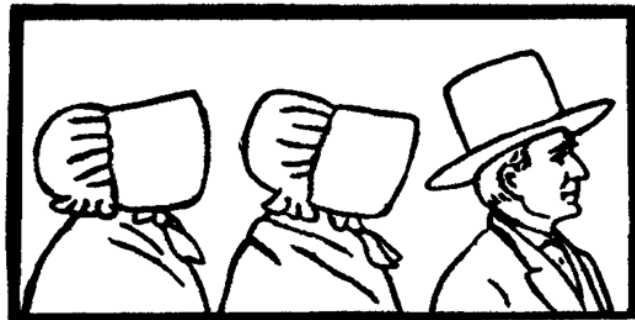


Quaker Hill Country Club, Inc

By Laws 2022



Pawling, NY



www.quakerhillcc.com

QHCC Directory

Please note: The QHCC Membership Directory, By-Laws, and other related documentation is confidential and only for the use of the QHCC members who wish to contact one another or for reference purposes. It is the property of QHCC and may not be used for direct marketing to our members (commercial or non-commercial) without written permission. Each member expressly accepts this condition and recognizes that the unauthorized use of this information or its contents may lead to loss of membership or other enforcement actions. Thank you.

BY-LAWS

These By-Laws of Quaker Hill Country Club, Inc. were approved by the Board of Directors on February 14, 2015, and are effective as of such date.

ARTICLE I NAME

SECTION 1

The name of the Club shall be "QUAKER HILL COUNTRY CLUB, INC." (hereinafter referred to as the "Club").

ARTICLE II OBJECTS

SECTION 1

The objects of the Club shall be the promotion of sports of all kinds and the cultivation of social intercourse among the Members.

ARTICLE III MEMBERSHIP

SECTION 1 CLASSES OF MEMBERSHIP

(A) The membership of the Club shall consist of the following classes Regular, Senior, Intermediate, Mid-Week and Junior Golf Members; Regular, Senior and Intermediate Tennis Members; Regular, and Senior House members, and Honorary Members. The Board of Directors may create other classes of membership. The total membership of Regular Golf, Tennis, and House Members shall, until otherwise provided by the Board of Directors, not exceed 225 in number. The maximum number of Members in each Class at any one time shall be as fixed from time to time by the Board of Directors

In determining the appropriate class of membership, or changing from one class to another, where age or years of membership is a factor, the age and years of membership of either the Member, Member's Spouse or Significant Other (but not a combination of such) shall govern in the case of couples. For purposes of these By-Laws, the term "Spouse" shall mean the husband or wife or domestic partner of the Member, and the term "domestic partner" shall mean an adult sharing a domicile and in a committed relationship with the Member, formally identified to the Club in a manner determined by the Board of Directors, and approved by the Board of Directors. The Board of Directors shall have the right to revoke such approval. A member's Significant Other

must be registered yearly with the Board of Directors and no more than one Significant Other can be registered per calendar year.

(B) **Regular Golf Members**, limited to persons 35 years of age and over as of January 1st of the current year, are entitled to all the privileges of the Club including use of the golf course, croquet court and the tennis courts. The class shall, until otherwise provided by the Board of Directors, not exceed 160 in number.

(B-1) **Senior Golf Members** are limited to those Regular Members of any category, the total of whose age and years of membership in a category other than Intermediate, Mid-Week or Junior equals or exceeds one hundred (100) as of January 1st of the current year, who accept such restrictions on golfing privileges as the Board of Directors may from time to time impose on this class of membership.

(B-2) **Mid-week Golf**: Limited to persons whose Class total shall not exceed fifteen, unless otherwise provided by the Board of Directors. Use of the golf course, driving range, tennis courts and croquet court for this Class shall be prohibited during Peak Times except as otherwise set forth in the Golf Rules. Mid-week Members are not "Members" under any state law, may not vote or hold office, and do not own any equity interest in the property of the Club.

(C) **Regular Tennis Members**, limited to persons 35 years of age and over as of January 1st of the current year, are entitled to all the privileges of the Club, except that their use of the golf course shall be restricted and subject to the Golf Rules.

(C-1) **Senior Tennis Members** are limited to those Regular Members of any category, the total of whose age and years of membership in a category, other than Intermediate, Mid-Week or Junior equals or exceeds one hundred (100) as of January 1st of the current year, who accept such restrictions on tennis privileges as the Board of Directors may from time to time impose on this class of membership.

(D) **Regular House Members** are entitled to all the privileges of the Club, except that their use of the golf course and the tennis courts shall be restricted as set forth in the Golf Rules and Tennis Rules.

(D-1) **Senior House Members** are limited to those Regular Members of any category who as of January 1st of the current year are 70 years of age or over and have been a Member of the Club in any class or combination of classes of membership for ten years or more.

(D-2) **House Membership—Non Resident Status:** House Members who are Non-resident may not maintain any place(s) of residence, permanent or temporary, owned or leased, within a 100 mile radius of Quaker Hill Country Club. Persons new to QHCC membership will be required to pay an initiation fee as stipulated in the current dues structure. Initiation fees do not apply to persons and their family members (under the age of 23) who have been (or had been ie: Senior) Regular members of QHCC in good standing and have fully paid the initiation fee as required for that membership. This non-resident membership category includes privileges as applicable to House members. The use of the golf course is restricted to 7 rounds per year for each member of the qualifying family. The golf and tennis privileges may be used at any time. As with House membership, this category of membership cannot be a tournament guest. The food and beverage minimum is 50% of that charged to regular House Members. Any issue arising from interpretation of these rules will be resolved by the President of the Club or by his or her designee.

(E) **Intermediate Members:** The children of Regular Golf and Senior Golf Members, who as of January 1st of the current year have passed their 23rd but not yet reached their 35th birthday and persons not children of Regular Golf and Senior Golf Members who as of January 1st of the current year have passed their 21st birthday but not yet reached their 35th birthday, are eligible for approval as Intermediate Golf or Intermediate Tennis Members, with the same privileges and subject to the same limitations as Regular Members in the respective classes of membership.

(F) **Junior Members:** Limited to persons between the ages of thirteen and twenty-two (as of January 1st of the current year). The Class shall be limited to twelve members per year and play shall be prohibited at Peak Times as such term is defined in the Golf Rules. The Board of Directors shall annually set the level of Junior Member Dues and any applicable initiation fees. This Class shall, unless otherwise provided by the Board of Directors, not exceed 12 in number. Junior members shall be entitled to bring a total of two guests per season, which guest must be accompanied by the Junior Member. Guest fees apply.

Junior Members and parents shall be required to meet with the Club Golf Professional for an explanation of rules, procedures, and etiquette, and shall not be allowed to play until the Club Golf Pro certifies their understanding of same. Junior membership may be revoked at any time, for cause, at the sole discretion of the Membership Committee. All fees shall be forfeited. Junior Members shall yield the 1st and/or 10th tee if other Members are waiting, and may, with permission of the starter, commence play on an alternate hole to expedite play.

All Junior Members shall make membership application through the Membership Committee, which shall make a recommendation to the Board for approval or denial. If approved, both the Junior Member and the parent(s)/guardian(s) must sign a Code of Conduct Agreement and a Waiver to be provided by the Club prior to commencing play.

Junior Members are not "Members" under any state law, may not vote or hold office, and do not own any equity interest in the property of the Club.

(G) **Honorary Members** are those persons who were so designated on January 1, 1959 and such other persons as the Board of Directors may from time to time so designate. They are entitled to all the privileges of the Club, including use of the golf course and the tennis courts, and, if they were designated as Honorary Members on or before September 11, 1988, the right to vote and hold office, but shall not, by reason of such Honorary Membership, have any interest or ownership in the property of the Club. They are exempt from dues.

Honorary Members designated as such after September 11, 1988, may not vote or hold office.

(H) **Leave of Absence Policy** A leave of absence can be used once by a club member WHO IS IN GOOD STANDING and, in order to elect a leave of absence, any unpaid initiation fee must be paid in full. A leave of absence can be taken in one year increments for a maximum of two years. During this time, the member will not be allowed to use the club even as a guest of another member. There will be a fee billed to the member, which must be paid by January 31st of each year of the leave. The fee will be 10% of the dues for the membership level held the year previous to the leave of absence, but based on the current year's dues structure. (New York sales tax will be added.) If the member fails to pay the fee, their membership from the club will be terminated.

SECTION 2 INITIATION FEES, ASSESSMENTS AND ANNUAL DUES

(A) **Initiation Fee:** All new Regular Golf, Junior Golf, Mid-Week Golf, Regular Tennis and Regular House Members and all new Intermediate Members who are not children of Regular or Senior Members in each such category shall pay an Initiation Fee, in full amount or in installment payments, as determined by the Board of Directors.

The initiation fee payable by a member who moves up in class (for example from tennis to golf) and has been a member for less than five years will be the difference between the fee already paid and the current initiation fee for the class the member is moving to. Any move up in class of membership after five or more consecutive years of membership shall not be subject to any additional initiation fee.

An Intermediate Member who has attained the age of 35 as of January 1st of the current year shall become a Regular Member of the same class.

(B) **Dues:** Dues shall be on an annual basis, payable January 1st of each year and in no event later than January 31st. Annual Dues for all classes shall be determined by the Board of Directors. Once billed to a Member, dues are payable and non-refundable except in the case of changes to membership category and resignations from membership received by the Chairperson of the Membership Committee no later than January 31st of the current year, in accordance with Article III, section 3(G) hereof.

An Intermediate Member shall pay dues based on a sliding scale as outlined on page 6 for the respective membership class. An Intermediate Member who has reached the age of 35 as of January 1st of the current year shall become a regular member of the same class and shall pay the current annual dues for a Regular Member for the respective membership class.

A Senior Member shall pay one-half of the then current annual dues for a Regular Member for the respective class.

A newly elected Member (except Junior Member), according to his/her date of election to membership, shall pay a pro-rated annual dues and the pro-rated total of all assessments for the year based upon the following schedule: January 1st to June 15th - full annual dues and assessments; June 16th to August 15th - two-thirds annual dues and assessments; August 16th to October 15th - one-third annual dues and assessments.

(C) **Assessments:** In addition to the foregoing, members shall pay Assessments that may be levied from time to time by the Board of Directors together with any and all taxes that may be required by law on such Assessments.

(D) **Nonpayment:** If an initiation fee (or the initial installment thereof, if payment is to be made by installments) shall not be fully paid within 30 days after the invoice date of same, the person so failing to pay shall be automatically suspended.

If such amount remains unpaid for an additional 30 days, the election of the person so failing to pay shall be void. Notice of such suspension or voiding of membership shall be promptly mailed to such person.

If annual dues or any assessment, fee, minimum charge or installment thereof or any installment of initiation Fees (other than the initial installment) shall not be fully paid by any Member within 30 days after the invoice date of January 1st, effective February 1st, such unpaid fees, assessments or charges shall be considered past due and delinquent, and a penalty fee of one and one-half percent (1.5%) per month shall be assessed against such unpaid amount until paid in full. On February 1st, a second notice of the amount due shall be sent. This second notice will advise such Member that the membership of such Member shall be automatically suspended on March 1st. If such amount remains unpaid for an additional 30 days, the Board of Directors shall have the authority to terminate the membership of such Member provided, further, that if the amount remains unpaid on December 31st, the Member so failing to pay shall be automatically terminated. Notice of such suspension or termination of membership shall be promptly mailed to such Member

If any other indebtedness to the Club (including, but not limited to, cart fees, tournament fees, guest fees, entertainment, food, clubhouse rental fees, or minimum charges) shall not be fully paid within 30 days after the invoice date, a certified letter shall be sent to the delinquent Member demanding immediate payment in full. A report of delinquent Members shall be generated and transmitted to the Board of Directors on a monthly basis. If such other fee or charge is not paid within 45 days after the invoice date, the delinquent Member shall be contacted by a Board Member, and a subsequent report shall be transmitted to the Board. After 45 days of the invoice date, a penalty fee of one and one-half percent (1.5%) shall be assessed against such unpaid amount until paid in full, unless otherwise waived by the Board of Directors. If a delinquent Member does not pay such other fee or charge within 60 days of the invoice date, such delinquent Member shall be automatically suspended, and his or her name shall be prominently displayed in the Clubhouse, in a location determined by the Board of Directors. Notice of such suspension shall be promptly mailed to such Member. If such amount remains unpaid after 90 days of the invoice date, the Member so failing to pay shall be automatically terminated. All invoices are due upon receipt.

The Board of Directors may, however, at any time, reinstate to membership a Member who ceases to be a Member for nonpayment of dues, Initiation Fee installments, assessments, or any other indebtedness by operation of the provisions of this Section for good cause shown and on such terms as it may deem appropriate.

For purposes of this section, the suspension or termination of a "person" or "Member" includes the person or Member's spouse, "Significant Other", and sons and daughters (unless they are otherwise members of a class in good standing), so that such suspended or terminated person or Member and his or her spouse, Significant Other and sons and daughters (unless otherwise members of a class in good standing) shall not be entitled to use Club facilities, including, but not limited to, the golf course and tennis courts, to propose, second, or support membership appointed to or to serve on a Committee, or to nominate candidates for Officers or Directors, until such amount shall be paid in full or until arrangements satisfactory to the Board shall have been made for such payment.

The foregoing loss of privileges by a suspended or terminated Member shall include usage of Club facilities as a guest of a Member in good standing of the Club.

(E) **Termination of membership:** After the resignation, expulsion or other termination of the membership of a Member and during the suspension of a Member, such Member shall remain liable to the Club for any unpaid Initiation Fees (including remaining installments if applicable), dues, fees, assessments or other indebtedness.

SECTION 3 ELECTION OF MEMBERS, QUALIFICATIONS, PRIVILEGES, ETC.

(A) Before proposing an applicant for membership, the proposer should seek the guidance of the Chairperson of the Membership Committee regarding current admissions policy and obtain an application form if the candidate is eligible under current procedures.

All Members of the Club shall be elected by the Board of Directors. New Members shall be added by invitation only and voting on prospective members by the directors shall occur only after review and consideration by the Board of Directors. Two negative votes shall exclude a candidate for membership. Such election may take place without a meeting if all Directors consent to the action in accordance with Section 708 (b) of the New York State Not-For-Profit Corporation Law. Consent may be written or electronic. No candidate shall be denied membership on the basis of race, color, gender, creed, marital status, national origin, physical disability or religion.

Recommendations of Intermediate Members for Regular Golf, Regular Tennis or Regular House Membership shall have preference over other recommendations for such membership.

(B) The Board of Directors in its discretion may defer consideration of a candidate for membership, and in such event, such candidate may not be reconsidered for at least one year. The Board of Directors shall

require that the name of a candidate be submitted to the membership, for such comments as any Member might wish to make prior to consideration of said candidate by the Board of Directors, establishing such time limit as the Board of Directors in its discretion may deem to be appropriate.

(C) No candidate shall be considered by the Board of Directors until the following requirements have been fulfilled:

(1) The candidate must have one proposer and one seconder each of whom is in good standing and is a Regular or Senior Golf, Tennis, or House Member of the Club.

(2) The candidate shall have met at least two members of the Membership Committee or the Board of Directors, or any combination thereof.

(3) Sons and Daughters of Regular and Senior Members under the age of 35 as of January 1st of the current year are not subject to any of the foregoing requirements, and they may be considered by the Board of Directors for membership to any class upon their own written application to the Chairperson of the Membership Committee.

(D) Use of the Club facilities by candidates for membership shall be controlled by the Rules governing the use of such facilities by guests. At the direction of the Board of Directors, the Membership Committee may also provide for the admission of visitors to the use of the clubhouse and grounds and fix the fees thereof.

(E) In the event of the death of a Member with a surviving spouse, such surviving spouse shall become the Member. In all other cases membership is nontransferable. In the event of the death of a Member with no surviving spouse, the Member's children under age 23 as of January 1st of the current year shall be entitled to the privileges of the Club in accordance with Article III, Section 4(A) hereof until they have attained the age of 23 years as of January 1st of the current year and shall then be eligible to become Intermediate Members in accordance with Article III, Section 1(E)

(F) In addition to suspensions and terminations for non-payment under Article III, Section 2(C), the Board of Directors may expel or suspend for cause satisfactory to it any Member of the Club at any Meeting of the Board of Directors by a two-thirds vote of the members of the Board of Directors present, but no member shall be expelled or suspended pursuant to this provision unless the Member shall have had at least ten days' notice in his/her defense. Pending such hearing the Board of Directors shall have the power to suspend the accused Member for up to 60 days.

(G) Subject to the provisions of these By-Laws and the approval of the Board of Directors, any Member may change from one class of membership to another class of membership for which such Member is eligible.

Requests for changes to class of membership and resignations from membership must be received by the Chairperson of the Membership Committee no later than January 31st of the current year to be considered with an effective date of January 1st of the current year. Requests for changes to class of membership and resignations from membership received by the Chairperson of the Membership Committee between February 1st and December 31st of the current year will be considered with an effective date of January 1st of the following year. Notwithstanding the foregoing, at any time during the year should the Chairperson of the Membership Committee receive a request from a Member to move immediately to a higher class of membership (i.e., House to Tennis, House to Golf, or Tennis to Golf) within the Member's same category of Intermediate, Regular, or Senior, that request will be considered, but only with an effective date of January 1st of the current year.

If at any time any class of Regular Membership is full, a waiting list of Regular Members and Intermediate Members shall be created with respect to such class. For any Regular Membership class with a waiting list, Intermediate Members of such a class who wish to become Regular Members of that class will have first priority, in accordance with Article III, Section 3(A) hereof. Regular and Intermediate Members of another class who wish to change membership to the wait-listed class will have second priority.

No Member changing from one class of membership to another shall be entitled to any rebate of Initiation Fees. If the class of membership into which a Member is changing has, at the time of such

change, an Initiation Fee in excess of the aggregate Initiation Fee paid to that date by such Member, the Member shall on the occasion of such change pay a balance of Initiation Fee calculated by subtracting the actual aggregate amount of Initiation Fee previously paid by such Member from the amount of the Initiation Fee specified for the new class of membership at the time of such change. Such balance may be paid in two equal annual installments (the first billed when the change is effective, and the second billed twelve months following the effective date of the change), with sales tax added. Regular and Senior Golf Members requesting to move to Non-Resident Golf will not be required to pay an additional initiation fee so long as they have already paid an initiation fee for their respective membership class.

For the purposes of this Section, a certificate of Interest purchased by a Member in lieu of an initiation fee prior to April 19, 1969 shall be deemed to be an Initiation Fee, but no balance of Initiation Fee based on the amount of such a Certificate of Interest changes to a new class of membership prior to June 1, 1974. In no event shall a rebate of Initiation Fee be made based on a Certificate of Interest.

SECTION 4 DIVORCE OR DISSOLUTION OF MARRIAGE, OR LEGAL SEPARATION, OR ANNULMENT OF MARRIAGE OF MEMBER

In the event of the divorce or dissolution of marriage or annulment of marriage or legal separation of a member (hereinafter, a "non-married member") then

(A) The privileges of the former spouse or legally separated spouse (hereinafter collectively referred to as the former spouse) of the non-married member to use of the facilities of the Club shall terminate at the conclusion of the current calendar year, and

(B) The privileges of the legal dependents of the non-married member to use of the facilities shall continue for so long as the non-married member continues in good standing and such dependents are otherwise eligible to use the facilities of the Club. Prior to January 31st of the following calendar year, it shall be the responsibility of the non-married member and the former spouse to jointly notify the Club in writing as to which person will retain membership in the Club.

(C) Notwithstanding the foregoing, in the event of any dispute between the non-married member and the former spouse as to which person will retain membership in any subsequent year, the Secretary of the Club shall enter into the membership roll of the Club as a member, the name of the person to whom Membership has been ordered or decreed to be transferred by a Court of competent jurisdiction provided such Court is located within the United States of America or its Territories. The Secretary shall thereupon remove from the membership roll the name of the other person as a Member unless such other person elects to join as a Member and pays the dues for such category of membership. In such case both non-married member and former spouse shall both be considered members in their own right. Upon such election, the former spouse of a non-married member shall commence to pay all dues, assessments, charges and other expenses as would normally and customarily be charged by the Club to a Member, but shall not be required to apply for membership, nor be required to pay an initiation fee.

SECTION 5 GENERAL

(A) Family Privileges

In all classes of membership (except Junior), the spouse and sons and daughters (who have not reached their 23rd birthday as of January 1st of the current year) of members shall be entitled to the privileges pertaining to such Member's class of membership, provided:

- (1) That the spouse shall not be eligible to vote except as provided in Article VII, Section 5
- (2) That the sons and daughters shall not be eligible to vote or hold office in the Club; and
- (3) That the use of the golf course and Clubhouse by sons and daughters under the age of 18 as of January 1st of the current year shall be subject to rules and regulations as the Board of Directors or appropriate Committees of the Club may from time to time prescribe.

(B) Significant Others

Subject to the approval of the membership Committee, a Member, other than a Junior Member, in good standing who does not have either a living spouse or domestic partner may designate a "Significant Other" with whom they would like to share club privileges

“Significant Other” as the term is used herein is defined as a person over the age of 21, and unrelated to the Member with whom the Member has a significant romantic interest. The designated Significant Other must not be married or have a domestic partner. An authorized Significant Other will have the same golf course and facilities usage rights as a spouse of a Member. If a Significant Other has children who are domiciled with the Member, and have not yet reached their 23rd birthday as of January 1st of the current year, those children will have the same golf and facilities usage rights as Members’ children.

A Significant Other may be designated by the Member once annually on such form as the club may require. The Member shall be responsible for all charges incurred by his or her Significant Other and qualified dependents. Significant Others have no voting rights or club equity, and they and their children have no automatic rights to future club membership. The Board of Directors reserves the right to modify, suspend or terminate the Significant Other Policy or the privileges of an individual Significant Other.

ARTICLE IV GOVERNMENT

SECTION 1 BOARD OF DIRECTORS

(A) The control and management of the Club shall be vested in a Board of Directors (“Board”), consisting of 17 members of whom 5 shall be elected Officers (President, First Vice President, Second Vice President, Secretary and Treasurer). Members of the Board of Directors shall, except as may be necessary to fill interim vacancies, be elected at the Annual Meeting of Members and, except as to the elected Officers, shall hold office for three years commencing on the following January 1st.

(B) A vacancy in the membership of the Board of Directors may be filled by the remaining members of the Board of Directors until the next ensuing Annual Meeting when it shall be filled for the balance of the remaining term.

(C) Six members of the Board of Directors shall constitute a quorum. The President of the Club or in the President's absence the First Vice President shall preside. In the event of the absence of both, the Second Vice President shall preside. In the absence of all three, the Secretary shall call the meeting to order and preside until a Temporary Chairperson is elected.

(D) The Board of Directors shall meet at the call of the President at such hour and place as the President may designate and at any other times and places designated by resolution of the Board of Directors. The President or First Vice President shall call a special meeting of the Board of Directors whenever requested in writing so to do by three or more members of the Board of Directors.

(E) Notice of each regular meeting of the Board shall be given, personally, by mail, by facsimile telecommunications, or by electronic mail, to each person entitled to vote at such meeting and to each person serving as an Ex-Officio Director. If the notice is given personally, by first class mail, by facsimile telecommunications or by electronic mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the person at his or her address as it appears on the Club's records. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the person's fax number or electronic mail address as it appears on the Club's records. Such notice shall not be deemed to have been given electronically (1) if the Club is unable to deliver two consecutive notices to the person by facsimile telecommunication or electronic mail; or (2) the Club otherwise becomes aware that notice cannot be delivered to the person by facsimile telecommunication or electronic mail.

The Club shall send notice of meetings by first class mail to any Director who requests in writing that such notices be delivered by such method. Notice of any special meeting shall be made in the same manner as a regular meeting and shall also state the business to be brought before the meeting.

F) Notice of any meeting need not be given to any member of the Board who submits a waiver of notice, before or after the meeting. The waiver of notice may be written or electronic. If written, the waiver must be signed by the Director. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The attendance of any Director at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

(G) Participation by Conference Telephone. Any one or more members of the Board who is not physically present at a meeting of the Board may participate by means of a conference, telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at the meeting as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the meeting.

(H) In addition to any other powers specifically granted elsewhere in the By-Laws to the Board of Directors, the Board of Directors shall have the following responsibilities. The Board of Directors may establish rules for the use of the Clubhouse, grounds and appurtenances, for member conduct and for the transaction of the business of the Club. It may remit penalties and forfeitures incurred or imposed under the provision of the By-Laws or rules established by the Board of Directors or any Committee appointed by it. It may set the level of dues, initiation fees, assessments, clubhouse minimums and other fees and charges for services.

In addition to the other powers of the Board of Directors as for the conduct of Members of the Club and for their use of Club property, to make purchases and contracts on behalf of the Club, to terminate membership in the Club because of resignation, failure to pay any indebtedness to the Club, for violation of any of the provisions of the By-Laws or Club rules, for any act of improper, injurious or detrimental to the Club's interest, welfare or good repute.

All operations of the Club shall be conducted by the Board, which retains all management authority. All employees shall be under the supervision and direction of the Board of Directors. All members shall cooperate with the Board in maintaining this rule.

(I) If any member of the Board of Directors (other than an elected Officer of the Club) be absent from three or more consecutive meetings without having been excused from such attendance by the Board of Directors or by the President, that member shall be deemed to have resigned and a vacancy to have been created which shall be filled as herein before provided.

(J) The Board of Directors shall have the power to establish and enforce additional rules and regulations including but not limited to rules with respect to non-payment of the indebtedness by Members, and the imposition of finance charges.

SECTION 2 OFFICERS, DUTIES, ETC.

(A) Officers

The Officers of the Club shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer. They shall be elected annually at the Annual Meeting. They shall assume office on January 1st following the annual meeting at which elected and shall serve until December 31st of that year. In addition to the elected Officers, the Board of Directors may appoint an Assistant Secretary and an Assistant Treasurer, by majority vote of the Board of Directors.

(1) The President shall preside at all meetings of the Club and at all meetings of the Board of Directors. The president shall be a member, ex-officio, of all committees of the Club and shall receive notices and be entitled to attend their meetings.

(2) The First Vice President, in the absence of the President, shall perform the duties, and exercise the powers of the president.

(3) The Second Vice President, in the absence of the President and the First Vice President, shall perform the duties and exercise the powers of the President.

(4) The Secretary shall keep the Minutes of all meetings. The Secretary shall give at least ten days' notice of all Board of Directors, Annual and Special Meetings. The Secretary shall conduct the correspondence of the Club and shall perform such other duties as may be assigned to the Secretary by the Board of Directors.

(5) The Treasurer shall collect all sums due to the Club. The Treasurer shall receive and keep all funds of the Club in such bank or trust company as the Board of Directors shall designate and shall perform the general duties to be performed by a Treasurer. The Treasurer shall report on the finances of the Club at each regular meeting of the Board of Directors and at the Annual Meeting and whenever called upon by the Board of Directors.

(6) The Assistant Secretary and Assistant Treasurer shall act for the Secretary and the Treasurer, respectively, in their absence and in the event of the death or resignation of the Secretary or Treasurer, the Assistant Secretary or Assistant Treasurer, as the case may be, shall succeed to the office for the unexpired portion of the term of such Officer. They shall perform such other duties as may be assigned to them by the Board of Directors or President.

ARTICLE V

SECTION 1 COMMITTEES

(A) Standing Committees

There shall be the following standing committees, which will advise and propose to the Board action in their designated area:

- Personnel and Administration Committee
- Finance Committee
- House Committee
- Membership and Rules Committee
- Greens and Grounds Committee
- Golf Committee

The President shall appoint all Standing Committee Chairpersons and if the President so desires, a Co-Chairperson

(B) **Special Committees**

Special Committees shall be appointed by a resolution of the Board of Directors, in accordance with Section 712 of the New York State Not-For-Profit Corporation Law. The President may appoint all Special Committees Chairpersons and, if the President so desires, a Co-Chairperson.

(C) **Term**

Members of Special and Standing Committees shall serve at the pleasure of the President

(D) **Nominating Committee**

Not later than August 15th of each year the Board of Directors shall, appoint a Nominating Committee to consist of three Members of the Club, of whom not more than one shall be a member of the Board of Directors.

SECTION 2 DUTIES OF COMMITTEES

(A) **Standing Committees**

(1) The Personnel and Administration Committee shall, with the supervision of the President, be responsible for overseeing and administering the Club's hiring, evaluating, promoting and establishing compensation for all employees of the Club. This shall include, but not be limited to, the following: administering and evaluating all employee contracts and external food service contracts or other, similar service contracts; establishing (with the advice of the applicable supervisor) annual wage increases, if any; and, any future planning and goals relating to personnel and administrative matters. The Vice President shall chair this Committee."

2) The Finance Committee shall supervise and oversee all matters pertaining to the Club's finances, including, but not limited to, the following: supervision over financing, budget, planning and auditing subject to Board approval; recommending methods for operations and capital improvements to the Board; recommending the selection of Certified Public Accountants; and the authority to audit any function of the club's operations that it deems necessary. The Treasurer shall serve as Chairman of the Committee.

- (3) The House Committee shall have supervision over the food and beverage and clubhouse operations, along with social, tennis, children's program, and croquet activities, subject to Board approval. The Committee shall make recommendations regarding the House Rules and the conduct and dress code of the members in the clubhouse; and shall act in an advisory capacity to the President and the Board as regards the clubhouse services and operations of the Club
- (4) The Membership and Rules Committee shall receive, investigate and report to the Board of Directors on all proposals for membership and requests for transfer from one class of membership to another. The Committee shall work in conjunction with the Board, Club Officers, Club Employees and all standing committees to ensure enforcement of all Club rules and these Bylaws. The Committee shall have the power to review and investigate any allegation of improper conduct by a member, a member's guest or anyone for which a member is responsible pursuant to these Bylaws or any Club rules. Upon completion of any such investigation, the Committee shall recommend the appropriate sanction, if any, to the Board. The Board shall consider and act upon the recommendation, giving it substantial weight, at the next regularly scheduled Board meeting. The Board's determination shall be final. At least two members of the Membership Committee shall be members of the Board of Directors.
- (5) The Greens and Grounds Committee shall work jointly with the Course Superintendent and oversee the condition of the golf course and supervise its maintenance; shall make recommendations for changes to the golf course, should change be appropriate; and shall act in an advisory capacity to the Officers, and the Board as regards the golf course and grounds maintenance operations of the Club. This Committee shall evaluate the repair and maintenance needs of the clubhouse and have supervision over the maintenance and upkeep of all Club buildings, subject to Board approval. This shall include the interior and exterior of all buildings and utilities associated with these buildings as well as the supervision of any building or construction undertaken by the Club.

(6) The Golf Committee shall work jointly with the Golf Professional to oversee play on the golf course; make recommendations regarding the conduct of members and their guests; and set and ensure compliance with the USGA Handicap System, including peer review; set handicaps and ensure compliance with the USGA Handicap System for all golfers, including peer review; the Golf Committee shall regulate all golf tournaments and the golf rules as approved by the Board, and shall act in an advisory capacity to the President and the Board as regards the golf operations of the Club. The President is authorized to combine the Greens/Grounds and Golf Committees if the President so desires

(A) **Special Committees**

Special Committees shall have such duties as the President and the Board of Directors may authorize.

(B) **Nominating Committee**

It shall be the duty of the Nominating Committee to nominate candidates for Officers and Directors at the Annual Meeting of the Club. A copy of the report of said Nominating Committee shall be posted in the Clubhouse and sent to each Member of the club at least 15 days before the date of the Annual Meeting. Any other ten Members of the Club shall have the right and privilege to nominate other candidates for any of said offices by filing with the Secretary at least ten days before said Annual Meeting, a list of their proposed candidates, duly subscribed by the nominators. It shall be the duty of the Secretary to send a copy of each such opposition ticket to each Member of the Club at least five days before the date of said meeting.

**ARTICLE VI
ELECTIONS AND REMOVALS**

SECTION 1 ELECTION OF OFFICERS AND DIRECTORS

(A) Election of Officers and Directors shall be by ballot cast in person by voting Members. The Board of Directors shall have power to make requirements as to balloting at any election as it may deem necessary and proper. A plurality of all votes cast shall be necessary for the election of an Officer or Director.

(B) If as a result of any such election it shall appear that all vacancies among Officers and Directors have not been filled, the Presiding Officer may order a ballot be taken at once, or the meeting may be adjourned to a later date, at which an election to fill such vacancies shall be had.

SECTION 2 REMOVAL OF OFFICERS AND DIRECTORS

(A) Any Officer or Director may be removed from office and such office declared vacant for cause deemed sufficient at any Annual Meeting or at a Special Meeting called for such purpose; provided, however, that notice in writing of the charge against such Officer or Director and of such person's opportunity to be heard thereon at such Club Meeting shall have been sent by mail to such Officer or Director at least ten days before such Club Meeting and that the notice of such Club Meeting shall also contain a copy of such charge and shall state that a hearing shall be held thereon and that a vote shall be taken thereon at such Club Meeting. The Board of Directors shall have power to make requirements as to balloting for any such removal as it may deem necessary and proper. A two-thirds affirmative vote of the Members present and voting at the Club Meeting shall be necessary for the removal of and Officer or Director.

(B) Any Officer or Director may be removed from office and such office declared vacant for cause deemed sufficient at any time by a two-thirds affirmative vote of the entire membership of the Board of Directors, provided, however, that (a) notice is delivered to said Officer or Director in writing of the charge against such Officer or Director as well as the date on which such person has the opportunity to be heard at a meeting and (b) such notice shall have been sent by mail to such Officer or

Director at least ten days before stating that a hearing shall be held thereon and that a vote shall be taken days prior to the meeting at which it is to be considered.

(C) Pursuant to Sections 2(A) and 2(B) above, it shall be the duty of the Secretary to cause the required notices to be sent.

ARTICLE VII ANNUAL AND SPECIAL MEETINGS

SECTION 1 ANNUAL MEETINGS

(A) The Annual Meeting of the club shall be held in September in each year on a date and at such time and place, as the Board of Directors shall designate.

(B) The order of business at any Annual Meeting of the Club, so far as the nature and circumstances of the meeting may admit, shall be as follows:

- (1) Reading Minutes of previous meeting
- (2) Report of Officers
- (3) Report of Board of Directors
- (4) Reports of Committees
- (5) Election of Officers and Directors
- (6) Unfinished Business
- (7) New Business

SECTION 2 ANNUAL REPORT

(A) The President and Treasurer shall present at the annual meeting of the Members a report by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board showing in detail the following:

- (1) the assets and liabilities, including the trust funds of the Club as of the end of a twelve-month fiscal period terminating not more than ten months prior to said meeting;
- (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

- (3) the revenue or receipts of the Club, both unrestricted and restricted to particular purposes, during said fiscal period; and
- (4) the expenses or disbursements of the Club, for both general and restricted purposes, during said fiscal period.

(B) The annual report shall be titled with the records of the Club, and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Members.

SECTION 3 SPECIAL MEETINGS

A Special Meeting of the Members may be called by the President at any time and shall be called by the President or the Vice President whenever so requested in writing by ten Members, who are eligible to vote, or by a majority of the Board of Directors. Such request shall state the business it is proposed to consider, and no business shall be considered except that which is germane to the subject mentioned in the notice.

SECTION 4 QUORUM

Fifteen Members entitled to vote and present in person shall constitute a quorum at any Annual or Special Meeting.

SECTION 5 PROCEDURE

Robert's Rules of Order Revised, latest edition, shall be recognized as the parliamentary authority governing all Board, Annual, Special, and Committee meetings when not in conflict with these bylaws.

SECTION 6 VOTING

Each Member in good standing (other than a Junior Member, Mid-Week Member or an Honorary Member designated as such after September 11, 1988) present in person at an Annual or Special Meeting or such Member's spouse (but not both) shall be entitled to vote at such Annual or Special Meeting unless such Member's privileges have been suspended or terminated pursuant to Article III, Section 2(C) or such Member has been expelled or suspended pursuant to Article III, Section 3(F).

A list of Members entitled to vote at such meeting, certified by the Officer of the Club responsible for its preparation, shall be produced at any meeting of Members upon the request therefore by any Member who has given written notice to the Club, provided that such request is made at least 10 days prior to such meeting. If the right to vote at any meeting is challenged, the person presiding shall require such list of Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be Members entitled to vote may vote at such meeting.

SECTION 7 PURCHASE, SALE MORTGAGE OR LEASE OF REAL PROPERTY

No purchase of real property shall be made by the Club, and the Club shall not sell, mortgage, lease, exchange or otherwise dispose of its real property, unless authorized by the vote of a majority of the Directors or of a majority of a Committee authorized by the Board of Directors. If such property would, upon the purchase thereof, constitute all or substantially all of the assets of the Club, then the vote of two-thirds of the entire Board, or, if the Board of Directors consists of twenty-one or more Directors, the vote of a majority of the entire Board of Directors shall be required. If the Board of Directors authorizes a Committee to act, the Committee shall promptly report any actions taken to the Board, and in no event after the next regularly scheduled meeting of the Board of Directors.

SECTION 8 DISPOSITION OF ALL OR SUBSTANTIALLY ALL THE ASSETS OF THE CLUB

If the Club wishes to sell, lease or exchange all or substantially all of its assets, such action may be made upon such terms and conditions and for such consideration as may be authorized by the vote of two-thirds of the entire Board, or, if the Board of Directors consists of twenty-one or more Directors, the vote of the majority of the entire Board of Directors. The Club shall then be required to seek approval for such action from the Attorney General of the State of New York or the Supreme Court in Dutchess County, State of New York.

SECTION 9 RELATED PARTY TRANSACTIONS

The Club shall not enter into any related party transaction, except as approved pursuant to the procedures set out in the Club's Conflict of Interest Policy. A related party transaction is any transaction, agreement or other arrangement in which a related party has a financial interest and in which the Club or any affiliate is a participant. A related party includes any Director, officer or key employee of the Club, any relative of such person or any entity in which any such person or relative of such person has a 35% or greater ownership interest, as these terms are defined in the Club's Conflict of Interest Policy.

ARTICLE VIII AMENDMENTS

SECTION 1

These By-Laws may be amended:

(A) By a two-thirds affirmative vote of the Members present and voting at the Club Meeting provided that written notice of any proposed amendment shall have been delivered to the Secretary at least ten days prior to the proposed meeting. At such meeting any amendment germane to the subject of the proposed amendment may be adopted; or,

(B) By a two-thirds affirmative vote of the entire membership of the Board of Directors, provided that notice of such amendment shall have been sent to all Board of Directors members at least ten days prior to the meeting at which it is to be considered. At such meeting any amendment germane to the subject of the proposed amendment may be adopted.

SECTION 2

It shall be the duty of the Secretary, upon receipt of notice of a proposed amendment under this Article VIII Section 1(A), to cause a copy of the same to be sent to each Member at least five days prior to the meeting at which it is to be considered.

SECTION 3

The decisions of the Board of Directors shall be final and conclusive with respect to all questions of construction and interpretation of the By-Laws and Rules.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1

The club shall indemnify any Officer, Director, or agent acting within the scope of such person's authority made or threatened to be made a party to an action or proceeding by reason of the fact that such person was an Officer, Director, or agent of the Club against judgments, fines, amounts paid in settlement, and reasonable expenses including attorneys' fees actually and necessarily incurred, as a result of such action or proceeding, to the fullest extent permissible under New York State Law

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