

BREWSTER MEN’S CLUB, INC.

BYLAWS (Revised 9-4-19)

ARTICLE 1 – NAME. This corporation shall be known as the Brewster Men’s Club, Inc. (the “Club”).

ARTICLE 2 – PURPOSE

Section 1. *Purpose.* The purpose of the Club shall be to provide a positive and mutually supportive environment for fellowship and good will among its Members, through regular luncheon meetings and other social, recreational, cultural, educational or non-political civic programs or events, and other activities permitted by Massachusetts General Laws, Chapter 180C.

Section 2. *Predecessor.* The purpose of the Club is further to continue the purposes and activities of The Brewster Men’s Club (“BMC”), a social and civic association of long standing, while providing the benefits of corporate organization under the provisions of Massachusetts General Laws Chapter 180C.

ARTICLE 3 – BOARD OF DIRECTORS

Section 1. *Governing Body.* The governing body of the Club shall be the Board of Directors (the “Board”), consisting of (a) the Executive Committee, as set forth herein; (b) all past Presidents of the Club and of BMC for so long as each shall remain a Member of the Club and has attended at least one (1) Board Meeting in the previous year; (c) Advisory Board Members, as set forth herein and (d) members of the Membership Committee, as set forth herein.

Section 2. *Executive Committee.* The Executive Committee of the Club shall consist of the current elected officers of the Club, the Webmaster of the Club and the immediate past President of the Club.

Section 3. *Membership Committee* (“Callers”). The Committee shall consist of Members of the Club appointed or reappointed in each year by the President or the Executive Committee to assist in contacting Members regarding Club meetings, functions and events.

Section 4. *Advisory Board Members.* The President may appoint up to three (3) Advisory Board Members, each to serve for the President’s term.

Section 5. *Nominating Committee.* The current President, no later than the January meeting, shall appoint a Nominating Committee consisting of the three (3) immediate past Presidents, with the most recent past President serving as Chairman. If any of the three (3) are unable to serve, the President shall appoint an alternate.

ARTICLE 4 - OFFICERS

Section 1: *Elected Officers.* The officers elected by the Members shall consist of a President, First Vice President (Program Chairman), Second Vice President (Membership Committee and Publicity Chairman), Secretary, Treasurer, Assistant Secretary, Assistant Treasurer and Member at Large. These officers will perform the duties normally associated with their respective offices and committee chairmanships, or as otherwise directed by the President.

Section 2: *Webmaster.* The President shall appoint a Webmaster to serve until a successor Webmaster shall be appointed.

Section 3: *Nomination and Election of Officers.* The Nominating Committee shall present a slate of proposed officers to the Members at the May meeting. At the June meeting, following any additional nominations from the floor, the new officers will be elected by a majority vote of all Members present.

Section 4: *Term.* Each officer shall serve for one year, from the beginning of July in each year to the end of June in the following year.

Section 5: *Vacancies.* A vacancy in the President's position shall be filled by the Vice Presidents in normal succession. A vacancy in any other position shall be filled by the Executive Committee.

ARTICLE 5 – MEMBERSHIP

Section 1. *Additions to Membership.* Any Brewster, Massachusetts male resident will become a Member of the Club (a "Member") upon delivery to an Officer of the Club of (a) a nomination of such person by a current Member of the Club in good standing, (b) an application for membership by such person, and (c) payment of dues for the then current year. The Executive Committee may accept as Members any male persons who do not otherwise meet all the requirements of membership set forth in these Bylaws. Moving from Brewster will not terminate eligibility for continued membership.

Section 2. *Termination of Membership.* Upon two-thirds vote of the Board, a Member may be terminated and removed as a Member for cause. Prior to such a vote by the Board, such Member shall be provided at least fifteen (15) days prior written notice of proposed Board action, and an opportunity to be heard by the Board, in writing, in person or both, in advance of such action. "Cause" shall be defined as action, conduct or communication in direct connection with the Club or any Club activity, determined by the Board in its sole discretion to be contrary to, inconsistent with or detrimental to the Purpose of the Club as set forth at Article 2, Section 1.

ARTICLE 6 – FISCAL YEAR AND DUES

Section 1: *Fiscal Year.* The Fiscal Year of the Club shall be from July through June.

Section 2: *Annual Dues.* Annual Club dues shall be fifteen dollars (\$15.00), or such other amount as may be determined by the Board, payable no later than the second meeting of the year. Any Member failing to pay dues as set forth here may be suspended or terminated as a member at the election of the Board.

ARTICLE 7 – MEETINGS AND VOTING

Section 1. *Meetings of the Members.* Regular luncheon meetings of the Club shall be held on the second Thursday of each month from September through June, or as otherwise determined by the Board. The Executive Committee may call a special meeting as needed, upon ten (10) days' notice to Members. Notice by electronic mail to those Members shown to have such addresses, together with a posting of such notice on the Club's website, shall be deemed sufficient notice hereunder.

Section 2. *Annual Meeting.* The Annual Meeting of the Members of the Club shall be the last meeting in each fiscal year.

Section 3. *Meetings of the Board.* The Executive Committee shall establish a schedule of regular meetings of the Board in each year. The President or the Executive Committee may change or call a special meeting as needed, upon ten (10) days' notice to Directors. Notice by electronic mail to those Directors shown to have such addresses, together with a posting of such notice on the Club's website, shall be deemed sufficient notice hereunder.

Section 4. *Quorum and Voting.* Except as otherwise provided in these Bylaws, (a) a quorum of the Board of Directors shall consist of twenty percent (20%) of the Directors entitled to vote at any meeting, (b) a quorum of the Executive Committee shall consist of forty percent (40%) of the Executive Committee members entitled to vote at any meeting, (c) a quorum of the Members shall be thirty (30) Members and (d) except as specifically set forth herein, all votes shall be by majority of those present and entitled to vote.

Section 5. *Action by Consent of Directors.* If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Club, the action shall be valid as though it had been authorized at a meeting of the Board.

Section 6. *Action by Consent of Executive Committee.* If all of the members of the Executive Committee severally or collectively consent in writing to any action taken or to be taken by the Club, the action shall be valid as though it had been authorized at a meeting of the Executive Committee.

Section 7. *Meetings by Telecommunication.* Any special meeting may be conducted by telecommunication or videoconferencing.

ARTICLE 8 - FINANCES

Section 1: *Banking.* The bank account shall be maintained with the Cape Cod Five Cents Savings Bank in Brewster or any other bank as authorized by the Executive Committee. The Secretary, Treasurer, Assistant Secretary and Assistant Treasurer are authorized to sign checks on behalf of the Club.

Section 2. *Financial Controls.* The Executive Committee shall, from time to time, define procedures and controls for the Club's budgeting and expenditures.

Section 3: *Review of Accounts; Annual Financial Statement.* The Accounts of the Club shall be reviewed after June of each year, by a reviewer appointed by the President. A Financial Statement of the Club for the previous fiscal year shall be made available to Members by September in each year. Members shall be permitted to review the accounts of the Club as permitted by law.

ARTICLE 9 - RELIGIOUS AND POLITICAL DISCUSSIONS OR ACTIVITIES. Consistent with the Purpose of the Club as set forth at Article 2, Section 1, the introduction and/or discussions of religious and partisan political issues shall have no place in the Club. The Club shall not contribute to, participate in, endorse or support any political issue or candidate for political office.

ARTICLE 10 – CONTRIBUTIONS BY THE CLUB. In keeping with the stated purpose and nature of the club, no organization, regardless of recognizable merit, may address an appeal to the Club for a contribution except by at least a two-thirds vote of approval by the Board. Should permission to make such an appeal be granted, the presentation must be made to the membership by a duly authorized representative of the requesting organization, who must also be prepared to relieve the Club and its officers of all explanatory, collection and administrative responsibilities for the requested donation. The restrictions of this Article shall not apply to stipends or fees paid to speakers or presenters at Club functions.

ARTICLE 11 – RESOLUTIONS. The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

ARTICLE 12 – AMENDMENTS. The Board may amend these bylaws by two-thirds (2/3) vote, subsequent to provision of prior notice to the membership at any duly called meeting of Members.

ARTICLE 13 - NOTICE AND ORGANIZATION OF MEETINGS. The Club shall endeavor to provide Members in good standing with monthly reminders of meeting dates and agendas, including postings on the Club’s website.

ARTICLE 14 - PARLIAMENTARY AUTHORITY. The rules contained in Robert’s Rules of Order, Revised, shall govern the Club in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws.

**ARTICLE 15 – PERSONAL LIABILITY OF OFFICERS AND DIRECTORS;
INDEMNIFICATION**

Section 1. *Limitation of Personal Liability.* No officer, director or member of the Club shall have personal liability for liabilities of the Club or arising out of such individual’s service as officer, director or member, except as specifically provided by law.

Section 2. *Indemnification.* The Club shall, to the maximum extent permitted by law, indemnify and hold harmless each current and former officer and director from and against the claims of any third party against such officer or director arising out of the service of such individual as an officer or director of the Club.

ARTICLE 16 – DISSOLUTION. The Club may be dissolved upon a vote of seventy-five percent of the Board, or as otherwise permitted or required by applicable law. In the event of dissolution, any assets remaining after payment of the liabilities of the Club shall be distributed to a charitable organization for the public good.