

BY-LAWS OF THE STERLING FARMS MEN'S CLUB, INC

ARTICLE I

ORGANIZATION AND OBJECTIVE

Section 1 NAME

The Sterling Farms Men's Club, Inc. is an association organized pursuant to the laws of the State of Connecticut. For designation purposes, it is referred to in these by-laws as the 'Club'

Section 2. OBJECTIVE

The objective of this club shall be to promote the best interests of golf by bringing together a group of golfers desirous of forming a golf organization encouraging regular play and participation in Club events by its members.

Section 3. ADDRESS

The Club shall be located at Sterling Farms Golf Course, 1349 ewfield Avenue, in the City of Stamford, County of Fairfield, and State of Connecticut.

Section 4. FISCAL YEAR

The fiscal year of the club begins on the first day of January each year and ends with the 31st day of December.

Section 5. MEMBERSHIP YEAR

The membership year of the Club begins with the mailing of the annual dues statement for the current year and ends with the mailing of the annual dues statement for the subsequent year.

ARTICLE II

MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP

Membership shall be Regular, Senior, Junior, or Honorary Membership shall be available to all males 12 years of age or older. There shall be at least 50 members. Number of members shall be unlimited.

Section 2. REGULAR MEMBERSHIP

Regular membership will be open to all males between 18 and 61 years of age.

Section 3. SENIOR MEMBERSHIP

Senior membership will be 62 years of age or older.

Section 4. JUNIOR MEMBERSHIP

Junior membership will be between 12 and 17 years of age.

Section 5. HONORARY MEMBERSHIP

An honorary member is one who, in recognition of his service to the Club, to the Community and to the sport of golf, is awarded honorary membership by a two-thirds vote of the members of the Board of Governors present at a regular meeting and voting. Honorary membership may be granted for one membership year. The honorary member shall have all the privileges of a regular member of the Club, however, he shall pay no annual fee for the honorary membership year. Honorary membership may be awarded for succeeding years in the same way as for the first, i.e. as outlined above in this section.

Section 6. DUES

The Board of Governors shall review and prescribe the annual dues to the membership at the first meeting following the budget being approved.

Section 7. REPRIMAND AND EXPULSION

The Board of Governors shall have the right, by a vote of two-thirds of those present and voting, after due notice to the member involved, and an opportunity for the member to be present and to be heard, to warn, reprimand or expel any member of the Club for conduct which, in its opinion, is detrimental to the welfare of golf, the course on which it is played, the Club or the community generally. The member in question shall be notified in writing by the Club's secretary ten days prior to the board meeting.

ARTICLE III

BOARD OF GOVERNORS

Section 1. ORGANIZATION

All property and affairs of the Club shall be under the control and management of the Board of Governors and subject to the provisions of these by-laws. The Board of Governors shall be composed of twenty-one (21) members, each elected to serve a three (3) year term, except that provision shall be made in the initial organization of the Board of Governors to retire and re-elect or elect replacements for seven (7) of its members each year (See Article IV), Members may stand for election and serve an unlimited number of terms on the Board of Governors. The Board of Governors, thus formed shall elect a President, two (2) Vice Presidents, a Secretary and a Treasurer from among its members. Former presidents of the Club may be ex-officio members of the Board of Governors for a period of five (5) years after completion of their term of office. Said position shall be advisory only and without the right to vote.

Section 2. MEETINGS

The Board shall hold regular monthly meetings during the year on such dates as it may determine and shall hold such special meetings as they are called by the President. (See Article VI Meeting Section 1., 2)

Absence by a member of the Board of Governors from five (5) meetings during the year shall result in automatic removal from office and membership on the Board of Governors. Notice of this action will be forwarded to the effected Board member by the President in writing.

Section 3. QUORUM

One-third (1/3) of the members of the Board of Governors present at a meeting shall constitute a quorum.

Section 4. VACANCIES

The Board shall fill any vacancies occurring among the officers or members of the Board of Governors. (See Article IV)

Section 5. COMMITTEES

The President shall annually appoint four (4) standing committees. The four (4) standing committees shall be known as: Membership/Hand ap, Golf, Rules and Finance.

ARTICLE IV

NOMINATIONS-ELECTIONS

Section 1. ELECTIONS

The Nominating Committee will prepare a list of ten (1) or more candidates for membership on the Board of Governors to fill the seven (7) regular vacancies which occur each year and any other vacancies which shall exist or occur during the year. The candidates may be members of the existing Board of Governors whose term will expire during the current year and should include other members of the Club who have expressed an interest and willingness to serve on the Board of Governors. This list of candidates shall be submitted for additions and/or approval at the regularly scheduled meeting of the Board of Governors held in September each year.

Section 2. NOTIFICATION

A list of candidates shall be forwarded in September to the membership. A ballot will be enclosed for their voting privilege. Ballots are to be completed and returned to the Nominating Committee no later than October 10. Candidates shall be elected to the Board of Governors by a plurality vote. Membership elected to the Board of Governors will take their position at the December meeting.

Section 3. TERM

Members elected to the Board of Governors shall serve for a three (3) year term. Any vacancies on the Board of Governors shall be filled for the un-expired term as soon as practical after the vacancy. Vacancies may be filled by candidates elected by the membership at the December Meeting after the seven (7) full term vacancies have been filled, or by a majority vote of the members of the Board of Governors present and voting at any regular or special meeting.

Section 4. OFFICERS

The Nominating Committee shall prepare a recommended slate of officers from among the members of the Board of Governors. Selections shall be presented by the Nominating Committee at the November Meeting. In addition to the candidates presented by the Nominating Committee, other candidates for each office may be nominated by the members of the Board of Governors present at this meeting. The election for each office shall be conducted immediately following the close of nominations for that office.

The officers thus elected shall be installed immediately and shall hold office for one (1) year and/or until their successors is elected.

ARTICLE V

DUTIES OF THE OFFICERS

Section 1. PRESIDENT

The President of the Club shall preside at all meetings of the Board of Governors and/or the general membership and shall supervise the affairs of the Club, its property and employees. The President (or any other officer) shall execute written contracts and incur obligations in the name of the Club only with the authorization granted by a majority vote of the members of the Board of Governors present and voting at a regular or special meeting.

The President shall with the consent and approval of the Board of Governors, establish all committees, name the chairman of said committees and fill any vacancies by appointment. He shall be, ex-officio, a member of all committees.

The President shall make his annual report to the members of the Club at the Annual Meeting.

Section 2. FIRST VICE PRESIDENT

In the absence of the President, the First Vice President shall perform the duties of the President.

Section 3. SECOND VICE PRESIDENT

In the absence of the President and First Vice President, the second Vice President shall perform the duties of the President.

Section 4. TREASURER

The Treasurer shall collect all membership dues, receive and disburse all money and keep the accounts of the Club. He shall report at all meetings of the Board of Governors, the amount of receipts and disbursements and the balance of cash on hand together with such other information concerning the financial affairs of the Club as the Board of Governors shall require. The Treasurer shall prepare a detailed report on a monthly basis.

All checks, drafts or orders for the payment of money shall be signed by the President and counter signed by the Treasurer. In the absence of the President, either of the Vice Presidents may sign said checks or drafts. In the absence of the Treasurer, said checks or drafts shall be signed by an officer of the Club designated by the Board of Governors.

Section 5. SECRETARY

A Secretary shall keep the records of the meetings of the Board of

Governors and distribute same and shall give notice of all such meetings. For this purpose a Secretary shall be elected from among the members the Board of Governors or such services may be provided by a paid secretary.

In the absence of the President and both Vice Presidents, the members of the Board of Governor' present at the meeting shall determine by consensus, which of their members shall serve as presiding officer.

Section 6. FINANCE COMMITTEE

The President shall appoint the Chairman of the Finance Committee from among the members of the Board of Governors. The President or the Chairman of the Finance Committee shall then select two other members of the Board of Governors to serve on the committee. In addition, the Chairman of the Finance Committee may appoint up to three additional committee members from the Club membership at large. The Finance Committee is responsible for:

- Receiving budget requests from the officers and the chairmen of the standing committees for the ensuing fiscal year.
- Consolidating these requests in an overall Club budget and submitting same to the Board of Governors for review, revision and final approval.
- Conducting the annual audit or arranging of the financial records of the club for audit.

Section 7. ADDITIONAL COMMITTEES

- Membership/Handicap - to investigate and act upon all applications for membership and to report appropriate action to the Board. Handicap - responsibility to establish a fair and proper system of handicaps in accordance with procedures set forth in the USGA Handicap System Manual.
- Golf - to arrange and schedule with the management of Sterling Farm Golf Authority as necessary and conduct all inter-club and inter-club competitions.
- Rules - to maintain consistent rules with the U.S.G.A. and the application of those rules to play at Sterling Farm golf course to adjudicate all questions on course rules.

Section 8. REMOVAL AND/OR REPLACEMENT

The President shall, with the approval of the Board of Governors, have the power to remove and or replace the Chairman or members of any of the aforesaid standing committees.

ARTICLE VI

MEETINGS

Section 1. REGULAR MEETINGS

Regular meetings are held on the second Tuesday of each month. All members are encouraged to attend and time will be provided to address the Board. Meetings are held at the Golf Authority at 7:30 pm.

Section 2. SPECIAL MEETINGS

Special meetings of the Officers and/or the Board of Governors may be called by the President at any time. Special meetings of the general membership maybe called by the President at any time upon two (2) weeks notice given to the members. Special meetings of the general membership may also be called by a written petition submitted to the President by at least 25% of the membership. As soon as the petition is presented, the President will call a meeting within two weeks. The President call will set a special meeting to hear the petitioners concerns. The Board will determine what action will be required.

Section 3 ORDER OF BUSINESS

The following order of business shall be observed at all meetings of the Board of Governors or general membership of the Club:

- Review and approval of minutes
- Reports of Officers
- Reports of Committee Chairmen
- Unfinished Business
- Good and Welfare
- Audience Input
- Adjournment

The rules contained in ROBERTS' RULES OF ORDER, REVISED shall govern the meetings of the Club where they are applicable and not inconsistent with these By-Laws.

ARTICLE VII

AMENDMENTS TO THE BY-LAWS

Section 1. PROCEDURE

Proposed amendments to these By-Laws shall be submitted, in writing, at a regular or special meeting of the Board of Governors. After review, the Board of Governors shall, at its next meeting, approve or disapprove the proposed amendments. A majority vote of the members of the Board of Governors present and voting is required for approval.

Section 2. AMENDMENTS APPROVED

In the event that the proposed amendments are approved by the Board of Governors, they shall become effective immediately and the changes shall be included in the next revision of the By-Laws, when published.

Section 3 Amendments Disapproved

IN the event that the proposed amendments are disapproved by the Board of Governors, then they may only become effective if subsequently approved by the general membership. The proposed amendment may be brought before the Board of Governors by a petition signed by twenty five (25) or more members of the club. The President shall call a special meeting of the general membership and if twenty five percent of the general membership are present a majority vote will approve the desired change. The special meeting shall take place within sixty days after the president receives the petition.

INDEX

ARTICLE I ORGANIZATION AND OBJECTIVE

- Section 1 Name
- Section 2 Objective
- Section 3 Address
- Section 4 Fiscal Year
- Section 5 Membership Year

ARTICLE II MEMBERSHIP

- Section 1 Classes of Membership
- Section 2 Regular Membership
- Section 3 Senior Membership
- Section 4 Junior Membership
- Section 5 Honorary Membership
- Section 6 Dues
- Section 7 Reprimand and Expulsion

ARTICLE III BOARD OF GOVERNORS

- Section 1 Organization
- Section 2 Meetings
- Section 3 Quorum
- Section 4 Vacancies
- Section 5 Committees
- Section 6 Finance Committee
- Section 7 Additional Committees
- Section 8 Removal and or Replacement

ARTICLE IV NOMINATIONS

- Section 1 Elections
- Section 2 Notification
- Section 3 Term
- Section 4 Officers

ARTICLE V DUTIES OF THE OFFICERS

- Section 1 President
- Section 2 First Vice President
- Section 3 Second Vice President
- Section 4 Treasurer
- Section 5 Secretary

ARTICLE VI MEETINGS

- Section 1 Regular Meetings
- Section 2 Special Meetings
- Section 3 Order of Business

SECTION VII AMENDMENTS TO THE BY-LAWS

- Section 1 Procedure
- Section 2 Amendments Approved
- Section 3 Amendments Disapproved