

# **41<sup>o</sup>-74<sup>o</sup> CLUB OF NEW YORK BYLAWS**

## **ARTICLE I - NAME OF THE CLUB**

**Section 1.** This corporation shall be known as 41<sup>o</sup>-74<sup>o</sup> CLUB OF NEW YORK, INCORPORATED, a legally registered social club.

**Section 2.** Active membership shall be available to individuals who are actively engaged in the sale and/or promotion of travel and hospitality.

## **ARTICLE II - CLUB MISSION**

The mission of this club shall be to unite in common organization for professional, social, educational, and philanthropic purposes those individuals now or formerly engaged in the sale and/or promotion of travel and hospitality.

## **ARTICLE III - MEMBERSHIP**

**Section 1.** Members of the 41<sup>o</sup>-74<sup>o</sup> Club of New York, Incorporated, shall be classified as:

Active, Retired, and Honorary.

### **Section 2. ACTIVE MEMBERSHIP**

**(A)** Active members shall be those individuals who are engaged in the sale and/or promotion of travel and hospitality as provided in Article 1, Section 2. They shall have been so engaged for a period of not less than one (1) year of employment immediately preceding application for membership.

**(B)** Active membership is available to Past Presidents of the club, as long as they remain in good standing in fulfilling requirements for attendance and payment of dues, whether or not employed in the travel industry. All Past Presidents, upon request, shall act as consultants to the incumbent board and to the club as a whole.

**Section 3. RETIRED MEMBERSHIP** - Retired members shall be former Active members who retired from their position in the travel industry. Retired members may not serve on the board but may serve on committees, shall be exempt from meeting requirements, and shall pay dues as designated.

**Section 4. HONORARY MEMBERSHIP** - Honorary membership may be conferred upon any individual, on the recommendation of the board, who has rendered outstanding service to the club, subject to majority vote of the membership. Honorary members shall not have voting privileges, may not serve on the board or committees, shall be exempt from meeting requirements, and shall pay no dues.

### **Section 5. SUSPENSION AND/OR EXPULSION**

**(A)** The members of the club, at a business meeting or at a special meeting, shall have the power to expel or suspend any member of the club for conduct which is in violation of the

articles of incorporation, bylaws, or regulations of the club, or which may endanger the good order, welfare or character of the club. Complaint with respect to such conduct may be made to the board by any member of the club.

**(B)** Should such a complaint be made, a special committee, consisting of not less than three (3) Active members shall be appointed by the President to hear such charges and report to the board. Due notice of the nature of complaint shall be given the member and a hearing shall be called at which the member may appear in their own defense. Upon substantiation of the charges the board shall report its findings at the next business or special meeting of the club for action by the membership.

## **ARTICLE IV - NEW MEMBERS**

**Section 1.** Membership shall be conferred to those who meet the membership criteria as outlined in Article III above.

### **Section 2. SPONSOR**

**(A)** Any Active or Retired member in good standing may sponsor individuals for membership. The sponsor shall assume responsibility in determining that said proposed member meets all requirements for membership as outlined in Article III, Section 2(A) of the bylaws prior to signing the membership application as a sponsor.

(1) The sponsor must not be employed by the same organization as the proposed member.

(2) The sponsor must have been a member in good standing for at least one year.

**(B)** The sponsor shall invite a prospective member to one meeting during a fiscal year while filing an application for membership.

### **Section 3. MEMBERSHIP COMMITTEE PROCEDURES**

**(A)** The board shall consider the report of the membership committee when presented, and shall take appropriate action on the proposed name(s).

**(B)** The membership chair shall then advise the sponsor and applicant of the action taken.

**(C)** The membership chair shall advise the new member of the next club meeting at which the individual be formally installed upon payment of applicable membership dues.

## **ARTICLE V - DUES**

### **Section 1.**

**(A)** Each member shall pay the Treasurer annual dues of such amount as the club may authorize.

**(B)** Each new member shall pay to the Treasurer an initiation fee of such amount as the club may authorize and dues as outlined in Article V, Section 3.

**(C)** Recommendations regarding changes of annual dues and fees paid by members shall be made by a committee appointed by the board and chaired by the Treasurer.

**(D)** Such recommendations shall be submitted to the voting membership by ballot. The approval of such changes shall require a majority of all valid votes cast.

### **Section 2.**

**(A)** Prior to June 30th the outgoing Secretary shall send dues notices to each member for dues for the following fiscal year as outlined in Article XIV, which shall be payable and sent to the Treasurer on receipt.

**(B)** Failure to pay dues or provide the board with a satisfactory explanation in writing by August 15th shall cause a member to be delinquent and the name to be removed from the club directory by September 1st.

**(C)** A member who fails to pay dues for an entire club year will no longer be considered a member.

**Section 3.** New members accepted between July 1st and January 31st shall pay the initiation fee and the full amount of dues. New members accepted between February 1st and June 30th shall pay the full initiation fee and prorated annual dues. These payments shall represent all dues payable until June 30th when the full amount of annual dues for the following fiscal year shall be payable by August 15th. Membership commences upon receipt of dues.

## **ARTICLE VI - OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The officers of the club shall be: President, Executive Vice President, Vice President, Secretary, and Treasurer.

**Section 2.** The board of directors shall consist of the officers, the Immediate Past President, and two (2) Members at Large. In the event that the President is elected to serve additional terms, the previous Immediate Past President shall not serve additional terms.

**Section 3.** The term of office of the board of directors shall be one (1) fiscal year. A member of the board of directors may serve more than one (1) consecutive term in the same office provided she is re-elected by the membership.

**Section 4.** All officers and Members at Large shall be elected by ballot at the Annual General Meeting of the club held in June.

## **ARTICLE VII - DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.** The direction of property, affairs, business, and concerns of the club shall be vested in the board of directors which shall be constituted and elected as provided for in the bylaws. Decisions made by the board shall not be in contravention to these bylaws.

**(A)** The board shall have the power to:

- (1) hold club meetings at such time and place as it may deem proper.
- (2) call special club meetings at such time and place as it may deem proper.
- (3) approve payment of budgeted items as billed.
- (4) devise and execute such other measures as they may deem proper and expedient to promote the objectives of the club and protect the interests and welfare of the members.

**(B)** The board shall make every effort to confine its expenditures to the limits established by the budget and shall report any extraordinary or unforeseen expenditure at the next business or special meeting for ratification by the membership.

### **Section 2. MEETINGS OF THE BOARD**

**(A)** Regular meetings of the board shall be held once each month of the year, except during July and August, at such time and place as it may designate.

**(B)** The President may, if deemed necessary or advisable, call a special meeting of the board.

**(C)** Upon written request of the majority of board members, the Secretary shall issue a call to all board members for a special meeting which shall require forty-eight (48) hours notice.

**Section 3. QUORUM** - A majority of the board shall constitute a quorum. In the absence of the President and the Vice Presidents, the quorum present may select a chair for the meeting.

**Section 4. REMOVAL OF MEMBERS OF THE BOARD** - Should any member of the board be absent from three (3) board meetings without a valid excuse, or should any member of the board fail to carry out duties in accordance with these bylaws, they may be removed, at any time, by a majority vote. Such action shall be ratified by the membership at the next business meeting.

**Section 5. VACANCIES ON THE BOARD** - Whenever any vacancies occur within the board the vacancy shall be filled as provided in these bylaws in Article X, Section 5 (A) (B).

**Section 6. MEMBERS AT LARGE** - Members at Large shall serve as the voting representatives of the general membership.

**Section 7. RECORDS** - Each member of the board shall keep a file of communications and reports and shall pass this file to their successor at the end of their term in office.

## **ARTICLE VIII - VOTING POWER & PRIVILEGES**

The voting power shall be vested exclusively in Active and Retired members in good standing. No Honorary member shall be entitled to vote.

## **ARTICLE IX - CLUB MEETINGS**

### **Section 1. ANNUAL GENERAL MEETING**

The regular meeting in June shall be known as the Annual General Meeting. Election and installation of officers and Members at Large shall take place at the Annual General Meeting (hereinafter referred to as the AGM).

### **Section 2. REGULAR MEETINGS**

**(A)** There shall be no less than seven (7) regular meetings during each fiscal year that shall normally be scheduled for the 2nd Thursday of each month. The board may change the date of any regular meeting provided that the members are notified at least fourteen (14) days in advance. The AGM is open to dues-paying club members only. There shall be no regular meetings in July and August.

**(B)** There shall be at least two (2) meetings (NOT including the AGM) within the fiscal year that will include a time set aside for discussion of club business. These club business meetings will be scheduled prior to a regular meeting and are open only to dues-paying club members. This is when the internal club business will be discussed (club officer reports, financial review). Aside from the June AGM, these business meetings will be scheduled, where possible, for September and during February or March.

### **Section 3. SPECIAL MEETINGS**

Special club meetings may be called at any time by the board or by written request (including email) to the board of not less than twenty-five (25) voting members. Such written request shall state the purpose for which said meeting is requested, whereupon it shall be mandatory that such meeting be called by the board within thirty (30) days.

### **Section 4. NOTICE OF MEETINGS**

Written notice for all meetings shall be sent to each member not less than fourteen days in advance.

### **Section 5. QUORUM**

At all business and special meetings the presence of one-fourth (1/4) of the voting members shall constitute a quorum in order to transact business. The majority vote of those present shall constitute the action of all meetings.

## **ARTICLE X - NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS**

### **Section 1. NOMINATING COMMITTEE PROCEDURES AND REQUIREMENTS**

**(A)** The nominating committee, including the chair, shall consist of five (5) Active and/or Retired members. Each such person must have been a member of the club for at least one year at the time they are appointed or elected to serve on this committee.

**(B)** The President shall appoint the chair. The board shall appoint two (2) members to the committee. The President shall announce the appointment of the chair and the two (2) members appointed by the board in February. Two (2) additional members shall be elected from the general membership during the next business meeting. Members may volunteer or be nominated by another member to serve on the nominating committee. In the latter case the nominee must agree to serve on the nominating committee before she is considered a candidate. No more than ten (10) candidates may be nominated unless the majority of members permit additional names to be placed in nomination. If there are only two (2) nominees, a vote by unanimous consent is allowed.

**(C)** The President shall appoint five (5) tellers to tally and count the ballots, and the two (2) nominees receiving the highest number of votes shall serve on the nominating committee.

**(D)** The ballots and tellers' count shall be preserved by the Secretary for a period of not less than six (6) months.

**(E)** The nominating committee shall serve for one (1) term. In the event of a vacancy, if the member was appointed by the President, the position shall be replaced by the President; if the member was appointed by the board, the position shall be replaced by the board; if the member was elected by the membership, the position shall be replaced by the membership at the next business/special meeting.

**(F)** Members shall not serve on the nominating committee in consecutive years.

### **Section 2. BOARD CANDIDATE REQUIREMENTS**

Any candidate for officer or Member at Large must have been an Active member of the Club in good standing for at least one (1) year at the time of their nomination. An Active member in good standing is defined as one who is current with her club financial obligations. Any member of the club who fills these requirements may present herself or be presented to the nominating committee as a candidate for office through personal or written correspondence with the nominating committee chair.

### **Section 3. NOMINATING COMMITTEE DUTIES**

**(A)** The nominating chair shall preside over at least one meeting of the nominating committee to discuss candidates and choose nominees for the official “slate” of officers for the following club year. During this meeting(s) the chair and committee members may be called upon to contact viable candidates for office to discuss their interest in board positions.

**(B)** Five (5) members of the nominating committee shall constitute a quorum. In the absence of the nominating committee chair, the quorum present may select a chair for that meeting.

**(C)** Notice of the names selected as nominees for the official slate shall be submitted first to the current board by the nominating committee chair for information purposes only. The chair shall also submit the list of nominees and a brief resume for each candidate to the Secretary for publication to all members by the end of April.

**(D)** Other interested board nominees may appear on the ballot by presenting a petition, signed by a minimum of fifteen (15) voting members, to the nominating chair up to thirty (30) days prior to the AGM.

**(E)** The nominating committee chair shall prepare a ballot for one or more nominees, including those by petition, for each office. The chair shall deliver the ballot to the Secretary at least fourteen (14) days prior to the AGM.

**(F)** In the event a candidate for office, after accepting the nomination, is unable to serve or resigns as a candidate, the nominating committee shall select another candidate. The nominating committee chair shall submit a supplement, placing the new nominee’s name(s) with an appropriate explanation, to the Secretary to add to the original ballot.

**(G)** Should there be any revisions to the original ballot of nominees, their names shall, if time permits, be published prior to the election.

### **Section 4. ELECTION OF THE BOARD OF DIRECTORS**

**(A)** At the AGM, the President shall appoint five (5) tellers who shall act as inspectors at the election, open any ballots received by regular or electronic mail or submitted otherwise, and count all valid votes cast.

**(B)** Voting members unable to be present may secure a ballot from the nominating chair. This anonymous ballot must be returned to the nominating chair prior to the AGM. The nominating chair shall deliver all ballots to the AGM and present these ballots to include in the tally. The Secretary shall preserve all ballots cast, including the tellers’ count, for a period of not less than six months. Any voting member who has sent in a ballot and who subsequently appears in person shall not be permitted to cast a vote at the meeting.

**(C)** Votes may be cast for members other than the nominees listed on the ballot by writing in the name of the eligible member and the office for which they are proposed.

**(D)** The candidate who receives a plurality of all valid votes cast shall be declared elected.

**(E)** In the event a write-in candidate receives a plurality of all valid votes cast, their election shall become effective if they are present and accept. If absent, the election becomes effective as soon as they are notified and accept. If they decline the office, the candidate receiving the next highest number of votes is declared elected.

**(F)** In the event that the official slate runs unopposed, a vote for unanimous consent is allowed.

### **Section 5. VACANCIES**

**(A)** In the event of a vacancy in the office of President, the Executive Vice President shall complete the unexpired term. In the event of a vacancy in the office of Executive Vice President, the Vice President shall complete the unexpired term, in the event the Vice President declines (or does not qualify) to accept the proper succession as outlined, the vacancy(ies) shall be filled by the nominating committee, subject to the ratification of this action by the board and thereafter by the voting membership at the next business/special Meeting.

**(B)** All other members of the board who are unable to serve after taking office shall be replaced by the nominating committee subject to the ratification of this action by the board and thereafter by the voting membership at the next business/special meeting.

## **ARTICLE XI - DUTIES OF THE OFFICERS**

**Section 1. PRESIDENT** - The President shall preside at all meetings of the club and of the board. The President shall be a member ex-officio of all committees except the nominating committee. The President need not attend committee meetings unless they desire to do so or have a special message. The President shall appoint the chair of all committees, with the approval of the board, except the program, reservation, and membership committees. The President shall appoint a parliamentarian for consultation when needed.

**Section 2. EXECUTIVE VICE PRESIDENT** - The Executive Vice President, in the absence of the President, shall have the powers and perform the duties of the President. The Executive Vice President shall be chair of the program and reservations committees which shall have not less than three (3) other members appointed to each committee by the Executive Vice President and approved by the board. The Executive Vice President shall be responsible for the notices of the club and special meetings to be sent to the membership. The Executive Vice President shall be responsible for meeting arrangements and any program provided, but shall not enter into any contracts without the approval of the board.

**Section 3. VICE PRESIDENT** - The Vice President shall, in the absence of the Executive Vice President, have the powers and perform the duties of the Executive Vice President. The Vice President shall be chair of the membership committee which shall not have less than three other members appointed by the Vice President and approved by the Board. The Vice President shall keep an accurate membership directory, including Auxiliary members. The Vice President shall be responsible for all duties provided in Article IV Section 3 and Article XV Section 1(B).

**Section 4. SECRETARY** - The Secretary shall take minutes of all board meetings, business, and special meetings. The Secretary shall have custody of all records and papers relating to the business of the club, except those which are specifically assigned to others. The Secretary shall submit all absentee ballots requested and all other duties provided in Article X Section 1(D), Section 3(E)(F), Section 4(B); Article XV Section 1(F). The Secretary shall conduct the correspondence of the club under the direction of the President. The Secretary shall be chair of the communications committee which shall have not less than three (3) other members appointed by the Secretary and approved by the board. The Secretary shall be responsible for the preparation and distribution of club communication and all other duties provided in Article X Section 3(C) and in Article V Section 2 (A).

**Section 5. TREASURER** - The Treasurer shall:

**(A)** Collect all monies due the club, keep an accurate record thereof, deposit same in a bank or banks in the name of the club, pay all bills for budgeted items as approved by the chair, present a full report at each board meeting and to the club at business meetings.

**(B)** Be authorized to sign checks for the payment of all bills approved by the board. In the absence of the Treasurer, the President shall sign checks; or, in the absence of the Treasurer and the President, the Executive Vice-President shall sign checks.

**(C)** The Treasurer and President shall co-sign all withdrawals from the Savings Account(s), including the Special Reserve Fund Account established in 1940, subject to the limits imposed

by Article XIII Section 1(C). In the event of the absence of one or the other, the Executive Vice President shall co-sign.

**(D)** Serve as chair of the budget committee which shall have not less than three (3) other committee members appointed by the chair and approved by the board. The committee shall prepare a budget for the fiscal year beginning July 1st to be presented to the board at the September board meeting for approval. The budget shall then be presented to the membership at the September business meeting for ratification.

**(E)** Submit to a professional accountant records of receipts and disbursements together with an annual report for audit, tax preparation, and filing with the required government agencies. Accounts shall be audited annually.

## **ARTICLE XII - COMMITTEES**

**Section 1.** The President, with the approval of the board, shall appoint the chair of the standing committees: ARCHIVES, AWARDS, BYLAWS, HOLIDAY LUNCHEON, MENTORING, NOMINATING, PHILANTHROPIC, PUBLICITY, SPECIAL ACTIVITIES, and SPECIAL SERVICES. The committee chairs shall appoint, with the approval of the board, at least three (3) other members to serve on each committee.

**Section 2.** The following officers shall serve as chairs of specific committees: EXECUTIVE VICE PRESIDENT - program and reservations; VICE PRESIDENT - membership; TREASURER - budget and finance; SECRETARY - communication (including social media).

### **Section 3. SPECIAL COMMITTEES**

The President may appoint at any time, with the approval of the board, other committees on any subject for which there are no standing committees.

### **Section 4. COMMITTEE ACTIONS**

Actions planned by any and all committees shall be submitted to the board for prior approval.

**Section 5.** Each committee chair shall keep a file of communications and reports and pass this file to their successor. A committee chair without successor shall place the file in the keeping of the Secretary.

**Section 6.** Resignations by committee chairs shall be made in writing to the President, who shall in turn advise the board.

## **ARTICLE XIII - FINANCES**

**Section 1.** All funds of the 41<sup>0</sup>-74<sup>0</sup> Club of New York, Incorporated, shall be deposited in the name of the corporation in a bank or banks. There shall be separate accounts known as: the Checking Account, the Savings Account(s), and the Special Reserve Fund Account Established in 1940.

**(A)** The Checking Account shall be maintained as a working business account.

**(B)** The Savings Account(s) shall be maintained as interest bearing account(s) and shall be made available to the working business account, with the approval of the board.

**(C)** The Special Reserve Fund Account Established in 1940 shall be kept as an interest-bearing FDIC insured account until such time as it is voted by the membership to allot this amount in whole or in part for a special purpose or purposes.



(1) The proposals for the use of the Special Reserve Fund Account Established in 1940 must first be introduced at a business or special meeting. Such proposals will be referred to the board, who will report at the next business or special meeting their findings and recommendations following investigation of such proposals. The board's report will then be submitted to the membership for action. A vote by mail shall be mandatory and a majority vote of the voting membership is required to approve the expenditure(s) of any or all of the Special Reserve Fund Account Established in 1940.

(2) The interest derived from this fund may be made available to the club for expenses, as necessary.

**Section 2.** The President may withdraw funds up to \$200.00 from the club without prior authorization for the purpose of expenditures in connection with the performance of her duties. An accounting of any expenditures of the funds withdrawn shall be submitted for approval at the next board meeting or the membership at the next business meeting.

#### **ARTICLE XIV - FISCAL YEAR**

The fiscal year shall begin on the first day of July of each year, and shall end on the last day of June of each succeeding year.

#### **ARTICLE XV - AMENDMENTS/REVISIONS**

**Section 1.** These bylaws may be amended/revised as follows:

**(A)** All proposal(s) for the amendment(s)/revision of these bylaws shall be submitted in writing for approval to the board prior to submitting same to the membership for a YES or NO vote.

Amendment(s)/revision proposal(s) approved by the board, shall be sent to the membership.

**(B)** The bylaws chair shall verify the names of the eligible voters from the current membership list.

**(C)** The bylaws chair shall email the amended/revised bylaws proposal to each voting member for a YES or NO vote, and same must be returned to the bylaws chair within fourteen (14) days of the electronic postmark date.

**(D)** The amendment(s)/revision shall not become part of the bylaws unless approved by two-thirds (2/3) majority of all valid votes cast.

**(E)** The bylaws chair shall deliver the results of the voting to the board to communicate to the membership.

**(F)** The results of the voting shall be preserved by the Secretary for a period of not less than six (6) months.

#### **ARTICLE XVI - DISSOLUTION**

**Section 1.** By resolution adopted by the board, and ratified by a vote of three-fourths (3/4) of its voting members present at a special meeting called for such purpose, this club may be dissolved.

**Section 2.** Prior to application for dissolution, the voting membership shall have full power to designate the appropriation of all funds after all debts are paid.

## **ARTICLE XVII - PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice as comprised in Robert's Rules of Order Revised, 10<sup>th</sup> Edition, shall govern the proceedings of this club and the board, subject to the special rules of the 41<sup>o</sup>-74<sup>o</sup> Club of New York, Incorporated.

## **ARTICLE XVIII - RESOLUTION**

These bylaws are binding to the board of directors and the membership.

## **ADDENDUM - AUXILIARY MEMBERSHIP**

**(A)** Auxiliary membership may be conferred by the board of directors upon any individual who is directly or indirectly involved in the travel and hospitality industry and whose Auxiliary membership is, in the opinion of the board, deemed to be in the best interest of the club. Any member may submit a name and organization to the membership chair for approval by the board.

**(B)** Auxiliary members shall be exempt from dues, shall not be eligible to vote, hold office, or be on a committee. They shall have no interest in the property or funds of the club.

**(C)** Auxiliary members who fail to attend one meeting in a fiscal year after receiving Auxiliary membership shall be removed from the club directory.

**(D)** The President shall confer, with the approval of the board, the Honorary title of "Auxiliary President" at the beginning of each fiscal year to an Auxiliary member. This Honorary title shall automatically terminate at the end of the fiscal year.