

The Southern Dutchess Country Club
Approved By-Laws (Updated - October 26, 2017)

Article I Membership

Section 1 The following have been established as the Club's membership categories. A member's privileges - whether they include the use of the clubhouse, golf course, or swimming pool - and his or her responsibilities, have been defined in these By-Laws and are further explained in the Club Handbook. The term "full Club privileges" refers to the unlimited use of all Club facilities." The Board of Directors will be herein referred to as the "Board". The Club Handbook, published by the Board, outlines the Club's policies and rules.

Category 1: Regular Golf

Entitles a member who has attained the age of twenty one (21) to full Club privileges.

Category 2: Regular Golf - Family

Entitles a husband and wife, or a single parent, and their dependent children who have not attained the age of twenty one (21) to full Club privileges.

Category 3: Young Professional

Entitles a member (between the age of 21 and 30) to full Club privileges.

Category 4: Young Professional - Family

Entitles a husband and wife, or a single parent (between the age of 21 and 30), and their dependent children who have not attained the age of twenty one (21) to full Club privileges.

Category 5: Couples

Entitles a couple (male and female) who domicile together to full Club privileges.

Category 6: Junior

Entitles a member between the age of twelve (12) and twenty one (21) to certain golf, clubhouse, and pool privileges. These are defined in the Club Handbook. Upon attaining the age of twenty one (21), the member shall pay any applicable difference in dues and fees for the membership category desired. Potential members who are not children of members must be proposed in accordance with Article I, Section 5.

Category 7: Corporate

Entitles a member to full Club privileges and their guests to four (4) eighteen hole rounds of golf per week, from April 1st through October 31st. The twice-per-month restriction applies to guests of Corporate Members.

Category 8: Associate

Entitles a member who has attained the age of twenty one (21) to clubhouse and pool privileges.

Category 9: Associate - Family

Entitles a husband and wife, or single parent, and their dependent children who have not attained the age of twenty one (21) to clubhouse and pool privileges.

Category 10: Social

Entitles a member who has attained the age of twenty one (21) to clubhouse privileges.

Category 11: Honorary Life

This membership is reserved for those who've made unique contributions or given meritorious service to the Club. A member may be elected an Honorary Life Member by a two-thirds (2/3) majority approval of the entire Board. The member shall have full club privileges for life and shall pay no dues.

Section 2 Voting

Members as stated in Article I, Section 1, (Categories 1, 2, 3, 4, 5, 7) who are in good standing and have attained the age of twenty one (21) may vote on any issue and shall be referred to herein as "voting members".

Section 3 Equity in the Club

Members as stated in Article I, Section 1, (Categories 1, 2, 3, 4, 5) shall have equity in the Club.

Section 4 Limitation

The Board shall determine the appropriate limits/number of members in each category.

Section 5 Application for Membership

Anyone wishing to become a member must complete an Application and deliver it to the Membership Chairman for review. Acceptance requires majority approval of the Board.

If rejected, an applicant cannot re-apply until one (1) year from the date of the rejection. If rejected twice within a three (3) year period the applicant must wait five (5) years from the second rejection date before re-application will be considered.

Section 6 Continuation of Membership

All members shall continue as members of the Club from year to year so long as the Club shall exist, subject to the rights and obligations of such membership.

A. Resignation

A member who wishes to resign from the Club may do so at any time providing he or she is in good standing. The Board will determine whether a member is in good standing at any point in time, whether additional payments are due, or if a reimbursement is warranted.

A resignation is to be made in writing and delivered to the Board. The Board will notify the member that resignation has been accepted, or that it's been declined and will remain pending.

B. Leave of Absence

A member who's in good standing may request a one (1) year leave of absence. The request is to be made in writing and delivered to the Board. If the leave is granted, the member shall be reinstated to his or her previous membership category the following year at the current annual cost, whether or not the applicable category of membership is full at the time of reinstatement. Acceptance requires majority approval of the Board.

A member on one (1) year leave of absence is responsible for all assessments on return to active membership. The member shall have no membership privileges during the leave.

C. Delinquency

Dues and assessments shall be payable on the due date/s. A list of members who have not made their payment within 10 days of a due date shall be posted at the Club. Members will be notified by mail of the posting. Upon such posting for indebtedness, members in arrears will automatically lose all Club privileges and will be assessed a late fee of twenty five dollars (\$25.00). A twenty five dollar (\$25.00) late fee will be assessed each billing cycle that the member's dues are deemed in arrears.

If indebtedness of the member shall not have been paid within thirty (30) days of the date of this posting, the delinquent member may have his or her membership forfeited by the Board. Such forfeiture shall require written notice from the Board to the member involved.

D. Suspension/Expulsion/Reprimand

An allegation of a violation of these By-Laws or of the current Club Rules, by any member, shall subject that member to suspension or expulsion or reprimand. The allegation shall be submitted by any member to the Board, in writing, detailing the violation committed. If the allegation is not dismissed by the Board, the Board shall

conduct a hearing within two (2) weeks of their receipt of the allegation. The member shall receive a written notice of the allegation, including the time and date of the hearing. The notice shall be forwarded to the member's last known address. Such notice shall be forwarded via registered mail, return receipt required. The member shall be entitled to appear with or without counsel and/or witnesses to explain, answer or present evidence as the member shall deem necessary.

A member may be suspended, expelled or reprimanded by a two thirds (2/3) vote of the full Board.

The decision of the Board shall be forwarded to the member, in writing, no later than one (1) week following the hearing. The notice shall be forwarded via registered mail, return receipt required.

Suspended members shall lose all Club privileges for the period of time designated by the Board.

Expelled members shall not be eligible for membership for two (2) years after the effective date of expulsion.

Article II Dues and Fees

Section 1 A. The yearly dues shall be established and based on the approved operating budget and any prior year adjustments.

B. Payment Dates

The annual dues and *fees for Golf membership categories (1, 2, 3, 4, 5, 6, 7) shall be due and payable according to the following schedule.

25% on or before - November 15

25% on or before - January 15

25% on or before - March 15

25% on or before - May 15

*The cost for the annual rental of a golf cart and the use of a privately owned golf cart shall be determined by the Board each year. One hundred (100%) of this cost shall be due and payable on or before March 15.

The annual dues and fees for all non-golf membership categories (8, 9, 10, 11) shall be due and payable on or before March 15.

If any payment is not made by the above dates the member is subject to the provisions stated in Article I, Section 6C.

C. Initiation Fees

The Board may, by the affirmative vote of two thirds (2/3) of the entire Board, establish an initiation fee for any one or more membership categories and fix the amount thereof for members thereafter elected.

D. Reclassification

A member may request to change his or her membership category at any time. Acceptance of the change may depend upon limitations to the category (per Article 1 - Section 4) and requires a majority approval of the Board.

A member transferring up in membership category (example: Associate to Regular Golf) shall be assessed the difference of initiation fees, dues and assessments.

A member transferring down in membership category (example: Regular Golf to Associate), unless there are extenuating circumstances, shall not be reimbursed for dues and assessments which have been paid to that point in time according to the incremental payments described in these By-laws Article II, Section B.

E. Dues/Assessment

Dues, fees, and assessments for membership categories (1, 2, 3, 4, 5) shall be calculated on a proportioned share basis. Associate, Family Associate, Social, Junior, and Corporate membership dues, fees, and or assessments will be determined by the Board on an annual basis.

Category		Share Value
1	Regular Golf	8
2	Regular Golf - Family	19.2
3	Young Professional	6.4
4	Young Professional - Family	10
5	Couples	15.2
6	Junior	0
7	Corporate	0
8	Associate	0
9	Associate - Family	0
10	Social	0
11	Honorary Life	0

$$\text{Dues} = \frac{(\text{Operating Budget Required Income}) \times (\text{Share Value})}{\text{Total Membership Shares}}$$

F. Pro-Rated Dues and Fees

A new member joining as a Category 1, 2, 3, 4, 5, 6, 7 shall have their current year's dues and fees proportionally reduced as follows, when he or she is accepted into the Club on or after:

- July 1 60% of Dues and Fees - payable immediately

- August 1 50% of Dues and Fees - payable immediately
- September 1 30% of Dues and Fees - payable immediately

Article III Meetings

- Section 1 A. There shall be bi-annual General Membership Meetings, one in May and one in October of each year. Dates for such meetings shall be determined by the Board.
- B. Additional Special Meetings shall be called by the President as deemed necessary.
- C. Notices of General Membership and Special Meetings shall be forwarded to all members at least fifteen (15) days in advance.
- D. Upon the written request of forty (40) voting members, the President shall call a Special Meeting within one (1) month of such request.
- E. All notices of Special Meetings shall define the purpose of the meeting. No other business shall take place at such a meeting except that for which it is called.
- F. Any member has the privilege of proposing a motion or making suggestions in the interest of the Club consistent with these By-Laws and within the current approved budget. All proposals shall be approved by 2/3 affirmative vote.
- G. The Board shall meet monthly at a time designated by the President.
- H. Additional meetings of the Board may be called whenever duly requested by three (3) Directors.
- I. Any Director who fails to attend three (3) consecutive meetings of the Board called or scheduled, or who fails to attend six (6) meetings, called or scheduled, during the year, without being duly excused by the Board, shall immediately cease to be a Director. The Board shall proceed to fill the vacancy in accordance with Article IV, Section 4.
- J. All meetings shall be governed by “Roberts Rules of Order”.

Section 2 Quorum

10% of the current voting members shall constitute a quorum to transact business at General Membership and Special meetings. This number includes Officers and Directors.

Article IV Government

The control and management of the Club shall be entrusted to seven (7) members, herein referred to as Directors.

Only category 1, 2, 3, 4, 5 members shall be elected or appointed as a Director.

Four (4) Directors shall constitute a quorum for the transaction of business at any Board Meeting.

Section 1 Director Elections

At the meeting held in October of each year, Directors shall be elected by the eligible voting members of the General Assembly. At each October meeting, in an arithmetic progression to complete the Board, two or three Directors shall be elected to serve for three year terms.

- A. Candidates must be Golf Members at least one (1) year in good standing.
- B. Candidates must be nominated by a committee so designated by the Board, or
- C. Candidates may be nominated and seconded at the October meeting.

Section 2 Officer Election

- A. The President and Vice President shall be Directors of the Club and shall be elected annually by the Board following the October General Assembly Meeting.
- B. The Secretary/Treasurer shall be appointed by the President with Board approval and will be an employee of the Club.

Section 3 Director Appointments

The President shall appoint the Directors to control and manage the various standing committees.

Section 4 Director Vacancy

In the case of a vacancy in any office of the Board, the President with the approval of the Board shall appoint a member to fill the vacancy. This position will be subject to election at the next October General Membership Meeting, provided that no more than three new Directors are to be elected at that time. The provisions as provided in Article IV, Sections 1A shall prevail.

Section 5 Board Powers

- A. The Board shall be responsible for the formal approval of all business affairs of the Club. This approval is a simple majority of those present at a regular or special meeting of the Board, except as otherwise noted in these By-Laws.
- B. The Board shall have the power to make, amend, promulgate and enforce rules for the regulation of members in their use of and admission to the Club not consistent with provisions of these By-Laws.

- C. The Board shall have the power to consult and/or engage outside expertise, i.e. administrative, financial, legal, and program systems applications as may be required.
- D. The Board shall have the power to expel, suspend or reprimand any Member, following a meeting of the full Board by a two-thirds (2/3) vote; for the violation on the part of that member of those provisions of the By-Laws or Rules/Regulations or for conduct which shall be considered improper and detrimental to the interest of the Club. See Article I, Section 6D for the process.

All communications shall be treated as “confidential”. That which is written shall be filed with the Secretary.

Article V Officers

The officers of the Club shall be President, Vice President and Secretary/Treasurer.

Section 1 President

The President, or in his/her absence the Vice-President shall preside at all meetings. The President shall enforce these By-Laws and perform duties generally incident to the position and office.

Section 2 Vice President

Refer to Article V, Section 1.

Section 3 Secretary/Treasurer

The Secretary/Treasurer shall be responsible for all funds and securities of the Club and deposit same in a bank selected by the Board.

The Secretary/Treasurer shall also:

- keep a current accurate account of amounts received and disbursed.
- sign, make or endorse, in the name of the Club, all instruments for payment of money and pay bills approved by the responsible Director or designee and keep records thereafter. For amounts over \$1000, the signatures of two Club Officers is required.
- advise and post any Member for monetary delinquency.
- accurately keep the accounts between the Club and its members including but not limited to dues, fines and assessments as appropriate.
- provide a financial accounting of expenditures compared to the operating and capital budgets at the meetings held in May and October of each year.

- furnish bond, in the form and amount satisfactory to the Board.
- maintain a copy of all meeting minutes.
- maintain a register of all membership categories and status.
- sign all notices both public and private and keep secure all papers and documents entrusted to that office in accordance with legal requirements.
- issue all notices and invitations and conduct all official correspondence.
- receive all monies for the Club and record and deposit same.
- reconcile all financial transactions with the appropriate committee members prior to each meeting in order that accurate accounting of all Club funds be maintained.
- prepare and submit on a timely basis, all documents required by the federal and state governments, with Board approval.

Article VI Standing Committees

Section 1 Committee Operations

Each standing committee shall consist of members selected from the general membership by the committee chairperson to serve a one (1) year term chaired by a Member of the Board unless otherwise noted.

The house, golf, greens, bar, and pool committees shall assist in preparing the next succeeding operating and capital budgets and submit recommendations to the Finance Committee for their consideration and approval.

Each Director shall recommend operating rules and regulations to the Board for approval. Upon approval such rules and regulations shall be posted in appropriate locations and distributed to all Members.

Committee chairpersons shall provide the Board with detailed financial reports on activities and events as required.

Section 2 Standing Committees

- A. The Finance Committee, chaired by the President, shall be comprised of the Vice President, Golf, House and Greens Committee chairpersons. The responsibilities include but are not limited to the following: preparations of the annual operating and capital budgets, preparing contractual agreements, review of internal and external audits and other aspects of the Club's financial operations subject to Board approval.
- B. The House Committee shall be in charge of the clubhouse operations and shall supervise appropriate employees of the club.

- C. The Golf Committee shall be responsible for all golf activities including: tournaments, league schedules, handicaps, golf cart operations, and supervision of the Golf Professional except for the golf shop, workshop and its contents. Interpretations of local rules of golf shall be decided by the committee.
- D. The Greens Committee shall have general supervision of the golf course and grounds and shall supervise the greens keeper and assistants employed by the Club. It shall establish course rules and playing conditions.
- E. The Bar Committee shall be in charge of the lounge and kitchen operations in compliance with governmental regulations and shall supervise appropriate Club employees.
- F. The Pool Committee shall be in charge of the operations of the Pool in compliance with governmental regulations and shall supervise the appropriate Club employees.
- G. The Membership Committee shall be responsible for the recruitment of applicants and consider the qualifications of each candidate for membership and shall refer each accepted application to the Board with its recommendations.

The proceedings and communications relative to the committee's responsibilities shall be considered personal and confidential.

The chairperson of the committee shall inform the applicant and sponsors of acceptance/rejections to membership.

- H. The Entertainment Committee shall be responsible for the planning, development and implementation of the social calendar of events. This committee need not be chaired by a Director.
- I. The Nominating Committee shall be appointed by the President and approved by the Board and shall consist of Golf Members only. Said committee shall be appointed in August of each year and shall nominate candidates for the Board to be elected at the next annual meeting.
- K. The Audit of Practice Committee shall be appointed by the President as an internal audit committee, comprised of five (5) Golf Members, headed by a Director, to examine operating practices compared to these By-Laws and Rules/Regulations of the Club.

A report of an infraction to the By-Laws and/or Rules and Regulations shall be submitted to the Board. The Board shall act to resolve all issues.

A report from the Board shall be communicated to the membership at the meeting held in September of each year.

- L. The President shall appoint other committees as deemed appropriate.

- M. Complaints or errors and/or abuses of any rule/regulation shall be addressed to the appropriate committee. In the event the committee shall fail to act after a complaint is made, the matter may be brought before the Board.

Section 3 Club Employees

Each Club employee, involved with the handling of Club funds, shall be bonded in the form and amount satisfactory to the Board.

Article VII Financial Controls

Section 1 Annual Operating Budget Process and Controls

- A. The Club's fiscal year shall be November 1 through October 31.
- B. The Finance Committee shall prepare and submit to the Board an annual balanced operating budget by September 1 of each year for the next succeeding year.
- C. The proposed budget must be approved by the Board by September 30 of each year and shall be presented to the General Assembly at the annual special meeting held in October of that year. A two thirds (2/3) affirmative vote of eligible voting members in attendance at that meeting shall constitute passage. In the event a proposed operating budget is not approved by the membership, a contingency budget consisting of the last approved operating budget adjusted by appropriate CPI (Consumer Price Index) factors will become the new operating budget of the Club.
- D. No standing committee shall exceed the approved appropriation unless approved by the Board.

Section 2 Annual Capital Plan, Expenditures and Controls

- A. Monies for capital expenditures shall be derived from initiation fees, contributions, loans or assessments and will be maintained in a separate account.
- B. The Board shall present a three (3) year capital plan and one (1) year expenditure plan in conjunction with the annual operating budget. Acceptance shall be in accordance with Section C above.
- C. In accordance with Article VII, Section 1D.

Section 3 Accepted Accounting Principles

General accepted accounting principles shall be maintained in the execution and reporting of the annual operating and capital budgets and other fiscal matters of the Club.

Section 4 Loans and/or Assessments

- A. Proposal(s) for loans and/or assessments for capital shall be presented by the Board to the General Assembly at a special meeting held for that purpose only. Acceptance shall be in accordance with Section 1C above.
- B. Operating assessments shall be presented by the Board at a special informational meeting held for that purpose only.

Section 5 Audits

- A. The Board shall engage the services of a Certified Public Accountant (CPA) to audit and prepare a year end fiscal report of the statement of revenues and expenditures for the preceding year.
- B. The results of the report shall be posted on the official bulletin board in the clubhouse. Copies of the report shall be available at the Club two (2) weeks prior to the May meeting.
- C. The Finance Committee shall be responsible for the review of the report and shall make recommendations to the Board as required.
- D. The Board shall present the report results, recommendations and action to be taken at the bi-annual meeting held in May of that year.

Article VIII **Amendments**

- A. The By-Laws may be amended or added to by an affirmative vote of two-thirds (2/3) of the eligible voting members present at a Special Meeting called for that purpose.
- B. Any eligible voting member may propose an amendment to the By-Laws.
- C. The proposal must be submitted to the Board, in writing, and must be specific as to the Article and Section recommended for change.
- D. An explanation as to the reason for the change must be included. Action on the proposal shall take place within four (4) weeks from the submission date if approved by the Board.
- E. If the proposal is rejected by a majority vote of the Board, at the request of forty (40) voting members, the proposal must be voted on at a Special Meeting called specifically for that purpose within four (4) weeks of submission. Should the proposal then be rejected, resubmission of the proposal shall not take place until one (1) year after the rejection date.