

Constitution & Bylaws of The Church Club of New York

*Amended June 22, 2016 at the Annual Meeting of the Membership
(Previously amended November 30, 2011 at a Special Meeting of the Membership
and June 29, 2011 at the Annual Meeting of the Membership)*

ARTICLE I

NAME

The name of this Club is "THE CHURCH CLUB OF NEW YORK."

ARTICLE II

PURPOSES

The purpose of The Church Club of New York is to strengthen the life and faith of The Episcopal Church and the Anglican Communion by offering its members and others opportunities for education, training, enrichment, discussion, and fellowship. The properties and funds of the Club shall be forever and exclusively devoted to religious and educational purposes.

ARTICLE III

MEMBERS

1. Any lay member of The Episcopal Church or lay member of a denomination that is in full communion with The Episcopal Church may be considered for membership. In addition, any Episcopal clergy person or lay person who is not an Episcopalian may apply to become an Associate of the Church Club. Associates pay dues but do not have voting rights.
2. There shall be two classes of membership in the Club. The two classes of membership shall be "Members" and "Life Members." Life Members shall have the same rights and privileges and be subject to the same obligations and penalties as other members, except that Life Members shall be exempt from annual dues.
3. The process and criteria for selecting members of the Club shall be determined by the Board of Trustees from time to time and shall be made available in writing to all members and to all eligible individuals seeking membership.

ARTICLE IV

OFFICERS

1. The officers shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected each year by the Board of Trustees from its membership at its first meeting after the annual meeting of the Club. Each officer shall hold office until the next annual meeting of the Board and until a successor shall have been elected and takes office. A serving officer whose term as a Trustee is expiring shall be eligible for re-election to the same office and shall be deemed a Trustee while so serving, but no officer shall serve for more than three successive years in the same office.
2. The President shall be the chief executive officer of the Club, shall preside at all meetings of the Club and of the Board of Trustees and shall possess the usual powers of such officer. The President shall be ex officio member of all committees. The President shall appoint all committees with the approval of the Board of Trustees except when another method of appointment is prescribed by the Constitution or by the Board of Trustees.
3. Each Vice President shall perform such duties as are delegated to him or her by the President. In the President's absence, disability or death, the Vice Presidents, in order of seniority, shall have the powers of the President.

4. The Secretary shall oversee the creation and maintenance of all the membership data, notices, correspondence, meeting minutes, and other official documents and records of the Club.
5. The Treasurer shall oversee all financial records, transactions, and related processes and shall report to the President and Board as they may require.
6. The Board of Trustees may appoint any employees, consultants, contractors, or other agents deemed necessary and appropriate. Such individuals shall report to the President for administrative purposes, shall serve at the pleasure of the Board and shall be subject to the terms of any written contract engaging their services.
7. All officers shall serve at the pleasure of the Board of Trustees. A vacancy in any office may be filled by the Board at any meeting.

ARTICLE V

BOARD OF TRUSTEES

1. There shall be a Board of Trustees consisting of twelve elected members.
2. The term of office of the Trustees shall be for three years and until their successors are elected and take office.
3. Trustees shall be elected at the annual meeting of the Club in each year. Vacancies during the year may be filled by the Board of Trustees. Trustees elected by the Board shall serve until the next annual meeting of the Club and until their successors are elected and take office. No person shall be elected to serve as a Trustee for a third consecutive full term.
4. An annual meeting of the Board of Trustees for the election of officers and the transaction of any other business shall be held as soon as practicable after the annual meeting of the Club in each year. At least four regular meetings of the Board shall be held each year at such times and places as the Board may fix.
5. A special meeting of the Board at any time may be called by the President or by any two members of the Board by a notice in writing or electronically specifying the time, place and purpose of such meeting.
6. Written notice of each regular or special meeting of the Board shall be served personally or sent by U. S. mail or any other reputable delivery service, electronic mail or facsimile transmission upon each Trustee and shall state the time when and the place where the meeting is to be held. Notices of regular meetings shall be sent at least five calendar days prior to the date of the meeting and notices of special meetings shall be sent at least 48 hours prior to the time of the meeting. No business shall be transacted at a special meeting except as shall have been specified in the notice thereof. Notice of any meeting of the Board need not be given to any Trustee who attends the meeting without protest of the absence of notice or to any Trustee who files a written waiver notice of the meeting with the Secretary before or after the meeting.
7. A majority of Trustees currently in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if at any meeting there shall be less than a quorum present a majority of those present may adjourn the meeting from time to time until a quorum shall be present, and any such adjourned meeting may be held without further notice. Unless otherwise provided by law or in the Constitution, the act of a majority of the Trustees present at any regular or special meeting at which a quorum is present shall be the act of the Board.
8. The Board shall appoint, at least three weeks before each annual meeting of the Club, a Nominating Committee of three, none of whom shall be members of the Board, except that not more than two of their number may be chosen from the outgoing members of the Board. The Committee shall nominate candidates for election to the Board at the annual meeting of the Club and shall recommend candidates for election as officers at the annual meeting of the Board. The names of all such candidates shall accompany the notice of the meeting.

9. The Board of Trustees shall have general charge of the affairs, funds and property of the Club and may make rules for the government of the Club not inconsistent with the Constitution.

10. Any action required or permitted to be taken by the Board of Trustees or any committee thereof, other than a proceeding of the Board under Section 4 of Article X, may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or of any committee may participate in a meeting of the Board or of such committee through conference telephone or similar communications system by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

11. Any Trustee who, after proper notice, is delinquent in his/her dues for six months or who, without excuse, misses three meetings in any calendar year shall be deemed to have resigned from the Board.

ARTICLE VI

DUES

1. The annual dues of members, the date payable and any other terms and conditions of membership shall be fixed annually by the Board of Trustees.

2. As used in this Constitution, "year" shall mean the calendar year, which shall also be the fiscal year of the Club.

ARTICLE VII

MEETINGS

1. The annual meeting of the Club for the election of Trustees and the transaction of such other business as may properly come before the meeting, including financial, membership and other reports, shall be held within six months of the end of the year at such time and place as shall be fixed by the Board of Trustees. The Club shall submit and file with the Episcopal Diocese of New York a copy of its annual report as required under New York Not-for-Profit Corporation law within one month after the annual meeting of the Club.

2. Special meetings for the transaction of business may be called by the President, or in the President's absence by one of the other officers, and shall be so called on the written request of ten members.

3. Any annual dinner shall be held at such time and place as may be fixed by the Board of Trustees.

4. Other meetings may be held at such times and places as may be fixed by the Board of Trustees.

5. Written notice of the annual or any special meeting of the Club for the transaction of business, stating the time and place, and, in the case of a special meeting, stating also the purpose or purposes for which the meeting is called, shall be provided to each member not less than ten or more than fifty days before the meeting.

6. One-tenth of all the members, present in person or by proxy, shall constitute a quorum for the transaction of business at any annual or special meeting of the Club. If a quorum shall not be present at any meeting a majority of members present, in person or by proxy, may adjourn the meeting from time to time without further notice until a quorum shall be present. Unless otherwise provided by law or in this Constitution, the act of a majority of the Trustees present at any regular or special meeting at which a quorum is present shall be the act of the Board.

7. Any member may appoint another member or members to act for the member by proxy at any meeting of the Club, but no person other than a member shall be so appointed. Every proxy shall be signed by the member and shall be filed with the Secretary at the meeting or in advance thereof.

8. The Club shall endeavor to invite each year the Bishop of New York, or any other Bishop of the church, to address the Club on matters pertinent to the affairs and concerns of the Episcopal Church nationally and internationally, as well as matters of concern to local dioceses.

ARTICLE VIII

COMMITTEES

1. The Board of Trustees shall appoint an Executive Committee consisting of all the officers of the Club. During intervals between meetings of the Board, the Executive Committee shall have all the powers of the Board in the management and control of the business and affairs of the Club which may lawfully be delegated. The Board may also create any other committees or task forces of the Board as it may from time to time deem desirable.

2. Members of any committees and task forces shall be appointed by the President with the approval of the Board and shall be charged with specific duties and areas of responsibility. Committees and task forces may be composed of Trustees and other members, or solely of Trustees. A committee may from time to time, with the approval of the Board, make rules for its own governance.

ARTICLE IX

INDEMNIFICATION

1. To the extent permitted by law, the Club shall indemnify each Trustee and each officer, including employees, against any and all judgments, fines, amounts paid in settling or otherwise disposing of actions, suits or proceedings (whether civil, criminal, administrative or investigative), and expenses reasonably incurred in connection therewith, by reason of the fact that he or she was a Trustee or officer.

2. By action of the Board of Trustees, the Club may purchase and maintain insurance, in such amounts as the Board deems appropriate on behalf of any individual who is or was a Trustee, officer, or employee against any liability incurred by him or her in such capacity.

ARTICLE X

TERMINATION OF MEMBERSHIP

1. Any member may resign from membership in the Club by submitting a resignation in writing.

2. Any member who is subsequently ordained shall be eligible to become an Associate of the Club.

3. Any member who, after proper notice, has failed to pay dues for two consecutive years, shall be deemed to have resigned from the Club.

4. The Board of Trustees may suspend a member, by a two-thirds vote of the entire Board, for conduct that the Board deems prejudicial to the interests or welfare of the Club; provided, however, that written notice of the charges against such member, with a copy of this Article of the Constitution, shall have been mailed to him or her at least two weeks prior to the meeting of the Board at which such action is to be considered and provided further that the member shall be entitled to a hearing on these charges if he or she makes written request to the Secretary at least one week prior thereto. A suspended member shall forfeit all privileges of the Club.

5. A suspended member may, upon written application to the Board of Trustees at least one week prior to its third regular meeting after his or her suspension, be reinstated by a two-thirds vote of the entire Board, provided that a member suspended for non-payment of any indebtedness to the Club shall have discharged all such indebtedness. A suspended member who does not apply for reinstatement or whose reinstatement is denied by the Board shall be deemed to be expelled from membership.

ARTICLE XI

AMENDMENTS

This Constitution may be amended at any meeting of the Club by two-thirds of the members present, in person or by proxy, provided that notice of the proposed amendments shall have been sent to the members at least ten days before the meeting at which they are to be acted upon.

ARTICLE XII

DISSOLUTION

Upon the corporate dissolution of the Club, the then remaining assets of the Club shall be distributed as follows:

- (1) The Liddell endowment fund, to the General Seminary of the Episcopal Church, New York, New York;
- (2) The remaining funds to the Episcopal Diocese of New York.