

Cazenovia Golf Club, Inc. By-Laws

Proposed Changes

Footnote	Article	Section	Detail
1	I	4	Cross referencing definitions of membership classes which are eligible to vote in Article II. Voting members shall be deemed to be any member over age twenty-four (24) <u>in eligible membership classes as defined in Article II ("Eligible Membership Classes")</u> . <u>Spouses in Eligible Membership Classes are eligible to vote, except Spouses of Senior Single Members. and shall further be deemed to include the spouse of any member, if any, except the spouse of a Senior Single Member.</u>
2	I	5	Adding the requirement that a copy of adopted by-laws should be mailed to members. "Promptly upon the adoption of these By-Laws, the Secretary shall cause the same to be printed or otherwise reproduced, together with a statement as to their date of adoption, and copies shall be made available to the members at the Club House <u>and mailed to members.</u> "
3	I	6	Wordsmithing "Mail/Mailed - Shall mean letters and documents <u>sent to members via mail and/or email handled by the postal system or electronically over a computer network.</u> "
4	II	1	Creating a clear standard for invoicing purposes. "The age of eligibility shall be determined by the <u>age as of January 1st each year</u> year in which the Birthday falls. "
5	II	1	Language is no longer needed since all members are in a defined membership class. All present members, that are not in a defined class, shall remain in their present class, provided, however, that current Senior Members shall, at their option, be classified as either Senior Family Members or Senior Single Members.
6	II	1	Section cross references are no longer needed since a definition has been added to each membership class. Only members over 24 years of age shall be entitled to vote, hold office, or share in any distribution of the assets of the Club, except as otherwise provided in Sections 6 and 8 of this Article.
7	II	2	Clarifying distribution of assets is based on membership not voting privileges. <u>Section 2. Only Eligible Membership Classes are entitled to participate in the distribution of Club assets (the "Distribution of Assets"). Each eligible membership shall receive an equal share of the Distribution of Assets. The amount distributed to an eligible membership shall be determined without regard to the number of individuals associated with that membership.</u>
8	II	3	Resolving inconsistency in age eligibility between membership classes. "Senior Members include Senior Family Members and Senior Single Members. To be eligible for Senior Membership, a person must be at least thirty (30) <u>35</u> years of age."
9	II	3	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. <u>"Senior Members are (1) eligible to vote, and (2) share in the distribution of club assets."</u>
10	II	4	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. <u>"Intermediate Members are (1) eligible to vote, and (2) share in the distribution of club assets."</u>

Footnote	Article	Section	Detail
11	II	5	Unnecessary language since no member class definitions discuss residency requirements other than non-resident members. "To be eligible for Junior Membership, a person must be single and under the age of twenty-four (24) years and must be a resident."
12	II	5	Simplifying procedural language for junior members transitioning to intermediate members. "A statement of the amount of initiation fee shall be included in the membership dues invoice. so due shall be sent by the Treasurer to the Junior Member upon his reaching such age and, upon payment thereof within sixty (60) days Upon payment of the membership invoice, the Junior Member shall become an Intermediate Member."
13	II	5	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. "Junior Members are not (1) eligible to vote, and (2) share in the distribution of club assets."
14	II	6	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. "Clergy Members are (1) eligible to vote, and (2) share in the distribution of club assets."
15	II	7	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. "Honorary Members are (1) eligible to vote, and (2) share in the distribution of club assets."
16	II	8	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. "Special Members are (1) eligible to vote, and (2) share in the distribution of club assets."
17	II	9	Simplifying procedural language for social members converting to another membership class. "Social Members may change their membership class subject to satisfying membership class eligibility requirements and payment of membership dues. Existing Social members who are changing membership class are not subject to membership review. A Social Member may reserve full membership for succeeding years by the payment of dues required. Social Members shall not be required to pay any additional initiation fee and, provided there are vacancies in the class of membership, shall be admitted to full membership without review. Members who leave the Club without maintaining Social Membership shall only be re-admitted to membership providing there are vacancies in the class of membership and upon payment of the difference between the member's original initiation fee and the one in force at the time of re-admission."
18	II	9	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. "Social Members are not (1) eligible to vote, and (2) share in the distribution of club assets."
19	II	10	Adding definition for Non-Resident Membership class. "To be eligible for Non-Resident Membership, a person must be at least twenty-four (24) years of age. In addition, the applicant must have a permanent residence located more than 80 miles from CGC and must not reside closer than that for 45 days in a calendar year. Residences owned by prospective Non-Resident Members in a different legal name such as trusts will be considered the property of the prospective Non-Resident Members for the purpose of determining eligibility for Non-Resident Memberships. Non-Resident Membership are not (1) eligible to vote, and (2) share in the distribution of club assets."

Footnote	Article	Section	Detail
20	II	11	Added language for convenience which defines membership votes which have larger voting requirements. <u>"Board of Director approval of applications are subject to normal quorum requirements as defined in Article V Section 5 which the exception of the requirements defined in Article II Section 6 (Clergy Members) and Article II Section 7 (Honorary Members) along with votes being conducted in accordance with Article V Section 6 (Actions Without a Meeting)."</u>
21	II	12	Added language to align to current practice for the CGC Accountant to send invoices. "Upon the election of a candidate as hereinabove prescribed, a notice to that effect shall promptly be mailed by the Secretary-Treasurer or designee to the candidate at the address stated in the application, together with a statement showing the amount to be paid to the Club and, upon payment thereof, the candidate shall thereupon become a member of the Club."
22	II	12	Extending the amount of time that approved membership applications are valid. "In the event of failure of the candidate to pay the sum due within <u>ninety (90)</u>thirty (30) days after the mailing of such notice, the election and notice of election shall be invalid."
23	II	13	<u>Added new provision pertaining to member leaves of absence.</u> <u>"Section 123. Prior to the payment of Dues discussed in Article IV Section 4, members may submit a written leave of absence ("LOA") request to the Board. LOA requests, which are subject to the review and the approval of the Board, should include the reason for LOA and the proposed duration. Partial season LOA requests will not be considered by the Board. Members on LOA are not permitted to use Club services or attend Club events. Subject to the limitations defined in Article II Section 19 (Guest Privileges), members on LOA are permitted to use Club services as a guest of a member. LOA requests submitted following the payment of Dues will be considered by the Board but will not result in the refunding of Dues or credit towards future Dues if approved. Members returning from LOA are not required to apply for readmission in accordance with Article II Section 16. Members on LOA are not eligible to vote.</u>
24	II	14	Redefined resignation procedures since the Board can only request that resigning members pay monies owed by resigning members. <u>"Any member wishing to resign must do so in writing, addressed to the Treasurer or designeeSecretary, and the resignation shall be submitted by the Secretary to the Board of Directors at its next meeting. No resignation shall be accepted by the Board of directors unless the member shall first have paid all indebtedness owing to the Club. In each monthly Treasurer report, the Treasurer will include a summary of new resignations and a summary of any indebtedness issues. Membership resignations are not subject to a vote by the Board of Directors."</u>
25	II	17	Adding requirement that all former members who would like to return are required to submit membership applications. <u>"Except as otherwise provided in these By-Laws, all Members shall have the privilege of playing golf on the Club Course, of using the Club House, and the Club Grounds, under such rules and regulations as the Board of Directors may from time to time adopt. Members applying for re-admission are required to follow the requirements defined in Article II Section 15."</u>

Footnote	Article	Section	Detail
26	III	3	Creating consistency in the standards used for conducting meetings with members. "Special meetings of the members of the Club may be called by the President or by the Board of Directors, and shall be <u>subject to written notice requirements in Article III Section 4 and quorum requirements defined in Article III Section 6</u>called at the written request of twenty (20) Senior Members."
27	III	4	Added requirement to post meeting notices to bulletin boards at the Club. "The Secretary shall mail a notice of meeting, specifying the time, place and purpose thereof, to each Member at his address as shown by the records of the Club, at least ten (10) days preceding the date of any Fall, Spring or special meeting. <u>In addition, notices will be posted to the bulletin boards at the Club, at least ten (10) days preceding the date of any Fall, Spring or special meeting.</u>"
28	III	5	Adding the requirement that a member needs to be in good standing to attend and participate in Club meetings. "Any member of the Club <u>who is in good standing</u>, whether or not given notice of the meeting, shall have the right to attend any meeting of the members and to speak on any business of the Club."
29	IV	3	Simplifying procedural language related to payment of initiation fees. "Initiation fees shall be payable by applicants<u>Senior Family, Senior Single, Intermediate and former members</u> in such amounts as are established by the Board of Directors from time to time."
30	IV	6	Simplifying the language which defines the powers of the Board to determine pricing. "The Board of Directors shall have the power, in its discretion, to fix <u>all</u> charges <u>associated with services provided by the Club</u>for locker rentals, greens' fees for non-members, and for materials and special services that may be supplied by the Club or on its behalf."
31	IV	7	Creating clarity that the Board has the power to amend initiation fees. "The Board of Directors shall have the power to establish <u>and amend</u> the initiation fee of members and the schedule of dues. Any change shall require the affirmative vote of six (6) Directors and shall not take effect until at least sixty (60) days after notification to the members. Any such change may be vetoed or modified by the membership at any meeting of the members of the Club called for that purpose, by the vote of two-thirds of the voting members present at such meeting."
32	IV	8	Creating clarity of who needs to review the report. "It shall be the duty of the Board of Directors to have such report duly reviewed and to <u>review and</u> approve the report with such corrections and amendments as may appear necessary."
33	IV	11	Added new section pertaining to Investment and Operating Reserve Policies. <u>"The Club has defined an Investment Policy and Operating Reserve Policy (collectively "Policies"). Amendments to the Policies are subject to the affirmative vote of six (6) Directors and ratification by the Club members at a meeting of Club Members called for that purpose by the affirmative vote of 2/3 of the voting members present at such meeting."</u>

Footnote	Article	Section	Detail
34	V	5	Added language for convenience which defines votes which require a larger number of votes. “At any meeting of the Board of Directors, five (5) Directors shall constitute a quorum for the transaction of such business as does not require the vote of a larger number of Directors. <u>Votes requiring a larger number of Directors include Article II Section 7 (Honorary Members), Article II Section 16 (Expulsion of Members), Article IV Section 2 (Club Indebtedness), Article IV Section 5 (Assessments), Article IV Section 7 (Changes in Initiation Fees and Dues), Article IV Section 11 (Investment and Operating Reserve Policies), Article V Section 6 (Actions Without a Meeting), and Article VI Section 3 (Removal of Officers).</u>”
35	V	6	Adding language that empowers the Board to conduct votes via email or text. <u>“The Board of Directors shall be permitted to conduct votes outside of regularly scheduled meetings (“Action Without a Meeting” or “Actions Without a Meeting). Actions Without a Meeting require unanimous written consent from all Directors. At each regularly scheduled meeting, the Secretary will review Actions Without a Meeting since the prior regularly scheduled meeting and record the vote(s) as part of minutes of the meeting.”</u>
36	VI	6	Removing duplication of maintaining membership lists. “The Secretary shall keep minutes of the meetings of the Club and of the Board of Directors. In case of the absence of the Secretary, the President shall appoint a secretary pro tern. The Secretary shall keep a register of the names and addresses of all members of the Club and such other facts as may be found desirable to record therein. The Secretary shall perform the duties imposed upon by these By-Laws and such other duties as are normally incident to the Office of Secretary of a not-for-profit corporation or as may be required by the Board of Directors.”
37	VI	7	Adding language which defines (1) the CGC Accountant is permitted to maintain the membership list, (2) the type of information required to be retained on the membership list, and (3) the CGC Accountant is permitted to inform the President about quorum requirements for Member meetings. “The Treasurer <u>or designee</u> shall keep a list <u>register</u> of members in good standing <u>including names, addresses and contact information.</u> and shall, at At all meetings of the Membership, <u>the Treasurer or designee will</u> inform the President of the number of members in good standing for determination of a quorum as set-out by these By- Laws.”