

Montauk Club By-Laws
(as amended 27 March 2019)

ARTICLE I
Name

The name of this Association is the Montauk Club. It is incorporated and organized to promote social relations among its members, to provide a suitable Club House as place of resort and entertainment, and to establish there-in a library and collection of works of art for their improvement.

ARTICLE II
Membership

1. Any person of good standing having attained the age of 18 may be elected to membership in the Montauk Club. All such members shall be known as Category A Members.
 - a. Two Category A Members who are married or otherwise constitute a family unit shall have the option to maintain a Family membership. A Family Membership shall be entitled to two (2) votes at meetings of the Members, shall have two (2) shares in the equity and assets of the Montauk Club and shall have two (2) votes with respect to sale or distribution of the Club assets.
 - b. All other Category A Members shall maintain an Individual Membership. An Individual Member shall be entitled to one (1) vote at meetings of the Members, shall have one (1) share in the equity and assets of the Montauk Club and shall have one (1) vote with respect to sale or distribution of the Club assets.

2. Any Category A Member who shall have subscribed at least \$500 of Subventions of the Club shall also be a Category B Member. Category B Members shall have no additional rights or privileges to those of Category A Members except as provided in these By-Laws and in the Plan of Subventions adopted by the Directors of December 30, 1992. Regarding matters upon which Category B Members are entitled to vote as a class pursuant to 89Article XXIII of the By Laws, each Category B Members are entitled to one vote for each \$100 of Subvention Certificate held by such member.
3. Any person of good standing who is under the age of 35, at the option of such person, may be elected to membership in the Montauk Club as an Under-35 Member. An Under-35 Member shall pay dues, to be set by the Directors from time to time, at a lower rate than Category A Members, shall be entitled to one vote at meetings of the Members, but shall have no ownership or equity interest in the Montauk Club or its assets and shall not have a vote with respect to the sale or distribution of such assets. An Under-35 Member may become a full Category A member at any time by paying the full Category A Membership dues and charges.
4. Any person of good standing who has attained the age of 70, at the option of such person, may be elected to membership in the Montauk Club as a Senior Member. A Senior Member shall pay dues, to be set by the Directors from time to time, at a lower rate than Category A Members, shall be entitled to one vote at meetings of the Members, but shall have no ownership or equity interest in the Montauk Club or its assets and shall not have a vote with respect to the sale or distribution of such assets. A Senior Member may become a full Category A member at any time by paying the full Category A Membership dues and charges.

ARTICLE III
Officers

The officers of the Club shall be a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. Officers shall be elected by the Directors at the first meeting of the Board of Directors following the Annual Meeting of the Club and shall hold office until their successors are elected.

ARTICLE IV
President and Vice President

The President shall preside at the meetings of the Club and of the Directors.

The President shall, with the Secretary, sign all written contracts and obligations of the Club. The President shall be ex-officio and additional member of all Standing Committees, and shall perform such other duties as the Club Directors may assign.

In the President's absence his or her duties shall devolve upon the Vice President.

In the event of the absence of the President and Vice President, a meeting of the Club or of the Directors may elect a presiding officer.

ARTICLE V
Treasurer

The Treasurer shall collect all entrance fees, dues, and house charges, and shall keep the accounts of the Club, and report thereon at each regular meeting of the Directors. The Treasurer's accounts shall be audited by the Finance Committee annually, unless the Board of Directors employs an audit company therefore. The Treasurer shall pay only such bills or drafts

as shall be authorized by the Finance Committee or by the Board of Directors. He or she shall at each annual meeting make a full statement of the finances of the Club.

The Treasurer shall employ the clerks and assistants necessary for the completion of all duties.

In the absence or in the inability of the Treasurer to perform his or her duties, the Assistant Treasurer shall perform such duties until the Board of Directors shall appoint a new Treasurer.

ARTICLE VI
Secretary

The Secretary shall give notice of all meetings of the Club and of the Directors, and shall keep minutes of such meetings. He or she shall conduct the correspondence and keep the records of the Club, shall record the names of all persons elected to membership, and shall be the keeper of the seal of the Club.

In the absence or the inability of the Secretary to perform his or her duties, the Assistant-Secretary shall perform such duties. In the absence or inability of both the Secretary and Assistant-Secretary, the President or presiding officer may appoint a Secretary pro tern.

ARTICLE VII
Directors

1. The Directors shall have general charge of the affairs, funds, and property of the Club. They shall have full power, and it shall be their duty to carry out the purposes of the Club according to the Statute, Articles of Incorporation, and By-Laws.

2. The Directors shall meet once a month, and special meetings may be called by order of the President. Five of the Directors shall constitute a quorum.
3. Any Director who shall fail to attend three consecutive meetings of the Board of Directors during the period October to May, inclusive, unless excused by a vote of the Board, shall cease to be a Director. This provision shall operate automatically.
4. The order of business shall be as follows: Reading of the Minutes of Previous Meetings; Communications; Report of the Treasurer; Report of Committees; Election of Members; Miscellaneous Business. But this order of business may at any particular meeting be suspended or altered by a vote of the majority present.
5. The Directors shall establish, adapt, alter, and enforce rules regulating the use of the Club premises by the members and their guests, which shall be known as House Rules.
6. All Directors must serve on a committee of the club.

ARTICLE VIII

Meetings and Election of Directors

1. Annual Meeting – There shall be an annual meeting of the Club on the second Wednesday of May in each year or on such date as set by the Board of Directors upon due notice to the membership. At such annual meeting, beginning with the Class of 2022 and yearly thereafter five Directors shall be elected for a term of three years by the affirmative vote of a majority of the Category A Members present.

If any vacancies shall occur in the Board of Directors, such vacancies shall be filled by the Board until the next annual election.

2. Special Meetings - The Directors may call and, upon the written request of twenty members, shall call a special meeting of the Club, which request, as also the notice of the meeting, shall state the object for which the meeting is called, and at a special meeting no subject not so stated shall be considered.
3. Notice - Notice of any meeting, whether annual or special, shall be posted in the rooms of the Club for one week.
4. Quorum - Thirty members shall constitute a quorum at any meeting of the Club.
5. Nomination of Directors - At the latest practicable meeting, more than ten days previous to the date of the annual meeting, the Directors shall appoint from the members (not members of the Board) a committee of five to nominate Directors for the ensuing election. The nominations made by this Committee shall be posted on the bulletin board of the Club at least ten days before the election, signed by the Nominating Committee.

Nominations may be made by any members, but no person shall be voted for, or be eligible to election, whose name shall not have been posted at least five days before the election, together with the names of the person or persons proposing him.

ARTICLE IX

Standing Committees

At the annual meeting the Board of Directors shall elect from among themselves Chairman of the following Standing Committees: Membership, House, Finance, and Entertainment. The remaining members of the said Committees, shall be chosen by the Chairs of said Committees subject to the approval of the Board of Directors and may include members of the Club who are not Directors. All Standing Committees shall meet at

least once a month and shall report monthly to the Board of Directors.

ARTICLE X Election of Members

The Board of Directors may vote, by ballot, upon a candidate favorable reported by the Membership Committee, and if two-thirds of the Directors accept the report of the Membership Committee, the candidate shall be declared duly elected.

ARTICLE XI Dues and Other Charges

1. No part of the net earnings of the Club in any year may be paid to any member or other private individual. Any such net earnings shall be used for the Club's general purposes.
2. The Board of Directors shall fix the dues of the Club and such assessments from time to time and other charges as it shall in its judgment deem advisable and it may modify such dues, assessments or charges from time to time in such manner as the interest of the Club shall warrant.
3. Persons neither residing nor having a place of business within County of Kings may be elected as non-resident members; and any member who ceases to reside or to have a place of business in said County, on written notice to the Treasurer, may become a non-resident member.
4. Non-resident members, who shall become residents of Kings County or come to have a place of business herein, shall notify the Treasurer, and shall thereupon become resident members.
5. Dues and other charges to members remaining unpaid for the period of 60 days shall be deemed to be in arrears, and the names of members so in arrears may be posted on the bulletin board of the Club House. The monthly statement of club charges mailed or delivered to each member shall constitute notice of such indebted-

ness and such notice shall be effective upon mailing or delivery.

6. A member failing to pay an account due the Club 90 days after first notice of such indebtedness may have his or her membership terminated at a meeting of the Board of Directors by a majority vote of those present, such termination to be effective immediately or as otherwise determined by the Board.
7. The obligations of a member for dues, assessments, monthly minimums, and other periodic charges shall cease to accrue in respect of any period commencing after such member's resignation becomes effective or after such member's membership is terminated by the Board of Directors, provided that such resigning or terminated member shall remain liable for the payment of all obligations to the Club accrued prior to such resignation or termination becoming effective. A resigning or terminated member shall not be entitled to any pro ration or abatement of dues, assessments, monthly minimum, or other periodic charges in respect of any period commencing prior to such resignation or termination becoming effective.
8. The Board of Directors may, in its discretion, compromise or otherwise discharge obligations owing to the Club by a former member.

ARTICLE XII Resignations

1. A member wishing to resign from the Club must present his or her written resignation to the Secretary. Upon receipt of such written resignation by the Secretary, such resignation shall become effective, and the membership privileges of such resigning member shall terminate.
2. A Category B Member who shall resign from status as a Category A Member for a reason other than relocation outside of the counties of Bronx, Kings, New York or Staten Island shall, upon request, have his or her subventions redeemed within one year from

such resignation, provided that, as required by law, the Board of Directors shall have first determined upon a showing by the Finance Committee that the financial conditions of the Club permit such redemption without impairment of its operations or injury to its creditors. The Board of Directors may, in its discretion, deduct from the amount of Subventions held by such member the amount of any accrued and unpaid pecuniary obligations of such member to the Club.

ARTICLE XIII Expulsion

Any member may be expelled, suspended, or otherwise disciplined for cause, by a vote of the majority of all the Directors, one month's previous notice having been given to the member of the time when the matter will be heard, together with a copy of the charges.

Any Category B Member who shall have been expelled from status as a Category A Member shall, upon request, have his or her Subventions redeemed within one year from such expulsion, provided that, as required by law, the Board of Directors shall have first determined upon a showing by the Finance Committee that the financial conditions of the Club permit such redemption without impairment of its operations or injury to its creditors. The Board of Directors may, in its discretion, deduct from the amount of Subventions held by such member the amount of any accrued and unpaid pecuniary obligations of such a member of the Club.

ARTICLE XIV Honorary Membership

Honorary members of the Club heretofore elected are thereby recognized, and the Board of Directors may, by unanimous vote, elect other honorary members. Honorary Membership shall be in the sole discretion of the Board of Directors and shall continue only for such period as the Board

determines. A majority vote of the Board of Directors shall be sufficient to remove an Honorary Member.

ARTICLE XV Membership Committee

The Membership Committee shall consist of at least five members. It shall examine the qualifications of candidates and shall recommend to the Board of Directors whether or not the candidate should be elected as a member of the Club. A candidate for membership, resident or non-resident, must be proposed and seconded by the members over their own signatures. Blanks for this purpose shall be provided by the Membership Committee. A book shall be kept at the Club House in which shall be entered the names of candidates and of the members proposing and seconding them.

ARTICLE XVI House Committee

The House Committee shall consist of five members or more. It shall be subject to the direction and control of the Board of Directors. It shall provide for the care, maintenance, upkeep, renewal, repair, and preservation of all Club property. It shall appoint and remove all employees, except those employed by the Treasurer, receive the complaints from members, and report upon them to the Directors, and from time to time to procure such articles as may be necessary for the use or convenience of members of the Club. It shall make all purchases of supplies for the Club and regulate the prices to be charged therefore. This Committee shall audit all bills for supplies and wages before payment thereof. But this Committee shall incur no expenditures aggregating more than five hundred dollars without previous sanction of the Board of Directors.

ARTICLE XVII
Finance Committee

The Finance Committee shall consist of five members or more. It shall have general supervision of the finances of the Club, make the necessary appropriation to other Committees, approve for payment all bills audited by the House Committee, and audit all other bills for payment by the Treasurer, and audit the accounts of the Treasurer.

This Committee shall guard against the contraction of debt beyond the means of the Club, see that the Club property is kept insured and recommend such financial measures as from time to time it may deem necessary.

ARTICLE XVIII
Entertainment Committee

The Entertainment committee shall consist of five members or more. The Chairman shall under the direction of the Board, provide entertainment at the social meetings of the Club and promote general acquaintance among the members.

ARTICLE XIX
Mailing of Notices

Each member shall furnish the Club with the address to which notices should be sent, and any notice mailed to such address shall be deemed good and sufficient service thereof; but in the event of failure to furnish any such address, a notice addressed to the member and placed in the Club letter box shall be good and sufficient service thereof for all purposes, and that such member shall be held to have received such notice or notices ten days after they have been mailed or deposited.

ARTICLE XX
Credit

No account shall be kept with members, except for regular dues, and house charges.

ARTICLE XXI
Visitors

The Board of Directors or the House Committee may invite guests of the Club. Members may introduce visitors as may be prescribed by the Board of Directors in the House Rules. The privilege may be suspended in regard to any individual member or visitor, by the Board in its discretion. Notice of such action shall be in writing, signed by the Secretary and addressed to such person.

ARTICLE XXII
Amendments to By-Laws

In respect to all questions of construction of the By-Laws, the decision of the Board of Directors shall control.

No amendment of or addition to the by By-Laws shall be adopted unless the same shall have been proposed in writing at a regular meeting of the Board of Directors, previous to that on which it is voted upon, and shall have been posted in Club House at least ten days for the information of the members of the Club; and subject to Article XXIII of these By-Laws, no such amendment or addition shall be adopted unless passed by a vote of two-thirds of the Directors present.

ARTICLE XXIII
Voting Rights of Category B Members

All Category B Members shall be entitled to vote as a class upon (1) any amendments to the Certificate of Incorporation or the By-Laws of the Club if such amendment would affect the rights, preferences or limitations of the Subventions, (2) any sales of all or substantially all of the assets of the Club, (3) any plan of merger, consolidation, liquidation or dissolution of the Club and (4) the creation of any lien or charge or other security interest in any assets of the Club, other than mechanic's lien or other arising by operation of law. Any such action shall require the affirmative approval of a majority of Category B Members present and voting thereon. For purposes of any such action, a quorum shall consist of the holders of one-third of the outstanding principal amount of Subventions.

ARTICLE XXIV
Indemnification of Officers

If a director or officer of the Club is made a party to any civil or criminal action proceeding (other than one by or in the right of the Club to procure a judgment in its favor) in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the Club, then, to the full extent permitted by law the Club, upon affirmative vote of the Board of Directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceedings, shall:

1. Provide such director or officer a legal defense of the claim by an attorney retained by the Club; and
2. Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, provided, however, that such director or officer acted in good faith for a purpose which he or she reasonable believed to be in the best interest of the Club and, in criminal actions or proceedings, in

addition, had no reasonable cause to believe that his or her conduct was unlawful.

There shall be no indemnity if there is a judicial determination that:

1. Such officer or director acted in bad faith;
2. The conduct of such officer or director constituted intentional misconduct or a knowing violation of law, or
3. Such officer or director gained a financial benefit to which such person was not legally entitled.

