

NORFOLK COUNTRY CLUB

DIRECTORY & HANDBOOK

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NCC Handbook

INTRODUCTION

Established in 1912, the Norfolk Country Club is proud of its traditions, history, and customs. If you are a new member, the Board of Governors wishes you a warm welcome. If you have enjoyed our Club over the years, welcome back. This Handbook provides information to members about the Club, including rules and guidelines for use of the Club's facilities, the procedure for proposing new members, and some details about the social activities and sports opportunities.

The stewardship of the Norfolk Country Club is in the hands of a volunteer group, elected by the membership, known as the Board of Governors, but the real work of the Club is accomplished by members who serve on the Club's various committees. You are strongly encouraged to volunteer and get involved!

The rules and customs delineated here have evolved over time and are intended to maximize the membership's collective enjoyment of their Club. Please familiarize yourself with these rules and expectations, the most important of which is voluntary compliance. If you have any questions, you are encouraged to seek the advice of your proposers, and contact any member of the Board of Governors.

Our website, **www.norfolkcountryclub.com**, is also an invaluable resource, particularly for schedules and updates on daily activities at the Club. Portions of the site are password protected. Please ask the Club Manager, or any Club member, for access information.

Again, welcome!

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GOVERNANCE

The Club is governed by a Board of Governors, consisting of twelve members elected and acting in accordance with the Club's Bylaws. The Board has also developed a set of procedures to memorialize the customs and traditions of the Club. The Bylaws, this Handbook, and the Board procedures are posted on the website (www.norfolkcountryclub.com). Under the law of Connecticut, the Bylaws can only be amended by a vote of the members after adequate notice; the Handbook may be amended by the Board as needed and must conform to the Bylaws.

Governors are elected at the Annual Meeting of members on Labor Day weekend. Governors are elected to a three-year term and are limited to two consecutive terms under the Bylaws. Candidates for the Board of Governors are nominated by a Nominating Committee, whose chair is elected for one term of three years at the Annual Meeting of members. Each family or individual maintaining an active membership in the Club is entitled to one vote at the Annual Meeting of members (those electing inactive status are not entitled to a vote under the Bylaws). The current list of Governors and their terms of office can be found on the website (www.norfolkcountryclub.com).

The Board of Governors meets shortly after the Annual Meeting of members to elect a President, a Vice President, a Secretary and a Treasurer from the Board members for terms of two years in accordance with the Bylaws. This group of officers typically serves as the Executive Committee of the Club, which must include the President, but the Bylaws allow for any 3 or more Board members to be elected by the Board to the Executive Committee. The Executive Committee takes whatever action may be necessary between Board meetings to control and manage the affairs of the Club, reporting to the Board at the next regular meeting.

The Club committees are: Bridge, Buildings and Grounds, Children's Activities, Entertainment, Finance, Golf and Greens, House, Ladies' Golf, Membership, Nominating, Tennis, and Thursday Night Speaker Series. The President annually appoints chairs and committee members for all Club committees, other than the Nominating Committee, obtaining Board approval for each appointment for a one-year term. Other committees may be appointed from time to time as needed by the President and approved by

the Board. Under the Bylaws, the committees' activities, with the exception of Nominating, are defined by the Board of Governors. A list of current committee chairs and members, and the duties and responsibilities of each committee, can be found on the website (www.norfolkcountryclub.com).

The term "season" as used in this Handbook means the period each year that the Club is open, from the Friday preceding Memorial Day Weekend through the Monday of Columbus Day Weekend. Please consult the calendar and the website (www.norfolkcountryclub.com), and check the weekly emails to members, to confirm specific dates and times that the Club is open.

Under the Bylaws, changes to, and expenditures associated with, the physical appearance of the Club, whether they are on the golf course, tennis courts, or to the clubhouse, must be approved in advance by the Board.

Situations or occurrences not directly covered by the terms of the Bylaws, this Handbook, or the written procedures adopted by the Board, shall be decided by the Board's Executive Committee, followed by the Board's ratification. Matters involving membership shall first be brought to the Membership Committee's attention.

MEMBERSHIP & CHARGES

Classes of Membership

Class 1. Full Family — For persons 22 years of age and over, their spouses or partners, and their children 30 years of age and under. Class 1 members are entitled to all privileges of the Club.

Class 1S. Full Family Senior — For family members where one or both spouses or partners are 75 years of age or over AND have been members in good standing of the Club for a minimum of 25 years on a continuous basis. Class 1S members are entitled to all privileges of the Club. This membership class will cease to exist after the 2024 season.

Class 2. Full Individual — For single persons 22 years of age and over. Class 2 members are entitled to all privileges of the Club.

Class 2S. Full Individual Senior — For a single member who is 75 years of age or over AND has been a member in good standing of the Club for a minimum of 25 years on a continuous basis. Class 2S members are entitled to all privileges of the Club. This membership class will cease to exist after the 2024 season.

Class 3. Social Family — For persons 22 years of age and over, their spouses or partners, and their children 30 years of age and under. All Class 3 members are entitled to all social privileges of the Club. Social family members may take up to 3 golf and/or tennis lessons in a season but otherwise are not eligible to use the sports facilities of the Club or participate in tournaments.

Class 3S. Social Family Senior — For family members where one or both spouses or partners are 75 years of age or over AND have been members in good standing of the Club for a minimum of 25 years on a continuous basis. Class 3S members are entitled to all social privileges of the Club. Social family senior members may take up to 3 golf and/or tennis lessons in a season but otherwise are not eligible to use the sports facilities of the Club or participate in tournaments.

Class 4. Social Individual Membership — For single persons 22 years of age and over. Class 4 members are entitled to all social privileges of the Club. Social individual members may take up to 3 golf and/or tennis lessons in a season but otherwise are not eligible to use the sports facilities of the Club or participate in tournaments.

Class 4S. Social Individual Senior — For a member who is 75 years of age or over AND has been a member in good standing of the Club for a minimum of 25 years on a continuous basis. Class 4S members are entitled to all social privileges of the Club. Social senior members may take up to 3 golf and/or tennis lessons in a season but otherwise are not eligible to use the sports facilities of the Club or participate in tournaments.

Class 5. Complimentary — For individuals or families as offered and determined by the Board of Governors.

Class 6. Inactive or “On-Hold” Status — For members 22 years of age and over who elect, by written notice to the Treasurer by January 1 of the effective year, to transfer to or remain in inactive status (“on-hold”) for that year’s season. Inactive members are not entitled to use the Club and do not have membership privileges at the Club for the season that they elect to be inactive. Inactive members are not eligible to participate in tournaments. Inactive members may stay on hold for no more than two consecutive years. Active membership dues must be paid every third year by members in order to retain their Club membership.

Admission of Spouse or Partner and Children to Membership

Any Class 2 member is, upon marriage, required to become a Class 1 member. No additional initiation fee is charged for this change in membership class.

Any child of a member in good standing is automatically eligible to become a member of the appropriate class, after turning 22 and before turning 31, upon submission of an application appropriately completed. This eligibility is valid to the extent permitted by the capacity of the Club

as determined by the Board. Upon admission to membership, any such child shall not be assessed an initiation fee. Children of members who apply for membership after their 31st birthday shall pay the full initiation fee applicable to their membership category.

Change of Membership Status Must be Made by January 1

Changes from one membership category to another (except to senior status), including moving to or from individual to family, or full to social or inactive status (“on hold”), must be communicated by members to the Club Treasurer in writing by January 1 of the year the change is to take effect, so that the Board of Governors can take these changes into account in budgeting for that year. Members eligible for senior status by December 31 of any year will automatically be moved into that status unless the member decides to opt-out of the senior status.

On a confidential basis the Club maintains member ages and club longevity in order to be able to automatically change member status to senior when the member fulfills all of the requirements (75 years of age and 25 years of continuous active membership as of December 31). It is up to members to request a change of member for legacy children wishing to join before their 31st birthday without an initiation fee.

New Members

The membership policy of the Norfolk Country Club is designed to ensure a congenial membership with each candidate being considered solely on individual merit. The proposer guarantees that he or she knows the candidate and his or her family well, and that this relationship is social rather than business or professional.

Any active member of the Norfolk Country Club in good standing for at least two years may propose one candidate per year and may second or support by letter a reasonable number of candidates per year with the following exceptions:

1. Members of the Board of Governors or their spouses or partners

2. Members of the Membership Committee or their spouses or partners
 3. Any member with a client relationship
- The proposer, seconder, and two other supporting members shall write meaningful supporting letters.
 - The prospective candidate must have lived (permanently or seasonally) in the greater Norfolk community for at least one year before his or her candidacy for membership.
 - The prospective candidate must be personally acquainted with at least three members of the Membership Committee.
 - At least four members of the Board must have met the prospective candidate.
 - Before any governor or member's name is used in any step in the candidacy process, the proposer must receive that governor or member's permission.
 - It is the proposer's responsibility to shepherd his or her candidate through the entire process. These responsibilities include:
 1. Explaining the initiation fee and dues process.
 2. Familiarizing the new member with Club protocol for social events and, if appropriate, for sporting events.
 3. Introducing the new member to the Manager and, if
 4. appropriate, to the golf and tennis pros.
 5. Making sure the new member is comfortable with Club procedures.

6. Assisting new members to become fully integrated into the club.

Proposers communicate with the Club and its members on the candidates' behalf and shepherd the application on behalf of the candidates throughout the membership process. Candidates should not discuss their application with members, the Board, or the Membership Committee chair directly.

If the prospective candidate does not receive an invitation to join the Club after consideration by the Board, no reapplication may be submitted on behalf of such candidate for a period of two years.

Applicants should evidence enthusiasm for participation in Club activities, congeniality, and an appreciation of the unique features of the Club.

Dues and Other Membership Charges

Dues, initiation fees, and special assessments vary according to a member's class of membership and are determined annually by the Board of

Governors. Dues and special assessments for existing members are billed as of February 1 and payment is due by April 1. Under the Bylaws, a member whose dues are not paid by June 1 shall be removed as a member of the Club. Initiation fees, dues, and special assessments for new members are billed upon admission and must be paid on schedule before the exercise of membership privileges. Members are solely responsible for their guests' charges.

Late Payments

Periodic statements for charges at the Club are due and payable in full within 30 days of the statement date. If the Club does not receive payment within 45 days, under the Bylaws all member privileges are suspended until payment is made.

Other Charges

All charges for Club activities or facilities, including guest charges, are recorded in a point-of-sale system. No member shall be asked to pay in cash for activities or services at the Club. Members must inform House, golf, or tennis employees of Club usage at or before the commencement of the charged activity. The Manager and Club professionals are authorized to charge a member's account if the member uses Club facilities without notifying the appropriate party.

Suspension, Termination or Other Action Relating to Membership

A member may have membership privileges suspended for cause by any two members of the Board of Governors. Any such suspension shall be reviewed by the Board at the Board's meeting following the suspension. Termination of membership by the Board requires a majority vote of Board members at a duly called regular or special Board meeting, after there has been accorded to such member an opportunity to be heard at a meeting of the Board. Suspension or termination of golf or tennis privileges are covered in the "Golf" and "Tennis" sections of this Handbook.

Warning: Members and their guests acknowledge that athletic activities involve inherent risks of injury that cannot be controlled by the Club or the golf and tennis professionals. Person using the Club's facilities for any reason or purpose assume all risk of personal and bodily injury and acknowledge that the members and their guest hold the club (including employees, board members, committee members and the club representative) harmless of all claims and/or damages arising from any such sports related injury and damages. Members are responsible for their guest's adherence to the HoldHarmless Agreement, both verbally and by guest registration.

GUESTS AND GUEST MEMBERS

The Club is open to guests invited to the Club by active members in accordance with the rules set forth in this Handbook and the Club's

procedures. Non-members may use the facilities of the Club as guests only when accompanied by a member, with the exception of “Visiting Non-Resident Children or Grandchildren,” “Resident Children or Grandchildren,” and “Guest Members.” All guests, except “Guest Members,” must register with the Club by signing the book kept at the main door for that purpose.

Guests playing golf or tennis must also register in the applicable pro shop.

Members are responsible for the conduct of their guests and for the payment of all charges incurred by them.

Visiting Non-Resident Children or Grandchildren

Visiting non-resident adult children or adult grandchildren of any class of active Club members will be permitted full use of the Club facilities, without being accompanied by the sponsoring member, for up to three visits only.

Use is limited to the Club privileges of the parent or grandparent. Non-resident children or grandchildren of the appropriate age may also attend the children’s program. They must be staying in such member’s home, and the member is responsible for any fees or other charges incurred during the visit. This policy is designed to accommodate occasional weekend visits only from out-of-town children. More frequent use by an adult child requires the adult child to be sponsored for membership under the appropriate class. The Executive Committee of the Board of Governors is responsible for enforcing this policy.

Resident Children and Grandchildren

The adult child or adult grandchild of any class of active Club members who lives in the Club area will be permitted full use of the Club facilities without being accompanied by the sponsoring member for up to three times a season. Use is limited to the Club privileges of the parent or grandparent, except that resident grandchildren of the appropriate age may also attend the children’s program. More frequent use by a resident adult child requires the adult child to be sponsored for membership under the appropriate class. The Executive Committee of the Board of Governors is responsible for enforcing this policy.

Guest Members

Friends (and family members older than 30) of active Club members may become a Guest Member. The member may sponsor the friend (or family member) to be a “Guest Member,” and therefore use the facilities of the Club, by introducing them by letter addressed to the Membership Committee’s chair at least one week in advance, and by having the guest member pay a weekly fee set by the Board of Governors.

Guest Members may use all the facilities of the Club for up to four weeks in any season, without being accompanied by the sponsoring member. This term may be extended within a season at the discretion of the Membership Committee chair. The sponsoring member is responsible for all charges incurred by the Guest Member. No individual or family may use this provision for more than two seasons.

Extended Visits

Any houseguest or visiting non-resident adult child or adult grandchild of an active member wishing to use the Club facilities for an extended period (more than 4 weeks) or who has been a Guest Member more than twice must be sponsored for membership under the appropriate class.

Visiting Non-Family Houseguests

Visiting non-family houseguests are limited to the following Club privileges and must be accompanied by a member:

- a) House use of two reserved events per season, which includes dinners associated with dances, other reserved Club events, and Thursday Night speakers. Guests are also given access to a reasonable number of unreserved events throughout the season, which includes drinks or dinner on Tuesday, Wednesday, Friday or Saturday nights when reservations are not required, lunches, and Sunday brunch. The Board of Governors determines what is a “reasonable” number of unreserved events. Privately hosted parties are excluded from these limits; AND
- b) Sports use of up to three days per season, with no more than

two days in any given month. This includes clinics, golf, and tennis use. Visiting non-family houseguests may take part in unlimited golf and tennis tournaments.

- c) Visiting friend/partner of a single parent with a full family membership may use the facilities as a full family member.

Significant Other Guests

Members may apply to the Membership Committee chair for use of the Club by a Significant Other for one season. Significant Others are limited to the Club privileges of the sponsoring member, and must be accompanied by the sponsoring member, for a fee set by the Board (significant others of a full family membership are exempt from paying a fee and the one season rule). All charges are the responsibility of the sponsoring member.

Bridge Guests

Bridge players are allowed to bring non-members to the Club an unlimited number of times for the purpose of playing bridge at scheduled Club bridge events up to once a week. Their guest fee, set by the Board, and dinner charges are charged to the member who accompanies them to the Club.

Guest Registration

All members are responsible for making their guests aware of the club waiver both verbally and by virtue of Guest Registration. As stated previously the waiver is: “By virtue of being a member of the club, all members including their family members agree to adhere to the club Hold Harmless Provision. The hold harmless provision is a stated activities waiver: Members and their guests acknowledge that athletic activities involve inherent risks of injury that cannot be controlled by the Club or the golf and tennis professionals. Person using the Club's facilities for any reason or purpose assume all risk of personal and bodily injury and acknowledge that the members and their guest hold the club (including employees, board members, committee members and the club representative) harmless of all claims and/or damages

arising from any such sports related injury and damages. Members are responsible for their guest's adherence to the Hold Harmless Agreement, both verbally and by guest registration. ”

Members must register all guests (other than Guest Members) at the clubhouse and at the golf or tennis pro shops, if the guests are playing golf or tennis. Any member failing to register a guest in advance of such guest's using a Club facility may forfeit all further right to have guests for the remainder of the season. Any person using the Club without being registered as a guest may be refused further access to the Club. Social members CANNOT invite a guest to the Club to play golf or tennis. Guests of social members are welcome only at clubhouse events.

Large Parties of Guests

If a member would like to bring 12 or more guests to the Club, he or she must call ahead of time and make arrangements with the Manager. There are special fees for large numbers of guests, which are determined by the Board of Governors.

GENERAL CLUB POLICIES

Children

The Norfolk Country Club is a family club, and children are most welcome.

For their safety, small children must be supervised by an adult when using the Club, whether in the clubhouse, on the golf or tennis courts, or on the grounds. Children must wear shoes at all times at the Club; walk, not run, through the clubhouse; and be advised to avoid walking in the woods off the path, where poison ivy is present from time to time.

Inside the clubhouse, persons under 21 are not allowed in the bar area (the President's Room). Children are welcome in all other areas of the clubhouse, including the trophy room to the right of the bar. Food may be consumed by children in the dining room, on the porch or terrace, or in the great room when it is set up with tables and chairs for dining (but

not on the upholstered furniture). There is a large table designated for children in the dining room, with paper and crayons and other activities available, and a large picnic table especially reserved for children, outside the clubhouse on the side green.

On the golf course, children may not play in the bunkers or on the course. Children under 18 years of age may not rent golf carts. Children under 16 may not drive carts. Children under 10 years of age may not be left alone in a golf cart. Children under 12 playing golf on the weekends before 4:00 p.m. must be accompanied by an adult.

On the tennis courts, adults are given priority for courts on the weekends over children under 18 and unaccompanied by an adult.

Employees' Annual Holiday Gift Fund

At the end of each calendar year, the Board of Governors strongly encourages the entire membership to contribute to a gift fund for the benefit of the Club's employees. Since there are no gratuities given to any member of the Club's staff over the course of the season, members use this fund as a way to show their appreciation for the staff.

Concerns and Suggestions

All concerns and suggestions should be noted in writing, and addressed to the President, the Manager and the chair of the appropriate committee.

Complaints should not be addressed to employees or the golf or tennis professionals. There also is a suggestion box at the Club, and on the website (www.norfolkcountryclub.com).

Employee Relations

The Club's employees are valuable assets of the Club. No member shall attempt to discipline an employee of the Club, and no member shall ask a Club employee to leave the Club grounds while on duty for any purpose whatsoever. Discipline of any employee is reserved for the Manager, for the appropriate professional (for golf or tennis employees) and for the

Board.

Members who experience problems with a Club employee should address their concern to the Club Manager or to a Board member.

Parking

Cars may be parked in the designated areas of either of the two parking lots to the south of the clubhouse. Cars are not permitted in the golf pro shop and putting green area. Drivers should park responsibly and not block Club entrances or other cars. **Members and guests must not park on the road, including the area nearest the tennis courts.** Such parking hampers fire or emergency vehicles' access to the Club and to our neighbors. There is a handicap parking spot to be used only by members with a handicap.

Cell Phone Use at the Clubhouse

The use of wireless and handheld phone devices at the Norfolk Country Club is restricted to the parking lot. If members must keep their phones on their person while enjoying the Club, they should be set to vibrate mode.

Pets

Dogs and other pets are not permitted in the clubhouse or on the Club grounds or golf course at any time (whether in parked automobiles, on a leash, or otherwise).

Smoking

Smoking is permitted only outside the clubhouse. Smokers are requested to show consideration, if other members are nearby and dining on the porch or terrace.

Posting of Notices

No notice, subscription paper, or petition shall be posted or circulated on Club grounds, except with prior written permission from the Board of Governors. No solicitation of funds shall be made on the Club grounds, except with prior written permission from the Board of

Governors. The Club mailing list is maintained for Club-related activities only and may not be used by members or others for any other purpose, except with advance written permission from the Board of Governors.

Members' Valuables

The Club is not responsible for the personal property of members or guests, with the exception of golf clubs stored in the golf pro shop with the golf professional's permission and after payment of the required fee. Cubbies are provided in the changing rooms as a courtesy to members and guests. No equipment or clothing should be stored in the men's or ladies' changing rooms. If such equipment or clothing is left in a changing room, it is at the owner's risk. The Club is not responsible for any loss from such changing rooms.

Club Property and Equipment

No property of the Club shall be removed from the Club or put to any private use or a use other than that for which it is intended, except with the advance written approval of the appropriate committee chair and the Board of Governors.

CLUBHOUSE

Management

The Club is managed by the General Manager. The General Manager is instructed by the Board of Governors to notify all persons violating any Club rule of the nature of their violation, whenever such violation is brought to his or her attention, and, if necessary, to report the violation to the appropriate committee chair or to the Board of Governors. Violations may result in suspension of privileges or membership. The Manager reports to, and is supervised by, the Board through the Executive Committee. The clubhouse is under the supervision of the House Committee.

Regular Opening and Closing of Clubhouse

The clubhouse is open each year from the Friday of the weekend preceding Memorial Day weekend through the Monday of Columbus Day weekend.

The daily hours of the clubhouse are established each season by the House Committee, subject to the approval of the Board of Governors, and are posted in the clubhouse and on the Club's website (www.norfolkcountryclub.com).

Specific events within the Club's season are set forth in the Club's calendar, which is mailed to all members and posted on the Club's website. Please consult the Club website and weekly emails to members throughout the season for updates and changes to times and events.

Dining Room

From Memorial Day Weekend through Columbus Day Weekend, the dining room generally is open daily for lunch and dinner Tuesday through Saturday and is open for lunch on Mondays during July and August.

Lunch and dinner are served in the dining room and on the porch and terrace. Thursday Night Speakers' dinners, the traditional Open and Closing Steak dinners, and dinner-dances are served in the great room. From time to time, a tent is also used on the side green for events, if needed, to accommodate all members who wish to attend.

Take-away lunches and dinners, and box dinners are available to members and may be ordered by phone (860- 542-5606) or at the Club. Advance lunch orders from golfers and tennis players are encouraged. Golfers and tennis players may pick up their lunch at the clubhouse during play, and lunch will be delivered to the tennis courts on request.

The bar is open on Friday and Saturday nights throughout the season.

For specific events, dates, times, and menus, please consult the calendar, the website (www.norfolkcountryclub.com), and the weekly emails to members.

Reservations

Reservations are required by 5:00 p.m. the Tuesday before the Thursday Night Speakers' dinners and by 5:00 p.m. the Wednesday before the Opening Steak Dinner, reserved dinner-dances, and the Closing Steak Dinner. To allow the Club staff to provide superior service to the members, reservations are strongly recommended by Thursday morning for casual Friday and Saturday night dinners. Reservations may be made on the website, (www.norfolkcountryclub.com), by email (manager@norfolkcountryclub.com), or by phone (860-542-5606).

Cancellation Policy for Reservations

If members need to cancel their reservations, they must give at least 24 hours' notice, or they will be charged for the event. Cancellations may be made by email (manager@norfolkcountryclub.com) or by phone (860-542-5606).

Governors' Table

A member of the Board of Governors will host a table at all reserved events and the Opening and Closing Steak dinners. Members are welcome to sit at this table and may do so by indicating their wishes when making reservations. Members may also organize table arrangements for reserved and unreserved events. Members confirm their seating preferences when reservations are made.

Dining Room Minimum Charges

Members will be advised each season on their dues invoice of the restaurant minimum for each season, which is set annually by the Board of Governors. Members are billed at the end of each season for their unused minimum. All restaurant charges (excluding bar charges) are credited against the minimum.

Proper Dress

All members and guests are expected to wear proper attire in the clubhouse, which includes appropriate golf or tennis attire. Collared shirts are preferred in the clubhouse, on the golf course, and on the tennis courts.

Jackets are requested and collared shirts required for the gentlemen, and comparable attire for the ladies, at dinner on Thursday nights, the Opening and Closing Steak Dinners, and dinner-dances. Black tie, black tie optional, or other dress may be indicated on the invitation for a particular event during the season.

Alcoholic Beverages

The service of alcoholic beverages in the clubhouse is overseen by the Club's Permittee. As required by law, liquor, wine and beer will not be sold or served, and will not be permitted to be consumed, on the premises during prohibited hours. Liquor, wine and beer will not be sold or served to any person under the age permitted by state law. By law, no one under the age of 21 is permitted in the bar room.

Alcoholic beverages may not be brought onto or removed from the Club's grounds at any time. Liquor must be purchased through the Club with the exception of wine, which may be brought in by members for a corkage fee. Any individual will be refused bar service if, in the opinion of the server, bartender, Club Manager, Assistant Manager, or a member of the Board present, the individual has reached the limit of safe or responsible alcoholic consumption.

Private Use of the Clubhouse

On no more than four dates during the summer season, members may rent the Club for a fee determined by the Board of Governors for the use of private, family-related events. A member may rent the Club once in a season. The Club will be available for such private events any evening in June, September or October that does not conflict with the Club calendar. Private rentals of the Club are capped at two evenings per month in June, and two in September/October. The clubhouse is not available for private events during the months of July and August.

Any changes to this policy are subject to the discretion of the Board of Governors.

Approval of all private rentals is at the discretion of the Chair of the House Committee, the General Manager, and the Board of Governors. A member renting the Club must enter into a contract, use the Club catering facility, and show proof that they have named the Club as an “additional insured” on their personal insurance policy. Information concerning private use arrangements, including catering, insurance, cleaning, and rental fees, is available from the Manager.

SOCIAL ACTIVITIES

Each year the Club sponsors a number of evening social events, including the traditional steak dinners to open and close each season, dinner-dances, and one or more other midseason events. Each of these events include a dinner and may include entertainment, for which a separate charge is assessed to defray expenses.

Tuesday Night Bridge

Bridge is played at the Club every Tuesday night. Dinner is served prior to the commencement of play. Please consult the NCC website for starting times and signup procedures. The Club is open for dinner to all members on Tuesday nights, and non-bridge players are welcome to dine at the Club on Tuesdays.

Wednesday Night Scramble and Round Robin

A golf scramble and tennis round robin, organized by the Golf and Tennis Professionals, is held every Wednesday night. Dinner is served after play. The Club is open for dinner to all members on Wednesday nights, and members not participating in the scrambles or round robin are welcome to dine at the Club on Wednesdays.

Thursday Night Speakers Series

The Club sponsors a series of Thursday night dinners each season,

featuring members, friends, or acquaintances as after-dinner speakers. The Thursday night programs are arranged and coordinated by the Thursday Night Speakers Series Committee. Members are encouraged to suggest speakers to the chair of that committee during the winter months in preparation for the summer program, which is announced in March. The speakers and topics are described in detail on the Club website.

Friday and Saturday Night Dinners

Throughout the season, casual dinners are served on Friday and Saturday nights when no specific reserved events have been scheduled. The bar also is open throughout the season on every Friday and Saturday night.

Children's Activities

The Club offers tennis and golf clinics to children of all ages, as well as a variety of golf and tennis tournaments. The Children's Activities Committee and parent volunteers also plan a number of other activities especially for the children during the season. Please check the calendar and the website for current programs.

GOLF

Facilities

The Club maintains a Tillinghast-designed nine-hole golf course, as well as a putting green and a golf pro shop stocked by the Golf Professional with equipment and clothing. These facilities are open to all members and their guests in accordance with the applicable member and guest policies set by the Board. Children under 12 must be accompanied by an adult to engage in weekend play on the golf course prior to 4:00 p.m.

Management

The golf course, putting green and golf pro shop are managed by the Golf Professional, who also may act as the Golf Course Superintendent.

The Golf Professional is assisted on the golf course and in the pro shop by one or more assistants, a Golf Course Superintendent, and a grounds crew. Maintenance of the golf course is managed by the Golf Course Superintendent and overseen by the Golf and Greens Committee. Golf activities are arranged in consultation with the Golf Professional by the Golf and Greens Committee.

Hours

The golf course is open, weather permitting, during daylight hours from mid-April to early November. At the discretion of the Golf Course Superintendent, all or part of the golf course may be closed because of wet or hazardous conditions.

The golf pro shop is typically open from 8:00 a.m. to 5:00 p.m. Tuesday through Sunday, and also on Mondays between Fourth of July Weekend and Labor Day Weekend.

Dress

Appropriate golf attire must be worn at all times on the golf course. Shirts with collars are preferred. No metal spikes are allowed. Only “soft spike” shoes are to be worn on the course. Soft spikes also are permitted in all areas of the Club. Cutoffs, jeans, swimsuits and other excessively casual

attire are not allowed on the golf course. The Golf Professional has the authority to deny course usage to any player, adult or child, who is inappropriately dressed.

Etiquette

Players and observers should respect the tranquility of the golf course; no unduly loud or offensive noises are permitted. Play should commence on the first tee unless other arrangements have been made by or with the golf pro. Players leaving the 9th green and wishing to complete an 18-hole round have priority on the 1st tee.

When playing slowly, or when looking for a lost ball, it is proper, courteous, and expected that the following group be allowed to play

through. Players must replace all divots, smooth footprints in bunkers with the rakes provided, and repair ball marks on greens.

The nine holes of the course should not be used as a practice facility. Even in times of light play, hitting practice shots (more than just a single replay of a misplayed shot) results in undue wear and tear.

The Golf Professional may, after consultation with the Golf Committee chair and at least one Board member, suspend the golf privileges of any member or guest who repeatedly engages in improper or discourteous behavior. Any such suspension shall be reviewed by the Board at its next scheduled meeting.

Warning: Each golfer is personally responsible for the safety of others. In the event a golfer hits a ball that could injure a player on the golf course, the tennis courts, or anywhere at the club, that person MUST alert the person(s) at risk by yelling “FORE” to be easily heard in time so those at risk can protect themselves.

Golf Carts

The use of golf carts on the golf course is a privilege that must not be abused. Misuse of the carts may result in revocation of that privilege. Proper use of golf carts will significantly extend their useful life, promote members’ safety, and help preserve the golf course.

Any member who is cited for misuse of a golf cart twice in any season by the Golf Professional, the Golf Committee chair, the Greens Committee chair, or a member of the Board of Governors, will have that privilege revoked for 30 days. Continued misuse will result in revocation of the privilege for the season. The following rules govern golf cart usage:

- A golf cart may not be occupied by more than two persons regardless of their age.
- Golf carts must stay at least 30 feet from greens and 10 feet from tee boundaries, except where golf cart paths are located closer. No golf carts are allowed in the

valley in the 3rd hole fairway. Carts are permitted on the fairways, except where posted otherwise, but the rough should be used wherever possible.

- Children under 18 years of age may not rent golf carts. Children under 16 years of age may not drive golf carts. Children under 10 years of age may not be left alone in a golf cart.
- Golf carts are available on a first-come, first-served basis.
- No golf carts are available after 4:30 p.m., unless prior arrangements have been made with the Golf Professional.
- Golf carts must be returned to the golf pro shop upon completion of play.
- The member renting a golf cart and any person driving such cart are jointly and severally liable to the Club for any personal injury or property damage resulting from the operation of such cart.

Lessons and Clinics

The Golf Professional and his assistants are available upon request to provide private lessons for a fee. During the week, group clinics for children and adults are offered, as interest warrants, according to a schedule determined by the Golf Professional in consultation with the Golf Committee.

Guests

A signup sheet for guests playing golf is maintained in the pro shop. Members are required to sign for all guests prior to play. All guests except for “Non-Resident Children or Grandchildren,” “Resident Children or Grandchildren,” and “Guest Members” must be accompanied by a member on the golf course. Social and inactive members are not eligible to play golf as guests during the Club season.

Tournaments

The Club sponsors a number of golf tournaments on an annual basis. A schedule of Members Only and Member Guest tournaments is part of the Club's calendar, which is mailed to all members prior to each season and available on the Club's website.

Mixed scrambles tournaments are scheduled on selected dates during the season. Entry fees are charged for all tournaments to cover the cost of prizes and other incidental expenses. Social and inactive members are not eligible to participate in tournaments as guests.

Non-Seasonal Use of the Golf Course

The Golf Professional, at his discretion, after consultation with the Golf Committee chair and considering the needs of members, may permit social members or guests of members to use the golf course between the opening of the golf course and the Friday before Memorial Day weekend, and between the Tuesday after Columbus Day weekend and the closing of the golf course. Greens fees and regular cart rental fees will apply.

At the discretion of the Board and with the approval of the Golf Committee chair and the Golf Professional, the golf course may be made available to special groups (for example, school golf teams or special tournaments).

TENNIS

Facilities

The Club maintains six regulation Har-Tru tennis courts. A practice backboard is also available. The Tennis Professional restrings rackets and stocks the tennis pro shop with selected equipment and tennis attire in consultation with the Tennis Committee.

Management

The tennis pro shop and the tennis courts are managed by the Tennis Professional with assistance from court assistants. The Tennis Committee oversees the Tennis Professional and the maintenance of the tennis courts. The Tennis Committee plans, in consultation with the Tennis Professional, all tennis activities.

Hours

The tennis courts are typically available for play from mid-May through mid-October during the daylight hours, weather permitting. The tennis pro shop is ordinarily open from 9:00 a.m. to 5:00 p.m. Tuesday through Sunday, from Memorial Day weekend through Labor Day weekend. For specific dates and times, please check the calendar, website, and weekly emails to members.

Reservations

Court reservations may be made for a maximum of 1½ hours per day, whether singles or doubles games are to be played. Any one group consisting of four or fewer members may reserve no more than one court per day for the maximum period of 1½ hours. A reservation of a court shall be forfeited to waiting players, including those who have previously reserved that day, if the member holding the reservation does not claim the reserved court within 10 minutes of the appointed time.

Should forfeiture occur more than three times in a season, the member may be denied court reservation privileges for the balance of the season.

Guests

A signup sheet for guests is maintained in the pro shop. Members are required to sign for all guests prior to play. Between Memorial Day and Columbus Day, all guests except for “Guest Members,” “Visiting Non- Resident Children or Grandchildren,” and “Resident Children and

Grandchildren” must be accompanied by a member. Social and inactive members are not eligible to play tennis as guests during the Club season.

Court Usage

Adult members have priority over children under the age of 18 on weekends and at other times to be determined by the Tennis Professional. Adult members do not have priority over members’ family groups that include children.

Dress

Only appropriate tennis attire, including tennis shoes designed for Har- Tru surfaces, is permitted on the tennis courts at any time. Shirts with collars are preferred. Tennis whites are preferred, especially for tournaments. Jeans, cutoffs, running clothes, swim suits and other excessively casual attire are not allowed on the tennis courts. The Tennis Professional has the authority to deny court usage to any player — adult or child — who is improperly dressed.

Etiquette

Proper court etiquette shall be displayed at all times. Improper or discourteous behavior will not be tolerated. The Tennis Professional

may, after consultation with the Tennis Committee chair and at least one Board member, suspend the tennis privileges of any member or guest who repeatedly engages in improper or discourteous behavior. The Board, at its next scheduled meeting, shall review any such suspension

Lessons and Clinics

The Tennis Professional and his assistants are available upon request to provide private lessons for a fee. Members will be charged separately

on their Club number for private lessons. Group clinics are offered as interest warrants, according to a schedule determined annually by the Tennis Professional in consultation with the Tennis Committee.

Tournaments

The Club sponsors a number of tennis tournaments on an annual basis. A schedule of Members Only and Member Guest tournaments is part of the Club's calendar, which is mailed to all members and posted on the Club's website. Entry fees, determined annually by the tennis committee, are charged for participation in all tournaments to cover the cost of prizes and other incidental expenses. Social and inactive members are not eligible to participate in tournaments as guests.

END OF HANDBOOK

Current as of May 1, 2023

BY-LAWS
of
THE NORFOLK COUNTRY CLUB, INC.

AMENDED AS OF SEPTEMBER 1, 2017

ARTICLE I
NAME

The name of this Club shall be The Norfolk Country Club, Inc.

ARTICLE II
OFFICERS

1.
 - A. The officers of the Club shall be the President, Vice President, Secretary and Treasurer to be elected from the ranks of current Governors for a term of two years by the Governors at the Governors' Annual Meeting.
 - B. Subject to the provisions of Article III, Paragraph 10, no Governor shall be elected to the office of President or Vice President to serve more than one (1) consecutive term and no Governor may be elected to the office of Secretary or Treasurer for more than two (2) consecutive terms.
 - C. The Board of Governors may fill vacancies in Officer's positions, other than by expiration of term, from the ranks of current Governors.
2. The President, and in his absence the Vice President, shall preside at all meetings of the Club and of the Board of Governors and shall

generally exercise the customary functions of a presiding officer. He shall be, ex-officio, a member of all committees, except the Nominating Committee. The Secretary shall keep the records of the Club and of the Board of Governors and shall give notice of all meetings. The Treasurer shall be a member of the Finance Committee, collect all revenues of the Club, shall keep its accounts, pay all bills and present a detailed report at the annual meeting of the Club. The Board of Governors may elect such other officers as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined by the Board.

ARTICLE III

BOARD OF GOVERNORS

1. The Board of Governors shall control and manage the affairs, funds and expenditures of the Club, and shall carry out its corporate purposes and execute its By-Laws. These duties shall include, but not be limited to, establishment of rules and regulations regarding membership, guest privileges, use of club facilities as well as the duties of all Committees, other than the Nominating Committee.
2. The Board of Governors shall be comprised of twelve members. The term of each Governor shall be for three years and until successors are elected. The Board of Governors shall be elected at the Club's Annual Meeting from the membership by the members of the Club. The Board of Governors may fill vacancies occurring therein, otherwise than by expiration of term, until the next Annual Meeting. A vacancy filled by the Board shall not constitute a term for the purpose of term limits under these By-Laws. At the next Annual Meeting, the Nominating Committee shall nominate a member to fill any remaining years left in the vacating Governor's term. A spouse or partner sharing a membership shall not serve on the Board of Governors simultaneously.

3. It is the intention of these By-Laws to stagger the terms of the Governors so that two members of the Board shall complete their first terms each year and two newly-elected members come on to the Board each year.
 - A. Where Board members leave before the expiration of their term or due to other circumstances, the Board may recommend to the Nominating Committee, pursuant to Article IV, Paragraph 2(B) and prior to the nomination of Governors by the Nominating Committee, shorter terms if necessary to accomplish staggering.
 - B. Governors shall be divided into three classes, so that in any given year and to the extent feasible, taking into account unexpected or voluntary attrition of Governors from year to year prior to the end of their term, two Governors from a class will be eligible for nomination to a second term and two new Governors will be elected to fill seats from that same class of Governors whose terms expire. The next year, the same process shall be followed for the second class, and for the third year, the same process will be followed for the third class and repeating thereafter.
 - C. The Board will determine and notify the Nominating Committee annually of the number of Governors and length of term (but no longer than the term length provided under these By-Laws) needed to maintain to the extent feasible a staggered Board, recommending shorter terms if necessary prior to the nomination of Governors by the Nominating Committee.
 - D. Nothing in this Article III, Paragraph 3 affects (1) the current terms of the individuals duly elected and serving on the Board of Governors as of September 1, 2014, (2) the term length of any Governor once duly elected to a term, (3) the term limits in place for Governors and officers under Article III, Paragraph 10 of these By-Laws, or (4) the rights, responsibilities and duties as between the Nominating Committee and the Board as provided in these By-Laws

4. Any former President shall be a member, *ex-officio*, of the Board of Governors for a period of two years following his term of office as President. This provision is not intended to preclude the reelection of any former President as a Governor in regular course whenever his term expires, subject to the provisions of Article III, Paragraph 10.
5. The annual meeting of the Board of Governors shall be held as soon as practical after the Annual Meeting of the Membership of the Club but in no event later than December 1st.
6. Regular meetings of the Board of Governors shall be held at such times and places as the Board of Governors shall determine; however, no less than four such meetings shall be held each calendar year. Special meetings shall be held when ordered by the President or by three members of the Board. Five members present shall constitute a quorum at any Board meeting. Telephonic meetings may be held at the discretion of the Executive Committee so long as 24-hour notice is given to the Board members and a quorum is present.
7. The Board shall act by majority vote of Governors present at a meeting duly called and convened, except that the Board shall approve applications for Club membership by a favorable vote of two-thirds of the Governors then in office. Minutes shall be taken which need not be *verbatim* but which should reflect action taken.
8. The Board of Governors shall appoint from its members an Executive Committee of not less than four which shall include the President, *ex-officio*, which shall take whatever action may be necessary between meetings of the Board to control and manage the affairs of the Club. The Executive Committee shall report its actions at the succeeding meeting of the Board.
9. The Board of Governors shall give to the membership written notice by electronic mail or hard copy reasonably in advance of Board action authorizing:

- A. A single capital expenditure in excess of \$ 30,000,
- B. Construction (other than routine maintenance) affecting in a substantial way the interior or exterior of the Clubhouse, or
- C. Landscaping, planting or construction, affecting in a substantial way (by reason of change of use, visual appearance, aesthetic qualities or otherwise) the Club grounds, including tennis courts and golf course.

In emergency situations where repairs or expenditures must be made immediately, the membership shall be given written notice immediately following the Board action.

The written notice shall describe the proposed (or in the case of Article III, Paragraph 9, subparagraph (3), the actual) Board action.

10. Members of the Board of Governors may serve no more than two consecutive terms in office. Notwithstanding the foregoing, any Officer shall be allowed to complete the term of his office, so long as the term does not cause the Officer to exceed a seventh consecutive year as Governor. Following a one- year absence, the individual may again be nominated for election as a Governor.

11 The Board of Governors shall make available at the Annual Meeting an unaudited financial statement showing the financial condition of the Club, including a balance sheet and a statement of receipts and disbursements for the current year.

ARTICLE IV

COMMITTEES

1. There shall be the following Standing Committees: Nominating Committee, Buildings and Grounds Committee, Entertainment Committee, Finance Committee, Golf and Greens Committee, House Committee, Ladies' Golf Committee, Membership Committee, and Tennis Committee. Each of the foregoing shall be of such number as the Board of

Governors shall from time to time determine. With the exception of the Chair of the Nominating Committee, the Chairs and members of the Standing Committees shall be appointed annually by the President with the approval of the Board, either from its own members, or from the Club members, and shall report to the Board and may be removed at the discretion of the Board of Governors.

2. (A) The Chair of the Nominating Committee shall be nominated for a three-year term. The Nominating Chair may serve non-consecutive terms. Such nomination shall be made in writing to the Club's Secretary, c/o the Club's General Manager by any member in a voting class who is in good standing. The writing may be delivered by electronic mail 30 days before the Annual Meeting, first class mail, in which case it must be mailed 30 days before the Annual Meeting, or by hand, in which case it must be delivered to the Manager's office

30 days before the Annual Meeting. The Chair-elect of the Nominating Committee shall appoint such members of the Nominating Committee as the Chair determines.

(B) The Nominating Committee shall select and nominate a slate of members for election to the Board of Governors. Prior to such selection the Chair of the Nominating Committee shall meet with the Board's Executive Committee to receive their recommendations regarding such selection, provided however, that the Nominating Committee need not follow those recommendations. It shall be the duty of the Nominating Committee to post in the Clubhouse, not less than 25 days before the annual meeting, a list of the candidates selected and nominated by it as well as the nominees for the Chair of the Nominating Committee.

(C) The Chair of the Nominating Committee's duties at the Annual Meeting shall be as set forth in Article VII of these By-Laws.

3. Other committees may be appointed by the President as required, with the approval of the Board of Governors.

4. The Committees, other than the Nominating Committee, shall perform such duties as may be adopted by the Board of Governors.

ARTICLE V

MEMBERSHIP

1. All persons 22 years of age or over are eligible for membership in the Club, upon compliance with such rules and regulations as may be prescribed by the Board of Governors. Members shall be elected by the Board of Governors upon the recommendation of the Membership Committee. The Board of Governors shall have the power to fix, and, from time to time, to vary, both the total number of members of the Club and/or total numbers permitted in each class of membership.
2. The term “member,” and all references to “members” and “membership” in these By-Laws, refers solely to active, dues- paying members (and excludes persons who have elected, for a particular year, inactive status). Family members who have a membership together under one membership audit number assigned by the Club shall be deemed to be one member and shall together have one vote on all matters voted on by members.
3. Membership classification and the assessing of appropriate dues, initiation fees and fines shall be made by the Board of Governors at a meeting called for that purpose
4. The Board of Governors shall have the power to establish honorary and special memberships which do not come within the above classifications. Transfers from one classification to another shall be automatic where age is the governing factor. Any other appropriate transfer of classification may be made upon written application by the member to the Membership Committee.
5. Each member shall furnish to the Secretary or the Treasurer an address to which all notices and documents required by the By-Laws, Constitution or Rules and Regulations or by law to be sent to him, may be forwarded by mail or otherwise. All notices and such documents shall be deemed to have been duly sent or served when posted or otherwise forwarded to the address furnished by the member.
6. Members shall be permitted to introduce guests under rules and regulations promulgated from time to time by the Board of Directors.

7. Any member may resign from the Club at any time on full payment of his indebtedness by written notice to the Treasurer. Resignation shall not relieve the resigning member from the obligation of paying dues for the remainder of the year or for any charges, assessments or fines imposed before the member's resignation.

8. Any member violating any rules of the Club or acting in any way unbecoming a member of the Club may be suspended or expelled from the Club by a majority vote at a regular or special meeting of the Board of Governors, after there has been accorded to such member an opportunity to be heard at a meeting of the Board. Any two members of the Board of Governors may, at any time for cause, suspend any person from the privileges of the Club until the next meeting of the Board or, within their discretion, for a less time.

9. The Board of Governors may levy such assessments not to exceed in any year fifteen percent (15%) of the dues payable in such year at such times and for such purposes as, in their discretion, they may determine to be in the best interests of the Club. If the Board determines that an assessment in excess of such 15% is necessary, it shall be voted upon by the membership at the Annual Meeting or at a special meeting pursuant to these By-laws.

10. Termination of membership for any cause shall operate as a release of all right and title to or interest in any and all property or assets of the Club.

11. In the event of any distribution of the assets of the Corporation as a result of its dissolution or the sale of all or any part of this property or for any other reason, only membership classes entitled to all privileges of the Club as defined by the Board, and members who are in good standing and who shall have held any one or more of such classes of membership for five consecutive years prior to such distribution, shall be eligible to share in it.

ARTICLE VI

DUES AND USAGE CHARGES

1. The Treasurer shall send to each member of the Club on February 1st in each year, or as soon thereafter as may be practical, a notice of his dues for that year. If the dues of any member remain unpaid on June 1st, his membership shall automatically cease and no charges may be made thereafter but he shall remain liable to the Club for such dues and all other indebtedness. The Board of Governors may, in its discretion, reinstate such member upon his paying the dues for which he was in default at the time his membership ceased. The Board of Governors shall have the power to extend the period for the payment of dues in specific cases as the circumstances warrant.

2. The Treasurer shall send to each member a statement of the total of his charges at appropriate intervals. The non- payment of such charges within 45 days of issuance of the statement shall result in the suspension of the member from all privileges of the Club. The Board of Governors may, in its discretion, reinstate a member upon full payment of charges and all fines assessed. The Board of Governors may extend the period for payment of charges in specific cases as the circumstances warrant.

3. Members are responsible for all charges for all services and supplies obtained at the Club by them or their guests.

ARTICLE VII

MEETINGS AND ELECTIONS

1. The Annual Meeting of Members of the Club shall be held at Norfolk, Connecticut, on such day in August or September of each year as may be designated by the President, provided that notice of such meeting shall be posted in the Clubhouse not less than 15 days before the date appointed. Such notice shall include an agenda of matters to be decided or discussed at the Annual Meeting, and such written documentation as the Board deems necessary to allow the members to make informed decisions on such matters.

2. Special meetings of the membership may be called by the President and may be held in Norfolk, Connecticut, or in such other place as may be designated by the President and shall be called by him on written request of 15 members. Such request and the notice of every special meeting shall state the object for which it is called and no subject not stated in the notice thereof shall be considered or acted upon at a special meeting. Notices of special meetings shall be posted in the Clubhouse not less than fifteen days before the date appointed for such meetings.

3. Only members in a voting class who are in good standing shall be entitled to vote at any meeting of the Club.

4. Fifteen members of the Club present in person or by written proxy shall constitute a quorum at any meeting of the membership.

5. There shall be elected at each Annual Meeting members of the Board of Governors sufficient to fill the vacancies and the positions of Governors whose terms are expiring and a Chair of the Nominating Committee.

6. Prior to the Election of Governors and Nominating Committee Chair, the Nominating Committee, as set forth in Article IV, Paragraph (2)(B), shall have posted its slate 25 days before the Annual Meeting, and in that posting, shall further notify the members that under the By-Laws, nominees for Board of Governors, other than those presented by the Nominating Committee, may be proposed, and set forth the requirements for such nominees under these By-Laws.

7. (A) Nominees, other than those presented by the Nominating Committee, may be proposed in writing to the Club's Secretary, c/o the Club's General Manager, by a voting member in good standing, and voted on at the Annual Meeting of Members. The Club must receive the nominations no less than 15 days before the Annual Meeting. Properly addressed nominations that are postmarked no less than 18 days before the Annual Election shall be presumed timely filed.

(B) The Board of Governors shall cause the list of member's timely nominees for Board of Governor to be prominently displayed and posted at least 10 days prior to the Annual Meeting. Such posting shall be immediately adjacent to the list of candidates proposed by the Nominating

Committee, which member-nominated list shall be entitled: “Proposed Candidates for Membership on the Board of Governors, Nominated by Members.”

(C) When member-nominated candidates for the Board of Governors have been timely received, a paper ballot shall be prepared with the names of the candidates nominated by the Nominating Committee listed in alphabetical order of their last names placed under the heading: “Proposed Candidates for Membership on the Board of Governors, Nominated by the Nominating Committee” and the names of the candidates nominated by members listed in alphabetical order of their last names placed under the heading: “Proposed Candidates for Membership on the Board of Governors, Nominated by Members.” Such ballot shall bear instructions that the member cast votes for only the number of vacancies in the Board and shall set forth that number.

- (i) The Chair of the Nominating Committee shall distribute such ballots at the Annual Meeting.
- (ii) Each member casting a ballot shall sign the ballot and print the member’s audit number on the ballot.
- (iii) Proxies: The proxy procedure is as follows: Electronic or paper ballots as described above in this Section shall be available from the Club Manager’s Office no less than 10 days before the Annual Meeting. Such ballots used for proxy voting shall have the Heading “PROXY” in prominent letters; any voting member may request a proxy ballot. Proxy ballots must be signed by the voting member and the member’s audit number must be written on the proxy ballot by the member. Should a member or spouse execute a proxy and thereafter if either member or spouse votes in person at the Annual Meeting, the proxy shall be void. Proxies may be cast at any time up to and including the voting for nominees at the Annual Meeting, however proxies must actually be received by the Club prior to or at the Annual Meeting. Proxies submitted or received after the voting for nominees is completed shall not be accepted or

counted.

- (iv) Any ballot or proxy without a member's signature and matching audit number shall be void and not counted.
- (v) Any ballots or proxies cast with votes for more than the number of vacancies in the Board shall be void.
- (vi) Only the ballots or proxies of members entitled to vote under the provisions of Article V, "Membership" shall be counted.

8. Where no member-nominated candidates for the Board of Governors have been timely received, the vote may proceed by a show of hand voting.

9. Counting of ballots or show of hands and challenges concerning the validity of ballots or votes shall be determined by the Chair of the Nominating Committee or in the Chair's absence by the Chair's designee.

10. Counting of ballots or show of hands for the election of the Chair of the Nominating Committee and challenges concerning the validity of ballots or votes for that Chair shall be determined by the President or in the President's absence by the President's designee.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended at any annual or special meeting of the membership by a vote of two-thirds of the members present provided that, at all meetings, a quorum, as provided by Article VII, Paragraph 4 shall be present and that notice of the proposed amendments shall have been posted in the Clubhouse at least fifteen days before the meeting at which it is proposed to consider them.

ARTICLE IX

TRANSACTIONS

1. All contracts involving over \$ 15,000.00 which relate to matters not of current or routine character must follow established bidding procedures.
2. All checks drawn to Club accounts shall be subject to the following requirements:
 - (1) For checks of more than \$5,001.00 but less than \$25,001.00, two signatures are required: Manager and any Officer;
 - (2) For checks in excess of \$25,001.00, two signatures of the following are required: President, Vice President, Treasurer or Secretary.
 - (3) For checks of less than \$501.00 the Manager may sign without counter signatures.

ARTICLE X

MISCELLANEOUS

1. Whenever the context may require, the use of the singular shall include the plural, and vice versa, and the use of any gender shall include all genders.
2. The Club shall adopt, post, and enforce a no- harassment policy.
3. The Board shall keep its Officers and Manager under a suitable fidelity bond at the expense of the Club.
4. The Club shall defend and indemnify an Officer, Governor, Standing Committee Chair or the Club's General Manager who is made, or threatened to be made, a party to an action or proceeding, civil or criminal, against judgments, fines, amounts paid in settlement (but only if the Board has approved the settlement) and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of

such action or proceeding, or any appeal thereof, if such Officer, Governor, Standing Committee Chair or the Club's General Manager acted in good faith, for a purpose reasonably believed to be in the best interest of the Club and where such Officer, Governor, Standing Committee Chair or the Club's General Manager had no reasonable cause to believe that his conduct was unlawful. Subject to the foregoing, indemnification shall be provided to Officers, Governors, Standing Committee Chairs and the Club's General Manager to the full extent provided by law. The Club may advance expenses for defense of such Officer, Governor, Standing Committee Chair or Club's General Manager before final disposition, and no undertaking shall be required from such Officer, Governor, Standing Committee Chair or General Manager in connection with expenses so advanced, to the extent such undertakings may be dispensed with by law.