



## Tavistock Country Club BY-LAWS

# **2024 BYLAWS**

### **ARTICLE I**

#### **Name, Seal, Colors, Logo**

Section 1. The name of this Club shall be Tavistock Country Club.

Section 2. The seal of the Club shall be a circular seal with the words Tavistock Country Club on the outside portion of the circle and on the inside the words “Incorporated 1921 New Jersey”.

Section 3. The colors and logo of the Club shall be determined and approved by the Board of Governors.

### **ARTICLE II**

#### **Object of Club**

The object of this Club shall be to encourage and perpetuate the game of golf and other social programs.

**Article III**  
**Constitution of the Board of Governors**

Section 1. The Board of Governors shall consist of three classes of no more than five persons in each class, as may be determined by the Board of Governors from time to time, chosen from the Class A Active Members of the Club, as defined herein. They shall be elected for a term of three years, or until their successor shall be duly elected and qualified. No more than five vacancies in a class will be filled each year through election. Any ballots cast for less or more than the proper number of vacancies shall be declared null and void. No Governor shall be elected for more than six consecutive three-year terms. No Governor shall serve more than 18 years cumulatively. A currently serving Governor, whose maximum 18-year term expires during his/her current service period as an officer, may continue to serve in that office until the expiration of his/her current service period as an officer, but not beyond.

**Article IV**  
**Enumerated Powers and Officers of the Board**

The Board of Governors (the Board) is empowered as follows:

Section 1. To elect annually the following officers, who shall hold office until the officer's successor is elected and qualified, or until the officer's death, incapacity, resignation, removal, or the officer is otherwise no longer a member of the Board:

(a) The President shall preside at meetings of both the Board and the Members, and shall be an ex officio Member of all Committees. In addition, the President shall ensure that all orders and resolutions of the Board are carried into effect. The President must be a Member of the Board. The President may not be elected for more than two consecutive one-year terms.

(b) 1st Vice President. The 1st Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe. The 1st Vice President must be a Member of the Board and shall be an ex officio Member of all Committees.

(c) 2d Vice President. The 2d Vice President shall, in the absence or disability of the 1st Vice President, perform the duties and exercise the powers of the 1st Vice President and shall perform such other duties as the Board shall prescribe. If neither the President, nor the 1st Vice President, nor the 2d Vice President is able to act, the Board shall appoint a Member of the Board to do so on an interim basis. The 2d Vice President must be a Member of the Board.

(d) Secretary. The Secretary shall attend all sessions of the Board and all meetings of the Members and cause to be recorded all votes in the minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Members and the Board and shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall cause to be compiled and kept current at the principal office of the Club a complete list of the Membership and their last known mailing addresses, as well as the minute book of the Club and the Board, containing the minutes of all annual and special meetings of the Members and all sessions of the Board. In the absence or disability of the Secretary, the Assistant Secretary (if any) shall perform the duties and exercise the powers of the Secretary. The Secretary must be a Member of the Board.

(e) Treasurer. The Treasurer shall have the custody of all funds and securities of the Club and shall cause to be kept full and accurate records of receipts and disbursements and shall cause to be deposited all monies and other valuable effects in such depositories as may be designated by the Board. The Treasurer shall cause to be disbursed funds as ordered by the Board, and shall cause to be rendered to the President and the Board, at the regular meetings of the Board or, whenever the President or the Board may require it, an accounting of all of the Treasurer's transactions and the financial condition of the Club. In the absence or disability of the Treasurer, the Assistant Treasurer (if any) shall perform the duties and exercise the powers of the Treasurer. The Treasurer must be a Member of the Board.

(f) Assistant Secretary and Assistant Treasurer. The President may appoint an Assistant Secretary and/or an Assistant Treasurer, who must be Members of the Board and approved by a majority of the Board.

Section 2. To have entire supervision, control and management of the affairs, monies and property of the Club according to its charter as set forth in these Bylaws, including the Committees of the Board. However, any policy change passed by a majority of the Membership at a regular or special meeting shall not be changed by the Board, unless approved by the Membership by a majority vote at a subsequent meeting. Voting shall be in accordance with Article VII, Section 3 (Annual and Special Meetings).

All votes of the Membership, unless specifically provided elsewhere by these Bylaws, shall be determined by a majority of the total votes cast.

Section 3. To approve Presidential appointments to vacancies among Members of the Board of Governors.

Section 4. To expel, suspend or penalize any Member for cause, by two-thirds vote of the Governors present at any meeting. (See Article XI (Infractions)).

Section 5. To cause standing Committee reports to be prepared and presented to the Club at its annual meeting.

Section 6. To fix initiation fees, dues and requirements for the varying classes of Membership.

Section 7. To call special meetings of the Members of the Club and to interpret these By-laws.

Section 8. To call a special meeting of the Members to consider a special assessment upon each Member, beyond the spending and/or debt limits of the Board, as defined herein. Such assessment, if approved by the Members at the meeting, shall be binding on each Member and shall, in case of default, be subject to the same penalties as applied to dues payable to the Club.

Section 9. To call regular and special meetings of the Board of Governors, either by request of the President or on written request of one-third of the duly elected Members of the Board of Governors in office at that time, which shall be held at such place and at such times as the Board may, from time to time, designate. A quorum at a regular or special meeting of the Board shall consist of one-half plus one of the duly elected Members of the Board of Governors in office at the time.

Section 10. To adopt an operating and capital budget annually upon the recommendation of the Finance Committee. The budget shall be presented by the Finance Committee after the Finance Committee receives the recommendations from the President and the Chair of each of the Standing Committees. Each Committee Chair is authorized to approve expenditures within the Approved Budget and any expenditures proposed by a Committee outside of the Approved Budget must be pre-approved by the Board.

Any long-term debt (exceeding one year) in excess of \$1 million shall require the approval of the Membership at any annual or special meeting. Notwithstanding the above, borrowing and indebtedness up to \$2 million to pay for extraordinary repairs or replacements, do not require Member approval and may be imposed by the Board. "Extraordinary Repairs or Replacements" shall mean repairs or replacements to the Club facilities that result from acts of God, natural disasters, weather, fires, pestilence, requirements imposed by governmental authorities and any events beyond the reasonable control of the Club.

Section 11. To remove a Member of the Board of Governors who is absent for three (3) consecutive regular meetings of the Board of Governors, a vote of at least two-thirds (2/3) of a quorum of the Members of the Board of Governors shall be required. A Governor shall be deemed to have resigned, effective immediately, upon the termination, for whatever reason, of his or her membership in the Club or discipline that would render that Governor not qualified as a candidate for election to the Board.

## **ARTICLE V**

### **Code of Conduct for the Board**

The Board serves at the pleasure of the membership. The Board is responsible for hiring and firing the General Manager, and the Club's long-range strategic plan, as well as the general policies of the Club's operation. Specifically, each Board member agrees to each of the following:

Section 1. Act in the best interest of and fulfill their fiduciary responsibility to the Club and its membership.

Section 2. Represent the entire membership without any bias to any specific subset of the membership.

Section 3. Act without regard to personal benefit of themselves, their family or their friends.

Section 4. Promptly disclose potential conflicts of interest regarding any matters that may come before the Board and abstain from discussion and voting on these matters in compliance with the Club's Conflict of Interest Policy.

Section 5. Act only as a Board and not as individuals. Authority is invested in the Board as a whole not in each member. The President is the only Board member who has the authority to represent the Board.

Section 6. Insure that sensitive issues discussed among the Board and all information related to those discussions remain confidential to the Board, including opinions of and disagreements between individual Board members.

Section 7. Insure that, after the Board makes a decision by majority vote, it is thereafter supported by all Board members, regardless of their individual position on the decision.

Section 8. Support the General Manager and act in a way that does not erode his or her authority.

Section 9. Make every effort to attend all meetings, be prepared, and make a positive contribution to the Board.

Section 10. Refrain from addressing Member's concerns, complaints, or suggestions individually. Members should be referred to the General Manager or President to avoid inconsistent treatment of individual situations.

## **Article VI Standing Committees of the Board**

Section 1. The President annually shall appoint, from among the duly elected Members of the Board of Governors in office at that time, upon the approval of a majority of the Board, a Chair with voting authority to lead the following Standing Committees, which shall convene on a regularly scheduled periodic basis:

(a) Board Development -- Board Development Committee shall be responsible for the recruitment, vetting, orientation, education, continuing development, and nomination of eligible candidates for: (i) election to the Board of Governors; and (ii) appointment to any Standing Committees established pursuant to the Club Bylaws. The Club President and General Manager will be *ex-officio* members of the Committee.

The Board Development Committee shall consist of three Members of the duly elected Board of Governors in office at that time, a former Member of the Board who no longer serves on the Board, and a Past President who no longer serves on the Board, who shall Chair the Committee with voting authority on the Committee. No Board Development Committee Member shall be a member of the then current Election Committee, nor shall they be standing and/or eligible for re-election to the Board of Governors, nor shall they be, or seeking to be, a candidate for the Board of Governors, while a Member of the Board Development Committee.

To be eligible for election to the Board of Governors, any Member must (1) be in good standing, as defined in Article VII, Section 3 (Annual and Special Meetings), (2) file a written petition of nomination, signed by at least twenty (20) Members of the Club in good standing, as defined in Article VII, Section 3 (Annual and Special Meetings), and (3) confirm in writing their agreement to accept Membership on the Board, if elected, and to serve conscientiously. The petition must be filed with the Board Development Committee at least sixty (60) days prior to the election.

It shall be the duty of the Board Development Committee to receive all petitions of nomination for Members of the Board of Governors. The Board Development Committee shall then review all such petitions and to propose, by publication to the membership at least forty-five (45) days prior to the next Annual Meeting, the nomination of such eligible Members (whether incumbents or challengers) for election at the next Annual Meeting.

The order in which the names will appear on the ballot shall be by listing all such eligible members in alphabetical order by last name. All names will be printed on a ballot.

(b) Bylaws – The Bylaws Committee shall draft and/or recommend any proposed amendments to the Bylaws for review by the Board, and maintain a continuous record of the current and historical Bylaws. The Club President and General Manager will be *ex-officio* members of the Committee.

(c) Communications – The Communications Committee shall provide all forms of communications for the Club’s members. The Club President, General Manager, Office Manager, Golf Course Superintendent, Golf Professional, and Membership Director will be *ex-officio* members of the Committee.

(d) Compliance – The Compliance Committee shall consist of six (6) members appointed by the President, with the approval of a majority of the Board, specifically including one (1) member of the Board of Governors as Chair and five (5) members from among the general Club membership with at least one representative from each of the following Member classifications: AA; Social; Spouse Associate. The Compliance Committee shall ensure that no Club or Board Member shall solicit, propose, or conduct business with the Club, except with the approval of the Compliance Committee. This Conflict of Interest rule applies to each Club and Board Member and their spouse, partner, siblings, and children. The Club President and General Manager will be *ex-officio* members of the Committee.

(e) Election – The Election Committee shall act as the judge of each election to the Board of Governors and shall be responsible for confirming the eligibility of each Member voting, the number of votes to be cast by each Member, the validity of any ballot, and for counting the votes. The Election Committee shall consist of three Members of the duly elected Board of Governors in office at that time, who are not members of the then current Board Development Committee, and none of whom shall be standing and/or eligible for re-election to the Board of Governors nor be, or seeking to be, a candidate for the Board of Governors, while a Member

of that year's Election Committee. To qualify as valid, a ballot must contain no less and no more than the number of votes equal to the number of vacancies. An invalid ballot will not be counted.

The candidates receiving the highest number of votes cast (ranked high to low) shall be declared the winners to fill the correlative number of vacancies subject to election. If there is a tie among any candidates for one or more open positions, the Election Committee shall be responsible for scheduling and conducting a run-off election among those candidates receiving the same number of votes. The run-off election for the position or positions left unfilled by the tie vote shall be held within thirty (30) days of the election which resulted in the tie vote. In the event that such a run-off election may preclude the re-organization of a new Board, the old Board shall continue in effect until confirmation of the results of the run-off election.

Election results shall be available to all members upon request. The Club President and General Manager will be *ex-officio* members of the Committee.

(f) Entertainment – The Entertainment Committee shall provide an entertainment program that reaches all members and reflects the character and quality of the Club. The Club President and General Manager will be *ex-officio* members of the Committee.

(g) Executive – The Executive Committee shall be made up of the President, the First and Second Vice Presidents, the Secretary, and the Treasurer, and such other members of the Board of Governors as appointed by the President and approved by a majority of the Board, to address pressing issues that arise between regular board meetings, in particular that affect the organization substantially, including but not limited to an emerging crisis. The Executive Committee has the power to act on behalf of the full board, only on matters previously described in this Section, subject to ratification by the full Board at the next regular Board meeting.

(h) Finance – The Finance Committee shall assist the Board in: (1) accurately monitoring and evaluating the Club's overall financial condition, (2) overseeing the integrity of the Club's financial statements, and (3) ensuring the Club's compliance with legal and regulatory requirements related thereto. The President and General Manager will be *ex-officio* members of the Committee.

(i) Food & Beverage – The Food & Beverage Committee shall oversee the operations and maintenance of the Club's food and beverage operations. The Club

President, General Manager, and Executive Chef will be *ex-officio* members of the Committee.

(j) Golf – The Golf Committee shall assist the Board with overseeing golf play and related activities at the Club. The Club President, General Manager and Head Golf Professional will be *ex-officio* members of the Committee.

(k) Greens – The Greens Committee shall assist the Board in overseeing all matters pertaining to the operations and maintenance of the golf course. The Club President, General Manager, and Golf Course Superintendent will be *ex-officio* members of the Committee.

(l) Heritage & Preservation – The Heritage & Preservation Committee is responsible for the documentation, promotion, preservation, and archiving of the Club’s history. The Club President and General Manager will be *ex-officio* members of the Committee.

(m) House – The House Committee shall assist the Board in overseeing the upkeep and maintenance of the Club’s facilities. The Club President and General Manager will be *ex-officio* members of the Committee.

(n) Human Resources -- The Human Resources Committee shall ensure that the Club’s employees are provided with the resources and compensation to enable them to provide the highest quality service to the Club’s members and guests. The Club President, General Manager, Human Resources Manager, and Office Manager will be *ex-officio* members of the Committee.

(o) Infractions – The Infractions Committee shall perform the initial investigation and review of serious disciplinary matters referred to it by the Board or management and either implement corrective action or make a recommendation to the Board for suspension or expulsion. The Club President and General Manager will be *ex-officio* members of the Committee.

(p) Membership -- The Membership Committee shall develop a comprehensive set of criteria for membership in the Club, and establish, administer and oversee the admissions process for new Members, including the identification of prospective candidates for membership in the Club. The Club President, General Manager, and Membership Director will be *ex-officio* members of the Committee.

(q) Tavistock Borough -- The Tavistock Borough Committee shall convene as needed and or as directed by the President to address issues that arise between the

operations of the Club and those of the Borough, and to facilitate a cooperative relation between the Club and the Borough. The Club President and General Manager will be *ex-officio* members of the Committee.

Section 2. Unless otherwise provided in these Bylaws, the President shall fix the number of Members on each Committee, upon the approval of a majority of the Board. Consistent with these Bylaws, the Members of the Committee shall be selected by each respective Committee Chair, upon the approval of the President and a majority of the Board.

Section 3. All Committees shall be subject to the direction and control of the Board of Governors and their action shall be affirmed or vetoed by the Board. The Board shall define the powers and duties of all Committees by written Charter adopted by a majority of the Board.

Section 4. No employee of the Club or its contractors shall be directly or indirectly involved in the solicitation of the petitions for nomination for individual Members as outlined in Article VI, Section 1(a) (Board Development Committee).

Section 5. The responsibilities and mechanics of the procedures of each Committee, not otherwise detailed in these By-Laws, shall be set forth in a written Charter, adopted by a majority of the Board, per Article IV, Section 2 (Enumerated Powers and Officers of the Board).

Section 6. Nothing in this Article shall preclude the President from establishing Ad Hoc Committees, answerable to the Board, to address specific non-recurring matters at the Club.

## **ARTICLE VII**

### **Annual and Special Meetings**

Section 1. The annual meeting of the Club will be held on the third Monday in April at such hour and place as the Board of Governors shall determine.

Section 2. Special meetings of the Membership may be called by the Board of Governors or by petition of the Membership containing the signatures of at least fifty (50) Members, each of whom must be a Class A Active member. The Club will print and mail and/or send by electronic mail a notice of meeting, including a brief explanation of the purpose of the meeting, to each voting Member at least fifteen (15) days prior to the meeting at which the question will be considered. The cost of printing and mailing the notice of meeting shall be borne by the Club if

initiated by the Board. The cost of notification and the meeting shall be shared by the Club and the petitioners equally if called by petition. Such petition shall acknowledge that one-half (1/2) of the cost of the notice and the meeting shall be borne by the signing petitioners.

Section 3. At any annual or special meeting of Members of the Club duly called, only Members in good standing shall be qualified to vote. A Member in good standing is defined as (a) one who is not delinquent in the payment of their dues, and (b) one who is not delinquent, as that term is defined in Article XII, Section 2 (Charges). Members in good standing shall be qualified to vote as follows:

(a) Every Active (except Non-Resident Members), House, Par 72, Social, and Spouse Associate Member of the Club shall be entitled to two (2) votes at any annual or special meeting, in addition to the votes a Member may be entitled to under Subsection (b) of this Section.

(b) Class A Active member shall be entitled to twenty-five (25) votes, plus the two (2) votes provided for in subsection (a) above, for a total of twenty-seven (27) votes.

(c) At any annual or special meeting of Members of the Club duly called, the Board of Governors shall establish the procedures for conducting a vote by written or electronic ballot, provided these procedures comply with these Bylaws and State law, including but not limited to the use of electronic voting. Members may participate in any annual or special meeting of Members by means of a conference telephone or similar audio or video communications equipment if made available, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

(d) The Election Committee shall act as the final judge of the propriety and Bylaws compliance for each election to the Board of Governors, consistent with its general duties as outlined in Article VI, Section 1(e) (Election Committee).

(e) If the total number of eligible candidates does not exceed the number of vacancies on the Board to be filled, those candidates will be deemed elected without the need of a formal election and will be presented as the elected Governors at the Annual Meeting.

Section 4. Notice of annual and special meetings shall cause to be sent by the Secretary at least fifteen (15) days in advance of such meetings. Such notices will

be given by first class mail sent to the Members at the designated mailing address they have on file in the Club office on the date that the notices are mailed, or electronically, or by other written communication. By reason of an individual's status as a Member, the Member consents to electronic communication from the Club, including notice of meetings.

Section 5. Notice of special meetings shall state the purpose for which they are called and no other business shall be transacted at that meeting.

Section 6. At all meetings, the President, in consultation with the Secretary and the Bylaws Chair, shall have the authority and power to decide on questions as to the eligibility of the voters or any other questions that may arise under the By-laws.

Section 7. Governors or members of any committee designated by these Bylaws or by the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar audio or video communications equipment if made available, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VIII**

### **General Membership Classes**

Section 1. There shall be the following voting classes of Membership: Active Members, Social Members, House Members, and Par 72 Members. The Board of Governors shall have the right to establish and/or add non-voting classes of Membership, and to delineate category criteria as provided in Article IV, Section 6 (Enumerated Powers and Officers of the Board).

Section 2. Active Members. Active Members shall be at least 21 years of age. There shall be three Classes of Active Members:

(a) Class A Active. A Member with full golf privileges;

(b) Class B Active. A Member with limited golfing privileges, and not waiting to become a Class A Active Member;

(c) Active Golf Legacy. A Member with full golfing privileges and waiting to become a Class A Active Member. Open to the children, stepchildren, children-in-law of current Members who are full golf members or other membership classes as

determined by the Board. Candidates must be 25 or older and not yet 41 on the day of their election to the membership class.

Section 3. Social Members. Social Members shall be at least 21 years of age. They, and their household, shall have the privileges of the Clubhouse and golf course under such restrictions as the Board of Governors may determine.

Section 4. House Members. House Members shall be Social Members who are Class A Members without golfing privileges. This classification will terminate when the existing Members of this classification are no longer Members.

Section 5. Par 72 Members. Any Member who is at least 72 years of age and has been a Member for twenty-five (25) consecutive years (from the date of first initiation fee or dues paid), may, upon application and approval by the Board, be transferred to "Par 72" status in his/her membership category at the time of transfer.

Section 6. The Board of Governors shall have authority to impose limits of Membership in all classes. All cases attended by special circumstances shall be at the discretion of the Board of Governors.

Section 7. Membership in, or transfer to any class, shall be by approval of the Board of Governors under such regulations as the Board may determine in accordance with these By-laws.

Section 8. All resignations must be presented in writing, either by mail, hand-delivery or electronically, to the Membership Chair and shall be referred by that Chair to the Board of Governors who shall have the power to act upon the resignation subject to the following: Resignations shall be effective the date the letter is received in the Club's office. The membership dues paying year begins January 1 and ends December 31, the Club's fiscal year. If the letter of resignation is received in the office prior to June 30, the member's dues will be prorated based on that effective date. Resignations with an effective date of July 1 or later shall not be eligible for dues proration or refund. No resignation shall be accepted from a Member in arrears until arrearages are paid. A Member who has resigned from the Club and wishes to be considered again must be sponsored by a current Member. If a resignation is due to death or serious disability, the amount of the proration will be at the Board's discretion.

Section 9. For transfers of membership from one membership class to another, dues shall be prorated based upon the effective date of the transfer, which is the date of the Board Meeting approving said transfer.

## **ARTICLE IX**

### **Fiscal Year and Payment of Annual Dues**

Section 1. The fiscal year for the Club shall be from January 1 to December 31 each year.

Section 2. The annual dues of the Members shall be fixed by the Board of Governors prior to the beginning of the Club's fiscal year.

Section 3. All Members of the Club shall be liable for the annual dues of their respective classes of membership, payable with the member's December billing statement or pursuant to an authorized Club payment plan. If a Member's annual dues remain unpaid after the last day of January, the Member will be deemed delinquent and a finance charge will be assessed on the outstanding balance. If the Member has not paid annual dues by the last day in February, the Member will be suspended, and will not be permitted to vote during the annual meeting process if the dues remain unpaid. If any Member is ninety (90) days past due for payment of annual dues, the Member may be expelled by the Board. If a Member's death occurs during the year, the deceased Member's dues liability shall be prorated to the end of the month prior to death. Members admitted after January 1 of any year shall pay dues prorated from the first day of the month following the date of admission.

Section 4. The admission of any candidate for Membership shall be void if they fail to make payment of their dues and initiation fees within thirty (30) days after notice of their admission. No Member shall enjoy any of the privileges of the Club prior to payment of the initiation fee and dues and having satisfied all other requirements for Membership.

## **ARTICLE X**

### **Indemnification of Governors, Officers, and Employees**

Section 1. The Club shall indemnify and hold harmless any governor, officer, or employee of the Club from any liability or expense (to include reasonable costs and attorney's fees) which that person may incur in connection with any proceeding in which the person is involved by reason of that person being or having been such a governor, officer or employee if:

(a) Such governor, officer or employee acted in good faith and in a manner the person reasonably believed to be in the best interests of the Club; and

(b) With respect to any criminal proceeding, such governor, officer or employee had no reasonable cause to believe the conduct was unlawful.

Any reasonable costs, expenses or fees incurred by a governor, officer or employee of the Club during the pendency of any legal proceeding, or as a result of a claim which may give rise to such a proceeding and for which indemnification would be required hereunder, shall be paid by the Club on behalf of such governor, officer or employee.

Section 2. No indemnification shall be made to or on behalf of a governor, officer or employee of the Club if a judgment or other adjudication adverse to the governor, officer or employee establishes that the person's acts or omissions (i) were in breach of the person's duty of loyalty to the Club or its Members (ii) were not in good faith, or involved a knowing violation of law or (iii) resulted in receipt by the governor, officer, or employee of an improper personal benefit.

All sums previously advanced by the Club under this Article prior to the entry of an adverse judgment or final adjudication as contemplated by this Section 2 shall be repaid to the Club upon demand by the governor, officer, or employee to or for whose benefit said sums were advanced, and in the absence of such repayment, the Club may pursue legal action for the recovery thereof, as well as for the recovery of any legal fees and expenses which the Club may incur in so doing.

Section 3. The Club shall use its best efforts to purchase and maintain insurance on behalf of the governors, officers, and employees of the Club for expenses incurred in any proceeding and any liability asserted against them by reason of their being or having been a governor, officer, or employee of the Club.

## **ARTICLE XI**

### **Infractions**

Section 1. Appropriate behavior and dress are required at all times on Club property. A Member may be subject to discipline, reprimand, suspension or expulsion for acts which the Board, in accordance with these By-laws and the procedures set forth in Sections 2 and 3 of this Article XI, shall deem disorderly, detrimental, or injurious to the welfare of the Club. It is the responsibility of each Member to be aware of the Rules and Regulations of the Club.

Section 2. Violations of Section 1 shall be investigated by the Infractions Committee. If, after the investigation, the Infractions Committee finds that the infraction can be resolved without the involvement of the Board, the Infractions Committee shall notify the Member in writing of the proposed penalty and, with the consent of the Member, the agreed upon penalty will be imposed by the Infractions Committee.

Section 3. If the Member notified of the proposed penalty pursuant to Section 2, objects to the imposition of the proposed penalty, or if the Infractions Committee finds that the alleged violation requires action by the Board under Section 2, then the Infractions Committee shall submit a written report of its findings to the Board of Governors and, at the same time, a copy of the written report shall be given to the Member charged with the violation. Upon receipt of the written report from the Infractions Committee, the Board of Governors may discipline or reprimand, suspend or expel the Member charged with a violation; however, such actions shall not be taken by the Board until the Member shall have had an opportunity to present, at the Member's election, a written response and/or an in-person hearing. At least one week's prior written notice, both electronically and through the U.S. mail (regular first class and certified/return receipt), including the written specifications of the charge, and stating the date, time and place the Board will consider the charges, shall be considered as affording the Member charged with a violation sufficient notice and opportunity to present the Member's defense.

## **ARTICLE XII**

### **Charges**

Section 1. Members are required to sign vouchers for all Club accounts whether or not paid in cash. Guests will sign their own name and the name of the Member introducing them when authorized by such Member, and such accounts will be charged and/or credited to said Member.

Section 2. All charges shall be due and payable on the first of the month following the month in which they were incurred and shall be considered delinquent on the first day of the month after the month the charges became due and payable. A finance charge will be assessed on the unpaid balance.

If such charges are delinquent, action may be taken by the Board of Governors to suspend or expel the delinquent Member and/or limit said Member of some or all rights of Membership. The Secretary shall cause to be notified the said Member of such action.

Section 3. A Member introducing a guest will be held responsible for the guest's conduct and also for the payment of charges made by the guest to the same extent and in the same manner as for charges made by the Member.

### **ARTICLE XIII**

#### **By-laws Amendments, Suspension, and Parliamentary Authority**

Section 1. These By-laws may be amended by the procedures described in this Article at any annual or special meeting by a vote of two-thirds of the votes cast. Votes are to be counted in accordance with Article VII, Section 3 (Annual and Special Meetings). A proposed amendment shall be in writing, signed by at least fifty (50) Class A Active members, and furnished to the Secretary. Each proposed amendment requires a separate petition and shall state the purpose and reason for the proposed amendment. The Board shall cause to be printed and mailed, including by electronic mail, the proposed amendment to the Membership, and if proposed by a petition, the cost of printing and mailing shall be borne by the petitioners. Amendments may also be proposed by a majority vote of the Board of Governors at any meeting of the Board. After receiving or proposing the amendment, the Board will set the date for the special meeting, if necessary. The regular and/or electronic mailing of notice by the Board shall be at least fifteen (15) days prior to the meeting at which such amendment will be considered.

Section 2. The operation of any of these By-laws may be suspended in an emergency at any time by the unanimous vote of the Board of Governors present at any meeting. Such emergency shall, in the collective judgment of the Board, pose a significant and present risk to the Club such that the Board may be obliged to take action in a manner not congruent with these Bylaws.

Section 3. The parliamentary authority for the Club shall be under Robert's Rules of Order.

Section 4. These By-laws were revised and adopted by two-thirds of the voting membership on April 15, 2024.