



Springville Country Club, Inc.

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BY-LAWS
(EFFECTIVE 04-01-2018)

ARTICLE 1 – MEMBERSHIP

- 1.1 Membership of Springville Country Club, Inc. (“SCC”); Privileges. Membership of SCC shall be granted to those persons who have met the criteria for membership as more particularly set forth in these by-laws and who have been approved for membership by a vote of the Board of Directors. Each person so approved shall be subject to all of the rules and policies of SCC and his or her privileges shall be defined by the classification of their membership, as more particularly set forth herein.
- 1.2 Classes of Membership: The membership of the Springville Country Club, Inc. shall be divided into the following two general classifications: Unrestricted and Restricted.
- 1.3 Unrestricted Membership: Unrestricted Membership shall be divided into the following sub-classifications:
- (A) Individual Membership/unrestricted. Individual membership/unrestricted, shall be defined as any individual who has been approved by the Board of Directors for such membership, has paid such annual dues and assessments as has been fixed by the Board of Directors for the current year and in addition, has paid such initiation fee as shall from time to time be fixed by the Board of Directors, subject to such conditions, restrictions and fees which may be imposed by the Board of Directors. An Individual Member/unrestricted, shall be entitled to one vote at any annual or special meeting of the members of SCC.
- (B) Family Membership. Family membership shall be defined as an individual primary member and any spouse and any dependents thereof, and who has paid such annual dues and assessments as has been fixed by the Board of Directors for the current year and in addition, has paid such initiation fee as shall from time to time be fixed by the Board of Directors, subject to such conditions, restrictions and fees which may be imposed by the Board of Directors. Under a Family Membership, the person designated as the spouse or dependent shall be a restricted member, as is further defined herein and through any of SCC’s rules and policies. A family membership shall be entitled to one vote at any annual and special meeting of the members of SCC. For the purpose of this paragraph the term dependents shall mean children who are full time students and under



age 24 years, grandchildren who are full time students and are under age 18 years, or other persons with whom the primary member has legal custody or guardianship and that are full time students and under age 18 years. The primary member shall declare any dependents he or she has by April first of each year and provide any change of status regarding his or her dependents hereunder within two weeks of said change. The person designated as spouse, child, grandchild or other dependent shall not be entitled to hold any office or be elected to or serve on the Board of Directors.

- (C) Junior Executive. Junior Executive membership shall be defined as membership for individuals up to age 35, subject to such conditions, restrictions and fees which may be imposed by the Board of Directors. A Junior executive membership shall be entitled to one vote at any annual and special meeting of the members of SCC.
- (D) Honorary Membership. Honorary membership shall be defined as a person who has been elected by the unanimous vote of the entire Board of Directors, in recognition of a deed or deeds which have directly contributed to the improvement of Springville Country Club. Honorary members and their spouses shall be entitled to all of the privileges of the Club house and grounds for as long as either may survive, subject to such by-laws, rules, conditions, restrictions and regulations as the Board of Directors may prescribe. The Honorary member shall be entitled to one vote at any annual and special meeting of the members of SCC but shall not be entitled to hold any office or be elected to or serve on the Board of Directors.
- (E) Senior Membership. Senior membership shall be defined as an individual unrestricted or restricted member who has been a member for over twenty-five (25) years, has reached the age of sixty-five (65) years prior to January 1st of the current calendar year and is currently a member in good standing. Any member who meets the criteria shall be entitled to a discount of twenty-five (25%) percent towards his or her annual dues. The discount shall not apply towards any assessments, fees or other charges related to membership or the use of the club and its facilities. A Senior membership shall be entitled to one vote at any annual and special meeting of the members of SCC. (See also, "Super Senior Membership under Article 1, sec. 1.3(F).
- (F) Super-Senior Membership. A super senior membership shall be defined as an individual unrestricted or restricted member who has those membership privileges bestowed upon any member in good standing whose age and years



of membership at SCC, when combined, equal 130 years or greater. Eligibility shall be determined at the time the member applies for such a membership, and shall be approved or denied at the sole discretion of the Board of Directors. If approved, such member shall relinquish any non-interest-bearing bonds currently held by the member against SCC and waive any present or future claims related thereto. Such member shall then no longer be required to pay any annual dues or assessments, nor shall such member have to pay for greens fees or any minimum spending requirements at the clubhouse. However, such member shall be required to pay for any use of carts, storage charges, clubhouse fees, food, beverage and event fees, guest fees, or any other fees associated with the use of goods or services from SCC not otherwise mentioned herein, as utilized by the member and as charged to the member's account, on a monthly basis. A Super-Senior member shall be entitled to one vote at any annual or special meeting of the Members.

- (G) Significant Other Membership. A Significant Other member is defined as a companion or domestic partner, who has a continuing, established relationship with a current Primary member. The Primary member may designate only one (1) significant other for a one (1) season membership, and this membership expires at the end of each season. The Primary member agrees to be financially responsible for any charges incurred by the Significant Other. The Significant Other is a restricted membership, with the same privileges as a current Spousal membership. All assessments, fees, and club house minimums are the same as current golfing couples. A Significant Other member shall have no vote at any annual or special meeting of the members of SCC, nor shall be entitled to hold any office or be elected to or serve on the Board of Directors.
- (H) Corporate Membership. The Corporate Membership shall be defined as a membership, held in the name of a Corporation, LLC, Partnership or firm, approved by the Board of Directors. The Corporation may assign up to six (6) "designated members". Designated members must be at least 21 years of age and be employees of the Corporation. Designated members are allowed to bring guest and will be eligible to use Club facilities weekdays, and on weekends and holidays at times open to reciprocal agreements. Annual dues for the Corporate Membership will be determined based on the program level purchased at the beginning of each season. The Corporation must select the program level prior to the start of the season. Any rounds played by the designated members in excess of the selected program level will be billed at the weekend guest rate



plus cart fee. The annual dues amount does not include carts, taxes, lockers, and any other fees or assessments applicable to any or all membership categories. All billing will be in the name of the Corporation and the Corporation shall be responsible for annual dues, monthly fees, assessments, and all charges incurred by the designated members. The Corporate Membership is allotted one vote and the voting member must be appointed when the membership is initiated. Corporate designated members are eligible to play in tournaments subject to certain restrictions. The Corporation must advise SCC in writing of any change to the voting designee otherwise any Corporate designated member who is not listed as the voting designee shall not be entitled to vote in any election held by the SCC. A Corporate Membership shall not be entitled to hold any office or be elected to or serve on the Board of Directors.

- (I) Spousal Membership. A Spousal Membership is defined as the spouse of an individual unrestricted or restricted member, herein called the primary member, who are not currently subject to any divorce proceeding, separation agreement or other action to dissolve, annul or void the marriage. The Spousal Membership is a restricted membership whereby his or her privileges are derived from the primary member's membership rights, privileges and responsibilities. The primary member agrees to be financially responsible for any charges, fees, dues and costs incurred by the spouse. The spousal member shall not be entitled to hold any office or be elected to or serve on the Board of Directors.
- (J) Senior Limited Membership. A Senior Limited Membership is defined as a member who has 25 years of continuous membership and is age 65 years or more. This membership is a restricted membership whereby he or she may play golf once per Monday through Sunday, including any one-day tournament or league play. A senior limited member shall not be entitled to carry over his or her non-played weekly round of golf to any future week and said member cannot play as a guest at any time during the year. No discounts, special deals or other reductions in assessments, fees, dues or other charges related to membership or use of the club and its facilities that are offered to restricted or unrestricted members shall apply to a senior limited membership. A senior limited member shall not be entitled to receive guest passes for early dues payment nor shall be entitled to hold any office or be elected to or serve on the Board of Directors.



1.4 Restricted Membership. A restricted membership shall be divided into the following sub-classifications:

- (A) Individual Membership/restricted. Individual member/restricted shall be defined as a member whose starting times and/or other privileges are restricted, as is set forth by the by-laws, rules and policies of SCC, and has paid the initiation fee, if any, and the annual dues and assessments fixed for such a membership by the Board of Directors for the current year, subject to such conditions, restrictions and fees which may be imposed by the Board of Directors. An individual member/restricted shall be entitled to one vote at any annual or special meeting of the membership of SCC.
- (B) Non-Resident Membership. A non-resident membership shall be defined as a member who has applied to the Board of Directors for Non-resident membership status, has met all of the criteria set forth herein to qualify as a non-resident member, and has been approved by a vote of the Board of Directors. A non-resident member shall not be entitled to vote at any annual or special meeting of the membership of SCC. A non-resident member shall not be entitled to hold any office or be elected to or serve on the Board of Directors.
 - 1) Qualifications. To qualify as a non-resident member thereby allowing a member to apply to the Board of Directors for such status, the member must prove that their primary residence and domicile is outside of New York State. The Board of Directors shall only consider such an application upon credible proof of the following:
 - a) Applicant has been a member of SCC for more than five (5) years and is a member in good standing at the time of application;
 - b) Applicant demonstrates a street address establishing a primary residence and domicile (as defined by New York State Tax Laws), outside of New York State;
 - c) Applicant is registered to vote outside of New York State;
 - d) Applicant's driver's license and automobile registration is from outside of New York State;
 - 2) Privileges, Restrictions and Benefits. Non-resident members shall be entitled to all of the privileges of an unrestricted member with the exception of the right to vote. The privileges shall run for a limited period of sixty (60) days out of SCC's season and must run consecutively from the start of the approved period. The member must submit his or her desired period for non-resident membership privileges to the Clubhouse Manager, in writing, no



later than March 1 for each season. Failure to submit the date for the start of a period in a timely manner may result in the loss of the member's non-resident status for that particular season, as determined solely at the discretion of the Board of Directors. The non-resident member's annual dues and any assessments shall be reduced to forty (40%) percent of the annual dues and assessments required to be paid by an unrestricted member for that same season. The discount shall not apply to any other fees or charges in the clubhouse and pro shop, and the non-resident member shall still be required to pay the monthly minimum during the period. Qualifying as a non-resident member shall not entitle the member to the return of any bonds until such time as the member has resigned from SCC. Any application for Non-resident membership can be denied and the number of such members limited from time to time, in any manner deemed to be in the best interests of SCC at the sole discretion of the Board of Directors. A non-resident member would not count against, but would be in addition to the total number of members permitted under these by-laws. A non-resident member in good standing shall be permitted to return to unrestricted membership status at any time during their non-resident membership by providing written notice of their intent to return to an unrestricted membership and the payment of any additional dues or assessments required by an unrestricted member for that same season, regardless of the number of members at the Club at that time.

(C) Out of Area Membership. An Out of Area membership shall be defined as a member who has applied to the Board of Directors for Out of Area membership, has met the criteria set forth herein to qualify as an Out of Area member, and has been approved by a vote of the Board of Directors. An Out of Area member shall not be entitled to vote at any annual or special meeting of the membership of SCC. An Out of Area member shall not be entitled to hold any office or be elected to or serve on the Board of Directors.

1) Classification. Individual or Individual and Spouse (primary member of the two must be identified)

2) Qualifications. To qualify as an Out of Area member, the applicant must prove that their primary residence is outside a 100-mile radius of Springville Country Club. The member must pay the initiation fee and dues prior to the use of facilities. The member must have a credit card on file for monthly minimums and incurred Pro shop expenses.



3) Privileges, Restrictions and Benefits. Out of Area member (individual) shall be entitled to all of the privileges of an unrestricted member with the exception of the right to vote. Out of Area member (individual and spouse); the declared primary (individual) member shall be entitled to all of the privileges of an unrestricted member with the exception of the right to vote and the spouse will be a restricted membership as defined in paragraph 1.3 (I) Spousal Membership. The privileges shall run for a minimum period of two (2) consecutive months out of SCC's season. The applicant must declare on the application his or her classification, if applicable designate the primary member and the desired period (in months) for Out of Area membership privileges. The Out of Area member's initiation fee, monthly dues and Club House minimums will be in accordance with the SCC dues and fee schedule.

(D) Social Membership. A social member shall be defined as a person who has paid the initiation fee, if any, and such dues, fees and assessments as shall be fixed for such membership by the Board of Directors for the current year, and shall have the right to use the facilities of the clubhouse, but shall not have the privileges of using the locker room or golf course. A social member shall not be entitled to hold any office or be elected to or serve on the Board of Directors.

(E) Business/Dining Memberships. A business/dining member shall be defined as any person or entity approved by the Board of Directors for the limited purposes of dining privileges in the Clubhouse and who has paid such dues, fees and assessments as shall be fixed for such membership by the Board of Directors for the current year. A business dining member shall not have the privileges of using the locker rooms or golf course, nor shall be entitled to hold any office or be elected to or serve on the Board of Directors.

1.5 Initiation. Any person applying for membership to SCC, in addition to any other requirements set forth herein, shall be required to pay an initiation fee as established by the Board of Directors. The initiation fee shall be determined and may be amended based upon a determination as to what is in the best interests of SCC, at the sole discretion of the Board of Directors.

(A) Legacy Status. Any applicant for membership who is the child, parent, sibling or spouse of a current member in good standing, and who has also been a member for at least five years, shall be entitled to apply for membership under Legacy status. If such applicant is approved by the Board of Directors, such applicant's initiation fee shall be discounted by fifty (50%) of the prevailing



initiation rate then in effect for the classification of membership for which he or she has applied. Such applicant would also be permitted two (2) years to pay the initiation.

1.6 General Membership Provisions. The following provisions shall apply to all classifications of membership:

(A) Limitations on numbers. The Board of Directors may at any time impose such limits as it sees fit upon the maximum number of members to be accepted under any of the above membership categories.

(B) Transfer of membership to spouse upon death of a member. A membership of a member in good standing, whether acquired by means of payment of an initiation fee, or otherwise, may be transferred upon the death of the holder to a surviving spouse, provided such transfer is approved by the Board of Directors.

(C) Approval by Board of Directors. No person shall be admitted to any classification of membership until an application shall be approved by the Board of Directors or such committee to which the Board may delegate such power. The Board of Directors is authorized to establish such requirements for the recommendation and investigation of new applicants as it shall deem necessary and in the best interests of SCC.

1.7 Open leave. Any member in good standing for a period of at least ten (10) years may apply to the Board of Directors for an open leave from membership. The application for an open leave must be made in writing and may be granted or denied at the sole discretion of the Board of Directors. If granted, the member shall be relieved of any annual dues, but shall remain responsible for any fees or assessments that are due and owing from the membership for each year of the open leave. Once granted by the Board, the open leave can be for an unlimited duration, but said leave must run for consecutive years and can only be used once during the lifetime of a member. A member on open leave shall be permitted to play the course but only as a guest and under all of the rules and policies applicable to a guest of SCC.

1.8 Suspension or Termination of Membership or Privileges.

(A) Suspension of membership privileges and posting for failure to pay. The holder of membership who shall fail to make the timely payment of dues, fees and/or assessments at such time as fixed by the Board of Directors shall be posted and such member shall thereafter be suspended from all privileges of his or her



membership until such time as the privileges are reinstated by the Board of Directors.

- (B) Termination of membership by resignation. Any membership shall terminate upon the resignation, in writing, of the holder thereof. The letter of resignation shall be signed by the resigning member and sent to the Board of Directors.
- (C) Termination of membership by failure to pay. After posting and suspension of membership privileges, and upon the continual failure of such holder to pay any outstanding dues, fees and/or assessments fixed by the Board of Directors, the Board of Directors, at its sole discretion, shall be permitted to terminate membership and offset any arrears against the return of any bonds due and owing to the member upon termination of said membership.
- (D) Suspension of membership privileges or Termination for other cause. In addition to the suspension for non-payment of dues, fees and/or assessments as set forth in Section 1.8, any member may be suspended or terminated by the Board of Directors for violation of any of the by-laws or rules of SCC, or for conduct deemed by the Board of Directors, in their sole discretion, to be detrimental to SCC. Suspension or termination for cause other than non-payment shall only be deemed effective upon a vote by two-thirds vote of a quorum present at a special meeting of the Board of Directors called for that purpose. Notice of such special meeting containing a written statement of the charges shall be mailed to the charged member's last recorded address at least ten days prior to such meeting. The member shall be given an opportunity to present an explanation or defense at the time and place mentioned in such notice. The suspension of any membership privileges shall be suspended for a term and under conditions of reinstatement to be determined at the sole discretion of the Board of Directors. If a membership is terminated by cause other than non-payment by a vote of the members as set forth herein, the termination of any rights and privileges of the member of the shall take effect immediately upon the recording of the vote to terminate by the Secretary of the Board of Directors.

1.9 Definitions.

- (A) Primary Member. A member under whom Family Membership spouse, child, grandchild or dependent, a Significant Other member or a Spousal Membership member derives his or her membership and related privileges and restrictions.



ARTICLE 2 – MEETINGS

- 2.1 Election. The annual election of the Board of Directors shall be held on the 3rd Thursday in September at such time and place as shall be designated by the Board of Directors. The election shall be conducted in such manner as is set forth herein below in Article 2, and pursuant to such other rules as may be prescribed by the Board of Directors.
- 2.2 Annual Meeting. The annual meeting of SCC shall be held at such time and place as shall be designated by the Board of Directors, for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the annual meeting signed by the secretary shall be mailed to the last recorded address of each member at least ten (10) days and not more than forty (40) days before the time appointed for the meeting, which notice shall set forth the place, date, time and purpose of the meeting.
- 2.3 Special Meetings. Special meetings of SCC may be called by the Board of Directors at its discretion. Notice of any special meeting is to be given in the same manner as notice for the annual meeting. No business other than that specified in the notice of a special meeting shall be transacted at any special meeting of the members of SCC.
- 2.4 Quorum. The presence in person or by absentee ballot, as set forth in sec. 4.5 below, of twenty-five (25) members of SCC entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than five (5) or more than twenty (20) days later, and the secretary shall thereupon mail notice of the adjournment at least three (3) days before the adjourned meeting to each member entitled to vote who was absent from the adjourned meeting.
- 2.5 Absentee Ballots. Every member entitled to vote at the annual election present at any meeting thereof may vote by absentee ballot, which ballot shall be secret and in such form as required by the Board of Directors and shall be deposited with or mailed to the Chairman of the Inspectors of Directors.
- 2.6 Inspection of Election. Three (3) inspectors of election shall be appointed by the president at least twenty (20) days prior to the annual election, annual meeting, or any special meeting which requires balloting. The three (3) members shall elect a chairman of the inspectors of election and they shall receive absentee ballots and tabulate all voting at such annual election, annual meeting and/or special meeting which requires balloting. At any meeting, all questions of procedure shall be decided by the majority vote of the members present in person.



2.7 Order of Business. At the annual meeting of SCC, the order of business shall be as follows:

1. Calling of the roll
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes
4. Communications
5. Reports of officers and committees
6. Unfinished business
7. New business

Any question of priority of business shall be decided by the chair without debate.

ARTICLE 3 – DIRECTORS

3.1 Number. The property, affairs and business of SCC shall be vested in a Board of Directors consisting of eleven (11) members, all of whom must be voting members of SCC. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until the expiration of their term or until successors shall be duly elected and qualified.

(A) Board of Directors Eligibility.

(1) Must be an active member who is defined as a primary or individual member, age twenty-one (21) years or more, in good standing from the nomination period through the date of any annual or special election and has not been declared ineligible to hold office or to be elected to or serve on the Board of Directors by any provision of these By-laws. The Board has the right to declare a nominee ineligible up through the date of election.

(2) The active member must also be an active member for a period of three (3) years from the date of acceptance as an active member to the date of the annual election meeting of the membership for which the member seeks election to the Board of Directors.

(B) Nominating Committee. A nominating committee of not less than five (5) or more than seven (7) members, including two Directors not eligible for, or desirous of nomination shall be appointed by the President and approved by the Board of Directors at least twelve (12) weeks prior to the election.

(1) The Nominating Committee shall strive to select a slate of a minimum of eight (8) nominees. The Committee shall obtain the biographies and consents of each nominee.



(2) The slate shall be submitted to the Secretary eight (8) weeks prior to election.

(3) The Secretary shall distribute to the membership a list of nominees together with an invitation for further qualified candidates, by the means of submission of a biography and consent. Such submission must be received by the Secretary four (4) weeks prior to the election.

(C) Notice as to Slate of Candidates. The slate of nominees and candidates, together with their respective biographies shall be mailed to each member no later than ten (10) days prior to the annual election meeting.

(D) At the annual election meeting, additional qualified candidates may be nominated as write-in candidates.

3.2 Election of Directors and Term. At the annual election as set forth in Sec. 2.1, there shall be an election by ballot in person and by secret absentee ballot for any prospective or new directors of SCC, each of whom shall be elected for a term of three (3) years. In order to insure continuity and a reasonable level of experience on all future Boards, the number of new Directors elected in each annual election shall be staggered as follows: In the first annual election where this schedule is commenced, three (3) new Directors shall be elected from that season's ballot of candidates. In the second and immediately following annual election, four (4) new Directors shall be elected from the ballot. In the third and immediately following annual election, four (4) new Directors shall be elected from the ballot. This pattern shall then repeat, in three-year intervals, for all future elections, in perpetuity. This schedule will commence with the election of three (3) new Directors from the ballot in the year 2010. Any one director may serve for three (3) consecutive full three (3) year terms. At the expiration of the third full 3-year term, said director may not be reelected until the passage of one (1) years' time.

3.3 Regular Meetings. Regular meetings of the Board of Directors should be held each month, unless the Board of Directors, at its discretion deems more or less meetings necessary and in the best interests of SCC. Notice of the time and place of the meeting shall be mailed to the last recorded address of each Director at least two (2) days before the time appointed for the meeting. The President may, when deemed necessary, or the Secretary shall, at the request of five (5) members of the Board, issue a call for a special meeting of the Board, and five (5) days' notice shall be required for such special meeting.

3.4 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice-President, the



quorum present shall choose a chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a date not more than ten (10) days later, and notice of such adjourned meeting shall be given in the same manner as required for a regular meeting.

- 3.5 Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled by a plurality vote of the members of the Board at the next regular meeting. Persons so chosen shall hold office until the expiration of the term filled.
- 3.6 Removal of Directors. Any Director may be removed with cause at any time by a vote of two-thirds (2/3) of the entire Board of Directors at any special meeting called for that purpose. If any member of the Board shall be absent without justification or excuse, from three (3) consecutive meetings of the board without communicating to the President or the Secretary the reasons therefore and/or the excuses provided are not deemed acceptable to the majority of the Board, his/her seat may be declared vacant and the vacancy shall be filled forthwith.
- 3.7 Committees. The Board of Directors may from time to time create such committees as shall be required for the orderly conduct of the business of the corporation. The President shall appoint the members of such committees, subject to the approval of the Board of Directors.

ARTICLE 4 – OFFICERS

- 4.1 Number. The officers of this corporation shall be a President, Vice President, Treasurer, Secretary, and, when deemed necessary by the Board of Directors, an Executive Secretary.
- 4.2 Method of Election. The Board of Directors shall elect for the term of One (1) year, the President, Vice-President, Treasurer and Secretary, and when deemed necessary, an Executive Secretary.
- 4.3 Duties of Officers. The duties and powers of the officers of the corporation shall be as follows:

PRESIDENT

The President shall preside at the meeting of the corporation, and of the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. He shall also, at the annual meeting of the corporation and such other times as he deems proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions



as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessarily incident to the office of President of the corporation.

VICE-PRESIDENT

In case of death or absence of the President or of his inability from any cause to act, the Vice-President shall perform the duties of his office. The Vice-President shall also perform such duties as shall be delegated to him by the President.

SECRETARY

It shall be the duty of the Secretary to give notice of and attend all meetings of the corporation and its Board of Directors and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed, to keep a list of the members of the corporation; to collect the fees, annual dues and assessments and pay them over to the Treasurer; to notify the officers and members of the corporation of their election; to notify members of their appointment on Committees, prepare and maintain a separate book of resolutions which will be made available at all regular meetings, and to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the corporation, and generally to devote his best effort to forwarding the business and advancing the interests of the corporation. In case of absence or disability of the Secretary, the President may appoint a Secretary pro term.

TREASURER

The Treasurer shall keep an account of all monies received and expended for the use of the corporation, and shall make disbursements only upon approval of the Board of Directors. The Treasurer shall deposit all sums received in a bank(s), or trust company approved by the Board of Directors and make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or an authorized member of the Board of Directors.

The funds, books, vouchers and any other business records of the corporation in the Treasurer's hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. The corporation's annual financial statements shall be prepared by an independent Certified Public Accountant, selected by the Board of Directors. The scope of services provided by the Certified Public Accountant shall be determined annually by the Board of Directors and shall be at a level consistent with the corporation's financial circumstances, and to satisfy any banking or regulatory requirements.



At the expiration of the Treasurer's term of office he shall deliver over to his successor all books, monies and other property, or, in the absence of the Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a treasurer pro term.

EXECUTIVE SECRETARY

The office of Executive Secretary may be created by the Board of Directors, in its discretion, and the Executive Secretary shall carry out such of the duties of the Secretary and/or treasurer as may be delegated by the secretary and/or treasurer, and such other duties as may be assigned by the Board of Directors.

4.4 Bond of Treasurer. The Treasurer shall, if required by the Board of Directors, give to SCC such security for the faithful discharge of his duties as the Board may direct. The expense of bonding shall be paid by SCC.

4.5 Vacancies. All vacancies in any office shall be filled by the Board of Directors at its next regular meeting by a plurality vote of a quorum of the Board of Directors present.

ARTICLE 5 – COMPLAINTS

5.1 Form and direction of complaints. All complaints against a member shall be made in writing, signed by the complainant and addressed to the Board of Directors.

5.2 Decision of the Board and action upon complaint. Upon due deliberation with regards to any complaint, The Board of Directors shall take any action permitted within the by-laws and deemed by the Board to be in the best interests of SCC, at the Board's sole discretion, and the decision of the Board of Directors shall be final.

ARTICLE 6 - RULES OF PROCEDURE AND INTERPRETATION

6.1 Rules governing meetings. The rules of procedure at the meetings of SCC and the Board of Directors shall be in accordance with Roberts Rules of Order unless inconsistent with the bylaws of SCC.

6.2 Interpretation of by-laws. All questions of interpretation and construction of the by-laws shall be decided by the Board of Directors, and the decision of the Board of Directors shall be final.



ARTICLE 7- AMENDMENTS

- 7.1 Amendments by vote of the Board of Directors. Sections 1.1, 1.3, 1.4, 1.5, 1.6, 1.9, 2.1, 2.2, 2.3, 2.4, 2.6, 2.7, 3.3 and 3.6 of these by-laws may be amended, repealed or altered in whole or in part by two-thirds (2/3) vote of the entire Board of Directors at any regular or special meeting of the Board of Directors, provided that notice of the proposed change be stated in the notice of meeting.
- 7.2 Amendments by vote of the Membership. Except as provided in section 7.1 above, these By-Laws may be amended, repealed, and/or altered by two-thirds (2/3) of the valid ballots cast for amendments, repeals, or alterations by the members of SCC at any annual or special meeting of the members, provided that notice of the proposed change be stated in the notice of the meeting. Each member shall have an opportunity to vote by absentee ballot.

ARTICLE 8- CORPORATE EXPENDITURES

- 8.1 Limitations on the Board for spending or borrowing. The Board of Directors shall have the power to spend up to two hundred fifty thousand (\$250,000.00) dollars on any single capital improvement, borrowing, loan, charge, obligation, or other such encumbrance for the benefit of SCC. In the event that any single capital improvement, borrowing, loan, charge, obligation or encumbrance for the benefit of SCC shall exceed two hundred fifty thousand (\$250,000.00) dollars, said expenditure shall require approval of a majority of the Members at any annual or special meeting of SCC called for such purpose provided that notice of the proposed expenditure be stated in the notice of the meeting. Each member of SCC shall have an opportunity to vote by absentee ballot on any such expenditure.
- 8.2 Re-evaluation and Modification. This Article of the by-laws shall be subject to modification and re-evaluation by the Board of Directors every three (3) years. In the event of a major catastrophe, this Section may be temporarily suspended by a two-thirds vote of the Board of Directors.



RULES & POLICIES

In addition to the Springville Country Club, Inc BY - LAWS, the following is an outline of the Rules & Policies adopted by a resolution of the Board of Directors, effective July 2019. The Board of Directors has granted the Pro Shop and Clubhouse Management the authority to enforce these directives.

DRESS CODE

The Club management is authorized by the Board of Directors to enforce the dress code, and has the Board's permission to deny service to anyone not in compliance. Violators of the dress code shall not be permitted entry to the Clubhouse, Golf Course, or the Practice Area. Members shall be responsible for their guests' proper adherence to these rules.

1. Proper dress is required at all times. Men are always required to wear a shirt with sleeves and a collar on the golf course and in the Clubhouse. Tee shirts are not permitted. Slacks or shorts are permitted but must have a hem, and shorts must be cut no more than four (4) inches above the knee. Jeans, denim shorts, and coach's shorts are never permitted on the golf course.
2. Shorts consistent with the rules herein are permitted in the dining room. Denim in good condition is allowed in the Grillroom and on the Grillroom patio.
3. Women are required to wear mid-thigh shorts, skirts or slacks. Tops must have sleeves or a collar. Tank tops are not permitted.
4. Hats and visors must be worn with the brim forward. Hats and visors are not permitted to be worn in the dining room.

GENERAL CONDUCT ON CLUB GROUNDS

1. Those members with delinquent accounts lose all clubhouse and golf privileges.
2. **No alcoholic beverages are permitted except those purchased through the Club.**
3. No coolers are permitted on the golf course unless specifically authorized as part of a Club sanctioned event. Littering is prohibited.



4. Language, conduct or behavior, including sexual harassment, that is disrespectful to other members, guests or Club employees, shall not be tolerated and shall subject the Member to disciplinary action at the discretion of the Board of Directors. Members (including Guests) must be respectful and cognizant of actions both physical and verbal when communicating with any individuals (members, guest and employees) at the club
5. Personal Electronic devices, i.e.: cell phones are allowed on the course. Members are required to keep volume levels low enough as not to disturb fellow members.

GENERAL RULES OF PLAY

1. Members and Guests must check in at the Pro Shop before starting play.
2. All play must start at the Number 1 tee, unless otherwise authorized by designated Pro Shop personnel. Order of play will be determined by the Starter. The Head Pro, his Assistant, or any member of the Pro Shop staff specifically designated by the Pro, will serve as the Starter.
3. Each player must have their own golf bag and clubs.
4. No golfer shall begin play on the course before 7:00 a.m., which shall be the starting time on every day the course is open, with the following exceptions:
 - a. Every Monday, the starting time shall be 12:00 noon, unless otherwise designated by the Pro Shop, such as for Tournaments approved by the Board or certain holidays which are celebrated on a Monday.
 - b. After Labor Day, the starting time shall change to 7:30 a.m. (except for Mondays, for which starting times remain at noon).
5. In the interest of making everyone's round more enjoyable, all golfers are expected to maintain the pace of play as defined by the USGA. For details or further explanation, please contact the Pro Shop.
6. All Members and Guests are expected to repair divots on greens, use seed mix to repair divots on tee areas and in fairways, rake sand bunkers after use and place rakes outside of sand bunkers.
7. Children less than twelve (12) years of age must be accompanied by an adult on the course always, unless otherwise competing in a BDGA or age appropriate youth tournament.



8. During the off season, non-members are prohibited from using the golf course. Any violation will result in a charge the equivalent of double greens fees per unauthorized person and will be charged to any member accompanying said non-member. For purposes of this section, “off-season” shall be defined as any period the Pro Shop is closed and unavailable for the collection of greens fees.

WEEKENDS AND HOLIDAYS

1. No Single or Twosome is allowed on the course on Weekends or Holidays prior to 1:00 pm. unless otherwise authorized at the discretion of the Golf Professional.
2. Starting times for restricted members shall begin at 10:00 am on Saturdays, Sundays and Holidays, unless otherwise determined at the discretion of the Golf Professional.

GUEST POLICY

FIXED POLICY by the Board of Directors

Limiting Guest play to two times per month regardless of host is part of the member loyalty responsibility of our club.

No Guest shall play the course more than two (2) times per month, regardless of who serves as host. Social Members, Members on Leave, Non-Member children or grandchildren shall be considered guests. Any deviation from the above shall require Board approval.

Guests can charge back greens fees to “host” member account or pay by personal credit card. Greens fees are as follows: Weekdays - \$50.00 per 18 holes; Saturday, Sunday, and Holidays \$55.00 per 18 holes; any day where play commences after 3:00 pm - \$30.00 (1:00 pm During April and October).

Guests are not permitted to play the course without a member present in each foursome, unless otherwise authorized by the Golf Professional. Members must coordinate with the Golf Professional if over 3 guests to ensure minimum interruption to other members (Members can bring unlimited number of guests at one time as long as approved by the Golf Professional)



GOLF CARTS

1. Golf carts shall only be used in a reasonable, cautious and prudent manner. Members and their guests shall always use cart paths where available, and shall always adhere to cart specific directional signs in all areas of the course.
2. Golf carts shall never be driven within thirty (30) feet of any green.
3. Based on the availability of carts, cart renters may be required by the Pro Shop to share the cart with other players in their group. Failure to adhere to these rules may result in suspension from any further use of golf carts or any other reasonable penalty deemed appropriate by the Board based upon the facts and circumstances of the case.
4. Children under sixteen (16) years of age are not permitted in the locker rooms unless accompanied by an adult member. They are also not allowed to drive golf carts.
5. Seasonal Cart Rental for 18 holes or Ride Nine Anytime (singles and/or couples) - Annual charges for seasonal cart rentals must be paid in full by April 1st of each season. All carts are issued daily on a first-come, first-served basis, and no refunds will be given if a cart is unavailable. Seasonal cart rental charges are non-refundable for any reason whatsoever. Seasonal cart rentals are for use by the individual member only, are non-transferable, and do not include use by guests or other members. Based on the availability of carts, seasonal cart renters may be required by the Pro Shop to share the cart with other players in their group.

CLUB EVENTS

The annual schedule of events is posted on the website under the “Events” Tab. The schedule is updated regularly as new events may be added throughout the season. Event flyers may be linked in the schedule or posted around the clubhouse or outside the Pro Shop.

NO SHOWS AND/OR LATE CANCELLATIONS:

Members are responsible for providing the Club with timely notice if they or their guests will be unable to attend a Club event (e.g. stag, tournament, special dinner, etc.) for which they signed up. No-shows and/or cancellations less than 24 hours prior to the event will result in the Member being billed for costs related to the event. All cancellations must be directed to the Club Manager or the Pro Shop.



MEMBER SCORE POSTING

FIXED POLICY by the Board of Directors

Policy requirement is to post all 9 and 18-hole scores in GHIN System

Board approved policy for member score posting with a verification of League and Tournament play scores by the Pro Shop to ensure accurate handicaps are reflected. A one-time “mistake” allowance will be granted. The second-time the score will be entered by Assistant Pro with penalty.

NO CASH POLICY

FIXED POLICY by the Board of Directors

Collecting member receivables is part of the fiduciary responsibility of our club.

The Board of Directors has implemented a “No Cash” Policy, whereby only traceable currency can be utilized for transactions at Springville Country Club (i.e. checks, credit cards, debit cards, etc.) with an annual review of Financial Records by outside Accounting Services.

ANNUAL DUES

Unless otherwise stated herein or in the Club’s by-laws, Annual dues are non-refundable for any reason, in whole or in part.

PAYMENT POLICY

Those members with delinquent accounts lose all clubhouse and golf privileges.

FIXED POLICY by the Board of Directors

Collecting member receivables in a timely manner is part of the fiduciary responsibility of our club. The goal of the Springville Country Club’s (SCC) Member Billing Process and Enforcement Policy is designed to maximize earnings and profit from member sales and minimize exposure to slow paying members ensuring a healthy cash and working capital position. This is accomplished by applying consistent practices.



SCC's policy is to collect all member receivables within thirty days. After 30 days enact an enforcement policy.

PROCESS

I. 30-day Monthly Billing: On the first day of the month an email or mail notification is sent to each member notifying them of the amount due within 30 days with a grace period of 14 days.

II. If Open after 45 days (15 days past due): On the fifteenth day of the following month an email or mail notification is made/sent to each member notifying them of a possible pending \$50.00 overdue fee. and a Fifteen Day Notification is given of pending posting of the overdue member(s) in the Pro Shop, Locker Rooms, Clubhouse and Jonas System.

III. If Open after 60 days (30 days past due): The Posting of the overdue member(s) in the Pro Shop, Locker Rooms, Clubhouse Jonas System is initiated. All SCC (clubhouse, golf (including Hooper priority), etc.) privileges are suspended until full payment of outstanding balance is made.

IV. Legal Proceedings after 61days: The SCC Board may pursue legal actions to collect past payments.

LEAVE OF ABSENCE POLICY

All leaves are subject to Board approval and can be granted for the following:

1. Medical Leave; Medical reasons rendering a member unable to play golf. Any Member seeking a Medical Leave, as defined in the by-laws, must submit their request in writing to the Board of Directors. Any determination or authorization for a Medical Leave shall be granted only at the discretion of the Board of Directors. In order to be considered for a Medical Leave, any Member must meet or be subject to the following requirements:
 - a. Requests for any Medical Leave must be submitted to the Board of Directors in writing and be accompanied by a Doctor's note of explanation including the date the member will no longer be able to play golf.
 - b. If approved, the Medical Leave will be considered effective as of the date the member is unable to play golf.
 - c. Medical leave requests for members unable to play golf must be requested and received prior to July 15th to receive prorated dues credit upon board approval. No Annual Dues credit will be issued for members unable to play golf or leaves requested and received after July 15th of the current year.



- d. Medical Leaves must be approved by a vote of the Board of Directors, and will typically be addressed at the next, available regularly scheduled Board meeting after the request is received from a Member.
 - e. A member on a Medical Leave retains the use of the Clubhouse and has charge privileges. No dues or monthly minimums shall apply or be required while a Member is on Medical Leave. A Medical Leave is granted for a maximum of one (1) year from the date approved.
 2. Out-of-Area Leave; Relocation out of the Buffalo golf district, i.e., job transfer. Any Member seeking an Out-of-Area Leave, as defined in the by-laws, must submit their request in writing to the Board of Directors. Any determination or authorization for an Out-of-Area Leave shall be granted only at the discretion of the Board of Directors. In order to be considered for a Out-of-Area Leave, any Member must meet or be subject to the following requirements:
 - a. Requests for an Out-of-Area Leave must be submitted to the Board of Directors in writing. The member must properly document his/her new address outside of the Buffalo district.
 - b. The Out-of-Area Leave will be considered effective as of the date the member is unable to play golf after the new address change. The consideration of this request and any approval thereof by the Board of Directors is typically addressed at the next, regularly scheduled Board meeting after the request is received from a Member. Any determination or authorization for an Out-of-Area Leave shall be granted only at the discretion of the Board of Directors.
 - c. A member on an Out-of-Area Leave retains the use of the Clubhouse and has charge privileges. No dues or monthly minimums shall apply or be required while a Member is on Out-of-Area Leave. An Out-of-Area Leave is granted for a maximum of one (1) year from the date approved. Out of Area leave for members with a new address outside of the Buffalo district, must be requested and received prior to July 15th to receive prorated dues credit upon board approval. No Annual Dues credit will be issued for members unable to play golf or leaves requested and received after July 15th of the current year.
3. Open Leave, as per Article I, Sec. 1.7 of the Springville Country Club By-Laws. Any Member seeking an Open Leave, as defined in the by-laws, must submit their request in writing to the Board of Directors. Any determination or authorization for an Open Leave shall be granted only at the discretion of the Board of Directors. In order to be considered for an Open Leave, any Member must meet or be subject to the following requirements:
 - a. Member must be in good standing for the ten (10) years immediately prior to the request to be eligible for an Open Leave.
 - b. Any Open Leave can be used once in the lifetime of the Member.



- c. The Open Leave shall be for consecutive years and of unlimited duration.
- d. The Member granted an Open Leave shall not be required to pay dues or a monthly minimum in the Clubhouse, but shall remain responsible for all Club fees and assessments for each year remaining on leave, i.e., mortgage repayment.
- e. The Member on an Open Leave has guest privileges only. Their Membership number shall be put on hold.

ANNUAL BUDGET APPROVAL POLICY

FIXED POLICY by the Board of Directors

Having a new budget in place in a timely manner is part of the fiduciary responsibility of our club. The goal of the Springville Country Club's (SCC) Board of Directors Budget process is to maximize collaboration and agreement between the Department Managers and the Board of Directors in a timely manner in order to act proactively in the best interests of Springville Country Club.

The Board of Directors policy is to have an agreed upon fiscally responsible budget in place prior to the new Fiscal Year (November 1st).

PROCESS

I. By August 31: Office Manager to forward annual blank budget sheets to each Department Manager for the creation of preliminary budgets by department for the new fiscal year starting November 1st

II. Monday following Annual September Election Meeting (Full Board Meeting): Final due date of Preliminary Budgets by Department Managers delivered to Office Manager.

III. Within 10 days of Receipt of Final Due Date of Preliminary Budgets by Department Managers: Office Manager will forward the Preliminary Budgets along with a Summary to the Executive Committee for accuracy review and corrections. This discussion should include a review of the previous budget actual versus projected in order to understand previous fluctuations to better reflect and enable projection of a more accurate budget forecast for the upcoming fiscal year.

IV. First Full Week of October: Working meetings scheduled among Department Managers, Committee Chairpersons and finance for adjustments and corrections.



V. Friday before Second Week in October Board Meeting: Board of Directors receive completed Preliminary Budgets from Office Manager.

VI. Second Week October Monday Board Meeting: Phase 1 Budget Review with Department Managers (Meeting Format below).

5:30pm General Discussion
6:00pm Office Manager Administration Presentation
6:30pm Golf Professional Presentation
7:00pm Clubhouse Manager Presentation
7:30pm Grounds Superintendent Presentation
8:00pm Board of Directors Notes and Wrap Up

VII. October Board Meeting: Budget Finalization and Approval

VIOLATION OF RULES AND POLICIES

1. Any member who willfully violates any of these rules and policies will be subject to disciplinary action by the Board of Directors.
2. Members alleged to be in violation of any Rule or Policy will be advised in writing by the Board of Directors and shall be requested to provide a written explanation regarding the same.
3. If a Member is found to be in violation of any of the rules and policies on more than one occasion during the same calendar year, a personal appearance before the Board of Directors by the Member may be required for a review of the Member's conduct and any potential impact on the Member's ongoing privileges at the Club.
4. A Member shall be responsible for insuring that any of the Member's Guests also properly adhere to all of the Rules and Policies of the Club. A violation of any of the Rules and Policies of the Club by any Member's Guest may be deemed a violation by the Member himself or herself, and may subject the Member to the same disciplinary action as if the Member committed the violation.
5. Any member whose charge privileges have been suspended more than once during the same calendar year will be required to have a credit card account number on file in the business office.

BOARD OF DIRECTORS SPRINGVILLE COUNTRY CLUB