

Revised April 1997
Revised October 1997
Revised May 1998
Revised November 2001

By-Laws of
The Metropolitan Club Foundation, Inc.

ARTICLE I

Name and Origin

The name of this corporation is the Metropolitan Club Foundation, Inc. (MCF). MCF is a non-profit organization incorporated under the laws of the State of New York by Certificate of Incorporation filed.

ARTICLE II

Purpose and Objectives

The purpose for which the Corporation is formed is: to support educational programs for Club Managers and Assistant Managers to further the Club Management profession. To provide financial assistance to individuals from the public sector, including minorities, interested in the club and hospitality fields and in doing so, create a greater public awareness of professional opportunities. To promote the Club Management profession through academic programs offered by community colleges, culinary schools and universities both in New York and other states. To cooperate in the dissemination of professional information to allied associations, academic institutions, and other groups involved with the hospitality field. To offer limited assistance to club management professionals and their families facing catastrophic and devastating situations due to illness, disaster or death of a family member.

ARTICLE III

Board of Directors

SECTION 1. **Election, Term of Office, Resignation, Removal and Vacancies.**

There shall be a Board of Directors consisting of at least twelve members, eight of which shall at all times be members of the Metropolitan Club Managers Association, one of which will be an Officer of the MCMA Board. The remaining four members shall be; two corporate executives with prominence in the New York community and hospitality industry; one investment professional employed by and in good standing with a reputable financial institution. Directors shall serve for terms of three years or until a successor is elected or appointed and has qualified. In the event a Director shall miss three successive meetings, his/her term shall automatically expire; provided, however, that he/she has been notified in writing upon his/her missing the second meeting. The Board shall be divided into three classes as nearly equal in number as possible, so that the terms of office of the Governors of one class shall expire each year and their successors shall be elected for three year terms. If the number of Governors is changed by action of the Board, any newly created governorship or any decrease in governorship shall be so apportioned among the classes as nearly equal in number as possible, and there shall be no classification of the additional Governors under the next Annual Meeting of Members.

SECTION 2. **Powers and Duties.**

The Board of Directors shall have the supervision, control and direction of the affairs of the Corporation. It shall determine its policies or changes therein within the limits of these By-Laws. It shall actively prosecute the Corporation goals and objectives and shall have the discretion in the disbursement of its funds. It may adopt such rules and

regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it considers necessary.

SECTION 3. Meetings/Regular and Annual Meetings.

The Board of Directors shall meet at the call of the Chairman, Vice-Chairman or any three members of the Board. At least five days notice of time and place of a meeting shall be mailed or given personally to each member of the Board of Directors. Notice of a meeting need not be given to any person who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting. Notice of a committee meeting need not be given to any alternate member of such committee.

Regular meetings of the Board of Directors shall be held not less than one time each fiscal year at the principal office of the Corporation or at such other place as the Chairman of the Board shall designate. An Annual Meeting of the Board of Directors shall be held at the principal office of the Corporation on/at such other place as the Chairman of the Board shall designate between November 1st and November 30th at such time and on such date as the Chairman shall designate. At each Annual Meeting of the Board, the Chairman of the Board for the ensuing year shall be elected by a majority of the newly elected Directors present. The Chairman shall preside at all meetings of the Board of Directors. If he/she is unable to attend any meeting and a Vice-Chairman is present, then the Vice-Chairman shall preside, otherwise the members present will designate a temporary Chairman for purposes of conducting the meeting.

SECTION 4. Quorum.

At any meeting of the Board of Directors, a majority of the total number of members of the Board of Directors then in office shall constitute a quorum.

SECTION 5. **Action at Meeting.**

Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 6. **Proxy Voting.**

Proxy voting shall be permitted in accordance with the policy set by the Board of Directors.

SECTION 7. **Removal or Vacancy.**

Any member of the Board may resign at any time upon written notice to the Board, and Chairman or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any member of the Board may be removed at any time with or without cause by a majority vote of the Board.

SECTION 8. **Telephonic Meetings.**

Any one or more members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting pursuant to this By-Law shall constitute presence in person at such meeting.

SECTION 9. **Board Action Without Meeting.**

Any action which may be taken at a meeting of the Board of Directors therefore may be taken without a meeting, if a quorum of the members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action and such

resolution and the written consents thereto are filed with the Minutes of the proceedings of the Board of Directors.

SECTION 10. Conflict of Interest.

A Director shall disclose to the Board, in writing, any relationship which said Director may have with any person, corporation or other entity with which the Corporation proposes to enter into any contract or other transaction or to which the Corporation proposes to make any grant which will or may result, directly or indirectly in financial gain or advantage to the Director by reason of such relationship. If the Director fails to make this disclosure before the Corporation enters into the contract or transaction or makes the grant, the Board may terminate the term of the Director forthwith.

ARTICLE IV

Officers

SECTION 1. Election, Term of Office, Resignation, Removal and Vacancies.

The Corporation shall have a Chairman, Vice Chairman, a Secretary and a Treasurer. The Chairman shall be an active dues paying Member of the Metropolitan Club Managers Association. The Vice Chairman, Secretary and Treasurer should be selected by the Chairman and approved by a vote of the full Board. Each Candidate will be voted on separately. In addition, the Chairman may, with the approval of the Board of Directors, appoint one or more Vice Chairmen and delegate to them such power and duties as deemed desirable. Any Officer may resign at any time upon written notice to the Board of Directors, the Chairman or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to render it effective.

SECTION 2. **Powers and Duties.**

a) Chairman. The Chairman shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the Corporation and the Board of Directors, and in general, shall perform the duties incident to this office.

b) Vice Chairman. During the absence or disability of the Chairman, the Vice Chairman shall preside at all meetings of the Corporation and of the Board of Directors, and in general, shall perform the duties incident to this office.

c) Secretary. The Secretary shall keep the records of all meetings of the members of the Corporation and the Board of Directors. He/she shall give and serve all notices of meetings. He/she shall have charge of all correspondence and papers of the Corporation except such as pertain to the office of the Treasurer. He/she shall present at each Annual Meeting of the Board of Directors, a full report on all matters relating to the affairs for the Corporation, including a summary of all action taken during the year by the Board of Directors.

d) Treasurer. The Treasurer shall keep full and accurate accounts of all monies received and shall deposit the same in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disperse all monies under the direction of the Board of Directors. He/she shall have authority to receive and to give receipt for all monies due and payable to the Corporation from any source whatever to endorse on behalf of the Corporation all checks, drafts, notes, warrants and orders, and to give full discharge for same. He/she shall present at each Annual Meeting of the Board of Directors of the Corporation a written report of the

money affairs to the Corporation and shall make a like report whenever requested by the Board of Directors.

SECTION 3. Other Officers, Agents and Employees.

The Board of Directors may from time to time, elect or appoint and remove such other officers, agents or employees and may delegate to them such power and duties as it may deem desirable and may fix their compensation.

SECTION 4. Tenure.

Each Officer shall serve for a term of one year or until a successor is elected or appointed and has qualified. Officers may serve no more than three successive one year terms, except the Chairman who shall serve without such limitation.

ARTICLE V

Members

SECTION 1.

The Board may make provisions for establishing a membership, including membership qualifications and governing policies.

ARTICLE VI

Committees

SECTION 1.

The Chairman of the Board, with the approval of the Board of Directors, shall establish such committees, sub-committees or task forces as are necessary.

SECTION 2. Membership of Committees.

The Chairman of the Board shall appoint all committees and serve on all committees as an ex-officio member with the right to vote.

SECTION 3. **Meetings.**

A committee shall meet at the call of its Chairman.

SECTION 4. **Term of Office.**

The term of office for a committee member shall be one year from the date of appointment. A member may serve on a Committee an unlimited number of successive terms.

SECTION 5.

In the event that a vacancy occurs, the vacancy will be filled at the discretion of the Chairman until the next regular time for committee appointments.

SECTION 6. **Compensation.**

All committee members shall serve without compensation.

SECTION 7. **Nominating Committee.**

The Board shall each year, elect a Nominating Committee to serve during the following year. The Committee shall be composed of three (3) voting members, two of which shall be a Club Manager and Board Member, and one of which will be a non-Manager and Board Member. Two alternate members shall also be elected by the Board, one of which shall be a Manager and Board Member to replace a Manager and Board Member, and one of which shall be a non-Manager and Board Member to replace a non-Manager and Board Member to serve on the Nominating Committee, only if any when an original Member is no longer willing or able to serve. The Nominating Committee shall elect its own Chairperson from among its members.

SECTION 7.1. The Nominating Committee shall prepare a list of four (4) Nominees for election to the Board and shall make a written report to the Board of its nominations by mailing a copy to each Board Member thirty (30) days prior to each Annual Meeting.

ARTICLE VII

Indemnification

SECTION 1. **Indemnity**

The Corporation shall indemnify each person, each person's heirs and personal representatives who is serving or has served as a Director or as an Officer of the Corporation against any and all liabilities and expenses actually and reasonably paid or incurred by said person in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which said person is made or shall become a party by reason of being or having been a Director or Officer of the Corporation. Without limitation, the term "expenses" as used in this Section shall include counsel fees and any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment of claim of liability other than any amount paid or agreed to be paid to the Corporation.

SECTION 2. **Limitations.**

Anything contained in Section hereof to the contrary notwithstanding, the Corporation shall not indemnify any such Director or Officer:

- a) in respect to any matter as to which such Director or Officer shall have been adjudged to have violated a common law or statutory duty owed by such Director to the Corporation by reason of such person's status as a Director or Officer;
- b) in respect to any matter as to which such Director of office by reason of

such Director's willful acts or omissions as a Director or Officer of the Corporation shall have caused the Corporation to incur, sustain or suffer any adjudicated liability; or

c) in the case of a settlement, unless such settlement shall be found to be in the best interest of the Corporation by (i) the court having jurisdiction of the action, suit or proceeding, civil, criminal or administrative, against such Director or Officer or of a suit involving such Director's or Officer's right of indemnification; or (ii) a majority of the Directors of the Corporation then in office other than those involved in such matter (whether or not such majority constitutes a quorum); provided however, that such indemnity in a case of a settlement shall not be allowed by such Directors unless it is found by independent legal counsel (i.e., a lawyer who is not a Director, Officer or employee of the Corporation and is not a Partner or Associate of any Officer, Director or employee of the Corporation) that such settlement is in a reasonable amount and in the best interest of the Corporation.

SECTION 3. Other Indemnity.

The foregoing right of indemnification shall be in addition to all rights to which any Director or Officer may be entitled as a matter of law.

ARTICLE VIII

Loans to Directors and Officers Prohibited

No loans shall be made by the Corporation to its Directors or Officers or to any party entity related to a Director or Officer. The Directors who vote or assent to the

making of such a loan and any Officer or Officers participating in the making of such a loan shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof. In addition, the Corporation shall make no loans which do not promote and further the purposes of the Corporation.

ARTICLE IX

Amendments

SECTION 1. Manner of Submitting.

Proposed amendments to these By-Laws shall be submitted in writing to the Chairman.

SECTION 2. Adaption.

These By-Laws may be amended by a two-thirds vote of the Board of Directors present at any meeting of the Corporation duly called and regularly held, notice of such proposed changes having been sent in writing to the Board of Directors thirty (30) days before such meeting, or by a two-thirds majority of a mail vote of the Board of Directors provided votes are received within sixty (60) day of the original mailing.

ARTICLE X

Dissolution

SECTION 1.

A vote to dissolve the Corporation shall require an affirmative majority of the Board of Directors. The vote may be taken by mail or in person, but not by proxy.

SECTION 2. **Distribution.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation to such organization or organizations as the Board of Directors shall select, which are organized and operated exclusively for educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954.