

INDEX

PREFACE	Page 3
PREAMBLE	Page 3
ARTICLE I / MEMBERSHIP	Page 3
Section 1: Eligibility	Page 3
Section 2: Classifications / Senior Members	Page 3
Spouse Member	Page 4
Junior Member	Page 4
Clergy	Page 4
Intermediate Member	Page 4
Non Voting Senior Member	Page 4
Honorary Life Member	Page 4
Social Member	Page 5
Legacy Provision	Page 5
Non-Resident Member	Page 5
Section 3: Fees & Allocation of Initiation Revenue	Page 5
Section 4: Dues & Assessments	Page 6
Section 5: Delinquency	Page 6
Section 6: Reinstatement	Page 6
Section 7: General & Special Meetings	Page 6
Section 8: Leave of Absence	Page 6
(Revised 11/8/09)	
 ARTICLE II / BOARD OF DIRECTORS	
Section 1: Terms	Page 8
Section 2: Nominations	Page 8
Section 3: Elections	Page 8
Section 4: Voting	Page 9
Section 5: Purchases & Expenditures	Page 9
Section 5A: Signing of Contracts	Page 9
Section 6: Vacancy	Page 9
Section 7: Board Meetings & Quorum	Page 10
Section 9: Responsibilities & Duties	Page 10
Section 10: Conflict of Interest	Page 10
 ARTICLE III / OFFICERS & THEIR DUTIES	
Section 1: President	Page 10
Section 2: Vice President	Page 11
Section 3: Secretary	Page 11
Section 4: Treasure	Page 11
Section 5: Removal From Office or Seat	Page 12
Section 6: Director Voting	Page 12
 ARTICLE IV / ADMISSIONS	
Section 1: Application	Page 12
Section 2: Posting	Page 12
Section 3: Accepted	Page 12
Section 4: Rejected	Page 12
 ARTICLE V / COMMITTEES	
Section 1: General	Page 13
Section 2: Chairman	Page 13
Section 3: Members	Page 13
Section 4: Greens Committee	Page 13

Section 5: Golf Committee	Page 13
Section 6: Membership Committee	Page 13
Section 7: House & Locker Committee	Page 13

Section 8: Bar & Kitchen Committee	Page 13
Section 9: Public Relations	Page 14
Section 10: Entertainment Committee	Page 14
Section 11: Cart & Caddie Committee	Page 14
Section 12: Finance Committee	Page 14
Section 13: By-law Committee	Page 14
Section 15: Employee Relations Committee	Page 14
Section 16: Grievance Committee	Page 15

ARTICLE VI / PRIVILEGES

Section 1: Guests	Page 15
Section 2: Members Privileges	Page 15
Section 3: Members Responsibilities	Page 15

ARTICLE VII / CONDUCT & RIGHTS OF MEMBERS

Section 1: General	Page 15
Section 2: Suspension	Page 16
Section 3: Objections/Complaints/Suggestions	Page 16
Section 4: Examining Books & Records	Page 16
Section 5: Resignation	Page 16
Section 6: Attending Directors Monthly Meeting	Page 16

ARTICLE VIII / AMENDMENTS

Section 1: General Amendments	Page 17
Section 2: Submitting By-law Violation Challenges	Page 17

REVISIONS	Page 17
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BY-LAWS OF THE ELMHURST COUNTRY CLUB

PREFACE

It shall be the duty of every member of the Club to become familiar with its laws and rules, and ignorance of them shall not excuse a member for any breach or neglect thereof.

PREAMBLE

Hereinafter contained as set forth at length, are the Constitution and Bylaws of Elmhurst Country Club, which supersede and nullify any and all Constitutions, Bylaws or Amendments, which have heretofore been adopted by said Club

Article I MEMBERSHIP

Section 1. / ELIGIBILITY

All persons who are accepted, as hereinafter provided, shall be eligible for membership in the Elmhurst Country Club.

Section 2. / CLASSIFICATIONS

(A) Senior Members: SENIOR MEMBERS shall not exceed 340 in number except for a limited time secondary to a Membership Drive approved by the board due to economic conditions. Upon completion of such a Membership Drive, new Senior Members will not be accepted until the membership falls below 340. Senior members wishing to return from a Leave of Absence will be reinstated by the Board of Directors provided that the number of Senior Members does not exceed 360. (Revised 3/12/17) Senior Members in *good* standing shall be 21 years of age who hold valid, unimpaired and unaffected certificates of membership and those persons who have satisfied the full initiation fee or are complying with the initiation fee schedule or schedules adopted at the discretion of the Board of Directors. Senior Members, who are in good standing, shall constitute the corporate body of Elmhurst Country Club and shall have exclusive right to vote at any and all general meetings of the Club membership, whether such meetings are regular or special. They shall be eligible for and permitted to use and enjoy all the facilities of the clubhouse, Club grounds, building and golf course as defined by Rules and Regulations designated by the Board of Directors. (Revised 11/8/09).

In the event there are more than **340** Senior Members at any time, the Board of Directors shall not accept any new applicant into Senior Membership until the total number of Senior Members is less than the said **340** maximum.

The Board of Directors shall have the power at all times and when deemed advisable for any reason to place a maximum limit on the number of Senior Members, with the number not to exceed **340** members at any time. Also to revise, either upward or downward, subsequently, the fixed maximum limit of members who will be admitted to any class of membership by appropriate action at a regular meeting of the Board. Any such revision, however, is not to affect the status of existing members.

In that the economic condition of the Club may necessitate a change in the maximum number of **340** Senior Members, then, any proposed change shall be reviewed by the membership at a fall or spring annual meeting, or a special meeting called for the purpose of changing the number of Senior Members.

In addition, at the end or during the three (3) year period beginning September 1, 2005, the increase in the number of Senior Members from 325 to 340 may be reviewed and changed by the membership. Should the senior members feel a change is necessary for any reason, then a two thirds (2/3) vote of the Senior Membership present and voting at a spring or fall meeting or special meeting shall determine the maximum number of Senior Members. (Revised 11/8/09)

(B) Spouse Member: A spouse member shall be the spouse of a living member, in good standing, of any class of membership in the Club, except a social or junior member. They shall be eligible for and permitted to use and enjoy all of the facilities of the clubhouse, club grounds, buildings and the golf course as defined by Rules and Regulations designated by the Board of Directors.

A spouse member whose spouse has passed away and was a member in good standing, shall be permitted to change his/her membership class to Senior Member, within one (1) year from date of spouse's death. No initiation fee will be required but the spouse member shall be subject to the dues, fees and assessments to be paid by a Senior Member or Non Voting Senior Member as of the effective date of the change. (Revised 11/8/09) (Revised 4-10-16)

(C) Junior Member: A Junior Member shall be a child, **less than 28 years of age**, of a living Senior Member, Non-Voting Senior Member, or Clergy Member in good standing. Junior Members wishing to go directly to senior membership would be admitted to membership before any new member but after any Senior Member returning from a leave of absence. They shall be permitted to use and enjoy all of the facilities of the clubhouse, club grounds, buildings and golf course as defined by the rules and regulations designated by the Board of Directors.

A Junior Member whose member parent dies shall be granted an option of one (1) year, from the date of death of such parent, to apply to the Elmhurst Country Club for Intermediate or Senior Membership. **(Revised 11/10/02) (Revised 4/18/10)**

(D) Clergy: A Clergy Member shall be any member of the clergy. They shall be eligible and permitted to use and enjoy all the facilities of the clubhouse, club grounds, buildings and golf course as defined by the rules and regulations designated by the Board of Directors.

(E) Provisional Senior Member: A Provisional Senior Member shall be a young man or woman, who is at least twenty-one (21) years old and less than thirty-five (35) years of age who has satisfied the initiation fee established by the Board of Directors. Members in this classification shall enjoy the same privileges as a Senior Member with the exceptions of the privilege to vote and the ability to take a leave of absence. Upon reaching their 35th birthday, should they desire to continue as a senior member, it shall be permissible for him or her to do so upon favorable action being taken by the Board of Directors as in the case of a new member. At that time, they will be responsible for paying full dues and be granted the privilege to vote. The number of Provisional Senior Members shall not exceed thirty (30) in number. These members will have no impact on Article I Section 2 (G) as it relates to the right to become an Honorary Member.

See Section 2 (I) Legacy Provision. (Revised 11/12/06)

Male and female Provisional Senior Members shall be eligible and permitted to use and enjoy all of the facilities of the clubhouse, club grounds, building and golf course as defined by rules and regulations designated by the Board of Directors. (Revised 3/17/19)

Article II Section 2/ Classifications:

(F) Non Voting Senior Member: A Non Voting Senior Member (formerly Adult Woman) shall be a woman 21 years of age or older. This classification, however, does not apply to wives of members in any classification. Non-Voting Senior Members shall be eligible for and permitted to use and

enjoy all the facilities of the clubhouse, club grounds, buildings and golf course as defined by Rules and Regulations designated by the Board of Directors. (Effective 11/8/09 there will be no new members accepted into this classification except that a Spouse Member shall be permitted to transfer into this classification within (1) year from the date of the Spouse's death. Adult women wishing to become members of ECC will be required to apply for senior membership.) (Revised 11/8/09) (Revised 4/18/10)(Revised 4/10/16)

“Special Exceptions: In certain cases, the Board of Directors has the sole right to determine whether an applicant can be a “non-voting member.” If a person, due to death of a family member, divorce or the physical inability of their spouse to continue to play golf wishes to become a non-voting member, that individual must be more than 21 years of age and must receive a 2/3 vote of the Board to be eligible to use the facilities of the clubhouse, club grounds, buildings and golf course and will be subject to restrictions on use of the golf course as the Board determines. (Revised 3/17/19)

(G) Honorary Life Member: A Senior Member, Non-Voting Senior Member or Clergy Member who has been such for **25** cumulative years, and who shall have attained the age of **65** years may become an Honorary Life Member subject to the following conditions:

(A) Notify the Secretary of the Board of Directors, in writing, of his or her intention to become an Honorary Life Member, no less than thirty (30) days in advance, and present proof of age.

(B) The then current total Senior Membership is must be in excess of 325. If the total Senior Membership is 325 or less, the applicant(s) for Honorary Life Member shall be placed on a waiting list and shall become eligible for Honorary Life Member only when the total Senior Membership is in excess of 325. Applicant(s) on the waiting list shall be accepted into Honorary status in the chronological order of their application(s); (Revised 8/31/05) (Revised 4/18/10)

(C) Surrender his **or her** locker and key to the House Chairman.

(D) Surrender his **or her** certificate of membership if he is the owner of one.

An Honorary (playing) Senior Life Member shall be liable for 50% of all dues, based on the annual Senior Members dues and shall enjoy all the rights and privileges of a Senior Membership except that he/she shall not be eligible to vote and shall not be eligible to hold office as a member of the Board of Directors. (Explanatory comment: Per discussion at the Special Membership Meeting on **8/20/23**, Honorary (playing)Senior life members shall be liable for 100% of fees and assessments paid by Senior Members).

A (non playing) Honorary Senior Life Member shall be exempt from this 50% charge and shall enjoy all the rights and privileges of a Senior Membership except that he shall not be eligible to vote and shall not be eligible to hold office as a member of the Board of Directors.(Revised 8/31/05) (Revised 4/18/10)

An Honorary Non-Voting Senior Member shall be liable for 75% of all dues, fees and assessments payable by Non-Voting Senior Members. An Honorary Clergy Member shall be liable for 75% of all dues, fees and assessments payable by Clergy Members.

(H) Social Member: Social Member shall be such a person as is admitted to membership to use and enjoy facilities and privileges of the clubhouse, club grounds and buildings, **EXCEPT** – use of the locker and shower rooms and the right to play golf as a regular member and shall be subject to any rules and regulations designated by the Board of Directors.

A Social Member will be afforded the opportunity to apply for a Junior Membership for their children under 21 years of age. Privileges for these Junior Members would be the same as a current Junior Member.(Revised 3/17/19)

(I) Legacy Provision: Any child of a Senior, Honorary, Non-Voting Senior Member or Clergy Member 21 years old or older may apply for Senior Membership and, upon favorable action being taken by the Board of Directors, shall pay an initiation fee equal to 25% of the established initiation fee at the time of application. The parent member must be a member in good standing with at least 5 years seniority. A child applicant as defined in this Legacy Provision would be admitted to membership before any new member but after any Senior Member returning from a leave of absence. A child applicant as defined in this Legacy Provision whose member parent dies shall be granted an option of one (1) year from the date of death of such parent to apply for Senior Membership. (Revised 3/25/07) (Revised 4/18/10) (Note: The definition of Intermediate member was revised on 11/14/10 in order to include sons in law and daughters in law – who are also subject to the legacy provision.)

(J) Non-Resident Member: A Senior Member with at least ten (10) years seniority may become a Non-Resident Member, on approval of the Board of Directors, subject to the following conditions:

a. He/She must present to the Secretary of the Board of Directors proof of legal residency at a location

that is at least 200 miles from ECC.

b. The total number of rounds of golf played in any golf season may not exceed 25, including tournaments.

A Non-Resident Member shall be liable for 50% of all dues, fees, and assessments based on the current annual Senior Membership rates and shall have a yearly food minimum equal to 75% of the current rate. A Non-Resident Member shall enjoy all the rights and privileges of a Senior Member except that he/she shall not be eligible to vote and shall not be eligible to hold office as a member of the Board of Directors. (Revised 11/9/08.) (Note: By action of the BOD on 5/25/11 a policy was adopted regarding a Non-Resident Member who wishes to return to Senior Member status. Specifically, it was determined that in circumstances where senior membership is at capacity the returning member will be placed at the top of the legacy list. Such member will not displace another Senior Member who is returning from a leave of absence.)

Section 3. (A) FEES (Initiation, Greens, Carts, Locker, Etc,) The Board of Directors shall have the power from time to time to make changes in the rates of initiation fees, locker fees, green fees and cart fees as they may deem best in the interest of the Club.

(B) ALLOCATION OF INITIATION REVENUE: All revenue from initiation fees shall be allocated to the Capital Fund. (Revised 3/25/07)

1. Capital Fund expenditures are limited to allocations related to purchases, repairs or improvements of Capital Equipment or Capital Improvements with a life expectancy of no less than five (5) years.
2. When the Capital Fund Balance exceeds 60% of the depreciation of if Capital Expenditures for the fund exceed 60 % of depreciation for the same fiscal year, Initiation Revenue may then be allocated at the discretion of the Board of Directors following existing expenditure rules.
3. At any time that the senior membership declines below 340, the Board of Directors may, by majority action, modify or suspend the Initiation Allocation Schedule until such time that the Senior Membership returns to 340.
4. Capital fund Expenditures shall be prohibited when the Capital Fund Balance is less than 10% of the current fiscal year depreciation or \$25,000, whichever is greater, unless the expenditure is approved by 2/3 of the Board of Directors.

Section 4. / Dues & Assessments:

Dues: The Board of Directors shall have the power at their discretion to increase dues on an annual basis between 0% and 4% based on the recommendation of the Budget and Finance Committee headed by the Treasurer to preserve the financial stability of the Club. The Board shall be required to discuss the reasons necessary for the dues increases before the Senior Members at a regular annual or spring meeting. This bylaw will be readdressed by the Board of Directors at a regular annual or spring meeting when the currently monthly dues reach \$300.

Assessment: The Board of Directors shall also have the power at their discretion to request an assessment to preserve the financial stability of the Club. The Board shall be required to furnish options and alternate plans to the Senior Members at a regular annual meeting, spring meeting or a special meeting called for this purpose so that Senior Members may decide which option or plan is most acceptable. After discussion, a two-third (2/3) vote of the Senior Members present and voting shall determine the most acceptable plan for the assessment. (Revised 3/17/19)

Section 5. / DELINQUENCY: Includes all classes.

(A) All indebtedness shall be due and payable when bills are rendered. If a member's bill is not paid by the last day of the month in which billed, the member shall be considered delinquent and his/her name and amount due shall be posted on the Club bulletin board. The delinquent member will be suspended from all privileges of the Club and notified by registered mail that their membership may be forfeited at the discretion of the Board of Directors. A carrying charge of one (1%) percent per month on the accumulated balance will be levied until account is fully paid.

(B) **Any senior member who repeatedly or habitually shall become delinquent in his indebtedness to the Club will be subject to forfeiture of his membership.**

Section 6. REINSTATEMENT: A member in any classification other than Senior Member, (for whom separate provision has been made in the Bylaws), who resigns from or whose membership in the club has been suspended for any reason, may apply to the Board of Directors for reinstatement of membership. The BOD may approve the reinstatement of such member and shall determine the conditions under which such reinstatement shall be made. Such conditions shall normally include the repayment of any dues, fees, assessments, and/or charges owed to the club. (Revised 4/18/10)

Section 7. / GENERAL & SPECIAL MEETINGS: The Senior Membership of the Club must conduct two (2) general meetings per year. The first meeting will be held on a Sunday in March or April, at the discretion of the Board of Directors but no later than April 30th. The second meeting will be held on the second Sunday in November, at the club. **Special Meetings** of the Senior Membership shall be called by the President whenever he is requested to do so, in writing, by not less than **fifty (50)** Senior Members of the club. The special meeting shall be called within **thirty (30)** days of the receipt of such request, and each such meeting shall state the purpose for which the meeting was requested; no other matters will be considered at the special session. Special meetings for general purposes may also be called by affirmative action of the Board of Directors.

Fifty (50) Senior Members shall constitute a quorum at any and all general and special meetings of the Club. (Revised 4/28/02) **All general and special meetings shall be conducted in accordance with commonly recognized rules of order. All actions taken in conjunction with general and special meetings are subject to debate and amendment at the discretion of the chair.**

Section 8. / LEAVE OF ABSENCE: Effective May 1, 2002 any member of the Club in good standing and initiation fees paid in full may request a leave of absence for a **maximum of one (1) calendar year**. The member shall then be eligible again for such a leave of absence only once every three (3) years during their membership in the Club. **They will lose one year of seniority for each year on**

leave. Classes (Wife and Junior Member) of the Senior Member requesting a leave may maintain said membership for one year. Such request must be made in writing to the Secretary of the Board of Directors. **Approval of leave of absence will be at the discretion of the Board of Directors.** While on a leave of absence a member is eligible to participate in club events as a paying guest – subject to the approval of the Golf Committee. Such participation is not permitted in the Holland or McGowan Tournaments. He or she is eligible to become a Social Member during the leave of absence. **(Revised 4/28/02) (Revised 4/18/10)**

(A) Reinstatement Prior to Exhaustion of One (1) Year Leave of Absence. After leave of absence is approved by Board of Directors, should he/she, for any reason wish to return, or be reinstated sooner than the one (1) year period, such request shall be made in writing, to the Secretary of the Board of Directors. When reinstated he must make payments of all dues and assessments in full, from date the leave of absence began, to the date his request for reinstatement was received by the Secretary of the Board of Directors.

(B) Should the member requesting reinstatement be a Senior Member and the membership is **below the 340 maximum**, he shall be reinstated prior to acceptance of a new member whose application may have been received and posted as outlined in Article V (Admissions) of by-laws. If a new member is approved and accepted by Board of Directors, prior to date of Senior Member's request for reinstatement, the new member shall have priority.

(C). In the event that senior membership is at the 340 maximum when a request for reinstatement is received, the following procedure will apply:

1. The member's name will be placed on a waiting list in the order of Seniority in the Club.
2. When membership drops below 340 the member will be reinstated by Board of Directors prior to acceptance of any new member.
3. When reinstated he must make payments of all dues and assessments accrued, in full from date leave of absence began to date his request was received by the Secretary of the Board of Directors.

(C) Reinstatement After One (1) Year Leave of Absence Expires. All classes of membership must submit request for reinstatement, in writing, to the Secretary of Board of Directors at least one (1) week prior to expiration date of leave of absence.

In the case of a Senior Member, if membership **is not at the 340 maximum**, he/she will be reinstated immediately. If the Senior Membership **is at the 340 maximum**, his/her name will be placed on a waiting list and when a vacancy exists he/she will be reinstated by Board of Directors prior to acceptance of any new member. When reinstated all members must make payment of all assessments in full, from the date the leave of absence began, to the date their request for reinstatement was received by the Secretary of the Board of Directors.

If one (1) year leave of absence expires and no request for reinstatement has been received by the Secretary of Board of Directors, then that person is no longer considered a member on leave. Should any former senior club member request reinstatement at a later date, he/she must complete a new application and shall be subject to such conditions as are established by the Board of Directors. At a minimum, such conditions shall include: 1) payment of any outstanding dues, fees, assessments, or charges, and 2) payment of a one-time application fee to be set by the Board of Directors at no less than \$500. A reinstated member's seniority will be based on the date of reinstatement and not on the original date of membership. If senior membership is at capacity the returning member will be placed on the waiting list based on the date of his/her new application. **(Revised 11/13/11)**

ARTICLE II

BOARD OF DIRECTORS

Section 1. There shall be **(9) nine** Directors.(Revised 11/13/16) The full term of each Director shall be **three (3) years**. The Directors who are serving when these By-laws are adopted shall continue to service until their terms expire or until, for any reason prior to expiration dates, their offices as such Directors become vacant. **A Director will be allowed to serve a maximum of two (2) consecutive terms**. Following the completion of two (2) consecutive terms a member will not be eligible for re-election until he has been off the Board of Directors for a full term of three (3) years.

Section 2. NOMINATIONS: the President, not less than seventy (70) days before the annual meeting for the election of Directors in each year, shall appoint from the Board of Directors and Senior Members a nominating committee composed of not less than **four (4)** members. The duty of this committee is to nominate all candidates for directors to fill vacancies on the Board to be voted upon at the next election. The Nominating Committee shall be empowered to nominate candidates and will endeavor to ensure that the number nominated shall be two (2) more than the pending vacancies on the Board. Other candidates who wish to run must present written nomination requests to the Nominating Committee at least thirty (30) days before the date of the General Fall Meeting. **Persons not selected by the above process will not be eligible to run for election.** The names of the nominees shall be posted at least forty (40) days before the date of the General Fall Meeting. Other nominations must be in writing, and must be presented to the Nominating Committee at least thirty (30) days before the date of the General Fall Meeting. **(Revised 4/28/02)**

Qualifications: Nominees must be Senior Members for a minimum of three (3) years, **have completed payment of all initiation fees**, and must be in good standing.

Note: Nominees may submit a brief summary of their personal qualifications on an 8 1/2 inch by 5 inch sheet to be inserted and mailed with the annual ballot. Such summary must be submitted to the office 30 days prior to the election date. **(Revised 3/30/08)**

Section 3. ELECTIONS: Will be held the second Sunday in November or due to unforeseen circumstances the Board will reschedule, within thirty (30) days thereafter. There will be elected three (3) or four (4) Directors, depending on the number of vacancies that exist, each for a term of three (3) years. If there are unfilled vacancies on the Board, there shall be elected a director or directors to fill such vacancy or vacancies for those unexpired terms. Elections shall be by ballot. In the balloting, three (3) or four (4) candidates who receive the largest number of votes shall be elected for three (3) years. In the event there are other vacancies to be filled, the candidates receiving the next highest number of votes will be declared and elected to the office of director for the longest remaining unexpired term. Thereafter the same plan will be followed until all vacancies have been filled. In the event of a tie vote, the result shall be determined by and agreed to by the tied candidates. If the tied candidates are unable to agree, then the method to be employed to break the tie shall be decided by the President of the Club. **(Revised 4/28/02)**

Section 4 (A), Voting: In all elections of Directors voting will be limited to Senior Members in good standing. Such members shall be entitled to cast one secret ballot which may be in person on the day of the election or via mail. To be valid, a ballot must include the same number of votes as there are vacancies to be filled in the election. Ballots containing more or less votes than the number of vacancies shall be voided.

On the day of election, polls shall be opened from the hours of 1:00 P.M. to 5:00 P.M. Tellers to conduct the election shall be appointed by the President of the Club at least one week before the election, with the names being posted.

On the day of the election there shall not be any direct campaigning permitted on the premises of Elmhurst Country Club. The members shall conduct themselves in a manner becoming a country club member. Members will be subject to penalties of suspension for violations.

(B) Voting procedures: The Secretary shall cause ballots to be printed, under instructions of Board of Directors. Each ballot shall contain the direction for voting as outlined in Section 4A.

Each ballot shall contain on the bottom substantially the following instructions: "Do not sign or place any extraneous markings on the ballot. The marked ballot should be inserted in the unmarked envelope supplied, and this envelope sealed, placed in the return envelope with the signature of the member written on the return address line of the return stamped envelope. The ballot must be received in the mail or delivered by hand in the clubhouse before the close of the polls at 5:00 P.M. Ballots which are not in compliance with these provisions shall be voided. Except as otherwise set forth in these by-laws, the form and structure of the ballot and the regulation of the voting shall be under the direction and supervision of the Board of Directors.

Section 5 PURCHASES & EXPENDITURES: The Board of Directors shall have control over and is vested with the authority to perform all acts and actions connected with, arising from, or incidental to the management, maintenance, operation, extension, replacement and financing of all the club business activities and properties. **In the event of major projects or expenditures are contemplated, be they in stages or one-time projects, the Board of Directors must have the membership approval of any change in capital outlay, financial structure, sale or lease of club assets, or transactions.**

In the conduct of club business, the following procurement policy will apply:

1. Purchases or expenditures of less **than \$8,000** will be at the discretion of the Board of Directors.
2. One time purchases or expenditures of **\$8,000 to \$19,999** will require a minimum of (3) three quotes. Written documentation of those quotes will be maintained for a minimum of 1 year.
3. One time purchases or expenditures of **\$20,000 to \$75,000** will be based on receipt of sealed bids. Written documentation of those bids will be maintained for a minimum of 2 years.
4. Purchases or expenditures of **over \$75,000** will require the prior approval of the senior membership present and voting at a general or special meeting. Notice of such meeting will be posted at least 2 weeks prior to the meeting and shall include cost estimates, method of payment and, alternatives considered to satisfy the requirement (s).

NOTE: Fragmentation of purchases or expenditures to avoid the above established limits will constitute a violation of the by-laws. (Revised 11/13/11.)

Article II – Continued BOARD OF DIRECTORS

Section 5A. Signing Of Contracts: All contracts with the Club are subject to the approval of the Board of Directors. The signatures of any two (2) Officers of the Board of Directors and/or any Board appointed designee along with the Club corporate seal MUST be affixed to all multi-year contracts and all contracts totaling \$4000 or more. (Revised 4/28/02)

Section 6. VACANCY: The Board of Directors shall have the power to fill vacancies in their own body by taking the highest vote recipient, in the previous Election. If the list of previous candidates is exhausted, the Board can fill a vacancy at its own discretion. This applies only until the next General Election.

7: “Board Meetings & Quorum: The Board of Directors shall determine dates and times for holding its own meetings. The directors must meet a minimum of once a month. Also, a quorum of the Board of Directors shall consist of **(6) six of the (9) nine** members.”(Revised 11/12/17)

Section 8. REORGANIZATION: The Board of Directors, **within fifteen (15) days**, after each annual election, but prior to the first regular meeting thereafter, shall install newly elected directors and reorganize. At the reorganization meeting a president, vice-president, secretary and treasurer will be elected by secret ballot. The officers so elected by the Board of Directors, acting in their respective capacities and carrying the same titles, shall also constitute the body of officers of Elmhurst Country Club.

Section 9. RESPONSIBILITIES & DUTIES: (A) The Board of Directors, by the authority vested in them by the voting membership, shall automatically and without question, declare the seat of any director vacant who shall not meet the requirements of a full time, active director.

(B) Any director is not a full time active director if he is:

1. Absent from (3) three consecutive regular meetings of the Board of Directors.
2. If he shall be absent for a total of (4) four regular meetings of the Board of Directors within (1) one year from the date of the reorganization of the Board of Directors.

(C) The Board of Directors cannot re-appoint any director who has been removed from the Board because of his non-appearance at meetings, or any other reason of removal.

(D) There shall be direct action of Referendum and Recall against the entire Board of Directors for non-compliance of the By-laws of Elmhurst Country Club.

(E) Rules and regulations cannot conflict with or supersede the Bylaws.

(F) The annual report contains a statement by the outgoing Board of Directors on the financial position of the club and incorporates their recommendations for maintaining the financial stability for the coming year. To be included, is a projected budget for the following fiscal year.

Section 10. CONFLICT OF INTEREST: In order to prevent a conflict of interest, no director, officer or chairman of committee can use his business interest to sell to Elmhurst Country Club. No member of the immediate family of a sitting board member shall be appointed to or hired for a full time position.

ARTICLE III **OFFICERS AND THEIR DUTIES**

Section 1. PRESIDENT: The President shall authorize the call of all meetings. Acting by and through the Secretary of the Board of Directors and the Club, as in these By-laws provided and designated; shall exercise the usual functions of a presiding officer at all such meetings. He shall appoint the Chairman of all permanent, standing, or special committees, as provided in these By-laws. He shall appoint the members of all special committees, and shall act as a member of all committees' ex-officio. He may choose a screening committee for admissions, and may instruct his committee (to be known by him alone)

to report their findings individually to him. Membership on this committee shall not be disclosed to the individual participants.

President Succession: Upon the vacating of the chair of the President for any reason, the Vice President will succeed to the presidency for the balance of the term. The order of succession thereafter would be the Secretary and Treasurer.

Section 2. VICE PRESIDENT: The Vice President shall perform the duties of the President in case of the President's absence or inability to act. In case of the absence of both the President and Vice President from any scheduled meeting, whether the Board of Directors or the Club, a temporary chairman shall be elected to preside at such a meeting either by the Directors present, if it be a Board Meeting, or by the members present, if it be a club meeting. Such meeting for the election of a temporary chairman to preside shall be called to order by the Secretary or Treasurer if present, if they are not present, by a member of the Board. The Vice President shall act as a member of all committees ex-officio.

Section 3. SECRETARY: The Secretary of the club shall notify each member of the Board of Directors of all its meetings. He shall notify each Senior Member of the Club of every meeting of the Club. He shall issue all other notices to members pursuant to directions either from the President or from the Board of Directors. He shall make and keep a true record of the proceedings of all meetings of the Board of Directors and of the Club. **He shall be the official custodian of the club's Constitution and By-laws and its corporate seal.** He shall handle all correspondence and execute or attest, all legal papers, agreements or other writings for the Club, which by appropriate action by the Board of Directors he shall be officially instructed and authorized to do. He shall post all notices on the bulletin board intended to convey information to and for the benefit of all members of the Club. He shall make available at the Club's office copies of the minutes of monthly meetings of the Board of Directors, for any senior member. He shall record all meetings of the Board of Directors and of the Senior Membership meetings of the Club. He shall keep the recordings on file at the Club office for a period of two (2) years thereafter, and shall make such recordings available for transcription or copying by any Senior Member so requesting, at the member's own expense. (Revised 4/18/10)

Article III-OFFICERS AND THEIR DUTIES-Continued

Section 4. TREASURER: The Treasurer shall receive and receipt all monies of the Elmhurst Country Club, whether initially received by Committees or otherwise. He shall upon the signature of the Treasurer or President and the counter signature of one of the remaining officers of the Board of Directors, or the club manager, be the only persons authorized to make any disbursements on behalf of the Club or any committee thereof, provided that he shall pay no monies except upon orders approved by the Board of Directors at a regular meeting, or special meeting called for that purpose, signed by the President and attested by the Secretary. He shall keep all records of his receipts and disbursements and shall present an accumulative statement of the financial condition of the Club, and of the receipts and expenditures at each regular monthly meeting of the Board of Directors. He shall thereafter make said statement available for inspection by any senior member at the office of the Club.

(a). The Treasurer must give bond within **one (1) month** of his election with good and sufficient surety in such sum as the Board of Directors shall determine, conditioned for the faithful performance of his duties. The premium of such bond shall be paid for by the Elmhurst Country Club.

(b). **On recommendation of the Treasurer, a professional accounting firm shall be retained by the Board of Directors to examine the Club's receipts and expenditures each month and conduct a comprehensive financial audit within 6 months of the end of each fiscal year. The auditor's report shall be made available to any member within two weeks of the Board's review and acceptance of the report. The Treasurer shall also present an interim report at each General Meeting outlining the Club's current financial position and outlook. (Revised 3/30/08).**

(c). The books and accounts of the Treasurer shall always be available for inspection and examination by Officers and Members of the Board of Directors, or a Committee from the Directors appointed by the President to make such inspection or examination; also upon request, in writing, by any Senior Member, with the Treasurer present and at his convenience within fourteen **(14) days** from the time of request. The aforesaid duties of the Treasurer must be complied with; otherwise, he will be subject to removal from office by a majority vote of the Board of Directors.

Section 5. REMOVAL FROM OFFICE OR SEAT: Officer(s) or Director(s) not complying with their specific duties and responsibilities, as described in the adopted By-laws, or found to otherwise be in violation of the By-laws, will be subject to removal from office by Initiative and Referendum. The matter of removal from office will be considered at a general or special meeting of senior members. Notice of such action will be given at least **thirty (30) days** prior to such meeting and will include the following: **(A)** A request for the issue to be heard. **(B)** A statement of the reason(s) for the recall. **(C)** The signatures of 50 senior members, eligible to vote at the time of the filing of the petition.

The removal of the offending Officer(s) or Director(s) will require a two-thirds (2/3) vote of senior members present and voting, and will be effective immediately upon completion of said vote.

Section 6. DIRECTOR VOTING: Upon request of any Director, whether before or after a voice vote is had, but in any event before the next item of business, a roll call vote shall be had on any question, provided, however, this provision shall not apply in the case of a secret ballot. A secret ballot shall be cast on any question whenever a two-third (2/3) vote of the Directors present shall so elect. Minutes of previous Directors Meetings shall be available ten (10) days prior to any subsequent regular meetings. All Directors, Officers, and Chairman shall operate within the Annual Budgeted target figures. There shall be no monies expended beyond Budget allotment unless Budget is adjusted. All budget figures shall be monitored monthly.

ARTICLE IV

ADMISSIONS

Section 1. APPLICATION: A candidate for any class of membership shall present an application on a form provided by the Club, which application shall contain the information thereon requested, shall be signed by the applicant, and **signed by at least one (1) Senior Member of the Club.**

Section 2. POSTING: The application of any applicant will be posted in the clubhouse for a period of **thirty (30) days**, and the names of all candidates will be published by the Secretary of the Board of Directors prior to acceptance of the application by the Board of Directors. Any Club member may voice an opinion on the applicant to the Club President or Membership Chairman in writing.

It will also be the responsibility of the President's screening committee to report its findings within this **thirty (30) day** period. At the completion of the posting, publication, and screening process, the applicant may be approved for admission or placement on the waiting list by a two-thirds (2/3) vote of the Board of Directors.

Section 3. ACCEPTED: Applications shall be voted upon at the first meeting of the Board of Directors following the expiration of the **thirty (30) day** period of the posting/publication of the names of applicants.

Section 4. REJECTED: No person whose application for membership has been rejected shall, within **one (1) year**, have the right to make a second application.

ARTICLE V

COMMITTEES

Section 1. There shall be **eleven permanent or standing committees**, as follows: Greens, Golf, Membership, House and Locker, Bar and Kitchen, Caddie-Cart, Finance, Entertainment, Public Relations, Long Range Planning and By-law Committee.

Section 2. The Chairman of each of the above named committees shall be appointed by the President as soon as possible (within two (2) weeks) after the reorganization meeting held subsequent to the annual meeting and election.

Section 3. The members for each committee shall be determined by the Chairman of each committee. Members, of committees shall be chosen from the Membership of the Club (without regard to the category of membership) (Revised 4/10/16)

Section 4. GREENS COMMITTEE: The Greens Committee, subject to the approval of the Board of Directors, shall have charge of the golf course and the grounds incidental to or connected therewith, shall supervise improvements and alterations of the same and shall have authority to supervise persons engaged in the maintenance of the golf course. Any major changes or alterations on the course or grounds beyond what would be considered as routine, everyday procedure must first be presented to the Board of Directors for discussion and approval. Any changes to the course that would be considered changing the playability of the course, such as adding, moving and/or eliminating greens, sand traps, water hazards and trees must be approved by the Board of Directors by a two-third majority vote. Any project that exceeds \$10,000 and changes the playability of the course must be presented to the membership for discussion and approval at a General or Special Meeting by a majority vote of those members present and voting. (Revised 2/16/03)

Section 5. GOLF COMMITTEE: The Golf Committee, subject to the approval of the Board of Directors, shall be responsible for all tournaments, including tournaments with other Clubs. Outside tournaments are subject to the approval of the Board of Directors. The Committee shall represent the club meetings with representatives of other Clubs, or with any Golf or Club Association in which the Club Events will be planned or promoted.

Section 6. MEMBERSHIP COMMITTEE: The Membership Committee, subject to the approval of the Board of Directors, shall review all applications for membership and a report shall be made by the Chairman of the committee, or another member acting for him, at each monthly meeting of the Board of Directors.

Section 7. HOUSE AND LOCKER COMMITTEE: The House and Locker Committee, subject to the approval of the Board of Directors, and acting directly or through the Club Manager, shall have charge of the clubhouse, shall be empowered to make any necessary purchases of furniture or equipment required, and to maintain and keep the same in good repair. They shall also receive and consider complaints involving the use and operation of the clubhouse, and, subject to the approval of the Board of Directors, shall have the power to supervise all employees engaged in the maintenance of the clubhouse.

Article V – COMMITTEES, Continued

Section 8. BAR AND KITCHEN COMMITTEE: The Bar and Kitchen committee, subject to the approval of the Board of Directors, shall supervise and control all activities associated with the operation of the Bar and Kitchen. This committee, either directly or working through the Club Manager, is empowered to coordinate all employees of these departments to include hiring and firing as required. The committee shall purchase, or arrange for the purchase of all merchandise and supplies utilized in these departments. A record of purchases and sales shall be maintained, and a monthly inventory shall be taken of merchandise and supplies.

Section 9. PUBLIC RELATIONS: The Public Relations Committee, subject to the approval of the Board of Directors, shall promote and advance the social activities of Elmhurst Country Club so as to inform the membership of upcoming events. This committee will also coordinate releases with the news media relative to the club's social functions and golf promotions. An Elmhurst Country Club newsletter may be utilized to better inform the membership as to the general condition of the Club.

Section 10. ENTERTAINMENT COMMITTEE: The Entertainment Committee, subject to the approval of the Board of Directors, shall have charge of, conduct, supervise, and control all social activities or entertainment's engaged in or provided by the club and report to the Board of Directors at each monthly meeting of the board.

Section 11. CART AND CADDIE COMMITTEE: The Cart & Caddie Committee, subject to the approval of the Board of Directors, shall be in charge of and supervise all activities affecting caddies and cart rentals.

Section 12. FINANCE COMMITTEE: The Finance Committee, subject to the approval of the Board of Directors, shall prepare the budget for the ensuing year at the beginning of each year and shall advise with the Board of Directors, or the Officers of the Club, as to all financial matters in which the Club may be interested or involved.

Section 13. BY-LAW COMMITTEE: The By-law Committee, **membership of which is** subject to the approval of the Board of Directors, shall review and interpret the By-laws of the Club and receive comments, suggestions and proposed amendments and revisions. **Proposed amendments and revisions may come** from any Senior Member. **The Committee** shall draft proposed amendments and revisions of the By-laws, submit said drafts to the Board of Directors for review and comments, then submit any proposed amendments or revisions to the Senior membership at a Special or Annual Meeting. **Alternatively, proposed changes containing the signatures of fifty (50) Senior Members in good standing will be presented to the membership without committee approval. (Adopted 4/28/02) – (Revised 3/30/08)**

Article V – Committees Continued

Section 14 – EMPLOYEE RELATIONS COMMITTEE: The Employee Relations Committee, subject to the approval of the Board of Directors, in cooperation with the General Manager, shall create a handbook describing all employee benefits, wages, duties and responsibilities of employees. The Committee, in cooperation with the General Manager, shall negotiate all employee contracts and shall be

responsible for establishing policies regarding health insurance, wages, vacations, sick leave and working hours. The Board of Directors shall establish procedures for handling any and all employee grievances. **(Adopted 2/16/03)**

Section 15 – GRIEVANCE COMMITTEE: The Grievance Committee, subject to the approval of the Board of Directors, shall review and investigate any grievance made by any Member. The Committee shall establish such rules and procedures for the submission, review and investigation of grievances, as the Committee deems necessary and proper. **(Adopted 2/16/03)** (Revised 11/14/10)

ARTICLE VI

GUESTS / PRIVILEGES

Section 1. GUESTS: Any member of the Club in good standing may sponsor up to three (3) guests at one time and extend to them the privileges of the golf course by paying the appropriate costs or fees. Any guest(s) must be accompanied by the sponsoring member, or another member, during such a round of golf. All guests will be registered before beginning a round of golf.

The Board of Directors or the Club Pro has the right to limit the number of times an individual may play as a guest. (Revised 3/17/19)

Any exception to the restrictions established in the above must be approved by the Board of Directors.

Section 2. PRIVILEGES: Any member of the club in good standing may invite a friend, or friends, as guest or guests, and extend the privileges of the Club House and Club Grounds **(but not the right to play golf except as provided in Section 1 of this Article)**. Should the presence of the guest or guests, not meet the approval of any member of the club, that member may, by a signed written complaint, present the matter for consideration to the Board of Directors, who may take such action thereon as they may deem best.

Section 3. MEMBERS RESPONSIBILITIES (A) Any member who invites or introduces a guest shall be held responsible for all liabilities to the club that may be incurred by the guest so invited or introduced. (B) A member will be suspended until such times as his responsibilities under Section 3 (a) are fulfilled. Suspension only occurs after non-payment for a period of ninety (90) days or no satisfactory arrangements made with the Board of Directors within thirty (30) days.

ARTICLE VII

CONDUCT & RIGHTS OF MEMBERS

Section 1. All members and guests shall abide by all provisions of the club By-laws as well as any rules or regulations enacted by the Board of Directors. Any member or guest who conducts

himself or herself in an unbecoming manner or who knowingly violates any Club policy or rule may be denied service by the Club and/or be subject to disciplinary action in accordance with the Bylaws of ECC. The Club Manager, and the Club personnel he or she designates, will have full authority to enforce these Rules and Regulations and any infractions will be reported to the Club Manager.

ECC is committed to providing an environment that is free from discrimination. In keeping with this commitment, we maintain strict policy prohibiting any kind of unlawful harassment or discrimination, including racial, sexual, ethnic, handicap, age or religious harassment. This policy prohibits harassment in any form, such as verbal, physical and visual harassment. Examples of sexually harassing conduct may include but are not limited to:

1. Unwelcome sexual flirtations, advances or propositions;
2. Verbal abuse or physical contact of a sexual nature;
3. Sexually degrading words or gestures; and
4. The display of sexually suggestive objects or pictures.

(Adopted 3/30/08)

Section 2. SUSPENSION: (A) The Board of Directors shall have the power to suspend or expel members for a **willful infraction** of the Rules, Regulations and the By-laws of the club, for acts or conduct which they may determine to be disorderly or injurious to the interest or hostile to the property of the club. They shall have the power to take cognizance and act upon infractions of any nature, which are brought to their attention and to take whatever action thereon which they deem to be in the best interest of the club, with the following provisions. (B) The member against whom charges are preferred shall be furnished a written notice of the charges and shall be given at least **seven (7) days** notice of the time and place where the charges will be considered by the Board of Directors. (C) Every member against whom charges are preferred shall have the right to: 1) appear before the BOD prior to the BOD acting on such charges, and 2) respond in person to any person(s) bringing charges before the BOD. At the discretion of the President, a committee may be used to investigate charges. (Revised 11/14/10)

Section 3. OBJECTIONS/COMPLAINTS/SUGGESTIONS: (A) Any member having objections, complaints, or suggestions to make or propose must do so in writing. It must be signed by the submitting member. The suggestions, objections, or complaints shall be submitted either to the Board of Directors, the Chairman of the appropriate committee, or may be placed in a locked suggestion box. A complaint or grievance related to a specific incident or occurrence must be submitted within fifteen (15) days of the incident or occurrence. (B) All objections, complaints and suggestions submitted, shall be acknowledged by the Secretary or the appropriate Committee Chairman. (C) If an objection or complaint by a member involves a personal grievance against the Club and/or any Director(s) then in settlement of such grievance, and before the member takes any other course of action, he/she must first submit such grievance in writing to the Board of Directors. After notification of such grievance, the Board shall arrange a meeting, within a reasonable period of time, with the member to discuss said grievance and to resolve the dispute or complaint. Failure to follow this grievance procedure shall result in a member's forfeiture of his membership in the Club. (Revised 11/14/10)

Section 4. EXAMINING BOOKS & RECORDS: Any Member desiring to examine the operating books and records of the club may do so after submitting a **request in writing** to the Secretary of the Board. **The examination will be done at the Administrative Office.** The books or records will be shown to the requesting member within **(14) fourteen days** following the submission of the request.

All bids for services and equipment submitted to the club will be made available for review for any Senior Member(s) within three (3) business days following the request.

Section 5. RESIGNATION: Any member desiring to resign from the Club shall submit his resignation to the Secretary in writing.

Section 6. ATTENDING DIRECTOR MEETINGS: Any Senior Member in good standing has the right to be present at the monthly meeting of the Board of Directors. While present at these meetings, the Senior Member will not have a voice in the meeting and does not have the right to comment or make suggestions.

EXCEPTION NOTE:

A Senior Member shall not be present at any discussion of a lawsuit or personnel subject which is deemed confidential by the Board of Directors. Confidential communications will not be included in any examination of books or records.

ARTICLE VIII **AMENDMENTS**

Section 1. AMENDMENTS: These By-laws may be amended at the annual meeting of the Club, as herein provided, or at a special meeting of the Club called for the purpose of amending the By-laws. Notice, in writing, setting forth in full any proposed amendment of the By-laws shall be sent by the Secretary to all Senior Members entitled to vote at least **ten (10) days** before the meeting at which time said proposed amendment is to be voted upon. **The affirmative vote of at least two-thirds (2/3) of the members present and voting shall be required for its adoption.**

Section 2. SUBMITTING BY-LAW VIOLATION CHALLENGES: Upon the request from any member, the By-law Committee shall review and investigate any actions believed to constitute a violation of the By-laws. Said request for review **MUST** be in writing and specifically identify the action to be reviewed and the section of the By-laws alleged to have been violated. The Committee shall immediately notify the Board by letter and subsequently render an advisory opinion to the Board of Directors within thirty (30) days of the request for review, if it believes a violation has in fact occurred. If a minimum of three (3) members of the Board of Directors believes a violation may have occurred, then the advisory opinion of the Committee shall be provided to the Club Solicitor, for the rendering of a legal opinion on the matter. Thereafter it will be the responsibility of the Board of Directors to take any and all appropriate actions. The Committee shall establish rules and procedures to review any complaints. **(Adopted 4/28/02)**

REVISED MARCH 25, 2007

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REVISED NOVEMBER 8, 2009

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