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*Catholic Alumni Club of Washington, D.C.*

**CONSTITUTION  
AND  
BY-LAWS**

**(Including Revisions Through October 2019)**

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# Constitution and By-Laws of the Catholic Alumni Club of Washington, D.C.

## PREAMBLE

We, the Catholic Alumni Club of Washington, D.C., realizing the need for a stronger and more effective Catholic singles community, conscious of the obligations our faith and education have placed upon us, and determined to promote Christian principles and ideals in our community, do hereby adopt this Constitution and By-Laws.

## ARTICLE I — NAME

**Section 1.** The name of the organization is the Catholic Alumni Club of Washington, D.C., Inc., hereafter referred to as the “Club.”

**Section 2.** The Club, as a Catholic organization, is subject to the authority of the Archbishop of Washington, D.C. The chaplain of the Club shall be approved by the Archbishop and serve the spiritual needs of Club members.

## ARTICLE II — PURPOSE

The Club is an organization of single Catholic professionals whose express purpose is to permit single men and women who are free to marry in the Church to meet in a Catholic environment. The Club shall:

- (1) Enable members to experience a sense of community by sharing their common faith, values, and educational background;
- (2) Provide a forum for members to pursue their intellectual, social, and cultural interests;
- (3) Provide members with an opportunity to express their faith and Christian ideals; and
- (4) Promote personal growth by participating in religious, charitable, and community activities.

## ARTICLE III — MEMBERSHIP

**Section 1.** Membership in this Club shall be restricted to those persons at least 21 years of age who:

- (1) Are members of the Catholic Church
- (2) Are single and free to marry in the Catholic Church.
- (3) Are graduates of a four-year accredited college or two-year community college program, or equivalency in education and/or experience.

**Section 2.** Meeting the eligibility requirements does not automatically entitle the applicant to membership. The Membership Chair shall review each application and make a recommendation at the next meeting of the Executive Board. The recommendation of the Membership Chair for each application shall be approved or disapproved by a majority vote of the Executive Board.

**Section 3.** An applicant shall present a signed application and payment of annual dues prior to approval by the Executive Board. Dues are nonrefundable if the Executive Board approves membership.

**Section 4.** An applicant whose membership is disapproved by the Executive Board may appeal that decision, along with an advocate, to the Executive Officers in a special closed session, after which the Executive Officers will vote whether to recommend the applicant for membership to the Executive Board. A tie vote by the Executive Officers means that a recommendation for membership is denied.

**Section 5.** A member shall be dropped from membership upon ceasing to be eligible under Section 1.

**Section 6.** A member of another CAC club who wishes to transfer membership to the Washington, D.C. Club may do so after providing a record of membership from the originating club. The applicant must meet the Washington, D.C. Club's membership requirements.

## ARTICLE IV — OFFICERS

**Section 1.** The elected officers shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer. All officers shall be members. The term of office shall be one year, from January 1 through December 31. Any person who

serves as an elected officer for more than six months of any year shall be considered to have served one full term. No person shall hold the same office for more than three consecutive terms.

**Section 2.** The Executive Officers shall consist of the elected officers and the Immediate Past President.

**Section 3.** The President shall (a) have the general supervision of the affairs of the Club; (b) preside at all monthly meetings of the Executive Board, Special Meetings of the Executive Board, and Special Meetings of the Membership; (c) advise the Executive Board and the members from time to time of the actions he/she may deem desirable for accomplishing the purpose of the Club; and (d) perform other such duties as assigned by the Constitution and By-Laws or customarily performed by the Office of President.

**Section 4.** The Vice Presidents shall jointly act in an advisory capacity to such committees as the Executive Board designates and shall perform other duties as assigned by the President. The First Vice President shall, in the temporary absence or incapacity of the President, perform all the duties of the President. The Second Vice President shall, in the temporary absence or incapacity of the First Vice President, perform all the duties of the First Vice President.

**Section 5.** The Secretary shall keep a record of the proceedings of all Monthly Meetings of the Executive Board, as defined in Article VII of the Constitution and By-Laws; distribute the minutes to the CAC Board; and maintain file copies. The Secretary shall also keep the minutes of other Executive Board meetings and Meetings of the Membership. The Secretary shall issue notices and conduct correspondence as the President or the Executive Board may direct; and be responsible for the storage of all books and records of the Club, except for financial records.

**Section 6.** The Treasurer shall collect, receive, and have custody of all funds and securities of the Club, and deposit these monies in the Club's name in an insured account(s) at such financial institution(s) as designated by the Executive Board. The Treasurer shall keep an account of all dues, receipts, transactions, expenditures, assets, and liabilities, and coordinate with committees of the Executive Board and make such expenditures as are approved by the Executive Board. The Treasurer shall provide a written report of all receipts and expenditures to the membership at the Monthly Meeting of the Executive Board and at other such times as required by law or requested by the Executive Board. The Treasurer shall submit an annual budget for the Club to the Executive Board within 60 days of the beginning of the calendar year.

**Section 7.** In the event of a vacancy in the Presidency, the First Vice President shall become President, and Second Vice President shall become the First Vice President for the remainder of the term of office. In the event of a vacancy in the First Vice Presidency, the Second Vice President shall become First Vice President for the remainder of the term of office. In the event of a vacancy in the offices of Second Vice President, Treasurer, or Secretary, the President shall nominate a member to serve the remainder of the term subject to the majority approval of the entire Executive Board. A member filling a vacancy under this section who serves for more than six months of any year shall be considered to have served one full term.

**Section 8.** No officer shall receive any salary, nor without the consent of the Executive Board, accept anything of value from the Club or from any other person for services rendered to the Club.

**Section 9.** A vacancy may be declared in any elected office by a two-thirds vote of the Executive Board, including those not present, if that officer is absent from three consecutive monthly Board Meetings. The Board must notify the officer in writing of the intended action before the vote.

**Section 10.** An Executive Officer may be removed for cause prior to the expiration of the officer's term in one of two ways:

- (1) The vote of two-thirds of the entire Executive Board, including those not present at the vote. A written statement of the charge shall be furnished to the officer at least 30 days prior to the meeting at which the vote is taken. The officer shall be given the opportunity to appear before the Executive Board and address the charge.
- (2) A petition for removal, signed by 45 percent of the membership and presented to the Executive Board. The Executive Board shall call for a special election by the membership. A copy of the petition shall be furnished to the officer at least 30 days prior to the meeting at which the vote is taken. This petition for removal must then be ratified by a majority of the membership present at the special election.

#### ARTICLE V — EXECUTIVE BOARD

**Section 1.** The Executive Board shall consist of the elected officers; the Immediate Past President; the Chairpersons of the Standing Committees, and up to five Directors at Large.

**Section 2.** The Executive Board shall be, and have the powers of, a board of directors. It shall have general charge of the Club's affairs. It shall be the Executive Board's

duty to carry out the purposes of the Club according to the Constitution and By-Laws.

Specifically, responsibilities of the Executive Board include, but are not limited to:

- A. Determining the general policies of the Club;
- B. Advising the President on all matters of concern to the Club;
- C. Filling or approving Executive Board vacancies;
- D. Supervising the activities of all Committees;
- E. Instituting and authorizing any activities, fees, rules, and regulations as it may deem in the interest of the Club;
- F. Having final authority and control over the annual budget, and expenditures and appropriations of the Club treasury; and
- G. Appointing a registered agent as required by the incorporation laws of Washington, D.C.

**Section 3.** The Immediate Past President serves in an advisory capacity to the Executive Board. Additional duties may be assigned as needed by the President. If the Immediate Past President does not wish, or is no longer able or eligible, to serve in this capacity, the President may appoint a member, preferably, but not limited to, the next eligible Past President, to serve as the Immediate Past President, with all the voting privileges granted to the Immediate Past President. This appointment must be approved by a majority of the Executive Board.

**Section 4.** The Chaplain shall act as advisor to the Executive Board, and may be present at Executive Board meetings.

## ARTICLE VI — COMMITTEES

**Section 1.** The Standing Committees shall consist of Religious, , Membership, Newsletter, and Internet. As described in Article V above, the Chairperson of the Standing Committees shall be voting members of the Executive Board. The full charge of each committee, and the responsibilities of each committee chair, can be found in the *Board Policy Manual*. In addition to the specific Standing Committees named above, there may be up to five Directors-at-Large who may be appointed by the President and shall be voting members of the Executive Board.

**Section 2.** Two additional types of committees that meet Club needs and interests may be formed and called Recognized Committees, or Ad Hoc Committees. A Recognized Committee is formed with the approval of a majority vote by the Executive Board. Each Recognized Committee shall select a chairman to serve for one year. An Ad Hoc Committee can be formed only by the President.

- Section 3.** The President shall appoint, from time to time, select committees to serve specific purposes.
- Section 4.** All committees shall plan, direct, carry out, and be responsible for their respective activities, under the general supervision of the Executive Board. All committees shall report to the Executive Board.
- Section 5.** All Standing Committee Chairpersons and Directors-at-Large shall be appointed/removed by the President with consultation of representatives of the respective committees and the board, and be subject to approval and removal by a majority of the elected officers.
- Section 6.** No Club member, including elected officers, may hold more than one Standing Committee chair. Elected officers and Standing Committee chairs may not serve as Directors-at-Large.
- Section 7.** The Standing Committee Chairperson(s) may appoint only Club members (as defined in Article III) to their respective committees. If the Standing Committee Chairperson should resign, the members of the committee are still considered to be part of the committee unless they, too, announce their intention to resign. The members of the Standing Committee may suggest a replacement chair to the President, who has the authority to appoint a replacement (Article VI, Section 5).
- Section 8.** A Special Disciplinary Committee shall be formed by resolution of the Executive Board to investigate charges of misconduct against a member of the Club and recommend disciplinary action, including probation, suspension, or expulsion. This committee shall be appointed by the President and shall consist of five persons: a representative of the Membership Committee; a member of the Executive Board; and three at-large members of the Club. This Committee shall serve no longer than 60 days unless extended by the Executive Board. If this Committee recommends disciplinary action, the President shall call a special meeting of the Executive Board to occur within 30 days of the Committee's written recommendation to conduct a hearing on the probation, suspension, or expulsion of the member. The member shall be given an opportunity to be heard before the Executive Board. Any disciplinary action must be approved by a three-fourths vote of the entire Executive Board, including those not present at the vote. The notice for this special meeting is outlined in Article VII, Section 14. This special meeting shall not be by remote technology.

## ARTICLE VII — MEETINGS OF THE EXECUTIVE BOARD

**Section 1.** There shall be regularly scheduled monthly meetings of the Executive Board. These meetings shall be open to the membership. The President or the Executive Board shall notify each member, in writing, of the time and place for each monthly meeting. Generally, this is done by an announcement in the newsletter. Although in-person meetings are desirable, at the discretion of the President, any or all members of the Executive Board may participate in meetings by remote technology, including casting votes, provided such participation has been approved beforehand by the President. Persons using remote technology to participate in a meeting shall be deemed “present at the meeting.” The meeting may take place at a physical location as advertised in the newsletter. Alternately, the meeting may be by conference call, with no specific physical meeting place, in which case the membership shall be notified by email no later than two hours before the scheduled meeting time. Disciplinary proceedings by the board under Article VI Section 8 shall not be conducted by remote technology.

It may be desirable to make decisions between regularly scheduled board meetings. Email may be used to inform all voting members of the Board about the question(s) to be voted on, and to receive the resulting vote(s).

**Section 2.** All elected officers, the Immediate Past President, chairpersons of Standing Committees, and Directors-at-Large shall have one equal vote in determining policies, financial issues, and general interests of the Club. All decisions are to be made by majority vote, except as otherwise provided in the Constitution and By-Laws. In the event of a tie vote, a proposal shall be defeated.

**Section 3.** The quorum for any meeting shall consist of a majority of the Executive Board. In the absence of a quorum, all items of Club business not requiring a vote can be transacted, but no votes can be taken on motions moved and seconded.

**Section 4.** The number of eligible votes (Article VII, Section 3) is defined as the number of Executive Officers, plus the number of filled Standing Committee Chairpersons plus the number of filled Directors at Large positions (Article VI, Section 1), minus the number of open officer positions, minus one vote for each additional position held by one person (unless a proxy has been appointed). A quorum is this number of eligible votes divided by two. The resulting number is increased to the next whole number. *Note:* No one person can hold more than one vote regardless of how many potential voting positions they may hold (Article VII, Section 8).



***Example 1***

Executive Officers: 6

Filled Standing Committee Chairpersons: 4

Filled Directors-At-Large: 2

Persons holding 2 voting positions (VP and Membership): 1 (-1)

Total Eligible Votes: 11 Divided by 2: 5.5

Increased to the next whole number: 6

***Example 2***

Executive Officers: 6

Filled Standing Committee Chairpersons: 4

Directors-at-Large: 3

Person holding two voting positions (VP and Membership): 1 (-1)

Total Eligible Votes: 12 Divided by 2: 6

Increased to the next whole number: 7

**Section 5.** An Executive Officer cannot assign his/her vote to a proxy in the event he/she cannot attend a meeting of the Executive Board.

**Section 6.** An Executive Officer who also serves as a chairperson of a Standing Committee may assign his/her Standing Committee vote to a proxy, provided that the proxy also serves on that Standing Committee. If the Standing Committee has no other members, the Executive Officer shall cast a vote as an Executive Officer, and the number of total votes of the Executive Board shall be reduced by one.

**Section 7.** A Standing Committee chairperson or Director at large may assign his/her vote to a proxy in the event he/she cannot attend a meeting of the Executive Board; however, this vote may be assigned only to a Club member who also serves on that Standing committee or serves in a role assigned to that Director at large. The assignment of a proxy must be made in writing prior to the meeting.

**Section 8.** Proxies should be recognized at the onset of the meeting of the Executive Board and recorded in the minutes. No Executive Officer, Director at Large, or Standing Committee representative may have more than one vote, whether by proxy or otherwise.

**Section 9.** Executive Officers, Standing Committee Chairpersons, Directors-at-Large, and proxies as defined in Section 7 must be present at the meeting of the Executive Board to vote.

**Section 10.** A vote may be taken by secret ballot if a motion to do so is approved by a majority of the Executive Board.

**Section 11.** The Presiding Officer may not present a motion. Nonvoting members, including members of Recognized Committees and the general membership, can present motions if recognized by the Presiding Officer. However, only members of the Executive Board can second a motion.

**Section 12.** An agenda will be distributed by the Secretary to all members of the Executive Board. The agenda will contain items for business submitted by any member of the Executive Board or a member of the Club.

**Section 13.** The minutes of Executive Board meetings (with the exception of disciplinary proceedings) shall be made available to any member of the Club upon request. The Secretary shall distribute copies of the minutes to all members of the Executive Board prior to the following Monthly meeting of the Executive Board.

**Section 14.** There shall be special meetings of the Executive Board to discuss specific issues as the President or a majority of the Executive Board may designate. When such a meeting is called, the Secretary shall contact all Board members by email, phone, or other appropriate technology giving the details of the time, place, or use of remote technology, and purpose of the special meeting.

**Section 15.** *Robert's Rules of Order, Revised* shall be the official parliamentary guide of the Club, except where inconsistent with the Club's Constitution and By-Laws.

## ARTICLE VIII — MEETINGS OF THE MEMBERSHIP

**Section 1.** There shall be at least one annual meeting of the membership and it shall be held in the Washington, DC metropolitan area in early January, immediately prior to the January Board Meeting, or at such other time as the Executive Board may designate. The time and place of the annual membership meeting shall be published in the newsletter. The members attending the meeting shall constitute a quorum for that meeting. The order of business at the annual meeting shall be:

- (1) Annual Reports of Officers
- (2) Reports of the Committee Chairpersons
- (3) Unfinished Business
- (4) New Business

**Section 2.** Special meetings of the membership can be called by the Executive Board, or by a petition signed by five percent of the membership and presented to the Executive

Board. Proper notice shall be given to the members for any special meeting. The business of such meetings, to the extent feasible, shall be published whenever possible in the newsletter. The meeting shall be run in accordance with *Roberts Rules of Order, Revised* with the President of the Club acting as Chair of the meeting. The members attending the meeting shall constitute a quorum for that meeting.

## ARTICLE IX — PETITIONS AND PROPOSALS

**Section 1.** Proposals relating to Club policies may be made to the membership by a petition signed by 10 percent or more of the members and presented to the Executive Board.

**Section 2.** Proposals shall be voted upon by members by either a mail (electronic or postal) ballot or at a Special Meeting of the Membership, as determined by the Executive Board, after the proposal has been published in the newsletter or mailed to all members. Any member who was a member on the day the proposal is submitted to a vote shall be eligible to vote. A majority of those voting shall carry the proposal.

## ARTICLE X — ELECTION OF OFFICERS

**Section 1.** The nominations for officers of the Club shall be made by any of the following methods:

- A. Selection by a Nominating Committee, chaired by the Immediate Past President and composed of at least three members of the Club appointed by the Immediate Past President. The full committee shall be announced no later than the September Board Meeting and announced to the membership in writing no later than October 10. None of the members of the Nominating Committee shall be current elected officers. The Nominating Committee shall endeavor to nominate more than one candidate for each office. In the event the Immediate Past President is unable or unwilling to chair the Nominating Committee, the President shall nominate a member to serve in this capacity, subject to approval by a majority of the voting board members.
- B. Petition signed by 10 members.
- C. Nominations from the floor as called for in Section 2.

**Section 2.** The Nominating Committee shall present its slate of candidates at a Nominations Meeting. This meeting shall take place immediately prior to the November meeting of the Executive Board or at any such time that the Executive Board may designate. At this meeting, the Nominating Committee Chair shall ask for

nominations from the floor for each elected office. Each nomination from the floor must be seconded by 10 members present.

**Section 3.** Members of the Nominating Committee are eligible to run for office, but they must declare their intentions at least seven days prior to the Nominations Meeting and immediately resign from the committee. After this time, Nominating Committee members are ineligible to be elected to office, as write-in candidates or otherwise, even if they resign from the committee. However, a Nominating Committee member can fill a vacancy for an elective office under the procedures outlined in Article IV, Section 7.

**Section 4.** The Nominating Committee shall secure acceptance of the nominations from each of the nominees within 72 hours of the conclusion of the Nominations Meeting. Candidates may withdraw their names from nomination at any time during this 72-hour period.

**Section 5.** The Nominations Committee shall publish for the membership a listing of all candidates running for office. The Nominations Committee may also suggest campaign guidelines, subject to approval by the Executive Board.

**Section 6.** No candidate shall receive Club funds for the purpose of campaigning for office in the election. Candidates for office may submit appropriate biographical and other information to the Newsletter.

**Section 7.** The Chairperson of the Nominating Committee shall prepare a written ballot showing the names of all candidates for each office, but not indicating the method by which each candidate was nominated. The ballot shall provide the option of a write-in candidate for each office. The ballot shall also contain voting instructions, including time and manner for submitting ballots. The Membership Committee shall provide a mailing list of eligible voters to the Nominations Committee. The Nominations Committee shall mail, via the U.S. Postal Service, the ballots no later than 15 days prior to the date ballots are counted.

**Section 8.** Voting privileges shall be extended to those who have been approved as members as of the conclusion of the November meeting of the Executive Board.

**Section 9.** The Nominations Committee shall, with approval of the Executive Board, set the place and time where ballots shall be counted.

**Section 10.** Voting shall be by secret ballot. All mailed ballots must be received no later than a date specified by the Nominating Committee and printed on the ballot. Ballots must be cast via the U.S. Postal Service or brought to the designated counting site

(or other collection site(s) identified in the newsletter) and submitted *before* ballot counting begins. Ballots will be accepted at the counting site for at least one hour; once ballot counting begins, no more ballots will be accepted. Only ballots designated as “official” by the Executive Board shall be accepted.

**Section 11.** The Nominations Committee shall count the votes. Any candidate may appoint a representative to monitor the counting of ballots.

**Section 12.** Candidates for the positions of President, First Vice President, Second Vice President, Treasurer, and Secretary shall be elected by a plurality vote. In the case of a tie vote, there shall be a run-off election between the leading candidates, at which only those members present at the designated counting site may vote. In the case of a further tie vote, a candidate shall be elected by majority of the other elected officers prior to the commencement of their term of office.

**Section 13.** Any candidate may protest the election results in writing to the Executive Board no later than 48 hours after the election. If no protest has been lodged, the Nominations Committee shall retain custody of the ballots for seven days following the election, and then destroy them, unless otherwise directed by the President. The number of votes cast for each candidate shall become part of the Club’s records.

#### ARTICLE XI - FINANCES AND PROPERTY

**Section 1.** Annual dues, in an amount set by the Executive Board, shall be due on the anniversary of the member’s enrollment in the Club. The Executive Board may in its discretion also prescribe an initiation fee for new members.

**Section 2.** The fiscal year of the Club shall commence January 1 of each year and shall end on December 31 of the same year.

**Section 3.** Checks and other negotiable instruments against the account of the Club shall require the signature of at least one of the following elected officers: President, First Vice President, Second Vice President, Secretary, or Treasurer.

**Section 4.** The Club may acquire by deed, gift, devise, or otherwise, and own, hold, use, and dispose of such real and personal property as necessary, beneficial, or desirable to carry out the mission and purposes of the Club. This property shall be used by Club members on behalf of the Club, without claim of ownership. At any time, the Executive Board may transfer custody of Club property from one member to another, or otherwise dispose of the property.

**Section 5.** All Executive Officers, upon termination of their terms of office, shall deliver all Club records and property to the newly-elected President. Chairpersons of all Standing Committees, other committees, and each activity shall, upon termination of their respective activities, deliver all Club records and property to the Club as directed by the newly-elected President. The President and Secretary shall store all such records in a place of safe and permanent custody.

## ARTICLE XII — AFFILIATION

The Executive Board may affiliate, associate, or join the Club with any association, organization, or movement that furthers the purposes of the Club. This affiliation or association shall not affect in any way the status of this Club under the District of Columbia Non-Profit Corporation Act.

Any delegates, if required, to an association or organization shall be appointed by the President, subject to the approval of the Executive Board, and act as instructed by the Executive Board.

## ARTICLE XIII — AMENDING PROCESS

**Section 1.** The By-Laws may be amended by a two-thirds vote of the members voting, provided that the number voting is at least 20 percent of those eligible to vote. The Articles of Incorporation may be amended in accordance with District of Columbia laws.

**Section 2.** Proposals to amend the Articles of Incorporation and/or By-Laws may be proposed by the President, the Executive Board, or by a petition signed by 10 percent of the membership. These proposals shall be submitted to the Executive Board and read at a monthly Board Meeting. Written notice concerning the proposed constitutional revisions shall be published in the newsletter or mailed separately to the membership. The Executive Board shall schedule a vote on these proposals within 60 days of their submission to the Board, and such vote shall be cast by the members within 60 days thereafter. However, if agreeable to the member(s) presenting the proposal, the vote may be scheduled to coincide with the next Election of Officers (see Article X),

## ARTICLE XIV - DISSOLUTION

In the event of the Club dissolves, such dissolution shall take place according to the laws of the District of Columbia.

All property, real and personal, tangible and intangible that remains after the payment of just debts, may be:

- (1) Distributed equally to all members at the time of dissolution;
- (2) Transferred to a charitable and/or religious organization(s) by a three-fourths vote of the Executive Board; and/or
- (3) Otherwise distributed according to the law of the District of Columbia.

## ADDENDUM

The Club is organized under and bound by the District of Columbia nonprofit Corporation Act. The articles of incorporation were filed January 20, 1964, and a certificate of incorporation was issued that day by the DC Recorder of Deeds. The Articles were amended on November 30, 1971, and these amendments were filed with the DC Recorder of Deeds on February 8, 1972.

These by-laws include amendments which were approved on November 30, 1971; May 17, 1974; November 7, 1981; September 26, 1987; November 19, 1994; October 27, 1998; December 11, 2010; December 9, 2017; and October 12, 2019.