

AMENDED AND RESTATED BY-LAWS  
of  
BRAEMAR MEN'S CLUB

Adopted: September 21, 2017

PURPOSE

The Braemar Men's Club is organized primarily:

1. To provide opportunities for competitive golf;
2. To provide social contact among its golfing members;
3. To promote proper habits and observance of golfing rules and courtesies concerning play and upkeep of the golf course;
4. To promote golfing activities at Braemar; and
5. To join with other organizations in carrying out its purposes and to assist, to the extent practicable and requested by management of Braemar Golf Course, in appropriate administrative functions at Braemar.

ARTICLE I

MEMBERSHIP

Section A. Requirements

1. Age and Character. The members of Braemar Men's Club (hereinafter called "Club") shall be male persons of good character, of the age of 18 or over.
2. Braemar Golf Course Membership. Each Member must purchase their USGA handicap service in accordance with such policies as are established from time to time by the Board, consistent with any current arrangements between Braemar and the BMC. Members are encouraged to purchase this service in conjunction with the purchase of a Braemar Players Card.

Section B. Applications

1. Form. All applications for membership shall be made in writing, on such form and contain such information, as may be approved by the Board from time to time. Every application shall be submitted in the manner approved by the Board.

2. Processing of applications. Applications for membership shall be processed in such manner and in accordance with such rules as shall be established by the Board from time to time.

3. Acceptance of Applications. Applicants are accepted for membership upon approval by the Membership Chairman.

#### Section C. Membership

1. Total Membership. The total membership, exclusive of Honorary, Emeritus, and MLOA members, shall be no more than 350 until such time as the Board shall, by appropriate action, increase or decrease the limits.

2. Carryover of Memberships. Each Regular member in good standing shall automatically become a member for each year thereafter, provided that his dues are paid when required and all other qualifications and requirements, established by the Club, are met.

3. Waiting List. The names of all new applicants for membership shall be placed on the current waiting list in the order in which they are received. The Membership Chairman shall maintain and update the waiting list.

4. Reapplication of Former Members. A Former Regular member, who left the Club in good standing, may reapply for membership. Such applicant shall not receive preference on the waiting list and shall be subject to all requirements of membership applicable at the time of reapplication.

5. Declination of Membership. Applicants on the waiting list, who are offered membership, but decline such membership, will be removed from the waiting list. Any subsequent membership application by the individual will be placed at the end of the current waiting list. An exception to this rule would be those with a bona fide medical condition or other circumstances that would support a Member Leave of Absence under Section D.2. below.

6. No Assignment or Transfer. Memberships may not be assigned or transferred and shall terminate upon death, resignation, expulsion or not meeting BMC requirements.

#### Section D. Classification of Members.

1. The following constitutes the classifications of members that may be changed from time to time by the Board:

(a) Regular Membership. A Regular member is a member in good standing that maintains his eligibility.

(b) Distinguished Service Membership

1. Those nominated are current club members who have rendered especially meritorious service to the Club, community or in the promotion of municipal golf and golfers.

2. Those appointed shall be entitled to the same privileges and obligations as required of regular members with the exception of the requirements of annual dues and rounds of golf and event participation. For complete playing privileges a Distinguished Service Member must fill out a renewal form.

3. Distinguished Service Members are entitled to:

A. Listing in the BMC Roster as a Distinguished Service Member.

B. Receive all BMC mailings.

C. An Invitation to attend the spring Kick Off Meeting and Annual meeting.

D. Attendance at any of the dinners following other BMC Stags by making a dinner reservation and paying \$10.00.

E. Are eligible for prizes at any event they attend.

(c) Membership Emeritus. A BMC Membership Emeritus may be offered to all former BMC Members who have completed at least five years in the BMC, subject to the following:

1. This is not a golf membership.

2. The annual fee for a BMC Member Emeritus is \$20.00.

3. BMC Members Emeritus will be entitled to:

A. Listing in the BMC Roster as a Member Emeritus.

B. Receive all BMC mailings.

C. An invitation to attend the spring Kick Off Meeting and Annual meeting.

D. Members Emeritus can attend any of the dinners following other BMC Stags by making reservations and paying \$10.00. Members Emeritus are eligible for door prizes.

4. BMC Members Emeritus who fail to renew in a subsequent year may, upon renewal of the annual dues, re-enroll as a Member Emeritus in a later year.

5. BMC Members Emeritus who wish to return to regular BMC golf playing membership must complete an application for membership. They will be placed in active member status.

2. Member Leave of Absence (MLOA)

The Board may grant a member MLOA status. The following Rules shall apply:

(a) Requests for MLOA status must be directed to the Board, stating the reason for the request and the expected length of absence. In no event can the request extend beyond the golf season (See Article I, Section H, Item 3) in which the MLOA is to be applicable. The maximum length of an approved MLOA is one local golf season.

(b) The Board shall grant MLOA status only if the request is made in a timely manner and then only if good cause is shown.

(c) MLOA status may be granted for any specific circumstances acceptable to the Board. Any member granted MLOA status shall be exempted from such requirements of regular membership, including payment of membership dues and/ or required participation in events, to the extent determined by the Board in individual circumstances.

Section E. Notice of Admission

The President shall formally notify an applicant of his admission to membership.

Section F. Acceptance of Membership

The payment and receipt of annual dues as required shall constitute acceptance of membership and agreement by each new member to abide by the By-Laws and all rules of the Club. The membership chair shall enter the new member's name on the rolls of the Club.

Section G. Resignation

All resignations from membership shall be in writing and be presented to the Membership Chairman for acceptance by the Board. Failure to renew membership will be deemed resignation for purposes of the provisions of Article I, Section C.

Section H. Retention of Membership

1. Maintaining Eligibility. All Regular members must play in at least one of the following major events each year; Spring Stag, June Stag, Guest Day, Fall Stag or Club Championship. The overall quantity of events and their formats may change from time to time at

the discretion of the board. The annual membership enrollment and re-enrollment forms govern this policy.

And, in order to encourage members to mix with other members while enjoying the game of golf, each Regular member must register and participate in at least one of the following events: Tuesday Match Play, Wednesday Match Play, Thursday Net Play, Saturday Net Play, or the Best Weekly Net event. Eligibility requirements may change from time to time – the current year’s roster is the authority on this requirement.

2. Participation in Major Event. If a member does not meet the eligibility requirements for a season (year 1), the member will be permitted to rejoin, but as a conditional member. They will be assessed a \$25 fee in addition to the membership dues paid for the following season (year 2). If this same member does not meet the requirements for this second year (year 2), then the member will be required to sit out a season (year 3) before readmission will be considered.

3. Season. The “Season” shall be defined as beginning April 1<sup>st</sup> through October 31<sup>st</sup> of each year.

## ARTICLE II

### MEMBERSHIP REGULATIONS

#### Section A. Membership Dues

The annual Regular membership dues shall be in such amount and payable in such manner as may be fixed from time to time by the Board.

#### Section B. Payment of Dues

1. Due Date. The Board shall notify the Regular members of the amount of dues payable for the next season, by notice sent no later than November 30th in each year.

2. Payment. Payment must be received with application. An application submitted electronically will not be considered complete until payment is received.

3. Event Dues. Members in all classifications shall pay event dues in such amount as may be fixed from time to time by the Board.

#### Section C. Discipline

1. Conduct Subject to Discipline. Any member whose conduct shall be deemed to be improper or likely to endanger the welfare, harmony or good reputation of the Club or of its members or who is not continually in good faith responsive to his obligations or shall willfully violate any provisions of the By-Laws or rules of the Club or the rules of the Braemar Golf

Course may be reprimanded, suspended or expelled from the Club by action of the Board. All complaints against members, directors and officers of the Club must be made to the Secretary of the Club in writing. While the complaint is being investigated, the member shall continue to enjoy the privileges of the Club. The Board shall refer the complaint to an appropriate Special Committee for investigation.

2. Board Action. The Special committee shall report its findings and make its recommendations in writing to the Board. A special Board meeting will be called to consider the committee recommendations. Notice of the meeting of the Board shall also be given to the offending member, mailed at least seven (7) days in advance of the meeting, and shall include a statement of the charges against the member and the findings and the recommendation of the committee. At the meeting of the Board, counsel may represent the member, and he shall have an opportunity to be heard in his own defense. After hearing the member, the Board may, by three-fourths (3/4) vote of the Directors present, reprimand, suspend or expel the member. The Board shall be the sole judge of what constitutes improper conduct or conduct likely to endanger the welfare, harmony or good reputation of the Club or its members, or whether said member was not continually responsive to his obligations or what constitutes willful violation of the provisions of the By-Laws or rules of the Club.

3. Expulsion. Any member of the Club who has been expelled shall not again be eligible for membership.

4. Appeal. If, at any time within thirty (30) days after the suspension or expulsion of a member by the Board at least five percent (5%) of the Regular members request in writing that a special meeting of the members of the Club be held to reconsider the matter, the Secretary shall give notice of such a meeting in accord with Article III, Sec. C. The President shall convene such a meeting and shall afford the suspended or expelled member an opportunity to be heard. The member may then be reinstated by an affirmative secret ballot vote of two-thirds (2/3) of the members present and voting.

#### Section D. Liquidation

Upon liquidation of the Club, the persons who are then Regular members in good standing shall share in the assets remaining after payment of all debts.

#### Section E. Rules

Members are encouraged to communicate their comments, suggestions and complaints directly to the Board, or appropriate committees involved, for action in establishing such rules that will enhance their enjoyment of the facilities and services of the Club. Rules governing the various activities of the Club may be developed by the appropriate committees and proposed to the Board from time to time. Following approval, such rules shall be posted on the Club's web site for a period of thirty (30) days.

## ARTICLE III

### MEMBERSHIP MEETINGS

#### Section A. Annual Meeting

1. Purpose and Day. The annual meeting of the Regular membership of the Club shall be held as close as possible to the third Thursday of October of each year at such place and at such time as may be designated by the Board. Such meeting shall receive reports of officers, elect directors and transact such other business as may properly be brought before the meeting.

2. Omitted Meeting. In the event the Board does not call an annual meeting as provided for in these By-Laws, five percent (5%) of the Regular members may, by written action, require the Secretary to send a notice to each Regular member announcing such membership meeting at a time and place to be specified in the notice. Any business transacted at such meeting, a quorum being present, shall be binding on the Club.

#### Section B. Special Meetings

1. Call. Special meetings of the Regular members may be called by the President at any time or within ten (10) days of the adoption of a resolution by the Board to that effect, or upon the written request of at least 5% of the membership of Regular members of the Club. Any announcement of a special meeting shall be in writing and shall include a statement of the purpose of the meeting. At such special meeting, if so stated in the notice, any matter pertaining to the affairs of the Club may be considered, including but not limited to the amendment of the By-Laws.

#### Section C. Notices

1. Notice Requirements. The Secretary shall give at least five (5) days' notice to every Regular member in good standing of the time, place and date of the annual or any special meeting. Notice of special meetings must contain a statement of the purpose for which the special meeting was called, and no other business may be transacted at that meeting.

2. Member Addresses. Every member shall be required to provide a current email address with the Secretary. Failure to provide an email address, including a change of email address, shall be regarded as a waiver of any notice provided in the By-Laws.

#### Section D. Quorum

A quorum at any meeting, annual or special, shall consist of at least 5% of the Regular members in good standing present in person at the opening of the meeting. A smaller number present at any meeting may adjourn the meeting, after waiting a reasonable time, to another day and time, in which case written notice of such adjournment must be mailed by the Secretary to each Regular member and posted on the Club's web site.

Section E. Vote

Only Regular members in good standing shall be entitled to vote at an annual or special meeting.

Section F. Cumulative Voting

There shall be no cumulative voting.

Section G. Proxies

There shall be no absentee voting or voting by proxy.

Section H. Conduct

Robert's Rules of Order Revised shall govern the conduct of all meetings of the Club when not consistent with these By-Laws.

Section I. Adjournment

Any meeting of the Regular membership may be adjourned from time to time subject to being reconvened by the presiding officer subsequent to the time of adjournment. Written notice thereof shall be given to all Regular members.

ARTICLE IV

GOVERNMENT

Section A. Management

1. Board of Directors. The control, business and management of the affairs of the Club shall be entrusted to and vested in a Board of Directors (Board) composed of thirteen (13) elected directors. The terms of not fewer than nine of the elected directors (referred to herein as the Regular Directors) shall be for three (3) years and shall be staggered so that not less than three nor more than five Regular Directors are elected each year. Of the remaining directors, not more than four shall have terms of one year (these directors shall be referred to herein as the "One-Year Directors"). The term of each director shall commence upon the calling to order of the annual meeting of the Regular membership and shall terminate upon the election of their successor. If a "Special Ticket" is presented the term of each director so elected shall commence upon completion of voting as provided. All Regular Directors and One-Year Directors may be nominated to succeed themselves for an unlimited number of terms.

2. How elected. At least forty-five (45) days prior to the annual meeting of the Regular membership, the President and Membership Chairman shall prepare, or shall appoint a nominating committee to prepare, a slate of one Regular member candidate for each directorship about to expire. This slate of candidates will be known as the "Regular Ticket." The Regular Ticket should be made available (via email and web site) to the Regular membership not less than seven (7) nor more than thirty (30) days prior to the annual meeting. Further nominations

may be made when not less than twenty (20) Regular members nominate, as a “Special Ticket”, Regular members as candidates for such vacancies differing in whole or in part from the “Regular Ticket”. The Special Ticket shall be signed by all of the members so nominating the Special Ticket and must be submitted to the Secretary at least five (5) days prior to the annual meeting.

Ballots will be prepared by the Secretary showing the names of the duly nominated candidates, showing first the Regular Ticket and, immediately following, those candidates on the Special Ticket, if any. No ballot or candidates other than as above provided shall be voted.

If no Special Ticket is requested as above provided, then the candidates proposed by the President and Membership Chairman, or by the nominating committee, shall be the newly elected directors of the Board. If there is a Special Ticket then the candidates for the vacancies receiving the highest number of votes shall become the new directors of the Board. In case of ties for a vacancy the tie shall be determined by a coin flip.

#### Section B. Officers

1. Within thirty (30) days next preceding the annual election of directors, the Board shall elect from its members a President and a Vice President who shall serve in such capacities for a term of Two (2) years, or until their successors are duly elected and qualified, commencing with the adjournment of the annual meeting of the Regular membership. If a Regular Director with only one year remaining on his term shall be elected as President or Vice President, such Regular Director shall be deemed to be re-elected for another three-year term succeeding his current term to allow the completion of his term as President or Vice President. Within twenty (20) days next succeeding the annual election of directors, the Board shall elect from its members a Secretary and a Treasurer, who shall serve in such capacities for a term of one (1) year and or until their successors are duly elected and qualified. In the same manner, the Board may, in its discretion, elect an Assistant Secretary and an Assistant Treasurer. All officers, including but not limited to President and Vice President, may be nominated to succeed themselves for an unlimited number of terms.

#### Section C. Vacancies

Any vacancy occurring in the Board or in any office shall be promptly filled for the unexpired term by the remaining members of the Board, except that in case of a vacancy in the office of President, the vice-president shall be elevated to that office and a new vice-president shall be elected.

#### Section D. Meeting of the Board

1. Regular and Special Meetings. The Board shall have a regular monthly meeting at the Braemar Golf Club Clubhouse or at some other convenient place determined by the President. The Board shall have the right at a previous meeting to determine the time of any next meeting. Special meetings of the Board may be called at any time by the President at such times and places he may direct by giving to the Board members at least five (5) days’ notice. Should at least three (3) members of the Board petition the President to call such meeting, he shall do so. If he refuses to do so, then the three (3) petitioning members may call such meeting by notifying

the Secretary who shall give notice of the meeting, stating the business to be brought before the Board to each director at least five (5) days prior to said meeting.

2. Quorum. A quorum at any meeting of the Board shall consist of not less than seven (7) members. Unless otherwise provided herein, a majority vote of the quorum shall rule.

3. Attendance at Meetings. Failure by a Board member to attend three (3) successive meetings of the Board shall subject said Board member to action for removal from office.

4. Other. The Board shall have the power to generally do everything permitted by law, by statute, and by these By-Laws, that may be for the best interests of the Club, including the making of reciprocal agreements with other clubs, to invite special guests, to arrange for special programs, to elect, suspend, and expel members, to create standing and special committees, and to determine the interpretation or construction of the By-Laws or any parts thereof which may be in conflict or of doubtful meaning and therein their decision shall be final.

## ARTICLE V

### ORDER OF BUSINESS

The order of business for regular meetings of the Board of Directors shall be as follows:

- A. Roll Call
- B. Approval of Minutes of Membership and Directors' Meetings.
- C. Reports of Officers.
- D. Reports of Committees.
- E. Unfinished Business.
- F. New Business.
- G. Election and Appointment of Committees.
- H. Adjournment.

The same order of business, so far as applicable, shall pertain in membership meetings, except that election of directors shall come under the head of Election and Appointment of Committees.

## ARTICLE VI

### DUTIES OF OFFICERS

#### Section A. President

The President, or in his absence the vice-president, shall preside at all meetings, enforce an observance of all of the By-Laws and rules, appoint all standing committees with the approval of the Board, call special meetings of the Club and perform all other duties usually pertaining to the office. The President shall be an ex-officio member of all committees. He shall have the

authority to fill all vacancies on the committees, and to remove the members of any committee subject to the confirmation of the Board. The President shall also have general supervision of the affairs of the Club. He shall have power to sign all checks, certificates, evidences of indebtedness, and other instruments executed by the Club, and shall perform all other duties as are incident to his office or properly required of him by the Board.

Section B. Vice-president

The vice-president shall preside at all meetings in the absence of the President. The vice-president shall have the power, jointly with the President or the Secretary, to sign notes, bonds, contracts or other instruments on behalf of the Club, which have been approved by the Board. He shall serve as Membership Chairman.

Section C. Secretary

The Secretary gives notice for all meetings, regular and/or special. He shall keep a record of all the meetings of the members of the Club and of the Board of Directors. Complaints against members, directors or officers must be made to the Secretary in writing.

Section D. Treasurer.

The Treasurer shall have custody of all of the money and securities of the Club and keep record books of account. He shall deposit all moneys received by him in such bank or banks as the Board of Directors may designate. He may sign checks, notes, and other evidences of indebtedness and shall perform all duties incident to his office or that are properly required of him and shall make regular accounting to the Club of its finances.

Section E. Removal

Any officer of the Club may be removed for cause by the affirmative vote of at least eight (8) members of the Board.

## ARTICLE VII

### COMMITTEES

Standing Committees, Special Committees and Activity and Event Chairmen shall be appointed annually by the President with the advice and consent of the Board. Standing Committees shall include:

FINANCE AND BUDGET COMMITTEE. The Finance and Budget Committee shall consist of the Treasurer, President and up to three (3) additional Board members.

RULES AND GREENS COMMITTEE. The Rules and Greens shall consist of the Braemar Golf Course Manager, course Professionals, BMC President and at least two (2) other BMC members. The two BMC members will be voted on by the Board annually.

HANDICAP COMMITTEE. The Handicap Committee shall have a chairman and several members appointed by the chairman. Among other responsibilities, the committee shall monitor the cards and rounds of BMC members to assure that the score cards are appropriately completed and attested. The Membership Chairman is an “ex officio” member of this committee to assure that he has information necessary to monitor membership requirements.

NOMINATING COMMITTEE. Any Nominating Committee appointed from time to time shall consist of such members of the Board or Regular membership that the President may select, including any retiring directors and any available Past Presidents of the Club.

## ARTICLE VIII

### AMENDMENTS

These By-Laws may be repealed, amended or altered, in whole or in part, by a majority of the Regular members present at any regular meeting of the membership or any special meeting of the Club called for that purpose. In the alternative the Board, by two-thirds (2/3) vote, may adopt, amend, alter or repeal these By-Laws at any regular meeting or special meeting due notice of which has been given for said purpose. Amendments adopted by the Board shall be announced at the next regular meeting of the membership and a current copy of the By-Laws shall be posted on the web site.