

BY-LAWS
Of the
INTERVALE COUNTRY CLUB
ESTABLISHED 1903
MANCHESTER, NEW HAMPSHIRE

INDEX

1. Name and Seal
2. Purpose
3. Directors/Officers
4. Election of Directors and Officers
5. Duties of Officers
 - (a) Duties of President
 - (b) Duties of Vice-President
 - (c) Duties of Secretary/Treasurer
6. Duties of Board of Directors
 - (a) Duties and limitations
 - (b) Budget system
7. Meetings of Board of Directors
 - (a) Time and place
 - (b) Purpose
8. Standing Committees
 - (a) List
 - (b) Appointments of Chairpersons
9. Duties of Committees
 - (a) Membership
 - (b) House
 - (c) Grounds
 - (d) Handicap
 - (e) Golf
 - (f) Publicity
 - (g) Auditing/Finance
 - (h) Entertainment

- (i) (i) Nominating
- 10. Meetings of the Club
 - (a) Annual Meeting
 - (b) General Meetings
 - (c) Special Meetings
- 11. Classification of Members and Dues
- 12. Election of Members
- 13. Limitations of Rights
- 14. Non-Members
- 15. Fiscal and Membership Year
- 16. Changes in By-Laws, Rules and Regulations
- 17. Quorums
- 18. Order of Business
- 19. (a) Club Policies and Procedures____
 - (b) Rules of Conduct
- 20. Resignations and Leaves of Absence

1. *Name and Seal*

The name and seal of this association shall be the Intervale Country Club.

2. *Purpose*

The purpose of this Club is to promote good fellowship between members and to encourage athletic and social activities.

3. *Officers*

The officers of the Club shall be a President, Vice-President, and Secretary-Treasurer.

4. *Election of Directors and Officers*

(a) The Board of Directors consisting of nine (9) active members shall be elected by ballot at the Annual Meeting held on a Friday in October. Three (3) members shall be elected for a term of three (3) years and three (3) for a term of two (2) years and three (3) for a term of one (1) year until their successors are elected. On each succeeding year, three (3) members are elected for a term of three (3) years to replace the retiring members of the Board. A director may be elected to succeed oneself if duly nominated.

(b) The President, Vice-President and Secretary Treasurer shall be elected by the Board of Directors by ballot for a term of one (1) year at a Board meeting to be held not later than fifteen (15) days after the October Annual Meeting. They may be, but need not be members of the elected Board of Directors and will be ex-officio members of the Board and will hold office until their successors are elected.

5. *Duties of Officers*

(a) Duties of the President

The President is the primary executive officer of the Club and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Club. When present, that person shall preside at all meetings of the Club and the Board of Directors. The President may, along with any other properly authorized officer of the corporation, sign all contracts and other legal papers which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer of the Club. It shall also be the President's duty to see that the Board of Directors enforces the by-laws and rules and regulations of the Club from time to time.

It shall be the President's duty to appoint the chair of the standing committees.

(b) Duties of the Vice-President

The Vice-President, in the absence of the President, shall assume the duties of the President, and if both are absent, a Chair shall be appointed by the vote of the Board of Directors.

(c) Duties of the Secretary-Treasurer

The Secretary-Treasurer shall issue notices of all meetings of the Club and Board of Directors at least seven (7) days before such meeting. The Secretary-Treasurer shall keep the records of all regular and special meetings of the Club and Board of Directors and submit it to any Director of the Club for examination at any reasonable time. The Secretary-Treasurer shall receive all funds payable to the Club and pay all bills approved by the Board of Directors. A record of the receipts and disbursements of the Club shall be kept and be available for examination by any Director at any reasonable time. The Treasurer's report shall be read at all regular meetings of the Club. The Secretary-Treasurer shall conduct all correspondence pertaining to the office of Secretary and the Board of Directors. The Secretary-Treasurer shall be exempt from

payment of annual dues and receive such salary as may be determined by the Board of Directors. The Secretary-Treasurer shall furnish bond at Club expense, in such amount and with such surety as the Directors approve.

In addition to the above stated duties, the Secretary-Treasurer shall carry out any further instructions as required by the By-Laws or authorized by the Board of Directors.

6. *Duties of the Board of Directors*

(a) General duties

The Board of Directors shall elect the officers of the Club. They shall have full management and control of the property, assets and affairs of the Club. They shall enforce the preservation and obedience to the By-Laws and regulations. They shall make or authorize all necessary contracts or purchases to further the goals and well-being of the Club and nothing herein may prevent the Board of Directors from ratifying a necessary action of an officer at the Board of Directors meeting immediately following the officer's action. They may not, however, absent a vote of the Club membership, authorize any contract or debt in excess of fifty thousand dollars (\$50,000) more than the total of net sums available in the treasury, either on hand, due from members or from other sources. They shall arrange for the proper repairs on equipment and Club property and make such regulations for the economy, comfort and success of the Club, as they consider proper and expedient. They may, if they deem it in the best interest of the Club, place a limit on the membership of the Club. Vacancies arising on the Board of Directors before the term of the specific director expires shall be filled by majority vote of the Directors present for the meeting called for that purpose. The newly elected Director shall serve out the term of the Director that was replaced.

(b) Budget

The Directors shall establish a reasonable budget for the operation of the Club. Budget information shall be presented to the membership for review at the annual meeting. No vote of the membership shall be required except to the extent that any expenditure exceeds the amount of authority of the Board of Directors as provided in par. 6.

7. *Meetings of the Board of Directors*

(a) The Board of Directors shall meet at least once each month throughout the year at any convenient time or place as arranged by the President, and due notice being sent to each member of the Board at least seven (7) days prior to the meeting. Exceptions: the first meeting of the Board shall be held not later than fifteen (15) days after the Annual October Meeting of the Club for the purpose of electing officers for the coming year. The September meeting of the Board shall be held at least thirty (30) days prior to the Annual October Meeting of the Club for the purpose of nominating candidates for election to the Board of Directors.

(b) Purpose of Monthly Meetings

The purpose of the monthly meetings of the Board of Directors is to consider any matter pertinent to the welfare of the Club and to take action thereon.

8. *Standing Committees*

- (a) Membership
- House
- Grounds
- Handicaps
- Golf
- Publicity
- Auditing
- Entertainment
- Liaison
- Nominating
- Locker Room

(b) The Chair of each Committee shall be appointed by the President and approved by the majority of the Board of Directors at any regular meeting of the Board of Directors between the Annual Meeting of the Club in October and the next meeting of the Board. The Chair may be, but need not be, a member of the Board of Directors. The Chair of each

committee may appoint two or more members of the Club to assist the Chair in Club duties. The Chairs shall hold office until their successors have been appointed.

9. *Duties of Committees*

(a) Membership

The Chair of this Committee plus two members from the Board of Directors and the President and Secretary-Treasurer shall screen all applicants for membership in the Club and return applications to the Secretary with their approval or rejection noted thereon. The Committee may set regular times for considering applications for membership or work informally with the Secretary.

(b) House

It shall be the duty of the House Committee to have charge of all buildings belonging to or occupied by the Club and is empowered to make any necessary purchases; to regulate the price to be paid for all articles sold in the Clubhouse; to receive and consider complaints of the members; to engage and discharge all employees employed in the Clubhouse and have general supervision over the same. All of the powers herein given shall be subject to the approval of the Board of Directors, who may from time to time declare the duties of the House Committee.

(c) Grounds

The Grounds Committee shall have entire charge of the grounds of the Club and entertain the complaints or the suggestions of the members. It shall superintend upkeep, improvements and alterations of the grounds; engage and discharge employees employed on the grounds; and regulate the charges made in connection with outdoor activities. All the powers herein given shall be subject to the approval of the Board of Directors who may from time to time declare the duties of the Grounds Committee.

(d) Handicap

The Handicap Committee shall, with the assistance of the Golf Professional, keep a record of the members' golf scores and, from time to time, establish and post individual handicaps of each member. The

method of determining handicaps shall be consistent with the recommended golf practice of the U.S.G.A. Handicaps shall be revised before each major tournament. All the powers herein shall be subject to the approval of the Board of Directors who may, from time to time, declare the duties of the Handicap Committee.

(e) Golf

The Golf Committee shall arrange and supervise the drawings for all intra- or inter-Club tournaments and shall, with the assistance of the golf professional, act as referees in cases of dispute.

The regular tournaments shall be held at the discretion of the Golf Committee. Other intra or inter- Club tournaments may be arranged at the discretion of this committee. All the above powers herein given are subject to the approval of the Board of Directors, who may from time to time, declare the duties of the Golf Committee.

(f) Publicity

The Golf Professional shall report to the Publicity Chair. The Committee shall arrange for all weekend tournaments and important intra- and inter-Club tournaments being placed in the local newspaper to see that coming events are published for the convenience and interest of all members. They shall prepare and disseminate a periodic newsletter to the membership. All the above powers herein given are subject to the approval of the Board of Directors who may, from time to time, determine the duties of the Publicity Committee.

(g) Auditing

The Auditing Committee, consisting of three (3) members not on the Board of Directors, shall examine the records of the Treasurer at their convenience and shall certify the report of the Treasurer at the Annual Meeting of the Club. They are authorized, subject to the approval of the Board of Directors, to hire a CPA or other business or financial professionals to assist them in their duties.

(h) Entertainment

The Entertainment Committee shall promote and supervise all

social functions of the Club subject to the approval of the Board of Directors who may, from time to time, declare the duties of this Committee.

(i) Nominating

The Board of Directors shall act as the Nominating Committee. They shall carefully consider the interest of members to serve and search out interested and qualified candidates. At the September meeting of the Board of Directors, the Nominating Committee shall propose a list of members to be candidates for election to the Board of Directors to be voted on at the Annual Meeting of the Club. The Secretary shall post the list in the Clubhouse and Pro Shop at least thirty (30) days prior to the Annual Meeting of the Club. Any twelve- (12) members may nominate, in writing over their signature, other candidates for election to the Board of Directors. Such a list shall be given in hand to the Secretary-Treasurer or, in his absence, to the President or Vice-President not later than twelve (12) o'clock noon not later than the fifteenth (15th) day prior to the annual meeting. Such list, together with the signatures of the sponsors, shall be posted at once on the bulletin board. No person not nominated by either procedure above shall, without the unanimous consent of all the members present and voting, be eligible for election at any Annual Meeting against any person who has been so nominated. A list of the candidates shall be mailed together with the notice of the Annual Meeting to all active members at least seven (7) days before the Annual Meeting. No member shall vote for more candidates than there are offices to be filled, as doing so will render the ballot void.

10. ***Meetings of the Club***

(a) Annual Meeting

The Annual Meeting of the Club shall be held on a Friday in October. The Annual report of the officers and committees shall be read at this meeting and copies placed on file with the Secretary-Treasurer. The election of Directors shall take place at this meeting by secret ballot. The ballots are to be provided by the Secretary-Treasurer and three (3) tellers; the President or Chair of the meeting shall appoint no Directors tellers. The tellers shall distribute, collect and count the ballots, and they

shall inform the President or Chair the results of the election in writing and signed by each teller. The President or Chair shall announce the Directors elected and the reports will be filed with the Secretary-Treasurer. The tellers, having duly discharged their duties, will destroy the ballots.

(b) General Meetings

In addition to the Annual Meeting of the Club, there shall be one (1) general meeting to be held at the Club on a Friday in the month of May.

At the May meeting, in addition to the regular order of business, the President shall announce the names of the Committee Chairs and their comments, and the Secretary-Treasurer shall have copies available for any member who desires the same. Copies shall also be posted on the bulletin boards in the Clubhouse and Pro Shop. The Committee Chairs will outline their proposed program for the year and entertain suggestions from the members to help them carry out a program for the best interest of all.

(c) Special Meetings

Special the President may call Meetings of the Club at any time and he shall be obliged to call a meeting at the written request of twenty-five (25) members of the Club. Written notice of request for a special meeting called for by members shall consist of a clear statement of the business to be taken up and the signatures of the sponsors. The Secretary-Treasurer shall mail notice of all special meetings together with a statement of the purpose of the meeting to all members' seven- (7) days before said meeting. No other business than that stated on the notice may legally come before a special meeting.

11. Classification of Members and Dues

The following membership classifications shall be in effect in addition to other membership categories as may be set by the Board of Directors from time to time:

Class A -- Seven-Day Family Membership. Children under 18 are

ordinarily restricted until 2 P.M. on Saturday, Sunday and holidays.
1 VOTE (must designate who votes at meeting).

Class B -- Five Day Family Membership. Parents and children restricted to weekday play. Children under 18 are ordinarily restricted until 2:00 p.m. on holidays under this membership.
1 VOTE (must designate who votes at meeting). (See exception below*,**).

Class C -- Seven-Day Adult Single.
Seven-day adult single membership has no restrictions.
1 VOTE.

Class D -- Five Day Weekday Single membership.
1 VOTE (see exception below*,**).

Class E -- Seven Day Junior Membership (ages 12 to 17), are ordinarily restricted Saturdays, Sundays and holidays until 2 P.M.
NO VOTING PRIVILEGE. (See exception for Club championship*).

Class F -- Seven Day College Membership.
Seven-day college student membership for full-time college students with proof of status presented to the secretary.

* Weekday members (Class B, D, as well as class E) will be allowed to play in Club Championships without restrictions or additional green fees.

** Weekday members (Class B & D) wishing to play weekends, must pay green fees. If wishing to play weekend tournaments, must pay green fees and tournament fees.

A change in type of membership or annual dues or entrance fees is left to the discretion of the Board of Directors.

Dues are payable on February 15.

12. Election of Members

Application for membership shall be provided by the Secretary-Treasurer and may be obtained by any member of the Club. The application, properly filled out and endorsed by one member, shall be presented to the Secretary-Treasurer. The application will be turned over to the Membership Committee and the Board of Directors for their consideration. If preliminarily approved by the Membership Committee and the Board of Directors, the application duly endorsed by them will be returned to the Secretary-Treasurer, who will post the applicant's name on the bulletin board for a period of fourteen (14) days. If the Secretary-Treasurer receives no objections from a member in writing during this time, the application is accepted and the name is either immediately accepted or placed on the waiting list should there be no membership vacancies. When the membership is issued, the Secretary-Treasurer will issue a membership card to the applicant. If objection to any posted membership application is made, the Membership Committee and the Board of Directors shall meet to discuss and vote on the proposed membership following the posting period. If the Membership Committee rejects any application, the Secretary-Treasurer shall refund any money received to the applicant who may not re-apply for a period of six (6) months.

13. Limitation of Rights

No **Junior** shall be entitled to hold office or vote at any meeting of the Club or hold any right, title or interest in the property of the Club by virtue of such membership.

14. Non-Members

The course is open to non-members subject to payment of established playing fees or special rules as prescribed by the Board of Directors.

15. *Fiscal and Membership Year*

(a) Fiscal Year

The fiscal year of the Club shall end on the last day of December in each year.

(b) Membership Year

The membership year shall run from February 1st to January 31st of the following year.

16. *Changes in By-Laws*

The Club By-Laws may be amended or repealed in the following manner: Any member may present to the Secretary-Treasurer or any officer of the Club, under his signature, a written request stating the present By-Laws and the suggested revision desired. This proposal shall be taken up at the next meeting of the Club under new business. All Members shall be notified by mail of the revision or revisions to be voted on in the regular call for the stated meeting. A two-thirds (2/3) vote of the members present will be required to change the By-Laws or Rules and Regulations.

17. *Quorum*

Twenty (20) active members shall constitute a quorum at all regular or special Club meetings. Five (5) directors shall constitute a quorum for all meetings of the Board of Directors.

A majority of the committee members is required as a quorum for all committee meetings.

Whenever the By-Laws require a vote of the membership for action to be taken, a majority of those members present shall be sufficient unless otherwise noted.

Whenever there is less than a quorum present, a majority of the members present may recess the meeting from time to time without further notice. At such recessed meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

18. Order of Business

The order of business at all Club meetings shall be as follows:

1. Reading of records of the preceding meeting.
2. Reading of the Secretary-Treasurer's report.
3. Reading of Officers' or Committee reports.
4. Unfinished business.
5. Elections (Annual meeting only).
6. New business.
7. Adjourn.

19. Club Policies and Procedures

(a) The Board of Directors is authorized to establish reasonable policies and procedures and Rules of Conduct to carry out the activities of the Club. The goal of the policies and procedures and Rules of Conduct is to preserve the welfare and reputation of the Club and the membership. The Board of Directors shall post all newly enacted policies and procedures and rules of conduct for at least Thirty days (30) following adoption. If any member is aggrieved by any policy and procedure, that person may, upon thirty days notice, presented in writing to the Secretary-Treasurer, request that the specific policy or procedure be considered by the membership at the next annual meeting. Any policy and procedure and Rules of Conduct adopted by the Board of Directors shall remain in full force and effect unless rejected by two-thirds (2/3) of the membership present and voting at the annual meeting with a quorum present or unless revoked or amended by the Board of Directors.

(b) Rules of Conduct

The Board of Directors is authorized to adopt rules of conduct for

Club members in order to protect the good reputation of the Club and its membership among other reasons. They shall further have full power and authority to expel or suspend any member who has violated said rules of conduct. No member shall be expelled or suspended except by the affirmative vote by ballot of two-thirds of the Board present and voting and, not without fourteen (14) days' notice of the charge against that person. That member shall have an opportunity to appear at the next scheduled meeting of the Board of Directors to request reconsideration and to request reinstatement.

20. Resignations and Leaves of Absence

All resignations of the officers and members shall be made in writing addressed to the President or Secretary-Treasurer and may be accepted by the Board of Directors.

Any member who has been a Club member for at least five (5) years, may request a temporary leave of absence from the Club for a period not to exceed three (3) years so long as that member's dues are paid up at the time that the request for leave of absence is made. Upon the filing of said leave of absence, the Secretary-Treasurer shall certify to the Board the status of said member's dues payments. If dues are current, the member shall ordinarily be granted a leave of absence of not more than three (3) years for reasonable grounds shown. The Board of Directors shall liberally apply this rule in light of the mobility of the job market and the mobility of the membership. Any member on leave of absence shall be kept on the mailing list upon their request but shall not have voting rights or membership privileges during said leave of absence. The Board of Directors is authorized to establish a reasonable annual fee to be assessed to each member wishing to remain in leave of absence status. (Not more than three years.) Any member ceasing to be a member shall thereafter forfeit all membership rights and title in and to the property and privileges of this Club.

Revised/Adopted

October 19, 2001

Club Policies

1. A member introducing a person shall register at the office the name, residence and date of introduction, and shall be responsible for the conduct of all persons introduced by him and for all their debts and liabilities to the Club.

2. A non-member wishing to use the course for the purpose of playing golf must register with the Golf Professional before being allowed to play. The fee to be paid shall be determined by the Board of Directors.

3. Non-members introduced at the Club who have cause for complaint are requested to make the same in writing to the Chairman of the House or Grounds Committee, depending on the source of the complaint.

4. The Board of Directors may exclude any non-members if, in their judgment, such action is for the good and welfare of the Club.

5. Do not drop or lay golf bags or Clubs on the putting greens or adjacent aprons and collars.

6. Do not walk through or climb over banks at the back or sides or traps or hazards.

7. Replace all divots and smooth sand in sand traps and repair ball marks on greens.

8. Only low, flat-heeled shoes are permitted on the golf course.

9. Spiked shoes shall be worn only in the locker room and tap room and other areas with protective floor coverings.

10. It is the duty of every member to assist in enforcing the rules of the Club and the etiquette of golf. Please report any infractions of ground rules to the Chairman of the Grounds Committee, and infractions of the house rules to the Chairman of the House Committee. Violations by non-members should be called to their attention and, if repeated, report it to the Golf Professional who may, at his discretion, prohibit the use of the course to them in the future.

11. Refer to all privileges and restrictions under Article 11 "Classifications of Members and Dues.

12. Children under twelve (12) years of age are prohibited from using the course unless accompanied by an adult.

13. The rules of golf as provided by the U.S.G.A. shall prevail subject to special ground rules as printed on the official score card or as posted in the Pro Shop.

14. Motorized carts shall be operated in a manner that will minimize damage to the course. Operators shall observe and obey cart direction signs posted at approaches to the green. Obvious soggy/wet areas and casual water shall be avoided to minimize the damage to the course.

15. Slow play is the most annoying infraction of basic etiquette and will not be tolerated. A reasonable time of two hours should not be exceeded for nine holes of play. Excessive slow play may subject members and non-members to disciplinary action.