

MEETING OF THE BOARD OF GOVERNORS OF THE NATIONAL PRESS
CLUB ON MARCH 28, 2005
Sylvia Smith, Secretary

Chairwoman Donna Leinwand called the meeting to order at 6:35 pm. Present were President Rick Dunham, Vice president Jonathan Salant, Secretary Sylvia Smith, Membership secretary John Donnelly and Governors Alison Bethel, Alan Bjerga, Gayela Bynum, John Gallagher, Maureen Groppe, Mark Hamrick and Lou Priebe. Also present were General manager John Bloom, Membership director Julie Schoo, Director of member recruitment Sarahanne Driggs, Comptroller Georgetta George and David Jones and Tina Emerson of the auditing firm Ribis, Jones and Maresca. Treasurer Jerry Zremski and Governor Joe Anselmo were absent

Smith moved and the board approved adoption of the Feb. 28 minutes.

Donnelly moved and the board approved the following 28 new members and 1 request for active membership status:

ACTIVE: Edward Alden, bureau chief, Financial Times; Fadel M. Lamem, editor, Hi Magazine; Ralph Loos, bureau chief, Crain Communications/Modern Healthcare; Takashi Matsukawa, correspondent, The Tokyo Shimbun; Andrea McCarren, reporter, WJLA-TV; Takuya Nishimura, bureau chief, The Hokkaido Shimbun Press; Milena Schwager, director/producer, Media Silver; Susan M. Sutter, managing editor, FDC Reports; Holly Yeager, correspondent, Financial Times.

ACTIVE UNDER 34: Amy Christine Butler, military editor, McGraw Hill.

ACTIVE UNDER 30: Ramsey Baghdadi, managing editor, FDC Reports.

ACTIVE NON-RESIDENT: Mikel Dunham, freelance author; John R. Hanny, freelance author; Jessica Leshnoff, correspondent, Research USA; Donna M. Reed, VP of news publishing, Media General Inc.

PROVISIONAL UNDER 30: Adonai Morales, staff journalist, NAHPF.

ACTIVE REINSTATEMENT: Charles Aldinger, correspondent, Reuters America; Rudy Arredondo, editor, National Hispanic

Political Reporter; Janet Coleman, executive editor, FDC Reports; Lauren Markoe, reporter, The State; Michael McCaughan, editor in chief, FDC Reports; Karl Uhlendorf, executive editor, FDC Reports.

ACTIVE UNDER 34 REINSTATEMENT: Sunil Iyengar, managing editor, FDC Reports.

AFFILIATE: Fatma Al-Khalifa, director of information office, Embassy of Kuwait.

ASSOCIATE: Martin Einhorn, executive VP of public relations, System Quality Corp.; Barton R. Ribakow, president, Arthur Diamond Associates; Joe Seehusen, national executive director, Libertarian Party.

ASSOCIATE NON-RESIDENT: Laurence Moskowitz, CEO, Medialink.

REQUEST FOR ACTIVE STATUS: Marianne Weaver, managing editor, Homeland Defense Journal.

Total Members as of March: 3,647 vs. 3,704 March 2004.

Donnelly moved and the board approved retired dues status for 4 members.

Dunham noted that a weekend of events is being planned for non-resident members, July 16-17. He said he hopes to organize behind-the-scenes tours. People who want to do a long weekend will be able to attend a baseball game Thursday and the NPC awards dinner on Monday. He said the goal is to organize the event(s) without incurring costs for the Club.

April 11 is the reception for newly accredited Hill reporters and press secretaries.

March 31 is a Young Members Committee event with the National Association of Asian Journalists that will double as a recruitment event.

Initiation fees are waived during April.

TREASURER'S REPORT

In Zremski's absence, Salant asked Bloom and the auditing team for a briefing. Bloom the final report will be

presented at the May meeting, but the auditing team was in attendance to provide a draft. He said any board questions should go to Zremski, who would forward them to Jones.

The board moved into executive session to discuss financial and legal matters and then resumed open session.

Salant said the Club's financials are generally slightly ahead of 2004 but below budget, so the rest of the year will be challenging. One factor is an unexpectedly high heating bill.

Salant moved and the board approved increasing the returned-check fee from \$10 to \$35.

GENERAL MANAGER'S REPORT

Bloom said he has hired a project manager for the 4th floor studio/archives expansion project. The project manager will assist in permitting, hiring the architect and helping to budget. Bloom said he has also hired an architectural firm, Lawson Associates, and expects its fees to be \$125,000. He said the proposed lease is being reviewed by a Club attorney. In addition, Bloom said he met with the Club's bankers and requested a \$1 million loan and received a strong commitment. The National Press Foundation has received a request from the Friends of the National Journalism Library to release \$350,000 of the bequest that Eric Friedheim made for the Library. The money will be used for the archives portion of the 4th floor project. Bloom said he hired the operation manager of the former tenant of the 4th floor video company. Bethel asked Bloom what steps he is taking to encourage women- and minority-owned businesses to bid on parts of the project. Smith asked what dollar value of contracts Bloom has authority to approve and when the board must approve contracts. Bloom said the board approves contracts valued at \$20,000 or more. Donnelly said if a project manager is hired, he wants to be sure a general contractor is not hired as well. Bloom said he hasn't gotten that far. He said so much of what is being done is mechanical and electrical, and the architect will oversee that. Bloom said he would like a group of board members to look at the architectural drawings, but every time there are revisions, it costs additional money. Bloom said his priority is to get the studio built so it can start generating income. Groppe asked whether there have been any problems with the 4th floor tenant, which sued the Club on an unrelated matter. Bloom said they offered their

old equipment; he declined. He said a hearing is scheduled on the lawsuit in May.

Bloom also reported he met with representatives of Quadrangle, the building's new owners. Elevator keys are now in use for after hours and on weekends. He said there have been some glitches that are being worked out. He said he talked with the company that provides the elevator keys to see about incorporating this technology in the Club. A lot of work is being launched around the building, including plans to tear up the 14th Street sidewalk. Quadrangle is upgrading all security cameras in the building and will refurbish the retail area, including adding a roof over the Filene's Basement to create a first-floor courtyard. He said he suggested a Quadrangle representative attend a board meeting to discuss plans for the building. Quadrangle is also interested in ideas for making the building attractive to more media tenants. Salant said efforts to drive out small bureaus isn't media friendly. Bloom said Quadrangle said the rumors to that effect didn't come from them and that they have no intention of driving anyone from the building.

Bloom said he, Hamrick, Gil Klein and some Club staff members met with representatives of XM satellite radio, who are eager to move forward with the idea of airing an hour a week of Club programming.

PRESIDENT'S REPORT

Dunham said Tammy Lytle has been meeting with the filmmakers who are working on a documentary of the Club's first 100 years. He asked any board members with concerns to pass them on to Lytle.

He said the reception to honor the late Eric Friedheim, Library benefactor, will be May 3. He said he and Klein, president of the Library board, signed a letter asking for the National Press Foundation to release a portion of the Friedheim bequest for use in the expansion of the archives.

He said Bethel won the 2004 President's Club top prize for recruiting the most members.

He thanked the Professional Affairs Committee for an outstanding seminar on jailing journalists, which featured Judith Miller of the New York Times and Matt Cooper of Time magazine, both threatened with jail sentences, and Vanessa

Leggett, a freelancer who served the longest jail time of any U.S. journalist for refusing to name sources. He said the Freedom of the Press Committee, Schoo and Geneva Overholser on a good panel on government secrecy.

He said the Club will pair with Hotline for a comedy night April 1. He said ticket sales were lagging and that 425 need to be sold to break even. The board engaged in a lengthy discussion about the event, raising questions about why the Club was put at financial risk for more money than the three committees involved have for their entire combined budgets, especially when the co-sponsor has no financial risk. Bjerga, liaison to the Young Members Committee, fielded most of the questions. Questions were also asked about why one of the presenters, a professional comedian, is being paid and flown in from California and why a promoter is being paid \$2,000. Board members expressed concern that an agreement had been made without the board's knowledge to share any profits with the Will Rogers Comedy Foundation. Various board members stressed that the president should have been informed of some of these decisions as they were being made. Bethel volunteered to draft a policy on making donations to outside groups. Donnelly said he has four other concerns he hopes Bethel will address: a clear policy on donations, clarification on how committees can use their budgets, whether a co-sponsor of an event should share any financial risk, clarification about whether performers should be paid and clarification on paying people to promote Club events.

CHAIRWOMAN'S REPORT

Leinwand assigned the Personnel Committee to work on the negotiation of the union contract, which expires in September. (Personnel Committee chaired by Smith.) She advised the board that if anyone is approached by a staff or Club member who has a particular concern about the negotiation, the proper course of action is to take the matter to her, and she will refer it to the Personnel Committee.

OLD BUSINESS

Salant said he has had only two email responses to the proposed changes in the Constitution and Bylaws, including one about allowing affiliates and associates to vote in

committee meetings. The board reviewed the proposed changes, title by title. (See attachment.)

Unless noted below, the board agreed to the proposed changes offered by the Constitution and Bylaws Committee.

Article III:

Smith moved that non-resident members be permitted to vote in Club elections. The motion was approved 7-3. Dunham, Smith, Donnelly, Bethel, Hamrick, Gallagher and Groppe voted yes. Salant, Leinwand, Bjerga voted no.

During discussion, Leinwand said she opposes allowing non-resident members vote because they do not come to the Club regularly and do not know the issues and they pay lower dues. Bethel said if people pay dues, they ought to have a vote. Donnelly said non-resident members should be able to vote in Club elections because that enhances the idea of it being a National press club. Bjerga said he is not opposed to some kind of proportional voting.

Bethel moved to include the proposed definition: Acceptable evidence of a domestic partner arrangement is marriage, cohabitation, engagement or documentation that both parties are responsible for each other's financial welfare. The vote was 1-9 with Bethel voting yes and Dunham, Smith, Donnelly, Salant, Leinwand, Bjerga, Groppe, Gallagher and Hamrick voting no. Bynum said if she had a vote, she would have voted no.

During discussion Smith said it is onerous in a membership organization. Hamrick said it would simply avoid abuse by people who use it as a way to get two memberships for almost the price of one. Dunham said the policy, without the additional definition, has been the Club policy since 1999 and he is unaware of a single case of abuse. Smith said if domestic partners must show proof of their relationship, it involves bank statements, mortgages, wills and other private documents, whereas married couples must show only a marriage license. She said both are invasive, but the proof of a domestic partnership especially so. Bynum said dues are renewed annually, so abuse seems unlikely. Groppe asked Bloom what the staff would do if the definition were included. He said it would be ignored. Donnelly said it appeared that the definition was a non-solution to a non-problem.

Salant moved approval of the revisions to the Constitution and moved that the board recommend the changes to the general membership for its action May 6. The board approved Salant's motion 9-1 with Dunham, Smith, Donnelly, Salant, Leinwand, Bjerga, Groppe, Gallagher and Hamrick voting yes and Bethel voting no.

BYLAWS

Salant said the revision of duties for the officers was to bring the Bylaws into compliance with practice. During discussion, board members said they agree that email votes can be taken, but board members must receive 24 hours' notice.

Bethel moved and the board agreed to change Article III, Section 7 to read: Resident members reside in, or have their principal places of employment in the following areas: Washington, D.C., the Maryland counties of Montgomery, Anne Arundel, Calvert, Charles, Frederick, Howard and Prince George's; Baltimore; the Virginia counties of Arlington, Fairfax, Loudon, Prince William, Culpeper, Fauquier and Stafford; and the cities of Alexandria, Fairfax, Falls Church, Manassas, Manassas Park and Fredericksburg.

Salant moved, and the board unanimously approved, that the board approve and recommend approval of the general membership various changes in the Bylaws. (see attached).

Dunham moved and the board unanimously agreed to revise Article III of the Constitution to remove 3 phrases and define active, affiliate or associate membership categories by including a reference to residence, and to recommend the general membership approve the same at the May 6 meeting.

Salant moved and the board unanimously approved a revision in Article III of the Constitution to reflect the non-resident membership definition as reflected in the revised Bylaws, and to recommend same to the general membership.

Salant moved and the board approved adoption of the following baseball ticket policy:

Opening Day will be auctioned off at the 5K silent auction.

Beginning Jan. 1 or when the schedule is available, whichever comes second, board members will be given an opportunity to buy tickets for one game to the Nationals,

except Opening Day. Tickets will be given out on a first-come, first-served basis. Either two or four tickets must be purchased.

Beginning Feb. 1, committee chairs and vice chairs will be allowed to buy tickets for one game to the Nationals. Either two or four tickets must be purchased. In addition, committee chairs and vice chairs should indicate how many sets of tickets they would like as prizes for club events such as Pub Quiz and the 5K. Tickets will be given out on a first-come, first-served basis, except that tickets for prizes will not be given out until the end of the month, after board members and committee chairs have a chance to buy their tickets.

Beginning March 1, club members can buy tickets for up to three games. Board members and committee chairs/vice chairs can buy up to two more games. Tickets will be given out on a first-come, first-served basis. The list of games will be posted on the Web site and be available at the front desk.

Beginning the last Friday of the month, any unsold tickets for the following month will be sold to members on a first-come, first-served basis. There will be no limit on the number of games a member can buy. The list of games will be available on the Web and at the front desk.

Salant moved adoption of a policy on Book and Author events. Smith moved to table, and the board agreed.

BOARD COMMITTEE AND LIAISON REPORTS

Hamrick said area chefs will provide information about a fundraiser for Chef Jim Swenson's son, and the material will be included in the Record.

Bethel said a members asked for a better grade of scotch for the Reliable Source bar. Smith said she would refer it to the House Committee.

International Correspondents Committee will have an event April 13 with Frank Sesno, former CNN reporter.

Groppe said the Scholarship Committee needs judges for entries and provide details.

The next meeting is April 25, 2005.
The meeting adjourned at 10:50 pm.

Proposed Revised Bylaws

Deletions are underlined; revisions in **bold**

Article I

OFFICERS

Section 1. President: The President shall be the principal executive officer of the Club. Subject to the control and direction of the Board of Governors, the President shall in general supervise the business and affairs of the Club, and shall ensure that all orders and resolutions of the Board of Governors are carried into effect. The President shall preside at all meetings of the Club. With the Secretary or any other proper officer of the Club, authorized by the Board of Governors, the President may sign and execute any deeds, mortgages, bonds, contracts or other instruments which the Board of Governors has authorized to be executed or has delegated to his or her discretion to execute on behalf of the Club, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the Office of the President and have such other powers as the Board of Governors may from time to time prescribe.

Section 2. Vice President: The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President. When so acting he or she shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties and have such other powers as the Board of Governors may from time to time prescribe.

Section 3. Secretary: The Secretary or a designee under the direction of the Secretary shall be responsible for and supervise all elections and all issues put to a vote of the Active members, shall keep the roster and records of the Club, shall attend all meetings of the members and of the Board of Governors, shall record all the proceedings of the meetings of the members and of the Board of Governors. and shall perform like duties for standing committees when so requested. The Secretary shall see that all notices are duly given in accordance with the Constitution and these Bylaws or as required by law or directed by the Board of Governors, **shall ensure that all amendments and other actions requiring membership approval are scheduled for a vote at the next appropriate membership meeting,** and shall perform such other duties as may be prescribed by the Board. of Governors. The Secretary shall post official notices on the Club bulletin board **and Web site of the Club** of such actions as may be necessary for the information of members **and shall be responsible for providing summaries of board meetings and other board actions to the Record.** No unofficial notice shall be posted in the Club without the approval of the Secretary except on a bulletin board designated by the Board for open membership use. **The Secretary shall be responsible for posting Club policies adopted by the Board on the Web site.** The Secretary shall have custody of the corporate seal of the Club, and shall have the authority to affix the same to any instrument requiring it and when so affixed it may be attested by the signature of the Secretary. The Board of Governors may give general authority to any other officer to

affix the seal of the Club and to attest the affixing by such officer's signature. The Secretary may attest all instruments signed on behalf of the Club by the President or Vice President. The Secretary shall in general perform all duties incident to the Office of Secretary and such other duties as the Board may from time to time prescribe.

Section 4. Treasurer: The Treasurer shall be the custodian of all corporate funds and securities of the Club, shall see to the discharge of all financial obligations of the Club, shall have general charge of the Club's finances, shall see that full and accurate accounts of receipts and disbursements are kept in books belonging to the Club, and shall see that all moneys and other valuable effects are deposited in the name and to the credit of the Club in such depositories as may be designated by the Board of Governors. The Treasurer shall see that funds of the Club are disbursed as ordered by the Board of Governors and that proper vouchers are taken for such disbursements. The Treasurer shall render to the President upon his or her request to the Board, at its regular meeting or when the Board requests, an account of all financial transactions of the Club and of the financial condition of the Club. The Treasurer **shall initiate enforcement of Bylaws and House Rules in regard to members' financial obligations to the Club**, and shall perform all other duties incident to the Office of Treasurer and such other duties as the Board of Governors may from time to time prescribe.

Section 5. Membership Secretary: The Membership Secretary **shall recommend to the Board of Governors candidates for membership** and shall recommend dues waivers to the Board of Governors. **The Membership Secretary shall lead Club efforts to recruit and retain members, and shall report to the Club annually on membership levels and trends. The Membership Secretary, not later than 30 days before each election, shall examine the roster of Active members and advise the Board, whether such members, by change of occupation or otherwise, have ceased to be eligible for Active membership.** shall initiate enforcement of Bylaws and House Rules in regard to members' financial obligations to the Club. The Membership Secretary shall also serve as Board Liaison to the Membership Committee.

Article II

BOARD OF GOVERNORS

Section 1. First Meeting of Each Board: The first meeting of each newly elected Board of Governors shall be held immediately after the annual January meeting of Active members, and no notice of such meeting shall be necessary in order to constitute the meeting legally, provided a quorum is present. In the event such meeting is not held at that time, such first meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board. or as shall be specified in a written waiver of notice signed by all of the Governors.

(a.) Chairman and Vice Chairman: At its first meeting each new Board shall elect a Chairman and a Vice Chairman. The Secretary shall conduct the voting, and a majority of all those present and voting shall be required for election. The Chairman shall develop the agenda for each subsequent meeting of the Board, preside at all meetings of the Board, and appoint chairmen chairs and members of Board committees. The Chairman of the Board of Governors, with the President,

shall ensure **that the President carries out** all decisions of the Board. are carried out. The Chair **shall appoint Board Liaisons to all Club committees,** and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

(b.) Duties of Vice Chairman: The Vice Chairman of the Board of Governors, in the absence of the Chairman or in the event of the Chairman's inability or refusal to act, shall perform the duties of the Chairman. When so acting, he or she shall have all the powers of, and be subject to, all the restrictions upon the Chairman. The Vice Chairman shall also perform such other duties and have such other powers as the Board of Governors may from time to time prescribe.

Section 2. Regular Meetings: Regular meetings of the Board of Governors **shall may** be held without notice at such time and place as shall from time to time be determined by the Board. **monthly. Notice of such meetings shall be published in the Record and posted on the Web site. The Board may, by majority vote of those present, cancel a meeting. Notice of such cancellation shall be published in the Record.**

Section 3. Special Meetings: Special Meetings of the Board of Governors or any committee thereof shall be held whenever called by the Chairman or the President or the chair of such committee, as the case may be. Notice of the meeting shall be **delivered to each Governor or committee member in person or by phone and email mailed to each Governor or committee member, addressed to him or her at home or usual place of business, at least two days before the day on which the meeting is to be held, or shall be sent to him or her at such place by facsimile, email or other similar device, or be delivered personally or by telephone,** not less than four hours before the meeting is to be held. The notice shall state the date, time and place of the meeting and the purpose thereof, except as otherwise expressly provided by law or the Club's Constitution or these Bylaws.

Section 4. Required Vote: Except as otherwise provided by law or by the Club's Constitution or by these Bylaws, the vote of a majority of those Governors entitled to vote present at any duly called meeting at which a quorum is present shall be the act of the Board of Governors. The vote of a majority of the voting members of any committee at any duly called meeting at which a quorum is present shall be the act of that committee.

Section 5. Presumption of Assent: A Governor of the Club who is present at a meeting of the Board of Governors at which action on any Club matter is taken shall be presumed to have assented to the action unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as secretary of the meeting before adjournment, or forwards such dissent by registered mail to the Secretary of the Club within two business days after the adjournment of the meeting. Such right to dissent shall not apply to a Governor who voted in favor of such action.

Section 56. Telephone Meetings: Members of the Board of Governors or any committee designated by the Board of Governors may participate in a meeting of the Board or such committee by means of a conference call telephone or by means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 67. Action Without a Meeting: Unless otherwise restricted by law or by the Club's Constitution or by these Bylaws, any action required or permitted to be taken at any meeting of the Board of Governors or of any committee composed exclusively of Board members may be taken without a meeting **if the matter to be voted on would be moot if delayed until the next regularly scheduled Board meeting. The vote will remain open for 24 hours after being called by the Chair and should be noted at the next regular Board meeting and included in the minutes,** if all members of the Board or the committee, as the case may be, consent thereto in writing. Such writing or writings shall be submitted to the Secretary of the Club and filed with the minutes of the proceedings of the Board or committee. **Notice of such a vote shall be the same as that of a special meeting.**

Section 7. Committees of Governors: (a.) The Board of Governors may designate one or more committees, including an executive committee, each committee to be composed exclusively of Board members. As provided in Section 1, the Chairman of the Board of Governors shall appoint the members and chairmen of such committees. If a member of a committee shall be absent from any meeting, or be disqualified from voting thereat, the committee chairman may appoint another member of the Board of Governors to act at the meeting in the place of such absent or disqualified member. Except as restricted by law, any such committee, to the extent provided in a resolution of the Board of Governors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Club, and may authorize the seal of the Club to be affixed to all papers which may require it. Each committee shall keep regular minutes of its meetings and report the same to the **apprise the Board of Governors of its actions and activities. Affiliate and Associate Governors will be permitted to vote in committee.**

(b.) **The Board shall establish an audit committee to meet with the Club auditors three times a year. The audit committee shall be chaired by the Board chair, who shall name two other Board members to the panel.**

Section 8. Committee of the Whole: A Committee of the Whole, comprised of all of the voting and nonvoting members of the Board of Governors, shall consider and approve the budget prior to its consideration by the Board. Affiliate and Associate Governors shall be entitled to vote in committee. The Board of Governors shall not vote on any budget unless it is first approved by the Committee of the Whole. The Secretary shall keep committee minutes and they shall be included in the minutes of the Board meeting at which the budget is approved.

Section 9. Other Committees: With the approval of the Board of Governors, The President may **shall** appoint one or more additional committees, each committee to consist of such members or alternate members, with Governors or non-Governors, as the President and the Board shall determine. Except as restricted by law, by the Club's Constitution or by these Bylaws, each such committee shall serve at the pleasure of the **President** Board of Governors and shall have such power and authority as provided in a resolution of the Board, except that **and** no such committee shall have the independent power to bind the Club or act in its name. With the approval of the Board of Governors, the President shall appoint members to nine standing committees: Archives, Entertainment, Fellowship, House and Bar, Library, Membership, Professional Affairs, Publications and Speakers, which shall perform duties assigned to them respectively by

the Board. Members of committees named by the Board of Governors shall not be considered legal agents of the Club unless specifically appointed as legal agents by the Board. Affiliate and Associate members may vote in committee.

Section 10. Club Trusts: The Board of Governors, at its discretion, may establish such trusts and appoint such trustees to hold assets of the Club as it shall deem in the best interests of the Club.

Section 11. Employees: On behalf of the Club, the Board of Governors may employ or authorize the employment of such persons and under such terms and conditions, including such compensation, as it shall deem in the best interests of the Club.

Article III

MEMBERSHIP

Section 1. Candidates proposed for membership must be sponsored in writing by at least two members in good standing, including at least one Active member. In approving an application for membership, the Board of Governors shall make a determination that, in its judgment, the applicant's professional qualifications and character warrant his or her election to one of the classes of Club membership. Approval of applicants shall be by a majority of those members of the Board present and voting; however, as provided in the Constitution, approval of Honorary members shall be by vote of three-fourths of those members of the Board entitled to vote. Board approval of an application for membership becomes effective only upon payment of such initiation fees and dues as may be established by the Board from time to time. The meeting of the Board of Governors for the election of members shall be closed to all members who are not governors or officers.

Section 2. The Board of Governors shall have full authority to pass upon the qualifications of all applicants for membership in any classification, and, upon proper representation, to transfer a member from one classification to another. , and it shall duly record all such transfers in its minutes. If the Board rejects an application for membership or declines to act upon an application, the candidate shall not again be proposed for membership until six months from the date of that Board decision.

Section 3. At least each year, the Board of Governors shall examine the roster of Active members to ascertain whether any such members by change of occupation or otherwise have ceased to be eligible for Active membership. All determinations regarding professional standing shall be made by the Board of Governors at its sole discretion, and in no case shall so-called "credentials" from any publication or news service be sufficient to establish eligibility in the absence of other evidence satisfactory to the Board. Not later than thirty days before each annual election, the Board shall certify and cause to be posted on the Club bulletin board the list of Active members as determined by the procedure outlined herein.

Section 4. No member shall be transferred from Affiliate, Associate or Non-Resident membership to Active membership without ten days' prior notice to the **member.** members by posting on the Club bulletin board. When an Active member gives up news media work and enters another vocation, he or she shall promptly notify the **Membership Secretary** who with the approval of the Board of Governors, shall transfer his or her name to the Affiliate list within sixty days.

Section 5. Members may resign from the Club by returning their membership cards to the Club office with a written resignation. Until the membership card and resignation are received, such members will continue to be liable for payment of dues.

Section 6. Members who have resigned from the Club while in good standing may be reinstated at the discretion of the Board of Governors. Members who have been suspended for failing to satisfy a financial obligation to the Club may be reinstated at the discretion of the Board of Governors and upon payment of all amounts owing to the Club. A reinstatement fee shall be set by the Board of Governors and may be waived by the Board.

Section 7. (a.)Active, Affiliate and Associate members reside in, or have their principal places of employment in the following areas: Washington, D.C.; the Maryland counties of Montgomery and Prince George's; the Virginia counties of Arlington, Fairfax, Loudon, and Prince William, and the Virginia cities of Alexandria, Fairfax, Falls Church, Manassas and Manassas Park.

(b.)Persons living and working in the following areas can choose either Resident or Nonresident status: the Maryland counties of Anne Arundel, Calvert, Charles, Frederick and Howard, as well as Baltimore city; the Virginia counties of Culpeper, Fauquier and Stafford, as well as the city of Fredericksburg; and the West Virginia counties of Berkeley and Jefferson.

Section 7. Resident members reside in or have their principal places of employment in the following areas: Washington, D.C.; the Maryland counties of Montgomery, Anne Arundel, Calvert, Charles, Frederick and Howard and Prince George's; the Virginia counties of Arlington, Fairfax, Loudon, Culpeper, Fauquier, Stafford and Prince William; Baltimore city; and the Virginia cities of Alexandria, Fairfax, Falls Church, Manassas, Fredericksburg and Manassas Park.

Article IV

FEES AND DUES

Section 1. The Board of Governors shall set dues, initiation fees and other fees as provided by the Constitution and these Bylaws. Any proposed changes in dues or fees shall be posted on the Club bulletin board and **Web site and** published in the NPC Record, and shall not be effective until after **they are brought up for a vote at** the next duly called meeting of Active members. In the case of a quorum not being present at such meeting, the **proposed** schedule of dues and fees as promulgated may be adopted by the Board.

Section 2. The Board of Governors, by a vote of two-thirds of those Board members present and voting, entitled to vote, may for sufficient cause, waive the dues of any member for up to six months.

Section 3. Members below the age of thirty-~~five~~ four shall pay reduced dues as set by the Board of Governors.

(Section 4. Upon request, the Board of Governors may grant a reduction in dues to any member who is at least sixty-five years of age and retired, or at an earlier age in the case of such member's disability, and who has been a member for at least ten years, and whose

income from all sources upon retirement is substantially lower than his or her total income immediately before retirement.

Section 5. Members who reside in or have their principal places of employment in the MSA shall pay their dues semiannually, or, at their option, annually. However, upon request, a member may pay dues in monthly installments, in advance, on or before the tenth day of each month. The Board of Governors shall set the billing periods and the dates for payment of dues and other fees or bills, shall impose such penalties or sanctions for delinquencies in payment, including possible suspension or expulsion, as it shall deem appropriate, and shall have the power to waive any such penalties or sanctions at its sole discretion. Any member delinquent in payment of dues or fees shall not be considered a member in good standing.

Article V

MEETINGS

Section 1. Annual, periodic and special meetings of the membership shall be scheduled by the Board of Governors as required by the Constitution, with notice as provided therein.

Section 2. Only Active members shall be entitled to vote, and each Active member shall be entitled to one vote on each matter put to a vote.

Section 3. When a quorum is present, all matters shall be adopted by majority vote of those present unless otherwise specified in the Constitution and Bylaws.

Section 3. When a quorum is present at any duly called meeting, all matters shall be determined, adopted and approved by the vote (which need not be by written ballot) of a majority of those members present, entitled to vote and actually voting on the matter, unless the proposed action is one which by law, by Articles of incorporation or by the Club's Constitution and Bylaws, a different vote is specified or required, in which case such provisions will govern. Any matter so adopted and approved shall be the act of the members of the Club.

Section 4. The order of business at the annual meeting of members shall be as follows: reading of the minutes of the last meeting, report of the officers, report of the Board of Governors, installation of officers, old business, and new business. The Board of Governors shall decide the order of business at all special meetings of members.

Article VI

NOMINATIONS AND ELECTIONS

Section 1. Nominations. All nominations of candidates for election as Governors or officers shall be in the form of a written petition signed by at least fifteen Active members, except in the case of nominations for President for which the signatures of at least twenty-five Active members shall be required, and in the case of the two Governors elected by the Affiliate and Associate members for which the signatures of at least fifteen members other than Active members shall be required. Nominating petitions shall be filed with the Secretary and referred to the Board of Governors no later than twenty days

before the election of officers and Governors is scheduled to be held. No Governor whose term of office extends beyond the next annual meeting may be nominated as an officer in an annual election unless he or she submits a written resignation as a Governor effective no later than the next annual meeting. Candidates placed in nomination shall have the right to withdraw their names by written notice to the Secretary. The Board of Governors shall not place on the ballot the name of any person who is not a member in good standing.

Section 2. Ballots. The nominations shall be arranged in alphabetical order under headings designating the positions for which the nominees have been nominated, and the ballot shall indicate on its face, under the title of each position, the number of candidates to be elected to each such position. A copy of the ballot shall be posted on the Club bulletin board and either published in the NPC Record or mailed to each member entitled to vote in the election not later than the tenth day preceding the day of the election, and shall remain so posted until the close of the polls. No member shall be precluded from writing on the ballot the name of any member in good standing and eligible to hold the position for whom the member desires to vote. The Secretary shall see to the printing and publication of ballots and the means for conducting an election by secret ballot, and shall be responsible for and supervise all elections. and issues put to a vote of the members. No person shall be permitted to solicit votes within the room where the balloting is in progress or within such larger area as the Board of Governors may designate.

Section 3. Election Board. The **Secretary, with the approval of the** Board of Governors, shall appoint five Active members in good standing to serve as an election board in charge of the balloting and counting of votes. One member of the election board shall be named by the **Secretary** Board of Governors as its chairperson. All questions relating to Club elections, including questions about the validity of ballot, shall be determined by the election board, subject to appeal to the Board of Governors, whose decision shall be final. The Membership Secretary shall furnish to the election board a list of names of the members in good standing who are eligible to vote in each election before the polls open, and thereafter during the day of the election the name of every member who may subsequently qualify. No member shall be qualified to vote who is delinquent in any financial obligation to the Club, including dues for the current billing period.

Section 4. Voting. **(a.)** The polls shall be open from 8 a.m. to 7 p.m. on the day of elections. Members can either cast their ballots in person on the day of voting or by absentee ballot before the polls open. under procedures adopted by the Board of Governors.

(b.) Maximum participation by members in Club elections, including participation by mail -in ballots, should be encouraged.

(1.) Starting on the cover date of the NPC Record containing the sample ballot, an eligible member may obtain a ballot by turning in a personally signed request to the business office that is received by close of business eight days before the election, accompanied by a stamped envelope addressed to the member's home or temporary address, but not the member's business if it differs from home; or delivered in person during business hours, until the close of business on the day before the election.

(2.) Each member must request an absentee ballot separately. Bundled requests will not be honored.

(3.) Individual ballots may be returned by mail, messenger or in person until the polls close. Multiple ballots bundled in a single package or delivery will be disqualified.

(4.) Along with each absentee ballot the Club will provide two return envelopes, one for placement inside the other. The outer envelope shall identify the voter and the inner envelope shall not. Outer envelopes shall be retained 60 days after the election.

(5.) Total absentee and total live ballots cast shall be reported separately.

(6.) These rules shall be printed in the Record containing the sample ballot, and linked prominently on the Club's Web site.

Section 5. Counting. The votes shall be counted immediately after the closing of the polls, and at least four members of the election board and **the Secretary** one member of the Board of Governors shall be present when the votes are counted. The candidate(s) receiving the highest numbers of votes shall be declared elected in order until the number of candidates to be elected is filled. The results of each election shall be posted in a prominent place in the Club immediately after they have been verified by the election board. The results of each election shall be formally announced by the chairperson of the election board at the annual meeting, when the candidates receiving the highest numbers of votes shall be declared duly elected. In case of ties, the Board of Governors shall schedule a **runoff** run-off election of the tied candidates under procedures to be approved at that time.

Section 6. Maximum participation by members in Club elections, including participation by mail -in ballots, should be encouraged. The membership office is directed to give a mail-in ballot to any member in good standing who makes such a request in writing. Members must request the mail-in ballot in person no later than eight days prior to the election, fill out the required form and, if requested, provide a photo-identification card. The completed ballot must be received by NPC officials before the membership office's normal close of business on election day.

Article VII

INTERESTED OFFICERS OR GOVERNORS

No contract or transaction between the Club and one or more of its Governors or officers, or between the Club and any other corporation, partnership, association or other organization in which one or more of its Governors or officers are Governors or officers, or have financial interest, shall be void or voidable solely for this reason, or solely because the Governor or officer is present or participates in the meeting of the Board of Governors or committee thereof which authorizes the contract or transaction, or solely

because his, her or their votes are counted for such purpose, if (a.) the material facts as to his or her relationship or interest as to the contract or transaction are disclosed and are known to the Board of Governors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested Governors or committee members, even though such majority of the disinterested Governors or committee members be less than a quorum; or (b.) the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known by the members of the Club entitled to vote thereon, and the contract or transaction is specifically approved by vote of the members of the Club; or (c.) the contract or transaction is fair as to the Club as of the time it is authorized, approved or ratified by the Board of Governors, a committee thereof, or the members of the Club. Interested Governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors or of a committee which authorizes the contract or transaction.

Article VIII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts: Unless otherwise prohibited or restricted by law, the Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances and instruments.

Section 2. Loans: Unless authorized by a resolution of the Board of Governors, no loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in the name of the Club, except indebtedness incurred for goods or services purchased, leased or otherwise acquired on account in the ordinary course of the Club's business. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 4. Deposits: All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies and other depositories as the Board of Governors, or, if the officers are so authorized by the Board, the officers may direct. For the purpose of deposit and collection for the account of the Club, checks, drafts or other orders for the payment of money which are payable to the order of the Club may be endorsed, assigned and delivered by any officer of the Club.

Article IX

GENERAL PROVISIONS

Section 1. Execution of Financial Instruments: All checks or demands for money and notes of the Club shall be signed by such officer or officers or other such person or persons as the Board of Governors may from time to time designate.

Section 2. Fiscal Year: The fiscal year of the Club may be fixed by resolution of the Board of Governors.

Section 3. Seal: The Board of Governors may by resolution adopt a corporate seal which shall have inscribed thereon the name of the Club, the year of its organization and the jurisdiction of incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 4. Voting Securities of Other Corporations: The President or any other authorized officer or Governor shall have the authority to vote on behalf of the Club those securities of any other corporation which are owned or held by the Club, and may attend meetings of members or execute and deliver proxies for such purpose.

Section 5. Form of Records: Any records maintained by the Club in the regular course of its business, including its books of account and minutes books, may be kept on or be in the form of magnetic tape, magnetic or optical disk, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable period of time. The Club shall so convert any record so kept upon the request of any person entitled to inspect same.

Section 6. Fidelity Bonds: The Club may secure the fidelity of any or all of its officers, employees or agents by bond or otherwise. Any or all of the officers or agents of the Club may be required to give bond for the faithful discharge of his, her or their duties in such form, for such amount, and with such sureties as may be determined by the Board of Governors. The cost of all bonds secured by the Club shall be borne by the Club.

Article X

NOTICE

Section 1. Notice Procedure: Whenever notice is required to be given to any Governor or member by law or by the Club's Articles of Incorporation, by the Club's Constitution or by these Bylaws, such notice shall be deemed to have been given to each person entitled to notice when mailed to each person so entitled, or when posted on the Club bulletin board, or when published in the NPC Record.

(eliminates never used provision of mailing notice)

Section 2. Waivers of Notice: Whenever the giving of any notice is required by law, by the Club's Articles of Incorporation, by the Club's Constitution or by these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, either before or after the event of which notice is required, shall be deemed equivalent to notice. participation Attendance of a person at a meeting shall constitute waiver of notice of such meeting, except when the person attends such a meeting **participates** for the express purpose of objecting at the beginning of the meeting to the transaction of any business at such meeting because the meeting is not lawfully called or convened, and, having objected, the person takes no further active part in the meeting. Neither the business to be acted on nor the purpose of any regular or special meeting of the members, Governors or members of a committee of Governors need be specified in any written waiver of notice, unless so required by law, by the Club's Articles of Incorporation or Constitution or by these Bylaws.

Article XI

AMENDMENTS

These Bylaws may be altered or amended under rules and procedures set forth in the Constitution of the Club.

Proposed Revised Constitution

Deletions are underlined; revisions in **bold**

Article I

NAME OF ASSOCIATION

This Association shall be known as "The National Press Club of Washington, D.C."

Article II

PURPOSES

The Club shall provide people who gather and disseminate news a center for the advancement of their professional standards and skills, the promotion of free expression, mutual support and social fellowship.

Article III

MEMBERSHIP

Section 1. The Club shall consist of persons whose professional qualifications and character, in the judgment of the Board of Governors, hereinafter constituted, shall warrant their election to any one of the following classifications:

(a.) Active Members: Persons who reside in or have their principal places of employment within the geographic area defined in the Bylaws, and whose principal activity for the previous twelve months meets one or more of the following criteria:

(i) Reporters, editors, writers, publishers, editorial and news cartoonists and artists, news photographers, producers, librarians, presidents, general managers, videographers, web masters and other editorial employees who work for qualified news outlets.

Qualified news outlets include publications, news services, broadcast outlets and news internet sites that meet the following criteria:

- They are regularly issued and supported by advertising or paid subscription, or, they are published or funded by nonprofit organizations and operate with editorial independence from any political, governmental, commercial or special interest.
- Their primary purpose is the dissemination of news.
- They are not house organs of any organization or movement.

(ii) Those persons whose primary professional activity is teaching journalism at college level, such as instructors, professors, or deans - but excluding those who serve in a public information capacity for educational institutions.

(iii) Non-fiction authors whose work has been published by a commercial publishing house and whose principal activity is writing books.

(iv) Persons who joined the Club as Active members prior to the Jan. 1, 2004, change in the Club's constitution and who remain in the jobs they held at the time they joined the Club.

(b.) Affiliate Members: Persons who have been Active members of the Club but who no longer qualify as Active members, reside in or have their principal places of employment within the geographic area defined in the Bylaws, persons who are actively engaged full-time in public information or editorial duties for a foreign or domestic government agency, and those persons who have been employed for not less than five years of the past ten years or ten years overall in jobs that would have qualified them as Active members.

(i) Persons who work full-time for the qualified news outlets identified in (a)(i) as business managers, advertising managers, circulation managers, promotion managers, systems operators, and other non-editorial employees.

(c.) Associate Members: Persons whose profession or business involves regular contacts with members of the press or whose duties involve preparation or dissemination of news and information, and who reside in or have their principal place of employment within the geographic area defined in the Bylaws; persons who by principal profession or business are book or play authors, book or film editors, poets, television or script writers or book publishers.

(i) This class includes the following individuals, not to exceed thirteen in all, who shall not pay initiation fees or dues: the Superintendents of the United States Senate and House of Representatives Press Galleries and their immediate assistants, the Superintendents of the Radio-Television and Periodical Galleries of the House and Senate, the Superintendent of the Senate Photographers Press Gallery, and at the discretion of the Board of Governors up to four other employees of those Galleries, the Director of Foreign Press Centers and the Director of the Washington Foreign Press Center of the United States Information Agency (or its successor organization). This waiver of fees and dues shall not be considered as honorary membership, but rather, granted in consideration for and for the purpose of the service of these individuals in supervision of Club elections.

(ii) No persons shall be elected as Associate members if the total number of Associate members exceeds, or by their election would exceed, 45 **percent** % of the combined number of Active members, Provisional members, and those **Nonresident** members who but for their residence would qualify as Active members.

(d.) Graduate Student Members: Persons who are enrolled as full-time students in graduate-level journalism or communications school programs, not to exceed thirty-six months, and who shall be eligible, upon completion of the program, to be transferred to the appropriate category of membership upon the payment of initiation fees and dues.

(e.) **Nonresident** Non-Resident Members: Persons who, except as to residence or place of employment, would qualify as Active members, Affiliate members or Associate members; plus those who live and work in certain areas as defined in the Bylaws who choose to become Nonresident members. **Nonresident members shall be entitled to vote.** Persons living and working in the following areas can choose either Resident or Non-Resident status: the Maryland counties of Anne Arundel, Calvert, Charles, Frederick and Howard, as well as Baltimore City, the Virginia counties of Culpeper, Fauquier and Stafford, as well as the city of Fredericksburg and West Virginia counties of Berkeley and Jefferson.

(f.) Provisional Members: Persons who would be eligible to be Active members, but who have less than twelve months working press experience.

(g.) Widow/Widower Members: The widows or widowers of former members who, upon application, shall automatically and without initiation fees be admitted to Widow or Widower membership and who shall be charged an annual membership fee.

(h.) Honorary Members: Persons, numbering no more than 25 at any given time, to whom the Board of Governors, by a three-fourths vote of **Governors** those members of the Board of Governors entitled to vote, has granted honorary membership, which membership shall be examined at least annually by the Board and, in accordance with its guidelines, may be revoked at any time by a three-fourths vote of those members of the Board entitled to vote. Honorary members shall not pay dues, vote, hold elective office or sit on the Board of Governors.

(i.) Former Presidents: All former presidents of the National Press Club and the Washington Press Club shall be entitled to continue as Active members after the expiration of their terms in office so long as they continue to reside within the geographic area defined in the Bylaws.

(j.) Foreign Embassy Members: Each foreign embassy shall be allowed to fill up to three membership positions, upon payment of initiation fees as set by the Board of Governors. Each person appointed to such an embassy membership position shall be assessed the annual dues appropriate to the class of membership provided herein that best describes his or her professional duties and status.

(k.) The National Press Club encourages the membership of bona fide journalists whose publications are part of the growing world of electronic media. Journalists will qualify for Active membership if the following criteria are met:

(i) The electronic publication is a for-profit venture giving its chief attention to the gathering and disseminating of news or analysis, provided it is not an organ for a special interest group.

(ii) The publication is of interest to, and available to, a wide segment of the general public.

(iii) The publication provides frequent news and includes original content.

For on-line publications that meet the above qualifications, the type of journalists who will be eligible are those who fill jobs that mirror the following print classifications: editors, publishers, graphic artists, business managers, advertising managers, the circulation manager, the promotions manager, the chief librarian and the systems operator.

Section 2. Admission to membership shall be by vote of the Board of Governors, under procedures established in the Bylaws of the Club. All determinations regarding professional standing of applicants and members shall be made by the Board at its sole discretion. The Board at least once each year shall examine the roster of Active members to ascertain if any such member by change of occupation or otherwise has ceased to be eligible for Active membership. In carrying out this duty the Board shall have the power to require applicants and members to submit written representations on issues bearing on their qualifications for Active membership.

Section 3. The Board of Governors shall have the right to suspend or expel a member for cause. This shall be done only by a vote of a majority of all the members of the Board entitled to vote, after a hearing **before a Board committee** at which the accused member shall have the right to be present and in conformity with rules **that which** the Board shall adopt. This provision notwithstanding, under House Rules **that which** the Board shall adopt and from time to time revise, an authorized representative of the Board may impose **a** temporary suspension of a member for reasons of disorderly or disruptive conduct within Club premises **may be imposed**. This suspension may remain in effect until the next regularly scheduled meeting of the Board of Governors.

Section 4. Unless otherwise provided pursuant to law, or the Club's articles of incorporation or its bylaws, all members shall have equal privileges in the Club; however, except with respect to the Governors elected by Affiliate and Associate members, only Active members shall be eligible to vote and to hold office in the Club. This section notwithstanding, the Board of Governors shall have the right to schedule events of a purely journalistic nature open only to Active members.

Section 5. Spouses or domestic partners of Club members Persons married to Club members shall , upon written request, be granted such Club privileges as the Board of Governors may confer, upon **written request and** payment in accordance with the Club's dues and fees.

Section 6. Not more than fifty professional and executive tenants of the National Press Building shall be granted full Club privileges, with the exception of voting or holding office, so long as they are tenants in good standing. Persons who qualify for these privileges shall be subject to review by the Board of Governors. Such persons shall pay fees equal to the initiation fees and dues paid by Associate members.

Section 7. The Board of Governors shall have the authority, upon a majority vote at a meeting of Active members, to grant limited Club privileges on a contractual fixed-term basis to members of such other organizations as it might deem appropriate.

Article IV

GOVERNANCE

Section 1. There shall be a Board of Governors as the governing body of the Club. The business and affairs of the Club shall be managed by or under the direction of the Board. The Board of Governors may exercise all such powers of the Club and do all such lawful acts and things that are not by law, articles of incorporation, constitution or bylaws required to be done by the members. The Board of Governors shall adopt rules for the conduct of the members of the Club, and shall have full control of the property of the Club, except that the real estate or stocks or bonds representing such real estate, or equities owned or purchased by the Club or held by its trustees shall not be sold, conveyed or otherwise disposed of without the consent of a majority of the Active members of the Club, at a meeting duly called, at which a quorum is present. Nothing in this section shall be construed to prohibit the Board from selling and conveying any stocks, bonds or other securities purchased from current funds of the Club.

Section 2. The officers of the Club shall consist of a President, a Vice President, a Secretary, a Treasurer and a Membership Secretary, each of whom shall be an Active member. No person shall simultaneously hold more than one office.

Section 3. The Board of Governors shall consist of the officers of the Club, each of whom shall be elected for a period of one year, and seven other Active members, each of whom shall be elected for a period of three years. In addition, there shall be three non-voting members of the Board, one of whom shall be the immediate past president of the Club, and the other two shall be members elected for a two-year term by the Affiliate members and the Associate members voting as a single class. No person shall be simultaneously an officer and a Governor. The terms of the Board of Governors shall be staggered so that as nearly as possible the same number of full terms shall be filled at each election. Unless otherwise provided by a majority of all the members of the Board entitled to vote, officers and Governors shall be elected on the second Friday in December of each year. Those elected shall take office on the third Friday of the following January at the annual membership meeting. Each Governor and officer, including any appointed or elected to fill a vacancy, shall hold office until his or her successor is appointed and qualified, excepting earlier resignation or death.

Article V

RESIGNATIONS AND VACANCIES

Section 1. An officer or Governor may resign at any time by delivering written notice to the President or the Secretary of the Club. Unless otherwise specified in the notice, such resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

Section 2. In the event of a vacancy in the Office of the President, the Vice President shall resign as Vice President and immediately succeed to the Office of President, and shall serve until the annual meeting following the next annual elections.

Section 3. For all other vacancies, the Board of Governors may call a special election or, by a majority vote of Governors present and voting, may appoint an eligible member to fill such vacancy. A member so appointed as a Governor shall serve until the annual meeting following the next annual election, at which election a successor shall be elected to serve the remainder of the unexpired term.

Article VI

QUORUMS

Section 1. Membership Meetings: Except as otherwise provided by law or by the Club's Articles of Incorporation, seventy-five Active members shall constitute a quorum at all meetings of the members, duly called, for the transaction of business. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave the meeting with less than a quorum; however, no action requiring a vote shall be taken unless a quorum is present.

Section 2. Board and Board Committee of Governors Meetings: At all meetings of the Board of Governors or committees, of the Board a majority of the total number of Governors and officers or committee members entitled to vote shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting, the members present thereat may adjourn the meeting to another time and place, without notice other than announcement at the meeting of such time and place.

Article VII

MEETINGS

Section 1. The Club shall hold an annual meeting on the third Friday of January or on such other day as shall be designated by the Board of Governors and stated in the notice of the meeting. In addition to the annual meeting, the Club shall hold two meetings open to all members of the Club on dates, set by the Board of Governors, on or about May 1 and October 1 of each year.

Section 2. Unless otherwise provided by law or articles of incorporation, special meetings of the Active members, for any purpose or purposes, may be called at any time by the Board of Governors. A special meeting of the Active members shall be called by the President within three weeks of his or her receipt of a written request for such a meeting by twenty-five Active members, which request shall include a statement of the purpose or purposes of the proposed meeting.

Section 3. Notice of all meetings of members, stating the place, date and hour of the meeting, shall be posted on the Club's bulletin board and published in the NPC Record **and posted on the Club's Web site** not less than fourteen nor more than thirty days before the date of the meeting. In the case of a special meeting, such notice shall include a statement of the purpose or purposes of the meeting. Business transacted at any special meeting shall be limited to the purpose or purposes stated in the notice.

Article VIII

AMENDMENTS

Section 1. This Constitution may be amended at any duly called meeting of the Active members of the Club.

Section 2. The Board of Governors, by a vote of a majority of members of the Board present and voting entitled to vote, or fifty Active members in good standing by petition

to the President and Secretary, may propose amendments to the Constitution to be submitted to the Active members.

Section 3. Proposed amendments shall be mailed to each Active member or published in the NPC Record and posted on the Club's bulletin board and Web site not less than 14 days before the meeting at which they are to be considered.

Section 4. No amendment may be proposed which has not been submitted to the members in advance as provided in Section 2. However, any germane modification or substitution for a proposed amendment shall be put to a vote of the Active members **if moved and seconded at the meeting in which the original amendment is proposed.** filed with the Secretary in writing, with the signature of ten or more Active members, at least seven days prior to the scheduled meeting. Such proposed modification, substitute or addition immediately upon receipt shall be posted on the Club's bulletin board. When an amendment is under consideration at a duly called meeting, an Active member may offer from the floor, without advance notice, any revision designed to clarify or perfect, but not to change the sense of the original amendment.

Section 5. To be adopted, a proposed amendment to the Constitution must receive the affirmative votes of two-thirds of the Active members present at a duly called meeting at which a quorum is present.

Section 6. Proposed Bylaws amendments The Bylaws of the Club and amendments thereto promulgated by the Board of Governors shall be posted on the Club's bulletin board **and Web site** for a period of fourteen days, and written notice of such amendments shall be published in the NPC Record. at the time of posting. At the expiration of that period, they shall be considered at a meeting of Active members for acceptance or rejection. In the case of a quorum not being present for such a duly called meeting, such the Bylaws and amendments as promulgated may be adopted by the Board.

Article IX

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification: (a.) To the fullest extent permitted and in the manner prescribed by the laws of the District of Columbia, as the same may be amended or superseded from time to time, the Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she was or is a Governor, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good

faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b.) The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a Governor, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court may deem proper.

(c.) To the extent that a Governor, officer, employee or agent of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this Section 1, or in defense of any claim issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

(d.) Any indemnification under subsection (a) and (b) of this Section 1 (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the Governor, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) and (b) of this Section 1. Such determination shall be made (1) by the Board of Governors by a majority vote of a quorum consisting of Governors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, if a quorum of disinterested Governors so directs, by independent legal counsel in a written opinion, or (3) by the Active members.

(e.) Expenses incurred by an officer or Governor in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of a final disposition of such action, suit or proceedings upon receipt of a written undertaking by or on behalf of such Governor or officer to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Club as authorized in this Section 1. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Governors deems appropriate.

(f.) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of Active members or disinterested Governors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(g.) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 1 shall continue as to a person who has ceased to be a Governor, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. The Club may, to the fullest extent permitted by law, purchase and maintain insurance on behalf of any Governor, officer, employee, trustee or agent of the Club or any person who is or was serving at the request of the Club as an officer, Governor, employee, partner (general or limited), trustee or agent of another enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or status whether or not the Club would have the power to indemnify such person under the provisions of this Article IX.