

**UNITED STATES CAPITOL PAGE  
ALUMNI ASSOCIATION, INC.**

**BYLAWS**

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## **ARTICLE I: OFFICES**

**Section 1. Principal Office.** The principal office of the United States Capitol Page Alumni Association, Inc. (hereinafter referred to as the Corporation) shall be located in the District of Columbia. The Corporation may from time to time have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require.

**Section 2. Registered Office.** The Corporation shall have and continuously maintain in the District of Columbia, a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of the Corporation. The address of the registered office may from time to time be changed by the Board of Directors.

## **ARTICLE II: DIRECTORS**

**Section 1. Power and Qualifications.** The policies of the Corporation shall be determined, and its affairs shall be managed, by its Board of Directors. The Directors shall act only as a Board of Directors, or as a committee thereof. Individual directors shall have no power as such. Directors need not be citizens of the United States, nor residents of the District of Columbia. Directors must be Corporation members in good standing.

**Section 2. Number.** The initial number of directors of the Corporation shall be eleven. Thereafter, the number of directors of the Corporation shall be not less than three (3), nor more than twenty (20). Such number may be increased or decreased from time to time by the Board of Directors within such limits; however, no decrease shall reduce the term of any incumbent director. *(Amended 11/9/2010 and 2/21/2013)*

**Section 3. Election.** Directors shall be elected by a majority of the Board of Directors.

**Section 4. Term.** Except as provided in Section 7 of this Article, directors shall serve for a term of two (2) year until their successors are elected and qualified, or until their earlier resignation, removal, or death. The terms of the directors shall be staggered such that only half of the board shall be elected in any one year. To initiate the staggered pattern, the Executive Committee shall designate which existing directors' terms will end in an even-numbered year and which shall end in an odd-numbered year. *(Amended 11/9/2010)*

**Section 5. Resignations.** Any director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

**Section 6. Removal.** Directors may be removed from office at any time, with or without cause, upon a majority vote of the Board of Directors at a meeting called for that purpose. Notice of the intent to remove a director shall be given in accordance with Section 12 of this Article.

**Section 7. Vacancies.** Vacancies in the Board of Directors shall be deemed to exist in the event of the resignation, removal or death of a director, or in the event of an increase in the number of directors. Any such vacancy shall be filled by a majority vote of the Board of Directors. A director appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

## **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 8. Location of Meetings.** All meetings of the Board of Directors may be held within or without the District of Columbia and may be held by means of telephone conference.

**Section 9. Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board of Directors.

**Section 10. Call of Special Meetings.** The president may call, or upon the request of a majority of the members of the Board of Directors, the secretary shall call, special meetings of the Board of Directors.

**Section 11. Notice of Special Meetings.** Notice of special meetings of the Board of Directors shall be in writing, signed by the president, or the secretary, and shall be served personally or sent to each director at least seven (7) days before the time designated for such meeting. Notice of special meetings shall state the time and place of the meeting; the purpose or purposes of such meetings need not be specified, unless otherwise required under the provisions of the District of Columbia Nonprofit Corporation Act, in the Articles of Incorporation or these Bylaws.

**Section 12. Waiver of Notice.** Whenever notice is required to be given to any director under the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting.

**Section 13. Quorum.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise required by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. However, if a quorum is not present at any meeting of the Board of Directors, those directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 14. Action by Majority Vote.** Except as required by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, any action by a majority of the directors present at a meeting shall be deemed the action of the Board of Directors.

**Section 15. Action by Written Consent.** Any action required or permitted to be taken at

a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## **COMMITTEES**

**Section 16. Designation.** The President, Vice Presidents, Secretary, and Treasurer shall constitute an executive committee. The President shall designate from time to time one (1) or more director to serve as chair of such other committee or committees as deemed necessary and proper. The President shall have the power at any time to: (i) designate a director as the chair of a committee; (ii) fill vacancies; or, (iii) discharge a committee, except the Executive Committee. The Chair of each committee shall appoint such committee members as necessary. Members of the committees must be members in good standing of the Corporation.

a. The following shall constitute standing committees:

- (1) Scholarship Committee
- (2) Membership Committee
- (3) Events Committee
- (4) Finance Committee

**Section 17. Powers.** Each committee shall have, and may exercise, such powers not inconsistent with the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, as authorized by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law. The members of a committee shall act only as a committee.

**Section 18. Term.** Members of a committee shall serve for a term of one (1) year, until their successors are appointed, or until their earlier resignation, removal with or without cause, or death, or until the committee shall sooner be terminated.

**Section 19. Meetings.** Meetings of a committee may be held within or without the District of Columbia, and may be held by means of telephone conference. A majority of any such committee may fix the time and place of its meetings. Each committee shall keep records of its actions, and to report such actions to the Board of Directors and the President.

**Section 20. Quorum/Action.** A majority of the then-serving members of any committee shall constitute a quorum. Any action of the majority of the committee members at which a quorum is present shall be deemed the action of the committee, except when a committee has only two (2) members, then any action must be by unanimous consent.

## **ARTICLE III: OFFICERS**

**Section 1. Designation.** The officers of the Corporation shall consist of a president, a secretary, and a treasurer, and may include one (1) or more vice presidents, and such other officers, assistant officers, and agents as may be deemed necessary, each to have such duties and authority as are provided in these Bylaws, or as the Board of Directors may from time to time determine. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. Officers of the Corporation must be members in good standing and be members of the Board of Directors.

**Section 2. Election.** The officers shall be elected by the Board of Directors.

**Section 3. Term.** Officers shall serve for a term of one (1) year, until the next annual meeting of the Board of Directors and until their successors are elected and qualified, or until their earlier resignation, removal, or death.

**Section 4. Resignations.** Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

**Section 5. Removal.** Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors at any regular or special meeting.

**Section 6 Vacancies.** A vacancy in any office caused by resignation, removal, or death may be filled for the unexpired term of the predecessor in office by the Board of Directors at any regular or special meeting.

**Section 7. President.** The President shall preside as chair over meetings of the Board of Directors, shall have general supervision over the affairs of the Corporation, and shall perform all duties incident thereto and have such power as may from time to time be assigned by the Board of Directors.

**Section 8. Vice President.** The vice president, or if there shall be more than one (1), the vice presidents in the order so determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Section 9. Secretary.** The secretary shall: (i) act as secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; (ii) keep the minutes thereof in the proper book or books; (iii) see that the reports, statements, and other documents required by law are properly kept and filed; and, (iv) in general, perform all the duties incident to the office of secretary and such related duties as may from time to time be assigned by the Board of Directors or the president. The books, records, and papers in the hands of the secretary shall at times be subject to the inspection, supervision, and control of the Board of Directors and the President. At the expiration of the term of office, the secretary shall turn over

to his successor in office all books, records, papers, and other properties of the Corporation.  
(Gender neutral)

**Section 10. Treasurer.** The treasurer shall: (i) collect and keep an account of all moneys received and expended for the use of the Corporation; (ii) deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Executive; (iii) present reports of the finances of the Corporation at each annual meeting and when called upon by the president; and (iv) perform such related duties as shall be directed by the Board of Directors or the president. The funds, books, and vouchers in the hands of the treasurer shall at times be subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of the term of office, the treasurer shall turn over to his successor in office all books, records, monies, and other properties of the Corporation.

**Section 11. Other Officers.** Other officers selected or appointed by the Board of Directors shall, in general, perform such duties and have such powers as shall be assigned to them by the Board of Directors or the president.

## **ARTICLE IV: COMPENSATION OF DIRECTORS AND OFFICERS**

**Section 1. Compensation of Directors.** Directors shall not receive any compensation for their services as such; however, the Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation, including but not limited to attendance at annual, regular, or special meetings of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation there for.

**Section 2. Compensation of Officers.** Salaries or other compensation of the officers may be fixed from time to time by the Board of Directors, provided that such salaries and compensation shall not be excessive in amount and shall be for services which are reasonable and necessary for performance of the Corporation's purposes.

## **ARTICLE V: LIABILITY AND INDEMNIFICATION**

**Section 1. Liability.** In the absences of fraud or bad faith, the directors of the Corporation shall not be personally liable for its debts, obligations, or liabilities.

**Section 2. Indemnification.** The Corporation shall indemnify any director or officer, or former director or officer, against expenses incurred in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under these Bylaws, any agreement, vote of the Board of Directors, or otherwise.



**Section 3. Prohibition Against Self-Dealing.** Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute “self-dealing” as defined in § 4941 of the Internal Revenue Code of 1986, as amended.

## **ARTICLE VI: GENERAL PROVISIONS**

**Section 1. Grants.** The Board of Directors may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of the Corporation, and in the administration of an approved program, to make any grants or contributions or provide financial assistance to any qualified individuals or organizations.

**Section 2. Execution of Contracts.** The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of the Corporation, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Any such authority may be general or confined to specific instances.

**Section 3. Loans.** The Board of Directors may authorize the president or any other officer or agent of the Corporation to (i) obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual or other institution; (ii) make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation; and (iii) pledge and hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by the Corporation to any director or officer thereof.

**Section 4. Gifts.** The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

**Section 5. Investments.** The Executive Committee shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Executive Committee and the Board of Directors is restricted to the prudent investments which a director is or may hereafter be permitted by law to make.

**Section 6. Voting of Securities Held by the Corporation.** Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board of Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the president may determine.

**Section 7. Books and Records.** There shall be kept at the principal office of the Corporation, correct books of accounts of all the business and transactions of the Corporation.

**Section 8. Depositories.** The funds of the Corporation, not otherwise employed, shall

from time to time be deposited to the order of the Corporation in such banks, trust, companies, or other depositories as the President may select, or as may be selected by any one (1) or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

**Section 9. Signatories.** All checks, drafts, and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the Corporation. Such officer shall be bonded in an amount determined by the Board of Directors.

**Section 10. Annual Audit.** The Board of Directors may require an annual audit be made of the books and accounting records of the Corporation.

**Section 11. Fiscal Year.** The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

**Section 12. Corporate Seal.** The Corporation shall have a corporate seal with its name, year of incorporation, and the words, "Corporate Seal, District of Columbia" inscribed thereon. The seal shall be in the custody of the secretary and used by him/her, or any other officer so authorized by the Board of Directors, by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced otherwise on any instrument or documents as may be required by law, these Bylaws, the Board of Directors, or president. The presence or absence of the seal on any instrument, or its addition thereto, shall not affect the character, validity, or legal effect of the instrument in any respect.

**Section 13. Membership and dues.**

- a. A member must have been a Page during high school years in one of the following institutions, or subsidiary institution thereof, e.g. Document Page, Folding Room, etc.:
  - i. United States Senate
  - ii. United States House of Representatives
  - iii. United States Supreme Court.
- b. Status will be verified by processes as determined by the Executive Committee
- iv. c. The Secretary will establish a membership database. Dues will be charged to members. Initial dues shall be:
  - v. \$10.00 per year for any alumnus enrolled in an accredited educational institution
  - vi. \$25.00 for all other alumnae
  - vii. Organizational expenses will be paid by the founding individuals on an ad hoc basis, and will be reimbursed as dues become available.

## **ARTICLE VII: AMENDMENTS**

These Bylaws, or any one (1) or more of the provisions thereof, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board of Directors at a meeting of the members expressly called for the purpose. Notice of the intent to alter, amend, or repeal and adopt new Bylaws shall be given in accordance with Article II, § 12 hereof.

## **ARTICLE VIII: EFFECT OF PROVISIONS OF LAW AND ARTICLES OF INCORPORATION**

Each of the provisions of these Bylaws shall be subject to and controlled by specific provision of the District of Columbia Nonprofit Corporation Act or the Articles of Incorporation which relate to their subject matter, and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

## **SECRETARY'S CERTIFICATE**

I, William B. Hitchcock, Secretary of the United States Capitol Page Alumni Association, Inc., formed and existing under the laws of the District of Columbia, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this nonprofit corporation as submitted and read to, and adopted by, the Board of Directors on July 23, 2008.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the Seal of the Corporation on this 23rd day of July, 2008.



William B. Hitchcock

Secretary

[Corporate Seal]