

# **North Hempstead Country Club By-Laws**

*(Amended November 21, 2020)*



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**BY LAWS  
OF  
NORTH HEMPSTEAD COUNTRY CLUB**

**ARTICLE 1. OFFICERS AND GOVERNORS DUTIES, POWERS**

**Section 1.01 Officers**

The Officers of the North Hempstead Country Club (the Club) shall be a President, two Vice Presidents, a Secretary and a Treasurer, all of whom shall be Regular members and shall be elected at the annual meeting of the Club from among the members entitled to vote and shall hold office for one year or until their successors are elected. The Officers so elected shall perform the duties, which are usually performed by such officers, and such other duties as may be assigned to them from time to time by the Board of Governors.

**Section 1.02 Governors**

The Club and its affairs and property shall be controlled and managed by a Board of Governors. The Board of Governors shall be comprised of thirteen (13) Governors until January 1, 2022, at which point the number of Governors comprising the Board shall be reduced to eleven (11). The Board of Governors shall consist of the five officers of the club, ex-officio, and the remainder of the Board shall consist of elected governors. Governors who are not officers shall serve for a term of three years, or until their successors are elected, and no Governor may serve for more than a total of six years, exclusive of service as an officer. Unless appointed to fill a vacancy on the Board (in accordance with Section 1.05), Governors shall be elected to the Board at an annual meeting of the Club from among the members entitled to vote, each to serve for a term of three years, or until their successors are elected. If a Governor is appointed to the Board in accordance with Section 1.05 for a partial year to fill a vacancy on the Board, such Governor shall stand for reelection for the remaining two years of their first term in the next annual meeting of the Club. No governor may serve for more than a total of six years exclusive of service as an officer.

**Section 1.03 Nominating Committee**

At least sixty days prior to each annual meeting, the Board of Governors shall appoint a Nominating Committee consisting of five Regular members, none of whom shall be officers or governors. The names of the Nominating Committee shall be posted by the Secretary in the Clubhouse within five days after the Committee's appointment by the Board. The Nominating committee shall, at least forty days prior to the annual meeting nominate candidates for officers and governors for the ensuing year. The nominations shall be posted by the Committee Chairman in the Clubhouse, and a list of the nominee names shall be given to the Secretary.

#### **Section 1.04 Nominations by Members**

Twenty or more members entitled to vote may make nominations for an alternate slate of officers and governors by writing and posted in the entrance of the Clubhouse, and delivered to the Secretary at the Club office no later than thirty days prior to the annual meeting, carrying the signatures of such nominating members.

#### **Section 1.04A - Mailing of Nominations, Acceptance of Nominations, Limitations on Nominations**

The Secretary shall cause the nominations by the Nominating Committee and members, if any, to be mailed with notice of the annual meeting as provided in Section 4.01. No person may be nominated for officer or governor unless such person shall have accepted such nomination. No person may accept nomination for more than one office or accept nomination for any office by both the Nominating Committee and an alternate slate. No person shall be eligible for nomination to the office of President unless such person shall have served as a governor for at least four years prior to taking office as President.

#### **Section 1.05 Absence, Vacancies**

The absence of a member of the Board of Governors for three consecutive meetings, unless excused by the Board, shall operate as a resignation of the absent member from the Board of Governors. Any vacancy on the Board of Governors occurring between annual meetings may, but shall not be required to, be filled by the majority vote of the remaining members of the Board and such person shall serve until the next annual meeting.

#### **Section 1.06 Election and Regulation of Members**

The Board of Governors shall elect the members of the Club, shall make rules for regulation of membership and use of the Club, and shall regulate the use of the Club by members and by persons not members thereof, all subject to the provisions of Article 2 of these by-laws.

#### **Section 1.07 Suspension or Expulsion of Members**

The Board of Governors shall have the power to suspend or expel any member, at any regular meeting of the Board and by a majority vote of the members of the Board present and voting, for any violation of the Club's by-laws or for conduct which, though it may not constitute a violation of the Club's by-laws, shall be considered by the Board to be improper and prejudicial to the best interests of the Club. Except as hereinafter provided in Article 3, Section 3.05, before any member can be expelled, the Board shall comply with the rules set forth under Article 2 of these by-laws.

#### **Section 1.08 Annual Report to Members**

The Board of Governors, or the Treasurer under the direction of the Board of Governors, shall report at each annual meeting on the financial condition of the Club.

The President shall as soon as practicable after the close of each calendar year, submit a report, including a statement of the financial condition of the Club, to all Regular members and to such other class or classes of membership as shall be determined by the Board of Governors.

#### **Section 1.09 Committees**

The President shall have the power, subject to the approval of the Board of Governors, to appoint an Executive Committee and such other committees as may be deemed necessary to assist in the management of the Club, and to define their powers and duties. The selection of membership of such committees shall not be confined to the members of the Board of Governors.

#### **Section 1.10 Meetings**

The Board of Governors shall adopt, from time to time, such rules, and regulations, as it may deem advisable and proper for the conduct of its meetings not inconsistent with these by-laws. In the event of a tie vote on any matter at a meeting of the Board of Governors, such tie shall be broken by the vote of a majority of the members of the Executive Board. In the event of a tie vote by the Executive Board on any such deadlocked matter, the President of the Board of Governors shall break such tie.

#### **Section 1.11 Quorum**

The presence, either in person, or remotely (consistent with Section 1.15 below) of Governors constituting more than fifty percent (50%) of the members of the Board of Governors shall constitute a quorum for all purposes except as may be otherwise expressly provided for in these by-laws or as may otherwise be required by law.

#### **Section 1.12 Resignations**

Any Officer or Governor may resign at any time by delivering a written resignation to the Club. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

#### **Section 1.13 Removal**

Any Officer or Governor may be removed at any time either for or without cause by the vote of two thirds (2/3) of the Regular members at any annual meeting or special meeting called for such purpose.

#### **Section 1.14 Action without a Meeting**

Any action required or permitted to be taken by the Board of Governors, or any committee thereof, may be taken without a meeting if all members of the Board of Governors or the committee consent in writing to the adoption of a resolution authorizing the action. The

resolution and the written consents thereto shall be filled with the minutes of the proceedings of the Board of Governors or the committee.

#### **Section 1.15 Meeting by Use of Telecommunications**

Anyone or more of the members of the Board of Governors or of any committee thereof may participate in any meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in the meeting by such means shall constitute presence in person at such meeting.

#### **Section 1.16 Waiver of Notice**

Notice of a meeting of the Board of Governors or of a committee thereof need not be given to any governor or member of a committee who submits a signed waiver of notice of the meeting whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice thereof to said governor or committee member.

### **ARTICLE 2. MEMBERS**

#### **Section 2.01 General Membership Policy**

Membership in the Club shall be administered in accordance with these by laws and on a nondiscriminatory basis, without regard to an applicant's or member's age, race, religion or creed, color, national origin, sex, disability, veteran status or marital status.

#### **Section 2.02 Members**

The members of the Club shall consist of those persons who shall have qualified themselves for membership as provided in these by-laws, after first having been duly elected, and who are members in good standing. Each member must be elected or designated to a membership classification as hereinafter provided. Each member within a classification, as hereinafter provided, shall have the same rights, title, interest and privileges of, and shall be subject to the same conditions, limitations and restrictions applicable to, the particular class of membership to which the member shall be elected or designated.

#### **Section 2.03 Classifications of Members**

The members of the Club shall be classified, and the rights, title, interest, privileges, limitations, conditions and restrictions of each class shall be, as follows:



**A. Regular Members**

The number of Regular Members shall be limited in number to two hundred and fifty. No person shall become a Regular Member until he shall have complied with the By-laws of the Club and resolutions of the Board of Governors relative to membership and shall have been issued a certificate of regular membership.

**B. Associate Programs**

**(i) Regular Associate Members**

The number of Regular Associate Members shall be fixed from time to time by the Board of Governors and shall be limited to persons within the ages of 23 to 39 years inclusive. Except as herein provided, Regular Associate Members shall have the privileges of, and be subject to the conditions applicable to, the Regular Members and such other conditions – including the payment of dues, assessments, special charges and initiation fees as may be prescribed by the Board of Governors. Regular Associate Members shall not have the right to vote, shall not have an ownership interest in the property of the Club, shall not be eligible to hold office and may not propose Legacy Members. For the purpose of determining the age qualifications of a Regular Associate Member, the age at the beginning of the calendar year shall rule.

**(ii) Legacy Associate Members**

Legacy Associate Members shall consist of the children of Regular Members between the ages of 23 and 30. Legacy Associate Members shall be entitled to all of the privileges of the Club at such times and in such manner as the Board of Governors may from time to time limit and prescribe, but shall not be entitled to vote, hold office, have an ownership interest in the property of the Club or propose Legacy Members.

**(iii) Surviving Spouse Members**

The spouses of deceased Members shall be entitled to the same privileges of the Club as possessed by the deceased Member subject to such terms, conditions and limitations as may be prescribed by the Board of Governors from time to time.

**(iv) Non-Equity Members**

Non-Equity Regular Members shall be entitled to all the privileges of Regular Members except that such Non-Equity Members shall not have the right to vote, shall not be eligible to hold office, shall have no ownership interest in the property of the Club and may not propose Legacy Members.

(v) **Special Senior Members**

The number of New Senior Members shall be fixed by the Board of Governors and shall be limited to persons who are 65 years of age or older during the year for which application for such membership is made. New Senior Members shall have all of the privileges of, and be subject to the conditions applicable to Regular Members and such other conditions as the Board of Governors may prescribe from time to time including the obligation to pay dues, assessments and special charges, except that such Members shall not have the right to vote, shall not be eligible to hold office, shall have no ownership interest in the property of the Club and may not propose a Legacy Member.

C. **Other Classifications**

(i) **Non-Resident Members**

The number of Non-Resident members shall be fixed from time to time by the Board of Governors. Non-Resident members shall be entitled to all of the privileges of the Club at such times and such manner, and upon such conditions as the Board of Governors may from time to time prescribe. To be eligible for Non-Resident membership, a person may not own, rent or live within a radius of 100 miles from the Club. Such membership may be revoked by the Board if the conditions upon which it was granted change.

(ii) **Club Members**

The number of Club Members shall be fixed by the Board of Governors. Club Members shall have all of the privileges of the Club, except that their use of the golf course shall be restricted to such days and times as specified by the Board of Governors from time to time.

(iii) **House Members**

The number of House Members shall be fixed by the Board of Governors. House Members shall have the use and privileges of the clubhouse and such other Club facilities as the Board of Governors shall prescribe from time to time and under such conditions and restrictions as may be established by the Board of Governors.

(iv) **House, Pool and Tennis Members**

The number of Pool and Tennis Members shall be fixed by the Board of Governors. Such Members shall have the use of the pool and tennis courts, as well as the use and privileges of the clubhouse and such other club facilities,

under such terms, conditions and restrictions as may be established by the Board of Governors from time to time.

(v) **Honorary Members**

The Board of Governors may elect Honorary Members who shall be entitled to the use of the Club facilities at such times and in such manner and under such conditions as the Board of Governors may prescribe and restrictions as may be established by the Board of Governors from time to time.

(vi) **New Classifications of Members**

The Board of Governors may from time to time establish other classifications of Members with such qualifications, rights, privileges, conditions and obligations as shall be established by the Board of Governors.

**Section 2.04 Rules pertaining to Members**

**A. Voting, Property Interest and other Emoluments of Membership**

Only Regular Members of the Club who have attained permanent as distinguished from probationary status and have fully paid their initiation fees, and are current in the payment of any dues, assessments and special charges and are otherwise in good standing, shall be entitled to vote at any meeting of the Members, shall have a full ownership interest in the Club's property and assets and shall have the right to hold office and to propose Legacy Memberships.

A Regular Member who has not fully paid his initiation fee, but is current in the scheduled payment of such fees as well as in the payment of any dues, assessments and special charges and is otherwise in good standing, shall have the right to vote at any meeting of the members but shall not have the right to propose Legacy Memberships or to hold office. The interest of any such Member in the property and assets of the Club is limited to the proportion the initiation fee paid by him bears to the required initiation fee.

**B. Qualification**

Membership in the club shall be reserved to those persons who qualify and who are duly elected in accordance with the provisions of these by-laws.

**C. Method of Proposal for Membership**

Every candidate for each classification of membership must be proposed in writing to the Board of Governors by a Regular member and three (3) sponsors, all of whom must be members in good standing. Any candidate for membership who has been rejected shall not again be considered for membership within six months from the date of such rejection by the Board.

#### **D. Election to Membership; probationary period**

Candidates for admission to membership may be elected at any meeting of the Board of Governors or by the electronic consent of the Board of Governors. A vote of at least sixty-six and two-thirds percent (66.67%) of the Governors present and voting (or in the event of an electronic written consent, at least sixty-six and two-thirds percent (66.67%) of the Governors comprising the entire Board of Governors), shall be required for the election of a candidate to membership.

Existing members applying for Regular or Club membership status shall do so in writing and be subject to the same approval procedures by the Board as if the individual were applying for such classification as a non-member.

All elections to membership, of any classification, shall be probationary for a period of one year from the date of election, or for such other period as prescribed by the Board of Governors from time to time. During such probationary period, a person's membership may be revoked by the Board of Governors, by majority vote of those present and voting, notwithstanding and without regard to any other provisions of these by-laws pertaining to the expulsion of members. The Board of Governors may make such financial settlement, in regard to the termination of membership of a probationary member, as it shall deem fair and reasonable in each case.

Until the satisfactory completion of the Probationary Period, a Probationary Member shall not have the right to vote at any meeting of the Members, to propose Legacy Members or to hold office.

To the extent that during the Probationary Period such Member pays all or any portion of the initiation fee due and is otherwise current in the payment of any dues, assessments and special charges, shall have an ownership interest in the property and assets of the Club in the proportion that the initiation fee paid by him bears to the required initiation fee.

At the end of a new member's probationary period, a member shall attain permanent membership status, and termination of such membership status shall occur only as provided under other provisions of these by-laws.

#### **E. Membership Termination**

Membership in the Club, regardless of classification thereof, shall terminate upon the death, resignation, or expulsion of a member. Immediately upon such termination of a membership, the property interest and voting rights of a Regular member, and the privileges and rights of all members or any membership classification, shall cease.

#### **F. Membership Resignation**

Resignation of member shall be in writing and shall be effective only upon delivery to the Club office personally or by mail on or prior to the 30th day of September of the year next preceding

the year in which the resignation is to take place.

Any member whose resignation is received in writing not later than September 30 will incur no dues liability for the next ensuing calendar year. Any member who does not resign as specified will incur dues liability for the full next ensuing year, unless the Board, in its discretion, determines otherwise.

A resigning member shall continue to be subject to all obligations, liabilities and duties of a member, including those for dues, until such member's resignation shall become effective as herein above provided. Financial indebtedness of a member to the Club shall continue until paid or satisfied in full.

Notwithstanding the provisions of this subparagraph, the Board may accept resignation requests and settle dues obligations of a resigning member on such terms as it deems appropriate where, under extenuating circumstances, the Board determines such action to be justified.

#### **G. Membership Expulsion Investigation and Removal Procedures**

##### **1. Duty to investigate charges**

The Board of Governors shall investigate all charges alleged against a member of the Club with regard to such individual's conduct as a member. The Board shall determine whether the member is guilty of the charges, whether the member's conduct is detrimental to the interests or the welfare of the Club, and whether it justifies such accused member's removal.

##### **2. Notice**

The Board shall serve a written notice of the charges upon the accused member. The accused member shall have ten days, or such further time as the Board may grant, from the date of service of the charges to answer the same. The answer shall be in writing signed by the accused member and shall be served on the Board at the business office of the Club in the State of New York.

##### **3. Service**

Service required to be made in connection with this Investigation and Removal Procedure shall be made either personally, or by mailing by registered mail.

##### **4. Review by Board**

The Board shall review and consider any charges brought against a member, and an accused member's answer to such charges, at a special meeting upon ten day's written notice of such meeting to the accused member. The accused member shall be entitled to be present at the special meeting, shall be entitled to have an attorney at-law or other advisor present at the

special meeting, and shall be permitted to examine all evidence in possession of the Board, and may present such testimony, defense or explanation as such member shall have. The Board shall, by affirmative vote of the majority of the Board present at a duly constituted meeting, have the authority to determine:

- 1) Whether a member has been guilty of any of the charges, and
- 2) The penalty to be imposed upon the accused member, if any

Where the Board finds the accused member guilty of the charges and imposes the penalty of expulsion, such decision shall not be final until ten days after service of a written decision of the Board upon the accused member, subject to the right of appeal by the accused member as provided below.

## **5. Appeal**

If the accused member is expelled, he or she shall have the right to file an appeal in writing. Such appeal must be filed with the Board at the business office of the Club no later than ten days after service of the Board's decision of expulsion upon the accused member. The Board shall thereupon consider the accused member's appeal at a special meeting called for such purpose. The Board may, in its own discretion, permit an accused member to be present.

The Board may, by a vote of the majority of members present at the Special Meeting, affirm, reverse or modify its prior decision of expulsion.

The decision of the Board on the appeal of the accused member shall be rendered no later than fifteen days following receipt by the Board of the accused member's written appeal and shall be final and binding with no further right of the member to challenge said determination in court or otherwise.

## **ARTICLE 3. FEES, DUES AND CHARGES**

### **Section 3.01 Initiation Fee**

The Board of Governors shall, from time to time, fix the amount and the manner of payment of initiation fees.

Each person elected as a member within the following classifications shall be required to pay an initiation fee as determined by the Board of Governors: Regular member, Special member, Club member, House member, Associate member, and any other memberships as may be required to pay an initiation fee, if so determined by the Board of Governors.

Any member transferring from one classification to another for which there has been specified a higher initiation fee shall be required to pay such an amount as will bring the total payments for initiation fees by that member to an amount equal to that of the higher initiation fee.

### **Section 3.02 Dues and Special Charges**

Each member is required to pay the dues and special charges fixed by the Board of Governors for the classifications of membership to which each such member has been elected. The annual dues, and any special charges, shall be established by a majority vote of the Regular members of the Club.

### **Section 3.03 Period and Payment of Annual Dues**

The annual dues shall be for the calendar year beginning January 1st and ending December 31<sup>st</sup> • All dues shall be payable annually in advance on the 1st day of the calendar year. The Board of Governors may establish conditions pursuant to which dues may be paid in quarterly installments during the calendar year.

### **Section 3.04 Payment of Initial Obligations**

Each candidate elected to membership shall, within thirty (30) days after receipt of notice of such member's election, pay the initiation fee (or the portion thereof due) and the annual dues. The annual dues shall be pro-rated as provided below. The election of any candidate shall be void if such candidate fails to comply with the provisions of this section. The annual dues and any special charges for the first year of any member who shall be elected after May shall be prorated in such manner as the Board or its designee shall determine. The Board of Governors shall have the discretion to grant such new member the use of the facilities and privileges of the Club for any part of the last quarter of a calendar year to those new members who have been elected to membership effective the first day of January of the next calendar year.

### **Section 3.05 Indebtedness Arrears; Dues, House Account and Other Charges**

On the first of each month, or as soon thereafter as may be practicable, a notice of the amount of a member's indebtedness arrears for dues, house accounts and other charges, shall be sent to each member.

If such arrears shall not be paid within thirty days from the mailing date of the first notice, a second notice shall be sent to each delinquent member. If payment of all arrears is not received within ten days of the mailing date of the second notice, each such member's name and amount of indebtedness will be posted, and such member shall immediately be suspended from using any and all of the facilities of the Club. A list of such delinquent members shall be presented by the Treasurer to the Board of Governors at its next meeting for such action as the Board shall deem appropriate, including suspension or expulsion of any delinquent member.

### **Section 3.06 Assessments**

The Regular members of the Club may impose an assessment or assessments upon all members of the Club. All assessments require a two-thirds vote of those members entitled to vote, who are present in person or represented by proxy, at any duly called annual or special meeting.

In the event of failure of any member of the Club to pay an assessment, such member shall be subject to suspension or expulsion in the same manner as for indebtedness to Club under Section 3.05 hereof.

### **Section 3.07 Dues, Initiation Fees, Special Charges and Assessments Nonrefundable**

Dues, Initiation Fees, Special Charges and Assessments shall be nonrefundable once paid.

## **ARTICLE 4. MEETINGS OF MEMBERS**

### **Section 4.01 Annual Meeting**

The annual meeting of the Club shall be held on the third Saturday of November in each year at such hour and place, as the Board of Governors shall fix. The Secretary shall cause notice of the annual meeting, together with the names of the persons nominated for officer and governor by the Nominating Committee and any alternate slate, to be mailed to each Regular member of the Club by first class mail not less than ten days, nor more than twenty-five days, before the date of such meeting. Such notice shall include provision for voting by proxy for any slate nominated for office.

### **Section 4.02 Special Meeting**

A Special meeting of the Club may be called by the President upon request of fifteen Regular members of the Club or upon the request of a majority of the Board of Governors. Any request shall be in writing and shall state the business to be transacted at the meeting.

The business so to be transacted shall be set forth in a notice of the special meeting to be mailed by first class mail by the Secretary to the Regular members of the Club, not less than ten days, nor more than twenty-five days, before the date of the meeting and no business shall be transacted thereat except the business specified in such notice.

### **Section 4.03 Quorum**

Ten percent of the Regular members of the Club in good standing, present and entitled to vote, shall constitute a quorum at any Regular or Special meeting

## **ARTICLE 5. MISCELLANEOUS**

### **Section 5.01 Notices**

Any notice required to be given to members of the Club by these by-laws may be given by mail addressed to each member at his address as the same appears upon the books of the Club.



**Section 5.02 Member's change of Address**

A member shall notify the Club's Administrative staff in writing by letter or email of any change of address and/or contact information.

**Section 5.03 Finances**

The funds of the Club shall be deposited in such banks or trust companies as the Board of Governors may by resolution direct and shall be withdrawn upon the signature of such officer or officers or other person or persons as the Board of Governors may by resolution direct.

**Section 5.04 Amendments to By-laws**

These by-laws may be amended or repealed, and new by-laws may be adopted, only by the Regular members at an annual meeting of the Club, or at a special meeting of the Regular members called for that purpose, by a vote of two-thirds of those members entitled to vote, who are present in person or represented by proxy. No amendment shall be made, however, unless a copy of such proposed amendment shall be mailed by first class mail by the Secretary to each Regular member of the Club not less than ten days no more than twenty-five days prior to the date of the meeting.

**Section 5.05 Fiscal Year**

The fiscal year of the Club shall be the calendar year.

**Section 5.06 Indemnification of Governors and Officers**

The Club shall provide indemnification of its governors and officers to the fullest extent permitted by and in accordance with the standards and procedures provided for by section 721 through 726 of the New York Not-for-Profit Corporation Law.

**Section 5.07 Voting**

At all meetings of the members and the Board of Governors, except as at the time otherwise expressly required by law or except as otherwise specifically provided by these by-laws, all matters shall be decided by the vote of a majority of those entitled to vote who are present in person or represented by proxy.