

Constitution

ARTICLE ONE OBJECT

1. This corporation is organized for social purposes and to promote and maintain a Country Club in the Town of Litchfield.

ARTICLE TWO NAME

1. The name of the Club shall be *Litchfield Country Club, Incorporated*.

ARTICLE THREE OFFICERS

1. The executive officers of the Club shall be a President, a Vice President, a Treasurer, and a Secretary, who shall be elected by the Board of Governors at its first meeting after the regular Annual Meeting of the Club, to hold office for one year or until their successors shall be chosen.

ARTICLE FOUR GOVERNANCE

1. The affairs of the Club shall be managed by the Board of Governors, consisting of the President, Vice President, Secretary, Treasurer (the "Officers"), and nine other members. All Governors and Officers shall be Regular Members of the Club, except a House Member may serve as Chairman of the House committee.
2. The Board of Governors may appoint such committee as it shall deem proper, and shall have general supervision and control over them. No action by any committee, inconsistent with or contrary to any action or direction of the Board shall be valid.
3. The Board of Governors may adopt and enforce such By-Laws and House Rules as it shall deem appropriate, provided the same shall not conflict with any provision of the Charter or of this Constitution; but an affirmative vote of a majority of the entire Board shall be necessary to make or alter By-Laws. All questions as to the interpretation of the Constitution and By-Laws shall be decided by the Board of Governors and such decision shall stand until reversed by a meeting of the Club specifically called for such purpose.
4. Four members of the Board of Governors, one of such members being an Officer, shall constitute a quorum at all Board meetings, except those where applications for admission are considered. Eight members, one of such being an officer, shall constitute a quorum when applications for admission are voted on.
5. The Board of Governors shall have power to fill any vacancies that might occur among the Officers or the elected Governors.

ARTICLE SIX

MEMBERSHIP

1. The membership shall consist of five classes as prescribed in Article Twelve, Section 1 of the Club's bylaws: Regular, House, Senior Regular, Senior House and Honorary, together with such other classes as the Board of Governors shall from time to time create.
2. The Regular Members of the Club shall have the right to vote at all meetings of the Club, and be entitled to the usual guest privileges, and full privileges of the Club. In the event of the winding up of affairs of the Club, only Regular members shall be entitled to participation in the distribution of the assets of the Club, after the payment of all corporate debts and obligations.
3. Regular and House Members shall be limited to such number as the Board of Governors shall from time to time prescribe.
4. House members shall be entitled to the usual guest privileges.
5. The Board of Governors may elect Honorary members whom it wishes to honor, for such terms as it may prescribe.

ARTICLE SEVEN

MEETINGS OF MEMBERSHIP

1. There shall be an Annual Meeting of the Regular Members of the Club, to be held in the month of October each year. The hour and day shall be designated by the Secretary in the call for said meeting.
2. Ten Regular members of the Club shall constitute a quorum at all Club meetings. Only one vote shall be cast for each Regular membership. Proxy voting is not permitted.
3. At every Annual Meeting, the Club shall elect by acclamation or ballot three Governors to hold office for three years from the date of their election, and until their successors are elected. No member whose term as governor has expired shall be eligible for reelection to the Board for a period of eleven months following the date of expiration of said term.
4. The President or Secretary may call a Special Meeting of the Club, and the President, upon the written request of five Regular members, shall call one. At Special Meetings, no business shall be transacted other than that set forth in the call for said meeting.
5. Ten days written notice shall be required for any meeting of Regular members.

ARTICLE EIGHT

ELECTION OF MEMBERS

1. Each candidate for admission to each class of membership shall be proposed in writing by at least two others, none of whom shall be a Governor, or Officer of the Club.
2. Each candidate for admission must be personally known by at least five members of the Board of Governors.
3. A committee on Membership shall make recommendations to the Board of Governors for all proposals for membership. A majority of affirmative votes shall constitute election to membership.
4. If the Board votes on a membership proposal, and the proposal is not passed, that applicant may not again be brought to a vote of the Board for a period of one year, and then in accordance with paragraph one, above. Upon receipt of such declined applicant's proposal for membership, the Membership Committee shall place the application at the bottom of the current membership application list.

ARTICLE NINE

TERMINATION OF MEMBERSHIP

1. Membership can only expire by death, resignation, or expulsion. All resignations must be made in writing, addressed to the President or Secretary. The right of the Club to enforce payment of the indebtedness of any person to the Club, whose membership shall for any cause have ceased, shall in no way be impaired by reason of such person's no longer being a member thereof. No resignation of a member shall be accepted until all his indebtedness to the Club has been discharged.
2. The Board of Governors may, by a vote of the majority of the whole Board, suspend or expel a member of the Club for conduct which it shall consider detrimental or dangerous to the welfare, interest, or character of the Club. When the Board votes to suspend or expel a member, the Board shall inform the member in writing of that decision without delay.
- 5.3. Paragraphs 2 and 3 above relating to appeals of suspension or expulsion shall not apply to members expelled for non-payment of indebtedness to the Club as provided in Article Ten.

ARTICLE TEN

FEES AND DUES

1. All fees and dues shall be prescribed by the Board of Governors.
2. The Annual Dues of members shall be payable at the call of the Treasurer thirty days after the bills for annual dues are mailed.
3. House charges shall be due and payable at the end of the month in which they are billed.

4. The Board of Governors may expel any member for indebtedness extending beyond three months.

ARTICLE ELEVEN PROPERTY OF THE CLUB

1. The title to all property of the Club, real, personal, and intangible, shall be and remain in the name of the corporation. All conveyances, mortgages, and transfer of its real estate, and all bonds, notes, or other evidences of corporate indebtedness or obligations, shall be made only pursuant to authority given by the Board of Governors. All such instruments shall be executed in the name of the corporation by the President, and the seal of the corporation, when a seal is required, shall be attested by the Secretary, unless the Board of Governors shall direct, in any case, that such acts shall be performed by other officers or agents.

ARTICLE TWELVE AMENDMENTS

1. This Constitution may be amended or altered only by an affirmative vote of not less than two thirds of the Regular members present at an annual or special meeting. No such amendment or alteration shall be made unless a copy of the proposed amendment or alteration shall have been furnished to the Secretary at least fifteen days before such a meeting and a copy thereof posted on the bulletin board in the clubhouse and mailed to each Regular member at least ten days before such meeting, nor unless the notice of such meeting shall contain a statement that a proposed change in the Constitution will be acted upon. It shall be the duty of the Secretary, upon receiving a copy of a proposed amendment or alteration, to give the notices herein prescribed.
2. The restrictions of this Article as to notice of proposed amendments and alterations shall not apply to amendments to the original proposition or resolution offered at such meetings.