

Montauk Club By-Laws  
(as amended 21 February, 2024)

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.

ARTICLE II  
Membership

1. Any person of good standing having attained the age of 21 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 Article XXIII of the By Laws, each Category B Members are entitled to one (1) 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 (1) 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 (1) 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.

5. Non-Equity Members:

- A. Persons neither residing nor having a place of business within County of Kings may be elected as non-equity 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-equity member.
- B. Nonequity 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.
- C. Non-equity members shall be open to Club members under the age of 35, or over the age of 70, subject to such terms and conditions as the Board may hereinafter establish.

6. Honorary Members:

- A. 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.
- B. Members of the clergy, shall, by a majority vote of the Board, be permitted to have an honorary membership.

7. Trial Membership: The Board of Directors may, in its discretion, create a Trial Membership category, for potential members considering becoming a member of the Club. In its discretion, the Board may set conditions on such Trial Members, except that such:

- A. Trial Members are not equity members of the Club;
- B. Trial Membership in the Club cannot be longer than three (3) months;
- C. Trial Membership in the Club does not entitle such Trial Member to book private events at the Club; and
- D. A Trial Member is not entitled to access any of the Club's Reciprocal Clubs (unless the Trial Member is already a member of a Reciprocal Clubs).

8. Affiliated Club Membership:

- A. Membership organizations are invited to apply for Affiliated Club Membership status.
- B. Members of an Affiliated Club will be afforded the same privileges as all other Members of the Club, with respect to access to Club premises, and food and beverage offerings.

C. Affiliated Clubs and their members shall not be accorded an equity interest in the Montauk Club. Additionally, an Affiliated Club member and their members shall not be accorded visitation rights and privileges to Clubs that the Montauk Club has reciprocal arrangements with.

### 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. The President, or an officer or Club employee duly designated by the President, may sign all written contracts. The officers of the club may convene an executive committee to make decisions that do not require the ratification of the Board of Directors.

### 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 Finance Committee shall have the right to audit the Treasurer's accounts annually, unless the Board of Directors employs an audit company therefore. Unless otherwise instructed by the Board of Directors, the Treasurer shall pay such bills or drafts as incurred by the Club. 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 tem.

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 of the Directors 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 expulsion provision shall be employed at the discretion of the majority of the Board.

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. To be entitled to serve as a Director, a member must have been a member of the Club for more than a year, and not be in arrears to the Club. Any member so qualifying shall be submitted to run, subject to the Nominating Committee's review of such member's qualifications. In the event of Director vacancies in multiple class years, the Nominating Committee will determine to which class year the member will be elected.

7. 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 2024 and yearly thereafter six 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. At any special meeting called pursuant to this provision, twenty (20) percent of the members of the Club shall constitute a quorum.

3. Notice - Notice of any meeting, whether annual or special, shall be posted in the rooms of the Club for one week and delivered, via electronic mail (to such members as have an email address on file with the Club Secretary), at least one week prior to any meeting.

4. Quorum - Fifteen (15) percent of members shall constitute a quorum at any meeting of the Club, except for special meetings.

5. Nomination of Directors - At the latest practicable meeting, at least 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. The Nominating Committee may nominate more members for service on the Board than there are vacant Board memberships. The maximum amount of Directors shall be eighteen (18). 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 first Board of Directors meeting following the annual meeting the Board of Directors shall elect from among themselves Chairpersons 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 favorably reported by the Membership Committee, and if two-thirds of the Directors present 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. Dues and other charges to members remaining unpaid for the period of 60 days shall be deemed to be in arrears, and a late fee will be imposed on accounts 60 or more days in arrears, in

an amount to be determined by a majority of the Directors, and set forth in the Montauk Club House Rules.

4. 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, and a late fee will be imposed, in an amount to be determined by a majority of the Directors, and set forth in the Montauk Club House Rules.

5. 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.

6. 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 resignation to the Secretary in either written, or electronic form. Upon receipt of such note of 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  
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 resident or non-equity membership must be approved by the Board of Directors. A member of the Board cannot be removed from membership of the Club absent a vote of a quorum of the members of the Club at an annual or special meeting.

ARTICLE XV  
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. The House Committee, in consultation with the officers of the Club, shall have supervision of the retention and termination of any employee, 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. The House committee shall supervise all purchases of supplies for the Club. The House Committee shall be charged with determining the price of food, drink, and services charged to the members. The House Committee shall incur no expenditures aggregating more than one thousand (\$1,000.00) dollars without previous sanction of the Board of Directors.

ARTICLE XVI  
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 the payment of all bills, subject to the input of the House Committee, and may 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 XVII  
Entertainment Committee

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

ARTICLE XVIII  
Mailing of Notices

Each member shall furnish the Club with a physical and/or electronic mail address to which notices should be sent, and any notice mailed or electronically 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 on the Club bulletin board 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, electronically mailed, or deposited.

ARTICLE XIX  
Credit

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

ARTICLE XX  
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 delivered, via electronic mail, to such members who have provide their electronic mail address to the Club Secretary; and subject to Article XXI 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 XXI  
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 XXIII  
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.