

**WASHINGTON CAPITALS FAN CLUB**  
**BYLAWS**  
**(Revised March 10, 2019)**  
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**FAN CLUB, LTD. BY-LAWS**  
**(Revised as of March 10,**  
**2019)**

**ARTICLE ONE: GENERAL**

This organization, incorporated under the laws of the State of Maryland, as of December 30, 1975, for the purposes set forth in its Articles of Incorporation, shall be known and referred to as the Washington Capitals Fan Club, Ltd.

**ARTICLE TWO: MEMBERSHIP**

Membership in the Washington Capitals Fan Club, Ltd. (hereafter referred to as the Fan Club) shall be available to any person upon such terms and under such conditions as may hereafter be determined by the Board of Directors, without regard to race, creed, sex, national origin, or political persuasion. Membership shall be limited to one (1) per person.

SECTION 1: Application for Membership:

Application for membership in the Fan Club shall be made to the Membership Committee and upon receipt of the annual dues; the applicant shall become a member in good standing.

SECTION 2: Classes of Membership:

The following types of membership are available:

- A. Individual Membership: Individual membership shall be conferred on all persons eighteen (18) years of age or older, who have paid the current dues of the Fan Club. Each individual member in good standing shall be entitled to all the rights and privileges of membership, including full voting privileges.
- B. Senior/ Family Membership: Senior membership and senior family membership shall be conferred on all senior persons, and all senior families with one member being sixty-five (65) years of age or older, who have paid the current dues of the fan club. Each such member in good standing shall be entitled to all the rights and privileges of membership, including full voting privileges.
- C. Youth Membership: Any member between the ages of twelve (12) and eighteen (18) years of age who are not included in a Family Membership shall be classified as youth members. Youth members shall have rights and privileges limited to Paragraphs G through J of Section 3 of Article Two of these by-laws with the following limitation: The privilege to participate in Fan Club trips is restricted with attendance on such trips required to be under the direct control of a parent, an adult over eighteen (18), or legal guardian.
- D. Family Membership: Family membership will be conferred on parent(s), two (2) adults living together, and children living at the same address. Each adult member in good standing shall be entitled to all rights and privileges of membership, ny member full voting privileges. Children of this membership shall have the rights and privileges of membership limited to Paragraphs G through J of Section 3 of Article Two of these by-laws with the following limitation: The privilege to participate in Fan Club trips is restricted with attendance on such trips required to be under the direct control of a parent, an adult over eighteen (18), or legal guardian.
- E. Out-of-Town Membership: Out-of-town membership may be conferred on any person living outside of Maryland-Virginia-Washington, DC Out-of-Town members shall have all the rights and privileges of membership except the right to hold office or to receive the annual membership gift.
- F. Honorary Membership: Honorary annual or lifetime membership may be conferred on any person by unanimous recommendation of the Membership Committee and Board of Directors. An Honorary Member shall have all the rights and privileges of membership except the rights to vote and to hold office, and shall not be subject to the payment of dues or assessments.

### SECTION 3: Rights and Privileges of membership:

The membership is entitled to certain rights and privileges, including:

- A. The right to elect the Directors of the Fan Club.
- B. The right to attend the Board of Directors meetings.
- C. The right to modify or veto any decision of the Board of Directors by a two-thirds (2/3) majority vote of all individual members in good standing present at a general membership meeting, provided that at least fifteen (15) individual members are present.
- D. The right to amend these by-laws as set forth in Article Ten.
- E. The right to vote on all general membership items.
- F. The right to volunteer for committee work.
- G. The right to attend meetings and functions of the Fan Club.
- H. The duty to exhibit good conduct when attending Fan Club functions and meetings.
- I. The privilege to uphold and support the aims, principles, and purposes of the Fan Club.
- J. The right to recommend expenditures for consideration by the Board of Directors.

### SECTION 4: Membership Cards:

Membership cards will be issued by the Membership Committee to all members in good standing unless otherwise determined by a majority of the Board.

### SECTION 5: Termination of Membership:

Membership may be terminated by:

- A. Voluntary written resignation addressed to the Board of Directors,
- B. Failure to pay the annual dues on or before November 30 of the Fan Club year,
- C. Expulsion from the Fan Club by a vote of six (6) directors for any unauthorized use of the Fan Club's name, stationary, or logo for personal benefit or recognition, or a member conducts themselves in a manner that is detrimental to the best interest of the club, providing that:
  - 1: the member(s) coming before the Board of Directors for expulsion has been notified in writing of said action, and
  - 2: the member(s) is allowed to present their case to the Board of Directors, prior to the expulsion vote, at the next scheduled Board of Directors meeting, and
  - 3: the member(s) is (are) allowed the right to appeal expulsion to the full membership, given that written notice of intent to appeal is provided to the Board of Directors. The appeal will be presented at the next regularly scheduled General membership meeting where two-thirds (2/3) of the quorum members present must vote to expel the member(s). Said expulsion will last three (3) Fan Club years.

## **ARTICLE THREE: DUES AND FINANCES**

### SECTION 1: Establishment of Annual Dues:

The Board of Directors upon recommendation from the Membership Committee shall establish the dues for the Fan Club year. The Fan Club year is defined as the period from July 1 of a calendar year through June 30 of the following calendar year.

### SECTION 2: Payment of Annual Dues:

- A. Dues shall be made payable to the Washington Capitals Fan Club, Ltd.
- B. Membership renewed by November 30 will be considered a full Fan Club Year Membership.
- C. New membership applications and dues shall be accepted at any time during the Fan Club year. Applications received between March 1 and the end of the Fan Club year shall be accepted by the Membership Committee at half price. The contents of the half priced Membership Packet will be determined by recommendation of the Membership Committee and a two-thirds (2/3) vote of the Board of Directors.

### SECTION 3: Use of Funds:

Any funds collected or accumulated by the Fan Club may only be spent to promote the aims of the Fan Club as stated in the Articles of Incorporation, these By-Laws, and only as authorized by the Board of Directors.

### SECTION 4: Annual Internal Financial Review

- A. An Internal Financial Review of the Fan Club's financial records shall be required annually or whenever the Treasurer changes hands.
- B. An Internal Financial Review Committee shall be comprised of the President and two additional members, one of which shall be a member of the Board of Directors. The treasurer (out-going and in-coming when appropriate) may participate upon the invitation of the Internal Financial Review Committee, for purposes of providing information and/or clarification of issues during the review.
- C. The completed Internal Financial Review shall be approved and signed by all members of the Internal Financial Review Committee.
- D. The Internal Financial Review shall begin no earlier than the election of Fan Club officers and be completed within three months.

### SECTION 5: Deposit of Funds

Fan Club funds received by a committee chair may be deposited into the Fan Club bank account by the committee chair as long as the deposit slip and written account for all the money is attached to a WCFC deposit form and forwarded to the Treasurer for inclusion in the financial statements and for reconciliation with the bank statements prior to the next Board meeting.

## **ARTICLE FOUR: BOARD OF DIRECTORS**

The Board of Directors shall act as the Executive body of the Fan Club, and through its officers or other duly designated representatives, shall have the sole authority to act, authorize expenditures of funds, communicate, or make representations on behalf of the Washington Capitals Fan Club, Ltd. The Board shall consist of nine (9) Directors elected by the general membership of the Fan Club.

### SECTION 1: Qualifications:

To qualify to serve as a Director, a member must:

- A. Have been a member of the Fan Club for the two (2) full fan club years.
- B. Be at least eighteen (18) years of age by April 30 of the election year.
- C. Be committed to serve a full three (3) year term.

### SECTION 2: Nominations:

- A. Any Fan Club member meeting the requirements of Article Four, Section 1, of these By-Laws may be nominated as a candidate for the purpose of being elected to the Board.
- B. Nominations as a candidate shall be accomplished by one of the following:
  - 1. By submitting in writing to the Nominations/Elections Committee a brief biography stating one's position and qualifications.
  - 2. By being nominated by the Nominations/Elections Committee.
  - 3. By being nominated and seconded from the floor.
- C. All nominations will be verified by the Nominations/Elections Committee.
- D. All submitted biographies of the candidates shall be forwarded to the general membership. -
- E. The candidates shall be given the opportunity to address the general membership prior to voting. -

### SECTION 3: Election:

- A. At the general membership meeting in March of each year, individual members shall elect three (3) Directors for a term of three (3) years each. The treasurer's term will require at least an additional three months added to their director term if the treasurer is in the last year of their Director's term.
- B. Absentee voting will be allowed. The number of members voting by absentee ballot will be announced at the general membership meeting.
- C. Election to the Board shall be by secret written ballot submitted by the individual members present and voting at the general membership meeting. Members who voted by absentee ballot and attend the meeting will not be allowed to vote at the meeting.
- D. The persons receiving the greatest number of votes, absentee and written ballots, shall be elected.
- E. Cumulative voting and proxy balloting are not permitted.
- F. The person receiving the fourth highest number of votes in the election shall be designated as the alternate for the purpose of filling a vacancy on the Board of Directors until the next general election, pursuant to Article Four, Section 6, of these By-Laws.
- G. Newly elected Directors shall take office at the May meeting of the Board of Directors following their election.
- H. The results of the election of Directors shall be published in the Newsletter at the earliest practical time as determined by the Newsletter Committee.

#### SECTION 4: Limitations:

. At the conclusion of a Director's full three-year term on the Board of Directors, said member may be eligible for election for another three-year term. However, the candidate must participate in the nomination and election process as any other candidate.

#### SECTION 5: Termination of Member of Board of Directors:

- A. Any Director may resign from office at any time by delivering a written notice of resignation to the President of the Fan Club. The acceptance of such resignation, unless required by the terms thereof, or by conditions set forth in these By-Laws, shall not be necessary to make the resignation effective.
- B. The Board of Directors, may, by a vote of six (6) directors, declare the office of any Director vacated by reason of neglect if:
  - 1. A Director shall be absent, except for reasons of illness or out of the area from three (3) consecutive meeting of the Board of Directors, or
  - 2. A Director shall be absent, except for reasons of illness from a total of four (4) meetings of the Board of Directors in any twelve (12) month period, including regularly scheduled meetings and special meetings duly called and noticed, and a successor shall be appointed as provided in Article Four, Section 6 of these By-Laws.
  - 3. A Director conducts themselves in a manner that is detrimental to the best interest of the club.

#### SECTION 6: Vacancies:

If any Director, at any time after being elected, shall die, resign, or cease to have any of the qualifications provided for herein, then the office of said Director shall become immediately vacant. In such event, or in case of a vacancy created by any other circumstances, the alternate of the most recent March election shall be offered the opportunity to fill the unexpired term. In the event there is no alternate available, the President , pending Board approval, may appoint a temporary Director until a permanent Director is elected.

### **ARTICLE FIVE: FAN CLUB OFFICERS**

The Fan Club will have the following elected officers: President, Vice President, and Treasurer. The elected officers shall be selected from the Board of Directors and elected by the Board members.

#### SECTION 1: Election of Officers:

- A. The election of officers shall take place at the May meeting of the Board of Directors following the March election of Directors.
- B. Each officer shall be elected separately in the following order: President, Vice- President, and Treasurer.
- C. The Secretary will be selected from the board members. In the event that no board member wants to be the secretary, a non-voting secretary will be selected by the board from eligible general members.
- D. The officers of the Fan Club shall be elected as decided by a plurality of votes cast for each officer position, provided that at least six (6) votes are cast.
- E. Each elected officer shall hold office for one (1) year but may seek no more than two additional terms before "sitting out" a period of one year. The Treasurer's term will run from the beginning of the fiscal year until the end of the Treasurer's Fiscal Year. The Treasurer Elect will assist the current fiscal year Treasurer during the two (2) months prior to assuming office.

## SECTION 2: Duties of the President:

The President will:

- A. Act as the chief spokesperson for the Board of Directors and for the Fan Club.
- B. Make all ruling on the interpretation of the Charter and By-Laws, subject to appeal of the Board of Directors.
- C. Be a member ex-officio of all committees.
- D. Preside at all meetings of the Fan Club's Board of Directors and Fan Club meetings.
- E. Verify the Fan Club's bank balance. "Verify" in this context means the President will not only determine the amount of money on deposit, but will also examine the books to ascertain how much money should be on deposit.

## SECTION 3: Duties of the Vice President:

The Vice President will

- A. Perform the duties of the President in the President's absence.
- B. In the absence of a Standing Committee Chair, oversee the functions of a committee until a new chair is selected.

## SECTION 4: Duties of the Secretary:

The secretary will:

- A. Keep the minutes of the Board of Directors and special meetings.
- B. Take the roll call at the Board of Directors meetings.
- C. Provide, upon request, the minutes of previous meetings of the Board of Directors meetings.
- D. Have a list of all Officers, Directors, and committee Chairs.
- E. Draft correspondence as directed.
- F. Be the custodian of all documents belonging to the Fan Club. This includes, but is not limited to all annual membership records, all legal documents, insurance records, tax reports, year-end financial statements, and Bank statements. These records will be permanently maintained. All other financial records, including cancelled checks, expense reports, cash receipts, monthly reports, etc. should be kept for at least six (6) years.
- G. Make available Articles of Incorporation, By-Laws, and minutes to the meetings to any member requesting them.
- H. Preside over the meetings taking place in the absence of the President and Vice- President.
- I. Assure that all pertinent records are passed on to the incoming officers from the outgoing at the conclusion of their term.



- J. Keep current the names of officers authorized to sign checks with the banking institution used by the Fan Club.

SECTION 5: Duties of the Treasurer:

The Treasurer will:

- A. Maintain a bank account in the name of the Fan Club in a recognized banking institution.
- B. Coordinate the deposit of all Fan Club funds, whether by direct deposit or by deposit by individual committee chair. Should funds be deposited into the Fan Club account by a committee chair, the deposit slip and a written account for the money should be given immediately to the Treasurer for inclusion in the financial reports and for reconciliation with the bank statements.
- C. Keep records of such funds using approved bookkeeping methods.
- D. Pay bills when clearly authorized. Payment will be made by counter-signed check.
- E. Give a complete financial report at the monthly Board of Directors meeting. Give a summary of the financial report at the monthly general membership meeting when requested.
- F. Maintain financial records for the current year and the previous two (2) years.
- G. Prepare all financial reports required by law and present them to the Board of Directors for approval.
- H. Open the Fan Club's financial books to anyone authorized by the Board of Directors to inspect the books.
- I. Train incoming treasurer on all programs, spread sheets, required financial documents, filing dates of said documents and any other requirements that the Board of Directors may deem appropriate.
- J. Should the Treasurer desire to resign, all financial records will be surrendered and a resignation tendered to the President of the Fan Club. The Treasurer's resignation will not be accepted until such time as these financial records have been examined and found to be correct.

**ARTICLE SIX: REMUNERATION**

No Fan Club officers, members of the Board of Directors, Committee chair, members of committees, or general Fan Club members shall receive payment for services volunteered to the Fan Club.

**ARTICLE SEVEN: MEETINGS**

SECTION 1: General Membership Meetings:

- A. The Fan Club shall conduct at least bi-monthly meetings (at least every other month) for the entire membership during the months of the regular season (October through April.)
- B. The purpose of the March meeting is to elect Directors, as specified in Article Four, Section 3 of these By-Laws, and other purposes as may be necessary.
- C. Special meetings of the Fan Club may be called by the President at the discretion of the Board of Directors.
- D. A written notice of all meetings of the membership, both regular and special, shall be provided to each member of record at least seven (7) days before the meeting. Each meeting notice shall set forth the place, the date, and the hour of the meeting.

SECTION 2: Board of Directors' Meetings:

- A. The Board of Directors shall meet a minimum of ten (10) times per year, at the discretion of a majority of the Board of Directors at a time and place to be selected by the Board of Directors.
- B. Special meetings of the Board of Directors may be called by either the President or any other Director with the support of two other Directors.

SECTION 3: Rules of Order:

All meetings of the Fan Club and Board of Directors shall be conducted in accordance with Robert's Rules of Order (current version) unless otherwise modified by these By-Laws.

**ARTICLE EIGHT: QUORUM**

SECTION 1: General Membership Meetings:

Fifteen (15) individual members in good standing shall constitute a quorum for the transaction of all business at a regular or special meeting of the Fan Club.

SECTION 2: Board of Director's Meetings:

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of all business at any meeting of the Board of Directors

**ARTICLE NINE: COMMITTEES**

SECTION 1: Establishment of Standing Committees:

- A. There is hereby established Standing Committees as contained in Section 1C.
- B. Each Standing Committee shall annually elect a committee member to Chair that committee. Such election shall take place as soon as possible after the first meeting of the new Board of Directors following the March general membership meeting, by no later than July 15.
- C. The following Standing Committees are hereby established:

- 1. Activities
- 2. Charities
- 3. Fund Raising
- 4. Membership
- 5. Newsletter
- 6. Player Recognition/Poster making
- 7. Sunshine
- 8. Trips
- 9. Fan Club Table
- 10. Website
- 11. Publicity
- 12. Bylaws
- 13. NHL Booster Club

SECTION 2: Duties of the Standing Committee Chair:

- A. To provide the leadership of the Committee.
- B. To ensure that the Committee complies with the aims of the Fan Club as stated in the Articles of Incorporation and the By-Laws.

- C. To schedule meetings of the Committee as deemed necessary by the Committee Chair or the Board of Directors throughout the entire year to best accomplish the goals of each committee.
- D. To submit by August of each year an estimated operating budget for the year to the Board of Directors.
- E. To submit to the Board of Directors for approval, a written budget on all expenditure of funds over one hundred dollars (\$100.00) prior to an anticipated activity before spending the monies. To report all financial obligations to the Board of Directors for approved projects.
- F. Upon completion of an approved activity, give the Treasurer the following items:
  - 1. All collected monies or a deposit slip for monies deposited by the committee chair
  - 2. A written account for all monies collected for the activity
  - 3. All necessary items for payment of bills or other financial obligations
  - 4. Submit a financial report to the Board of Directors at their next regularly scheduled meeting
  - 5. Deposits may be made incrementally when received and bills paid as incurred during the planning of the activity
- G. To give Committee progress reports at each Board of Directors and, when needed, at each general membership meeting, and to be prepared to discuss major items of interest when called upon to do so by the President or any Fan Club member in attendance.
- H. To attend all Board of Directors meetings unless excused for reasons of employment, illness or out of the area.
- I. To appoint a representative to take over the duties of the Chair, if necessary.
- J. Additional responsibilities of NHL Booster Club Chair
  - 1. Payment of the NHLBC dues by June 1 to the treasurer of the NHLBC
  - 2. Distribution of the convention packets to any interested members of the WCFC and collects required paperwork and payment
  - 3. Working with the Convention Chair of the Upcoming NHLBC convention regarding required paperwork and payments
  - 4. Representing the WCFC on the Executive Board of the NHLBC. The purpose of the Board is to make urgent decisions required by the NHLBC outside of the timeframe of the NHLBC convention

SECTION 3: Establishment of Ad Hoc Committees:

- A. The President shall have the power to establish Ad Hoc Committees for the resolution of a specific task.
- B. The President shall appoint the Chair of an Ad Hoc Committee, with the concurrence of the Board of Directors.

SECTION 4: Duties of Ad Hoc Committee Chair:

The duties of the Chair of an Ad Hoc Committee are the same as for a Standing Committee.

SECTION 5: Termination as Committee Chair:

- A. The Chair of any committee may resign the position at any time by delivering a written resignation to the President and the Board of Directors. The acceptance of such resignation, unless required by the terms thereof, or by conditions set forth in these By-Laws, shall not be necessary to make the resignation effective.
- B. The termination as the Chair of an Ad Hoc Committee will be after a final report has been given and approved.

C. Removal of any Committee Chair for failing to carry out the duties prescribed in these By-Laws shall require a two-thirds (2/3) majority of the Board of Directors.

SECTION 6: Vacancies:

If a Committee Chair is vacated for any reason, the President, pending Board approval, shall appoint a temporary Chair until a permanent Chair is selected.

**ARTICLE TEN: AMENDMENTS TO THE ARTICLES OF INCORPORATION AND/OR BY-LAWS**

SECTION 1: Submission of Amendments:

Any member of the Fan Club in good standing may submit in writing any requested amendments to the Bylaws or Articles of Incorporation to the Board of Directors, at any time.

SECTION 2: Incorporation of Amendments:

- A. The bylaws committee, upon receipt of any requested amendments to the Bylaws and/or Articles of Incorporation, shall consider said changes or said amendments.
- B. Any amendments approved by majority vote of the Bylaws Committee shall be presented to the Board of Directors prior to being submitted to the membership at a general membership meeting provided that written notice is given to the general membership at least twenty-one (21) days prior to said general membership meeting, indicating that Bylaws revisions will be on the meeting agenda.
- C. Incorporation of any amendments to the Articles of Incorporation or Bylaws shall require a two-thirds (2/3) majority vote by the voting members present at the general meeting.

**ARTICLE ELEVEN: POLICY AND PROCEDURE**

SECTION 1 – Use of the Mailing List

No individual member of the Fan Club shall be allowed to use the membership list for personal benefit or forward the membership list to any commercial or non-profit enterprise. The Board of Directors of the Fan Club, at their discretion pursuant to Article Two, Section 3, Paragraph C, may release the membership list to the Washington Capitals Organization if requested. Regardless of the aforementioned, personal information of any member shall not be released without the express approval of said member.

SECTION 2 – Binding of Commitments

No member, at any time, may act on behalf of the Fan Club, or sign any commitment binding on the Fan Club without authority from the Board of Directors.

SECTION 3 – Endorsement of Candidates

The Fan Club shall endorse no political party or candidate.

**ARTICLE TWELVE: DISSOLUTION OF THE FAN CLUB**

The Washington Capitals Fan Club, Ltd., may be dissolved by the affirmative vote for dissolution of two-thirds (2/3) of its voting members. In the event of dissolution, and after the Fan Club's financial obligations have been met, the assets of the Fan Club shall be distributed for charitable purposes as determined by the Board of Directors.

**ARTICLE THIRTEEN: REDUCTION OF BUSINESS AND ACTIVITIES:**

The Fan Club shall implement the following, in the event of delay of play by the National Hockey League (NHL) for a period of thirty (30) days or more:

SECTION 1: Meetings

- A. The requirement for bimonthly Membership meetings, as stated in Article Seven, Section 1A, will be waived and be conducted at the discretion of the Membership Chair with the concurrence of the Board of Directors prior to notice being sent.
- B. The requirement for Board of Directors meetings, as stated in Article Seven, Section 2A, will be waived and held at the discretion of five (5) votes of the Board.
- C. Standing Committees will function at the discretion of the Committee Chair and the Board of Directors.

SECTION 2: Business

- A. Any and all expenditures requested by committees, during this period, must be approved in advance by a two-thirds (2/3) majority vote of the Board. Board approval must be in writing and kept as permanent records of the Fan Club.
- B. Any proposed organized activity by a committee must be approved by the Board prior to any undertaking or commitment by a committee chair.

SECTION 3: Provisions for Prolonged Delay of Season (one hundred twenty (120) days or more)

- A. The term of membership for any paid member of the Fan Club will be extended through the following season.
- B. The terms for all sitting officers and members of the Board of Directors will extend beyond the expiration period for the next regular full season. In the event the delay continues through a period of two (2) seasons or more, a general election will then be held annually to fill the three (3) Board seats that were due to expire first.
- C. After the election of new Board members, a Board of Directors meeting will be held within thirty (30) days for the election of new officers.