

# BY-LAWS OF TROY COUNTRY CLUB

Revised November 2018

**ARTICLE I – NAME:** This club shall be called the Troy Country Club. (The name is so listed “Troy Country Club”, as a non-profit corporation in Articles filed in the office of the Secretary of State of Ohio, re 102298, Vol. 274, Page 494. Incorporated August 31, 1922.)

## ARTICLE II - MEMBERSHIP

**Section 1:** There shall be the following membership classifications:

**FULL MEMBERSHIP:** Full Members are as set forth below and shall have the privilege of using all club facilities.

- 1) **Full Member** - from 40 years of age through 69 years of age.
- 2) **Full (30-39) Member** – being those members-from 30 years of age through 39 years of age.
- 3) **Full (Under 30) Member** – being those members under 30 years of age.
- 4) **Senior Full Member** – being those members who have attained 70 years of age.
- 5) **Emeritus Member** – being those members who have attained both 80 years of age and 15 years of membership in good standing.

Not more than 325 members shall be accepted in the above listed classifications. Members on Leave of Absence shall not be included in such calculation.

**SOCIAL MEMBERSHIP:** Social Members are as set forth below, and shall have the privilege of using all Club facilities EXCEPT golf facilities, which they may use not more than two (2) times per month, upon payment of greens fees.

- 1) **Social member**
- 2) **Corporate Social Member**
- 3) **Dining Member** – Being those members whose privileges are limited to the dining and banquet facilities.

**SPECIAL MEMBERS: Out of State** – A member who is a legal resident of another State. A person maintaining a residence within Miami County or any county contiguous thereto shall not be eligible for this classification. Such member shall be entitled to all privileges; provided, however, that said member will be required to pay any fees (i.e. greens fees, tennis, pool) that may be charged, now or hereafter, for guests.

**CORPORATE SOCIAL:** The initiation fee shall be in an amount established by the Board of Directors, plus all established dues, minimums and assessments. Includes all privileges except golf, may play 10 times a year by paying appropriate Green Fees and at designated times.

A Corporate Social Membership shall be exercised through a Designee, who shall be an officer and/or employee of a corporation or partnership doing business in the State of Ohio, approved by the Board upon payment of an established initiation fee, who shall also be required to pay all established dues, minimums and assessments. A Corporate Social Membership shall have the same rights and obligations as a regular Social Member. Said Corporation and Designee are corporately and individually responsible for all financial obligations incurred by the Designee or sponsored guests.

A corporation or partnership holding a Corporate Social Membership shall have the right to change its Designee upon payment of a Board-established transfer fee for each new Designee.

A Social Member may become a Corporate Social Member upon application by Corporation or partnership of which the member is an officer and/or employee, upon payment of a Board-established transfer fee approved by the Board.

A Corporate Social Membership shall permit the corporation to sponsor utilization of club facilities by additional corporate officers and/or employees, but such utilization shall be subject to guest fees and shall be limited to five (5) occasions annually at designated times.

Access to and utilization of all other club facilities shall be subject to reasonable rules, regulations and restrictions which may from time to time be enacted by the Board of Directors.

**OTHER:** There shall be such other membership classifications as the Board of Directors may determine from time to time.

**Section 2 - Re-Admission:** A former member may be readmitted to membership in the membership classification applied for upon payment of a re-admission fee determined by the Board of Directors. The Board of Directors shall consider, but not be limited to, consideration of certain criteria, i.e. original entrance fee, bond or certificate redemption, interim assessments, length of former membership, term and reason of membership termination, present entrance fee. The Board of Directors shall have the authority to re-admit a former member without posting the application for re-admission and without reference to the Membership Committee, providing the applicant was not delinquent in payment of dues and bills at the time of termination of former membership. Two adverse votes by the Board of Directors shall constitute rejection

**Section 3 - Leave of Absence:** A member may secure a leave of absence if approved by the Board, which shall have sole authority to determine the validity of the reason for which such leave may be granted. The Board of Directors shall establish the monthly dues to be charged during the Leave of Absence. No leave of absence shall be granted to a member until such time as said member executes a promissory note for the amount of any past due bills or dues; such note shall be payable monthly in twelve (12) equal installments plus interest at the rate of ten (10) percent per annum. A leave of absence shall be granted for a period of not exceeding two years and for a minimum of 12-months. If said member is on an extended payment plan for any assessment(s), said assessment(s) shall continue to be paid when due. A member may be reinstated prior to the expiration of one-year provided the member pays along with the application for a membership a re-admission fee as determined by the Board of Directors and any time subject to board approval. and any assessments levied during the leave period.

#### **Section 4 - Proposal for Membership**

- 1) Proposals for membership must be submitted to the board of directors for their approval. Two adverse votes by the Board of Directors shall be sufficient to reject the applicant. The application for membership shall be according to a form approved by the Board of Directors. The name of an applicant for membership shall, after Board approval, be published in the monthly newscast. Immediately after the Board of Directors approves an application for membership, the Board of Directors or one designated by it shall send notice to the applicant of such acceptance into Membership.
- 2) No change in type of membership or transfer of membership shall be made without approval of the Board of Directors.
- 3) Requests for change in type of membership, or transfer of membership, must be made in writing and submitted to the Manager, the Secretary or the President, and, if approved by the Board, may become effective at the beginning of the month in which such change has received approval.

#### **Section 5 - Resignation**

- 1) A resignation must be in writing. If approved by the Board at the regular Board meeting following receipt of such letter of resignation, it will become effective as of the date requested and dues for that month as well as the food minimum charge shall be paid by the resigning member.
- 2) In the event a member resigns, is suspended or expelled, the member's rights as a member of the Club in and to the social enjoyment of the Club property shall at once cease.

#### **Section 6 - Membership and Voting**

- 1) Each membership in good standing at Troy Country Club shall have one vote.
- 2) Where a TCC membership involves spouses, each spouse shall be deemed a member of TCC, and each spouse shall have .5 voting units.
  - a) Either or both of the foregoing voting units may be assigned to the other spouse and/or voted by proxy.
  - b) In the event of the legal termination of the marriage of spouses holding TCC membership, only one such spouse shall remain a TCC member, and that property right shall be addressed in the divorce or dissolution. In the event of death, a surviving spouse shall remain a TCC member. In the event of remarriage of such a member who has succeeded to a TCC membership, the new spouse shall become a member with voting rights.
- 3) Children of a member shall be entitled to the same Club privileges incident to the member's membership classification so long as such children are single, are students, and are dependents of, or reside in the same household as the member until such children have attained the age of ~~23~~ 25 years.
- 4) A child of a member who becomes self-supporting and immediately thereafter applies for Membership shall be permitted to have those privileges incident to the membership classification for which he applies during the pendency of this membership application.
- 5) In the case of a husband and wife membership, membership classification shall be determined by the age of the elder member.

### **ARTICLE III**

**Section 1 - Membership Fees:** Each member, and/or spouse constituting a membership unit, to be in good standing, must have paid to the Club, the Initiation Fee in effect at the time of admission and all applicable dues and assessments.

#### **Section 2 - Food Minimum:**

- 1) There shall be a minimum charge for food only, exclusive of tax and tips. The Charge shall be on a monthly basis at a rate determined from time to time by the Board of Directors. Any unused minimum shall be billed at the end of each month.
- 2) In the event a member expects to be absent from the area for an extended period the member may, prior to the beginning of such time furnish notice of the member's departure and return dates to the Club Manager and thereby be relieved of such obligation while absent. The minimum charge obligation will thereupon be deferred until the member returns to the club at which time the minimum charges for the absent period will be added to the minimum charge for of the first full month in which the member is again in residence.

**Section 3:** The Board of Directors shall have the authority to change the initiation fees and/or dues, but no such change shall become effective until thirty (30) days subsequent to the date any such change is posted on the Club bulletin board and/or at a minimum be distributed electronically to all members.

**Section 4:** The Board of Directors shall also have the authority to determine the terms of payment of the initiation fee and/or dues, by the establishment of an "Initiation Fee and/or Dues Payment Schedule" or by any other means.

**Section 5:** Written notification shall be given any member whose dues or Club charges shall be in arrears sixty days. If such dues or charges are not paid within ninety days from the billing date, such member shall thereafter be denied further credit and club privileges until the indebtedness is paid in full. Such member may be suspended or expelled from the Club by a majority vote of the Board of Directors. Any member so suspended or expelled may, upon payment of the amount due, be reinstated by vote of the Board of Directors, but two adverse votes shall constitute rejection.

**Section 6:** The Board of Directors shall have the authority to charge all members an annual assessment to cover any deficit between operating income and operating expenses, as shown on the income statement, in any given year. This assessment will be included on the statement in January of the following year and be payable in the first quarter. This assessment shall not exceed, in any given year, the equivalent of one month's dues for each member in their respective membership class at the time.

### **ARTICLE IV - OFFICERS AND THEIR DUTIES**

**Section 1:** There shall be a Board of Directors. The number of Directors shall be nine (9), providing however, that the Immediate Past President shall be a Director and if the Immediate Past President's term, as a Director has expired, the number of Directors will thus be ten (10). The term for a Director is three (3) years. The election of Directors shall be held at the Annual Meeting. The Board shall submit the name of three (3) members who shall be considered as thereby nominated. Each of the three (3) members shall have informed the Board that they are willing to serve—Directors are elected and qualified, terms of office to begin January 1<sup>st</sup> of the year following election. Any club member, regardless of classification, shall be eligible to serve on the Board or as an Officer.

Any member who qualifies under Article IV, Section 1, and who desires to have his or her name appear on the ballot along with the three (3) nominees of the Board, may do so by submitting a petition to the Board. The petition must be endorsed by a minimum of nine (9) current members and submitted no later than the September Board meeting as scheduled. The secretary shall then cause the names of all legally nominated candidates to be printed alphabetically on one ballot. This shall be mailed to all members, at their last known address, no less than ten (10) days prior to the Annual Meeting.

Nominations for Directors of qualified members may also be made from the floor at the Annual Meeting.

- 1) Any vacancy in the Board of Directors caused by death, resignation or otherwise, shall be filled for the unexpired term by the election of a member by vote of the Board of Directors, a majority vote of the entire Board being necessary to so elect.
- 2) Any Director missing three (3) consecutive regular slated monthly meetings, unless excused by extenuating circumstances, shall be replaced by the Board of Directors.

The Officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer. Said Officers, all of whom must be Directors, shall be chosen by a majority vote of the entire Board of Directors and shall hold office for one (1) year or until their successors are elected and qualified. Such Officers shall be elected at a meeting of the Board of Directors immediately following the Annual Meeting, the election to be by the Board as it will be constituted as of January 1<sup>st</sup> of the year following such Annual Meeting. The terms of the Officers shall begin January 1<sup>st</sup> of each year following the Annual Meeting.

**Section 2:** The President shall preside at all meetings of the Club and the Board of Directors. If directed ~~so~~ to do so by the Board of Directors, the President shall countersign all checks. The President shall have authority to appoint all committees, which appointments shall be subject to ratification by the Board. The President shall perform all other duties usually pertaining to the office.

**Section 3:** The Vice President shall perform the duties of the President in the absence of the President.

**Section 4:** The Secretary shall attend to all official correspondence of the Club; shall keep minutes of all meetings of the Club and the Board of Directors, and shall perform all other duties usually pertaining to the office of Secretary.

**Section 5:** The Treasurer shall assure that the financial records are suitably maintained and duly reported to the Board at its regular meetings and shall perform all other duties usually pertaining to the office of the Treasurer.

**Section 6:** The Board of Directors, five (5) of whom shall constitute a quorum, shall vote upon all applicants for admission to membership, shall control the expenses and charges of the Club, and shall authorize the employment of such assistants and employees as it shall deem expedient; shall make such rules and regulations as it may deem necessary for the administration of the Club; shall have power to impose and inflict penalties for violation of the Bylaws and the rules and regulations as established by it, which penalty may be suspension, expulsion or otherwise; and, shall have and exercise all powers of a corporation not inconsistent with these By-laws and the laws of the State of Ohio.

A majority vote of Directors present at any meeting shall be necessary for approval of any action by the Board excepting, however, that a minimum of five (5) votes in favor shall be required for the approval of any expenditures for any capital improvement the cost of which exceeds two thousand dollars (\$2,000.00).

If, in the opinion of the President, any matter requiring a vote needs to be decided before the next regular Board meeting, a vote by telephone or any other electronic conveyance, is hereby authorized, but any such matter to be determined by such vote shall not be considered as approved and valid unless the matter is approved by not less than five (5) Directors.

Neither the Board nor any Officer shall have authority to execute any real estate mortgage without approval of the members at a special meeting called for such purpose.

Neither the Board nor any Officer shall contract for any other loans (or indebtedness), in excess of \$50,000 in a fiscal year without notification to the membership for information purposes.

## **ARTICLE V - MEETINGS**

**Section 1:** The Annual Meeting for transaction of business and for the election of the Board of Directors for the following year shall be held the first Thursday of November in each year, at such hour and place as the Board of Directors shall appoint. In the event that the Annual Meeting cannot be held on the first Thursday of November, it shall be held as near to the first Thursday of November as is reasonably feasible. Notice of time and place of such meeting shall be at a minimum distributed electronically ten (10) days before the date of such meeting.

**Section 2:** At a time and date during the first calendar quarter of each year, as designated by the Board of Directors, there shall be held an Annual Installation Ceremony which shall be for the installation of the new Board of Directors and new Officers. At this meeting, a financial report of Club operation for the preceding year may be given by the Secretary or someone designated by the Secretary or by the Board of Directors. At such meeting the President being installed may give a summary of the President's proposed plans for the ensuing year. Notice of such Installation Ceremony may be given in any manner as directed by the Board of Directors.

**Section 3:** A special meeting of the Club may be held on the call of the Board of Directors or the President. Notice of such meeting shall be the same as is required in regard to the Annual Meeting.

**Section 4:** The Board of Directors shall meet regularly each month at a time designated by it. A special meeting of the Board of Directors may be called by the President or Vice President or any two (2) members of the Board.

The order of business at any Club meeting or meeting of the Board of Directors shall be that determined by the Board of Directors. In the absence of any orders to the contrary and when not inconsistent with these By-laws, the most recent edition of The Standard Code of Parliamentary Procedure shall apply to meetings of both the Club and the Board of Directors.

#### **ARTICLE VI - VOTING**

Voting of Directors shall be by written ballot. A member unable to be present in person may vote by proxy. At any Club meeting, 20 members, regardless of classification, either in person or by Proxy, shall constitute a quorum.

#### **ARTICLE VII - COMMITTEES**

**Section 1:** The President shall appoint a such committees and is authorized to appoint such other committees as that officer deems necessary, but all such appointments to be subject to ratification by the Board of Directors. Members of committees shall be appointed subsequent to the Annual Meeting and prior to January 1<sup>st</sup>. Membership of such committees, unless otherwise specified in the bylaws, shall be for one year beginning in January 1<sup>st</sup> each year.

**Section 2:** The duties of committees shall be assigned to them by the Board of Directors which shall have authority to require each committee to prepare and present to the Board a budget showing estimated income and expenses required for such committee during the year.

**Section 3:** A Strategic Planning Committee shall be a permanent standing committee of Troy Country Club. This committee shall consist of seven members representing all aspects of the club. The sitting President and Vice President shall be members of this committee with the Vice President acting as the Chair. The remaining five at large members shall be appointed by the President during the first board meeting of the calendar year. There will be two at large presidential appointments to the committee in even numbered years and three at large presidential appointments to the committee in odd numbered years. Such Committee shall act as an advisory committee to the TCC Board of Directors as a strategic planning body to analyze and document all internal and external short and long-term planning-related factors, make recommendations to the Board, and effect a seven-ten-year strategic plan which shall be reviewed, updated and, if necessary, revised and presented to the Board annually. The purpose of such Committee shall be to provide for continuity in the strategic planning process at Troy Country Club.

#### **ARTICLE VIII - RATIFICATION OF ACTS**

Although Officers and the three (3) Directors elected annually do not take office until January 1<sup>st</sup> of the following year, any action taken by the new Board of Directors between the time of the Annual Meeting and January 1<sup>st</sup> shall be considered just as effective and legal as if such action had been taken subsequent to January 1<sup>st</sup> and all such actions are deemed ratified and confirmed.

#### **ARTICLE IX - AMENDMENTS**

These By-laws may be amended at any Annual Meeting, Installation ceremony or Special Meeting called for that purpose, after written notice of time and place of such meeting and a copy of the proposed amendment(s) shall have been sent by mail or any other electronic conveyance, addressed to the last known address of each member, ten (10) days before the date of such meeting and posted on the club bulletin board, prominently displayed in the club, for at least ten (10) days prior to the date of such meeting. A vote of a majority of the members voting, either in person or by proxy, shall be necessary to approve such amendment(s) before same shall be effective.