



BY-LAWS

ST. LAMBERT GOLF CLUB

Certified true copy of the By-laws of the ST. LAMBERT GOLF CLUB as adopted by the directors at Saint-Lambert, Quebec, and approved by the members at the special general meeting held on October 15, 2019 at Saint-Lambert, Quebec.

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John W. Collyer, president

Amendments: October 15, 2019

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1. GENERAL

1.1 Name

The name of the Club is the "St. Lambert Golf Club" in English, and "Le Club de Golf St- Lambert" in French.

1.2 Club

In these By-Laws, rules and regulations, whenever the word "Club" is used, it shall mean the "St. Lambert Golf Club".

1.3 Board

In these By-Laws, rules and regulations, whenever the word "Board" is used, it shall mean the Board of Directions of the St. Lambert Golf Club.

1.4 Head Office

The head office of the St. Lambert Golf Club is on 325 Golf Street, Saint-Lambert, Quebec, J4P 1Z6.

1.5 Financial Year

The financial year of the Club shall end on the 31st of October of each year.

1.6 Official Version

The French version of the By-Laws of the St. Lambert Golf Club is the official version.

1.7 In this document, the male gender is used only to ease the text.

1.8 Mission and values

The Club is a non-profit organization that manages a nine-hole golf course situated in the city of St. Lambert. Its primary objective is to serve its members and meet their needs and expectations. The Club can subsequently meet the demands of non-member golfing visitors and offer reception and meeting room services. The Club will favor residents of St. Lambert.

While striving to maintain its financial stability and autonomy, the Club will offer its members of all ages and skill levels, in a user friendly environment, stimulating and affordable golfing and social experiences.

The Club will demonstrate and promote exemplary behavior and practices and at all times will be environmentally responsible with respect to the golf course and its related infrastructure.

1.9 Business plan

Annually the Club will prepare a business plan that includes:

- a) A forecast of the membership, a pricing strategy and customer attraction strategy;
- b) A capital improvement plan to maintain and improve the golf course and the assets needed for the operations of the Club;
- c) Financial and budgetary projections as well as a plan of investment in the golf facilities.

2. **BOARD OF DIRECTORS, ITS PRESIDENT, ITS OFFICERS, ADMINISTRATION AND POWERS**

2.1 Board of Directors

The Board of Directors shall consist of seven (7) members, of which the President. The Directors are regular members of the Club.

Two (2) directors and the president, if applicable, shall be elected each year to serve for three (3) consecutive years.

Directors may be re-elected for a second term of three (3) consecutive years but may not serve for a period of more than six (6) consecutive years. However, a director may be re-elected for a third term of three (3) years, if he applies for the position of president only. He may be elected again after a minimum waiting period of one year

The line-up of the Board is subject to the conditions which may from time to time be established by the City of Saint-Lambert.

A Director of the Club shall not hold any paid employment at the St. Lambert Golf Club.

2.2 President

The president is elected to serve for a period of three (3) years. He may be re-elected for a second consecutive term of three (3) years. The president may not serve as President for more than six (6) consecutive years. He may be elected again after a minimum waiting period of one year.

2.3 Officers

The President, in agreement with the board of directors, shall appoint, at its first meeting following its election from amongst its members, a vice-president, a treasurer and secretary.

2.4 Administration

The Board of Directors shall exercise all administrative rights and powers to realize the purposes and objectives of the Club, including the approval and adoption of annual operating, capital budgets and business plan.

The President and the Directors may receive Director's fees which shall not exceed twenty-five dollars (\$25) per meeting. The amount of the fees shall be annually decided upon by the Board of Directors at the time of the budget's adoption.

2.5 Negotiations, Contracts, etc.

The Board of Directors or its delegated representatives is authorized to borrow monies by means of loans, notes, or by any other legal means; it is of course understood that the amount of these monies borrowed shall never exceed the maximum amount allowable by the bank with respect to the collateral available by the Club.

2.6 Suspensions

The Board of Directors, itself or as recommended by a discipline committee, has the right and power to suspend, expel or otherwise to discipline members for violations of the By-laws or rules and regulations of the Club. Violations include, but are not limited to, non-payment of accounts, acts of vandalism, gross misconduct, or any other acts or omissions detrimental to the reputation or operation of the Club or to the enjoyment of the Club's facilities by other members.

2.7 General Manager

The Board of Directors may hire a General Manager. Under the supervision of the Board of Directors, the General Manager shall administer the affairs of the Club. He/she must among other things:

- (a) unless otherwise stated in a written agreement with the President, he/she shall devote all of his/her time to the exclusion of any other occupation;
- (b) see to the execution and abide by all decisions and directives of the Board of Directors pertaining to the administration of the Club;
- (c) keep on behalf of the Club and the Board of Directors, all the books, records and pertinent deeds and documents belonging to the Club;
- (d) conform to all requirements included in his/her job description and/or his/her contract of hiring.

2.8 Other employees

The Board of Directors may authorize the hiring of any additional staff required for the operation of the Club.

2.9 President

The president shall be the chief executive officer of the Club. As such, he/she is responsible for the Club's operations and efficiency as well as the application of the Club's policies resolute by the Board. He shall preside over all meetings of the Club and the Board of Directors and ex-officio be a member of all committees.

2.10 Vice-president

In the absence of the president, all his duties shall be performed by the vice-president, and in case the office of president becomes vacant, the vice-president shall assume the presidency until the next annual meeting.

2.11 Treasurer

The treasurer shall perform the duties usually pertaining to this office and shall, with the General Manager, attend to the financial affairs of the Club.

2.12 Secretary

The secretary shall keep the minutes of all meetings held and ensure that the instructions of the Board of Directors are carried out in collaboration with the General Manager.

2.13 Captain

The Board of Directors must appoint the captain. He shall not be a member of the Board.

The Captain will oversee all aspects pertaining to the game of golf. He will support the starters and marshals, as well as the pro-shop staff. He will coordinate and work with the general manager for the benefit of the members. However, the Captain assumes his responsibilities in accordance with the strategic objectives and priorities established by the Board.

He must among other things:

- (a) issue, amend, put into effect and interpret all local rules pertaining to the game of golf;
- (b) be in charge of any team selected to represent the Club;
- (c) be responsible for handicaps and his decision in that regard is without appeal;
- (d) be responsible for all internal leagues en tournaments.

In the absence of the captain, a member of his committee replaces him in all of the above functions.

2.14 Board of Governors

The Club's Board of Governors shall be composed of all of the past presidents who are still active senior members of the Club including the immediate past president who shall act as chairman of this board.

The Board of Governors shall act in an advisory capacity at the request of Board of Directors and shall be responsible for ensuring that the Board of Directors is familiar with the operations of the Club, including reasons for past decisions and for studying new proposals or projects at the request of the Board of Directors.

3. **THE COMMITTEES**

3.1 Committees

The Board of Directors will appoint, if necessary, committees to ensure the Club objectives are successfully met, including:

- Golf course and infrastructures (Clubhouse)
- Membership
- Communications and publicity
- Social activities.

If required, the Board of Directors may appoint additional temporary special committees to assist with reaching Club objectives.

The President, in accordance with the Board of Directors, shall appoint from among the directors and members of the Club, the administrators of those committees, the composition of which, to the extent possible, will reflect the diversity of the membership of the Club..

3.2 Disciplinary committee

The disciplinary committee shall be composed of a Board member, the captain and a member chosen by the Board. They shall investigate received complaints, meet with the persons involved in order to hear both versions. All complaints shall be made in writing and sent to the disciplinary committee. The Board may form an ad hoc committee in the case where it is both judge and party.

4. **MEMBERS**

4.1 Number and profile of members

The total number of members admitted to the Club as well as the number of members per class are established by the Board annually.

A member is admitted subject to the by-laws of the Club, the regulations and golf

etiquette.

4.2 Definitions

“Regular member”

A “Regular member” is a member of class “5 days” or “7 days” or “40 games of 9 holes” or “Intermediate B” of 25 years of age or older or Generation “Y” from 31 to 45 years.

“Member in good standing”

A “member in good standing” is a member who paid all his/her financial obligations to the Club and is not subject to any suspension in compliance with article 2.6 of the present by-laws.

4.3 Classes

The following classes of members are recognized by the Club:

- (a) Regular member - 7 day
- (b) Regular member - 5 day
- (c) Member on leave
- (d) Intermediate member
- (e) Intermediate B member
- (f) Junior member
- (g) Accompanied junior member
- (h) Social member
- (i) Honorary member
- (j) Green-fee member
- (k) Member 40 games of 9 holes
- (l) Member Generation “Y” from 31 to 45 years old

4.4 Member - 7 day

This category designates all persons who have been accepted as members, with full use of the clubhouse and unrestricted hours of play on the golf course.

4.5 Member - 5 day

This category designates all persons who have been accepted as members with full use of the clubhouse and golf course but cannot play on Saturday, Sunday or legal holidays.

At the discretion of the Board, 5-day members may be permitted to play in specific club tournaments.

4.6 Intermediate member

This is a member who is a student and from 19 - 30 years old inclusive, on 31 December of the present year. The member must be a full-time student. The

member must supply an attested certificate from the school attended.

4.7 Intermediate B member

This is a member who is from 18 – 30 years old inclusive, on 31 March of the present year.

4.8 Junior member

This is a member aged 12 to 18 years inclusive on 31 December of the present year and is a full-time student. The student must supply an attested certificate from the school attended.

4.9 Social member

A social member shall be at least 18 years of age. He may enjoy all the privileges of the clubhouse, but may not play golf except on payment of the appropriate green-fees.

4.10 Honorary member

A limited number of honorary memberships may be granted, at the discretion of the Board of Directors. Honorary members may use all the facilities of the clubhouse and golf course providing they observe all the rules, regulations and by-laws of the Club, including restrictions as to playing times.

4.11 Green-Fee member

This is a person who, on payment of a fee established by the Club, becomes a one-day member with full use of the clubhouse and golf course providing they observe all the rules, regulations and By-laws of the Club, including restrictions as to playing times.

4.12 Member on leave

A member on leave is a regular member whose request to maintain access to the club and its services, except golf privileges, has been granted.

Such leave can however not exceed three (3) consecutive years. In order to retain his or her membership status or paid administrative fee; the member on leave must pay the applicable annual fees. After three (3) consecutive years, the member shall renew his/her regular membership, if not, his/her membership and related privileges will no longer be valid.

4.13 Member 40 games of 9 holes

This is a member who purchased a package of 40 games of 9 holes. This member is entitled to participate in all Clubs' activities. At the Board's discretion, these members may use or not their package in order to participate in the Club's

tournaments.

4.14 Generation “Y” member

This term refers to any person who is between the ages of thirty-one (31) and forty-five (45) years of age on December 31 of the current year. The member must present proof of age.

5. CONDITIONS OF MEMBERSHIP

5.1 Applications

All applications for membership shall be sent to the Club’s management. The date of receipt shall be noted thereon. Approval of applications shall be made either by the Board of Directors, or, as the case may be, by the committee or the person appointed for this purpose.

5.2 Payment of fees and accounts

Subject to publicity campaigns approved by the Board, all new applicants for membership must enclose the total membership fee with the completed application form.

All junior members must pay their fees in full when the application is filed, and a parent must sign the application form and assume responsibility for the debts and conduct of the junior member.

All renewal membership fees and locker rentals Club storage, as the case may be, are due and payable in full at a date to be determined by the Board of Directors.

Regular members in good standing may make charges at golf clubs which do not accept cash or credit cards. These charges will be billed to members by our Club as soon as the signed chits are received from other clubs and will be billed to said members. A service charge, the percentage of which will be established from time to time by the Board, will be added on each account. Said accounts must be paid within 20 days of our billing date. Members whose accounts are outstanding after 20 days will be suspended from all Club privileges and their names posted accordingly.

Any member failing to comply with the conditions of this article shall lose the right to vote on, or to take part in the discussion of any motion or question before the Club, or to play golf. Further action may be taken by the Board of Directors as provided for under article 2.6.

5.3 Change of address

A member changing his address shall notify the Club in writing; failing to do so,

all notices to the last known address of such member shall be held to have been duly delivered.

5.4 Place of residence

Where the place of residence of an old or prospective member is a factor in determining the amount of fees to be paid by such member, or privileges granted by the Club, he shall furnish proof of his place of residence. This article also applies to green-fee members, who shall supply satisfactory proof of their place of residence.

5.5 Objectionable conduct

The objectionable conduct of any member or guest of the Club shall be subject to disciplinary action by the Board of Directors (article 2.6). Complaints may be lodged with any of the directors in writing. The alleged offending party may be invited to explain his version of the incident to the Club's disciplinary committee. The decision of the Club shall be conveyed to the offending party in writing, if so requested and is without appeal.

5.6 Suspension

Any member suspended or expelled shall have no claim on the Club for the refund of any part of his fees or dues for rental of lockers or other facilities of the Club. On the other hand, such member shall be responsible for the payment in full to the Club of all fees and dues, repairs to damaged property, etc. unpaid at the time of the suspension or expulsion.

5.7 Reinstatement

In due course, a member under suspension may apply in writing to the management of the Club for reinstatement. The Board of Directors shall have the exclusive right to reject or accept the application. The terms and conditions of any acceptance shall be decided by the directors and shall be rigidly enforced.

5.8 Resignation

Any member may withdraw from the Club on written notification to that effect sent to the management. A member who resigns shall have no claim on the Club for the refund of any part of his fees or dues for rental of lockers or other facilities of the Club. Such members shall be responsible for the payment in full of all fees and dues unpaid at the time of the resignation.

6. **RULES APPLYING TO JUNIOR MEMBERS**

6.1 Activities

Junior members shall be admitted to the Club's premises only for the purpose of playing golf, and will not be permitted to participate in other games at the Club.

6.2 Closing Hour

Unless playing golf or working as caddies, or accompanied by a parent who shall be responsible for the junior's conduct, all junior members must leave the Club's premises not later than 7:00 PM every night, except under special circumstances approved by the board of directors.

6.3 Privileges

The directors may cancel or curtail the privileges of junior members at any time by giving notice in writing to that effect.

6.4 Accounts

Junior members cannot incur any charges whatsoever at outside clubs.

7. **GUESTS**

Guests may be received by any member and may enjoy the privileges of the clubhouse subject to all appropriate rules and regulations. The member shall be responsible for the conduct of his guests, for any indebtedness incurred, and/or for any losses suffered by his guests.

8. **FEES**

8.1 Administration fee

An administration fee to be determined by the Board of Directors shall be assessed to all persons becoming a new regular member.

8.2 Annual fees

Fees for all classes of membership shall be determined by the Board of Directors duly elected for the year in question.

8.3 Supplementary assessments

The Board of Directors shall have the authority to impose a supplementary assessment to cover any shortage in revenue to meet the annual expenditures. Such assessment shall be payable within thirty days after the billing date. Non paid bills in due course are subject to interest. Such assessments shall not

exceed 15% of the annual fee payable by each category of membership.

8.4 Fees Due Date

Fees for annual and other assessments, fixed annually by the Board of Directors, are due by March 31st of each year. A late filing fee will be charged for all payments received after March and determined each year by the Board of Directors.

137006144. **GENERAL RULES**

9.1 Order

Good order and decorum must be observed in all parts of the clubhouse and on the premises of the Club.

9.2 Card Games

Card games and other games, approved by the directors, may be played in the clubhouse.

9.3 Children

Children under the age of 12 years shall not be admitted to the clubhouse or premises of the Club unless accompanied by a parent.

9.4 Animals

No animals shall be allowed in the clubhouse.

9.5 Property of the Club

No property of the Club shall be removed or be put to any use other than that for which it was intended or authorized.

9.6 Claims on Club property

No member, ceasing to belong to the Club, by resignation or otherwise, shall have a claim on any of the effects or property belonging to the Club.

9.7 Complaints

Genuine complaints may be made by any member to any of the directors concerning:

- (a) the conduct of other members
- (b) the conditions of the Club's premises
- (c) the conditions of the golf course
- (d) the lack of etiquette on the golf course
- (e) the violation of Club rules and regulations
- (f) other conditions or actions detrimental to the reputation or operation of the Club or to the members enjoyment of the Club's facilities.

Complaints of a truly serious nature should be made in writing and be signed by the person or persons lodging the complaint. All complaints shall be considered as soon as reasonably possible by the Board of Directors or by a committee established for the purpose.

10. **RULES OF GOLF**

The rules and regulations of the following organization to be followed:

Royal Canadian Golf Association (R.C.G.A.)

136970048. **GENERAL MEETINGS OF THE CLUB**

11.1 Annual general meeting

The annual general meeting of the Club shall be held within 60 days after the end of each financial year. The exact date to be decided by the Board of Directors.

11.2 Special general meetings

Special general meetings may be called as follows:

- (a) By resolution of the Board of Directors; or
- (b) By written request to the Secretary, signed by at least 15% of total regular members and intermediate members, 25 years of age and over, of the Club, and stating the reasons for requesting a special meeting.

11.3 Notices of meetings

Notices of all general meetings of the Club shall be mailed to all regular and intermediate members, 25 years of age and over, stating the date, time and place of the meeting, at least two weeks in advance. Notices for the annual general meeting shall be accompanied by a proposed agenda and any other pertinent documents, if applicable. Notices of special general meetings shall state the reasons for requesting a special meeting.

The accidental omission of a notice of meeting to one or several members does not have the effect of rendering null and void the resolutions adopted at such meeting.

11.4 Agenda of the annual meeting

The agenda to be transacted at the annual general meeting shall be as follow:

- (a) Opening of the meeting;
- (b) Acceptance of the agenda;
- (c) Acceptance of minutes of previous annual general meeting and of any special general meetings;
- (d) The president's annual report;
- (e) The treasurer's summary report;
- (f) Appointment of accountants.
- (g) Any other business which may properly arise;
- (h) Closing of the meeting.

11.5 Quorum

At all general meetings of the Club, 15% of total of members in good standing shall constitute a quorum.

This total of 15% may consist of members present at the meeting and/or members who have signed power of attorney in favor of a proxy.

11.6 Voting

All regular members in good standing, as defined in article 4.2, excluding social members and members on leave, shall have the right to vote on all issues. Voting shall be by a show of hands. The president shall vote only in case of a tie. All propositions submitted, unless a contrary decision has been made before the voting takes place, shall require voters' majority. Proxy votes shall be accepted.

11.7 Proxy

The appointment of a proxy for a meeting must be made in writing and signed by the member who consents. This power of attorney may be canceled at any time or when the member is present at the meeting.

No one may act as a proxy unless he himself is authorized to attend and vote at the meeting at which he acts as a proxy.

12. ELECTION OF DIRECTORS

12.1 Nomination Committee

Each year a nomination committee shall be created to ensure that at least a minimum number of candidates will be presented for election to fill the vacancies.

Any members in good standing may apply for a director's position. He/she shall apply in writing, signed by at least ten (10) members in good standing. Applications must be submitted to the president of the nomination committee by 30 September.

12.2 Candidates

All regular members in good standing may apply for a Director's position. Either on his/her own initiative or on request of the nomination committee, candidates shall present their candidacy in writing, signed by a minimum of ten (10) members in good standing. Applications must be submitted to the president of the nomination committee by 30 September.

12.3 Election President

Elections shall be conducted by an Election President, appointed by the Board for such purpose. The vote shall be by written ballot sent to all regular members in good standing.

If the number of candidates received by the nomination committee is the same as the number of positions to be filled, candidates will be declared elected.

Proxy votes shall be accepted.

136983808. PRESENTATION OF FINANCIAL STATEMENTSErreur ! Signet non défini.

At the annual general meeting, the treasurer will table and present the Club's financial statements. A final copy of the annual statements will be provided to all regular and intermediate members, 25 years of age and over in good standing, attending the meeting or who request them.

14. ACCOUNTANT

The books and the various accounts of the Club shall be reviewed by a chartered professional accountant (CPA) elected for a one-year term at each annual meeting. The chartered professional accountant (CPA) shall be required to report on the financial statement for the financial year.

In the situation where the chartered professional accountant (CPA) refuses the mandate, the board of Directors may name another chartered professional

accountant (CPA) in order to complete the mandate in question.

15. AMENDMENTS OF BY-LAWS

The By-laws may be amended from time to time. Amendments must be approved by the regular and intermediate members, 25 years of age and older, at the following annual general meetings or at a special general meeting called for such purpose. In all cases of amendments, a two-thirds majority of those voting is required for approval.

16. MEETINGS OF BOARD OF DIRECTORS

16.1 Regular meeting

Regular meetings of Board of Directors shall be held at least eight times throughout the year in order to organize the affairs of the Club and to discuss and decide any business which may properly arise. According to the needs and as determined by the President, such Board meetings could be held in person, conference call, exchange of e-mails, mailings or fax.

16.2 Special meetings

Special meetings of the Board of Directors may be called at any time by the president or by any two directors.

16.3 Quorum

At all meeting of the board, four (4) directors shall constitute a quorum.

16.4 Voting

Each director shall have one vote at meetings of the Board. The president shall vote only in case of a tie vote by the directors. All issues shall be decided by a simple majority, except in the case of amendments to By-Laws (article 15). Proxy votes, verbally or in writing, shall not be accepted.

17. VACANCIES ON BOARD OF DIRECTORS

17.1 President

If, for any reason, the president is unable to complete his or her term of office, the vice-president shall assume the office of president, as well as the duties and responsibilities of the President until the end of the current year terminating at the time of the annual general meeting.

The position will be formally filled by election at the same time as the annual election of Directors for a period completing the balance of the term of the outgoing President.

17.2 Directors

If, for any reason, a director is unable to complete his or her term of office, the Board of Directors shall appoint a member of the Club in good standing, as a Director until the end of the current year ending at the time of the annual general meeting.

The position will be formally filled by election at the same time as the annual election of Directors and for a period completing the balance of the term of the outgoing Director.

18. ABSENCES OF DIRECTORS

A director who is absent without cause for three (3) consecutive regular meetings of the Board of Directors may be replaced, at the discretion of the Board. For the method of obtaining a replacement, refer to article 17.2.

19. LIABILITY OF THE CLUB AND ITS DIRECTORS AND OFFICERS

Board members, their heirs, executors, administrators, successors and assigns, and their estates and property, are held harmless from, at the expense of the Club, of costs, charges and expenses which may arise directly or indirectly from actions or proceedings instituted against them for acts, contracts, business or actions they have taken part of directly or indirectly in the course of their duties, as well as all other costs, charges and expenses incurred in connection with these cases, except to the extent that they are attributable to negligence or willful default on their part.

20. COPIES OF CLUB BY-LAWS AND DIRECTORY OF MEMBERS

The Club will provide a current version of the by-laws to any new member, as well as to any existing member, upon request.

The Club will provide members with an on-line version of the Club directory no later than June 1st of each year. Paper copies of the directory will be made available upon request to those members who request them.

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