

# *Litchfield Country Club, Inc.*

## **Amended and Restated Constitution As of October 2022**

### **ARTICLE ONE**

#### **OBJECT**

This corporation is organized for social purposes and to promote and maintain a country club in the Town of Litchfield.

### **ARTICLE TWO**

#### **NAME**

The corporate name of the Club is "Litchfield Country Club, Incorporated" (the "Club").

### **ARTICLE THREE**

#### **OFFICERS**

The executive officers of the Club are a President, a Vice President, a Treasurer, and a Secretary (collectively, the "Officers"), who are to be elected by the Board of Governors (the "Board") at its first meeting after the regular Annual Meeting of Members, to hold office for one year or until their successors are chosen. A majority of the entire Board is necessary to elect each of the Officers.

### **ARTICLE FOUR**

#### **GOVERNANCE**

1. The business and affairs of the Club are to be managed by the Board. The Board is to consist of the Officers and nine other members. All Governors and Officers are to be Regular Members of the Club, except a House Member may serve as Governor for so long as he or she serves as chair of a standing committee created by the Board with supervisory responsibility for the Club's restaurant operations. Notwithstanding that each Governor may have a specific area of management, each Governor is responsible for the overall well-being of the Club.
2. The Board may appoint such standing committees as it deems proper and is to have general supervision and control over them. No action by any standing committee or subcommittee that is inconsistent with or contrary to any action or direction of the Board is to be valid.
3. The Board may adopt and, thereafter, amend, restate or repeal the By-Laws and Rules as it deems appropriate, provided they do not conflict with any provision of this Constitution; but an affirmative vote of a majority of the entire Board is necessary to make or alter the By-Laws. All questions as to the interpretation of this Constitution, the By-Laws and Rules are to be decided by the Board and such interpretation is to stand until reversed by a meeting of the Club specifically called for such purpose.
4. Four members of the Board, one of such members being an Officer, are to constitute a quorum at all Board meetings, except at those meetings at which applications for admission are considered. Eight members, one of such members being an Officer, are to constitute a quorum when applications for admission are considered.
5. The Board has power to fill any vacancies that might occur among the Officers or the Governors.

6. The Board has power to borrow money on behalf of and for the purposes of the Club and to authorize and direct the President, Secretary, and Treasurer to execute under their hands and seals, notes, bonds, or other evidences of indebtedness and to perform any other act or acts not inconsistent with the Laws of the State of Connecticut.
7. The Club shall indemnify the Governors (directors), Officers, standing committee chairs, employees and agents of the Club to the maximum extent permitted by law, including without limitation, the provisions of Sections 33-1116 through 33-1125 of the Connecticut General Statutes and specifically including the obligatory indemnification set forth in Connecticut General Statutes Section 33-1026(b)(5).

## **ARTICLE FIVE**

### **DUTIES OF OFFICERS**

1. The President is to preside at all meetings of the Club and of the Board. The President is to sign all written contracts or obligations of the Club authorized by the Board in accordance with duties pertaining to his or her office as is to be prescribed by this Constitution and the By-Laws. The President is to appoint the chairs of all standing committees and is to be, ex-officio, a member of all such standing committees. The chair of each Standing Committee is to report to the President.
2. In the absence of the President, the Vice President is to perform all the duties of the President, and in case of the absence of the President and Vice President at any meeting of the Club or of the Board, a presiding officer is to be chosen from those present.
3. The Treasurer is to collect and, under the direction of the Board, is to disburse all monies of the Club. The Treasurer is to keep regular accounts and submit the same to the Board, whenever requested to do so. The Treasurer is also to prepare and submit at the Annual Meeting of Members a statement showing the financial condition of the Club and is to perform such other duties pertaining to his or her office as the Board directs.
4. The Secretary is to give notice by mail or email of all meetings of Members and the Board. The Secretary is to keep and record in full the minutes of such meetings. The Secretary is to conduct the correspondence and keep the records of the Board, is to promptly notify the Board and the chairs of all standing committees of any vote passed which may require their action and is to perform such other duties pertaining to his or her office as the Board directs.
5. The offices of the Treasurer and Secretary may be held simultaneously by the same person.

## **ARTICLE SIX**

### **MEMBERSHIP**

1. The membership is to consist of two categories, Regular Members and House Members, with classes as prescribed in the By-Laws.
2. The Regular Members of the Club have the right to vote at all meetings of the Club and are entitled to full privileges of the Club with guest privileges as specified in the By-Laws. In the event of the winding up of affairs of the Club, only Regular Members, except honorary members, are entitled to participation in the distribution of assets of the Club after the payment of all corporate debts and obligations.
3. House Members are entitled to unlimited dining privileges and limited use of the sports facilities as set forth in the By-Laws.
4. Regular Members and House Members are limited to such number as the Board is to from time to time prescribe in the By-Laws.

5. A Membership Unit is a Regular Member or a House Member and if there is a Domestic Partnership, the Membership Unit is to consist of the Domestic Partners. Domestic Partners are defined as two married or cohabiting individuals. Domestic Partners that are Regular Members are to be a Regular Membership Unit. Domestic Partners that are House Members are to be a House Membership Unit.
6. A Domestic Partner of another Domestic Partner is not eligible for service on the Board if the other Domestic Partner is serving on the Board.

## **ARTICLE SEVEN**

### **MEETINGS OF MEMBERSHIP**

1. There is to be an Annual Meeting of Members to be held in the month of October each year. The hour and day is to be designated by the Secretary in the call for such meeting.
2. Ten Regular Members are to constitute a quorum at all Club meetings. Only Regular Members are entitled to vote at Club meetings. Only one vote is to be cast for each Regular Membership Unit. Proxy voting is not permitted.
3. At each Annual Meeting, the Regular Members are to elect three new non-officer Governors to hold office for three years from the date of their election. No non-officer Governor whose term as Governor has expired is eligible for re-election to the Board for a period of eleven months following the date of expiration of his or her term. If, however, a non-Officer Governor has been appointed or elected to fill the unexpired term of a departing Governor, the non-Officer Governor is eligible for election to a three-year term. Nothing in this paragraph bars the Board from electing, as an officer, a non-officer Governor whose term has expired, without awaiting the eleven-month hiatus.
4. The President or Secretary may call a special meeting of the Club and the President, upon the written request of ten Regular Members, is to call one. At special meetings, no business is to be transacted other than that set forth in the call for that meeting.
5. Ten days' notice is required for any meeting of the Members.
6. At the 2022 Annual Meeting, Regular Members are to elect four new non officer Governors with three to hold office for three years and one to hold office for four years. This amendment is to be deleted from the Constitution, without further action, upon the expiration of the non-officer Governor's four year term ending in 2026.

## **ARTICLE EIGHT**

### **ELECTION OF MEMBERS**

1. Each candidate for admission to each class of membership is to be proposed in writing by at least three Members.
2. Each candidate for admission must be known by at least three Board members.
3. A standing committee responsible for membership issues (the "Membership Committee") is to make recommendations to the Board for all proposals for membership. A majority of the entire Board is necessary to elect a candidate for membership.
4. If the Board votes on a membership application and the application is not approved, that applicant may not again be brought to a vote of the Board for a period of one year and then in accordance with paragraph one above.

## **ARTICLE NINE**

### **TERMINATION OF MEMBERSHIP**

1. All resignations must be made in writing, addressed to the President, Secretary or Membership Committee Chair. The right of the Club to enforce payment to the Club of any indebtedness of any person whose membership for any cause has ceased is not impaired due to such person no longer being a Member.
2. The Board may, by a vote of the majority of the entire Board, suspend or expel a Member for conduct which it considers detrimental or dangerous to the welfare, interest or character of the Club. When the Board votes to suspend or expel a member, the Board is to inform the Member in writing of that decision without delay.

## **ARTICLE TEN**

### **MEMBERSHIP FEES**

1. Membership Fees, including but not limited to initiation fees, annual dues, assessments, monthly maintenance fees, and dining minimums, are to be prescribed by the Board.
2. Unless otherwise prescribed by the Board, Members are responsible for Membership Fees for the full calendar year of their membership. The Board may establish monthly or quarterly payment plans, but such plans are not to lessen the member's responsibility except as determined by the Board.
3. Charges are payable no later than at the end of the calendar month in which they are billed.
4. The Board may expel any Member for indebtedness extending beyond three months.

## **ARTICLE ELEVEN**

### **PROPERTY OF THE CLUB**

The title to all property of the Club, real, personal and intangible, is to be in the name of the corporation. All conveyances, mortgages and transfer of its real estate, and all bonds, notes or other evidences of corporate indebtedness or obligations are to be made only pursuant to authority given by the Board. All such instruments are to be executed in the name of the corporation by the President, and the seal of the corporation, when a seal is required, is to be attested by the Secretary, unless the Board directs, in any case, that such acts is to be performed by other officers or agents.

## **ARTICLE TWELVE**

### **AMENDMENTS**

This Constitution may be amended or restated only by an affirmative vote of not less than two thirds of the Regular Members present at an Annual Meeting of the Club or at a special meeting. No such amendment or restatement is to be made unless a copy of the proposed amendment or restatement has been furnished to the Secretary at least fifteen days before such a meeting and a copy thereof posted on the bulletin board in the Clubhouse and mailed or emailed to the Regular Members at least ten days before such meeting, nor unless the notice of such meeting contains a statement that a proposed amendment to, or restatement of, the Constitution will be acted upon. It is the duty of the Secretary, upon receiving a copy of a proposed amendment or restatement, to give the notices prescribed in this paragraph.

Adopted at the Annual Meeting of Members, October 2022