



CONSTITUTION

Saranac Lake Golf Club, Inc.

ARTICLE I

MEMBERSHIP

- Section 1 General – Classes of membership of the Club may consist of Single, Family and Junior memberships. One or more of these classes of membership will be established yearly at the discretion of the Board of Governors by a vote of two-thirds of the entire board.
- Section 2 Classes of Membership
- a. Single – A Single membership entitles one individual only full membership rights of the club upon payment of the current annual dues.
 - b. Family – A family membership entitles a husband and wife to full membership rights of the club upon payment of the current annual dues.
 - c. Junior – A Junior membership entitles children 18 years of age or under to play golf upon payment of current annual dues.
- Section 3 Honorary Membership – Honorary membership may be conferred by a unanimous vote of the membership at its annual or special meetings.
- Section 4 Voting – Each individual possessing a paid-up Single or Family membership is considered an active voting member. Individuals holding Junior membership have no voting rights.

ARTICLE II

MEETING OF MEMBERS

- Section 1 Annual Meeting – An annual membership meeting shall be held toward the end of each year, as determined by a majority of the board of governors for the purpose of transacting business pertinent to the membership and electing the required governors.
- Section 2 Special Meeting – Special meetings of the membership may be called by the president, the Board of Governors, or by not less than ten percent of the members having voting rights. Notice of the meeting shall briefly state the purpose for which it is called.

- Section 3 Place and Notice – Notice of all membership meetings shall set the time and place of the meeting and all members shall be duly informed of such meetings as far in advance as possible but no less than 14 days prior to the scheduled meeting.
- Section 4 Quorum – A quorum at any membership meeting shall consist of not less than twenty (20) of the active members. If no quorum is present, the presiding officer shall adjourn the meeting to any time and place within two (2) weeks and in like manner from time to time until a quorum is obtained.
- Section 5 Voting – Voting at all membership meetings shall be conducted with each active member casting one vote. Absent members may vote by proxy authorized in writing and filed with the club secretary at or before the time of voting.

ARTICLE III

BOARD OF GOVERNORS

- Section 1 General Powers – The affairs of the club shall be managed by its Board of Governors as designated and elected by the members.
- Section 2 Number and Tenure – The Board of Governors shall consist of nine (9) members, three to be elected each year, at the Annual Membership Meeting, for a term of three years. The newly elected governors will begin their 3-year terms at the first meeting of the next calendar year. No member of the same family (within one generation) or husband/wife may hold an office concurrently. Chairmen of all club committees, the Chairman of the Women's Association, and the immediate past president are automatically ex-officio members of the Board.
- Section 3 Meetings – Meetings of the Board of Governors may be held at such time and place as they may determine, due notice of which must be given in advance to each governor. Meetings shall be called at the request of the president or not less than two (2) of the governors. Members of the Board of Governors shall be expected to attend all meetings. To ensure continuity and a smooth transition, newly elected governors should participate in any meetings occurring for the remainder of the current calendar year. They will have no voting rights until their term begins at the first meeting of the next calendar year. Unexcused absences exceeding two (2) shall be considered cause for dismissal from the Board of Governors.
- Section 4 Quorum and Voting – A majority of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the board. Only members of the board shall vote. The president shall cast the deciding vote in the case of a tie.
- Section 5 Vacancies – Any vacancy occurring in the membership of the Board of Governors shall be filled by remaining members of the board by majority vote

at their next meeting. The governor thus appointed will remain in office completing the unexpired term of his/her predecessor.

Section 6 Duties of Governors

- a. The governors shall make rules as such for the use of the property of the club and for the management thereof as they may find expedient and in the best interests of the club. They shall control the expenses and charges of the club, authorize the employment of such persons as they shall deem necessary and shall receive and consider complaints.
- b. They shall have the power to designate duties and powers of necessary special committees or sub-committees and to abolish such committees or remove any member thereof.
- c. They shall have the power to expel or suspend members of the club by a majority vote of the entire Board.
- d. The governors shall have the power to fix and enforce penalties for the violation of the Constitution, By-laws, and Rules of the Club.
- e. They shall have the power to make, alter, and amend rules for their own government and to fix and enforce penalties for the violation of such rules.
- f. They shall have the books and accounts of the club audited each year.
- g. They shall have the power to fix the amount of initiation fees, annual dues, and other fees.
- h. They shall have the power to extend all or any part of the privileges of the club, at their discretion, to the members of other golf clubs or to other persons upon such terms as the Board of Governors may determine.
- i. They shall select the insignia and colors of the club.
- j. A member of the Board of Governors may enter into contracts with the club relating to its operation, to the furnishing of supplies and/or merchandise or labor – provided such contracts are authorized, in advance, by a majority vote of all of the governors.

ARTICLE IV

OFFICERS

- Section 1 Officers – The Officers of the club shall be President, Vice-President, Secretary and Treasurer.
- Section 2 Election and Term of Office – All officers will be elected by the Board of Governors at its first meeting of the new calendar year. No individual can serve more than four consecutive years as president.
- Section 3 Removal – Any officer elected by the board of Governors or appointed by the Board of Governors may be removed by the Board with a two-thirds vote whenever, in its judgment, the best interests of the club would be served thereby.

- Section 4 President – The president shall be the principal executive officer of the club and shall, in general, supervise and control all of the business affairs of the club. S/he shall preside at all meetings of the members and of the Board of Governors. S/he may sign, with the secretary or any other proper officer of the club authorized by the Board of Governors, all instruments that the Board of Governors have authorized to be executed. In general, s/he shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Governors from time to time. At the annual meeting, s/he shall submit a report of the previous year's club activities.
- Section 5 Vice-President – In the absence of the president or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions of the president. Any vice-president shall perform such other duties as may be assigned to him/her by the president or by the Board of Governors.
- Section 6 Treasurer – The treasurer shall have charge and custody of and be responsible for all bonds and securities of the club, receive and receipt for monies due and payable to the club from any source whatsoever, and deposit all such monies in the name of the club in such banks or other depositories as shall be selected by the Board of Governors; shall sign checks in the name of the club and pay all routine bills and those other bills that have been approved by the appropriate committee chairman. S/he shall submit a current financial statement at each meeting of the Board of Governors and to the annual meeting of the membership.
- Section 7 Secretary – The secretary shall keep an accurate record of all club and board meetings and, in general, perform all duties incident to the office of secretary to include giving notice of all meetings and other club events as may be necessary and other duties as may be assigned to her/him by the president or the Board of Governors. In the absence of the secretary from a meeting, a secretary pro temper shall be appointed by the president.

ARTICLE V

COMMITTEES

- Section 1 Standing Committees – The Board of Governors shall establish the following standing committees: Greens, house, membership, tournament, handicap, and executive, each of which shall consist of one or more governors whenever possible before going to the general membership. Additional standing committees may be established by the Board of Governors. Each committee shall exercise the authority of the Board of Governors in the management of the club, but the actions of such committees shall not relieve the Board of Governors, or any individual governor, of any responsibility imposed on it or him/her by law. Designation of any such committee and delegation thereto of

authority does not alone relieve any governor of his/her duty to the club. The president, immediately after his/her election, shall appoint the chairmen and other committee members.

- Section 2 Other Committees – Other committees not having and exercising the authority of the Board of Governors in the management of the club may be established by the president and members appointed by the president from the general membership or governors.
- Section 3 Greens Committee – The greens committee shall have charge of all matters pertaining to the upkeep and maintenance of the golf grounds. Any alterations to the Golf Course must first be approved by the board of Governors.
- Section 4 House Committee – The house committee shall have control of all matters relating to the club house and its maintenance including the supervision of any contract employees or businesses utilizing the buildings; and maintaining an accurate annual inventory of its equipment and furnishings.
- Section 5 Membership Committee – The membership committee shall be responsible for promoting a yearly membership campaign, working with the treasurer in maintaining the membership in good standing through prompt payment of dues, and promoting such other membership activities as the Board of Governors may dictate.
- Section 6 Tournament Committee – The tournament committee shall be responsible for planning and conducting all competitions sponsored by the club and for preparing a schedule of events for the season and posting same in a conspicuous spot. At the time of special competitions, when indicated, it will be the responsibility of the committee to make necessary arrangements with the dining room, bar, golf shop, or any other facility involved.
- Section 7 Handicap Committee – The handicap committee shall be responsible for establishing and updating all handicaps for the male members of the club using USGA rules. Handicaps will be posted on the club bulletin board by May 1 of each year and updated monthly through September of each year. (The Women's Association will maintain the handicaps of its members.)
- Section 8 Executive Committee – An executive committee shall be established consisting of the president, vice-president, secretary and treasurer plus two (2) other persons from the Board of Governors who shall be appointed by the president. The purpose of this committee is to act in the name of the Board of Governors in the event of an emergency situation or other condition when time precludes the convening of the entire board. At any meeting of the executive committee, four (4) members shall constitute a quorum.
- Section 9 Nominating Committee – At least thirty (30) days prior to each annual meeting of the club, the president shall appoint a nominating committee for the purpose of selecting from the active membership a slate of officers and three (3) governors to be placed before the membership. The committee shall

be composed of five (5) active members, not necessarily members of said board, but chaired by a governor. The committee will fully explain the duties of the office or governor and the necessity to attend meetings regularly to each prospective nominee and obtain his/her agreement to the nomination under these conditions. The slate of names selected by the committee will be given to the secretary at least twenty (20) days before the scheduled date of the annual meeting for posting on the clubhouse bulletin board.

ARTICLE VI

MISCELLANEOUS

- Section 1 Books and Records – The club shall keep correct and complete books and records of account and shall also keep minutes of proceedings of membership and Board of Governors’ meetings.
- Section 2 Fiscal – Membership Year – Both the fiscal and membership year of the club shall begin on the first day of January and end on the last day of December each year.

ARTICLE VII

LIQUIDATION OF ASSETS

In the event of liquidation of the Saranac Lake Golf Club, Inc., the net proceeds of the assets of liquidation shall be donated to those not-for-profit organizations or charities selected and so designated by the general membership at the time of the liquidation.

ARTICLE VIII

AMENDMENTS

Power of Members to Amend Constitution – This constitution may be amended, repealed, or a new constitution adopted by a vote of two-thirds of the members at any regular meeting of the club when a quorum is present. The notice of said meeting must state the purpose of the proposed amendments.

August 11, 2024 - Amendment to Change the Date of the Annual Members' Meeting, Election of Board Members and Officers - At the Annual Members' meeting on 8/11/24, the members in attendance approved the following four changes to the constitution bylaws:

08/11/24 - Change 1 - Existing Bylaw:

ARTICLE II – Section 1 - MEETING OF MEMBERS

Annual Meeting – An annual membership meeting shall be held in the month of July of each year for the purpose of transacting business pertinent to the membership and electing the required governors.

Proposed Changes to this Bylaw:

Annual Meeting – An annual membership meeting shall be held toward the end of each year, as determined by a majority of the board of governors, for the purpose of transacting business pertinent to the membership and electing the required governors.

08/11/24 - Change 2 - Existing Bylaw:

ARTICLE III – Section 2 - BOARD OF GOVERNORS

Number and Tenure – The Board of Governors shall consist of nine (9) members, three to be elected each year for a term of three years. No member of the same family (within one generation) or husband/wife may hold an office concurrently. Chairmen of all club committees, the Chairman of the Women's Association, and the immediate past president are automatically ex-officio members of the Board.

Proposed Changes to this Bylaw:

Number and Tenure – The Board of Governors shall consist of nine (9) members, three to be elected each year, at the Annual Membership Meeting, for a term of three years. The newly elected governors will begin their 3-year terms at the first meeting of the next calendar year. No member of the same family (within one generation) or husband/wife may hold an office concurrently. Chairmen of all club committees, the Chairman of the Women's Association, and the immediate past president are automatically ex-officio members of the Board.

08/11/24 - Change 3 - Existing Bylaw:

ARTICLE III – Section 3 – Board of Governors

Meetings – Meetings of the Board of Governors may be held at such time and place as they may determine, due notice of which must be given in advance to each governor. Meetings shall be called at the request of the president or not less than two (2) of the governors. Members of the Board of Governors shall be expected to attend all meetings. Unexcused absences exceeding two (2) shall be considered cause for dismissal from the Board of Governors.

Proposed Changes to this Bylaw:

Meetings – Meetings of the Board of Governors may be held at such time and place as they may determine, due notice of which must be given in advance to each governor. Meetings shall be called at the request of the president or not less than two (2) of the governors. Members of the Board of Governors shall be expected to attend all meetings. **To ensure continuity and a smooth transition, newly elected governors should participate in any meetings occurring for the remainder of the current calendar year. They will have no voting rights until their term begins at the first meeting of the next calendar year.** Unexcused absences exceeding two (2) shall be considered cause for dismissal from the Board of Governors.

08/11/24 - Change 4 - Existing Bylaw:

ARTICLE IV – Section 2 - OFFICERS

Election and Term of Office – All officers will be elected by the Board of Governors at its first meeting of the year. No individual can serve more than four consecutive years as president.

Proposed Changes to this Bylaw:

Election and Term of Office – All officers will be elected by the Board of Governors at its first meeting of the **new calendar** year. No individual can serve more than four consecutive years as president.