



Wawenock Golf Club
685 Route 129, South Bristol, Maine 04573

By-Laws

Article I

Use of Golfing Facilities

Section 1: Use of golfing facilities shall be open to the general public upon payment to Wawenock Golf Club (The Club) of the scheduled fee.

Section 2: Lessons given by the Golf Pro shall be available to the general public upon payment to The Club of the scheduled fee.

Section 3: Members of the Lincoln Academy golf teams shall be exempted from fees while the school is in session. Members of high school golf teams competing against Lincoln Academy in league-scheduled matches shall be exempt from fees the day of the competition.

Article II

Playing Membership

Section 1: Playing membership in the Club shall be open to the general public upon payment to The Club of the scheduled yearly dues.

Section 2: Application for membership shall be made on forms provided. The signer of a membership application agrees to payment of dues for the current year per schedule fixed by the Board of Trustees (the Board) at its Annual Meeting each year.

Section 3: Members of The Club are entitled to:

- Participation as a playing member of The Club in Maine State Golf Association tournaments.
- Participation in The Club league events.
- For the above, fees other than yearly dues may apply.

Section 4: Membership shall be from April 1 to March 31 of the following year.

Article III

Obligations and Discipline

Section 1: Playing membership in The Club shall bind each member to uphold the provisions of its Certificate of Incorporation, By-Laws, Code of Conduct, and policies, and to accept all decisions of the Board acting within its jurisdiction.

Section 2: Any member failing in his/her obligations as set forth above may be suspended or expelled by a majority vote of the Disciplinary Committee established by the Board of Trustees, providing such member shall have been given due notice of the charge or charges against her/him and an opportunity to be heard before the Disciplinary Committee in his/her own defense. A member so suspended or expelled forfeits all privileges of membership, use of The Club facilities, and any dues or fees paid. Any suspension or expulsion action taken by the Disciplinary Committee shall be made in writing to the member in question within 7 days of the Disciplinary Committee's decision.

Section 3: All persons using The Club facilities shall be subject to Code of Conduct and rules for the care and preservation of The Club properties. The By-Laws, Code of Conduct, and policies as adopted by the board shall be posted in the clubhouse and on The Club's website.

Article IV

Board of Trustees

Section 1: The first Board of Trustees shall be named by the incorporators:

- Four members serving for three-year terms.
- Four members serving for two-year terms.
- Four members serving for a one-year term.
- After the first year of operation, the Board by a majority vote shall elect at its Annual Meeting new members of the Board to serve for a three-year terms with no more than two consecutive terms on the board permitted. The board may waive the term limitation by a 2/3 majority.

Annually, and in its sole discretion, the Board may elect a Student Trustee for a term of one year or until the next Annual Meeting whichever comes first.

The Student Trustee shall be entitled to full voting rights, be at least 16 years of age at the time of the election, and be a member of The Club demonstrating an interest in The Club and in the game of golf.

Members in the Board shall be members in good standing at The Club for their entire term on the Board.

Section 2: Except as may be otherwise provided by law and subject to the provisions of The Club's Certificate of Incorporation and By-Laws, the Board of Trustees shall have entire control and management of the affairs, property, and policies of The Club.

Section 3: An annual meeting of the Board shall be held within 60 days following the end of The Club's fiscal year at such date, time, and place as the Board shall designate, 30 days notice having been given or mailed to each Trustee. At this meeting the budget for the current year shall be approved and all fees fixed.

Section 4: Special meetings of the Board may be called by the President or upon the request of any three Trustees. At least 10 days notice of the time and place of any such meeting shall be given or mailed to each Trustee with notice of the object of the meeting. No other business shall be transacted thereat.

Section 5: Proxies may be voted at all meetings of the Board.

Section 6: A majority of the total number of members of the Board present in person or by proxy shall constitute a quorum of the Board at any meeting.

Section 7: Except as otherwise provided by law, the Certificate of Incorporation, By-Laws, or herein, the vote of a majority of the members present in person or by proxy at any meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 8: The Board may, by resolution passed by a majority of the entire Board, designate one or more committees. Each committee shall include one member of the Board as the committee's chairperson. Any such committee, to the extent and for the period of time provided in the resolution of the Board shall have and may exercise all powers and authority of the Board in the management of the business and the affairs of The Club except as limited by paragraph 709, Title 13-B of the Maine Non-Profit Corporation Act.

Section 9: Board membership criteria:

- The board composition is ideally 12 members, but no less than seven.
- Proposed new member(s) shall be informed by the President or Vice President that they will be expected to attend a minimum of 75% of Board meetings annually. Exceptions may be made for emergencies and extenuating circumstances as determined by the Board.
- Failure to meet standards may result in termination from the Board.
- Proposed new Board members will be informed that they will be expected to participate in Club business and as members of committees.
- Attendance via telecom or other such real-time electronic means shall be accepted as attendance.
- Should a board position arise requiring specialized knowledge or experience in The Club's operations, a nominating committee shall be appointed to seek out individual(s) to fill such need.
- Any Board member(s) in good standing may, at any time, nominate a new member to the Board. The nominee shall be invited to attend the next scheduled Board meeting. Their candidacy shall be voted on at the subsequent Board Meeting.

Article V

Officers

Section 1: The officers of The Club shall be a President; Vice President; Secretary; Treasurer. Each officer shall be elected at the Annual Meeting of the Board to serve for one year.

Section 2: The President shall be the chief executive officer of The Club. The President shall preside at all meetings of the Board and in general shall perform the duties incident to his/her office.

Section 3: During the absence or inability of the President, the Vice President shall perform the duties of that office.

Section 4: The Secretary shall keep the minutes and records of all meetings of the Board; shall give and serve all notices of meetings; shall have charge of all correspondence and papers of The Club. The Secretary shall present at each Annual Meeting of the Board a full report on all matters relating to the affairs of The Club including a summary of all action taken during the year by the Board.

Section 5: The Treasurer shall ensure that management properly issues all bills for dues and collects all money due to The Club.

The Treasurer shall ensure that The Club's financial reporting systems are sufficient to effectively manage the day-to-day operations of The Club and to facilitate effective oversight by the Board.

At each monthly meeting the Treasurer shall provide to the Board a report of the financial condition of The Club together with management prepared financial statements for review and discussion.

Each year the Treasurer shall convene a committee comprised of members of the Board and management who shall produce an operating budget for the coming fiscal year. The budget will be submitted to the Board for discussion and formal approval.

In the event that a member in good standing has a question regarding the financial condition of The Club, the Treasurer shall ensure that the matter is addressed. The Club's financial reports should be available for review by any member in good standing within a reasonable timeframe to arrange such review.

Section 6: The Treasurer shall ensure that The Club's financial statements and tax filings are prepared each year by an accountant approved by the Board. The Club shall obtain "review" quality financial statements each year. The Club shall obtain "audit" quality financial statements every three years unless waived by a vote of the Board. All reports shall be filed with the Treasurer's report in the files of the Secretary upon acceptance by the Board.

Article VI

Nominations

Section 1: The Board shall appoint a Nominating Committee of at least three Trustees to present a slate of consenting Officers and Trustees to be elected at the Annual Meeting of the Board.

Article VII

Miscellaneous

Section 1: The fiscal year shall be the calendar year.

Section 2: The Club shall, to the full extent permitted by paragraph 714 of Title 13-B of the Maine Non-Profit Corporation Act (and as amended from time to time), indemnify all persons whom it may indemnify pursuant thereof.

Section 3: These By-Laws maybe altered or repealed and new By-Laws may be made by a 2/3 vote of all members of the Board provided that any such new or amended By-Laws shall not be inconsistent with the Articles of Incorporation and provided further that a full statement of such proposed amendment shall have been included in the notice of the meeting.