

AMHERST GOLF CLUB BY-LAWS

1. The Amherst Golf Club is incorporated by Chapter 183 of the Statutes of Nova Scotia, 1912 for the purpose of promoting and encouraging individuals to play the game of golf and to provide facilities for the playing of golf, with power and authority granted to the Club to make by-laws, rules and regulations relating to its purpose, for the conduct and management of its affairs and for any purpose incidental to these powers.
2. In these by-laws:
 - 1) "Address" means a street and community location, a facsimile number or an e-mail location;
 - 2) "Board of Directors" means and consists of the Executive and six persons each elected in accordance with the provisions of these by-laws
 - 3) "Club" means the Amherst Golf Club;
 - 4) "Directors" means the Executive and other persons elected to the Board of Directors in accordance with the provision of these by-laws.
 - 5) "Executive Committee" is a description of the governing body of the Club that appears in the Act to Incorporate the Amherst Golf Club and in respect to these by-laws means the Board of Directors;
 - 6) "Executive" means and consists of the President, Vice-President, immediate Past President, Secretary and Treasurer of the Club.
 - 7) "Member in Good Standing" means a Member who is not in default of Club membership dues or any other fees charged to that Member;
 - 8) "Special Resolution" means a resolution passed by not less than three-fourths (3/4) of those Members entitled to vote as are present in person at a general meeting for which notice specifying the intention to propose a resolution as a special resolution has been duly given;

CLUB MEMBERSHIP

3. To become a Member of the Club, a person shall make application in a form prescribed by the Board of Directors to be delivered to the Manager, or other person or committee as designated by the Board of Directors, who shall approve or reject the application after considering the applicant's suitability for membership in accordance with criteria prescribed by the Board of Directors.
4. Membership may be divided, as determined by the Board of Directors, into various classifications and only those whose classification carries the right to vote shall be entitled to vote at and receive notice of meetings of the Club and to be elected to the Executive or as a Director.
5. Membership in the Club shall not be transferrable.
6. Membership in the Club shall cease:
 - 1) upon the death of a Member;
 - 2) upon the written resignation of a Member;
 - 3) upon the expulsion of a Member by the Board of Directors in accordance with these by-laws
 - 4) upon a Member failing to pay Club membership dues or other fees levied against the Member;
7. Every Member of the Club shall be bound by and acknowledge the constitution, by-laws, policies, rules, regulations of the Club.
8. A Member of the Club in good standing shall be entitled to all of the privileges of membership according to his or her respective classification of membership.
9. A Member of the Club may be expelled or suspended for cause upon eight (8) Members of the Board of Directors voting in favor of this suspension or expulsion.
10. Prior to voting upon a motion for the expulsion or suspension of a Club Member, the Secretary shall give no less than four (4) days notice of the intention to expel or suspend, and the reasons for this motion, to that Member and that Member may appear before the Board of Directors at that meeting to present his or her case against suspension or expulsion.
11. If a Member of the Club is expelled he or she shall forfeit the dues paid for the balance of the season.

FISCAL YEAR

12. The fiscal year of the Club shall be the period from November 1st in a year to October 31st in the following year.

CLUB MEETINGS

13. The annual meeting of the Club shall be held in any year not later than December 15th of that year.

- l) to buy, own, lease, hold, sell and convey real and personal property of the Club as may be necessary or desirable for Club purposes provided that if the sale is of real property the Board of Directors must have first obtained authorization by way of special resolution passed at a Club meeting.
- m) to authorize and make unbudgeted expenditures provided that if these are to be in excess of \$30,000.00 the Board of Directors must have first obtained authorization by way of special resolution passed at a Club meeting.
- n) to delegate its powers to be exercised by the Executive, by a Club committee, or by an employee

DUTIES OF THE EXECUTIVE

44. The President shall:

- a) preside as chairperson at all meetings of the Club and of the Board of Directors;
- b) be an ex-officio member of all Club Committees;
- c) perform such duties as may be assigned by the Board of Directors from time to time.
- d) perform all other duties usually incident to the office of President;

45. The Vice-President shall:

- a) perform in the absence of the President, or upon his or her request or incapacity or refusal to act, all of the duties of the President;
- b) perform all such duties as may be assigned by the Board of Directors from time to time;
- c) perform all other duties usually incident to the office of Vice President

46. The Secretary shall:

- a) ensure that there are full and accurate records of all of the meetings of the Club and of the Board of Directors;
- b) ensure that notice of all meetings of the Club is given to the voting Members;
- c) ensure that notice of Board of Directors meetings is given to the Executive and Directors;
- d) perform such duties as may be assigned by the Directors from time to time.
- e) perform all other duties usually incident to the office of Secretary;

47. The Treasurer shall:

- a) oversee the preparation of the annual budget of the Club;
- b) ensure there are full and accurate records showing receipts, expenditures, assets and liabilities of the Club;
- c) monitor the management of the funds and accounts of the Club and render a detailed account, at all times requested, of the receipts, expenditures, assets and liabilities of the Club;
- d) oversee the preparation of the annual financial statements;
- e) perform such other duties as may be assigned by the Board of Directors from time to time.
- f) perform all other duties usually incident to the office of Treasurer;

48. The Past President shall:

- a) be Chairperson of the Nominating Committee;
- b) perform such other duties as may be assigned by the Board of Directors from time to time.

MEETINGS OF THE BOARD OF DIRECTORS

49. Meetings of the Board of Directors shall be called by the President and be held as often as the business of the Club may require.

50. A meeting of the Board of Directors shall be called by the President upon the President having received a request for a meeting in writing from two (2) members of the Board of Directors.

NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

51. The Secretary shall give no less than five (5) days notice in writing to the Directors of the date, time and place of the Board meeting, except in the event of an emergency in which case a shorter notice period will be required. Notice may be given by telephone, facsimile, by email or by sending the notice through the post in a pre-stamped letter to the Directors at his or her last known address.

52. The non-receipt of notice by any Director shall not invalidate the proceedings at any meeting.

QUORUM AND VOTING AT BOARD OF DIRECTOR MEETINGS

53. No business shall be transacted at any meeting of the Board of Directors unless a quorum of the Board of Directors is present at the commencement of that meeting and the quorum shall consist of six (6) members.

54. The Chairperson shall not vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.

BOARD OF DIRECTORS

COMPOSITION OF BOARD OF DIRECTORS

31. The Board of Directors shall consist of the Executive and six (6) other persons elected at the annual meeting to serve on the Board of Directors.
32. Any voting Member of the Club shall be eligible to be elected to the Board of Directors.
33. Members who are elected to hold an Executive position shall do so for a one (1) year term and shall be eligible for re-election provided that a Member shall not be eligible if he or she has already, immediately prior to the election, served two (2) consecutive terms in that same executive position.
34. Members elected to serve on the Board of Directors not holding an executive position shall serve on the Board of Directors for a term of two (2) years. A Member shall be eligible for re-election as a non-executive Member of the Board of Directors provided that a Member shall not be eligible if he or she, immediately prior to the election, has already served four (4) consecutive terms as a non-executive Member of the Board of Directors.
35. Any vacancy on the Board of Directors, for whatever reason created, may be filled for the unexpired portion of the term of that Director by the Board of Directors from among the voting Members of the Club.
36. Any Director who has missed three (3) consecutive meetings without reasonable excuse may be suspended or removed from the Board of Directors by the Board of Directors.

ELECTION OF EXECUTIVE AND OTHER DIRECTORS

37. At each annual meeting the Nominating Committee shall put forth its recommendation for election to the Board of Directors.
38. Any three (3) voting Members of the Club may, at the annual meeting, nominate a person other than those recommended by the Nominating Committee provided that they shall have the consent of the Nominee to that nomination.
39. In the event an election is required, the Secretary shall prepare the ballots that contain the names of the Nominees, in the case of the Executive, for the individual positions and in the case of the remaining Directors, all Nominees. One (1) ballot shall be given to each voting Member present at the meeting who shall mark an "X" opposite the name of his or her choice for the Executive position and for a total of six (6) persons from amongst the Nominees for the remaining Directors.
40. The Nominee for an Executive position receiving the greater number of votes shall be declared elected to that position.
41. The Nominees receiving the greater number of votes in order of the vacancies existing for the remaining Directors, shall be declared elected. In the event of a tie between the Nominees for the last vacancy among the remaining Directors, there will be a run off vote between those two (2) Nominees.

POWERS OF THE BOARD OF DIRECTORS

42. The management of the assets, employees, activities and business of the Club shall be vested in the Board of Directors except where these by-laws require a power to be exercised by the Club at a meeting.
43. Not to restrict the generality of the paragraph 43, the Board of Directors shall have power:
 - a) to employ and dismiss a Manager and to determine his or her duties, responsibilities and remuneration;
 - b) to employ and dismiss a CPGA Professional and to determine his or her duties, responsibilities and remuneration;
 - c) to create such Committees as it may deem advisable, including Standing Committees in addition to those created by these by-laws, and to determine the duties and responsibilities of all Committees, including Standing Committees created by these by-laws;
 - e) to appoint the Chairperson of all committees including Standing Committees;
 - f) to make policies, rules and regulations for the proper management and control of the Club's assets, affairs and business;
 - g) to prescribe and enforce such penalties as may be required for the proper management and control of the Club's assets, affairs and business;
 - h) to make and execute contracts on behalf of the Club and in the name of the Club and to delegate the exercise of this authority to the Executive or such other person or persons as the Board of Directors may authorize;
 - i) to lease the Club's premises or any part of those premises to any person, firm, corporation, club or association upon such terms and conditions and for such fees as the Board of Directors may authorize.
 - j) to create membership classifications and assign different privileges and dues to each classification, including the right to vote or not, as is deemed appropriate by the Board of Directors;
 - k) to borrow money on the credit of the Club and to charge, mortgage or pledge all or any of the real or personal property of the Club, to secure any money borrowed or any other obligation or liability of the Club provided that if the sum involved exceeds \$40,000.00, the Board of Directors must have first obtained authorization by way of special resolution passed at a Club meeting.

14. At each annual meeting, the following items of business shall be dealt with and shall be deemed to be the ordinary business of the meeting:

- proof that notice of the meeting was given to voting Members;
- consideration of the minutes of the preceding annual meeting and of any extraordinary meetings held prior to the annual meeting;
- consideration of the unaudited financial statements, including balance sheet, and operating statement for the previous fiscal year;
- election of Directors for the next year;
- appointment of auditors.

15. All other business transacted at an annual meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary meeting of the Club.

16. An extraordinary meeting of the Club may be called by the Board of Directors at any time, and must be called by the Board of Directors if requested in writing by at least Twenty-five (25) voting Members of the Club.

17. There shall be a general meeting of the Club to be held on or before the 31st day of May in each year and the following items of business shall be dealt with and shall be deemed to be ordinary business:

- consideration of a report of the Directors detailing upcoming programs, and policies;
- consideration of reports from Committees, the Manager and the Pro as are available;
- consideration of financial statements, including balance sheet, operating statement and report of the auditors for the previous fiscal year;
- approval of membership fee structure

All other business transacted at this general meeting shall be deemed to be special business.

18. Should any Member request special business be discussed at any meeting of the Club, for which notice of the content of the special business has not been given to the Board of Directors, that special business must be deferred to an extraordinary general meeting for which due notice of the special business is to be given to the membership.

19. The President of the Club shall preside as Chairperson at every meeting of the Club.

20. If the President is not present at any Club meeting, the Vice-President shall preside as Chairperson.

21. If there is no President or Vice-President at any Club meeting, the voting Members present shall choose someone from the Board of Directors present at the meeting to be Chairperson.

NOTICE OF CLUB MEETINGS

22. Five (5) days notice of a meeting specifying the place, day and hour of the meeting and, in the case of special business, the nature of that business, shall be given to the Members.

23. If a Member wishes to put forward a motion regarding an item of special business at any meeting of the Club, the Member must, twenty days before the meeting, give notice of the nature of the special business to the Board of Directors who shall include this item of special business in the notice of meeting to be sent to the Members.

24. Notice of a meeting shall be advertised in two (2) issues of a newspaper circulated in the Town of Amherst, published no less than five days prior to the date of the meeting.

25. Notice of Club meetings may also be given in writing, sent by facsimile, by email or by sending the notice through the post in a pre-stamped letter, sent to each Member at his or her last known address.

26. The non-receipt of notice by any Member shall not invalidate the proceedings at any meeting.

QUORUM AND VOTING AT CLUB MEETINGS

27. No business shall be transacted at any meeting of the Club unless a quorum of voting Members is present at the commencement of that meeting and the quorum shall consist of Twenty (20) voting Members.

28. The Chairperson shall not vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.

29. At any meeting, unless a poll is demanded by at least five (5) Members, voting shall be conducted by a show of hands and a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the Club minute book shall be sufficient evidence of that fact without proof of the number or proportion of Members recorded in favor of or against the resolution.

30. If a poll is demanded, voting shall take place by way of a secret ballot to be held in such manner as the Board of Directors has prescribed and the result of that poll shall be deemed to be the resolution of the Club for that meeting.

NOMINATING COMMITTEE

55. There shall be a Club Nominating Committee consisting of the immediate Past President and two (2) voting Members of the Club chosen by the Vice President.

56. The Nominating Committee shall make recommendations to the Club annual meeting for the appointment of the Executive and the Directors.

CLUB MEMBERSHIP DUES

57. Dues for all classifications of membership shall be as recommended by the Board of Directors and approved by Club Members at the meeting to be held on or before the 31st day of May in each year.

58. The timing for and method of payment of dues shall be in accordance with the dues payment policy established by the Board of Directors.

AUDIT OF ACCOUNTS

59. The auditor of the Club shall be appointed by the members of the Club at the annual meeting.

60. At the Club spring meeting the auditor shall make a written report to the Members upon the Club's financial statements in accordance with generally accepted accounting standards.

THE RULES OF GOLF

61. The game of golf shall be played in accordance with the rules of the Royal Canadian Golf Association, subject to such modification as the Board of Directors may deem necessary to make these rules applicable to the course of the Club.

AMENDMENT TO BY-LAWS

62. Subject to the provisions of the Statute incorporating the Amherst Golf Club and any amendments to that Statute, these by-laws may be revoked or amended from time to time by the Club by special resolution passed in the manner prescribed in these by-laws.

MISCELLANEOUS

63. No honorarium or gratuity shall be paid to any Club Member including a Member of the Executive or a Director except on the recommendation of the Board of Directors and by special resolution passed at a Club meeting.

64. In all by-laws resolutions and special resolutions of the Club:

- a) the singular shall include the plural and plural shall include the singular;
- b) the word "person" shall include firms and corporations;
- c) the masculine shall include the feminine and the feminine shall include the masculine.