have the authority to sign checks, drafts or other orders for payment of money, notes, or other evidence issued in the name of the Corporation.

##### **7.03 Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Treasurer may select.

## **7.04 Loans**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

## **7.05 Indemnification**

**(a) Mandatory Indemnification.** The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

**(b) Permissible Indemnification.** The corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**(c) Indemnification of Members, Agents and Employees.** A Member of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with Virginia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

**(d) Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

- (i) A written affirmation from the member, Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- (ii) An undertaking by or on behalf of the member, Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

## **ARTICLE VIII**

### **Miscellaneous**

#### **8.01 Corporate Records**

**(a)** The Corporation shall keep the following as its corporate records in accordance with Section 13.1-932 of the Virginia NonStock Corporation Act:

- (i) Permanent records minutes of all meetings of Members and the Board of Directors,
- (ii) Records of all actions taken by Members or Board of Directors without a meeting,
- (iii) A record of all actions taken by a Committee on behalf of the Corporation,
- (iv) All financial statements and other reports submitted by the Treasurer,
- (v) The Corporation's Articles of Incorporation and any amendments,
- (vi) The Corporation's Bylaws and any amendments,
- (vii) Resolutions by the Board of Directors that result in changes to one or more membership classes to include any voting rights (see Sections 2.01 and 2.03 of these Bylaws),
- (viii) Any written communications sent to Members within the past three years,
- (ix) A current list of names and the addresses for the Directors and Officers to include the number of consecutive terms they have served, and
- (x) A copy of the Corporation's most recent annual report delivered to Virginia State Corporation Commission.

**(b)** The Corporation shall also keep the following as part of its corporate records :

- (i) A permanent record of any documentation related to its status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code,
- (ii) The annual conflict of interest statements required by Section 6.06 of these Bylaws as part of the Corporate Records for the past three years,
- (iii) A permanent record of all audit reports submitted by an external auditor pursuant to Section 8.03 of these Bylaws,
- (iv) All audit reports prepared by an internal audit committee since the last external auditor report,
- (v) The end of year Membership Roster submitted by the Membership Committee for the two previous calendar years,
- (vi) A permanent copy of the Certificate of Trade Name issued by the Fairfax County Circuit Court Clerk's Office to use CCGW as the Corporation's trade or fictitious name,
- (vii) A permanent copy of the Certificate of Incorporation issued by the Virginia State Corporation Commission,
- (viii) A permanent copy of the Certificate of Fact issued by the Virginia State Corporation Commission as proof the Corporation successfully filed with the Commission to use CCGW as an assumed or fictitious name, and
- (ix) A permanent record of all CCGW Gold Star Award submissions to the Citadel Alumni Association (CAA).

## **8.02 Fiscal Year**

The Corporation's fiscal year shall be the calendar year.

## **8.03 Auditing Procedures**

**(a)** The Board of Directors shall select an internal auditing committee to conduct an end of the fiscal year audit. An auditing committee shall consist of no fewer than three Directors. No person who had signature authority on the Corporation's banking accounts in the fiscal year shall sit on the auditing committee. When there is a transition of treasurers, the Board of Directors shall cause the books and records to be professionally audited by an external auditor to ascertain the validity and reliability of the Corporation's financial statements and the adequacy of its internal controls.

**(b)** The Treasurer shall submit the books to the auditing committee or the external auditor. The written audit report shall be submitted to the Board of Directors within three (3) weeks and include as deemed necessary any recommendations (i.e. internal controls, additional or changing procedures, etc.) to prevent honest mistakes from occurring. If the auditing committee or professional auditor expresses concerns about dishonest practices (i.e. theft, embezzlement, etc.), a special meeting of the Board shall be immediately called pursuant to Section 3.07 of these Bylaws.

**(c)** After submitting the books to the auditing committee or the external auditor, the treasurer shall not disburse any funds until a written audit report is submitted to the Board of Directors. During an audit, the treasurer shall be authorized to deposit funds, reconcile bank statements, complete change of signatory or other duties that do not require funds disbursement.

## **8.04 Budgeting Procedures**

The chair of each committee shall provide budget inputs in the manner and time specified by the Treasurer for producing the Corporation's annual budget. The committee input shall be a reasonable forecast of expenses and revenues by month for the next fiscal year.

## **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

**(a)** That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code,

**(b)** That any amendment that affects the voting rights of Members further requires ratification by a two-thirds (2/3) vote of the Members,



(c) That any amendment that affects the voting rights of Directors further requires ratification by a two-thirds (2/3) vote of a quorum of Directors at a Board meeting.

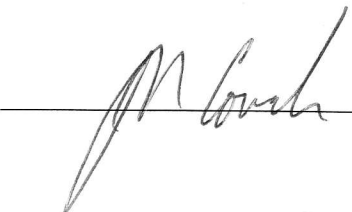

(d) That all amendments be consistent with the Virginia NonStock Corporation Act and the Articles of Incorporation.

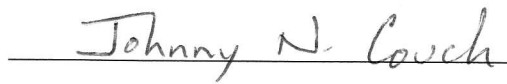

#### **8.06 Articles of Incorporation Amendment**

Any amendment to the Articles of Incorporation will adhere to the Virginia NonStock Corporation Act and guidance provided by the Virginia State Corporation Commission or their successors.

#### **CERTIFICATE OF ADOPTION OF BYLAWS**

In witness whereof, the undersigned Directors do hereby certify that the Board of Directors of the Citadel Club of Greater Washington approved these Bylaws on Tuesday, July 8, 2014 and that these Bylaws constitute a complete copy of the Corporation's Bylaws.

  
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\_\_\_\_\_  
**SIGNATURE(S)**

  
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\_\_\_\_\_  
**PRINTED NAME(S)**