

**ST. GEORGE'S SOCIETY OF NEW YORK**

**CONSTITUTION**

**AS AMENDED 23 OCTOBER 2012**

**ARTICLE I. NAME AND PURPOSES**

SECTION 1. The name of this Society shall be the "ST. GEORGE'S SOCIETY OF NEW YORK," (hereinafter the Society).

SECTION 2. The Society, which traces its origin to an organizational meeting in 1770, is a membership corporation, incorporated in 1838 by an act of the New York legislature. Since that time, the Society has been led and supported by its volunteer members, who devote their time, good will, and financial resources to the accomplishment of benevolent works through collegial activities.

The objects of the Society are exclusively charitable. In furtherance of its objects, the Society may:

- 1) provide relief to needy individuals resident in New York, New Jersey and Connecticut who are (or whose spouses are or were) natives of the United Kingdom of Great Britain and Northern Ireland, the Crown Dependencies and Overseas Territories and the Commonwealth, as well as needy individuals who have rendered service to British interests;
- 2) Promote benevolence on the part of the Society's members by fostering fellowship to encourage their philanthropy;
- 3) Support charitable causes in the United Kingdom of Great Britain and Northern Ireland, the Crown Dependencies and Overseas Territories and the Commonwealth through the application of amounts given to the Society by donors who have expressly authorized their donations to be used in this manner; and
- 4) Fulfill other exclusively charitable purposes approved from time to time by the Society's Board of Directors.

**ARTICLE II. MEMBERSHIP**

SECTION 1. There may be admitted to individual membership in this Society persons who are presently or formerly subjects, or descendants of subjects, of the United Kingdom of Great Britain and Northern Ireland, the Crown Dependencies and Overseas Territories and the Commonwealth; or who have served in His/Her Majesty's Armed Forces; or who are members of the Daughters of the British Empire or spouses of any of the above, including Members of St. George's Society; or who have an interest in the

United Kingdom. There may also be admitted to institutional membership any duly organized corporation, partnership, association or charitable organization.

SECTION 2. Applications for membership, with name of applicant, duly proposed and seconded, and sponsors, shall be passed on by the Board of Directors. When acted on favorably and dues paid as herein provided, the name of the applicant shall be added to the roll of membership.

Dues shall be payable by members in amounts and on dates as decided by the Board of Directors. Names of Members whose dues are then unpaid shall be reported by the Treasurer at any meeting of the Board of Directors following that date, and if not thereafter paid on the request of the Treasurer, any such Member in arrears shall be deemed to have forfeited his or her membership. Only Members in good standing shall be entitled to receive notice of meetings or be entitled to attend or vote thereat.

SECTION 3. The annual dues or lifetime subscriptions to be paid by individual or institutional Members of the Society shall be in such amounts as shall be fixed from time to time by the Board of Directors of the Society at a regular or special meeting of the Board of Directors. The notice of any such meeting shall specifically state the amount of the proposed dues and subscriptions. The affirmative vote at such meeting on such proposed dues and subscriptions shall be by not less than 12 members of the Board of Directors present.

Any individual Member or accepted candidate may become a Life Member upon payment of a subscription in an amount so fixed by the Board of Directors in lieu of any further fee, subscription or contribution.

Any individual Member who has attained the age of sixty (60) years and who has either retired from his or her business or profession or left the United States may become an Associate Life Member upon payment of a subscription in an amount so fixed by the Board of Directors in lieu of any further fee, subscription or contribution.

SECTION 4. Resignations from membership shall be in writing sent to the Secretary. Such resignation shall be effective from the time of its receipt, if the Member resigning is in good standing, or provided any arrears of dues accompany the resignation.

SECTION 5. Honorary Members shall be such persons as the Board of Directors may select, and from time to time elect under the same procedure as required for other classes of members. The Board of Directors is also empowered to select honorary officers for the Society.

SECTION 6. At every stated meeting the minutes of the preceding meeting shall be read if deemed necessary, and those parts which are not objected to shall stand confirmed. To preserve order and expedite the business of the Society, every Member who may have proposals to make or observations to offer upon any propositions, shall rise and address

the President; and no person shall interrupt another while speaking if the speaker be in order.

SECTION 7. If any Member of the Society engages in unbecoming conduct at any meeting of Members of the Society or its Board of Directors or any Committee thereof or any event sponsored or co-sponsored by the Society, or if any Member is found by any judicial or regulatory authority to have committed a felony or any act of dishonesty or moral turpitude, such Member may be called upon by the Board of Directors to defend his or her conduct. If such Member declines or otherwise fails to appear before the Board within one month of having been requested to do so, he shall automatically be expelled from membership in the Society and shall not be entitled to any reimbursement, in whole or in part, of any dues or subscription theretofore paid to the Society. If such Member defends the conduct in question before the Board, the Board, after such investigation as it deems necessary, shall take such action as it deems appropriate; provided, however, that the Board may only expel the Member from membership in the Society by a two-thirds vote of all members of the full Board. Any Member so expelled shall not be entitled to any reimbursement, in whole or in part, of any dues or subscription theretofore paid to the Society. For purposes hereof, the term "unbecoming conduct" shall include, but not be limited to, any use of foul, insulting, rude or offensive language, any conduct which demeans or otherwise derogates the dignity of any other person present, any physical conduct which is obscene or which threatens or intimidates any other person present or any other behavior which the Board concludes, in its sole and absolute discretion, is inimical to the good name and prestige of the Society.

### **ARTICLE III. MEETINGS OF THE SOCIETY**

SECTION 1. The Society shall meet twice in every year, to wit: on the twenty-third days of the months of January and October, respectively, and shall dine together on St. George's Day, or shall observe that day in such other suitable manner as the Board of Directors may decide upon.

Any of these appointed meetings may be held on some other nearby day to be chosen by the Board of Directors.

At all meetings the following shall be the order of business:

- Approval of the minutes of the previous meeting.
- Reports of Officers.
- Reports of Committees.
- Unfinished business.
- New business.
- Election of Officers (January Meeting).
- Appointment of Officers (January Meeting).
- Adjournment.

SECTION 2. At the January meeting, which shall be the Annual General Meeting of the Society, the President, the Treasurer, the Secretary, and the Finance Committee shall present their annual reports.

SECTION 3. At the October meeting, preparatory measures shall be adopted to provide suitable candidates for each of the offices, as hereinafter mentioned; and the Members at this meeting shall confirm the appointment of the Nominating Committee as determined by provisions described herein, and the Nominating Committee shall be prepared at the stated meeting on the twenty-third day of January, to submit a list of candidates for the consideration of the Society, having first ascertained that the persons named will be willing to serve, if elected. This list is to be posted on the bulletin board in the offices of the Society not less than twenty-five days before the Annual General Meeting and mailed at least fifteen days before the date of said meeting.

#### **ARTICLE IV. OFFICERS AND OTHER ELECTED POSITIONS**

SECTION 1. A President, a First and Second Vice President, a Treasurer, a Secretary, and four members of the Board of Directors shall be elected annually at the January meeting, if a quorum of Members can then be formed, and if not, a special meeting shall be called to carry this election into effect. This election shall be by ballot, and a plurality of votes shall decide. The President shall enter upon the duties of that office immediately. The other officers shall be balloted for and enter upon their respective duties on the day following their election.

The President, the First Vice President and the Second Vice President may not be elected to serve in the same position for more than two years in total. Under extraordinary circumstances, the Board may grant a waiver of this provision to permit an individual to serve a third year in the same position, but in no case may such waiver be granted more than once to the same individual for any one of these three positions.

SECTION 2. Officers of the Society as used herein shall mean the Society's President, First Vice President, Second Vice President, Treasurer and Secretary. The President shall be responsible for ensuring the proper governance of the Society, and with the concurrence of the Board of Directors, shall appoint the place for holding established meetings. The President shall also be an ex officio member of all committees. The President (or in his or her absence the First Vice President) shall have the power to call special meetings, provided the Secretary shall give at least three days' notice to the Members, naming therein the object of the meeting, its time and place, as he may be directed to do by the President.

It shall be the duty of the President to preside at the meetings, to appoint special committees, as well as generally to superintend the concerns of the Society; but in the absence of the President at any meeting then the First Vice President shall preside; or in

case of his or her absence, the Second Vice President, or he or she being absent, the Directors in attendance at the subject meeting shall choose a chairman pro tem to serve for the meeting. The President or Executive Director shall issue a card of invitation to the Anniversary Dinner and/or English Ball.

SECTION 3. The First Vice President shall serve as chairman of the Development Committee. The Second Vice President shall serve as a member of the Beneficiaries Committee. The Vice Presidents shall assist the President in the several duties that devolve upon the President, and be members of the Board of Directors.

SECTION 4. The Treasurer shall have supervisory custody of all the moneys, books, and effects belonging to the Society (except the book of minutes and other documents directed to remain with the Secretary), and he or she shall carefully preserve and keep them. The Treasurer shall also give receipts and execute releases and other legal documents in connection with donations and bequests to the Society, affixing the Society's seal thereto where necessary. The Treasurer's accounts shall be fairly stated, and produced for the inspection of the Board of Directors at their regular meetings and at year's end to the Auditors for their annual audit. The Treasurer, on leaving office, shall convey into the supervisory care of his or her successor all the moneys, books, papers and other effects remaining in his or her hands; in the absence of the successor Treasurer, until he or she shall be ready to enter upon his or her duties, these items shall be held in the supervisory care of the President.

It shall be the duty of the Treasurer to appoint appropriate persons to sign checks drawn on the Society's bank account or accounts and to supervise such check signers in the performance of their duties. The Treasurer shall ensure that no person prepares or signs a check except for items and programs duly authorized by the Board of Directors and then only to the extent that such items and programs are specifically budgeted by the Board of Directors or by the Executive Committee as authorized by the Board of Directors between Board meetings.

The Treasurer shall keep an account of the fees, dues and subscriptions that accrue, and shall appoint a proper and discreet person to collect the same, and shall allow such person a reasonable compensation therefor.

SECTION 5. The Secretary shall keep a fair register of all proceedings, orders, rules and regulations of the Society, and shall cause the same to be entered in a suitable book provided for that purpose. The Secretary shall have the custody of all the records and journals of the Society, and he or she shall give notice to the Members of all meetings. The Treasurer shall ensure that a roll of the Members is kept, and from time to time amended and kept up the same as circumstances require. The Secretary shall ensure that Members are notified of their election, and of the offices to which they may be elected and of the special and other committees on which they may be appointed.

SECTION 6. The Executive Director, known throughout living memory as the Almoner and functionally the chief administrative officer, shall facilitate the activities of the Society's Board of Directors and committees and shall supervise the Society's staff members in the performance of their assigned functions. He or she shall recommend to the various committees of the Society such matters as he or she judges they should consider in undertaking their activities. In performing his or her duties, the Executive Director shall follow such guidelines, job descriptions, and work objectives as the Board of Directors, the Executive Committee and the President may from time to time assign. The Executive Director may be known by that title or by the title of "Almoner" or by a combination of both of those titles.

The Executive Director shall act as the Society's chief budgetary officer. As such, he or she shall originate the Society's annual budget, ensuring that all items and programs that any officer or committee of the Society proposes to pursue are covered and reported to the Board of Directors in a timely fashion and before the start of the year covered by such annual budget. Thereafter, in the course of that year, the Executive Director shall ensure that any initiatives proposed by any officer or committee over and above their authorized annual budgets are reported to the President, the Executive Committee and the Board of Directors in a timely fashion and are implemented only to the extent that they are properly authorized. At each meeting of the Board of Directors, the Executive Director shall report on whether, and the extent to which, the activities of the officers and committees of the Society are in compliance with the authorized programs and budgets of the Society.

## **ARTICLE V. BOARD OF DIRECTORS**

SECTION 1. The Society and its activities shall be governed by a Board of Directors (hereinafter sometimes the "Board") that shall be responsible for the ongoing policies of the Society and assurance that the Society's affairs are conducted within an appropriate environment of controls and disciplines. The Board shall consist of seventeen members, five of which shall be the elected officers of the Society, and twelve of which shall be non-officer Members of the Society who shall be elected in the following manner: four new members shall be elected at each Annual General Meeting to serve three years, no outgoing member, who has served a complete term, to be eligible for reelection until one year has elapsed. All Directors shall have an equal right to vote upon matters placed before the Board for consideration.

SECTION 2. The Board shall hold regular meetings at least four times per year. Special meetings of the Board may be called by the President or upon written request to the President from no fewer than six members of the Board. In order to meet and conduct the business of the Board there shall be notice of meeting supplied to all Directors no less than fourteen days prior to the meeting date and a simple majority of the seventeen Directors shall constitute a quorum for the conduct of business. Notice of meeting may be given either in writing or via electronic medium such as e-mail or facsimile. Notice of

any meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting without protesting lack of notice at the beginning of the meeting, will constitute as waiver of notice. The Board shall keep a book of minutes of its proceedings and in all questions relative to the payment of any sums of money belonging to this Society, the action adopted shall be recorded therein.

Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

Unless otherwise provided herein, all matters resolved by the Board shall have been moved, seconded and affirmatively voted upon by a simple majority of the Directors attending the meeting at which a quorum is present and the matters are presented, discussed and/or acted upon.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, without prior notice, if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents will be filed with the minutes of the proceedings of the Board of Directors.

The Board may invite whatever guests it deems necessary to its meetings. Such guests may participate in discussions or make presentations to the Board. However, guests may not participate in deliberations of or make presentations to the Board except as requested by the Board and, in no event shall guests be permitted to cast votes upon matters placed before the Board for consideration.

Any Member of the Society in good standing may call for a special meeting of the Board at which such Member may address matters to the Board for consideration. To call such special meeting the requesting Member must submit a written notice of Call for Meeting accompanied by a petition signed by no less than fifteen (15) percent of the Society's membership. The written notice of Call for Meeting shall state the matter or matters the calling Member wishes to present before the Board, and at any meeting held pursuant to such a Call for Meeting, only matters stated in the Call for Meeting may be considered. Upon receipt of a valid written notice of Call for Meeting, the Board shall schedule the requested meeting during normal business hours on a date no later than forty-five (45) days in the future. In order to permit the continuation of an orderly governance process by the Board, no individual Member may submit a notice of Call for Meeting nor shall any particular matter be the subject of a Call for Meeting notice any more frequently than once each calendar year.

The Board of Directors shall administer the charitable funds, devise and suggest such measures as may promote the welfare and usefulness of the Society; employ, when necessary, counsel for the protection of immigrants; engage a suitable Executive Director, at such rate of compensation as the majority of the Board may authorize; hire such room

or rooms and incur such other expenses as may be necessary for properly conducting the business of the Society, require the Executive Director to investigate any case of distress that may be brought to their notice, and the Board of Directors shall then decide upon the amount of relief that may be granted on a recurring basis to such as may be found deserving; however, large amounts may be granted on a non-recurring basis to meet special needs or emergencies.

The Board of Directors shall issue orders upon the Treasurer for such sums of money as the funds of the Society may warrant being employed for charitable purposes.

The Board of Directors shall make a recommendation to the Members at the January meeting for the appointment of Auditors. If such Auditors act without charge they shall be designated as Honorary Auditors.

The Board of Directors shall review the accounts as submitted by the Treasurer at regular meetings of the Board of Directors. The President shall cause a year end audit of the accounts of the Treasurer to be made and, after examination of such Audit Report, the President, having signed it, shall cause it to be available for inspection at the January meeting of Members.

SECTION 3. The Board of Directors shall make and carry out the necessary arrangements for the observance of St. George's Day.

SECTION 4. As soon as possible after the January meeting the Finance Committee shall make recommendations to the Board of Directors as to the investment policy of the Society and shall be guided by the policy established by the Board of Directors at that time and from time to time thereafter. Within the agreed guidelines, the Finance Committee shall be empowered to establish such policies and procedures as it deems appropriate for the sale of securities held, for the reinvestment of the proceeds thereof and for investment in the name of the Society of such new funds as may be available for investment from time to time. The Finance Committee shall report all transactions undertaken at the next regular meeting of the Board of Directors.

SECTION 5. The Board shall have an Executive Committee that shall be responsible for operation of the Society within the policies set by the Board and prudent practices appropriate for a public charity. The President, First Vice President, Second Vice President, Secretary and Treasurer of the Society shall constitute the Executive Committee. The President shall chair Executive Committee meetings. In the absence of the President, the First Vice President shall chair the meeting.

The Executive Committee, by resolution of the Board, shall be vested with selected powers that are in the Board's sole discretion necessary for the Executive Committee to carry on the Society's operations. Such vested powers may be modified from time to time by resolution of the Board. The Board may not delegate the power to: 1) appoint or remove the Society's Auditors, 2) fill vacancies on the Board or Executive Committee, or

3) authorize expenditure of Society funds for any individual item in excess of such limits as may be set from time to time by the Board.

The Executive Committee shall meet from time to time as is, in the judgment of the President, required by matters that arise within or concern the operations of the Society. There shall be no formal notice requirements for meetings of the Executive Committee; however, the President shall use his or her best efforts to inform all members of the proposed meeting. Three members of the Executive Committee (one of whom must be the President or the First Vice President) shall constitute a quorum for the conduct of business. In the event the Executive Committee holds a meeting, minutes of such meeting shall be taken and presented to the Board at its next regularly scheduled meeting.

Any one or more members of the Executive Committee may participate in a meeting thereof by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at a meeting. The affirmative vote of a simple majority of the Executive Committee members considering a particular matter where a quorum is present shall be required to authorize action upon such matter.

Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, without prior notice, if all the Executive Committee members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents will be filed with the minutes of the proceedings of the Executive Committee.

SECTION 6. Each year, no less than three months before the Society's Annual General Meeting, the President shall appoint a Nominating Committee that shall consist of five Members of the Society including the most immediate past President of the Society willing to serve, who shall be designated committee chairman at the time of his appointment. The other four members of the Committee shall consist of the second and third most immediate past Presidents of the Society willing to serve and two other members selected by the President from the membership at large. In the event that three past Presidents cannot be found to serve on the Nominating Committee, the President may select a sufficient number of nominees to fill the vacant Committee positions from the Society membership at large.

It shall be the duty and responsibility of the Nominating Committee to evaluate Society Members as potential candidates to serve as officers and non-officer Directors of the Society. Such evaluation shall result in nominees who will be presented to the membership of the Society within the notice of Annual General Meeting and voted upon by Members at the meeting. In selecting nominees to the Board, the Committee may consider whatever information it deems appropriate, however, no candidate may be advanced for nomination who has not been a Member of the Society for at least five years unless the Board by a two-thirds (66.67%) majority of the then members of the Board

specifically waives the membership requirement for the particular proposed nominee under consideration.

The foregoing notwithstanding, any Society Member in good standing may nominate by petition candidates to the Board. The nominating Member shall, on or before the twenty-fifth (25<sup>th</sup>) day before the Society's Annual General Meeting at which the proposed election of Directors is to take place, be required to submit to the Society's President written notice of the nomination accompanied by a petition in support of the nomination signed by no less than ten (10) percent of the Society's membership. The written notice of nomination by petition shall include: 1) a biographical overview of the candidate, 2) a statement of the candidate's qualifications to serve as a Director and 3) a written statement by the Member being nominated confirming his willingness to serve as a Director. The overview and statement of qualifications will be distributed to the general membership along with other materials for the subject Annual General Meeting.

SECTION 7. The President shall appoint both members and chairmen of the below listed Standing Committees:

- Activities Committee
- Beneficiaries Committee
- Development Committee
- Finance Committee
- Membership Committee
- Scholarship Committee

The term of appointment to Standing Committees shall be for one year. Committee members may be reappointed four additional times for a maximum service of five years. Such limitation of service may be waived on a case-by-case basis by the Board. Each member of the Board is expected to serve on at least one Standing Committee.

The Second Vice President of the Society shall be a member of the Beneficiaries Committee inasmuch as the responsibility of that Committee is the principal activity of the Society and participation therein is considered an important element in development of future Society leadership. The Second Vice President may at the election of the President serve as Chairman of the Beneficiaries Committee.

The duties and responsibilities of the Standing Committees shall be the day-to-day conduct of the Society's business and operations in each of the areas described within the committee titles.

Standing Committee meetings shall be duly constituted whenever a simple majority of such Committee's members (who shall constitute a quorum) are in attendance.

All actions taken or matters resolved by Standing Committees shall be done upon the simple majority affirmative vote of the members attending the meeting at which such action or resolution is proposed and at which a quorum is present.

In emergent circumstances the Executive Committee of the Board may act on behalf of Standing Committees.

## **ARTICLE VI. DISTRIBUTABLE FUNDS**

SECTION 1. The distributable funds of the Society are to consist of, and be derived from, the annual subscriptions of the Members, corporations, partnerships, agents, agencies, resident representatives, and charitable foundations, trusts or institutions, the income from securities owned by the Society, and donations not designated for the Permanent Funds of the Society.

SECTION 2. All payments received for life membership under Article II, Section 3, all bequests to the Society, and all donations so designated, shall be vested in some Permanent Fund, the income only from which shall be placed among the distributable funds for charity; and no funds of the Society shall be paid out or used save for strictly charitable purposes, except as provided in Article V, Section 2, and Article V, Section 4.

## **ARTICLE VII. INDEMNIFICATION AND INSURANCE**

SECTION 1. Except as provided in Article VII, Section 2, the Society will indemnify any person made or threatened to be made a party to any action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person or person's testator or intestate is or was a Director or officer of the Society; a committee member who is not a Director of the Society; an employee or agent of the Society designated for indemnification by the Board; or is or was serving at the request of the Society another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity, such indemnification to cover all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred. In addition, the Society will advance such person's related and reasonable expenses, including attorneys' fees, experts' fees, and consultants' fees upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

SECTION 2. The Society may not indemnify any person described in Article VI, Section 1 if a judgment or other final adjudication adverse to such person establishes that the acts of such person or other person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained financial profit or other advantage to which he or she was not legally entitled.

SECTION 3. The Society may purchase and maintain insurance to indemnify the Society and its directors, officers, committee members, and employees to the full extent such insurance is permitted by law.

#### **ARTICLE VIII. MISCELLANEOUS PROCEDURES**

SECTION 1. A majority of votes of the Members or Directors, as the case may be, shall decide every question, except on a motion to annul or alter this Constitution or any Rules or By-Laws of this Society, in which case the votes of two-thirds of the Members present or represented by proxy shall be requisite, the presiding officer to vote if he or she thinks fit. A quorum for any meeting of this Society shall be a number of Members present in person or by proxy entitled to vote equal to one-tenth of the total membership of the Society entitled to vote but not greater than one hundred. No Member under eighteen years of age shall be entitled to vote. Each institutional Member shall be entitled to one vote.

SECTION 2. In the event of death, resignation, removal or other disqualification of the President, the First Vice President shall succeed to the Presidency until the next stated meeting in January; or in the event of his or her inability to so succeed, the Second Vice-President shall succeed; and in case of any other office of the Society becoming vacant, the same shall be filled by the President with the concurrence of the Board of Directors.

Each Board member is expected to attend at least two-thirds of regular Board meetings called throughout each year, unless excused for cause. Failure to maintain this level of attendance may result in removal from the Board by vote of a majority of the then members of the Board after a duly noticed hearing thereon. Any vacancy on the Board created by such removal may be filled by the President with the concurrence of the Board for the unexpired term.

SECTION 3. No alteration shall be made in this Constitution unless such alteration shall have been:

- (a) Proposed at a previous meeting of the Society, or
- (b) Submitted to Members in writing (mailed to their addresses on file with the Secretary) at least twenty days prior to a regular or special meeting of the Society.