

**BYLAWS
OF
THE BASHAW GOLF AND COUNTRY CLUB**

1. DEFINITIONS

1.1 Board

The term “Board” as used herein means the Board of Directors of the Bashaw Golf and Country Club.

1.2 Guest

The term “guest” as used herein, means a person who is not a member of the Bashaw Golf and Country Club

1.3 Current Golf Season

The term “Current Golf Season” as used herein means the period of time in any calendar year during which the Golf Course is open.

2. MEMBERSHIP

2.1 Categories of Membership

2.1.1 Adult Member: Is at least eighteen (18) years of age on April 1st of the current golf season, and has paid the annual fee.

2.1.2 Junior Member: Is not yet eighteen (18) years of age at April 1st of the current golf season, and has paid the annual fee.

2.1.3 If any member does not pay the annual membership fee, they are considered to have resigned their membership.

2.2 Membership Privileges

2.2.1 Voting

Any adult member shall have voting privileges at Annual and Special Meetings.

2.2.2 Clubhouse Privileges

Full Clubhouse privileges are extended to all members and guests, subject to any restrictions imposed by the Alberta Liquor Control Board.

2.3 Restrictions on Memberships

Unless otherwise determined by a special resolution of the members of the Club, the Board may determine from time to time the maximum number of members of the foregoing categories of membership which will be permitted, having regard to

the facilities of the Club and to all other factors which the Board may consider relevant.

2.4 Guests

2.4.1 Guest Privileges

Guest of the Club shall be granted playing privileges upon payment of the appropriate green fee.

2.4.2 Responsibility of Guests

Every guest shall abide by all rules and regulations governing members. In the event a member introduces a guest to the Club, that member shall be responsible for the behavior of that guest.

2.5 Life Memberships

2.5.1 Purpose

Bestowing Life Memberships upon a person is to acknowledge long and faithful service to the Club.

2.5.2 Criteria for Selection

The member must have:

- a) been an active member of the Club
- b) enhanced the stature of the Club; and
- c) contributed to the growth, operation or organization of the Club.

2.5.3 Selection

Without application being made therefore, the Board may admit any person as a Life Member of the Club without requirement for the payment of annual fees.

2.5.4 Status and Privileges of Life Members

The Board may bestow Life Membership upon one (1) member per year and may choose not to bestow Life Membership in any one or number of years. Life Members are entitled to full playing and Clubhouse privileges.

3. BOARD

3.1 Purpose

To provide an authoritative body to govern, administer and direct the affairs of the Club. The Board shall allow the Executive Committee to deal with the day to day operations of the Club.

3.2 Composition

The Board shall be composed of:

- a) Nine members of the Club elected as Directors
- b) The Directors shall elect the Officers within 10 days of the Annual meeting
- c) The Officers shall consist of President, Vice President, Secretary, Treasurer or Secretary Treasurer
- d) Only Directors have voting privileges

3.3 Meetings

The Board shall meet monthly at dates and times approved by the majority of board members. In addition, the Board shall meet at the call of the President.

3.4 Quorum

At all meetings of The Board, five (5) members shall constitute a quorum.

3.5 Executive Committee of the Board

The Executive consists of the Past President, President, Vice President, Secretary and Treasurer and/or Secretary Treasurer.

3.6 Directors

All members of The Board of Directors who are not on the executive shall be called Directors. Their duties are defined by the standing committees to which they are assigned by the President. Directors shall attend all Board, Special and Annual Meetings.

3.7 Term of Office

The Position of President, Past President, and Vice President may have a one (1) year term of office as part of their three (3) year term as directors. If elected by the Board the Vice-President and President may hold this office for more than one year. All directors are elected for a (3) three year term of office and may not be re-elected for a period of two (2) years after their term has expired. This provision does not apply to any time spent as an acting director. After a fifteen minute period at the Annual Meeting of no names coming forward, the previous directors names could be submitted.

3.8 Vacancies

Should a vacancy on the Board occur other than on election date, then The Board may appoint a voting member of the Club to fill the vacancy upon the recommendation of the President. The appointed person shall assume the duties assigned by the President.

3.9 Removing Directors/Officers

Any Director or officer of the Board who without prior approval of the Board is absent for three (3) consecutive meetings shall be considered removed from the Board and replaced as per Section 3.8

3.10 Society Seal

The Bashaw Golf and Country Club has not adopted a Society Seal.

4. COMMITTEES

4.1.1 Nominating Committee

At least thirty (30) days before the Annual Meeting, the Board shall appoint a Nominating Committee of three (3) members in good standing who are willing to act. The Nominating Committee shall seek eligible candidates for Executive positions and Director Positions. The Nominating Committee will submit at the Annual Meeting the names of the nominees, the names of the members of the Board whose term of office will expire, together with the names of members of the Board whose terms have not expired.

4.1.2 Posting of Nominations

A list of nominated and current Board members whose terms have not expired shall be presented at the Annual Meeting.

4.1.3 Provisions for Inclusion on the Nomination List

If any member wishes to stand for election to the Board and has not been placed on the nomination list by the Nominating committee, the member may:

- a) approach the Nominating Committee for consideration; or
- b) forward her/his name for election at the annual meeting.

4.1.4 Nominations from the Floor

May be accepted provided prior consent from the nominee has been obtained.

4.2 Committees of the Board

4.2.1 Standing Committees

The Board shall appoint the following standing committees:

- a) The Grounds committee
- b) The Clubhouse committee
- c) The Campground committee
- d) The Finance committee

4.2.2 AD HOC committee

The Board may appoint Ad HOC Committees as it from time to time deems advisable.

4.2.3 Membership

The Chairperson of each Committee shall be a member of the Board and the members shall be selected from the members of the Club. Duties shall be determined and assigned by the Board.

5. FINANCE

5.1 Fiscal Year

The fiscal year of the Club shall be from November 1st to October 31st.

5.2 Audit

At each year-end, the financial statements of the Club shall be audited by a public accounting firm. At its discretion, the Board may require that an audit be completed by a public accounting firm qualified to perform audits.

5.3 Financial Statements

Monthly financial statements shall be presented or prepared by the Treasurer and reviewed with Directors at the Board Meetings. The Board shall ensure that each club member receive or have access to the annual financial statements. At the Annual Meeting, the annual reviewed financial statements shall be presented by the appointed Accounting firm for the approval of the general membership. The accountant will respond to any questions relative to the financial statements and accounts of the Club.

5.3.1 The books and records of the Society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

5.4 Limitations on Expenditures

No capital expenditure or any single expenditure exceeding fifteen percent (15%) of the prior year's gross revenue shall be undertaken without prior approval of the members of the Club at an Annual Meeting or at a Special Meeting called for that purpose.

5.5 Borrowing Powers

The Board may borrow money, for terms not exceeding one (1) year on the credit of the Club, up to twenty-five percent (25%) of the annual budgeted expense for the Club. The Board may borrow money, for terms

in excess of one (1) year, on the credit of the Club up to twenty-five thousand dollars (25,000). Any borrowing in excess of these limits requires the prior approval of the members of the Club at one of the Annual meetings or at a Special Meeting called for that purpose.

5.6 Indemnification of Board Members and Officers

Every person who is or has been a member of the Board, an Officer or Manager of the Club or her/his personal representative(s) shall be indemnified by the Club against all costs and expenses reasonably incurred in connection with or resulting from any action, suit or proceeding to which she/he may be made a party by reason of her/him being or having been a member of the Board, or Officer or Manager of the Club, except in relation to such matters as to which she/he shall finally be adjudicated in such action, suit or proceeding to have been derelict in the performance of her/his duty as such Board Member, Officer or Manager. The Club, however, shall not be precluded from settling such litigation to which present or former members of the Board, or Officer, or Manager or their personal representatives are or may be parties.

6 MEETINGS OF VOTING MEMBERS

6.1 Annual /General Meetings

One meeting of the members shall be held at the Clubhouse or at such place in Bashaw as the Board may direct and normally be held on or before April 15

6.2 Special Meetings

The Board may, when it deems appropriate, convene a Special Meeting of members of the Club. The Board shall, upon the written request of at least twenty five (25) members of the Club, convene a Special Meeting. The membership at a specially called meeting, may at its discretion introduce a motion requesting the recall and replacement of a member or members of the Board.

6.3 Notice of Meeting

At least ten (10) clear days notice of an annual or Special Meeting shall be given to all members entitled to vote. Notice of an Annual or Special Meeting shall be indicated in an advertisement in a Bashaw newspaper, or Clubhouse if possible, or notice of a Special Meeting may be mailed or delivered to the address on record of each member entitled to vote.

6.4 Notice of Motion

Special resolutions are required:

- a) to change the physical layout of the golf course;
- b) for major additions or renovations to the Clubhouse costing in excess of thirty thousand dollars (30,000);and
- c) the sale or purchase of land.

Notice of intention to propose a special resolution shall be included with the notice of meeting.

6.5 Voting

Except where otherwise provided in these articles, every matter to be voted upon at the Annual and Special Meetings shall be determined by a majority of those members in attendance that are entitled to vote.

6.5.1 Voting by Proxy

A member entitled to vote, may vote by proxy by submitting to the President or meeting Chairperson, in writing her/his signature and the resolution upon which her/his vote is based. No member other than the President or meeting Chairperson in possession of the proxy may claim to vote for another member.

6.5.2 Quorum

Twenty (20) members, who are entitled to vote and are personally present at any Annual or Special Meeting, shall be a quorum, No business may be transacted at a meeting unless a quorum is present, except to appoint a Chairperson and dissolve or adjourn the meeting.

6.6 Meeting Chairperson

The President or, in the absence of the President, the Vice-President shall preside at every meeting of the Club. If neither is present or willing to take the chair, then the members entitled to vote may choose one of their numbers to be chairperson.

6.7 Minutes

Minutes of the proceedings of every meeting of the Board and Executive Committee of the Board shall be recorded by the Secretary or Recording Secretary. These minutes shall be retained on file by the Secretary.

7 NON-PAYMENT OF FEES AND MISCONDUCT

7.1 Suspension for Non-payment

The Board may suspend a member from all privileges of the Club if fees are not paid by a date set by the Board.

7.2 Misconduct

If the Board deems that the conduct of any member, guest or green fee player, either on or away from the premises of the Club, has been injurious to the character, interest or good order of the Club, then the Board may by a three-fourths ($\frac{3}{4}$) majority vote to suspend that person from all privileges of the club for whatever period of time the Board deems to be reasonable in the circumstances.

Green fee players may be suspended at the discretion of the Club Professional or Clubhouse Manager for a period up to one month. If a member is suspended, the Board may return a portion of the fees paid by that member to the member.

7.3 Appeal of Suspension

The suspended member, guest or green fee player may request that the Executive Committee of the Board review the suspension and recommend to the Board that they continue, modify or lift the suspension.

8 ESTABLISHED COURSE LAYOUT

8.1 Layout of Course

The physical layout of the golf course shall conform to the plan approved at a Special Meeting of the members held on January 1991 and as subsequently modified at the Annual and Special Meeting of the members.

Changes to the physical layout require notice of motion as provided in these articles.

9 EMPLOYEES

9.1 Hiring and Dismissing

The Board may from time to time hire or dismiss a Club Manager and/ or Club professional or Grounds Superintendent and /or Greens Keeper and such other employees as it deems advisable, and may enter into, amend and terminate contracts with employees. The Executive shall set the terms of employment and prescribe the duties to be performed by employees, unless this responsibility is delegated to the Club Manager and/or the Club Professional or the Grounds Superintendent and /or Greens Keeper. The Board may delegate the authority to hire a Club Manager and /or Club Professional or Grounds Superintendent and/or Greens Keeper to a committee of Directors.

9.2 Club Manager and /or Club Professional

The Board may delegate to the Club Manager and /or the Club Professional the authority to hire and dismiss employees, set terms of employment for these employees and prescribe the duties to be performed by employees. Any contracts entered into must be approved by the Board.

9.3 Grounds Superintendent and /or Greens Keeper

The Board MAY delegate to the Grounds Superintendent and / or Greens Keeper the authority to hire and dismiss employees, set terms of employment for these employees and prescribe the duties to be performed by employees. Any contracts entered into must be approved by the Board.

10 RULES AND REGULATIONS

The Board via the Executive shall establish rules and regulations as it deems appropriate and may amend these rules and regulations from time to time. Any rules and regulations or amendments thereto shall be brought to the Board for ratification at the next meeting of the Board subsequent to the setting of or amending of rules and regulations.

The rules and regulations shall be implemented into the Policy Manual

The Rules contained in Robert Rules of Order (Revised) shall govern in all cases where they are applicable, providing they are not inconsistent with these by laws.

11 AMENDMENTS OF BYLAW

11.1 Amendment

Any of these articles may be annulled, amended, added to or suspended for any period of time;

- a) after notice of motion as provided herein;
- b) in the future the bylaws can only be changed by a special resolution of the members at any Annual Meeting or at a Special Meeting called for that purpose; and
- c) with the consent of at least three-quarters (3/4) or 75% of the members present at the meeting.

11.2 Bylaw committee

A Bylaw Committee shall be convened to serve at the pleasure of the Board or upon the written request of at least twenty (20) members proposing changes to these articles. This committee shall report at an Annual or Special Meeting of the members.

12 EFFECTIVE DATE OF ARTICLES

These articles shall come into effect upon their due adoption at a meeting of the members and all articles heretofore in force are hereby repealed with effect from said date, but without prejudice to the validity of all things done and all rules and regulations made while the previous articles were in effect. These articles were adopted October 12, 2010 by the general membership.

13 DUTIES OF THE BOARD

13.1 PAST- PRESIDENT

Shall attend all Executive, Board and General Meetings, including the Annual Meetings and shall perform such duties as are assigned by the Board. This position is held by a director with full voting privileges.

13.2 PRESIDENT

Shall preside at all meetings of the Board and members and shall perform such other duties and exercise such powers and functions within the jurisdiction of the Board as are assigned to her/ him from time by the Board. Such functions may include requesting committee reports, supervising the Club Manager and/or the Club Professional and the Grounds Superintendent and /or the Greens Keeper, providing direction to the Club Manager and/or the Club Professional and the Grounds Superintendent and /or the Greens Keeper and representing the Club to community/ business groups or individuals.

13.3 VICE-PRESIDENT

Shall attend all meetings and perform duties of the President in the absence of the President or at his request of the President, and may exercise duties and powers within the jurisdiction of the Board as are assigned to her/him from time to time by the Board. The Vice-President will assist the President whenever possible.

13.4 TREASURER

Shall attend all meetings, help prepare and present an annual budget and schedule of fees, maintain a record of the finances of the Club, make necessary disbursements of funds, deposit receipts. With the consent of the Board these duties may be delegated to a qualified person. Furthermore, the Treasurer shall indicate the current financial status of the Club at regular meetings of the Board of Directors.

13.5 SECRETARY

Shall attend all meetings and maintain a written record of all meetings and correspondence, provide notice of all meetings to Directors and/ or members, and present the appropriate records at these meetings. The Secretary shall record all motions of the Executive meetings, the Directors meetings, Annual and Special meetings. With the consent of the Board these duties may be delegated to a qualified person

Furthermore, the Secretary will be given and maintain copies of all correspondence written by any Director on behalf of the Club. The Secretary shall maintain all records in an orderly fashion and shall transfer these records to the next Secretary at the Annual Meeting.

13.6 DIRECTORS

Shall:

- a) attend all Board meetings
- b) attend other committee meetings according to assigned duties;
- c) review and understand the constitution and by-laws as provided by the Secretary;
- d) act as good-will ambassadors for the Board among the members and support Board policy and decisions;
- e) conduct themselves, on the course and in the Clubhouse, with reasonable decorum;
- f) treat all subject matter discussed at Board and Management meetings with confidentiality; and
- g) no officer or director of the Board shall receive any remuneration for his or her services.

14 STANDING COMMITTEES OF THE BOARD

14.1 The Grounds Committee

Consisting of at least one Director, shall inspect, together with the Club Manager and /or the Club Professional or the Grounds Superintendent and /or the Greens Keeper the grounds, the course, the greens, the grounds buildings and equipment. The Grounds Committee shall review and make recommendations to the Board on grounds maintenance and development matters, on the conduct of members and guests while on the grounds, shall submit proposals for expenditures shall report at Annual Meetings and shall perform such other duties as assigned to it from time to time by the Board. In the absence of a Club Manager and /or Club Professional, the Club Chairperson of the Grounds Committee shall supervise the Grounds Superintendent and/ or the Greens Keeper.

14.2 The Clubhouse Committee

Consisting of at least one Director, shall, inspect with the Club Manager the Clubhouse and its immediate surroundings. This committee shall make recommendations to the Board regarding major repairs and renovations, shall submit proposals for expenditures, shall be responsible for proposing house rules and shall report at the Annual Meetings.

14.3 The Campground Committee

Consisting of at least one Director, shall inspect the campgrounds. This committee shall make recommendations to the Board regarding major repairs and renovations, submit proposals for expenditures, report on the conduct of members and guests while in the campgrounds, and shall report at the Annual Meetings.

14.4 The Finance Committee

Consisting of at least one member of the executive committee who will work in cooperation with the Secretary Treasurer and will prepare recommendations to the Board on financial matters regarding the operation of the club, budget, capital planning and special projects.

15. ORDER OF BUSINESS

15.1 Annual Meeting

- a) Call to Order;
- b) Minutes of the previous meeting;
- c) Reports of the President, the Treasurer, the Standing Committees and presentation of the reviewed financial statements; Manager's Report and Grounds Superintendent's Report.
- d) Unfinished business;
- e) Nomination Committee report;
- f) Election of the Board of Directors;
- g) New Business
- h) Adjournment