

International Club of Annapolis, Inc.

P.O. BOX 6742
Annapolis, MD 21401-9996
(Revised June 2024)

BYLAWS

Article I. Name

This club shall be known as the International Club of Annapolis, Inc. (the “Club”).

Article II. Objectives

The objectives and purposes of the Club shall be:

1. To bring together through meetings, dinners, and other events and projects, people in the Annapolis area who have an interest in international affairs.
2. To provide at Club functions speakers from our own and other countries who are in a position to informatively discuss the culture, history, and other relevant topics that impact their respective countries or the world situation.
3. To take such other actions as may be necessary to accomplish the first two objectives.

Article III. Membership

1. Membership in the Club shall be open to any person of good character without regard to race, creed, color, gender, or age upon payment of dues as prescribed herein.
2. Membership Year. The membership year shall run from September 1 to August 31 (“Membership Year”).

3. The members of the Club who are current in paying their dues (see Art. IV) shall constitute the members of the Club (the “Club Members”).

Article IV. Dues

1. Annual Dues. Reasonable dues shall be approved by the Board and shall cover the Membership Year and are subject to annual renewal. Dues are not prorated.
2. Change in Annual Dues. Written notice of any change in Club dues shall be provided to Club members no later than 60 days before the start of the Membership Year.
3. New Club Members. Individuals who apply for Club membership shall pay dues for the Membership Year at the time the membership application is submitted.
4. Renewing Club Members. Renewing Club Members shall pay their annual dues by the September Regular Meeting of the upcoming Membership Year.
5. Dues in Arrears. Members whose dues are in arrears beyond 60 days shall pay the non-member rate, and shall not be eligible to vote or hold office.

Article V. Board of Directors

1. Duties. The business and affairs of the Club shall be governed by the Board of Directors (the “Board”), which shall be comprised of no fewer than seven (7) persons. The Board members shall perform the duties prescribed by these Bylaws and by the parliamentary authority.
2. The Treasurer shall be responsible for filing all state and federally required tax documents on behalf of the Club. All state and federal income tax returns shall be approved by a majority of the Board prior to being filed.
3. Board Composition. The Board shall consist of the following members: President, Vice President — Program Chair, Secretary,

Treasurer, Public Relations Chair, Membership Chair, Reservations Chair, Technology Chair, and Governance Chair. The immediate past President shall be an ex-officio, non-voting member of the Board.

4. Officers of the Board. The officers of the Board shall be the President; Vice President — Program Chair; Secretary; and Treasurer.
5. Compensation. Board members shall serve without compensation. Board members may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Club.
6. Election of Board Members. The Governance Chair shall develop and present to the current Board a slate of candidates to serve on the Board for the upcoming Membership Year. Individuals nominated to serve on the Board and members of the Board shall be members of the Club in good standing. The current Board shall approve the presented slate of candidates before it is presented to the Club members for election.
7. Board members shall be elected by a majority vote of the Club Members in good standing that are present at the Annual Meeting. Board vacancies shall be filled by the Board of Directors, subject to confirmation by the Club Members at the next Annual Meeting.
8. Term of Board Members. Each Board member shall be elected to serve in a specific Board position for a term of two years.
9. A Board member's term shall begin upon election at the Annual Meeting. A Board member shall not serve more than two consecutive terms in the same Board position or more than three consecutive elected terms on the Board.

Article VI. Meetings

1. Regular Meetings. Absent extenuating circumstances, the Club shall hold monthly meetings of the membership in the evening of the first Wednesday of each month from September to June, or as designated by the Board of Directors (“Regular Club Meetings”).

2. Notice of Meetings. Written notice of the Regular Club Meetings shall be given to the members in good standing at least fourteen (14) days prior to the meeting. A quorum for the Regular Club Meetings shall be ten (10) percent of the dues-paying members.
3. Special Meetings. Special meetings of the Club Members may be called by the President with approval by a majority vote of the Board, or upon petition of ten (10) percent of the Club Members. At least seven days' notice shall be given to each member of a special meeting.
4. Annual Meeting. The Regular Club Meeting held in June shall be the Annual Meeting.
5. Meetings of Board of Directors. The Board shall meet upon the call of the President, or at least every three months, at such time and place as the majority of the Board may determine.
6. Board Meeting Quorum. Any five voting members of the Board shall constitute a quorum for purposes of Board meetings

Article VII. Committees

1. The President, with approval by a majority vote of the Board, shall have the responsibility to appoint such committees as may be necessary. The functions of each committee shall be delineated by the President, with approval by a majority vote of the Board.
2. All committees shall report to the Board.

Article VIII. Powers

1. The Board shall have authority on behalf of the Club to arrange for dinner and other meetings of Club members, to enter into a contract for the place, the time, and cost of such meetings, and provide for notice of such meetings to Club Members.
2. The Board shall have authority to set and collect the charge to be paid by Club Members and guests in connection with attendance at the dinner meetings. The Board shall give at least sixty (60) days' written

notice to Club Members of any change in the charge for the dinner meetings.

3. The Board shall have authority on behalf of the Club to invite speakers for dinner meetings and other meetings of Club Members and make such other arrangements as may be necessary.
4. The Board shall have authority on behalf of the Club to pay expenses incurred in connection with dinner and other meetings of Club Members, and the general operation of the Club. Any non-recurring expenses exceeding \$200 shall be approved by a majority vote of the Board members.
5. The Board shall have authority to plan other events and projects consistent with the purposes of the Club.

Article IX. Signature Authority

All contracts on behalf of the Club shall be signed by the President or any other Board member designated by the Board. All contracts shall be approved by majority vote of the Board. All checks, notes, and orders for payment on behalf of the Club shall be signed by the Treasurer or the President. All state and federal income tax returns filed on behalf of the Club shall be signed by the Treasurer or the President.

Article X. Amendment

These Bylaws may be amended or revised by a two-thirds affirmative vote of the Club members present at any Regular Club Meeting or special meeting, provided written notice of such proposed amendment or revision is provided to all members at least seven (7) days before the meeting.

Article XI. Parliamentary Authority

The rules contained in Robert's Rules of Order, Newly Revised, shall be the parliamentary authority of the Club except where inconsistent with these Bylaws.

Updated to include amendments and revisions approved:

September 6, 1978; June 4, 1980; June 3, 1987; November 2, 1988; June 7, 1989; December 3, 1999; and June 5, 2024.