

**Current By-Laws as approved by The NCMC Board on December 13, 2024**

REVISED BY – LAWS  
OF THE  
NEW CANAAN MEN’S CLUB, INC.

ARTICLE I  
NAME, GOVERNING LAW, PRINCIPAL OFFICE

(I.1) The name of the Corporation is the New Canaan Men’s Club, Inc. (the “Corporation”) which was incorporated under and is governed by the Connecticut Revised Nonstock Corporation Act (the “Act”).

(I.2) The principal office of the Corporation shall be at such a place in the State of Connecticut as the Board of Directors (as hereinafter defined) shall designate.

ARTICLE II  
PURPOSES AND POLICIES OF THE CORPORATION

(2.1) The purpose of the Corporation shall be to: provide for the friendly association and intellectual stimulation of Members (as such term is defined in Article III) and promote among them a feeling of fellowship and a spirit of mutual helpfulness; provide educational programs and activities which contribute to the well- being of the Members; and encourage the Members to participate in affairs beneficial to the New Canaan community. In the pursuit of these interests and in the mutual interest of all Members, the Corporation shall be non-partisan and non-sectarian in its policies and programs. The purpose and powers of the Corporation are limited to those specified in Section 501 (c) (3) of the Federal Internal Revenue Code (the “Code”).

(2.2) The Corporation was incorporated exclusively for charitable and educational purposes including for the purpose of making distributions to people as permitted pursuant to Section 501(c)(3) of the Code.

(2.3) None of the funds of the Corporation shall inure to the benefit of or be distributed to any of its Members, Directors, or Officers (as each term is hereinafter defined) or to any other person or organization, except that the Corporation shall have the power to: pay reasonable compensation to persons and organizations for services rendered to the Corporation and for goods purchased by the Corporation for the conduct of its business; and make payments and distributions to persons and organizations as permitted pursuant to the Code.

(2.4) The Corporation shall neither issue any propaganda nor attempt to influence the passage of any Federal, State, or Local legislation; nor participate nor intervene in any political campaign on behalf of or in opposition to any candidate for public office.

(2.5) The Corporation shall not conduct any activity which is not permitted to be conducted by it under Sections 501(c)(3) or 170(c)(2) of the Code.

### ARTICLE III MEMBERSHIP

(3.1) Applicants eligible for membership in the Corporation shall be: men 55 years of age or older; reside or own real property in New Canaan; and have an interest in the New Canaan community. An applicant who is a nonresident of New Canaan and is nominated by a resident New Canaan Member and seconded by a member, may become a Members of the Corporation. Applicants shall be reviewed by the Membership Committee, and, if approved by it, shall be admitted to membership with approval of the Board. An applicant who has been accepted as a member of the Corporation is hereinafter called a "Member." The maximum number of Members of the Corporation shall be determined by the Board.

(3.2) Resident New Canaan Members who move their residences from New Canaan may remain a member.

(3.3) Subject to the provisions of Article IX, an applicant may be invited by a member to attend a meeting of the Members of the Corporation (a "Membership Meeting") and may attend or participate in a committee meeting or event sponsored by a Committee of the Corporation at the discretion of the Chairman of such Committee.

### ARTICLE IV DIRECTORS AND OFFICERS

(4.1) The board of directors of the Corporation shall consist of three classes of directors: (a) the Six elected Members; (b) the Eight elected Officers of the Corporation; and (c) the immediate past President of the Corporation; each a "Director" and collectively the "Directors" or the "Board of Directors" or the "Board". The Technology Committee Chairman will be an ongoing elected Officer of the Board. The Chairman of the Public Relations Committee shall be an ex-officio member of the Board who shall neither be counted for the purpose of determining a quorum nor be entitled to vote as a Director.

(4.2) The terms of the Directors, other than the ex-officio Member of the Board, the Officers, and the immediate past President shall be staggered into three groups consisting of two Directors each. The terms of each group of such Directors shall expire at the annual Membership Meeting held three years after their election. Each such Director may be re-

elected for a second three-year term. The term of the immediate past President as a Director shall be for one year following his replacement

(4.3) The officers of the Corporation shall consist of: a President; two Vice Presidents; a Treasurer; an Assistant Treasurer; a Secretary; an Assistant Secretary; and the Chairman of the Technology Committee, each Officer referred to as an "Officer" and collectively referred to as "Officers". Each Officer shall be elected for a period of one year during which term each Officer shall also serve as a Director. The President shall not serve for more than two successive terms.

(4.4) Directors and Officers shall serve in the capacities to which they have been elected until they are either re-elected, resign, die, removed, or their terms expire.

(4.5) A Director may be removed for cause only from office by the Members entitled to vote for Directors only at a Membership Meeting called for the purpose of removing such Director, given at least 10 days prior notice of the Meeting that includes that the purpose of the Meeting is to consider and vote on such removal. If a vacancy otherwise occurs on the Board, the Board may fill the vacancy for the remainder of the term of the Director who has died or resigned. If a vacancy on the Board occurs prior to the next annual Membership Meeting, such vacancy shall be filled by a Member nominated by the President and approved by the Board.

(4.6) An Officer may be removed for cause only by the Board and another Member may be elected by the Board to replace such Officer. If the office of the President becomes vacant, the Board shall choose one of the Vice Presidents to fill the unexpired term of the President.

#### ARTICLE V DUTIES OF THE DIRECTORS AND OFFICERS

(5.1) All Corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board.

(5.2) The duties of the Officers shall be as stated in these By-Laws and as designated by the Board.

(5.3) **PRESIDENT.** The President shall be the Chief Executive Officer of the Corporation. He shall preside as the Chairman of all meetings of Directors and Membership Meetings and shall have such other duties as are assigned to him by the Board.

(5.4) **VICE PRESIDENTS.** There shall be two Vice Presidents who have such duties as are assigned to them by the President and the Board. In the absence of the President, a Vice

President designated by the Board shall assume the duties of the President. The Vice Presidents reserve the exclusive right to invite a person or publicly elected Local, State, or Federal official to address the Members at any time; provided, however, that the person or official may not be a guest or address a Membership Meeting the official or person is campaigning for election or reelection for a publicly elected office when the election is scheduled to occur within six months following the date of the Membership Meeting or has declared their intention to run for a publicly elected office when the election is scheduled to occur within six months following the date of the Membership Meeting. (the "Six Month Rule").

The President has the authority to override such an invitation by the Vice Presidents. In addition, the President has the authority to take remedial action for a violation of the Six-Month Rule: (a) In both instances the authority is based on the direction of Article 2.1 to be non-partisan and non-sectarian in its policies and programs, and (b) Article 2.4 to not attempt to influence legislation or political campaigns.

(5.5) TREASURER. The Treasurer shall: be responsible for the custody and collection of all funds and securities of the Corporation; keep a complete and accurate account of all receipts and disbursements of the funds of the Corporation; oversee the maintenance of the accounting books and records of the Corporation; supervise the deposit of all funds of the Corporation in depositories designated by the Board; assist the Board to prepare an annual budget for the Corporation; prepare annual financial statements; review annual statements of Committees as set forth in Article VIII; and perform such other duties as may be assigned to him by the Board.

(5.6) SECRETARY. The Secretary shall be responsible for the preparation and maintenance of a record of all Meetings of the Board and of the Annual Membership Meeting and the performance of such other duties as are assigned to him by the Board.

(5.7) ASSISTANT TREASURER. The Assistant Treasurer shall assist the Treasurer in the performance of his duties and perform such other duties as may be assigned to him by the Board and the Treasurer.

(5.8) ASSISTANT SECRETARY. The Assistant Secretary shall assist the Secretary in the performance of his duties and perform such other duties as may be assigned to him by the Board and the Secretary.

(5.9) TECHNOLOGY COMMITTEE CHAIRMAN. The Technology Committee Chairman will be responsible for any technology and presentation needs of the Corporation.

(5.10) The informal practices and procedures applicable to the Directors and Officers in the performance of their duties and responsibilities are stated in the Guidelines document as defined in Article XIII.

ARTICLE VI  
ELECTIONS

(6.1) Elections of Directors and Officers shall be held at the Annual Meetings of the Corporation.

(6.2) The President, in conjunction with the immediate past president, shall appoint a committee to identify and nominate Members to stand for election as Directors and Officers, which Committee shall consist of the past President as Chairman of the Committee, two Directors and two Members (hereinafter, the "Nominating Committee"). Effective as of the date on which the Nominating Committee nominates a Member to become the President of the Corporation, the nominee shall become a member of the Nominating Committee. So as to permit the Committee members to appear in the most recent directory of the Corporation (hereinafter, the "Directory"), the members of the Committee shall be appointed immediately following the annual Membership Meeting.

(6.3) The Nominating Committee shall present to the Members at a Membership Meeting, held 30 days or more before the Annual Meeting, a complete slate of the Members nominated to become Directors and Officers. At such Membership Meeting, nominations from the floor will also be accepted; provided that such nominations are seconded by not less than five Members present at the Membership Meeting.

(6.4) Directors shall be elected by a plurality of the votes cast by Members at the Annual Membership Meeting at which a quorum of Members is present.

ARTICLE VII  
COMMITTEES

(7.1) The Board shall create Committees for the purpose of conducting the business of the Corporation and addressing fellowship, service, and recreational interests of the Members (each a "Committee" and collectively "Committees"). The Board may create new Committees and discontinue existing Committees in its sole discretion.

(7.2) The President shall appoint Committee Chairmen with the consent of the Board.

(7.3) Committee members shall be appointed by the Chairmen of their Committees; except that the Program Committee shall consist of the two Vice Presidents who will be Co-Chairmen of the Committee.

(7.4) The duties and responsibilities of the Committees conducting the business of the Committees shall be determined by the Board.

ARTICLE VIII  
DUES AND COMMITTEE FINANCES

(8.1) Membership dues (hereinafter referred to as “Dues”) shall be determined by the Board, subject to an affirmative vote of approval of the Dues recommended by the Board by Members at a membership Meeting.

(8.2) Dues are payable to the Corporation on or before the first business day of each year.

(8.3) On or before March 1 of the year in which a Member has not paid his Dues, the Treasurer shall contact such Member by First Class Mail or by email with a notice that the payment of his Dues to the Corporation for such year is delinquent.

(8.4) If any Member cannot pay his Dues as a result of a hardship which he is experiencing, he shall submit to the Treasurer in writing a request that the payment of such Dues be waived for the year or until he is able to pay his Dues prior to December 31 of such year. The acceptance of the waiver shall be subject to the approval of the Treasurer.

(8.5) The Chairmen of each Committee shall be responsible to manage and account for all income received and expenses payable by the Committee relating to all activities sponsored and conducted by the Committee, provided that all such activities are conducted on a non-profit basis. The funds of Committees shall not be commingled with any other funds of the Corporation. The Chairman of any Committee with annual gross income of \$500 or more shall submit to the Treasurer an annual statement of income and expenses.

ARTICLE IX  
MEETINGS

(9.1) Regular Meetings of Members shall be held at 10:00 A.M. on each Friday of the month except: during the months of July and August on such Fridays as may be determined by the Board and on such other Fridays during the year as may be determined by the Board. Following his election, the President or his designee shall submit to the Board a suggested calendar of Meetings to be conducted during his term. In the event of inclement weather and the Public Schools in New Canaan are closed on the day on which any Membership Meeting is to be held, such Meeting shall be canceled. If New Canaan Public Schools are delayed on a day on which any Membership Meeting is to be held, such Meeting shall be held as scheduled.

(9.2) The annual Membership Meeting shall be held after a luncheon for Members on the first Friday of May each year. The annual Membership Meeting shall be restricted to Members only.

(9.3) A Holiday Luncheon for Members, their spouses, and guests shall be held in December of each year at such time and place as shall be recommended by the Holiday Luncheon Committee and approved by the President. The Holiday Luncheon shall be a regular Membership Meeting.

(9.4) A special Membership Meeting may be called by: (a) the President; (b) the Board; or (c) Members if five percent or more of the Members sign, date and deliver to the President or to another Officer of the Corporation one or more written demands for a special Membership Meeting which states the purpose or purposes for which they demand that a special Membership Meeting be held. If a notice of a special Membership Meeting demanded by Members is not given to Members by the Corporation within fifteen days after the date of the last written demand made by five percent or more of the Members is received by the President or another Officer, the President or another Officer shall notify all of the Members of the Corporation in writing of the date, time and place of the special Membership Meeting which shall be mailed by First Class Mail or emailed to the email addresses listed in the Directory no less than three days prior to the date of the special Membership Meeting. Such notice shall state the purpose or purposes for which the special Membership Meeting has been called.

(9.5) A Member is entitled to vote at any Membership Meeting in person or by a form of proxy given to another Member. The appointment of a proxy is effective when a form of proxy is signed by a Member and is received by the President, A duly executed and effective proxy is valid for eleven months after the date thereof unless a longer period is expressly provided for in the form of proxy. An appointment of a proxy is revocable by the Member if he revokes his proxy prior to any vote taken at a Membership Meeting. The death or incapacity of a member's proxy does not affect the right of the Corporation to accept the authority of such proxy unless notice of the death or incapacity of such Member

is received by the Secretary or other Officer of the Corporation authorized to tabulate votes before the Member appointed as a proxy exercises his authority under the proxy. The acceptance or rejection of a proxy is subject to the provisions of Section 33-1073 of the Act.

(9.7) A quorum of Directors for any Board meeting shall be two-thirds of the Directors who can vote at the Meeting. A quorum for any Membership Meeting shall be not less than 25 Members who are present either in person or who are voting by proxy at the Membership Meeting.

(9.8) Members entitled to vote on a matter are entitled to vote on such matters in person or by proxy, only if a quorum of members entitled to vote are present at the Membership Meeting. Once a member is present or represented by a proxy at any Membership Meeting, such Member is deemed to be present for quorum purposes for the remainder of that Membership Meeting.

(9.9) A Director may participate in any meeting of the Board with any means of telephone or electronic communication by which all Directors participating in the meeting may hear and communicate with each other during the meeting.

(9.10) The Board may take action without a meeting if each Director signs a consent which describes the action taken or to be taken by the Board and delivers a copy thereof to the President or the Secretary.

(9.11) Notice of any meeting of the Board shall be given to the Directors and to the ex-officio member of the Board either orally or by e-mail addressed to the e-mail address listed in the Directory not less than five business days before any such Meeting.

(9.12) The Board shall hold at least three meetings each year and such additional meetings as may be called by the President to consider all matters properly brought before the Board.

#### ARTICLE X INDEMNIFICATION

(10.1) The Corporation shall indemnify any Director, Officer, or Member of any Committee of the Corporation in accordance with the provisions of the Act.



ARTICLE XI  
VOLUNTARY DISSOLUTION

(11.1) In the event that the Board and Members determine that the Corporation should be dissolved, the dissolution of the Corporation shall be dissolved pursuant to the provisions of Part XI (A) the Act.

(11.2) Upon the dissolution of the Corporation, its assets shall be distributed as determined by the Board to one or more tax-exempt organizations as defined in the Code or to a State or local government for a public purpose.

ARTICLE XII  
AMENDMENT OF THE CERTIFICATE OF INCORPORATION AND BYLAWS

(12.1) The Certificate of Incorporation of the Corporation may be amended by the Board and the Members pursuant to the provisions of Part VIII (A) of the Act.

(12.2) These By-Laws of the Corporation may be amended by the Board and the Members pursuant to the provisions of Part VIII (B) of the Act.

ARTICLE XIII  
GUIDELINES

(13.1) Written guidelines regarding informal practices and procedures for the guidance of Directors, Officers, and Committee Chairmen (hereinafter, the "Guidelines") shall be maintained by the Secretary and made available to the Members via the NCMC Website or upon request to the Secretary.