



Theendara Golf Club By-Laws



The masculine form of all personal pronouns is used in these By-Laws as a matter of convenience. Such references apply to both male and female members equally.

All "notices" referred to in the Articles below that are to be sent from any official representative(s) of the Club, including the Board of Directors, to the membership may at the discretion of the sender be sent via email.

ARTICLE 1. Name

The name of this corporation (hereinafter referred to as the "Club") is THE THENDARA GOLF CLUB, INC.

ARTICLE 2. Objectives

The objectives of this Club are to encourage the playing of Golf in the Adirondacks and to foster the best traditions of the game.

ARTICLE 3. Meetings of Members

Section 3-1. The Annual Meeting of the Club will be held on the first Thursday of August at 7:30P.M. at a place within the Town of Webb as the Board of Directors will designate. The Secretary will mail a written notice to each member at his address as it appears in the records of the Club at least ten (10) days before the meeting.

Section 3-2. At annual meetings the order of business will be as follows:

1. Reading of minutes of last meeting.
2. Report of Treasurer
3. Reports of Standing Committees
4. Reports of Special Committees
5. Communications
6. Unfinished Business
7. Report of Nominating Committee
8. Election of Directors
9. New Business

Section 3-3. A special meeting of the members may be held whenever three members of the Board of Directors or ten voting members will deem it necessary. Notice of such meeting will be given as provided in Section 3-1 of this Article, such notice to state the purpose or purposes of the meeting, and no other business will be considered at such meeting.

Section 3-4. Ten voting members present or by proxy at any meeting will constitute a quorum. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding such withdrawal of members that those remaining constitute less than a quorum. If a meeting cannot be organized because of the absence of a quorum, those present may, except as otherwise provided by law, adjourn the meeting to such time and place as they may determine. In the case of any

meeting for the election of Directors, those members who attend the second of such adjourned meetings, although less than a quorum as fixed in this Section, will nevertheless constitute a quorum for the purpose of electing Directors.

Section 3-5. Nomination of Directors. The President will, at least forty (40) days prior to the date of the annual meeting, appoint, with the approval of the Board of Directors, a Committee of five (5) members having the right to vote, including at least three members of the Board of Directors, to nominate candidates to be voted on at the annual meeting. Such Committee will at least thirty (30) days prior to the annual meeting, submit its report in writing to the Secretary. These nominations must be posted in the club house at least twenty-five (25) days prior to the annual meeting.

Independent nominations may be submitted in writing to the Secretary twenty (20) days before the annual meeting. These nominations must have the written consent of the nominee and be signed by at least fifteen (15) voting members.

Independent nominations must be posted in the club house at least fifteen days prior to the annual meeting.

The notice of the annual meeting will contain the names of all candidates nominated by the Nominating Committee as well as the names of any other candidates nominated.

Section 3-6. Voting. At all members' meetings, members having the right to vote may attend and vote in person, or by written proxy filed with the Secretary. Only voting members will attend the meetings.

All matters coming before the meeting will be determined by a vote taken by voice unless the Chairman of the meeting determines that it will be taken by ballot, and the Secretary of the meeting will tabulate and certify the results of such vote unless one of more tellers will be appointed by the Chairman.

ARTICLE 4. Board of Directors

Section 4-1. Number and Terms of Office.

- (a) The business and affairs of the Club will be managed by a Board of Directors to consist of twelve (12) directors elected from amongst the members of the Club having the right to vote. At no time will there be more than twelve (12) voting members of the Board of Directors.
- (b) Four (4) Directors will be elected at each annual meeting taking the place of the four (4) Directors whose terms expire. The terms of the elected Directors will be for three (3) years. A person who has served six (6) consecutive years as an elected Director will not be eligible for reelection until he has been out of office for one year. No one who is employed by the Club may serve as Director during his tenure as an employee. No Director may be employed by the Club during his term as a Director

Section 4-2. Place of Meeting. Meetings of the Board of Directors may be held at such place within the State of New York as a majority of the Directors may from time to time appoint or as may be designated in the notice calling the meeting.

Section 4-3. Regular Meetings. The Board of Directors will have the power to fix, by resolution, the place, date and hour of regular meeting of the Board.

Section 4-4. Notices of Meetings of Board of Directors.

- (a) Regular Meetings. Five days notice will be required to be given of any regular meeting, unless the same be held at other than the time of place for holding such meetings as fixed in accordance with Section 4-3 of these By-laws.
- (b) Special Meetings. At least one days notice will be given of the time when, place where, and purpose for which any special meeting of the Board of Directors is to be held.

Section 4-5. Quorum. A majority of the Directors in office will be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present will be the acts of the Board of Directors. If there be less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place and will cause notice of each such adjourned meeting to be given to all absent Directors. Any Director missing three consecutive meetings unexcused will be considered to have tendered his resignation from the Board of Directors.

Section 4-6. Powers.

- (a) General Powers. The Board of Directors will have all the power and authority granted by law to the Board or to the Club, including all powers necessary or appropriate to the management of the business and affairs of the Club.

- (b) **Specific Powers.** Without limiting the general powers conferred by the preceding clause and the powers conferred by the Articles and By-Laws of the Club, it is hereby expressly declared that the Board of Directors will have the following powers:
- (1) To confer upon any office or officers of the Club the power to choose, remove or suspend agents of employees.
 - (2) To refuse the privileges of the Club for such period as it may determine to any member who is in arrears in the payment of dues or house charges for a longer period than the Board of Directors may, from time to time, determine and, with or without suspension, to cause the name of any such member to be posted on the notice boards of the Club with a statement of the amount due, after such member has been given such notice of his delinquency as the Board of Directors may, from time to time, prescribe and has thereafter failed to bring his account to a current status.
 - (3) To impose such delinquency action as it may seem proper (including by not limited to suspension from all privileges of the Club for such period of time as the Board may determine or expulsion from membership in the Club) for infractions of the By-Laws or other regulations or any action detrimental to the Club, provided, however, that no member will be expelled from membership in the Club unless he will first be given full opportunity to be heard by the Board of Directors in his own behalf and unless two thirds of the members of the Board present at the meeting at which such expulsion is considered will have voted in favor thereof.
 - (4) To elect officers.
 - (5) To fill the unexpired terms of any vacancies in the Board of Directors.
 - (6) To constitute and appoint committees and to regulate the powers and duties thereof, and to abolish any committee or committees including but not limited to the Executive Committee.
 - (7) To delegate to the Executive Committee, hereinafter provided for, all of the authority granted to it except the right to remove assistant officers, to fill vacancies in the Board of Directors, and to expel members from the Club.
 - (8) To fix the time, place, and purpose of meetings of members.
 - (9) To borrow money and purchase or lease any property for use by the Club, provided, however that no sale, mortgage, lease for a period of more than one year, or other disposition of any real estate owned by the Club will be affected until authorized by the Board of Directors and approved by a majority of the members having the right to vote at a regular or special meeting thereof.
 - (10) To determine the form and content of the annual financial report of the Club to the members and whether such report will be certified by a Certified Public Accountant.
 - (11) To adopt an operating and capital budget at the October meeting for the following fiscal year and to delegate to the Finance Committee the authority to permit other committees or employees of the Club to incur such expense as it may deem proper within the limitations prescribed by said budget.

Section 4-7. Executive Committee. The Executive Committee will consist of the President, Vice President, Treasurer and two other members who will be elected by the Board of Directors. The President will be Chairman of the Executive Committee. The Executive Committee will meet at such time and place as it may fix by resolution, will have and exercise such specific authority as may be granted to it by the Board of Directors and, in addition, shall, between meetings of the Board of Directors have and exercise all of the authority of the Board of Directors in the management of the affairs of the Club except as otherwise provided in Section 4-6 (b).

Section 4-8. Standing and Other Committees. There will be the following standing committees of the Club: House Committee, Greens Committee, Personnel Committee, Tournament Committee, and Finance Committee. Each of the standing committees will consist of a Chairman appointed by the President with the approval of the Board of Directors from amongst the members of the Board of Directors unless the Board of Directors agree to an appointment from outside its membership. In addition to the standing committees, the President may, from time to time, appoint such other committees from amongst the membership of the Board of Directors or the members of the Club, as he may deem desirable.

ARTICLE 5. Officers

Section 5-1. Titles of Officers. The Club will have a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect one or more assistant officers to serve at the pleasure of the Board.

Section 5-2. Term. Each of the officers will serve for a term of one year and until their respective successors are duly elected at the regular meeting in October of the Board of Directors. No President or Vice President who has served three consecutive terms in such office will be eligible for reelection to such office until he has been out of such office for at least one term.

Section 5-3. Powers and Duties of the Officers. The President, Vice President, Secretary and Treasurer will perform the usual duties of such officers respectively.

Section 5-4. Powers and Duties of Assistant Officers. Each assistant officer will have the powers and perform the duties of his respective superior officer and each will act for such superior office in his absence or upon his disability or when so directed by such superior officer or by the Board of Directors. The Treasurer and Secretary will be the superior officer of the Assistant Treasurer, if any or the Assistant Secretary, if any.

ARTICLE 6. Committees

Section 6-1. The Greens Committee will consist of three members, two of whom will be members of the Board of Directors. Subject to the direction and approval of the Board of Directors, it will have control over the management of the Club adopt rules for use of the grounds which will be posted in the Club locker rooms.

Section 6-2. The House Committee will consist of three members, at least two of whom will be members of the Board of Directors. Subject to the direction and approval of the Board of Directors, it will have charge of the Club House and locker rooms and make house rules which will be posted in the Club House.

Section 6-3. The Finance Committee will consist of the Treasurer and two other voting members of the club at least one of whom will be a member of the Board of Directors. At the October meeting, the Finance Committee will present a budget estimating the revenue and expenses for the following year to the Board of Directors.

Section 6-4. The Tournament Committee will be responsible for all tournaments and with the Board of Directors will set up the calendar of events for the season.

Section 6-5. The Personnel Committee will annually review the employees' records, will report and recommend salary bonuses, raises after consultation with other member of the Board of Directors.

Section 6-6. The Finance Committee will consist of the Treasurer and two other voting members of the club at least one of whom will be a member of the Board of Directors. At the October meeting, the Finance Committee will present a budget proposing the revenue, expenses, and capital improvements for the following year to the Board of Directors for its approval.

Section 6-7. The action of the majority of the members of any standing or special committee will be deemed and considered binding upon the whole committee.

Section 6-8. All rules proposed by any committee of the Club, to be effective must be approved by the Board of Directors at its next meeting.

Section 6-9. All committees will meet at least two times per year and report to the Board of Directors any recommendations or changes requested by that committee.

ARTICLE 7. Complaints and Prohibitions

Section 7-1. All complaints will be made in writing to the Secretary, who will refer them to the Board of Directors. If the decision of the Board of Directors upon a complaint be unsatisfactory, an appeal may be made to a general meeting of the members.

ARTICLE 8. Members, Membership Dues, and Initiation Fees

Section 8-1. Every candidate for regular membership will be proposed and seconded in writing.

Section 8-2.

- (a) The Board of Directors will elect all members.
- (b) To be eligible for election to membership, a candidate must have attained his eighteenth (18) birthday by January 1 of the year he is seeking such election. If there is a waiting list for prospective members, and his name appears among those to be considered for membership in any given year, and he has not attained his eighteenth (18) birthday, his name will continue to appear at the top of such list each year until he becomes eligible for membership.

Section 8-3. The initiation fee will be determined by the Board of Directors. Payment may be divided into three equal annual installments. The members, however, will be entitled to vote after payment of the first installment.

Section 8-4. The number of regular members will be limited to 225.

Section 8-5. Regular memberships will be voted upon by the Board of Directors prior to the Annual Opening of the Golf Course in the Spring.

Section 8-6. Annual dues for each category of membership will be established by the Board of Directors. All dues are to be paid by May 1 of each year or membership will be terminated.

ARTICLE 9. Amendments of By-Laws

Amendments to these By-Laws may be made at any regular or special meeting of the members by a two-thirds vote of the membership present, in person or by proxy, at a meeting, providing a notice of such a meeting specifying such amendment of amendments will be given to each member. The Secretary will serve by mail not less than ten (10) days before the meeting, a written notice thereof upon each member. The notice will be directed to each such member at the address as appears on the books or records of the Club.