

# CONSTITUTION OF THE NATIONAL ARTS CLUB

A New York Membership Corporation for Educational and Artistic Purposes

## SECTION I: PURPOSES

The particular objects for which this Membership Corporation, The National Arts Club, is formed are to stimulate, foster and promote public interest in the arts and to further the education of the American people in the fine arts.

## SECTION II: BOARD OF GOVERNORS

1. The Corporation shall be managed by a Board of Directors, which shall be known as the Board of Governors, consisting of twenty-one members who shall have general charge, management and control of the affairs, funds and property of the corporation, and shall authorize and control all expenditures. They shall have full power and the duty to carry out the purposes of the Corporation and ensure that any funds or income earned or received after the operating expenses and other financial obligations have been met shall be applied in the furtherance of the purposes of the Corporation according to law and as provided in the Constitution and By-Laws.
2. No Committee, Officer or member shall incur obligations on behalf of the Corporation, except in so far as expressly authorized in advance by the Board and within such limits as the Board may fix. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of the debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for the purposes for which it has been formed. No officer, member or employee of the Corporation shall receive or may be entitled to receive any pecuniary profit from the operations thereof, excepting the reasonable compensation for services in effecting one or more of the purposes for which it has been formed.
3. The twenty-one Governors on the Board shall be divided into three classes of seven each. At each Annual meeting of Corporation, seven members of the Corporation shall be elected to the Board to replace the out going class.
4. The Board may fill any vacancy in its own body until the next annual election. Unexcused absence on any part of any Governor for two consecutive meetings shall be deemed equivalent to the resignation on the part of the Governor so absent.

5. Governors to succeed an outgoing class shall be elected for a term of three years; others for the remainder of the term of the class to fill which they were elected.
6. The Board shall elect the Officers of the Corporation annually from among the Governors of the Corporation who may be members of the Corporation of any class, and may, at its pleasure, authorize an Assistant Secretary and Assistant Treasurer, who need not be members.
7. In addition to the Committee provided for in the Constitution, the President may appoint, with the approval of the Board, such other Committees as are deemed advisable. Each officer and member of every Committee shall be at any time removable by the Board, which may also fill any vacancy in any office and in any Committee.
8. The Board shall cause to be prepared annually a detailed statement of the financial condition of the Corporation showing its receipts and expenditures for the current year, the number of members, and other matters of general interest to the Corporation, as well as any report required by law. Such financial statement and other reports required by law shall be made available to each member as soon as practical after the expiration of the fiscal year, which shall terminate with the thirty-first of March.
9. The Board shall hold regular meetings on such day in each month as may be designated by resolution of the Board (excluding July and August). Special meetings may be held upon the call of the President or of at least three Governors. The Secretary shall mail each Governor notice of all meetings of the Board. A quorum of the Board shall consist of eleven or more Governors.

### **SECTION III: OFFICERS**

1. The Officers of the Corporation shall be a President, First Vice-President, Second Vice President, Honorary Vice-President, Treasurer and a Secretary and such other Officers as in the judgment of the Board of Governors may be necessary.
2. The President shall preside at the Annual Meeting of the Corporation and at all Special Meetings of the Corporation, and shall preside at all meetings of the Board. He shall call Special Meetings of the Corporation when requested by the Board, or in writing by one-third of each of the following classes: Resident, and Non-Resident voting members, respectively, or when in his discretion it appears necessary as in the best interests of the Corporation. In the event of the death, disability or absence of the President, the First Vice-President shall possess and exercise all the powers of the President. In the absence of the President and the Vice President from any meeting of the

Corporation or of the Board, a presiding officer shall be chosen by those Governors present.

3. The Secretary shall keep minutes of the Annual and Special Meetings of the Corporation and of the Board, and have custody of the seal and records of the Corporation other than those pertaining to the duties of the Treasurer. He shall conduct such correspondence as the Board may direct, and as falls within the usual duties of Secretary. It shall be the duty of the Secretary to give notice of all meetings of the Corporation and the Board of Governors.
4. The Treasurer shall collect and receive all monies of the Corporation, and disburse them under the direction of the Board of Governors. He shall receive all sums due from members, and give receipts for the same. He shall keep accurate books of accounts and make reports thereof at the meetings of the Board. He shall deposit, in the name of the Corporation, all the monies collected by him in some Trust Company or Bank to be approved by the Board, to be drawn out only in payment of bills which shall be approved by the Board or the President. At the Annual Meeting of the Corporation and at the expiration of his term and office, he shall submit a report which shall have been audited by independent reputable auditors engaged by the Board.
5. In addition to the duties of the respective Officers specified in this Constitution, each of them shall perform such further duties as may be assigned by the Board and appointed by the President.

#### **SECTION IV: MEMBERSHIP**

1. The Members of the Corporation shall be divided into classes according to their eligibility as follows:
  - a) Honorary Members shall be persons whom, by reason of prominent distinction in the fine arts or services to the Corporation, the Board of Governors may wish to honor.
  - b) Artist Life Members shall be persons who shall be invited to become such members by the Board and who have contributed to the Corporation a work or works of art of appropriate form and artistic value which shall be their individual and personal creation.
  - c) Patrons shall be persons who have contributed to the Corporation the sum of \$10,000 or more, or such other sum as the Board may determine.
  - d) Life Members shall be persons whom the Board wishes to reward and honor for their contributions to the Corporation which shall not be less than \$5,000 in value, or such other sum as the Board may determine.

- e) There shall be other classes of members as may be created by the Board of Governors and promulgated in the By-Laws.
2. The Board shall have the power to adopt and promulgate By-Laws specifying entrance fees and dues for each class of Members other than Honorary Members, Artist Life Members, Patrons and Life Members, and providing for the manner of payment of such entrance fees and dues, and prescribing penalties for the non-payment thereof, and may, from time to time, raise, lower, suspend or remit such fees and dues.
3. All Members of the Corporation shall be elected by vote of the Board. The various classes of Honorary Members, Artist Life Members, Patrons, and Life Members shall be elected by an affirmative six-sevenths vote of all Governors present at any meeting of that Board. All other members shall be elected by a majority vote of the Board subsequent to a report and recommendation upon all qualified candidates by the Admissions Committee, at least six Governors voting in favor of proposed candidates and under such rules and conditions as the Board may by appropriate By-Laws prescribe.

## **SECTION V: STANDING COMMITTEES**

1. There shall be the following Standing Committees which shall be appointed annually by the President with approval of the Board of Governors as soon as may be convenient after the Annual Meeting of the Corporation:
  - (a) An Executive Committee
  - (b) An Arts Program Committee
  - (c) An Admissions Committee
  - (d) A House Committee
  - (e) An Educational Committee

These Committees may be composed of members in good standing who need not be Governors, and shall be appointed by the President upon nominations of the Chairmen with approval of the Board. Committee appointments shall serve for one year or until their successors are appointed subject to removal at any time by the Board.

2. The Executive Committee shall consist of Governors, including the President, who shall be its Chairman, and other acting Officers. Ex-officio members of the Committee may include persons who are Governors. In the interim of Board Meetings, the Executive Committee shall have all the powers of the Board in the routine business of the Corporation, subject to approval by the Board at the next regular meeting.
3. The Arts Program Committee shall consist of the chairman and representatives of all other committees. Subject to such directions as the

Board may give, it shall represent the Corporation in its relation to the arts; and in cooperation with the appropriate committees, it shall plan and coordinate the arts programs of the Corporation. It may act through Sub-committees constituted for special purposes.

4. The Admissions Committee shall consist of at least fifteen members. It shall inquire as to the qualifications of each individual proposed from membership and report at each monthly meeting of the Board on all candidates who have completed applications and shall recommend the names of several classes respectively. The proceedings of this Committee shall be secret and confidential. The names and residences of persons proposed for admission, with the names of those proposing and seconding them, shall be posted on the bulletin board for at least two weeks before final action by the Committee thereon.
5. The House Committee shall consist of the Chairman and other suitable persons. Subject to the direction and control of the Board, it shall have general charge of the buildings and all real and personal property of the Corporation, and shall have full power to enforce all House Rules; it shall engage and remove employees, receive the complaints of members, and may report upon them to the Board; and it shall from time to time, procure building or house supplies as may be appropriate for the use or convenience of members and authorize all necessary routine expenditures.
6. The Educational Committee shall consist of a Chairman, representatives from other committees concerned with its activities, and other suitable persons. Subject to approval by the Board and in cooperation with the Arts Program Committee, it shall ensure that the general educational and cultural purposes of the Corporation are fulfilled; and it shall be responsible for the use of endowment funds, the granting of fellowships and scholarships, the making of rewards, and the coordination of related educational and philanthropic matters, with the approval of the appropriate committee in the various arts.

#### **SECTION VI: HOLDING OVER IN OFFICE**

Governors and Officers of the Corporation shall hold over in office until their successors shall have been elected. Committees appointed by the Board shall hold over until the Board shall replace them, or shall otherwise direct.

## SECTION VII: MEETINGS

1. There shall be an Annual Meeting of the Corporation on the first Tuesday of May of each year, for the election of Governors to fill the places of those whose terms then expire and to fill vacancies otherwise occurring, and for the transaction of such other business as may properly be brought before such meeting. Two weeks notice of the Annual Meeting shall be sent by the secretary to each Artist Life Member, Patron, Life Member, and other members of the Corporation entitled to vote at such meeting.
  
2. At its February meeting each year, the Board of Governors shall appoint a Nominating Committee of three members, not more than one of whom shall be a Governor. At least four weeks before the Annual Meeting of the Corporation, such Committee shall post on the bulletin board a list of vacancies in the Board to be filled at such meeting, and its nomination of candidates therefor; a copy of which shall be sent by the Secretary to each Artist Life Member, Patron, Life Member, and other members with a notice of such meeting. Other nominations in writing, signed by at least one-third of each of the following classes, Resident, and Non-Resident Members, respectively, if forwarded to the Secretary at least one week before such Annual Meeting, shall be by him forthwith posted on the bulletin board. Not more than four Governors of any outgoing class may be nominated for re-election. The voting of such election for Governors shall be by ballot, and the candidates receiving the highest number of votes shall be elected.
  - 2a. If candidates are offered by petition prior to the aforesaid notification of the Annual Meeting by the Secretary, such petitioned candidates shall be added to the list of nominees of the Nominating Committee and shall be entitled to solicit proxies through the office of the Secretary.
  
3. Special Meetings of the Corporation shall be called by the President when required by the Board or by one-third of each of the following classes, Resident, and Non-Resident, respectively, of the voting members, or when in his discretion it appears necessary as in the best interests of the Corporation. Two weeks notice of such meeting shall be sent by the Secretary to each Artist Life Member, Patron, Life Member, and other voting members, and all such members shall be entitled to vote at such Special Meeting. This notice shall

contain a statement of the business to be considered and no matter not so stated shall be considered.

4. At any meeting of the Corporation, a quorum shall be one-half of the total number of Members entitled to vote. Members may vote by proxy, provided such proxy shall be in writing signed by the member giving it, and it shall not be valid after six months from its date, and may be at any time revoked in writing signed by the member who gave it. The member voting as proxy for another member must present in person.

#### **SECTION VIII: BY-LAWS AND RULES**

By-Laws, House Rules and other regulations may be made, altered, or repealed by the Board of Governors at any time, and any change therein shall take effect upon the posting of the same on the bulletin board.

#### **SECTION IX: AMENDMENT**

This Constitution may be altered or amended at any Annual or Special Meeting of the Corporation by a two-thirds vote of the Members present and entitled to vote, but no amendment to this Constitution shall be voted upon at any meeting unless such amendment has been posted on the bulletin board for at least two weeks prior to such meeting, and a copy sent by the Secretary at least one week before such meeting.

## **BY-LAWS**

*(Copy, June 1967)*

*(Amended July 19, 1972; June 28, 1988, September 22, 1994 and May 22, 2003)*

### **ARTICLE I**

#### **MEMBERSHIP**

**Section 1:** No person shall be entitled to the privilege of membership until such person shall have qualified by the payment of the entrance fee, if any, and such proportion of the Annual Dues, if any, as shall be prescribed by these By-Laws.

**Section 2:** Any member in good standing and not indebted to the Club may withdraw by resignation in writing, provided, however, that any person having so withdrawn may be restored to membership by the Board of Governors, subject to such conditions as it may impose. No member may resign while in debt to the Club, except by permission of the Board of Governors.

**Section 3:** The Board of Governors may, in its discretion, remit the payment of any member's entrance fee or dues, upon such terms and under such conditions as it deems advisable.

**Section 4:** Any person elected to membership who shall fail to qualify within two months after notice of his or her election may be considered to have declined and such election may be declared void by the Board of Governors.

**Section 5: Member Discipline**

- A. Cause for Expulsion, Suspension, or Censure. A member of The National Arts Club may be expelled, suspended, or censured for cause. Cause shall mean conduct that is determined to constitute a material violation of the Constitution, By-Laws, rules and/or policies for The National Arts Club, or other conduct that in the opinion of the Board of Governors is seriously prejudicial to The National Arts Club.
- B. Member Conduct Complaints. The Board shall consider instituting proceedings looking toward the expulsion, suspension, or censure of a member upon receipt of a complaint in the form of an affidavit, notarized, and signed by any member in good standing of The National Arts Club, which sets forth with reasonable specificity the alleged conduct of the accused member that is alleged to constitute cause for expulsion, suspension or censure. No conduct alleged to have occurred more than two years prior to the date on which the complaint is received shall be considered by the Board except that

with respect to alleged continuous courses of conduct the Board shall have the right to consider complaints of conduct committed within six years of the date of the complaint. Such proceedings shall be instituted if the Board determines, after a preliminary inquiry, that there is a reasonable basis for believing (1) that the facts alleged in the complaint, if proven, would constitute cause for expulsion, suspension, or censure of the accused member, and (2) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Board may act on its own behalf or through a committee.

- C. The Board of Governors may expel, suspend or censure a member at any time for a material violation of the Constitution, By-Laws, rules and/or policies of The National Arts Club, or for other conduct that in the opinion of the Board of Governors is seriously prejudicial to The National Arts Club, provided that the Board shall afford the Member a reasonable opportunity to be heard in person or in writing, or through a representative, by the Board or by a committee appointed by the Board, prior to taking any action. Upon instituting any such proceeding, the Board or Committee shall 1) furnish the accused member with a copy of the statement of charges to be taken up by the Board, 2) a minimum of twenty days prior to the date, give notice to such member of the date, time and place scheduled for hearing the complaint, and 3) invite the member to present at such time a defense either in person, in writing, or by an authorized representative. The Board or Committee, or its (their) authorized representative, shall present the case against the accused member at the hearing.
- D. The Board shall base its decisions only on testimony and other evidence presented at the hearing. A finding by the Board that the accused member's conduct constitutes cause, as set forth in the By-Laws shall require an affirmative vote of a majority of the members of the Board present at the time of the vote, provided a quorum is present.
- E. If a Committee of the Board finds that the accused member's conduct constitutes cause, the Board of Governors shall review the findings and determinations or recommendations made by the Committee. The complaint, all evidence submitted to the Committee, and the written findings and determinations or recommendations of the Committee shall be made available to the Board of Governors. The final action of the Board of Governors shall be by recorded ballot at a meeting of the Board of Governors. If the Statement of Charges was signed by a Governor, such Governor shall not be eligible to vote. The Board of Governors shall notify the member of the decision taken and, if the member is expelled, shall drop the member's name from the roll of The National Arts Club.
- F. The Board shall immediately notify a member who has been expelled, suspended or censured in writing, of the Board's decisions, and shall specify the terms and conditions of such expulsion, suspension or censure. Provided a

suspended member is given a further reasonable opportunity to be heard, in person, in writing, or through a representative, by the Board of Governors or a committee appointed by it, the Board of Governors may thereafter continue for a definite term, terminate, or rescind the suspension, or may expel the member, and its decision shall be final.

- G. The Board of Governors at its discretion may notify the membership of any expulsion, suspension, or censure. Any such notification may, but shall not be required to, include a statement of circumstances surrounding such action.
- H. No person who has been expelled from membership, and no member who has been suspended shall (during the period of the suspension)
  - i) be allowed entry into or upon The National Arts Club
  - ii) have any of the rights or privileges of membership in The National Arts Club
  - iii) continue to serve on any committee (s) or the Board of Governors of The National Arts Club
- I. Notwithstanding anything in these By-Laws to the contrary, an affirmative vote of the two-thirds of the members of the Board of Governors present at the time of the vote, provided a quorum is present, shall be required to approve the readmission to membership of a former member (a) who has been expelled under the provisions of the By-Law, or (b) who resigned after there shall have been instituted proceedings against such member.

## ARTICLE II

### ENTRANCE FEES AND DUES

**Section 1:** The entrance fee for any class of membership, except Honorary Members, may be raised, lowered or suspended by the Board of Governors.

**Section 2:** The annual dues shall be determined by the Board of Governors. By unanimous action of the Board of Governors at its meeting on February 17, 1994, effective as of April 21, 1994, the new dues are as follows:



# THE NATIONAL ARTS CLUB

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## MEMBERSHIP RATE SHEET

<u>ANNUAL DUES</u>	INDIVIDUAL	DUAL
Age 35 +	\$700	\$800
Age 28 by April 1 <sup>st</sup> (until age 35)	\$550	\$600
Under Age 28 on April 1 <sup>st</sup> (until age 28)	\$450	\$525
Non Resident	\$450	\$500

### INITIATION FEES

Age 35 +	\$500	\$600
Younger Members	\$400	\$500

**RESIDENT MEMBERS** are those members who live and/or have their primary place of business within a 60 mile radius of New York City. The Admissions Committee uses Hagstrom's Map as a guide.

**NON-RESIDENT MEMBERS** are those members who live and work outside the 60 mile radius surrounding New York City.

**YOUNGER MEMBERS** are those members who, at the time of admission, are under 35 years of age. There are two categories for younger membership as outlines above.

**DUAL MEMBERS** are those members who share a residence. However, each applicant for Dual Membership must submit a separate application to the Admissions Committee.

Applicants are requested to check off which category of membership they are applying for on the membership application.

Members qualifying as Resident Members are subject to a \$20 minimum charge monthly in the Dining Room from September through June. Resident Dual Memberships will entail a \$25 monthly minimum charge. Charges will be billed along with dues every six months in advance, payable to The National Arts Club, and will be credited to your Dining Room account monthly, except for July and August, when the Club is closed.

**Section 3:** All dues shall be payable in advance in two semi-annual installments on the first day of April and the first day of October, provided that all persons elected members shall pay dues immediately upon their election, and provided that in the case of all members elected after the first day of May or the first day of November in any half year, the first installment of their dues shall be computed pro rated for the current half year, a fraction of a month to count as a full month.

**Section 4:** As soon as possible after the first day of each month a notice shall be sent to each member of his indebtedness. A second notice shall be sent to members who do not pay such indebtedness within 15 days after the first notice. Any account not paid within five days after the second notice shall be posted on the Club Bulletin Board, and the member shall be advised of the posting and no further credit shall be extended. Any member whose indebtedness remains unpaid on the first day of the following month shall cease to be a member of the Club, at the discretion of the Board of Governors. He may be reinstated by the Board of Governors upon showing satisfactory excuse for his default, and paying all indebtedness. Nothing in this section shall be construed to restrict the right of the Board of Governors to limit and suspend the credit of any member at any time, or otherwise to exercise the powers conferred upon it by the By-Laws of the Club.

A. Dropped and suspended members or guests will not be allowed to enter the Club under any circumstances, and any attempt to so enter will result in permanent loss of membership or guest privileges.

**Section 5:** The Board of Governors, whenever the United States is at war, may, upon request of any member, remit all or any part of the dues of such member while engaged continuously in the service of the United States.

### ARTICLE III

#### COMMITTEES

**Section 1:** Each committee, whether standing or otherwise, shall keep a record of its accounts and proceedings, and shall submit to the Board of Governors monthly, and at the end of the fiscal year, a report of its expenditures and work. Any standing committee may appoint temporary subcommittees from the general membership of the Club.

**Section 2:** No committee, officer or member shall incur obligations on behalf of the Club, except so far as expressly authorized by the Board of Governors, within such definite limit as the Board of Governors may fix.

## ARTICLE IV

### VISTORS AND GUESTS

**Section 1:** Members shall be held responsible for the conduct of and for any indebtedness incurred by visitors and guests introduced by them.

- A. Guest cards may be granted for two weeks at the request of a member, at the discretion of the Board of Governors. A charge for said privileges will be established by the Board. No person eligible for resident membership can be issued a guest card more than once.

**Section 2:** The Board of Governors may confer the freedom of the Club upon persons distinguished for service to Art.

## ARTICLE V

### RULES

**Section 1:** The Board of Governors shall prescribe, may amend and shall enforce House Rules, regulating the use of the Club building by the members and rules for the admission of visitors to the privileges of the Club.

**Section 2:** The Admissions Committee shall have power to make rules for its own government.

**Section 3:** The House Committee shall recommend to the Board of Governors rules regulating the use of the Club as a permanent or temporary residence, including the operation of other functions such as the restaurant and bar.

- A. There shall be no sub-leasing or sub-occupancy of rooms or studios without approval of the Board of Governors, and then only to a member of the Club.

**Section 4:** From time to time as required, the President may appoint a Rules Committee to ensure that the non-residential rooms of the Club are effectively used to promote the purpose of the Club. The Rules Committee shall consist of an Officer (Governor) of the club and at least two other members.

**Section 5:** The Rules Committee shall investigate and make recommendations to the Board concerning appropriate rules to be published and any actions to be taken under ARTICLE 1, Section 5.

## ARTICLE VI

### NOTICE TO ALL MEMBERS

**Section 1:** Every member shall furnish the Club with an address to which all notices and documents may be sent by mail or otherwise. The sending of any notice or document to a member at the furnished address recorded in the Club book, or if no such address shall have been so furnished or recorded, to the member's last known address, shall constitute proper service thereof.

## ARTICLE VII

### AMENDMENTS TO THE BY-LAWS

**Section 1:** These By-Laws may be altered or amended at any duly called meeting of the members of the Club by a majority vote of those present in person, or represented by proxy, or any meeting of the Board of Governors, by a majority vote of the whole number of Governors, provided that in the call for the meeting of the Board of Governors, at which such action is to be taken, notice shall have been given that a proposition to amend the By-Laws would be submitted. The Secretary shall post and keep posted all changes in the By-Laws on the Club Bulletin Board for five days immediately following their adoption.

**Amendment I.** (Amended to Article V, Section 6):

It is against the rules of The National Arts Club, and therefore grounds for suspension or expulsion from Club membership, for any member or their guests, to request an autograph of any other person on the Club's premises.