

**BY-LAWS
of
THE NORFOLK COUNTRY CLUB, INC.**

Last Amended September 6, 2004

ARTICLE I

NAME

The name of this Club shall be The Norfolk Country Club, Inc.

ARTICLE II

OFFICERS

I. (A.) The officers of the Club shall be the President, Vice President, Secretary and Treasurer to be elected from the ranks of current Governors for a term of two years by the Governors at the Governors' Annual Meeting

(B.) Subject to the provisions of Article III, Section 9, no Governor shall be elected to the office of President or Vice President to serve more than one (1) consecutive term and no Governor may be elected to the office of Secretary or Treasurer for more than two (2) consecutive terms.

(C) The Board of Governors may fill vacancies in Officer's positions, other than by expiration of term, from the ranks of current Governors.

2. The President, and in his absence the Vice-President, shall preside at all meetings of the Club and of the Board of Governors and shall generally exercise the customary functions of a presiding officer. He shall be, *ex-officio*, a member of all committees, except the Nominating Committee. The Secretary shall keep the records of the Club and of the Board of Governors and shall give notice of all meetings. The Treasurer shall be a member of the Finance Committee, collect all revenues of the Club, shall keep its accounts, pay all bills and present a detailed report at the annual

meeting of the Club. The Board of Governors may elect such other officers as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined by the Board.

ARTICLE III

BOARD OF GOVERNORS

1. The Board of Governors shall control and manage the affairs, funds and expenditures of the Club, and shall carry out its corporate purposes and execute its By-Laws. These duties shall include, but not be limited to, establishment of rules and regulations regarding membership, guest privileges, use of club facilities as well as the duties of all Committees, other than the Nominating Committee.

2. The Board of Governors shall be comprised of twelve members. The term of each Governor shall be for three years and until successors are elected. The Board of Governors shall be elected at the Club's Annual Meeting from the membership by the members of the Club. The Board of Governors may fill vacancies occurring therein, otherwise than by expiration of term. A husband and wife sharing a membership shall not serve on the Board of Governors simultaneously.

The provisions of the foregoing paragraph relating to length of term shall become effective for all Governors elected at the Annual Meeting in 2004 and thereafter. Likewise the provisions of paragraph 9 of this article relating to number of terms shall become effective for all Governors elected in 2004 and thereafter. Incumbent Governors serving as of the date of the 2004 amendments shall neither have his term shortened by virtue of the 2004 amendments nor shall such Governor serve more than 6 consecutive years as a Governor except as provided in Paragraph 9 of this Article.

3. Any former President shall be a member, *ex-officio*, of the Board of Governors for a period of two years following his term of office as President. This provision is not intended to preclude the reelection of any former President as a Governor in regular course whenever his term expires, subject to the provisions of Article III, Section 9.
4. The annual meeting of the Board of Governors shall be held as soon as practical after the Annual Meeting of the Membership of the Club but in no event later than December 1st. .
5. Regular meetings of the Board of Governors shall be held at such times and places as the Board of Governors shall determine, however no less than 4 such meetings shall be held each calendar year. Special meetings shall be held when ordered by the President or by three members of the Board. Five members present shall constitute a quorum at any Board meeting. Telephonic meetings may be held at the discretion of the Executive Committee so long as 24-hour notice is given to the Board members and a quorum is present.
6. The Board shall act by majority vote of Governors present at a meeting duly called and convened, except that the Board shall approve applications for Club membership by a favorable vote of two-thirds of the Governors then in office. Minutes shall be taken which need not be *verbatim* but which should reflect action taken.
7. The Board of Governors shall appoint from its members, an Executive Committee of not less than four which shall include the President, *ex-officio*, which shall take whatever action may be necessary between meetings of the Board to control and manage the affairs of the Club. The Executive Committee shall report its actions at the succeeding meeting of the Board.
8. The Board of Governors shall mail to the membership written notice reasonably in advance of Board action authorizing:

- (1) A single capital expenditure in excess of \$ 30,000,
- (2) Construction (other than routine maintenance) affecting in a substantial way the interior or exterior of the Clubhouse, or
- (3) Landscaping, planting or construction, affecting in a substantial way (by reason of change of use, visual appearance, aesthetic qualities or otherwise) the Club grounds, including tennis courts and golf course.
- (4) In emergency situations where repairs or expenditures must be made immediately, the membership shall be given written notice immediately following the Board action.

The written notice shall describe the proposed (or in the case of subparagraph 3, the actual) Board action.

9. Members of the Board of Governors may serve no more than two consecutive terms in office. Notwithstanding the foregoing, any Officer shall be allowed to complete the term of his office, so long as the term does not cause the Officer to exceed a seventh consecutive year as Governor. Following a one -year absence, the individual may again be nominated for election as a Governor.

10. The Board of Governors shall make available at the Annual Meeting an unaudited financial statement showing the financial condition of the Club, including a balance sheet and a statement of receipts and disbursements for the current year.

ARTICLE IV

COMMITTEES

1. There shall be the following Standing Committees: Nominating Committee, Buildings and Grounds Committee, Entertainment Committee, Finance Committee, Greens Committee, House Committee, Ladies' Golf Committee, Membership Committee, Men's Golf Committee, and Tennis Committee. Each of the foregoing shall

be of such number as the Board of Governors shall from time to time determine. With the exception of the Chairman of the Nominating Committee, the Chairmen and members of the Standing Committees shall be appointed annually by the President with the approval of the Board, either from its own members, or from the Club members and shall report to the Board and may be removed at the discretion of the Board of Governors.

2. (A) The Chairperson of the Nominating Committee shall be nominated annually. Such nomination shall be made in writing to the Club's Secretary, c/o the Club's General Manager by any member in a voting class who is in good standing. The writing may be delivered by first class mail, in which case it must be mailed 30 days before the Annual Meeting, or by hand, in which case it must be delivered to the Manager's office 30 days before the Annual Meeting. The Chairperson-elect of the Nominating Committee shall appoint such members of the Nominating Committee as the Chairman determines.

(B) The Nominating Committee shall select and nominate a slate of members for election to the Board of Governors. Prior to such selection the Chairman of the Nominating Committee shall meet with the Board's Executive Committee to receive their recommendations regarding such selection, provided however, that the Nominating Committee need not follow those recommendations. It shall be the duty of the Nominating Committee to post in the Clubhouse, not less than twenty-five days before the annual meeting, a list of the candidates selected and nominated by it as well as the nominees for the Chairman of the next years Nominating Committee.

(C.) The Chairman of the Nominating Committee's duties at the Annual

Meeting shall be as set forth in Article VII of these Bylaws.

3. Other committees may be appointed by the President as required, with the approval of the Board of Governors.
4. The Committees, other than the Nominating Committee, shall perform such duties as may be adopted by the Board of Governors.

ARTICLE V

MEMBERSHIP

1. All persons 22 years of age or over are eligible for membership in the Club, upon compliance with such rules and regulations as may be prescribed by the Board of Governors. Members shall be elected by the Board of Governors upon the recommendation of the Membership Committee. The Board of Governors shall have the power to fix, and, from time to time, to vary, both the total number of members of the Club and/or total numbers permitted in each class of membership.
2. The term “member,” and all references to “members” and “membership” in these By-Laws, refers solely to active, dues-paying members (and excludes persons who have elected, for a particular year, inactive status). A husband and wife who have a membership together shall be deemed to be one member and shall together have one vote on all matters voted on by members.
3. Membership classification and the assessing of appropriate dues, initiation fees and fines shall be made by the Board of Governors at a meeting called for that purpose.
4. The Board of Governors shall have the power to establish honorary and special memberships which do not come within the above classifications. Transfers from one classification to another shall be automatic where age is the governing factor. Any

other appropriate transfer of classification may be made upon written application by the member to the Membership Committee.

5. Each member shall furnish to the Secretary or the Treasurer an address to which all notices and documents required by the By-Laws, Constitution or Rules and Regulations or by law to be sent to him, may be forwarded by mail or otherwise. All notices and such documents shall be deemed to have been duly sent or served when posted or otherwise forwarded to the address furnished by the member.

6. Members shall be permitted to introduce guests under rules and regulations promulgated from time to time by the Board of Directors.

7. Any member may resign from the Club at any time on full payment of his indebtedness by written notice to the Treasurer. Resignation shall not relieve the resigning member from the obligation of paying dues for the remainder of the year or for any charges, assessments or fines imposed before the member's resignation.

8. Any member violating any rules of the Club or acting in any way unbecoming a member of the Club may be suspended or expelled from the Club by a majority vote at a regular or special meeting of the Board of Governors, after there has been accorded to such member an opportunity to be heard at a meeting of the Board. Any two members of the Board of Governors may at any time for cause, suspend any person from the privileges of the Club until the next meeting of the Board or, within their discretion, for a less time.

9. The Board of Governors may levy such assessments not to exceed in any year fifteen percent (15%) of the dues payable in such year at such times and for such purposes as, in their discretion they may, determine to be in the best interests of the Club. If the Board determines that an assessment in excess of such 15% is necessary, it shall be voted upon by the membership at the Annual Meeting or at a special

meeting pursuant to these Bylaws.

10. Termination of membership for any cause shall operate as a release of all right and title to or interest in any and all property or assets of the Club.

11. In the event of any distribution of the assets of the Corporation as a result of its dissolution or the sale of all or any part of this property or for any other reason, only membership entitled to all privileges of the Club as defined by the Board, who are in good standing and who shall have held any one or more of such classes of membership for five consecutive years prior to such distribution shall be eligible to share in it.

ARTICLE VI

DUES AND USAGE CHARGES

1. The Treasurer shall send to each member of the Club on February first in each year, or as soon thereafter as may be practical, a notice of his dues for that year. If the dues of any member remain unpaid on the first day of June, his membership shall automatically cease and no charges may be made thereafter but he shall remain liable to the Club for such dues and all other indebtedness. The Board of Governors may, in its discretion, reinstate such member upon his paying the dues for which he was in default at the time his membership ceased. The Board of Governors shall have the power to extend the period for the payment of dues in specific cases as the circumstances warrant.

2. The Treasurer shall send to each member a statement of the total of his charges at appropriate intervals. The non-payment of such charges within 45 days of issuance of the statement shall result in the suspension of the member from all privileges of the Club. The Board of Governors may, in its discretion, reinstate a member upon full payment of charges and all fines assessed. The Board of Governors may extend the

period for payment of charges in specific cases as the circumstances warrant.

3. Members and guests are required to sign chits for all services and supplies obtained.

ARTICLE VII

MEETINGS AND ELECTIONS

1. The annual meeting of the Club shall be held at Norfolk, Connecticut, on such day in August or September of each year as may be designated by the President, provided that notice of such meeting shall be posted in the Clubhouse not less than Fifteen days before the date appointed. Such notice shall include an agenda of matters to be decided or discussed at the annual meeting, and such written documentation as the Board deems necessary to allow the Members to make informed decisions on such matters.

2. Special meetings of the Club may be called by the President and may be held in Norfolk, Connecticut, or in such other place as may be designated by the President, and shall be called by him on written request of fifteen members. Such request and the notice of every special meeting shall state the object for which it is called and no subject not stated in the notice thereof shall be considered or acted upon at a special meeting. Notices of special meetings shall be posted in the Clubhouse not less than fifteen days before the date appointed for such meetings.

3. Only members in a voting class who are in good standing shall be entitled to vote at any meeting of the Club.

4. Fifteen members of the Club present in person or by written proxy shall constitute a quorum at any meeting of the Club.

5. There shall be elected at each annual meeting members of the Board of Governors sufficient to fill the vacancies and the positions of Governors whose terms

are expiring and a Chairman of the Nominating Committee.

6. Prior to the Election of Governors and Nominating Committee Chairman, the Nominating Committee, as set forth in Article IV, (2)(B), shall have posted its slate 25 days before the Annual Meeting, and in that posting, shall further notify the members that under the By-Laws, nominees for Board of Governors, other than those presented by the Nominating Committee, may be proposed, and set forth the requirements for such nominees under these Bylaws.

7. (A.) Nominees, other than those presented by the Nominating Committee, may be proposed, in writing to the Club's Secretary, c/o the Club's General Manager, by a voting member in good standing and voted on at the Annual Meeting of Members. The Club must receive the nominations no less than 15 days before the Annual Meeting. Properly addressed nominations that are postmarked no less than 18 days before the Annual Election shall be presumed timely filed.

(B.) The Board of Governors shall cause the list of member's timely nominees for Board of Governor to be prominently displayed and posted at least ten days prior to the Annual Meeting. Such posting shall be immediately adjacent to the list of candidates proposed by the Nominating Committee, which member-nominated list shall be entitled: "Proposed Candidates for Membership on the Board of Governors, Nominated by Members."

(C.) When member nominated candidates for the Board of Governors have been timely received, a paper ballot shall be prepared with the names of the candidates nominated by the Nominating Committee listed in alphabetical order of their last names placed under the heading: "Proposed Candidates for Membership on the Board of Governors, Nominated by the Nominating Committee" and the names of the candidates nominated by Members listed in

alphabetical order of their last names placed under the heading: “Proposed Candidates for Membership on the Board of Governors, Nominated by Members.” Such ballot shall bear instructions that the member cast votes for only the number of vacancies in the Board and shall set forth that number.

- (i) The Chairman of the Nominating Committee shall distribute such ballots at the Annual Meeting.
- (ii) Each member casting a ballot shall sign the ballot and print the members audit number on the ballot.
- (iii) Proxies: The proxy procedure is as follows: Paper ballots as described above in this Section shall be available in the Club Manager’s Office no less than 10 days before the Annual Meeting; Such ballots used for proxy voting shall have the Heading “PROXY” in prominent letters; Any voting member may request a proxy ballot. Proxy ballots must be signed by the voting member and the member’s audit number must be written on the proxy ballot by the member. Should a member or spouse execute a proxy and thereafter if either member or spouse votes in person at the Annual Meeting, the proxy shall be void. Proxies may be cast at any time up to and including the voting for Nominees at the Annual Meeting, however proxies must actually be received by the Club prior to or at the Annual Meeting. Proxies submitted or received after the voting for Nominees is completed shall not be accepted or counted.
- (iv) Any ballot or proxy without a member’s signature and matching audit number shall be void and not counted.

- (v) Any ballots or proxies cast with votes for more than the number of vacancies in the Board shall be void.
- (vi) Only the ballots or proxies of Members entitled to vote under the provisions of Article V, "Membership" shall be counted.

8. Where no Member-nominated candidates for the Board of Governors have been timely received, the vote may proceed by a show of hand voting.

9. Counting of ballots or show of hands and challenges concerning the validity of ballots or votes shall be determined by the Chairman of the Nominating Committee or, in the Chairman's absence by the Chairman's designee.

10. Counting of ballots or show of hands for the election of the Chairman of the Nominating Committee and challenges concerning the validity of ballots or votes for that Chairman shall be determined by the President or, in the President's absence by the President's designee.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended at any annual or special meeting of the Club by a vote of two-thirds of the members present provided that, at all meetings, a quorum, as provided by Article VII, Paragraph 4 shall be present and that notice of the proposed amendments shall have been posted in the Clubhouse at least fifteen days before the meeting at which it is proposed to consider them.

ARTICLE IX

TRANSACTIONS

1. All contracts involving over \$ 15,000.00 which relate to matters not of current

or routine character must follow established bidding procedures.

2. All checks drawn to Club accounts shall be subject to the following requirements:

(A) For checks of more than \$5,001.00 but less than \$25,001.00, two signatures are required: Manager and any Officer;

(B) For checks in excess of \$25,001.00, two signatures of the following are required: President, Vice President, Treasurer or Secretary.

(C) For checks of less than \$5,001.00 the Manager may sign without counter signatures.

ARTICLE X

MISCELLANEOUS

1. Whenever the context may require, the use of the singular shall include the plural, and vice versa, and the use of any gender shall include all genders.

2. The Club shall adopt, post and enforce a no-harassment policy.

3. The Board shall keep its Officers and Manager under a suitable fidelity bond at the expense of the Club.

4. The Club shall defend and indemnify an Officer, Governor, Standing Committee Chairperson or the Club's General Manager who is made or threatened to be made, a party to an action or proceeding, civil or criminal, against judgments, fines, amounts paid in settlement (but only if the Board has approved the settlement) and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal thereof, if such Officer, Governor, Standing Committee Chairperson or the Club's General Manager acted in good faith, for a purpose reasonably believed to be in the best interest of the Club and where such

Officer, Governor, Standing Committee Chairperson or the Club's General Manager had no reasonable cause to believe that his conduct was unlawful. Subject to the foregoing, indemnification shall be provided to Officers, Governors, Standing Committee Chairpersons and the Club's General Manager to the full extent provided by law. The Club may advance expenses for defense of such Officer, Governor, Standing Committee Chairperson or Club's General Manager before final disposition, and no undertaking shall be required from such Officer, Governor, Standing Committee Chairperson or General Manager in connection with expenses so advanced, to the extent such undertakings may be dispensed with by law.

Amended through
May 27, 2001