

# **THE BYLAWS OF LITCHFIELD COUNTRY CLUB, INC.**

## **Amended and Restated Bylaws as of April 2025**

### **ARTICLE ONE**

#### **GOVERNANCE**

1. The Board of Governors (the "Board") is to manage the business and affairs of the Club. Notwithstanding that each Governor may have a specific area of management, each Governor is responsible for the overall well-being of the Club.
2. Regular meetings of the Board are to be held at the call of the President, Vice President or Secretary, at his or her discretion, and are to be called by the President or Vice President at the request of four Governors. All meetings of the Board are to be held at the Clubhouse, unless otherwise specified in the notice of the meeting. Notice of each regular meeting is to be sent by the Secretary at least three weeks before the day of the meeting. Notice of the Annual Board meeting is to be included with the call for the Annual Meeting of Members. The President may invite non-Governors to attend Board meetings, but without voting privileges. Such attendees are not to be counted in determining whether a quorum is present.
3. An ad-hoc Nominating Committee, consisting of a Chair and a minimum of five (5) and no more than seven (7) members, is to be formed at least ninety (90) days prior to the date of the Annual Meeting. The President is to select a Regular Member to serve as Chair of the Nominating Committee and a majority of the entire Board is necessary to confirm that selection. The Nominating Committee Chair is to be a Regular Member in good standing. After confirmation of the Chair of the Nominating Committee, he or she is to select at least two Governors and two other Regular Members to serve on the Committee. Each nominee to the Committee is to be approved by a majority of the entire Board. A member of the Nominating Committee, while so serving, is ineligible for election as a non-Officer Governor or as an Officer of the Club. A current Governor or Officer may be appointed to the Nominating Committee if he or she is not eligible for or otherwise seeking re-election.

At the Annual Meeting of Members, the Nominating Committee Chair (or his or her designee) is to announce the Nominating Committee's recommendations for successors to the non-Officer Governors whose terms are expiring and any non-Officer vacancies on the Board not yet filled by the Board. At the Annual Board meeting, the Nominating Committee Chair (or his or her designee) is to present (i) to the Board the Nominating Committee's recommendations for a slate of Officers and (ii) to the President the Nominating Committee's recommendations for Standing Committee Chairs. Nominating Committee Chairs and Nominating Committee Members serve a one-year term and may be eligible for consecutive terms at the discretion of the Board.

## **ARTICLE TWO**

### **STANDING COMMITTEES**

1. The Standing Committees of the Club are the Buildings and Grounds Committee, Golf Committee, Greens Committee, House Committee, Membership Committee, Paddle Tennis / Pickleball Committee, Pool Committee, and the Tennis Committee (collectively, the "Standing Committees"). The Chairs of the Standing Committees are to be appointed by the President at the Annual Board meeting and are to serve (at the discretion of the President) until the following Annual Board meeting or until successors are appointed. The Chair of each Standing Committee is responsible for appointing at least three Regular Members to his or her Standing Committee. Each of the Standing Committee Chairs reports directly to the President. The President is to serve as an ex-officio member of each of the Standing Committees.
2. Each Standing Committee is to prepare a memorandum ("Charter") that outlines its purpose, authority, and the responsibilities of its members. The Charter is to be subject to Board approval and, once approved, is to be posted on the Club's member portal. As the Standing Committee's responsibilities change, the Standing Committee is to amend its Charter to reflect such changes. The Charter, as amended, is subject to Board approval and, once approved, is to be posted on the member portal.
3. Chairs of Standing Committees are to monitor their respective department budget throughout the year. No Standing Committee is to expend Club funds or incur obligations on behalf of the Club without due authority of the Board, the President or the Treasurer. Each Standing Committee Chair has the authority to spend cumulatively in any calendar year up to \$1,000 for unbudgeted expenditures. The Treasurer and President together have authority to spend cumulatively in any calendar year up to \$5,000 for unbudgeted expenditures. Any unbudgeted expenditures over \$1000 by a Standing Committee Chair or over \$5,000 by the President and Treasurer must be approved by the Board.
4. Chairs of Standing Committees are to keep a record of the activities of their committees and are to submit a written report of the same at the Annual Meeting of the Members. Standing Committee Chairs are to submit a monthly written report of their activities at every regular meeting of the Board.
5. The President, authorized by the Board, is to sign all written contracts with Club employees or independent contractors to be hired by the Club, including the Golf Professional, the Director of Racquets, the Pool Manager, the Greens Superintendent, the Executive Chef and the Business Manager (collectively, the "Department Heads"). The Board and Department Heads may also hire (within annual budget limitations) temporary or hourly employees.

## **ARTICLE THREE**

### **ADMISSION OF MEMBERS**

1. A candidate for Membership is to submit a completed Membership Application that identifies the candidate's principal sponsor and two other sponsors, all of whom must be Members. In the Membership Application, the candidate is to acknowledge that he or she has read the Rules and By-laws and agrees to abide by them. The sponsors are to send letters or emails to the Membership Committee Chair stating the length of time they have known the applicant and their reasons for proposing the applicant.
2. The Membership Committee Chair is to verify that the Membership Application has been completed. The Chair is to then cause the name(s) of the applicant(s) to be posted electronically in the Crier or by e-mail to the Members with the names of the sponsors. The "posting period" is to be fifteen days from the date of the posting.
3. Acceptance requires an affirmative vote by the majority of the entire Board and is subject to revocation during the posting period at the recommendation of the Membership Committee Chair. Otherwise, Membership is effective when the posting period is complete.
4. If no vacancies exist, an applicant accepted for Membership will be placed on the waiting list of approved applicants. An applicant for Regular Membership must accept House Membership while awaiting an opening for Regular Membership. The Membership Committee is to notify the President, Treasurer and Business Manager and all Standing Committee Chairs when an approved applicant moves into a Membership vacancy and is to notify the approved applicant that Membership has become available.
5. When a Member joins, his/her annual dues and assessments will be pro-rated (at 1/12 per month of the total annual dues and assessments for that calendar year) to the number of months remaining in the year.
6. A former Member, who resigned from the Club in good standing and who has been absent from the Club for more than two years, may apply for readmission. The former Member is subject to the membership process set forth in this Article including the submission of a completed Membership Application to the Membership Chair. An affirmative vote by a majority of the entire Board, at its discretion, is necessary to grant that application. A former Member who has been absent for a period of seven years or more must pay the full current initiation fee to be readmitted. A former Member who has been absent for a period of two to six years must pay half the current initiation fee to be readmitted. In determining the period of absence, the start date is December 31 of the year in which the resignation notice was received and the end date is the date on which the former Member submits the completed membership application. When a former Member is readmitted, the annual dues, assessments will be pro-rated (at 1/12 per month of the total annual dues and assessments for that calendar year) to the number of months remaining in the year.

7. An applicant who previously enjoyed Club privileges as the child of a Member (except those admitted under the special procedure described under Article Six, Paragraph Two) is to be treated as all other new applicants except that he or she is to be placed ahead of other approved applicants awaiting House Membership, and, upon becoming a House Member, he or she is to be placed ahead of all other House Members awaiting Regular Membership.

## **ARTICLE FOUR**

### **TYPES OF MEMBERSHIP**

1. There are two categories of Membership: Regular and House. Within the Regular Membership category there are the following classes: Regular, Single Regular, Senior Regular, Junior Regular and Honorary Regular. Within the House Membership category there are the following classes: House, Senior House and Honorary House. A Membership Unit is a Regular Member or a House Member. If there is a Domestic Partnership, the Membership Unit is to consist of the Domestic Partners. The terms "Domestic Partnership" and "Domestic Partners" are defined as two married or cohabiting individuals.
2. At any meeting of Members, including the Annual Meeting, House Members are entitled to attend but only Regular Members are entitled to vote.
3. An applicant for Membership or a current Member who does not have a Domestic Partner is eligible for Single Regular Membership.
4. Junior Regular Membership is available to a person who is 35 or under on the date he or she applies for membership. In the case of Domestic Partners, both applicants must meet this age requirement. The amount and terms of payment of the initiation fee for Junior Regular Members are to be set by the Board. Upon full payment of the full initiation fee, Junior Members become Regular or Single Regular Members.
5. A majority vote of the entire Board is required for a Member to change from House Member to Regular Member unless the Member is on the waiting list for Regular Membership.
6. A Member who is at least 80 years of age and has 20 years of prior continuous membership immediately prior to the date at which the Member seeks to convert (either Domestic Partner who meets both criteria may qualify the Domestic Partnership) may convert to Senior class of membership (House to Senior House; Regular to Senior Regular). A Member, wishing to convert, is to provide the President or Membership Chair with at least 60 days written notice. Such conversion is to have effect on the first day of the month following either (i) the date on which the Member meets both the age and seniority criteria, or (ii) the date on which the 60 day written notice expires, whichever occurs later.

7. The Board may elect Honorary Regular Members or Honorary House Members whom it wishes to honor for such terms as it may prescribe. Notwithstanding Paragraph 2 above, at any meeting of Members, including the Annual Meeting, Honorary Regular Members and Honorary House Members are entitled to attend but they are not entitled to vote.

## **ARTICLE FIVE**

### **LIMITATIONS ON MEMBERSHIP**

The maximum number of Regular Membership Units and House Membership Units are to be such numbers as are set, from time to time, by the Board.

## **ARTICLE SIX**

### **PRIVILEGES OF MEMBERS' CHILDREN**

1. Children of Members are to be allowed such privileges as specified for their parents' class of Membership, subject to the following restrictions:
  - a. They are to use pool, tennis courts, golf course or other Club facilities subject strictly to prior rights of Members;
  - b. They are to register all guests;
  - c. Parents are to be responsible for all charges incurred by their children.
2. The child of a current Member is to be allowed to continue to enjoy the privileges of his or her parents' class of Membership until the January 1 immediately following his or her thirtieth birthday. The child will then be granted a period of twelve months in which to apply for his or her own Membership without the requirements of sponsor recommendations and without paying initiation fees. The application is to take precedence over all others.
3. Grandchildren of Regular Members under the age of twelve may use the Club facilities without paying a guest fee when accompanied by their grandparent.

## **ARTICLE SEVEN**

### **ADDITION AND SEPARATION OF DOMESTIC PARTNERS**

1. If, after joining the Club, a Member enters into a Domestic Partnership, the new Domestic Partner becomes a Member. The new Member is to complete and submit a New Member Profile form before using the Club's dining and sports facilities.
2. If a Domestic Partnership comes to an end, one or both Domestic Partners are to notify the President or Chair of the Membership Committee in writing within thirty days regarding this change in status. The notification should specify whether each partner wishes to retain separate Memberships. Each partner is to be eligible for Membership without obtaining sponsorship, posting or payment of initiation fees, regardless of the numerical limitations on Club membership limits. If no choice or notification is made, the Board is to designate the person who is to retain the Membership Unit and the Membership Committee

Chair is to notify both partners in writing of the Board's designation. The Membership privileges of the partner not chosen or designated are to terminate on the effective date of the decision.

3. Domestic Partners are jointly and severally responsible for the payment of all annual dues, monthly maintenance fees, monthly minimums, and assessments and any other charges for their Membership Unit. Also, nothing in this Article Seven affects the joint and several monetary responsibilities of the Domestic Partners for the entire calendar year as set forth in Article Twelve, Paragraph 3.

## **ARTICLE EIGHT**

### **DUES, FEES, AND INDEBTEDNESS**

1. Annual dues, monthly maintenance fees, assessments, monthly minimum charges, initiation fees for both new and returning members, and all other charges are to be prescribed and revised by a majority of the entire Board at a regular or special meeting.
2. All charges are to be payable no later than 30 days after the billing date. Charges not so paid are to be charged a monthly late fee. If a member fails to pay charges that are outstanding for 60 days or more, he or she will receive a communication requesting payment of all outstanding charges. If the Member continues in arrears with a balance in excess of \$250 after 60 days, a credit card payment for the entire balance and future Club statements may be required. If the Member declines the use of the credit card, or, in any event, in the discretion of the Board, he or she may be posted immediately with no warning letter. All Club privileges are suspended until the entire balance is paid.

## **ARTICLE NINE**

### **PRIVILEGES OF HOUSE MEMBERSHIP**

1. House Members, their children and invited guests have unlimited dining privileges at the Club's restaurant and snack-bar and access to all Club-sponsored social events. House Members' use of the Club's sports facilities is limited and is permitted only as set forth in this Article Nine.
2. House Members, upon the payment of a daily use fee equal to the relevant guest fee, may use each of the Club's sports facilities once per calendar month. In such usage, a House Member may invite guests subject to the provisions of Article Eleven. Also, a House Member, as the guest of a Regular Member, may use each of the sports facilities one other time per calendar month.
3. House Members, without limitation as to frequency and without payment of a guest fee, may take private lessons from the Club's sports professionals at the Club's facilities. The taking of such private lessons is not to count as the use of the Club's sports facilities as set out in paragraph 2 unless, on that same day, prior to or after the private lesson, the House Member otherwise does make use of the Club's sports facilities.

4. House Members are not eligible to play in Club-sponsored tournaments or sporting events and, apart from private lessons as described in paragraph 3, are not permitted to participate in sports instructional activities such as clinics unless the Board indicates that a tournament, sporting event or instructional activity is open to House Members.

## **ARTICLE TEN**

### **PRIVILEGES OF REGULAR MEMBERSHIP**

1. Regular Members and their children (subject to Article Six, Paragraph 2) may use all dining and sports facilities on an unlimited basis.
2. Regular Members may invite guests to use the Club's dining and sports facilities.

## **ARTICLE ELEVEN**

### **MEMBERS' GUESTS**

1. All guests of Members that use the Club's sports facilities must be registered prior to their usage of those sports facilities.
2. Guests may use each sports facility only once each calendar month. Guest fees will be charged to the Member's account. Guests of Members may dine at the Club without limitation.
3. Sports instruction to a Member's guests will be charged to the Member's account.
4. Notwithstanding Paragraph 2 above, out-of-town houseguests of Regular Members may use the sports facilities for a maximum of 21 days per calendar year upon payment of daily guest fees.
5. Participation by a non-Member in a member-guest tournaments or company outing is to not be counted as usage of the sports facilities.

## **ARTICLE TWELVE**

### **RESIGNATIONS AND CHANGE OF MEMBERSHIP CLASSIFICATION**

1. Members wishing to submit their resignations or change their Membership classification from Regular to House are to notify the President, the Secretary, or the Membership Committee Chair in writing (by mail or email) by December 31<sup>st</sup>.
2. Notwithstanding the specification of any other date in a Member's resignation notice, the Member's resignation is to take effect on December 31 of the year that the notice is received. A change of Membership category from Regular to House is effective on the January 1 of the year subsequent to the year in which notice of such change is received.

3. A Member, upon changing his or her Membership to a class requiring a higher initiation fee and/or annual dues, is to pay the difference between the lower and the higher initiation fee amounts, based on the schedule of fees in effect at the time of the change, and their annual dues and assessments will be pro-rated (at 1/12 per month of the total annual dues and assessments for that calendar year) to the number of months remaining in the year.
4. Annual dues, monthly maintenance fees, any assessments and monthly minimums are to be payable for the entire year in which the resignation or change of Membership classification is received unless the Board otherwise decides.
5. A resigning Member is ineligible for readmission for a period of two years from December 31 of the year in which the resignation notice was received.
6. A Member, either Regular or House, may apply in writing to the Board for an employment leave of absence for a period of up to two years. To be eligible, the Member must have a change in employment and a resultant change in primary residence in excess of 100 miles from the Member's current primary residence. An affirmative vote by a majority of the Board, at its discretion, is necessary to grant that application. At any time during the leave, the Member may elect to return to his or her previous membership class with no initiation fee.
7. A Regular or House Member, in good standing, may apply in writing to the Board for a medical leave of absence for a period of up to one year. An affirmative vote by a majority of the Board, at its discretion, is necessary to grant that application. The Member may request up to an additional year subject, at its discretion, to Board approval. During the leave a Regular Member may maintain House membership if they are able to continue to use the dining services. At any time during the leave, the Member may elect to return to their prior Membership status with no initiation fee.

## **ARTICLE THIRTEEN**

### **ALCOHOLIC BEVERAGES**

1. The Club is to refuse service of alcoholic beverages to minors and persons who are or appear to be intoxicated.
2. The privilege to serve alcoholic beverages at the Club exists by reason of the Club's liquor license from the State of Connecticut. Maintenance of this privilege is dependent on the Club's observance of the rules and regulations applicable to licensees. Included among these is the obligation to refuse service of alcoholic beverages to minors and persons who are or appear to be intoxicated. Enforcement of Club rules designed to assure compliance with these rules and regulations is therefore essential to the preservation of this privilege.
3. It is also the Club's obligation to the Membership in general to assure, insofar as possible, that no harm comes to anyone from the excessive consumption of alcoholic beverages on its premises and that the Membership's use and enjoyment of the Club's facilities not be impaired by conduct often associated with excessive consumption of alcoholic beverages.



4. Procedures for refusing or terminating service to minors or persons who are or appear to be intoxicated have been established and communicated to the staff serving food and beverages. Staff personnel are expected to implement the policy courteously but firmly. In doing so, they will have the full support of the Board. Staff personnel responsible for the implementation of this policy must be state certified. Under no circumstances should a Member seek to change the determination made by the staff personnel implementing the Club's policy or otherwise attempt to obstruct such implementation.
5. While it is the Board's intention to implement the policy through supportive measures, sanctions, including suspension or termination of Club Membership, may be invoked in the case of a flagrant or repeated violation of the policy or in the event of abusive conduct toward staff personnel attempting to implement the Club's policy.

## **ARTICLE FOURTEEN**

### **AMENDMENTS**

These By-laws may be altered, added to, amended, restated or repealed by the Board at any meeting of the Board, upon an affirmative vote of a majority of the entire Board, as provided in Article Four; Paragraph 3 of the Club's Constitution.