

1. DEFINITIONS

1.1 In these By-Laws, unless the context otherwise requires:

(a) “**Adult Member**” means a person who has attained the age of 19 years as of April 1st, and has paid a membership to the Club;

(b) “**Board**” means the Board of Directors of the Club;

(c) “**Club**” means the Vulcan Golf and Country Club;

(d) “**Director (s)**” means a person who has been elected as a director of the Club at a General Meeting.

(e) “**General Meeting**” means the Annual General Meeting or a Special Meeting.

(f) “**Student Member**” means a person who can validate full time attendance at an educational institution for the current year, and has not attained the age of 23 years as of April 1st.

(g) “**Junior Member**” means a person who has not attained the age of 19 years as of April 1st.

(h) “**Member(s)**” include Adult members, Student members, and Junior members.

(i) “**Member(s) in good standing**” means a member who has paid their full current annual membership dues

(j) “**Society**” means the Vulcan Golf and Country Club and its members.

The name of the Society shall be the **Vulcan Golf and Country Club**.

2. MEMBERSHIPS

All members shall be categorized as follows with rights and privileges as indicated:

A. VOTING MEMBERS

- i) **Active** resident members shall be persons who have attained the age of 19 years as of April 1st, resident in the County of Vulcan, who pay the yearly golf membership fee as set by the Society. Any active resident member has the right to vote at any Annual General or Special General Meeting of the Society and is eligible for any office in the Society, as well as enjoying all other benefits and privileges of the Society.
- ii) **Lifetime** members shall be persons awarded such membership by the Board as a reward for outstanding and continuous contribution to the Society. Any lifetime member has the right to vote at any Annual General or Special General Meeting of the Society and is eligible for any office in the Society, as well as enjoying all other benefits and privileges of the Society.
- ii) **Active non-resident** members shall be persons over the age of 18 years, residing outside the boundaries of the County of Vulcan who pay yearly golf membership fee as set by the Society. Active non-resident members do have the right to vote at any Annual General or Special General Meetings of the Society. They shall not be eligible for any office of the Society. All other benefits and privileges of the Society are extended to non-resident members.

B. NONVOTING MEMBERS

- i) **Social** members shall be persons holding Associate memberships. Social members do not have the right to vote nor are they eligible for any office in the Society. Privileges of social members are restricted to club house functions.
- ii) **Student** members shall be persons who can validate full-time attendance at an educational institution for the current year and has not attained the age of 23 years as of April 1st.
- iii) **Junior** members shall be persons between the ages of 12 and 18 years who pay the yearly junior membership fee as set by the Board. Junior members do not have the right to vote nor are they eligible for any office in the Board. All other benefits and privileges of the Society are extended to the junior members.

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- iv) **Pre-Junior** members shall be persons between the age of 7 and 11 years who pay the yearly pre-junior membership fee as set by the Board. Pre-junior members do not have the right to vote nor are they eligible for any office in the Society. All other benefits and privileges of the Society are extended to Pre- Junior members **when accompanied by an adult.**

3. MEMBERSHIP FEES

Membership fees and due dates for said membership in the Society shall be set by the Board of the Society annually. The members of the society shall be notified of any changes to membership fees and or due dates by mail.

4. RESIGNATION OF MEMBERS OF THE SOCIETY

Resignation of a member of the Society:

- A. Is automatic if the annual membership fee set by the Board is not paid by the date set by the Board;
- B. Shall be sent to the Executive of the Society in writing.

5. SUSPENSION/EXPULSION OF A MEMBER OF THE SOCIETY

The Board may:

- A. Suspend or expel a member of the society if the actions of the member while representing the Society are determined detrimental to the Society.
- B. Notice of such suspension or expulsion:
 - (I) Shall state the reason for the action taken:
 - (II) Shall state the duration if action taken is suspension.
- C. Written notice of the action taken by the Board pursuant to Clause (a) and (b) shall be given to the member by either
 - i. Delivering personally such written notice to the member *or*
 - ii. Delivering such written notice to the member by registered mail to the member's last known address.

A written notice shall be deemed received by the member on the day of its personal delivery or on the day following the notice posted by registered mail to the last known address of the member.

6. MEETINGS

6.01 An Annual Meeting is to be held yearly within one hundred and eighty (180) days after the fiscal year, at which time an audited financial statement from the current fiscal year shall be presented. The fiscal year being November 1 to October 31 of each year. The date and location of this meeting will be determined by the Board.

6.02 Written notice of time and place of all General or Special General Meetings and the nature of the business to be transacted shall be mailed, telephoned, emailed or published in the local paper to the membership at least (30) days prior to the date of the meeting.

6.03 The Board may call a Special General Meeting when deemed necessary to consider urgent matters of business which cannot be held over until a General Meeting. Means of notice of a Special General Meeting shall be convened in the same manner as required in calling a General Meeting.

6.04 The Board shall call a Special General Meeting if requested, in writing, by not less than fifty (50) of the Members in good standing, of the Society.

6.05 Any member of the society in good standing shall be permitted to attend any Board meeting. If such member wishes to be on the agenda then written notice must be given to the President seven (7) days prior to the meeting.

6.06 The presence, or represented by proxy, of at least (30) members in good standing, shall constitute a quorum at a General or Special General Meeting.

7. BOARD OF DIRECTORS AND ITS POWERS

7.01 The business of the Society shall be determined by a Board of Directors consisting of

A. *Nine (9)* Directors elected from the general membership

i. Shall hold office until the second Annual Meeting after their election or until their respective successors have been elected or appointed.

ii. For purposes of this section, a term of office shall be two (2) full fiscal years.

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B. One Town Councillor appointed by the Town of Vulcan shall be a voting member of the Board until such time as the town is no longer making loan payments on behalf of the Vulcan Golf and country Club, and all outstanding loan related debt owed to the town has been repaid.

7.02 At each Annual General Meeting of the Society, there shall be an election of directors. On each even dated year there will be 4 directors elected and the odd years there will be 5 directors elected.

7.03 At the first meeting of the Board of Directors after the general meeting of the Society at which they were elected, the Board shall elect from its members a

- (a) President
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer

Notwithstanding Bylaw 7.03, the Board may designate one individual to fill both the offices of Secretary and Treasurer

- 7.04 The Board of Directors shall, subject to these by-laws and direction given them by a majority vote at any General or Special Meeting of the Society have full control and management of the business affairs and policies of the Society.
- 7.05 The Board of Directors shall have the authority to borrow money, short term (one fiscal year or less) for the operating cost of the society.
- 7.06 Any Capital proposal in excess of \$100,000 shall be approved by the general membership at an Annual General or Special General Meeting.
- 7.07 Meetings of the Board shall be held as often as the business of the society requires and be not less than one monthly. A special meeting may be called on the instruction of any three (3) members of the Board thereof provided they request the President in writing to call such a meeting. Meetings of the Board shall be called with at least seven (7) days notice, in writing, mailed or emailed to each member of the Board or by at least (3) three days' notice by telephone. Any five (5) members of the Board shall constitute a quorum and the meeting may be held without notice if notice is waived by all the Directors in writing.
- 7.08 If a vacancy occurs in the office of President, it shall be automatically filled by the Vice-President whose office in turn shall be vacated and filled by appointment by the Board from the Board with such appointments to end at the next General Meeting.

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- 7.09 If a vacancy occurs in the office of the Vice-President, it shall be filled by appointment by the Board from the Board with such appointment to end at the next General Meeting.
- 7.10 Any Vacancy in the Directorship shall be filled from appointment of the general membership by the Board.
- 7.11 The Board shall serve without remuneration but any member shall be reimbursed in the amount for travelling expenses and other expenses incurred in discharging the business of the Society upon having Board approval.
- 7.12 The Office of a Director shall be vacated if:
- A. the Director:
- By notice in writing, to the Society resigns his office.
 - Ceases to be a member of the Society.
- B. Any Director shall be removed from office by a seventy-five (75%) percent majority vote of members present at an Annual General or Special General Meeting.

8. OFFICERS OF THE BOARD

- A. President
- i.) Shall be ex-officio member of all Committees
 - ii.) Shall, when present, preside at all meetings of the Society and of the Board.
 - iii.) Shall in the case of a tie vote at any such meeting have the deciding vote.
 - iv.) Shall submit to the Annual General Meeting a report of general business.

NOTE: In his absence the Vice-President shall preside at any such meetings, and in the absence of both, a chairperson elected by the Board shall preside.

- B. Vice-President

The Vice President shall have full voting power. In the absence of the President he/she shall preside at any such meetings.

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C. Secretary

i.) The Secretary shall attend all meetings of the society and of the Board and shall keep accurate minutes of the same.

ii.) Shall give notice of meetings either by mail, telephone, email or FAX

D. Treasurer

Shall present to the Annual General Meeting a statement duly audited as hereinafter set forth of the following financial position of the society and submit a copy to the Secretary for the record of the Society.

E. Standing or Special Committees

The Board may appoint special committees, consisting of such persons who need not be members of the Society. Any committee so appointed shall exercise such powers as may be conferred upon them by the Executive. The members of such committee may meet together for the conducting of business, adjourn and regulate meetings as they see fit.

9. AUDITING

The books and accounts of the Society shall be reviewed by an independent auditor appointed for that purpose by the Board. A complete and proper statement of the standings of the books for the previous year shall be submitted by the auditors at the next Annual General Meeting of the society. October 31st in each year shall be the end of the fiscal year of the society.

10. INSPECTION OF BOOKS AND ACCOUNTS

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

11. BORROWING POWERS

11.01 The Board shall have the authority to borrow money, short term (one fiscal year or less) for the operating cost of the club.

11.02 For the purpose of carrying out its objectives, the Board may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures but its power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

12. SIGNING AUTHORITY

Signing officers for the Association shall be decided upon by the Board.

13. VOTING

13.01 Any active voting member who has not withdrawn from membership nor been suspended, nor expelled as herein provided shall have the right to vote at any meeting of the Society. Such votes can be made in person or represented by proxy.

13.02 A proxy shall be dated and be in writing in any effective form under the hand of the appointer and it need not be attested. A person who holds a proxy must be a voting member.

No proxy shall be valid after the expiration of twelve (12) months from the date of its execution unless specified in the instrument of proxy.

The proxy shall be presented at the meeting or deposited at the club at least forty-eight (48) hours before the time for holding the meeting. If there is any default in this procedure for the deposit of proxy it shall not be treated as valid.

14. RESCINDING OR AMENDING BYLAWS

14.01 The by-laws of the society can be changed only by a special resolution of the members.

14.02 Changes to the by-laws passed by a special resolution shall be registered with the Corporate Registry.

15. SPECIAL RESOLUTIONS

In these by-laws Special Resolution means:

- A. a resolution passed:
 - i.) at a General or Special General meeting of not less than thirty (30) days notice specifying the intention to propose the resolution has been duly given, and
 - ii.) by such majority of not less than three-fourths (3/4) of such members entitled to vote are present in person at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
- B. A resolution proposed and passed as a special resolution at a General Meeting of which less than thirty (30) days' notice has been given, if all members entitled to attend and vote at that General Meeting so agree.

16. CUSTODY OF THE MINUTES AND BOOKS

- A. The Secretary shall prepare and the Manager shall have custody of the minutes of proceeding of meetings of the Society and of the Board and all other books and records of the Society.
- B. Copies of the minutes of the Annual General Meetings and/or Special General Meetings shall be available to all members two weeks following the next Annual General or Special meeting.

17. CUSTODY OF THE SOCIETY'S SEAL

The society's seal shall be kept in the custody of the secretary and shall be used only by the secretary for the purpose of the society's business.

18. ROBERTS RULES OF ORDER

Any rules of Procedure or Rules of Order not covered elsewhere in these By-laws shall be governed by Roberts Rules of Order.