

THE CAZENOVIA GOLF CLUB, INC. BY-LAWS



Adopted at a Regular Meeting of the Club
[PLACEHOLDER]

Contents

ARTICLE I	2
Scope and Effect of these By-laws	2
Definitions	2
ARTICLE II	3
Classes of Members	3
Distribution of Assets	3
Senior Members	3
Intermediate Members	3
Junior Members	3
Clergy Members	3
Honorary Members	3
Special Members	4
Social Members	4
Non-Resident	4
Applications - Elections	5
Notice of Election	5
Leave of Absence	5
Resignation	5
Indebtedness of Members	6
Expulsion of Members	6
Re-Admission	6
Member privileges	6
Guest Privileges	6
ARTICLE III	7
Fall Meetings	7
Spring Meetings	7
Special Meetings	7
Notice of Meetings	7
Right of Attendance	8
Quorum	8
ARTICLE IV	8
Fiscal Year	8
Club Indebtedness	8
Initiation Fee	8
Dues	8
Assessments	9
Other Charges	9
Changes in Initiation Fees and Dues	9
Annual Financial Report	9
Budget	9
Compensation of Officers and Directors	10
Investment and Operating Reserve Policies	10

ARTICLE V 10
Powers of Board 10
Number and Term of Office 10
Eligibility of Directors 11
Vacancies 11
Quorum..... 11
Actions Without a Meeting 11
Meetings..... 11
Nominations..... 12
Election of Officers..... 12
Use of Course by Outside Groups 12
ARTICLE VI..... 12
Number and Term of Office 12
Qualifications and Voting Privileges 13
Vacancies 13
President..... 13
Vice President..... 13
Secretary 13
Treasurer..... 14
ARTICLE VII 14
Standing Committees..... 14
Executive Committee..... 14
Greens Committee..... 15
Handicap Committee 15
House Committee 15
Membership Committee..... 15
Nominating Committee 16
Tournament Committee..... 16
Pro Committee 16
Long Range Planning Committee 16
Finance Committee..... 16
Other Committees 17
Limitation of Committee Powers 17
FOOTNOTES..... 18

ARTICLE I

Scope and Effect of these By-laws

Section 1. Cazenovia Golf Club, Inc. is a membership corporation incorporated in 1924 under the Laws of the State of New York, for the primary purpose of maintaining a private golf course in the Town of Cazenovia, County of Madison, State of New York, for the use, benefit and enjoyment of its members. Any provision of these By-Laws that may be or may become in conflict with the Laws of the State of New York shall be deemed to be amended or modified to the minimum extent necessary to eliminate such conflict without affecting the validity or force of any other provision hereof.

Section 2. These By-Laws shall take effect immediately upon their adoption pursuant to the provisions of the By-Laws in effect at the time of adoption of these By-Laws, and all previous By-Laws shall thereupon be repealed.

Section 3. These By-Laws shall have the same effect as a constitution or charter, and any action contrary thereto taken by the members of the Club, its Board of Directors, and any officer, agent or servant of the Club, shall be illegal and ultra vires.

Section 4. These By-Laws may be repealed or amended by the affirmative vote of two-thirds of the voting members present at any meeting of the members; provided such repeal or amendment be first approved by the affirmative vote of two-thirds of the total membership of the Board of Directors; and provided further, that at least ten (10) days before such meeting of the members, a notice of the meeting, together with a copy or summary of the proposed repeal or amendment as approved by the Board of Directors, is mailed to each member. Voting members shall be deemed to be any member over age twenty-four (24) in eligible membership classes as defined in Article II ("Eligible Membership Classes"). 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.¹

Section 5. 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 and mailed to members.²

Definitions

Section 6. The following definitions apply to these By-Laws:

Spouse - Shall include a person who, as determined by the Board upon such evidence as it may require, resides in a member's household in the relationship of domestic partner, without regard to gender or legal marital status. The Board may, from time to time, adopt such standards and procedures as it deems necessary to effectuate this policy.

Mail/Mailed - Shall mean letters and documents sent to members via mail and/or email handled by the postal system or electronically over a computer network.³

ARTICLE II

Membership

Classes of Members

Section 1. There shall be seven (7) classes of Club members, namely: Senior Family Members, Senior Single Members, Intermediate Members, Junior Members, Clergy Members, Honorary Members, and Special Members. The age of eligibility shall be determined by the age as of January 1st each year-year in which the Birthday falls.⁴ The classes of members are to be in effect starting with the year after these By-Laws are approved ~~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.~~⁵ 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.⁶ The Board of Directors shall determine the maximum number of members in each class. Included in any class of membership, except Senior Single Members, shall be the spouse of such member. Any child under the age of twenty-four (24) who resides with such members, except Senior Single Members, shall be granted the privileges of the Club but shall not be entitled to hold office or vote.

Distribution of Assets

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.~~⁷

Senior Members

Section 3. Senior Members include Senior Family Members and Senior Single Members. To be eligible for Senior Membership, a person must be at least thirty (~~30~~5) years of age.⁸ Senior Members shall be those persons who, at the time of adoption of these By-Laws, meet the foregoing eligibility requirements, are in good standing as members of the Club, and are not eligible as Clergy Members or Honorary Members as hereinafter defined; together with those persons who thereafter become Senior Members as hereinafter provided. Senior Family Members are those Senior Members who choose to extend the privileges of the Club to their spouse and children under the age of 24 who reside with them. Senior Single Members are those Senior Members who choose not to extend the privileges of the Club to any family members. Senior Members are (1) eligible to vote, and (2) share in the distribution of Club assets.⁹

Intermediate Members

Section 4. To be eligible for an Intermediate Membership, a person must be at least twenty-four (24) years of age and not have attained the age of thirty-five (35) years. Intermediate Members shall pay one-half of the full initiation fee then required. Upon reaching the age of thirty-five (35) years, an Intermediate Member shall automatically be considered to have been elected a Senior Member subject to payment of one-half of the full initiation fee then required. Loss of eligibility for any other reason shall automatically terminate an Intermediate Membership. Intermediate Members are (1) eligible to vote, and (2) share in the distribution of Club assets.¹⁰

Junior Members

Section 5. 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.~~¹¹ Upon reaching the age of twenty-four (24), a Junior Member shall automatically be considered to have been elected as an Intermediate Member, subject to payment of one-half of the full initiation fee then required. 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.¹² Loss of eligibility for any other reason shall automatically terminate Junior Membership. Junior Members are not (1) eligible to vote, and (2) share in the distribution of Club assets.¹³

Clergy Members

Section 6. To be eligible for Clergy Membership, a person must be a bona fide clergyman. Clergy Members shall be those persons who, at the time of adoption of these By-Laws, meet the foregoing eligibility requirements and are in good standing as members of the Club; together with those persons who are thereafter elected as Clergy Members by the affirmative vote of two-thirds of the total membership of the Board of Directors. Loss of eligibility for any reason shall automatically terminate a Clergy Membership. Clergy Members are (1) eligible to vote, and (2) share in the distribution of Club assets.¹⁴

Honorary Members

Section 7. Honorary Members shall be those persons who, after adoption of these By-Laws, are elected as Honorary Members as hereinafter provided; together with those persons who, prior to adoption of these By-Laws, had been elected as Honorary Members and who, prior to such election, had been Regular Members of the Club for at least ten (10) years. To be eligible for future election as an Honorary Member, a person should have achieved distinction through services of significant merit to the public or to the Club, and must have reached the age of Sixty-five (65) years and must have been a member of the Club for at least twenty-five (25) years. Honorary Membership shall be conferred by nomination by the affirmative vote of six (6) Directors, followed by election by the affirmative vote of three-quarters of the voting

members present at a regular Fall meeting of the members. Honorary Members are (1) eligible to vote, and (2) share in the distribution of Club assets.¹⁵

Special Members

Section 8. Special members shall be those persons who, at the time of adoption of these By-Laws are Special Members in good standing. In addition, Special Membership eligibility shall, after the adoption of these By-Laws, be those persons who are the surviving spouse of any member of Cazenovia Golf Club who had been a member of the Club for a continuous period of ten (10) years immediately prior to the surviving spouse's application for membership as a Special Member. Application for Special Membership shall be made to the Board of Directors for the Board's consideration, of Special Membership status. A Special Member who remarries shall automatically lose such status and shall therefore only be eligible for membership as a Senior Member. Special Members are (1) eligible to vote, and (2) share in the distribution of Club assets.¹⁶

Social Members

Section 9. Any member in good standing may elect to become a social member of the Club. To make such an election, the member must notify the Treasurer, pay the fee required by the Board for Social Membership, purchase kitchen coupons and pay any other charge required by the Board. Social Members shall have the use of the clubhouse but shall not have any golf privileges. 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.¹⁷ Social Members are not (1) eligible to vote, and (2) share in the distribution of Club assets.¹⁸

Non-Resident

Section 10. 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 Members are not (1) eligible to vote, and (2) share in the distribution of Club assets.¹⁹

Applications - Elections

Section 11. The procedure for the election of any member shall be as follows: two members of the Cazenovia Golf Club both who are not directors or officers of the Club or members of the Membership Committee, shall nominate such prospective member. The prospective member shall submit an application to the Secretary who shall then submit the application along with the nominations to the Membership Committee. The Membership Committee shall review the application as set out below and return the application to the Board of Directors for its consideration. Upon consideration and approval by the Board of Directors, the prospective member shall be deemed elected to membership in the Cazenovia Golf Club. 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).²⁰

Notice of Election

Section 12. 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.²¹ In the event of failure of the candidate to pay the sum due within thirty-ninety (390) days after the mailing of such notice, the election and notice of election shall be invalid.²²

Leave of Absence

Section 13. 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.²³

Resignation

Section 14. Any member wishing to resign must do so in writing, addressed to the ~~Secretary and the resignation shall be submitted by the Secretary to the Board of Directors at its next meeting~~ Treasurer or designee. ~~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

Indebtedness of Members

Section 15. Any member who is more than thirty (30) days in arrears for dues, assessments or other indebtedness to the Club shall automatically be suspended and denied the privileges of the Club until such indebtedness is paid. A written notice, directed to the member at the address shown by the Club records, shall immediately be mailed by the Treasurer to each member so suspended for indebtedness to the Club, and the member's name, the amount due and the fact of suspension shall simultaneously be posted on the Club bulletin board. If a suspended member does not pay all arrears within the thirty (30) days following the mailing of said notice, he or she shall cease to be a member of the Club. Said notice shall contain the date of suspension, the amount due to the Club and the foregoing penalty for continued failure to pay.

Expulsion of Members

Section 16. The Board of Directors shall have power, by the affirmative vote of six (6) Directors, to expel any member who, in its opinion, shall be detrimental to the welfare or best interests of the Club, but no member shall be so expelled without first having been given an opportunity to appear at a hearing before the Board of Directors.

Re-Admission

Section 17. The Board of Directors shall have power to re-admit a former member of the Club to membership therein, upon such terms and conditions in each case as the Board may deem appropriate for such re-admission. Members applying for re-admission are required to follow the requirements defined in Article II Section 15.²⁵

Member privileges

Section 18. 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.

Guest Privileges

Section 19. The privileges of the Club may be extended to guests of members under such rules and regulations as the Board of Directors may from time to time adopt, provided, however, that a non-member that is eligible to become a member, shall not be permitted to play golf on more than five (5) days in anyone calendar year, except those persons who are permitted to play under the present lease agreement with the Hancock family. In counting the five (5) days of this restriction, no effect shall be given to the play of non-members in

tournaments or matches sponsored by the Tournament Committee or by inter-club groups composed of members of the Club and other New York golf clubs, nor to play of non-members as a result of reciprocal playing arrangements with other golf clubs. The knowing violation of this restriction by any Club member or by the immediate family of any Club member may, by itself, be deemed sufficient reason for expulsion of such member.

ARTICLE III

Meetings of Members

Fall Meetings

Section 1. There shall be a Fall meeting of the members of the Club in each and every year before the first of November, at the Club House in the Town of Cazenovia, at such hour as may be designated by the President, for the election of Directors and the transaction of other Club business. In event of failure to obtain a quorum, the meeting shall be adjourned to such time and place within the Town of Cazenovia as may be designated by the President.

Spring Meetings

Section 2. There shall be a spring meeting of the members of the Club in each and every year before June 15 and at such place within reasonable proximity to the Club as may be designated by the President. At each Spring meeting, there shall be presented the financial report of the Treasurer for the preceding year, the budget for the current year, and the proposed program of Club activities for the current year, for discussion, comment, and approval or modification by the members. In the event of a failure to obtain a quorum, the meeting shall be adjourned to such time and place within reasonable proximity to the Club as may be designated by the President.

Special Meetings

Section 3. Special meetings of the members of the Club may be called by the President or by the Board of Directors, and shall be subject to written notice requirements in Article III Section 4 and quorum requirements defined in Article III Section 6~~called at the written request of twenty (20) Senior Members.~~²⁶ Special meetings shall be held only within reasonable proximity to the Club, at such time and place as may be designated by the President or by the Board of Directors or in such written request.

Notice of Meetings

Section 4. 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. 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.²⁷

Right of Attendance

Section 5. Any member of the Club who is in good standing, 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.²⁸

Quorum

Section 6. At regular meetings of the members of the Club, ten (10) percent of the Voting Members or forty (40) members, whichever is less, shall be considered to be a quorum for the transaction of business. For action involving repeal or amendment of these By-Laws, increase in assessments of members, or increase of Club indebtedness, fifteen (15) percent or sixty (60) voting members, whichever is less, shall be considered to be a quorum.

ARTICLE IV

Finances

Fiscal Year

Section 1. The fiscal year of the Club shall be the calendar year.

Club Indebtedness

Section 2. Long Term Debt (debt payable over a term in excess of one year) may be incurred only after an 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. Short Term Debt (debt payable over a term of one year or less) may be incurred by the Board of Directors upon the affirmative vote of six (6) directors in an amount not to exceed thirty thousand dollars (\$30,000), provided, however, that such debt shall be incurred solely for the purpose of defraying a deficit in operating expenses or for capital expenditures deemed necessary by the Board of Directors.

Initiation Fee

Section 3. Initiation fees shall be payable by applicants~~Senior Family, Senior Single, Intermediate and former members~~ in such amounts as are established by the Board of Directors from time to time.²⁹

Dues

Section 4. The Board of Directors shall establish the dues for each class of membership. Dues shall be payable annually in advance within the first three (3) months of the calendar year, provided, however, that the Board of Directors may make such regulations for installment payments within year as it shall see fit.

Assessments

Section 5. There shall be no assessment levied upon any member other than Senior, Intermediate, and Special Member. The Board of Directors shall have power to levy an assessment not exceeding one hundred dollars (\$100) plus tax during any one year, provided, however, that such assessment shall be used solely for the purpose of defraying a deficit in operating expenses only incurred during the preceding year or for capital improvements deemed necessary by the Board of Directors. The affirmative vote of six (6) Directors shall be necessary for levying an assessment. If it becomes necessary or desirable to raise further funds for any purpose, the authority to raise such funds by assessment must be conferred upon the Board of Directors at a meeting of the Club members called for that purpose, by the affirmative vote of two-thirds of the voting members present at such meeting.

Other Charges

Section 6. The Board of Directors shall have the power, in its discretion, to fix all charges ~~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~~ associated with services provided by the Club.³⁰

Changes in Initiation Fees and Dues

Section 7. The Board of Directors shall have the power to establish and amend the initiation fee of members and the schedule of dues.³¹ 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.

Annual Financial Report

Section 8. It shall be the duty of the Treasurer, within one (1) month after the end of each fiscal year, to prepare a financial report detailing the operations of the Club during such fiscal year and to furnish a copy thereof to each Director and Officer. It shall be the duty of the Board of Directors to ~~have such report duly reviewed and to review and~~ approve the report with such corrections and amendments as may appear necessary.³² A copy of the summary of such financial report, as finally approved by the Board shall be posted at the Club not less than ten (10) days before the Spring meeting of the Club Members.

Budget

Section 9. On or before the first day of each year, the Board of Directors shall adopt a budget setting forth the anticipated income and expenditures of the Club for the coming budgeted year. The total anticipated expenditures shall not exceed the total anticipated income plus cash on hand. The expenditures shall be itemized in reasonable detail and the

items shall constitute appropriations for the uses of the Officers or Committees named therein. No Officer or Committee shall expend any moneys or incur any indebtedness beyond the amounts so appropriated without previous authorization by the Board of Directors.

Compensation of Officers and Directors

Section 10. All Officers and Directors shall serve without compensation, except that the Board of Directors may, by separate items in the budget, provide appropriations for the use of the Secretary and the Treasurer to pay for the hire of clerical assistance or to compensate such Officers for performing such clerical labor themselves.

Investment and Operating Reserve Policies

Section 11. The Club has defined policies for capital expenditures (“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.³³

ARTICLE V

BOARD OF DIRECTORS

Powers of Board

Section 1. The management of the Club shall be vested in a Board of Directors which shall govern the business and affairs of the club in accordance with the provisions of these By-laws. The Board may adopt such rules and regulations as, in its judgment, may be necessary or desirable and all such rules and regulations shall be binding upon each member of the Club upon posting the same on the bulletin board at the Club House or upon giving the members notice thereof by mail. Such rules and regulations may provide for the fining and suspension of members for violation thereof.

Number and Term of Office

Section 2. The Board of Directors shall normally consist of nine (9) Directors, each elected for a term of three (3) years with terms of three (3) Directors expiring in each year. Unless an office becomes vacant as hereinafter provided, each Director shall continue to hold office until a successor shall have been elected as provided in these By-Laws. Directors shall not be allowed to succeed themselves after serving two (2) consecutive terms; however, they may be re-elected after an absence of one (1) year from the Board. This ruling affects all Board Members as of the date of adoption.

Eligibility of Directors

Section 3. Only Voting Members shall be eligible to membership to the Board of Directors.

Vacancies

Section 4. The office of a Director shall become vacant upon resignation or ceasing to be a Member of the Club in good standing. If a Director shall be absent from three (3) or more successive meetings of the Board of Directors without having presented excuses acceptable to the Board, the office as Director may be declared vacant by a two-thirds vote of the Directors present at the third such meeting or at any later meeting in the chain of absences. Any vacancy in the Board of Directors shall be filled by appointment by the President until the next succeeding Fall meeting of the members as hereinafter provided unless an earlier special meeting of the members is called for that purpose.

Quorum

Section 5. 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. 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).³⁴ For any vote requiring a proportion of the total membership of the Board of Directors, the total membership shall be considered to be the normal full membership of the Board, disregarding any vacancies therein.

Actions Without a Meeting

Section 6. 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.³⁵

Meetings

Section 7. The annual organizational meeting of the Board of Directors shall take place at the next regular meeting after the Fall meeting of the members. Regular meetings of the Board shall be held at such places in reasonable proximity to the Club and at such times as may be designated by the Board or, failing such designation, by the President. Special meetings may be called by the President or by any three (3) Directors acting on their own initiative and all such meetings shall be held in reasonable proximity to the Club. Notice of all regular special meetings shall be given to each Director at least (5) days before the date of the meeting.

Nominations

Section 8. It shall be the duty of the Nominating Committee to nominate candidates for election as Directors by the membership and to notify all voting Members by mail or posting in the Club House of such nomination not less than thirty (30) days prior to the Fall meeting or twenty (20) days prior to any special meeting for the election of Directors. At any such meeting, the only other nominations that shall be allowed shall be those made by petition, signed by ten (10) voting Members and received by the Secretary at least ten (10) days before the meeting, and the Secretary shall promptly post any such petition on the bulletin board at the Club House unless the meeting is a special meeting held outside of the golfing season. No nomination shall be made either by the Nominating Committee or by petition without first obtaining the consent of all nominees. Election shall be by the voting members present at such meeting, with all nominees voted upon simultaneously, and each voting member shall be entitled to vote for as many nominees as there are offices to be filled. The nominees receiving the highest number of votes shall be declared elected and, where there is a difference in terms in office, the longest term shall go to the nominee receiving the most votes, etc. In the event of a tie for term, it shall be resolved by lot and, in the event of a tie for election, it shall be resolved by an immediate run-off election concerning only the tied nominees.

Election of Officers

Section 9. At its organizational meeting or such adjournment thereof as may become or be deemed necessary, the Board of Directors shall elect the Officers provided for in the succeeding Article hereof. The vote of one-half of the total membership of the Board of Directors shall be required for election.

Use of Course by Outside Groups

Section 10. The Board of Directors shall not grant the right to use the Club golf course to, nor permit such use by, an organization or group of persons including non-members, for more than one (1) day in any calendar year, and such one (1) day privilege shall not be granted for less than the per person greens' fees usually charged non-member guests of members. This section shall not apply to tournaments or matches sponsored by the Tournament Committee or by inter-club groups composed of members of the Club and other New York golf clubs, nor to reciprocal playing arrangements with other golf clubs, nor to the present lease agreement with the Hancock family.

ARTICLE VI

OFFICERS

Number and Term of Office

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

Treasurer. The positions of Secretary and Treasurer may be united in one person. The Officers shall be elected for a term of one (1) year or until their successors shall have been elected as provided in these By-Laws. The persons holding such offices at the time of adoption of these By-Laws have been elected for such terms and they shall continue to serve the terms for which they were elected.

Qualifications and Voting Privileges

Section 2. All Officers shall be elected from among the Voting Members of the Club in good standing. They need not be Directors of the Club and, if not, they shall be entitled to attend all meetings of the Board of Directors and shall be given due notice thereof but shall have no vote and shall not be counted in determining a quorum of the Board of Directors.

Vacancies

Section 3. The office of any Officer shall become vacant upon resignation or ceasing to be a Voting Member of the Club in good standing. Any Officer may be removed from office by the vote of six (6) Directors at any meeting of the Board of Directors. Any vacancy in the offices shall be filled for the unexpired term by election as above provided in Article V, Section 4.

President

Section 4. The President shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President, with the Secretary, shall sign all written contracts and obligations of the Club authorized by the Board of Directors. The President shall perform the duties imposed upon by these By-Laws and such duties as are normally incident to the office of the President of a not-for-profit corporation or as may be required of that office by the Board of Directors. In case of the absence of the Treasurer or of inability to act for any cause, the President may sign such checks, notes, drafts and orders for the payment of money as it would have been appropriate for the Treasurer to sign. The President shall be a member ex officio with the right to vote at all meetings of the Standing Committees, except Membership Committee and the Nominating Committee.

Vice President

Section 5. In case of the absence of the President or of inability to act for any cause, the Vice President shall perform all of the duties of the office of President.

Secretary

Section 6. 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 tem. ~~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.~~³⁶ 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.

Treasurer

Section 7. The Treasurer shall, under the direction of the Board of Directors, collect, hold, and disburse all funds of the Club and shall keep an accurate account thereof. The Treasurer shall sign all checks, drafts, notes and orders for the payment of money. The Treasurer shall make a report of receipts and disbursements, together with all money and property on hand, to the Club members at the Spring and Fall meetings, and to the Board of Directors at each regular meeting thereof and at such other times as the Board may direct. The Treasurer or designee shall keep a list-register of members in good standing including names, addresses and contact information. and shall, aAt all meetings of the Membership, the Treasurer or designee will inform the President of the number of members in good standing for determination of a quorum as set-out by these By- Laws.³⁷ The Treasurer shall perform the duties imposed upon by these By-laws and such other duties as are normally incident to the Office of Treasurer of a not-for-profit corporation or as may' be required by the Board of Directors.

ARTICLE VII

COMMITTEES

Standing Committees

Section 1. The Standing Committees of the Club shall be as follows: Executive Committee, Greens Committee, Handicap Committee, House Committee, Membership Committee, Nominating Committee, Tournament Committee, Finance Committee, Pro Committee and Long-Range Planning Committee. These Committees shall be constituted at the organizational meeting of the Board of Directors or at its next succeeding meeting and shall serve until the following Fall meeting of the Club members.

Executive Committee

Section 2. The Executive Committee shall consist of the President, who shall be the Chairman, the Treasurer, and two (2) Directors appointed by the President with the advice and consent of the Board of Directors. The Executive committee shall have charge of such matters as may be referred to it by the Board of Directors. The Board of Directors may, in the budget, appropriate an Emergency Fund for the Executive Committee, to be used to take care of such emergencies as may arise between meetings of the Board. It shall be the duty of the Executive Committee to present a proposed budget to the Board of Directors.

Greens Committee

Section 3. The Greens Committee shall consist of a Chairman, appointed by the President with the advice and consent of the Board of Directors, and such other members of the Club as are selected by the Chairman. The Greens Committee shall have charge of all outbuildings and grounds, shall superintend improvements and alterations on the grounds, and shall engage and discharge persons employed on the grounds.

Handicap Committee

Section 4. The Handicap Committee shall consist of the Head Professional and such other members as he shall appoint with the advice and consent of the Board of Directors. The Handicap Committee shall have the duty of determining and announcing handicaps of Club members in accordance with the rules of the United States Golf Association.

House Committee

Section 5. The House Committee shall consist of at least three (3) members of the Club appointed by the President with the advice and consent of the Board of Directors. The House Committee shall have general supervision over the Club House, parking facilities, and appurtenances, and shall propose to the Board of Directors rules and regulations for the use thereof by the membership. The House Committee shall regulate the prices of all articles sold in the Club House, shall receive and consider complaints, and shall engage and discharge persons employed in the Club House.

Membership Committee

Section 6. The Membership Committee shall consist of a Chairman and not less than two (2) other voting members, none of whom shall be a Director or Officer of the Club. The Membership Committee shall be appointed by the President with the advice and consent of the Board of Directors. In addition to reviewing membership proposals as provided for in these By-Laws, the Membership Committee shall make recommendations to the Board of Directors and implement procedures adopted by the Board of Directors for the solicitation of new members. The Membership Committee shall not approve or disapprove any membership proposal unless there is at the time a vacancy in the class of membership to which the proposal relates. All proposals for which there is no such vacancy shall be assigned a waiting list. It shall be the duty of the Chairman of the Membership Committee to advise proposers, if there is no vacancy, that the name of the proposed candidate has been placed on a waiting list for that reason. When there is a vacancy in any class of membership, the Membership Committee shall consider all of the proposals for membership in such class, shall review and determine both the eligibility and the suitability of candidates so considered, and shall select such candidate as it deems best qualified. The candidates passed over shall remain on the waiting list. The Membership Committee shall operate without publicity and the only record of its actions shall be the submission to the Secretary of a unanimously approved proposal as provided in Article II, Section 9, hereof.

Nominating Committee

Section 7. The Nominating Committee shall consist of a Chairman and not less than two (2) other members, all of whom shall be voting members and none of whom shall be a Director or Officer of the Club. The Nominating Committee shall be appointed by the President with the advice and consent of the Board of Directors. The duties of the Nominating Committee shall be those hereinabove set forth in Article V, Section 7.

Tournament Committee

Section 8. The Tournament Committee shall consist of Co-Chairs, one male member and one female member who shall have charge of the men's and women's tournament events, respectively, and such other members of the Club as are selected by the Co-Chairs. The tournament Co-Chairs shall be appointed by the President with the advice and consent of the Board of Directors. The Tournament Committee shall arrange for all competitions and matches, receive and post entries and handicaps in connection therewith, and provide for the reception and entertainment of visiting teams. The Tournament Committee shall recommend to the Board of Directors local rules and regulations for play in situations not covered by the rules of the United States Golf Association. After approval of such rules and regulations by the Board of Directors, it shall be the duty of the Tournament Committee to have the same posted in conspicuous places and to help interpret the same in the event of any difference of opinion.

Pro Committee

Section 9. There shall be a Pro Committee consisting of a Chairperson and two (2) other members who shall have supervision of the Golf Professional, his staff, the Pro Shop, and the golf carts.

Long Range Planning Committee

Section 10. There shall be a Long Range Planning Committee consisting of a Chairperson and such other members as deemed necessary by the President. The Long Range Planning Committee shall develop and maintain a master plan consistent with our vision to establish a high quality golf course at the least cost and the greatest satisfaction to the majority of our membership. The Long Range Planning Committee shall meet as needed and shall provide a report of its activities and recommendations to the President.

Finance Committee

Section 11. There shall be a Finance Committee consisting of a Chairperson and two (2) other members appointed by the President. At least two (2) members of this Committee shall not be members of the Board of Directors. The Finance Committee shall be obligated to complete a detailed review of the prior year's financial records of the Club prior to the Spring meeting as called for in these By-Laws.

Other Committees

Section 12. The Board of Directors may from time to time appoint or direct the President to appoint such other committees as it deems necessary or desirable.

Limitation of Committee Powers

Section 13. No committee shall have the power to contract any indebtedness beyond the amount appropriated for its use. Notwithstanding the powers granted hereinabove to the Executive, Greens, Handicap, House and Tournament Committees, all decisions made by said Committees shall be subject to review and approval, amendment or annulment by the Board of Directors.

FOOTNOTES

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”). 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> and shall further be deemed to include the spouse of any member, if any, except the spouse of a Senior Single Member.
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 age as of January 1st each year 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>(30.5)</u> years of age.”

Footnote	Article	Section	Detail
9	II	3	Clearly stating 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>
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 <u>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</u> 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. <u>"Junior Members are not (1) eligible to vote, and (2) share in the distribution of club assets."</u>
14	II	6	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. <u>"Clergy Members are (1) eligible to vote, and (2) share in the distribution of club assets."</u>
15	II	7	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. <u>"Honorary Members are (1) eligible to vote, and (2) share in the distribution of club assets."</u>
16	II	8	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. <u>"Special Members are (1) eligible to vote, and (2) share in the distribution of club assets."</u>
17	II	9	Simplifying procedural language for social members converting to another membership class. <u>"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."</u>

Footnote	Article	Section	Detail
18	II	9	Clearly stating in our by-laws which membership classes are eligible to vote and share in the distribution of assets. <u>“Social Members are not (1) eligible to vote, and (2) share in the distribution of club assets.”</u>
19	II	10	Adding definition for Non-Resident Membership class. <u>“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.”</u>
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 <u>Treasurer or designee</u> 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 ninety (90) <u>thirty (30)</u> days after the mailing of such notice, the election and notice of election shall be invalid.”
23	II	13	Added new provision pertaining to member leaves of absence. <u>“Section 13. 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>

Footnote	Article	Section	Detail
24	II	14	Redefined resignation procedures since the Board can only request that resigning members pay monies owed by resigning members. “Any member wishing to resign must do so in writing, addressed to the <u>Treasurer or designee</u>Secretary 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.”
25	II	17	Adding requirement that all former members who would like to return are required to submit membership applications. “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. <u>Members applying for re-admission are required to follow the requirements defined in Article II Section 15.</u>”
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 <u>applicants</u>Senior Family, Senior Single, Intermediate and former members 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.”

Footnote	Article	Section	Detail
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 review <u>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>
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.”

Footnote	Article	Section	Detail
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, a At all meetings of the Membership, the Treasurer or designee will inform the President of the number of members in good standing for determination of a quorum as set-out by these By- Laws.”