

CONSTITUTION AND BY-LAWS
OF
THE ORANGE HILLS COUNTRY CLUB MEN'S ASSOCIATION INC.

(As Amended Through May 6, 2015)

ARTICLE I - NAME

The name of the Association shall be the Orange Hills Country Club Men's Golf Association Inc.

1. Association incorporated in 1990

ARTICLE II -OBJECT

The object of the Association shall be to promote the interest of amateur golf. In furtherance of this objective, every active, participating member of the Association must maintain his amateur status in accordance with the rules, regulations and decisions of the United States Golf Association. Any member who does not maintain his amateur status will automatically be expelled from the Association and may reapply for membership once he has regained his amateur status.

ARTICLE III - GOVERNING BOARD

Section 1 All the properties and affairs of this Association shall be under the control and management of the Governing Board, subject only to the provisions of this Constitution, said Board to be composed of six at large members and five officers, to wit, President, 1st Vice President /Tournament Chairman, 2nd Vice President / Handicap Chairman, Secretary, Treasurer, and six at large members, all of whom shall be elected in accordance with the By-Laws. In addition, the immediate past president and one representative from the management of the Orange Hills Country Club shall serve as voting members on the Governing Board, having the right to cast one vote on all issues.

Section 2 The Board shall hold regular monthly meetings during the playing season on such days as it may determine and such special meetings as may be called by the Chairman of the Board. Meetings shall be held at the Orange Hills Country Club clubhouse, unless otherwise specified. All meetings shall be conducted pursuant to "Roberts Rules of Order". The consumption of alcoholic beverages will not be allowed during the meeting.

2. Amended Dec. 2014

Section 3 At all meetings six (6) members shall constitute a quorum. If a quorum is not present, the meeting will be postponed until a later date.

Section 4 It shall fill any vacancy occurring among the Officers or members of the Board. The term of the person elected to fill such vacancy shall extend to the next Annual Meeting of the Association.

Section 5 It shall have the power, by affirmative votes of eight (8) of its members, to suspend, place on probation, or, after notice of the opportunity to be heard, expel any member of the Association for conduct, which, in its opinion, endangers the welfare, interest, or character of the Association. This conduct includes, but is not limited to, conduct on the course, conduct in and around the clubhouse and conduct when representing the Association organization at outside events.

Section 6 The President of the Association shall act as Chairman of the Governing Board.

Section 7 The Chairman must call a special meeting of the Governing Board at the written request of any member of the Board within 10 days of the date of the request.

Section 8 Any elected member of the Board who is absent from two (2) consecutive meetings or absent for three meetings in a twelve month period, shall be called before the Board to explain said absences. The Board, by an affirmative vote of eight (8) of its members, may terminate his membership on the Board.

Section 9 The Officers, six At Large members of the Governing Board and immediate Past President as an advisor to the Board shall receive compensation as set by a 2/3 vote of the Board as follows towards seasonal golfing privileges at the Orange Hills Country Club. The term privileges shall be defined as a monetary credit towards payment of green fees. The amount of such monetary credit shall be calculated as an amount equivalent to the prevailing cost of greens fees in effect at the Orange Hills Country Club for the weekend eighteen hole rates. Officers shall receive a monetary credit equivalent to the cost of greens fees for seven (7), 18 hole rounds of golf, and at large Board Members shall receive a monetary credit equivalent to the costs of greens fees for four (4), 18 hole rounds of golf.

3. Amended May 6, 2015

ARTICLE IV -ELECTIONS

Section 1 The President, 1st vice President, 2nd Vice President, Secretary and Treasurer, shall be elected at each Annual Meeting of the Association, shall be installed immediately, and shall hold office until next Annual Meeting.

Section 2 At Large members of the Governing Board shall consist of 2 members for 3 year terms, 2 members with 2 year terms and 2 members with 1 year terms. Two members are elected to 3 year terms each year and a member of OHCC Management will be a permanent consultant.

ARTICLE V -OFFICERS

Section 1 The President shall preside at all meetings (Annual and Special meetings) of the Association, and subject to the Governing Board, shall exercise general management of the Association. He shall vote

only in case of a tie. He shall be an ex-officio member of all committees with power to vote in the case of a tie only. He shall preside as Chairman of the Governing Board at all meetings. Unless another designation is made by the Governing Board, he shall execute all written contracts and obligations of the Association and the Secretary shall attest the same.

Section 2 1st Vice President /Tournament Chairman shall discharge all duties of the President in his absence or inability to act. He shall be Tournament Committee Chairman for his term in office and discharge the duties of this position as stated in Article VII Section 3 of this Constitution.

Section 3 2nd Vice President / Handicap Chairman shall discharge all duties of the President and 1st Vice President in their absences. He shall be Handicap Chairman for his term in office and discharge the duties of his position as stated in Article VII Section 4 of this Constitution.

Section 4 Secretary shall make a record of all the proceedings of the Association and the Governing Board at their meetings. He shall have general charge of the Association correspondence, shall send out notices of regular and special meetings, shall keep a list of the members of the Association and perform such other duties which the Governing Board may direct. The Secretary shall act as Treasurer in his absence.

Section 5 The Treasurer shall collect all membership dues, receive and discharge all monies, keep the accounts and report at the meetings of the Governing Board the amount of receipts and

disbursements and the balance of cash on hand with such other information concerning the financial affairs of the Association as the Board may require.

ARTICLE VI - MEMBERSHIP

Section 1 Membership categories shall be Honorary, Active, and Associate.

Section 2 Any member in good standing may become an Honorary Member by being nominated by the below committee and by receiving unanimous approval by a vote of the Board of Governors at a regularly scheduled Board Meeting. Honorary members shall have all the rights and privileges of an Active Member except the right to vote and hold office. They shall be exempt from the payment of membership dues.

The Honorary Membership Nominating Committee shall be comprised of the current Honorary Members and one representative from the management of Orange Hills Country Club. This committee shall meet to discuss and vote on any member nominated for Honorary Membership. The Committee shall consider, but not be limited to, the nominee's tenure in the Association and his contribution to the betterment of the Association. The Committee will report to the Board of Governors at the next regularly scheduled Board Meeting. An Honorary Member must comply with Article VIII, Section 2, to be eligible to participate in the Club Championship Tournament.

Section 3 Active Member:

An Active Member is any member who has gained membership in the Association in accordance with the by-laws and who has paid their annual dues and been approved by the Governing Board. An Active Member shall have all the rights and privileges attendant thereto, including the right to vote.

An Active Member must during the golf season, play and record twelve (12) eighteen hole rounds, played at the OHCC, and play and record five (5) different scheduled tournaments, where an individual 18 hole score should be posted. Any member who fails to meet this requirement may be reviewed by the Governing Board and may be subject to the discipline set forth in Article III, section 5.

Membership in the Association must be renewed annually. Annual dues must be received no later than March 1st. Any member who fails to meet this requirement and desires to continue his membership in the Association may be subject to the current initiation fee. The Governing Board will then consider the circumstances surrounding their failure to meet this requirement and vote whether to accept the late payment of the annual dues.

4. Amended Dec. 2014

Section 4. Associate Member

An Associate Member, as outlined below, is any member in good standing in the Association, who is unable to comply with Association minimum requirements as set forth in Section 3 of this article. The member must submit to the Governing Board, in writing, the reason for this request which, must be approved by a unanimous vote of the Board of Governors at a regularly scheduled Board Meeting.

Section 5. Limited Member:

A member with six (6) years of continuous membership who no longer resides in the State of Connecticut or has a physical disability or impairment which prevents him from meeting the playing requirements of the Association. Once this member either returns to the state or no longer has such disability or impairment, he must notify the Board of Governors and must return to full Active Membership status.

Section 6. Senior Associate:

A member with ten (10) years of continuous membership who, because of his age, can no longer meet the playing requirements of the Association.

Clubhouse Member: A member with fifteen (15) years continuous membership who, because of his age or a permanent physical disability or impairment, can no longer participate in tournament play and desires to maintain his affiliation with the Association

Section 7. Limited and Senior Associate members shall have the privileges of an Active member except for the following:

- a) Shall not have the right to vote or hold office.
- b) Associate members interested in Tournament participation must maintain an active USGA handicap.
- c) Note: an Associate Member must comply with Article VIII, Section 2, to be eligible to participate in the Club Championship Tournament
- d) Dues for Associate members shall be established by the Board on an Annual basis. Dues will include the cost of a CSGA handicap card.

Section 8. Professional Member

A Professional member of the Association is a golfer who is affiliated with the Professional (07/2007) Golfers Association and is employed by the Orange Hills Country Club or has been a past member in good standing of the Association. Such member shall be eligible to play in tournaments where a "Net" prize is awarded but will not be eligible for the Net prize. Dues for a Professional Member will be equal to any cost, paid by the Association, for a USGA Handicap.

Section 9. The Active Membership and shall not exceed 235 members

5. Amended. January 2012

Section 10. An active member must submit in writing to the Governing Board, a request for a Leave of Absence (LOA). Said request will only be valid for the current season and must state the reasons for the request including any supporting documentation for the request. The Governing Board shall consider the request and by a 2/3 majority vote grant the member a LOA. In addition, the Governing Board has the authority to modify the request in the best interests of the Association. The Secretary shall notify the member of the Governing Board's action on the request. Any member on a LOA shall be subject to all Association requirements, except playing requirements as set forth in Article VI, section 3.

Section 11. Application for New membership must be made on the proper form to the Membership Chairman and must be accompanied by the initiation fee as set by the Board. Active members, in good standing, may sponsor up to three (3) applicants per calendar year. The member and new applicant must attend social engagements as scheduled by the Membership Chairman. A sponsoring member will be held responsible for his applicants behavior during the probationary period and will be subject to the discipline set forth in Article III, section 5.

Once an applicant is accepted into the Association, and pays the Annual Dues, he will be on probation for one year and at any time during this period the Governing Board, by a majority vote, can expel said member for any conduct the Governing Board considers detrimental to the Association.

New members may be added at any time during the golf season and will be informed in writing along with the sponsor by the Membership Chairman, of the requirements for the remainder of the golf season.

ARTICLE VII - COMMITTEES

Section 1 The Governing Board shall appoint the following Standing Committees within one week following the Annual election: Tournament, Handicap, Rules and Entertainment.

Section 2 The Governing Board shall appoint special committees as the need arises. All committees shall continue until the committee succeeding it is appointed or until the committee is abolished by the Governing Board. Chairman of all committees shall be a member of the Board.

Section 3 The Tournament Committee shall consist of a Vice President/Chairman and may have up to six additional members. It shall arrange, conduct and keep a record of all competitions and shall perform any other duties pertaining to Golf activities as directed by the Governing Board.

Section 4 The Handicap Committee shall consist of a Vice President / Chairman and may have up to four additional members. It shall record all scores turned in by members and allot handicaps. Handicaps shall be reviewed before all tournaments and revised if necessary.

Section 5 The Rules Committee Chairman shall be a member of the Governing Board. The committee may consist of up to 4 members appointed by the Board. It shall review the Local Rules and entertain any proposed changes or additions and report to the Board at the next meeting.

6. Amended Dec. 2014

Section 6 The Membership Committee Chairman shall be a member of the Governing Board. The committee shall consist of at least 1 member appointed by the Board. Additional members may be appointed by the Board at times, as needed. It shall have charge of all duties and responsibilities pertaining to existing and new memberships, including, but not limited to, arranging new member meetings, maintaining membership records and providing the secretary with updated information so that the membership roster can be kept up to date. The Membership Committee shall conduct all other activities pertaining to membership, as directed by the Governing Board.

7. Amended Dec. 2014

Section 7 The Entertainment Committee Chairman shall be a member of the Governing Board. The committee may consist of up to 4 members appointed by the Board. It shall have charge of all Association functions including dances and outings.

8. Amended Dec.2014

ARTICLE VIII – TOURNAMENTS

Section 1 A tournament or qualifying round or rounds shall only be played on the day or dates designated for such tournament or qualifying rounds as approved by the Board of Governors. Any questions concerning a member's participation in any tournament shall be determined by the Tournament Committee.

Section 2 For a member with two seasons or less of Active membership to be eligible to participate in the Club Championship Tournament, which Championship includes any qualifying rounds he must have participated in three tournaments and have played six full rounds of golf at Orange Hills Country Club prior to the Club Championship.

9. Amended November 2009

For purposes of this section, a season is defined as running from April through October of the calendar year. Active membership is defined as being an Active member on or before June 30th of that season. Therefore, any member accepted into Active Membership status prior to July 1 will receive credit for that season as a full season, any member accepted into membership on or after July 1 will not receive credit for the season toward fulfilling this requirement.

In order for any member to participate in any tournament, said member must have a recognized United State Golf Association handicap.

The Tournament Committee shall resolve any questions concerning a member's eligibility to participate in any tournament. In the best interest of the Association, the Committee may allow a member's participation regardless of the qualification set forth in this section.

ARTICLE IX - MEETINGS

Section 1 The Association shall hold its Annual meeting on a day in January of each year, of which two week notice shall be given by the secretary to all members of the Association.

Section 2 The Association shall elect the officers and members of the Governing Board, as provided by these by-laws.

Section 3 Special meetings of the Association shall be called by the Secretary upon the order of the President or the written request of ten members of the Association, provided such request includes a statement of business proposed to be brought before such meeting. Two weeks Notice of such meeting and of the business proposed to be transacted shall be given Association members by the Secretary.

Section 4 The following order of business shall be observed at the Annual meeting of the Association and as applicable at Special meetings: Reading and approval of minutes of the last Annual meeting of the Association, Reports of Officers, Report of Governing Board, Report of Committees, Election of Officers, Installation of Officers, Unfinished Business and New Business.

Section 5 When voting for Officers or At Large members of the Board of Governors, a majority of the members present shall elect. Where more than two candidates run for one office and a majority is not attained on the first ballot, then only the two nominees receiving the greatest number of votes shall be candidates on the second ballot.

Section 6 Notice of all meetings and any other correspondence from the Board to the membership shall be sent by email and such email shall constitute due notice of any meeting, annual dues, or other such business of the Association.

10. Amended. July, 2007

ARTICLE X - AMENDMENT TO BY-LAWS

Section 1 These By-Laws may be amended at any Governing Board meeting by two-thirds affirmative vote of the members present. Proposed changes shall be placed on Bulletin Board for Association Members review two weeks prior to the Board meeting.