

THE JOHNS HOPKINS CLUB, INCORPORATED
CONSTITUTION AND BYLAWS
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UNDER THE INTERNAL REVENUE CODE, DUES, ASSESSMENT, GIFTS AND CONTRIBUTIONS TO THE JOHNS HOPKINS CLUB, INCORPORATED ARE NOT DEDUCTIBLE AS CHARITABLE CONTRIBUTIONS FOR INCOME TAX PURPOSES.

ARTICLE I

Name, Purpose, Location

Section 1. The name of this Association is THE JOHNS HOPKINS CLUB, INCORPORATED hereinafter referred to as The Club.

Section 2. The mission of the Johns Hopkins Club is to serve the Johns Hopkins University by providing services and arranging activities that bring members of the Johns Hopkins community together socially and collegially to enrich their lives and their association with the University. The Club serves faculty, senior staff, alumni, long-serving staff, graduate students, academic departments and administration of the University and others who are eligible for membership. The Club seeks to offer its members high quality and affordable dining, special events and private party services.

Section 3. The office of the Association shall be located at The Johns Hopkins Club, Incorporated on the Homewood Campus of The Johns Hopkins University, 3400 North Charles Street, in the City of Baltimore, in the State of Maryland.

ARTICLE II

Governors and Officers

Section 1. The officers shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom also shall be a member of the Board of Governors, and at least twelve (12) other Governors, who, together shall constitute the Board of Governors, in which shall be vested the governance of The Club. Nine (9) Governors shall constitute a quorum at any meeting of the Board. All shall serve without a fee.

Section 2. The President, the Vice-President, the Secretary, and the Treasurer shall be chosen by ballot from The Club membership as provided in Article IV and shall continue in office until December 31 of each year or until their successors are elected. The term of any Governor who becomes an officer shall remain unchanged.

Section 3. In addition to said Officers, there shall be at least twelve (12) other Governors who shall be chosen by ballot from the membership in The Club, as provided in Article IV. The election of Governors shall be staggered so that four (4) Governors shall be elected annually to serve terms of four (4) years each. Governors shall not serve more than two (2) consecutive elected four (4) year terms.

Section 4. The Board may, in its discretion, elect such other persons to be Governors Emeriti when it deems such recognition to be appropriate. A Governors Emeritus shall be entitled to receive notice of each meeting of the Board, to attend such meeting, to receive copies of minutes, committee reports and other material sent to voting members of the Board, and to serve on committees of the Board. A Governor Emeritus shall have no vote at Board meetings, but when serving as a member of a committee, shall be entitled to vote as a member of such committee at committee meetings.

Section 5. The Board shall have power to appoint Assistant Secretaries and Assistant Treasurers, and these positions may be held by the same individuals. The Board may also appoint such other clerks and assistants as the Board may determine. It may assign to

such Assistant Secretaries and Assistant Treasurers and to such clerks and assistants such duties it may decide.

Section 6. The Board shall have general charge of the affairs, funds, and property of The Club and it shall be its duty to carry out the objectives and purposes thereof.

Section 7. Any vacancy on the Board may be filled for the remainder of the term by appointment by the Board.

ARTICLE III **Standing Committees**

Section 1. There shall be the following standing committees: House and Preservation, Membership, Finance, Strategic Planning, Constitution and Bylaws, Nominating and Executive.

Section 2. Committee members shall be appointed by the President from the membership of the Board or from the membership of The Club at large, and confirmed by the Board, provided, however, that at least two (2) members of each committee shall be members of the Board.

Section 3. The President shall be an ex-officio member of all committees.

Section 4. Standing Committees.

- a. **House and Preservation Committee** – The House and Preservation Committee shall include at least three (3) members of the Board, and shall be responsible for assuring quality and affordable dining, including review of bar services, special events and private parties. This committee is also responsible for the décor of all the rooms in the Club. The duties shall include the purchase of, care of, disposal of, or refurbishing of Club furnishings, artworks, reading materials or appointments to such extent as funds allotted by the Board may permit. Further, this committee shall be responsible to the Board for the evaluation of gifts such as furnishings, art and art objects. The Chair of this committee shall submit to the Board a recommendation for acceptance or declination of any such gifts offered to the Club. This committee will collect information from the membership regarding member utilization and satisfaction with food, services and the appearance of the Club. They will report to the Board annually as to the status of Club operations. This committee may appoint a sub-committee to assure the preservation and maintenance of the facility as deemed necessary. This committee also shall operate in an advisory capacity to the Club's General Manager on all aspects of staffing, food service, menu and prices. This committee will prepare and submit annually a capital budget to the finance committee.

- b. **Membership Committee** – The Membership Committee shall include at least three (3) members of the Board and shall have the duty to investigate the eligibility of candidates for membership and report its findings to the Board. The Committee shall assure the Board that all new members meet

approved membership eligibility criteria. This committee shall recommend annual membership goals as well as a recruitment plan for new members as needed. A marketing plan shall be developed by the committee, approved by the Board and implemented in coordination with the Club Manager.

- c. **Finance Committee** – The Finance Committee shall be chaired by the Treasurer and shall include the President and at least three (3) members of the Board. The committee shall have the authority to buy, subscribe for, sell, exchange and transfer stocks, bonds, and other financial instruments, and otherwise to invest funds of the Club. The policies as to investment, however, shall be subject to review by the Board. The Committee shall also be responsible for all Club employee benefit programs, including, but not limited to, the pension plan. The Finance Committee shall regularly review the year-to-date operations and financial position of the Club and report to the Board at regular intervals and shall cause a complete external auditor's report on the Club's finances to be sent to all officers of the Board and made available to all Board members. The committee shall recommend dues rates for members and shall present them to the Board for approval. The annual operating and capital budget(s) shall be prepared by the Club manager and after review by the President and the Committee, shall be presented to the Board by the President or Treasurer along with the committee's recommendation. The Board, voting in official meeting, shall determine the budget(s) for The Club.
- d. **Strategic Planning Committee** – The Strategic Planning Committee shall include an officer and at least three (3) members of the Board. This committee shall coordinate the preparation of the strategic plan with input from the other standing committees and shall prepare and present a strategic plan annually for Board approval prior to the beginning of each fiscal year. The strategic plan will specify goals of the Club consistent with the Club's mission and proposed objective performance targets that may involve all aspects of the Club, including finances, size, and composition of membership, membership satisfaction, Club activities and services. The strategic plan adopted by the Board each year will provide the Club Manager and Board Committees with explicit performance goals.
- e. **Constitution and Bylaws Committee** – The Constitution and Bylaws Committee shall include at least two (2) members of the Board and shall have the duty to recommend corrections and revisions to the Constitution and the Bylaws of the Club as needed or as directed by the Board.
- f. **Nominating Committee** – The Nominating Committee shall include an officer and at least three (3) members of the Board, at least two (2) of whom shall be members of the Board whose terms do not expire at the succeeding December election. The Nominating Committee shall have the duty to investigate and interview possible candidates to fill Board positions. The Committee shall recommend the names of the candidates for consideration and ratification to the Board. The Committee shall also recommend and present a slate of officers to the Board for the succeeding year.

- g. **Executive Committee** – The Executive Committee shall include the President, Vice-President, the immediate past president, Treasurer and the Secretary of the Club. The Executive Committee is responsible for establishing management goals and performance expectations for the Club Manager. The Executive Committee is also responsible for determining the Manager’s compensation. The president and this committee will promote Club relations with the University and assure that the Club meets its goal to serve the University. In the event that the term of the immediate past president has expired, he/she has the option of remaining on the committee in a non-voting capacity.

ARTICLE IV

Election of Officers and Board Members

Section 1. The Nominating Committee shall present recommendations for officers and other Board members for the succeeding year in writing to the Board members at least two (2) weeks in advance of the September Board meeting.

Section 2. The Secretary shall post the nominations as approved by the Board on the bulletin board in The Club not later than October 15 of each year. Additional nominations for officers and other members of the Board may be presented by petition signed by no fewer than fifty (50) members and shall be included on the ballot if received by the Secretary not later than the close of business on October 31.

Section 3. The Secretary shall send a letter or postcard ballot to all members of The Club. The ballot shall contain the names approved by the Board and all other names proposed by petition as provided in Section 2. The ballot shall be mailed not later than November 15 of each year and shall have printed thereon the statement that it must be signed by the member and be returned by December 1 in order to be counted.

Section 4. The Nominating Committee shall serve as a teller’s committee and prepare the results of the election for presentation at the annual meeting of The Club. The nominee receiving the largest number of votes for each position shall be declared elected.

ARTICLE V

Members

Section 1. Eligibility for membership shall be according to rules and procedures promulgated by the Board from time to time provided that all members of The Club must be at least twenty-one (21) years of age.

Section 2. Candidates for membership must meet the criteria established by the Board. Approval of a candidate’s application for admission shall constitute an offer of membership.

Section 3. Every member residing within the City of Baltimore or within a radius from the Club to be determined by the Board shall be classed as Resident Member. All other members shall be classed as Non-Resident Members.

Section 4. Any member may be censured, suspended, or expelled for cause, by a vote of three-fourths (3/4) of the Board members present at a meeting of the Board, provided the member charged shall have one (1) week's notice of the meeting at which time such matter will be considered, and at which such member shall be afforded an opportunity to appear before the Board.

Section 5. Spouses of members shall be entitled to the privileges of The Club under regulations to be determined by the Board, but shall not themselves be members. Subject to the approval of the Board, widows and widowers of members may continue such privileges upon payment of dues.

Section 6. If time is of the essence, the chair of the Membership Committee may grant immediate use of The Club facilities to an applicant for membership in The Club who has not yet been considered by the Board. The use of temporary privileges of The Club facilities by such persons shall cease at the time when the application is acted on by the Board.

ARTICLE VI

Dues

Section 1. The amount of any initiation fee for members shall be determined by the Board. Payment of the fee shall be made within thirty (30) days after written notice of acceptance for membership. In default of such payment, the person shall be deemed to have declined membership. Membership shall not begin until such payment has been made.

Section 2. The annual dues and special assessments of members, and the time and method of payment of the same shall be determined by the Board.

ARTICLE VII

Resignations

Resignations of members shall be made in writing and addressed to the Board. Action upon such resignations may be taken at any meeting of the Board.

ARTICLE VIII

Meetings

Section 1. The membership of The Club shall meet annually in December to receive the report of election of officers and governors and to conduct such other business as shall come before The Club. At any meeting of the membership of The Club, recommendation(s) made by the membership shall be advisory to the Board. The Board shall be required to report its response to the recommendation(s) at the next meeting of the membership.

Section 2. The Board may call a special meeting of The Club membership at any time. Upon written request of one hundred (100) members specifying the purpose of such a meeting, the Board shall call a special meeting. A notice of such special meeting, stating the object for which it is called, shall be posted in The Club and mailed to the members at least one (1) week in advance. No other subjects shall be considered at such a meeting.

Section 3. Seventy-five (75) members shall constitute a quorum at any meeting of The Club membership.

ARTICLE IX **Amendments**

Section 1. Any amendment to the Constitution of The Johns Hopkins Club, Incorporated may be proposed by the Board and after being posted for at least two (2) weeks in a conspicuous place in The Club shall be adopted.

Section 2. The Board shall be authorized to promulgate a code of Bylaws for The Club, to alter the same from time to time, and to publish such alterations for the information of the members.

BYLAWS

I. Members in arrears and in default

1. Dues. Invoices for annual dues will be sent as soon as practicable after June 1 of each year and payment shall be due upon receipt. If dues payment is not received by September 15, a notice will be sent to the member at his/her last known address, stating that unless dues are received by October 31, his/her name will be removed from the membership rolls.

2. Accounts. On the first day of each month, or as soon thereafter as may be practicable, a notice of the amount of a member's indebtedness to The Club shall be sent to the member. This amount is due and payable upon receipt. If not paid by the end of that month, The Club shall notify the member of the fact in writing. Unless the same is paid within one (1) month thereafter, the member's credit will be withdrawn.

3. Loss of Membership. In respect to overdue accounts as described above, the Board will use its discretion to determine whether the member's name should be removed from The Club's roster. If an overdue account is later paid by one who has lost his/her membership as a result of failing to pay The Club all charges owed, and then the Board may use its discretion as to reinstatement.

II. Guest Privileges

1. Any person residing more than fifty (50) miles from the City of Baltimore, and not having a place of business in said City, may, on introduction by a member, enjoy the privileges of The Club for any time not exceeding two (2) weeks. Prior to extending privileges, the name and residence of such person, the name of the member introducing him/her, and the date of the introduction, are to be recorded with the Secretary or the General Manager. The privileges of the visitor may be extended two (2) weeks beyond the period covered by the first introduction. Privileges also may be terminated at any time at the discretion of the Membership Committee. No person shall be introduced under this rule more than twice in any calendar year, and no member shall have more than four (4) such guests at any one (1) time.

2. Members introducing guests shall be responsible for any indebtedness incurred by such guests to The Club.

III. Indemnification

1. To the fullest extent permitted by Maryland law, as amended or interpreted from time to time, The Johns Hopkins Club, Incorporated shall advance expenses and indemnify its currently acting and its former Governors and Officers against any and all liabilities incurred in connection with their services in such capacities, and shall provide appropriate insurance coverage to this end.
2. With respect to current or former Club employees or agents, other than a Governor or Officer, The Club may, as determined by the Board, advance expenses and indemnify such persons against any and all liabilities incurred in connection with their services in such capacities.

IV. Miscellaneous

1. A list of Officers and Committees shall be kept posted on the bulletin board in The Club.
2. No property of The Club shall be taken from The Club except by authority of the Board expressed in writing.
3. The value of all crockery, glassware, furniture, or other property of The Club, broken or damaged by a member or his/her guest, shall be paid by the member to The Club.
4. No fee or gratuity shall be given to or received by any employee of The Club.
5. The fiscal year of The Club shall be July 1 through June 30.
6. The Board shall appoint and employ a General Manager responsible for the administration of The Club. The General Manager shall employ and discharge staff as he or she deems necessary in accordance with budget provisions, and personnel policies and practices authorized by the Board. The General Manager shall report to the President of the Board.

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