



SUBURBAN GOLF CLUB

By-Laws

Revised: 2018

Table of Contents

Article I Name

Article II Status and Purpose

Article III Membership

Section 1 Categories of membership

Section 2 Board of Governors Responsibilities

Section 3 Proprietary members and Proprietary Certificate of Membership

Section 4 Voting Proprietary members

Section 5 Non Voting Proprietary members

Section 6 Associate members

Section 7 Categories of Associate members

Section 8 Resignation

Section 9 Change of Membership Category

Section 10 Temporary Change of Membership

Section 11 Medical Leave of Absence

Article IV Application for Membership

Section 1 Qualification

Section 2 Application Process

Section 3 Board of Governors Responsibilities

Section 4 Applicant's Responsibilities

Article V Members Financial Obligations

Section 1 Board of Governors Responsibilities

Section 2 Dues, Fees and Charges Generally

Section 3 Proprietary Certificate of Membership

Section 4 Initiation Fees

Section 5 Annual Dues

Section 6 Member Indebtedness

Section 7 Capital Improvement Fund

Article VI Meetings

Section 1 Annual Meeting

Section 2 Order of Business at Annual Meeting

Section 3 Election of Nominating Committee

Section 4 Special Membership Meetings

Section 5 Quorum for Annual and Special Meetings

Section 6 Officer Election Meeting

Section 7 Board of Governors Regular Meetings

Revised: 2018

Section 8 Board of Governors Special Meetings
Section 9 Quorum for Board Of Governors Meetings
Article VII Board of Governors
Section 1 General Powers
Section 2 Board Membership
Section 3 Board Vacancies
Section 4 Rule Making Authority
Section 5 Enforcement Authority
Article VIII Officers of the Club
Section 1 Designation
Section 2 Temporary Officers
Section 3 Qualifications and Removal
Section 4 President
Section 5 Vice President
Section 6 Secretary
Section 7 Treasurer
Article IX Committees
Section 1 Standing Committees
Section 2 Term of Co Committee members
Section 3 Finance Committee
Section 4 House Committee
Section 5 Membership Committee
Section 6 Greens Committee
Section 7 Golf Committee
Section 8 Building and Grounds Committee
Section 9 Insurance Committee
Section 10 Nominating Committee
Section 11 Grievance Committee
Section 12 Human Resources & Compensation
Section 13 Additional Committees
Article X Notice
Article XI Amendments
Section 1 Requirements
Section 2 By-Laws Review Committee

SUBURBAN GOLF CLUB BY-LAWS (Current through March 1, 2011)

ARTICLE I NAME

Section 1. The name of the Club is Suburban Golf Club.

ARTICLE II STATUS AND PURPOSE

Section 1. The club is a non-profit corporation organized under the laws of the State of New Jersey and exists to promote the game of golf and to provide an environment for recreation and socialization.

ARTICLE III MEMBERSHIP

Section 1 The Membership of the Club shall consist of the following Categories:

1. Voting Proprietary Members
 - A. Regular Proprietary Members
 - B. Senior Proprietary Members
2. Non Voting Proprietary Members
 - A. Non Resident Proprietary Members
 - B. Social Proprietary Members
3. Associate Members
 - A. Clergy Members
 - B. Social Members
 - C. Junior Members
 - D. Special Junior Members
 - E. Family Members
 - F. Special Spouse Members
 - G. Proprietary Intent Members

Section 2. The Board of Governors has the sole right to:

1. Admit applicants or members to categories of membership;
2. Limit the number of members in each category of membership;
3. Establish rights, rules and restrictions for each category of membership;
4. Determine the dues, assessments and minimum charges for each category of membership.
5. Establish other categories of memberships.

Section 3. The Proprietary Members own the assets of the club and control membership. Each Proprietary Member shall be given a Proprietary

Certificate of Membership by the Board of Governors at the time the member is elected to Proprietary Membership. The Proprietary Certificate of Membership shall be in a form approved by the Board of Governors and signed by the President and Treasurer. The Board of Governors shall maintain a schedule of Proprietary Members and the amount paid by each Proprietary Member for the Proprietary Certificate of Membership.

A Proprietary Certificate of Membership is neither negotiable nor transferable. All rights in the Club cease upon termination of Proprietary Membership unless a member assumes another category of membership as permitted by the By-Laws. Upon the resignation, expulsion, or death of a Proprietary Member, the Proprietary Member's Proprietary Certificate of Membership shall be immediately submitted to the Club for redemption. If the Proprietary Certificate of Membership is not delivered to the Club within 90 days of the Proprietary Member's resignation, expulsion, or death, the Club shall notify the Proprietary Member or the Proprietary Member's representative, demanding the return of the Proprietary Certificate of Membership within 30 days. If the Proprietary Member or the Proprietary Member's representative does not respond as directed, the Board of Governors shall cancel the Proprietary Certificate of Membership and make reasonable efforts to pay any money due for the Proprietary Certificate of Membership to the Proprietary Member or the Proprietary Member's representative. If the Proprietary Certificate of Membership is not returned within 180 days of the Proprietary Member's resignation, expulsion, or death, the Club shall have no financial or legal obligations with respect to the Proprietary Certificate of Membership.

Any indebtedness due the Club at the time of the Proprietary Members resignation, expulsion or death shall be deducted from the amount due upon redemption of the Certificate of proprietary membership. The Club reserves the right to take action to collect indebtedness which exceeds the redemption value of the Certificate of proprietary membership. The payment due upon redemption of the Certificate of Proprietary Membership shall be made by the Club within a reasonable period of time as determined by the Board of Governors.

Section 4.

1. A Regular Proprietary Member is a member over the age of 21 who owns a Proprietary Certificate of Membership and is not a Social Proprietary Member. The Regular Proprietary Member shall have all

golf and clubhouse privileges; shall have the right to vote, hold office, serve on Committees and be a Board of Governors Member.

Upon the death of a Regular Proprietary Member, that Member's spouse may apply to become a Regular Proprietary Member upon approval of, and under the conditions set by, the Board of Governors. The surviving spouse must pay the difference between the initiation fee at the time of the deceased's admission as a Proprietary Member and the initiation fee at the time of death.

2. A Pre Senior Proprietary Member is a member who has been a Regular Proprietary Member since December 31, 1988, is at least 70 years of age or older, has been paying the Regular Proprietary dues on a continuous basis for a minimum of 20 years and requests this membership. A Pre Senior Proprietary Member must continue to hold a Certificate of membership and shall be entitled to the same privileges as a Regular Proprietary Member except that a Pre Senior Member shall not be a Board of Governors Member.

3. A Senior Proprietary Member is a member who has been a Regular Proprietary Member and has held a Proprietary Certificate of Membership for 25 years or more, is 75 years or older, and requests this membership. A Senior Proprietary Member must continue to hold a Proprietary Certificate of Membership and shall be entitled to the same privileges as a Regular Proprietary Member except that a Senior Proprietary Member shall not be a Board of Governors Member.

Section 5.

1. A Non Resident Proprietary Member is a member who has been a Regular Proprietary Member and has held a Proprietary Certificate of Membership for 5 years or more, has a legal and voting residence 200 miles or more from the club, and requests this membership. A Non Resident Proprietary Member shall be entitled to golf privileges as determined by the Board of Governors; cannot be a Board of Governors Member; cannot propose or second an applicant for membership; and cannot vote.

2. A Social Proprietary Member is a member who holds a Proprietary Certificate of Membership and is not a Regular Proprietary Member. A Social Proprietary Member has clubhouse privileges only; golf privileges as determined by the Board of Governors; cannot be a Board of Governors

Member; cannot propose or second an applicant for membership; and cannot vote.

Section 6. Associate Members are not Proprietary Members; have no interest in the assets of the club; have no management rights; cannot hold office; cannot be a Board of Governors Member; cannot serve on Standing Committees; cannot propose or second an applicant for membership; and cannot vote. Associate Members shall have preference over third persons in making application for Proprietary Membership. Any initiation fee paid by an Associate Member shall be credited to the initiation fee due if the Associate Member becomes a Regular Proprietary Member.

Section 7.

1. A Clergy Member is an Associate Member who maintains an official clergy position in an organized and recognized religion. A Clergy Member may use the golf course and clubhouse. There shall be no more than ten Clergy Members.
2. A Social Member is an Associate Member who has the use of the clubhouse only.
3. A Junior Member is an Associate Member who is at least 18 years old but less than 30 years old and is the child of a Regular Proprietary Member. A Junior Member may use the golf course and clubhouse and may apply to be a Regular Proprietary Member before attaining the age of 30. A Junior Member who becomes a Regular Proprietary Member shall, upon becoming a Regular Proprietary Member, pay the initiation fee in effect when the person reached the age of 25, provided that there was no interruption in Junior Membership. When a Junior Member attains the age of 26, he or she shall pay the club monthly towards the initiation fee for a Regular Proprietary Member. These payments will not be refunded if the Junior Member does not become a Regular Proprietary Member. The difference between the amount deposited and the initiation fee may be paid by the Regular Proprietary Member over a period of 60 months. A Junior Member who becomes a Regular Proprietary Member may also pay the cost of the Proprietary Certificate of Membership over a period of 60 months.
4. A Special Junior Member is an Associate Member who is at least 21 years old but less than 30 years old and is not the child of a Regular Proprietary Member. A Special Junior Member may use of the golf course

and clubhouse and may apply to be a Regular Proprietary Member before attaining the age of 30.

A Special Junior Member shall pay an initiation fee of one third of the initiation fee for a Regular Proprietary member and shall receive credit for the amount paid if accepted as a Regular Proprietary Member. A Special Junior Member who becomes a Regular Proprietary Member shall, upon becoming a Regular Proprietary Member, pay the initiation fee in effect when the person became a Special Junior Member provided that there was no interruption in Special Junior Membership . When a Special Junior Member attains the age of 26, he or she shall pay the club monthly towards the initiation fee for a Regular Proprietary Member. These payments are non refundable if the Special Junior Member does not become a Regular Proprietary Member. The balance of the initiation fee and the cost of the Certificate of Proprietary Membership shall be paid when the Special Junior Member is accepted as a Regular Proprietary Member.

5. A Family Member is an Associate Member who is:

1. The Spouse or Significant Other of a Regular Proprietary Member, PreSenior Proprietary Member, Senior Proprietary Member or a Proprietary Intent Member; or
2. A child or grandchild of a Regular Proprietary Member, Pre-Senior Proprietary Member, Senior Proprietary Member, Proprietary Intent Member or Special Spouse Member, under the age of 18; or
3. The Spouse or Significant Other of a Junior Member.

A Spouse is defined as a person who is validly married to a Member under the laws of the State of New Jersey or who has entered into a valid Civil Union under the laws of the State of New Jersey.

A Significant Other is a person who is domiciled with and maintains a significant and continuing relationship with an unmarried, widowed, or divorced Member, hereinafter referred to as the Sponsor Member. A Member who is married, but not divorced, even though separated, may not have a Significant Other.

A Significant Other shall have the same rights and privileges, and shall pay the same dues and fees as a “Family Member Over 21” under the following conditions:

1. The Sponsor Member must complete and submit a “Significant Other Request Form” as prescribed by the Board of Governors.
2. The Significant Other must be at least 21 years of age.
3. All requests for Significant Others must be submitted to the Membership Committee, interviewed and approved by the Membership Committee, and approved by the Board of Governors.

4. Approval shall be effective to the end of the calendar year following the Board's approval. The Sponsor Member may not change their Significant Other during the course of the year. If an unmarried Member has not designated a Significant Other for the calendar year the Member may do so at any time during that year.
 5. Prior to the commencement of next calendar year, the Sponsor Member must notify the Membership Committee if the Member wishes to have the same individual continue as the Member's Significant Other for the following calendar year.
 6. Former Members who have left the Club cannot become Significant Others.
 7. If the Sponsor Member parts company with such Member's Significant Other, the Member will immediately notify the Membership Committee of such change in status. In such case, the Significant Other shall have no further privileges, however, the Sponsor Member shall be responsible for the annual fee without refund or proration.
 8. Significant Others are permitted to use the Member's account number, however, the Member will be responsible for all charges occurred by their Significant Other.
 9. Children of Significant Others shall not be eligible for the same privileges or classes of memberships as children of the Sponsor Member.
 10. If a Member is suspended, resigns or passes away, all privileges of the Significant Other shall be terminated immediately.
 11. Names of Significant Others shall not be printed in the Club Directory.
6. A Special Spouse Member is an Associate Member who is at least 21 years old and is the surviving spouse, or the divorced spouse, of a Regular Proprietary Member, PreSenior Proprietary Member, or a Senior Proprietary Member. A Special Spouse Member shall receive credit for all pre paid dues of a deceased spouse.
 7. A Proprietary Intent Member is an Associate Member who has been accepted by the Board of Governors and has been permitted by the Board of Governors to pay the initiation fee and the Proprietary Certificate of Membership over a period of time. The Board of Governors shall determine the time, manner and amount of these payments. Upon payment of the initiation fee and the Proprietary Certificate of Membership in full, the Proprietary Intent Member shall become a Regular Proprietary Member without any further action by the Membership Committee

or the Board of Governors. A Proprietary Intent Member may use the golf course and clubhouse but cannot vote, cannot propose or second applicants for membership, and cannot be a member of the Board of Governors.

If a Proprietary Intent Member does not become a Regular Proprietary Member, the club will not refund any monies paid towards the initiation fee.

Section 8. A member may resign by submitting a written resignation to the Board of Governors **at least 60 days before the effective date of the member's resignation. The effective date of a member's resignation shall be as of April 1st next following the submission of a timely written resignation. A resignation shall not excuse the member from any debts owed to the Club or from the payment of the remaining balance of the annual dues or any other annual charges that are payable in installments. The Board of Governors may allow a member's resignation to take effect on a date other than April 1st in the event of extraordinary circumstances.** **Section 9.** A member may apply to the Board of Governors to change from one category of membership to another. A member changing to a category with a higher initiation fee shall be entitled to a credit for any initiation fee already paid.

Section 10. A Regular Proprietary Member may become a Social Proprietary Member upon application to the Board of Governors. If the member elects to return to Regular Proprietary Membership, the following amounts must be paid:

1. Any increase in the amount of the Regular Proprietary Membership Initiation Fee which accrued during the term of Social Proprietary Membership; and
2. The difference between what the member paid into the Capital Improvement Fund as a Social Proprietary Member and what would have been paid as a Regular Proprietary Member.

The provisions of this section may be utilized by a Regular Proprietary Member only once.

Section 11. A Member may apply to the Board of Governors for a medical leave of absence under the following conditions:

1. The Member holds a Proprietary Certificate of Membership; and
2. The Member is current on all indebtedness to the Club; and
3. The Member or the Member's spouse suffers from a serious medical condition, evidenced by a signed letter from the Member's or Member's spouse treating physician certifying to such serious medical condition.
4. Such serious medical condition has an expected duration of at least three months.

The Board of Governors may grant a leave for a period or periods not to exceed 12 months in the aggregate, and may extend the leave for another period not to exceed 12 months in the aggregate. During a leave of absence, the Member shall not have to pay annual dues, charges or fees. When returning from a leave of absence, the Member shall pay the accrued monthly fees for the Capital Improvement Fund and any increases to the Proprietary Certificate of Membership.

When Medical Leave is granted to a Member for any reason, the Member shall not be permitted to play golf or use any of the golfing facilities at the Club. The Member shall be entitled to use the house and dining facilities, and the Member's family members may continue their Family Membership if the Member continues to pay the prevailing Family Member dues and fees.

If Medical Leave is granted on the basis of a serious medical condition of the Member (rather than the Member's spouse), the Member shall be eligible for Medical Leave only if the Member does not play golf on any golf course anywhere or at any time.

Should it come to the attention of the Board that a Member on Medical Leave, is no longer eligible for Medical Leave under the provisions of this section, the Membership Committee will contact the Member to discuss and evaluate the situation and make a recommendation to the Board. The Board, upon consideration of such recommendation, may continue such Medical Leave or may determine that the Member is not eligible for Medical Leave. If the situation warrants it, the Board may charge back to the Member dues and fees to the date when the Board determines the Member was no longer eligible for Medical Leave, any may take such other action as it deems appropriate, consistent with the By-Laws and the Rules.

ARTICLE IV APPLICATION FOR MEMBERSHIP

Section 1. All applicants for any category of membership must be proposed and seconded by Regular Proprietary Members. The proposer shall request an application from the Membership Committee pursuant to the requirements set forth by the Board of Governors. Only Regular Proprietary Members who have held a Proprietary Certificate of Membership for two years or more may propose or second an applicant for membership. Regular Proprietary Members may propose only three applicants and second only three other applicants each year.

Section 2. The applicant shall submit a completed application to the Membership Committee along with payment of the appropriate initiation fee. If the applicant does not become a member, the application fee paid shall be refunded.

The application shall be posted in the clubhouse for at least 30 days before the Membership Committee considers the application. The application must be signed by at least three members of the Membership Committee before submission to, and consideration by, the Board of Governors.

Section 3. The Board of Governors shall approve or disapprove the application for membership. Negative votes from three or more members of the Board of Governors shall exclude the applicant from membership. Any applicant whose application for membership was disapproved shall not be reconsidered for membership for a period of two years from the date of disapproval.

Section 4. An applicant admitted to membership shall be notified in writing. This notification shall advise the applicant of the fees and dues and direct that payment be made by the first day of the following month. An applicant who fails to pay these amounts when due shall not become a member of the club and the application shall be deemed disapproved. Payment for the initiation fees and the Proprietary Certificate of Membership shall be by personal check only.

ARTICLE V MEMBER FINANCIAL OBLIGATIONS

Section 1. Except as provided in Sections 4 and 5 of this Article, the Board of Governors shall set all dues, fees and charges and may change those dues, fees and charges from time to time.

Section 2. All dues, fees and charges shall be included in the members handbook and distributed to all members. Charges include, but are not limited to, the following: Locker fees, Capital Improvement Fund, club maintenance and storage, food minimum, tournament prize fund, caddie scholarship fund and range balls.

Section 3. The fee for a Proprietary Certificate of Membership shall be proposed by the Board of Governors and approved by the members eligible to vote at the annual meeting and shall be paid as directed by the Board of Governors. Any member required to hold a Proprietary Certificate of

Membership who has paid less than the current amount of the Certificate of Proprietary Membership shall pay an amount necessary to make up the difference upon request by the Board of Governors.

Section 4. The initiation fee shall be proposed by the Board of Governors and approved by the members eligible to vote at the annual meeting and shall be paid as directed by the Board of Governors.

Section 5. The annual dues shall be proposed by the Board of Governors and approved by the members eligible to vote at the annual meeting and shall be paid as directed by the Board of Governors.

Section 6. The Club shall send each member a bill for all indebtedness to the Club every month. The member shall pay the bill by the last day of the month in which the bill was sent.

The names and amounts of indebtedness of any member not paying their bill within 30 days of the due date shall be posted in the clubhouse. The Board of Governors shall suspend any member who does not pay their bill within 60 days of the due date. A suspended member shall lose all golfing and clubhouse rights until the indebtedness is paid in full. The Board of Governors shall expel any member who does not pay their bill within 90 days of the due date.

The Board of Governors may withhold posting, suspending or expelling any member for non payment of indebtedness, on a case by case basis, for illness or other good cause shown.

When a member with a \$6,500 Certificate of Proprietary Membership (“bond”) incurs indebtedness which reaches \$6,000 (exclusive of member-sponsored outings or house events, the payment terms of which are set forth in a contract) or when a member with a \$1,000 bond incurs indebtedness which reaches \$3,000 (exclusive of member-sponsored outings or house events, the payment terms of which are set forth in a contract), that member shall not incur further indebtedness until the full outstanding indebtedness is paid. If the full indebtedness is not paid within 60 days of reaching the \$6,000 or \$3,000 level applicable to that member, the indebtedness shall be deducted from the amount due upon redemption of the bond. The member’s rights shall not be restored until the bond is replenished and all indebtedness is paid.

Section 7. The Board of Governors shall maintain a Capital Improvement Fund.

This fund shall be kept in an interest bearing account separate and apart from the club's operating accounts. The funds in the Capital Improvement Fund shall be used solely for capital improvements and not for ordinary club expenses. The Board of Governors shall determine the categories of members who shall pay the monthly fee and the amount of the fee and shall publish this information in the member's handbook.

ARTICLE VI MEETINGS

Section 1. There shall be an Annual Meeting of the Voting Proprietary Members during the last quarter of each calendar year. The Board of Governors shall notify the Voting Proprietary Members at least 20 days prior to the meeting.

Section 2. The Order of Business of the Annual Meeting shall be:

1. Opening of the Meeting by the President
2. Pledge of Allegiance to the Flag
3. Recognition of Deceased Members and a moment of silence
3. Adoption of the Minutes of the last Annual Meeting and any Special Meetings since the last Annual Meeting
4. Communications and actions taken in response to the communications
5. Officer Reports
6. Committee Reports
7. Unfinished Business
8. Election of Governors
9. Election of Nominating Committee Members
10. New Business
11. Adjournment

Section 3. Four members of the nominating committee shall be elected at the annual meeting. All Regular Proprietary members interested in serving a one year term on the nominating committee will submit their names to the Secretary at least 30 days prior to the annual meeting. The Secretary shall prepare a ballot listing all of the names. The ballot shall be included in the package sent to all Proprietary members before the annual meeting. Each member who is eligible to vote and who attends the annual meeting shall cast four votes. Any ballot with less than four votes will be discarded and not counted. The four members receiving the most votes will be elected to the nominating committee.

Section 4. Special Membership Meetings may be called by the President or upon the written request of 40 or more Voting Proprietary Members. The Board of Governors shall notify the Voting Proprietary Members at least 20 days prior to the meeting. The notice shall state the purpose of the meeting.

Section 5. A quorum for the Annual Meeting and any Special Membership Meetings shall consist of 30 Voting Proprietary Members. There shall be no voting by proxy.

Section 6. The Board of Governors shall meet as soon as possible after the Annual Meeting and shall elect as officers a President, a Vice President, a Secretary and a Treasurer.

Section 7. The Board of Governors shall hold Regular Meetings on the fourth Wednesday of each month or at other such times as established by the Board of Governors.

Section 8. Special Meetings of the Board of Governors may be called by the President or upon the request of three or more Board members. The Board of Governors shall notify Board Members at least three days prior to the meeting. The notice shall state the purpose of the meeting.

Section 9. A quorum for the Regular Meetings and Special Meetings of the Board of Governors shall consist of eight Board Members. There shall be no voting by proxy.

ARTICLE VII BOARD OF GOVERNORS

Section 1. The Club is governed and managed by the Board of Governors. The Board of Governors shall maintain the assets of the club, and run the club, in the best interests of the Proprietary Members.

Section 2. The Board of Governors consists of 15 Board Members. A Board Member must be a Regular Proprietary Member. A Board Member shall serve for a term of three years and may not serve more than two consecutive terms. Each year five Board Members shall be elected. A Board Member who is appointed to fill an unexpired term may serve two consecutive terms in addition to the unexpired term. A Board Member who serves two consecutive terms is again eligible to be a Board Member after being off the Board for three years. A Board Member who has served two consecutive terms and is not yet eligible to be an elected Board Member, may however be appointed to fill an unexpired term of a resigning Board Member. The aforementioned three year waiting period shall be tolled during the term of appointment of the unexpired term. A Board

Member not acting in the best interest of the Club may be removed by an affirmative vote of ten Board Members.

Section 3. The Board of Governors shall appoint a Regular Proprietary Member to fill any vacancy on the Board of Governors and the Regular Proprietary Member so chosen shall fill the unexpired term of the Board Member replaced. In filling any vacancy, the Board of Governors may consider any alternate candidate named by the Nominating Committee as set in Article IX, Section 10.

Section 4. The Board of Governors shall establish Rules to govern the activities of the Club. The Rules shall be adopted or changed by a majority vote of Board Members present at a meeting. The Rules shall be published in the members handbook and shall not conflict with the By-Laws. Members shall be notified of Rule changes as soon as possible.

The Board of Governors shall have the power to interpret the By-Laws and Rules, and its decision on all such questions shall be final, binding and conclusive.

Section 5. The Board of Governors shall enforce the By-Laws and Rules and may penalize any member for a violation of the By-Laws or Rules on a case by case basis.

The Board of Governors may suspend or expel a member pursuant to the following procedure:

1. The member acts in a manner which is prejudicial to the best interest of the Club; and
2. The member is provided with written charges and has at least 30 days to prepare to answer the charges; and
3. The member is permitted to be heard by the Board of Governors respecting the charges; and
4. Ten Board Members vote for suspension or expulsion after due consideration of all of the facts and circumstances.

A member who is suspended or expelled may be reinstated pursuant to the following procedure:

1. The member appeals the decision within 30 days and the appeal is signed by 30 or more Voting Proprietary Members; and
2. Upon receipt of the completed appeal the Board of Governors shall schedule a Special Membership Meeting of Voting Proprietary Members where all members present shall vote by secret ballot; and

3. Two thirds of the Voting Proprietary Members present vote to reverse the suspension or expulsion of the member.

ARTICLE VIII OFFICERS OF THE CLUB

Section 1. The Officers of the Club shall be: President, Vice President, Secretary and Treasurer.

Section 2. The Board of Governors may temporarily appoint additional Vice Presidents, Assistant Secretaries and Assistant Treasurers from time to time. The temporary officers shall serve for terms to be decided by the Board of Governors and shall have only those powers designated by the Board of Governors. The temporary officers are not Officers of the Club.

Section 3. An Officer of the Club shall be a member of the Board of Governors and shall serve for a term of one year or until a successor is elected.

An Officer of the Club not acting in the best interest of the Club may be removed by an affirmative vote of ten Board Members.

The Board of Governors shall fill any vacant Office at the next Board of Governor's Regular meeting.

Section 4. The President is the Chief Executive Officer of the Club and shall preside at Board of Governors Meetings and Membership Meetings. The President shall actively manage the business of the Club and shall insure that all Board of Governors Rules and other directives are put into effect. The Board of Governors reserves the right to delegate specific powers to other Officers of the Club. The President shall present a full and clear statement of the financial condition of the Club at the Annual Meeting and any Special Membership Meeting called to address financial issues. The President shall not be the Chairman of any Standing Committee but shall be an ex officio member of the following Committees: Finance, House, Membership, Greens, Golf, Buildings and Grounds, Insurance and Human Resources and Compensation. **Section 5.** The Vice President shall perform the duties of the President in the absence of the President. The Vice President shall perform such other duties as directed by the Board of Governors.

Section 6. The Secretary shall a end Meetings and record the Minutes of Proceedings. The Secretary shall give notice of all Meetings. The Secretary shall perform such other duties as directed by the Board of Governors.

Section 7. The Treasurer shall have charge of the funds and securities of the Club; shall supervise the collection of dues, fees and other Club charges; and shall be responsible for the expenditure of the Club's funds as directed by

the Board of Governors. The Treasurer shall perform such other duties as directed by the Board of Governors.

The Treasurer shall report on the expenditures and financial condition of the Club at the Board of Governors Regular Meetings or at such other times as requested by the Board of Governors.

The Treasurer shall submit to the Board of Governors an un-audited financial statement for the preceding year at least ten days prior to the Annual Meeting. The Treasurer shall submit to the Board of Governors an audited financial statement for the preceding year on or before March 1st of each

year. The Club shall provide every Proprietary Member with a copy of the annual audited financial statement.

ARTICLE IX Committees

Section 1. There shall be ten Standing Committees: (1) Finance; (2) House; (3) Membership; (4) Greens; (5) Golf; (6) Building and Grounds; (7) Insurance; and (8) Nominating; and (9) Grievance (10) Human Resources and Compensation

Section 2. The Chairperson and all Committee Members shall hold office for one (1) year and until their successors are appointed.

Section 3. The Finance Committee shall consist of Members of the Board of Governors appointed by the President and subject to the approval of the Board. The Treasurer of the Club shall be the Chairperson of the Finance Committee. The Finance Committee, under the direction of the Board of Governors, shall supervise the financial affairs of the Club.

The Finance Committee shall prepare, each fiscal year, (1) an annual budget of the estimated receipts and disbursements and (2) a capital improvement budget of the Club. These reports shall be submitted to, and approved by, the Board of Governors prior to the Annual Meeting. These reports shall also be provided to the Voting Proprietary Members for adoption at the Annual Meeting. The Board of Governors shall have the authority to approve an emergency expenditure which was not included in the approved budgets.

Section 4. The House Committee shall have general charge of the clubhouse. The House Committee shall enforce the clubhouse rules and report any violations to the Board of Governors. The Committee shall perform such other duties as may be designated by the Board of Governors. The

Committee shall consist of a Chairperson, one Board Member in addition to the Chairperson, and a number of other Voting Proprietary Members as determined by the Chairperson. The Chairperson of the Committee shall be a Board of Governors Member appointed by the President. The Chairperson of the Committee shall select members of the Committee subject to the approval of the Board of Governors.

Section 5. The Membership Committee shall investigate the eligibility of all applicants. All objections to any applicant shall be brought before this Committee for investigation and the Committee shall report to the Board of Governors. The Committee shall perform such other duties as may be designated by the Board of Governors.

The Committee shall consist of a Chairperson, one Board Member in addition to the Chairperson, and a number of other Voting Proprietary Members as determined by the Chairperson. The Chairperson of the Committee shall be a Board of Governors Member appointed by the President. The Chairperson of the Committee shall select members of the Committee subject to the approval of the Board of Governors.

Section 6. The Greens Committee shall have supervision and care of the Golf Course and grounds and the proper maintenance of same. The Committee shall perform such other duties as may be designated by the Board of Governors.

Committee shall be a Board of Governors Member appointed by the President. The Chairperson of the Committee shall select members of the Committee subject to the approval of the Board of Governors.

Section 7. The Golf Committee shall have supervision and responsibility for all Club tournaments and golfing events and shall also establish and regulate a system of handicaps. A program of competitive events shall be prepared each year by the Golf Committee in cooperation with the Golf Professional. The Club shall endeavor to further youth activities and to teach members' children and grandchildren the basic fundamentals of the game of golf, respect for the Rules of Golf, sportsmanship and courtesy. Such activities shall be under the supervision and control of the Golf Committee. The Committee shall perform such other duties as may be designated by the Board of Governors.

The Committee shall consist of a Chairperson, one Board Member in addition to the Chairperson, and a number of other Voting Proprietary Members as determined by the Chairperson. The Chairperson of the

The Committee shall consist of a Chairperson, one Board Member in addition to the Chairperson, and a number of other Voting Proprietary Members as determined by the Chairperson. The Chairperson of the Committee shall be a Board of Governors Member appointed by the President. The Chairperson of the Committee shall select members of the Committee subject to the approval of the Board of Governors.

Section 8. The Buildings and Grounds Committee shall be responsible for the upkeep and improvement of the Club House, Pro Shop, Maintenance Garage and Greenskeeper's House, and all area surrounding the Club. The Committee shall perform such other duties as may be designated by the Board of Governors.

The Committee shall consist of a Chairperson, one Board Member in addition to the Chairperson, and a number of other Voting Proprietary Members as determined by the Chairperson. The Chairperson of the Committee shall be a Board of Governors Member appointed by the President. The Chairperson of the Committee shall select members of the Committee subject to the approval of the Board of Governors. **Section 9.** The Insurance Committee shall be responsible for procuring insurance policies for the club, handling insurance claims and instituting loss prevention plans. The Committee shall perform such other duties as may be designated by the Board of Governors.

The Committee shall consist of a Chairperson, one Board Member in addition to the Chairperson, and a number of other Voting Proprietary Members as determined by the Chairperson. The Chairperson of the Committee shall be a Board of Governors Member appointed by the President. The Chairperson of the Committee shall select members of the Committee subject to the approval of the Board of Governors.

Section 10. The Nominating Committee shall consist of five Members, one of who shall be a Member of the Board of Governors. The Board Member shall be appointed by the Board of Governors and shall be a member whose term does not expire prior to the next election. The other four members of the committee shall be elected by the membership at the annual meeting in accordance with the provisions of Article VI, Section 3. The Committee shall elect its own Chairperson. The Board Member shall not be the Committee Chairperson. The Nominating Committee shall select a number of candidates to fill any expiring terms on the Board of Governors and may name one or more candidates as alternates. The Nominating Committee shall select the candidates for the Board of

Governors. For the Nominating Committee to conduct any business, four of the five Members must be present, one of whom must be the Member appointed the Board of Governors.

Section 11. The Grievance Committee shall consist of five Members. The Committee shall consist of a Chairperson, one Board Member in addition to the Chairperson, and three other Voting Proprietary Members as determined by the Board of Governors. The Chairperson of the Committee shall be a Board of Governors Member appointed by the President.

The Grievance Committee shall hear and consider any alleged Misconduct of any Member. Misconduct is any violation of the By-Laws, Rules of the Club, or any other conduct prejudicial to the best interest of the Club.

A matter may be brought before the Grievance Committee upon the written complaint of any Member. The Grievance Committee shall provide a copy of the complaint to the Member whose conduct is at issue and shall promptly investigate and determine the merits of the complaint, and in its discretion, either dismiss the complaint or hold a hearing thereon. If the Committee determines to hold a hearing, the Member whose conduct is at issue shall be permitted to be heard by the Committee respecting the charges. The Committee may also consider, in its discretion, hearing from any other persons respecting the charges. The Committee may reprimand any Member for Misconduct by a majority vote of its Members. Such reprimand may not include suspension or expulsion of a Member. The Grievance Committee shall, however, have the authority, by the unanimous vote of its Members, to temporarily immediately revoke or modify the golf and/or clubhouse privileges of any Member for Misconduct, pending a determination by the Board of Governors with respect to suspension or expulsion pursuant to Article VII, Section 5 of the By-Laws. Such revocation or modification of privileges may not exceed thirty (30) days. A member may appeal any decision of the Grievance Committee to the Board of Governors by filing a written appeal to the Board of Governors within 14 days of the decision of the Grievance Committee. The Board of Governors shall promptly consider the appeal and determine by majority vote to either affirm, reverse, or modify the decision of the Grievance Committee.

Nothing contained herein shall affect or modify or be deemed to be in conflict with the authority of the Board of Governors to enforce the By-Laws and Rules and to suspend or expel a Member, in accordance with Article VII, Section 5 of these By-Laws. The time procedures set forth in Article VII, Section 5, including the time periods set forth therein with respect to notice to the Member of written changes and procedures for reinstatement, shall not be affected or modified by any proceeding of the Grievance Committee.

Section 12. The Human Resources and Compensation Committee shall have general oversight over Key Employees in conjunction with the President and the Chairperson of

the appropriate committee. Key Employees include all employees who are salaried employees included in the Club's management benefits program.

The Human Resources and Compensation Committee shall review all employee salaries, performance and other personnel issues and report to the Board of Governors as needed. Additionally, The Board of Governors can utilize the Committee in an investigatory role regarding such issues.

The Human Resources and Compensation Committee shall consist of up to five Voting Proprietary Members, three of whom must be Members of the Board of Governors. The Chairperson of the Committee shall be a Board of Governors Member appointed by the President. The Chairperson shall select members of the Committee subject to the approval of the Board of Governors.

Section 13. The Board of Governors may establish additional committees and appoint members, of any category, to those committees.

ARTICLE X NOTICE

Section 1. As used throughout the By-Laws, the term "notice" shall mean a reasonable attempt to contact a person or persons entitled to be informed of an event by the most efficient and complete means possible. The means of giving notice shall include, but not be limited to, telephone calls, paging, facsimile, regular mail, certified mail, overnight mail, voice mail or E-mail.

ARTICLE XI AMENDMENTS

Section 1. The By-Laws may be amended at the Annual Meeting or any Special Membership Meeting upon a two-thirds vote of the Voting Proprietary Members present. No proposed By-Law Amendment shall be considered unless notice in writing is given to all Voting Proprietary Members at least ten (10) days prior to the Meeting.

Section 2. The By-Laws of the Club shall be reviewed at least every five years. The President shall appoint a Board of Governors Member to act as Chairperson of a By-Law Review Committee. The Chairperson shall select not less than three Regular Proprietary Members, who are not Board of Governors Members, to serve on the Committee. Within a reasonable period of time, at the President's discretion, the Chairperson shall report to the

Board, in writing, the Committee's comments and suggested changes to the By-Laws, or in lieu thereof, a statement that the By-Laws have been reviewed by the Committee and that there are no comments or changes needed.