

**THE AMHERST GOLF CLUB
BY-LAWS**

1. In these by-laws:
 - a. "Act" means the Act of incorporation of The Amherst Golf Club, being SNS 1912, c. 183 as amended;
 - b. "Board of Directors" means the Executive Committee referenced in the Act and includes the Executive and the Directors elected to the Board of Directors in accordance with these Bylaws;
 - c. "Club" means The Amherst Golf Club as incorporated by the Act;
 - d. "Executive" means the President, Vice-President, immediate Past President, Secretary, Treasurer, and Ladies President or representative chosen by the ladies;
 - e. "Member" means a member who has paid his or her dues for the fiscal year and whose membership shall continue until the following year unless the Member does not pay his or her dues for the following year at the commencement of the following year's playing season;and
 - f. "Special Resolution" means a resolution passed by not less than two-thirds (2/3) 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

2. Upon payment of his or her annual membership dues, any person may become or continue as a member of the Club, unless that person is excluded from being a member in accordance with these bylaws.
3. The Board of Directors may establish classifications of members as it determines appropriate from time to time.
4. All adult members having playing privileges shall have the right to attend and vote at membership meetings and shall be entitled receive notice of meetings of the Club and to be elected to the Executive or as a Director.
5. Membership in the Club is not transferrable.
6. Membership in the Club shall cease:
 - a. upon the resignation of a member;
 - b. upon the expulsion of a Member by the Board of Directors in accordance with these by-laws; or

- c. upon a member failing to pay membership dues in any fiscal year.
- 7. Members of the Club shall be bound to adhere to such policies, rules and regulations as adopted from time to time by the Board.
- 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 three-fourths (3/4) of the Board of Directors in attendance 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 not less than four (4) days written notice of the meeting at which the proposal to expel or suspend shall be considered, and the reasons for the proposal, 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 each year.
- 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:
 - a. proof that notice of the meeting was given to voting Members;
 - b. consideration of the minutes of the preceding annual meeting and of any extraordinary meetings held prior to the annual meeting;
 - c. receive management and committee reports;
 - d. consideration of the financial statements, including the Balance Sheet, Operating Income statement and Statement of Cash Flow for the previous fiscal year;
 - e. election of the Executive and Directors for the next year;

- f. Appointment of auditor or reviewer if any.
- 15. All other business transacted at an annual or general meeting shall be deemed to be special business and notice of the special business must be provided to the members concurrently with the notice of meeting.
- 16. All business that is transacted at any meeting of the members of the Club, other than the annual meeting, shall be deemed special business.
- 17. A special meeting of the members 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 and notice of the special business must be provided to the members concurrently with the notice of meeting.
- 18. The President of the Club shall preside as Chair at every meeting of the Club.
- 19. If the President is not present at any meeting of the Club, the Vice-President shall preside as Chair.
- 20. If the President or Vice-President is not present at a meeting of the Club, the Members present shall choose a member of the Board of Directors present at the meeting to be Chair.

NOTICE OF CLUB MEETINGS

- 21. Five (5) days notice of a meeting specifying the place, day and hour of meeting of the Club and, in the case of special business, the nature of that business, shall be given to the Members.
- 22. 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.
- 23. The Club shall maintain a roll of members and current mailing addresses and email addresses for the members.
- 24. Notice of a meeting may be advertised in a newspaper circulated in the Town of Amherst, published no less than five days prior to the date of the meeting.
- 25. Notice of meeting of members of the Club meetings together with notice of any special business proposed for the meeting shall be in writing, sent by email to each member who has provided an email address to the Club and by ordinary mail to all other members at least five calendar days prior to the meeting.

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 Chair shall not vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.
29. At any meeting of the Club, 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 Chair that a resolution has been carried and an entry to that effect in the Club minutes shall be sufficient evidence of that fact without proof of the number or proportion of Members recorded in favor of or against the resolution.

BOARD OF DIRECTORS

30. The Board of Directors shall consist of the Executive and a maximum of six (6) and a minimum of three (3) other persons elected at the annual meeting to serve on the Board of Directors.
31. Any voting member of the Club shall be eligible to be elected to the Board of Directors.
32. Members who are elected to hold the position of Vice-President or President 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.
33. Members who are elected to hold the position of Secretary or Treasurer shall do so for a one (1) year term and shall be eligible for re-election without limitation of terms.
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 or Executive may be filled for the unexpired portion of the term 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 DIRECTORS

37. At each annual meeting, the Nominating Committee shall put forth its recommendations for election to the Executive and 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 or another person chosen by the Board shall conduct an election by secret ballot. All ballots shall be blank and shall be given to each voting Member present at the meeting and members present shall write the choice for office on the blank ballot.
40. The Secretary shall tabulate the results and report to the meeting the results of the election.
41. The Nominee for an Executive position receiving the greater number of votes shall be declared elected to that position.
42. The Nominee 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 runoff vote between those two (2) Nominees.

POWERS OF THE BOARD OF DIRECTORS

43. The general administration of the affairs of the Club shall be vested in the Board of Directors.
44. Not to restrict the generality of the foregoing, 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;

- d. to appoint the Chairperson of all committees including Standing Committees;
- e. to make policies, rules and regulations for the proper management and control of the Club's assets, affairs and business;
- f. 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;
- g. 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;
- h. 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;
- i. to budget and borrow for capital expenditures with annual capital budgets being approved at the annual or a special meeting , subject to the Board having the right to approve up to \$40,000 for capital expenditures without membership approval for emergency reasons;
- j. 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; and
- k. 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.

DUTIES OF THE EXECUTIVE

45. The President shall:

- a. preside as chair 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; and
- d. perform all other duties usually incident to the office of President.

46. 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.

47. 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;

48. 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; and
- f. perform all other duties usually incident to the office of Treasurer;

49. The Past President shall:

- a. Chair 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

50. 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.
51. 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

52. 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 shall be given by email unless a Director does not have an email address, in which case notice shall be sent by ordinary mail.
53. The non-receipt of notice by any Director shall not invalidate the proceedings at any meeting.

QUORUM AND VOTING AT BOARD OF DIRECTOR MEETINGS

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

NOMINATING COMMITTEE

56. There shall be a Club Nominating Committee consisting of the immediate Past President and two (2) voting Members of the Club chosen by the immediate Past President.
57. The Nominating Committee shall make recommendations to the Club annual meeting for the appointment of the Executive and the Directors.

CLUB MEMBERSHIP DUES

58. Dues and fees for all classifications of membership for the next year shall be approved by the Board of Directors.
59. The timing for and method of payment of dues shall be in accordance with the dues payment policy established by the Board of Directors.

FINANCIAL STATEMENTS

60. The annual financial statements of the Club shall be approved and signed by the President and Treasurer.
61. The members or Board may appoint a member who is not a member of the Board or an independent CPA accountant to audit or review the financial statements of the Club for the current fiscal year.
62. The members may appoint an auditor or person to review the accounts by ordinary resolution at the annual meeting. In the absence of a resolution of the members at the annual meeting appointing an auditor or reviewer, the Board may appoint an auditor or reviewer by resolution. The auditor or reviewer shall have/hold the CPA designation.
63. If the members do not appoint an auditor or reviewer at the annual meeting, the Directors may appoint a member or active or retired CPA accountant to complete an annual review or to assist in the preparation of the financial statements.

AMENDMENT TO BY-LAWS

64. Subject to the provisions of the Act, the members of the Club may by special resolution amend the bylaws at a general meeting at which notice of the proposed amendment(s) is provided to the members as special business.

REPEAL

65. All previous by-laws of the Club are hereby repealed.

CERTIFICATE

I, Frederick A. Blenkhorn, Secretary of The Amherst Golf Club, certify that the aforementioned By-Laws were adopted by members of The Amherst Golf Club at the Annual Meeting of the members of The Amherst Golf Club on notice of special business as required by the Club Bylaws held on the 11th day of December, 2016.



Frederick A. Blenkhorn, Secretary
Amherst Golf Club