

CAPITOL HILL CLUB

300 First Street, SE
Washington, DC 20003

For Ready Reference

2018 BYLAWS AND HOUSE RULES

ARTICLE I - Membership

1. Membership of the Club shall be composed of Life, Resident, Junior Resident, Retired Resident, Nonresident, Government, Association, Association Nonresident and Honorary members. The Board of Governors may establish Special or Limited Memberships, prescribe rights and privileges appertaining thereto, and fix the initiation fees and dues for such Special or Limited members.
2. The number of Life members at one time shall be determined by the Board of Governors. The number of Honorary members shall not exceed ten living at any time. A limit on the number of Resident, Junior Resident, Retired Resident, and Nonresident members may be set from time to time by the Board of Governors.
3. A member neither living nor having an office or place of business within seventy-five miles of the Club House may be a Nonresident member. Nonresident members shall not vote at a general membership meeting. Nonresident members shall not hold office in the Club with the exception of those elected to the Board of Governors who may serve in an official capacity.
4. The surviving spouse of any deceased member shall have the same privilege of membership as the member if within one year of death application is made to the Board of Governors and such application is approved by the Board.
5. A Nonresident member shall become a Resident member on changing residence, office, or place of business to within seventy-five miles of the Club House. A Resident member who shall no longer live or have an office or place of business within seventy-five miles of the Club House may become a Nonresident or Association Nonresident member upon making a request in writing to the Club. The dues payable by the Nonresident member shall be fixed on the first day of the month after which written notice was received by the Club.
6. Any person elected to Life membership as provided in Article II, shall upon payment of the amount and in the manner prescribed by the Board of Governors have the rights and privileges, and be subject to all the penalties of a Resident member, but shall be exempt from payment of annual dues. A Life Member who became such prior to April 27, 1972, may transfer that Life membership, subject to the approval of the Executive Committee, one time to any such eligible person upon such terms as the Board of Governors may determine.
7. The Board of Governors, by the affirmative vote of its members, present and voting, no sooner than the next regular meeting following proposal therefore, may elect any distinguished person as an Honorary member of the Club. Honorary members shall be

exempt from the payment of initiation fees and annual dues.

ARTICLE II - Admission

1. No person shall be considered for election to membership until proposed by a member and seconded by another member in writing and subject to such other rules or regulations as may be prescribed by the Board of Governors, provided that at least one of the two such members must be a voting member.
2. The application of a candidate so qualified shall be considered by the Board of Governors or any committee it may designate and, if elected by the Board or any such committee, shall become a member upon timely payment of the initiation fee plus dues applicable for the appropriate membership class.
3. All evaluations for prospective members of the Club shall be made without regard to race, color, national origin, sex, religious preference, sexual orientation, creed or any disabilities of the applicant.

ARTICLE III - Initiation Fees and Dues

1. Initiation fees and dues shall be structured by the Board of Governors.
2. In transferring from a lesser expensive membership category to a more expensive membership category, the member shall pay the difference in initiation fees. An exception to this would be when an individual joined the Club as a Resident member, transferred to Nonresident status, and subsequently returned to Resident status. A second exception is in the case of Junior Resident members automatically being transferred to Resident status at age 32. They are not required to pay the difference in the initiation fees. However, when a Junior Resident member reaches age 32 that member shall become a Resident member and pay Resident member dues.
3. The fiscal year of the Club shall begin on the first day of January.
4. Notice of dues shall be sent at least 30 days in advance of due date. Any member whose dues or other Club indebtedness remains unpaid 60 days after the date of the statement (the statement date) shall have credit at the Club suspended and shall be posted until the account is paid in full. If the dues or other indebtedness remains unpaid for an additional 30 days membership may be terminated.
5. Any member who is not indebted to the Club, upon written application, may be relieved by the Board of Governors or Executive Committee, from payment of dues, wholly or partly, while temporarily in active military service of the United States or upon other such exceptional circumstances specifically approved by the Board of Governors.
6. Any Resident member, who is 65 years or older, retired from remunerative employment and who has been a member in good standing for ten or more years, may request in writing that the Board of Governors transfer that membership status to the category of Retired Resident member.
7. Any individual who is a member of an organization, association, institute, society, or similar group which is incorporated or licensed in the District of Columbia or any other State of the Union, may be elected to Association (Firm) Membership by an affirmative vote of the Board of Governors present and voting and upon payment of the appropriate initiation fees, dues, and conditions as prescribed by the Board of Governors or any

committee it may designate.

ARTICLE IV – Resignation, Suspension & Expulsion

1. A member may resign by writing to the Secretary and that resignation shall not be accepted until any indebtedness to the Club shall be discharged. The Board of Governors may reinstate to the class of membership held immediately prior to resignation any former member of the Club who resigned in good standing and, in such case, may waive payment of initiation fee.
2. Failure to pay dues or charges for a period of 30 days after date of posting shall be considered cause for expulsion and the names of such members may be automatically dropped from membership in the Club - their membership, dues, and all fees forfeited and such action taken toward collecting the amounts due by them to the Club as the Executive Committee deems appropriate; provided that written notice must be given to such members no sooner than 60 days after the statement date; provided further that the Board of Governors may waive such expulsion under special circumstances.
3. The Board of Governors may vest in the House Committee, subject to such regulations as the Board may prescribe and subject at all times to the Board's control, the power to exclude for disorderly conduct any member from the Club House until action by the Board thereon.
4. The Board of Governors may take such action it deems appropriate to discipline a member for unbecoming conduct by such member or guest of such member, [or conduct] in or outside of the Club premises, which may in the judgment of the Board of Governors impair or be harmful to the good order, welfare, character, or reputation of the Club or its members, including reprimand, suspension of such member or termination or expulsion of such member from the Club. During any period which the member is subject to disciplinary action, such member may be prohibited from entering the Club premises. Such member shall be notified in writing by the Chairman of the House Committee of such action. During any period of suspension, such member shall not be relieved of the obligation to pay dues or assessments.

ARTICLE V - Officers and their Duties

1. The officers of the Club shall be a President, an Honorary First Vice President, an Honorary Second Vice President, a Third Vice President, a Secretary, a Treasurer, and such other officer or officers as may be appointed by the Board of Governors pursuant to the provisions of these Bylaws.
2. In the absence of the President, the Third Vice President shall preside at the meetings of the Club and of the Board of Governors and shall exercise the usual functions of a President.
3. The Treasurer shall be responsible for the collection of all revenues of the Club, for the payment of all properly approved debts of the Club, and for the maintenance of the Club's fiscal accounts. The Treasurer shall submit an annual unaudited statement of the Club's financial condition to the members at the annual meeting of the Club and shall submit an annual audited statement of the Club's financial condition to the Board of Governors by July 1 of each year. The accounts maintained by the Treasurer shall be

subject to such control and audit as the Board of Governors may prescribe.

4. The Secretary shall be responsible for keeping of the records of the Club and of the Board of Governors, and shall issue notices of their meetings. The Secretary shall keep a roll of membership and have the custody of the seal of the Club. The Secretary shall file the records and documents off that office in the Club House, subject to such regulations as may be prescribed by the Board of Governors.
5. The most recent past president serving on the Club's Board of Governors and willing to serve shall be designated as Chairperson of the Board. The Chairperson of the Board, or in the absence of the Chairperson, such person as designated by the Board of Governors, shall preside at the Annual Board Meeting until a President has been duly elected. The Chairperson of the Board, or in the absence of the Chairperson, such person as designated by the Board of Governors, shall preside at the Annual Membership Meeting.
6. Each officer shall also perform such other duties as may be assigned by the Club or the Board of Governors, and all Club records shall be maintained in the Club.

ARTICLE VI - The Board of Governors.

1. Thirty-nine Governors, to be known collectively as the Board of Governors, shall control and manage the affairs, funds, property and expenditures of the Club; shall carry out its corporate purposes and execute its Bylaws. The Board of Governors shall have complete control over all the activities of the Club.
2. The Board shall be divided into three classes of thirteen members each. Each class shall have no more than three Members of Congress. The term of office of each class shall be three years and until successors are elected. At each annual meeting, thirteen Governors shall be elected by the Club by ballot to succeed the class whose term expires. The thirteen candidates having the highest number of votes shall be elected, a tie to be decided by lot. The Board may fill vacancies occurring therein otherwise than by expiration of term.
3. As soon as it may be practicable after each annual meeting, the Board shall elect from its own body the President and the Vice Presidents of the Club, and may elect from the membership the Secretary and the Treasurer, who shall hold office until the next annual meeting and until successors are elected. The Board may appoint by resolution at any time from the Life, Resident, Junior Resident, Retired Resident or Special membership of the Club such other officer or officers as may be deemed expedient, and any such officer shall perform the duties assigned by the Board, and hold office during the pleasure of the Board. The Board shall elect three of the Governors to constitute with the President, the Third Vice President, the Treasurer, the Secretary, the Chairperson of the House Committee, and the Chairperson of the Special Events Committee an Executive Committee which shall have all the powers and duties of the Board of Governors between regular meetings of the Board of Governors.
4. The President shall submit for the Board of Governors at each annual meeting a general report of the affairs of the Club.
5. The Board of Governors shall hold a meeting at least forty-five days before the annual meeting of the Club to appoint a Nominating Committee and transact any other business that might come before it. The Board of Governors shall hold a meeting as soon as

possible after the annual meeting of the Club to elect the officers for the Club for the ensuing year and transact any other business that might come before it. The Board of Governors shall meet any time at the call of the President or any three members of the Board of Governors. Fifteen duly elected members of the Board of Governors present shall constitute a quorum to conduct business of the Board.

6. The Board shall make rules regulating the use of the house and property of the Club by members and guests and for admitting guests and may make rules not inconsistent with these Bylaws for any purpose, and prescribe and enforce penalties for any breach.
7. The Board may remit penalties at its discretion but not inconsistent with these Bylaws.
8. Any member of the Board who shall be absent from three successive meetings without satisfactory explanation shall thereby cease to be a Governor.

ARTICLE VII – Committees

The Board of Governors shall appoint the following Standing Committees of the Club:

- (A) The Executive Committee shall be composed of the President, who shall serve as the Chairperson, the Third Vice President, the Treasurer, the Secretary, the Chairperson of the House Committee, the Chairperson of the Special Events Committee, and three additional members of the Board of Governors elected by the Board of Governors. This Committee shall report on its activities to the Board of Governors. It shall hold frequent meetings and receive reports from the Management, the Treasurer, and other committees concerning the activities of their departments.
- (B) The House Committee, subject to the direction and control of the Board of Governors, shall have charge of the house. It shall consider complaints and suggestions of members in reference to service and take such action they may deem necessary in accordance with the Bylaws. It shall be responsible for the enforcement of any house rules that may be adopted by the Board.
- (C) The Arts and Design Committee, subject to the direction and control of the Board of Governors, shall have charge of the works of art belonging to the Club, may ask for and receive gifts and works of art for the Club, and review and approve the bills therefore. This Committee shall also be responsible for the general decor of the Club facility within and without.
- (D) The Special Events Committee, subject to the direction and control of the Board of Governors, shall promote and have charge of special social meetings, or Club Nights, and all Club entertainments. This Committee shall include a Junior Members Subcommittee, subject to the direction and control of the Board of Governors, to coordinate with the full committee, whose purpose shall be to promote events of special interest to Junior Resident members of the Club.
- (E) The Membership Committee, subject to the direction and control of the Board of Governors, shall promote and have charge of obtaining new Club members. Prior to consideration, the Membership Committee shall have posted for ten days in the lobby of the Club those names of persons proposed for membership along with the sponsors' names. After the ten days, the Membership Committee shall report said application with its recommendation thereon to the Executive Committee for final action.

- (F) The Finance Committee shall be composed of the Treasurer, who shall serve as the Chairperson; the General Counsel, who shall serve as the Vice-Chairperson; the Third Vice-President; the Chairperson of the House Committee; and one additional Member of the Board of Governors appointed by the President. The Finance Committee shall oversee all expenditures and income; shall consult with and advise the Treasurer in execution of the responsibilities of that office; and shall assure that the Club follows sound, necessary and appropriate budget and business practices. The Committee shall report to the Executive Committee and to the Board of Governors.
- (G) The Audit Committee, subject to the direction and control of the President, shall be chaired by the Treasurer, have no more than 7 members, shall be responsible for all financial affairs of the Club, including the oversight thereof, and shall report to the Board as often as appropriate.”
- (H) The Compensation Committee shall be composed of the Treasurer, who shall serve as the Chairperson; and (2) persons appointed by the President from among the members of the Executive Committee and not more than (3) persons from the Board of Governors and who are not on the Executive Committee. The Compensation Committee shall recommend to the Executive Committee and the Board of Governors the structure of any staff bonuses and annual compensation to be provided to the management and employees.
- (I) The Trustees of the National Republican Club of Capitol Hill Money Purchase Pension Plan shall be five in number who shall be the President, the Third Vice President, the Treasurer, and two others from among the Members of the Club. In addition to the fiduciary responsibility for the management of the pension program, the Trustee’s responsibilities shall include:
 - (1) Conducting meetings to consider appropriate matters including but not limited to contribution formulas, loan requests, investment alternatives, and investment performance.
 - (2) Advising the Club’s Executive Committee on employee insurance and fringe benefits matters.
 - (3) Submitting an annual report for review by the Board of Governors.
- (J) A vacancy in any of the standing committees may be filled by appointment by the President until the next meeting of the Board. The Board may appoint other committees defining their responsibilities as it may deem necessary.

ARTICLE VIII – Nominations

1. A Nominating Committee of seven members of the Club shall be appointed by the Board of Governors at least forty-five days prior to the Annual Meeting of the Board of Governors to select candidates as nominees for the expired Board of Governors class and other vacancies that are occurring. The names of these nominees shall be posted in the Club at least fifteen days prior to the election which shall be at the Annual Meeting of the Membership. The Committee shall make the nominations known in the form of a report at the Annual Meeting of the Membership. Any other five members of the Club may nominate candidates for all or any such vacancies of the Board of Governors, and the names of these candidates shall be posted in the Club at least seven days prior to the

election. These nominations shall also be made in the form of a report at the Annual Meeting of the Membership.

ARTICLE IX - Club Meetings

1. An annual membership meeting shall be held in the month of January of each year on such date and at such an hour to be determined by the Board of Governors. Only Life, Resident, Junior Resident, Retired Resident and Special members are eligible to vote at such meetings.
2. At the annual meeting the order of business, after the approval of the minutes, shall be:
 - (A) A Proxy Committee appointed by the President, with a membership of three members of the Club, one of whom shall serve as Chairperson, shall deliver its proxy report.
 - (B) The President shall deliver a report of the Board of Governors.
 - (C) The Treasurer shall report on the financial condition of the Club.
 - (D) The Board of Governors shall be elected.
 - (E) General business shall follow.
3. The Board may at any time, and upon the written request of twenty-five Life, Resident, Junior Resident, Retired Resident or Special members, call a special meeting of the Club membership, and state the purpose for which that special meeting is called; no subject unless stated in the notice thereof shall be acted on at that special meeting.
4. The Club shall hold special social meetings, or Club Nights, in each year, upon dates to be fixed by the Board.
5. Notice of the annual meeting and of a special meeting shall be posted in the Club House and mailed to the voting members at least ten days before such meeting, unless shorter notice be directed by the Board.
6. Thirty Life, Resident, Junior Resident, Retired Resident and Special members in person or by signed proxy shall be a quorum at any meeting of the Club.
7. A meeting of the Board of Governors shall be held no less than six times each year at times and dates selected and approved by the Board of Governors.

ARTICLE X - Gambling

1. No betting or playing of any game for stakes shall be allowed in the House.

ARTICLE XI - Amendment of Bylaws

1. The Bylaws may be amended by any regular or special meeting of the Club by a vote in favor of the amendment of two-thirds of the Life, Resident, Junior Resident, Retired Resident and Special members present; provided, that notice of the proposed amendment shall have been posted by the Secretary in the Club House at least twenty days before such meeting and shall have been mailed to each Life, Resident, Junior Resident, Retired Resident and Special member ten days before such meeting. The Secretary shall so post

and mail notice of proposed amendment when requested to do so in writing by the Board of Governors, or by twenty-five Life, Resident, Junior Resident, Retired Resident and Special members of the Club.

HOUSE RULES

I

The Club will be opened at the hours approved by the Executive Committee and posted in the Club House.

II

Beverages shall be served only in such portions of the Club and grounds as may be determined by the House Committee.

III

Newspapers, magazines, and books belonging to the Club shall not be marked, cut or otherwise defaced; nor shall they be taken from any room in the Club.

IV

Employees shall not be sent out of the Club on private business.

V

No gratuity of any kind shall be given to an employee by any member or guest.

VI

Members shall be responsible for their guests, whom they introduce, and for all debts incurred by their guests.

VII

Cash payment for Club services is not permitted except as authorized by the Executive Committee. Otherwise all charges must be by club card and member's signature.

VIII

As soon as practicable after the first day of each month a notice shall be sent to each member of the amount of his indebtedness for house charges at the end of the preceding month. If such indebtedness is not paid before the end of 60 days, a special notice shall be sent.

If a member's name has been posted, and his indebtedness remains unpaid, he shall be notified by mail of the provisions of Article IV, Section 2.

A one and one-half percent penalty of the unpaid balance will be levied per month on all house charges which remain unpaid at the end of the month in which a second notice was sent to the

member notifying him of his indebtedness.

IX

No dogs, except seeing-eye dogs, will be allowed in the Club or on the grounds.

X

Requests, suggestions, and complaints in regard to the house or service should be in writing, signed and addressed to the House Committee. Matters requiring immediate attention may be taken up with the General Manager.

XI

The General Manager under the direction of the House Committee shall have authority to maintain order in all parts of the House and grounds.

XII

The Club will exercise diligence in protecting the property of members and guests in the Club, but will not be responsible for any loss or injury to such property.

XIII

No member shall use any stationery bearing the name of the Club for business purposes; neither shall a member date or address from the Club any paper communication intended to be printed or to appear in any newspaper, periodical, or publication.

XIV

No member shall carry on or transact any business or indulge in the practice of any profession in the Club at any time.

XV

Delinquent, posted, and suspended members will not be allowed to utilize the Club as guests or otherwise.

XVI

Members and Guests will not be permitted to bring in food or beverages.

XVII

Any member requesting a reconstruction of his account 30 days after the statement date will be subject to a \$30 charge for administrative costs.

RULES FOR ADMITTING GUESTS

I

A member may register and entertain in the house, in company with himself, whichever number of guests is approved by the House Committee.

II

A person who is not accompanied by a member shall not be admitted to the Club House, unless arrangement has been made by a member with the Reception Desk. Unless accompanied by a member, such a guest shall not be admitted to or remain in any part of the Club House other than the lobby or, if a member is sponsoring a private function, one of the private dining rooms.

III

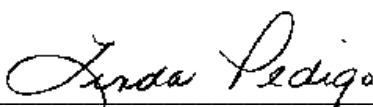
A person may, on introduction by a member, be granted a guest card permitting him to enjoy the privileges of the Club for one day. **However, no person will be issued a guest card more than three (3) times in any twelve-month period.** Privileges so extended will be paid for by the guest, either in cash or with an approved credit card. The introduction of guests is a privilege which may be withdrawn at anytime by the House Committee.

IV

Minors may be admitted to the Club and must be accompanied by members while in the Club.

V

Dress: Members and guests are courteously requested to observe the following regulations regarding dress at the Club. Gentlemen will please wear coats and ties in the Main Dining Room. Coats with sport shirts will be acceptable throughout the other areas of the Club. Current trends dictate the acceptability of ladies' high-fashion attire.



Ms. Linda Pedigo, Secretary

January 30, 2017