

WEST POINT GOLF CLUB

BYLAWS

I. ADMISSION TO MEMBERSHIP

1. Nomination of Members

Nomination of every candidate for admission to membership shall be submitted in writing on a form provided by the West Point Golf Club (hereinafter called the "Society") to the Membership Director, signed by the candidate and by two members as proposers.

2. Admission of Members

Upon receiving a completed nomination form the Membership Director, subject to a contrary decision of the Board of Directors of the Society (hereinafter called the "Board"), shall determine whether or not to admit the candidate to membership - or to a membership waiting list.

3. Honorary Members

Honorary or Life membership may be conferred on any person for such period as may be prescribed by the Board and such members may enjoy all the rights and privileges of a member, save holding office or voting, without payment of fees.

4. Associate Members

Associate membership may be granted by the Board to any member who elects to participate in the activities of the Society, save golf competitions and matches.

II. OBLIGATIONS OF MEMBERS

1. Condition of Membership

All members are admitted only upon the condition of submission to the Bylaws and rules of the Society, both as to rights or restrictions and penalties imposed.

2. Withdrawal of Members

Any member not intending to continue as such shall notify the Membership Director before the next Annual General Meeting (hereinafter called the "Annual Meeting") of his intention to withdraw. This shall not prevent a member from re-joining at a later date provided a vacancy exists and the Board determines to readmit the member.

3. Annual Membership

The dues for each year shall be set by the Board.

4. Additional Fees

The Board may establish other fees that have to be paid such as, but not limited to, entrance fees or waiting list fees.

III. CONDITIONS OF MEMBERSHIP

1. Participation

Members are expected to take an active part in the activities of the Society and, unless for reasonable cause being unable to do so, may be requested to submit duly attested score cards for minimum number of required games per year to maintain an active membership, as prescribed from time to time by the Board. A member's failure to comply may be considered by the Board as good and sufficient cause for termination of his membership.

2. Dues

The annual dues are payable by the date of the preceding Annual Meeting. Any member failing to pay his dues by the second day of January shall be held in arrears. Notice thereof shall be sent to him and until his subscription is paid, he shall not be entitled to exercise any of the privileges of membership. If his dues are still unpaid on the first day of March, he may be suspended from the Society.

3. Misconduct

Any member, in the opinion of the majority of the Board, willfully infringing the Bylaws or rules of the Society, or being guilty of conduct in or out of the Society injurious to the character, interest or good order of the Society, may have his membership in the Society suspended by the Board.

The Board may reinstate a terminated member on good cause being shown and on payment of his arrears.

4. Termination of Membership

Should a member be suspended from membership in the Society for non-payment of dues, or for not conforming to the rules and regulations of the Society, or for any other good and valid reason, his case shall be reviewed by the Board. If a majority of the Board vote to terminate his membership, the termination shall take effect immediately. The Board may reinstate a terminated member on good cause being shown and on payment of his arrears.

5. Appeal

A member whose membership has been terminated by the Board may appeal such decision to the next Annual Meeting, if he gives written notice of such appeal to the Secretary not less than 14 days prior to the date of the Annual Meeting.

IV. MEETINGS

1. Annual Meeting

The Annual Meeting of the Society shall be held at such place in the City of Vancouver as may be selected by the Board not later than the 31st day of December of each year.

All meetings of members shall be called by the President or Secretary.

No public notice of the Annual or any meeting of the members shall be required, but notice of the time and place of any such meeting shall be mailed post paid, but not registered, to each member at his last known place of abode or address at least 14 days before the holding of the meeting; provided that, in lieu of mailed notices, notices of a meeting may be sent to the members by email to their last known email addresses.

The accidental omission to give notice of a meeting to a member shall not invalidate any resolution passed at such meeting.

The quorum for the transaction of business at meetings of members shall be 20% of the members.

Vote by proxy shall not be allowed at the Annual or any meeting of members. Each member shall be entitled to one vote.

In the case of any voting tie at a members meeting, the vote shall be determined by the toss of a coin.

The order of business at each Annual Meeting of members shall be as follows:

- (a) Roll call of Officers and proof of quorum;
- (b) Review Minutes of preceding members' meeting;
- (c) Presentation of financial statements for the year then ending;
- (d) Presentation of a budget for the following year;
- (e) Report of Officers;
- (f) Unfinished business;
- (g) Election of Directors and Officers;
- (h) New business;
- (i) Adjourn.

2. Special Meeting

Special meetings of the members may be called at any time by the Board on five days' notice given as provided in sub-clause IV.1 above.

V. BOARD OF DIRECTORS

1. Number and Authority

The number of Directors shall be ten (10) including a Past President, and they shall manage the affairs of the Society. A Past President shall be appointed by the Board of Directors.

2. Nominations and Nominating Committee

All nominations for the nine (9) Directors to be elected shall be made at the Annual Meeting. Nominations may be made by a Nominating Committee and from the floor. All nominees shall be present or, in the case of unavoidable absence, the nominator must have the prior consent of his nominee to his election.

A 3-member Nominating Committee shall be appointed by the President for the purpose of selecting a slate of Officers and Directors for the ensuing year. The Chairman of this Committee to be a member who has served as President during the preceding five years. One member shall be from the current Board and one from the membership in general. The Committee shall be formed not later than the 31st day of March each year, and to meet during the year to give serious thought and consideration as to the best qualified people available for appointment as Officers and Directors of the Society. This Committee will present their selections to the Board on or before the 15th day of October of each year and to the members of the Society at the Annual meeting, for their consideration.

3. Election

At the Annual Meeting, nine (9) Directors shall be elected to the offices of President, Secretary, Treasurer, Captain, two Vice-Captains, Membership Director, Social Director and Director at Large. Any Director shall be eligible for re-election to the Board, but may not serve in the same officer position for more than three consecutive years. Following a hiatus of at least one year, a Director shall be eligible for re-election to his former position.

4. Vacancies

The Board shall have the power to fill any vacancies occurring in the Board in the course of the year.

5. Term

Each Director's term of office shall be until the next Annual Meeting following his appointment.

VI. OFFICERS AND THEIR DUTIES

1. Officers

The Officers of the Society shall be: President, Secretary, Treasurer, Captain, 2 Vice-Captains, Membership Director, Social Director, Director at Large and a Past President.

2. Duties of President

It shall be the duty of the President to preside at all meetings of the Board and of the members, to act as an alternate signatory to the Treasurer on Society cheques, to appoint all Committees not otherwise provided for, and to allocate responsibilities for various matters.

3. Duties of Secretary

The duties of the Secretary shall be:

To exercise the duties of the President in the President's absence.

To keep a record of all matters transacted at the meetings of the Society or the Board or any Committee thereof.

To execute such writings and acts, matters and things as he may be instructed and authorized by the Board to do so.

4. Duties of Treasurer

It shall be the duty of the Treasurer:

To develop, administer and control an annual budget of the Society and present it to the Annual Meeting.

To prepare a financial statement and budget for presentation to the Annual Meeting.

To sign cheques on the Society's bank account, with the President, Secretary, Captain or past Treasurer as alternate cheque signatories if the Treasurer is unavailable.

To collect all fees, dues, subscriptions and charges and deposit them to the credit of the Society with its bankers.

To keep a regular account of all receipts and disbursements which shall be subject to examination by the Board at its regular meetings and by the Auditor if one has been appointed.

5. Duties of Captain

It shall be the duty of the Captain:

To arrange and maintain an annual schedule of Society golf events.

To administer all competition arrangements including playing times, rules and conditions for play, scoring, handicapping, local rules and awarding of prizes.

To preside at all Society golf matches, tournaments and competitions.

The Captain shall maintain a complete record of all Society matches, competitions and tournaments including the winners, scores and prizes awarded.

6. Duties of Vice-Captains

The Vice-Captains shall assist the Captain in all matters pertaining to the organization and operation of all matches, competitions and tournaments of the Society.

In event of the absence of the Captain, the President may appoint a Vice-Captain to exercise the duties of the Captain.

7. Duties of Membership Director

The Membership Director shall receive all applications for membership in the Society and determine the eligibility of the applicants according to the rules pertaining to the qualifications for membership, and shall submit his recommendations to the Board of Directors for approval. All applications for membership shall be processed in the order of their receipt.

The Membership Director shall maintain a complete roll of members of the Society including names, addresses, postal codes, phone numbers and classification of membership. The Membership Director shall arrange for a proper induction of new members into the Society.

8. Duties of Social Director

The Social Director shall be responsible for the planning, organization, arrangement and control of all Society social functions. He shall maintain a complete record of all monies received and disbursed with respect to each function, and make a full accounting to the Treasurer following each event.

9. Duties of Director at Large

The Director at Large shall take responsibility for any activities that the President or the Board may designate. He shall also familiarize himself with the functions of the Board with a view to succession to another Officer position.

VII. MEETINGS OF DIRECTORS

1. Time, Place and Voting

Meetings of the Board may be called at any time by the President, or in his absence by the Secretary, or shall be called when a request in writing is made by the majority of the Board so to do. Notice of all such meetings shall be given at least two days before the date of the meeting to each Director. If, in the opinion of the President, or in his absence the Secretary, urgent business is to be disposed of, one day's notice shall be sufficient.

Meetings of the Board may be held at any time, without notice, if all the members be present and consent thereto, or if those absent signify their consent to such a meeting.

All meetings shall be held at such places in the City of Vancouver as the President or, in his absence, the Secretary, may select.

All questions shall be decided by a majority vote. In the case of a tie the President or, in his absence, the Secretary, shall have a second or casting vote.

2. Quorum

Six (6) members of the Board of Directors, present, shall constitute a quorum.

3. Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

- (a) Review the minutes of the last meeting and approve or amend them;
- (b) Receiving reports of the Officers;
- (c) Unfinished business;
- (d) New business;

This order of business may be altered at any meeting by a majority vote of those present.

4. Powers

The Board shall have power to appoint such Committees as it may deem desirable and shall prescribe their duties; to fill vacancies that may occur in any office; to enforce penalties for the violation of these Bylaws or any rules made by the Board or any of its Committees; to call Special Meetings of the Society; to make and execute contracts in the name of the Society or authorize its Officers so to do; to appoint or dismiss at pleasure any Officers of the Society.

It shall present at each Annual Meeting of the Society a report showing the financial condition, resources and obligations of the Society and make such recommendations as to the welfare of the Society as it may deem proper.

It shall have power to make rules and regulations and to do all other things which it may deem necessary for the proper operation, government and management of the Society.

VIII. COMMITTEES

1. Appointment and Authority

The Board may from time to time appoint Committees, the membership of which may include members who are not Directors.

The Committees shall in all respects be subject to the Board, which shall decide all questions as to their duties, powers and jurisdiction, and may at any time control their actions.

No Officer or Committee shall incur any expense without the authority from the Board. All bills shall be approved by the Chairman of the Committee that authorized the expenditure before presentation to the Treasurer.

IX. AUDIT AND LEGAL

1. Auditor

An Auditor may be appointed by resolution of the Members at the Annual Meeting and if appointed shall hold office until the next Annual Meeting.

2. Solicitor

A Solicitor may be employed by the Board who may or may not be a Director, and who shall be entitled to be paid for services rendered.

X. FISCAL YEAR

The fiscal year of the Society shall begin on the first day of November and end on the last day of October of the next year.

XI. ALTERATIONS OF BYLAWS

The Bylaws of the Society may be amended at any general, special or annual meeting of the Society by an extraordinary resolution adopted by two-thirds majority vote of the members of the Society present and voting at such meeting.

Notice of a proposal to amend any by-law, or to introduce a new one, shall be given in writing to the Secretary and sent to the members two weeks in advance of the meeting at which it is intended to be considered.

XII. INTERPRETATION OF BYLAWS

On all questions of interpretation of those Bylaws, the decision of the Board shall be final unless overruled by the members at an Annual or Special General Meeting.

XIII. RECORDS

1. Custody and Preparation

The preparation and custody of minutes of proceedings of meetings of the Society and of the Board of Directors and other books and records of the Society, shall be the responsibility of the Secretary.

As adopted by special resolution of the Members of West Point Golf Club on October 31, 2017.

Colin Mallet, Secretary