

# **Bylaws of Orleans Country Club, Inc.**

An additional document referred to as the Policies and Procedures of Orleans Country Club, Inc. provides further detail and clarification for the Articles within these Bylaws. The Policies and Procedures manual is a working document for the Board of Directors and is reviewed annually.

## **Article 1. Corporation Certificate Holder Memberships**

1. Membership in the Corporation is open to anyone 18 years or older.
2. In order to be elected by the Corporation to the Board of Directors, one must be a Corporation Certificate Holder.
3. Corporation membership is defined as a person who has purchased a Corporation Certificate and has a permanent interest in the club, its affairs, historically and long term. Corporation Certificate Holder Memberships in Orleans Country Club, Inc. are individual and non-transferable.
4. The fee for a Corporation Certificate Membership shall be determined by the Board of Directors.
5. Corporation Certificate Members, who have paid the membership fee, shall be entitled to any vote in the management of the Corporation and its affairs.

## **Article 2. Annual Playing Golf Course Memberships**

1. Annual Playing Golf Course Memberships are available to all persons on an annual basis. Each individual may choose which type of golf course membership they wish to purchase. The types of memberships are identified annually on the current year's playing golf course Membership Application.
2. The Board of Directors may confer Honorary Playing Golf Course Memberships upon those whom they feel have contributed to the advancement of golf and Orleans Country Club, Inc. The unanimous affirmative vote of the Board of Directors shall be required to approve such action.

## **Article 3. Corporation Meetings**

1. The Annual Meeting of the Corporation shall be held in person or virtually at such a time and place (located within the Town of Barton, Vermont), as shall be determined by the Directors, for the purpose of electing Directors and for the transaction of such business as may come before the meeting.
2. The Secretary of the Corporation shall cause each Corporation Certificate Holder to be provided with the notice of the date, time, and place of the Annual Meeting of the Corporation, at least seven (7) days prior to such meeting. This notice shall be provided via email, e-blast, and/or public notice in the local newspapers, as well as by mail, if a written request had been submitted, prior to 2019.
3. Any Special Meetings of the Corporation may be held at the direction of the President of the Board, or any three (3) Directors of the Board.
4. Special meeting notices will follow the same manner as the Annual Meeting of the Corporation notices, as stated in Article 3, Corporation Meetings, Item 2.
5. All Annual Meetings of the Corporation and Special Meetings are open to any Corporation Certificate Holder and their guests who are non-voting visitors.
6. Any Corporation Certificate Holder may be represented by proxy at any Annual Meeting of the Corporation or Special Meeting of the Corporation Certificate Holders.
7. Each Corporation Certificate Holder shall be entitled to one (1) vote at any Annual or Special Meeting of the Corporation.

#### **Article 4. Board of Directors**

1. No person who is a convicted felon shall be eligible to be on the Board of Directors.
2. The Corporation Certificate Holders shall elect four members of the Board every year at the Annual Meeting of the Corporation. Each of those elected will serve a term of three years. Additional members of the Board may be elected, if it is necessary to complete the term of a Board Member who is no longer participating on the Board.
3. The Board of Directors shall consist of 12 members.
4. Board of Director meetings will be held monthly in person or virtually.
5. The Board of Directors shall appoint a Nominating Committee consisting of three to five members of the Board at least five weeks prior to the Annual Meeting of the Corporation.
6. At each Annual Meeting of the Corporation, four directors shall be elected by written ballot or by a Proxy Vote submitted prior to the Annual Meeting of the Corporation. Additional directors shall be elected in the same manor, if it is necessary to complete the term of a Board Member who is no longer participating on the Board.
7. Duties of the Board of Directors
  - a. Shall have general supervision and control over fiduciary affairs of the Corporation and may exercise and administer such duties and privileges as the laws of the State of Vermont invest in directors of non-profit corporations.
  - b. Shall maintain Policies and Procedures based on present and past guidelines for Orleans Country Club, Inc. capitalizing on the expertise brought to the board by its members. Policies and Procedures will be reviewed and updated annually. The Policies and Procedures manual is a working document for the Board of Directors and is not voted on by the Corporation Certificate Holders.
  - c. May resolve a conflict of interest, which may arise with discussion and a vote. Resolution is recorded in the minutes.
  - d. May fill any vacancies among its members until the next Annual Meeting of the Corporation.
  - e. Shall elect one of its members President of the Corporation and shall also elect a Treasurer, a Secretary, and one or more Vice Presidents.
  - f. Shall appoint a Clerk for the Board of Directors who may hold a non-voting position of the Board of Directors, or may also be an elected Board member.
  - g. Shall appoint a Bookkeeper who may hold a non-voting position of the Board of Directors, may also be an elected Board member, or be an outside contractor.
  - h. Shall appoint a Registered Agent responsible for filings with the VT Secretary of State Office biannually on even years.
  - i. Shall appoint Committees for conducting the affairs of the Corporation. Committees must have a minimum of one member of the Board of Directors acting as liaison to the board. Committee Chairs, committee members and the duties of each committee are published in a separate document on an annual basis.
  - j. Shall establish, and adjust, as needed, the schedule of fees to be charged for the use of the golf course and other privileges of the Orleans Country Club, Inc. for a season or for shorter periods of time.

## **Article 5. Officers**

1. The officers of the Corporation shall be a President, a Treasurer, a Secretary, and one or more Vice Presidents elected by the Board of Directors at its Annual Meeting, in executive session. The Officers make up the Executive Committee of the Board.
  - a. **Eligibility.** To be eligible to serve as an officer of the Corporation, a candidate must be a Corporation Certificate Holder, preferably an active Annual Playing Golf Course Member of Orleans Country Club, Inc., and elected by the Board of Directors.
  - b. **Term of Office.** The officers are elected by the Board of Directors at the Annual Meeting, and shall serve for a term of one year or until their successors are elected and assume office.
  - c. **Vacancy in Office.** In the case of a vacancy in the office of President, the First Vice President shall serve as President for the remainder of the term. A vacancy in any other office, or on the Board, shall be appointed by the Board of Directors, until the next Annual Meeting of the Corporation.
2. Duties of the Officers are in the Policies and Procedures of Orleans Country Club, Inc. The elected officers shall perform the duties as described in the Policies and Procedures, maintain the confidentiality of the business of the Board, and perform other duties as are prescribed by the Board of Directors, based on Parliamentary Procedures in Robert's Rules of Order.

## **Article 6. Parliamentary Procedure**

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Orleans Country Club, Inc., in all cases to which they are applicable. The rules shall not be inconsistent with these Bylaws and any special rules of order Orleans Country Club, Inc. may from time to time adopt.

## **Article 7. Amendments to Bylaws**

1. These Bylaws may be amended by a majority of Corporation Certificate Holders present or by Proxy, at a meeting warned for that reason.
2. These Bylaws should be reviewed at least annually, to keep them current with the needs and concerns of the Corporation Certificate Holders and Orleans Country Club, Inc.

## **Article 8. Dissolution**

1. If Orleans Country Club, Inc., a non-profit club, is in jeopardy of closure; the Board of Directors will take action to borrow against assets or to sell off assets in an attempt to prevent closure.
2. If Orleans Country Club, Inc. shall cease to operate, it will dispose of its assets in a manner that does not benefit any individual and is in accordance with any laws, regulations or statutes of the State of Vermont for the dissolution of a non-profit organization. The Corporation Certificate Holders must also approve the dissolution at a meeting of the Corporation of Orleans Country Club, Inc.