



ARTICLE I. NAME

The name of this Club shall be Gloucester Country Club.

ARTICLE II. OBJECTIVE

The objective of the Gloucester Country Club shall be the promotion of athletic, golf above all, and social activities for the enjoyment and benefit of its members.

ARTICLE III. MEMBERSHIP

SECTION I. MAXIMUM MEMBERSHIP

(1) The total number of members shall be limited to the number established by the Board of Governors, but not in excess of one-hundred-and-seventy-five (175). Honorary Members, Social Members and Lifetime Members are not counted as members with respect to this limitation.

(2) If the cap of 175 is reached, a waiting list will be established, with priority considered in the following order: Family Membership, Individual Membership, Limited Membership, and Legacy Membership.

(3) The age of a member shall be determined as of January 1st, the beginning of the Club year.

(4) The Board of Governors shall have the power to determine the classes of membership and dues, initiation fees, assessments, etc. (Article VIII).

SECTION II. FAMILY MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION III. INDIVIDUAL MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION IV. HONORARY

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION V. NEW MEMBERS

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION VI. SOCIAL MEMBERS

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION VII. LIFETIME MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION VIII. LEGACY MEMBERSHIPS

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION IX. SEASONAL MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION X JUNIOR MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION XI. SENIOR MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS

CATEGORY.

SECTION XII. BEACH, TENNIS, & DINING

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION XIII. INTRODUCTORY MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY

SECTION XIV. JUNIOR EXECUTIVE MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION XV. CORPORATE MEMBERSHIP

PLEASE SEE GUIDELINES FOR MORE INFORMATION REGARDING THIS CATEGORY.

SECTION XVII.

The Board of Governors shall have the power to, from time to time, change add, or eliminate any or all membership categories, and shall have the power to establish membership guidelines.

ARTICLE IV. ELECTION OF MEMBERS

SECTION I.

All members shall be elected by the Board of Governors. The negative vote of two members of the Board shall exclude an applicant from membership. Applications for membership shall be addressed to Gloucester Country Club, signed by the applicant, and shall include the following information: applicant's full name, address, occupation, place of business, (Domestic partners name and/or name and ages of children for Family Memberships). No person shall be denied membership on the basis of race, creed religion or sexual orientation.

SECTION II.

Upon the receipt of an application for membership and its approval, the Secretary and or Board member in charge of membership shall notify the board to vote on membership. All new memberships shall be probationary for a period of ninety (90) days. During this period all probationary members shall enjoy the full use of the club and its facilities.

ARTICLE V. MEETINGS

SECTION I.

The annual meeting of the Club shall be held in each year on or before November 1 at such date, hour and place as the Board of Governors may direct. Roberts Rules of Order shall govern all meetings of the Club.

SECTION II.

Special meetings of the Club shall be called by the President whenever requested to do so by a vote of the Board of Governors or upon written request of fifteen members in good standing who are not members of the Board of Governors. No special meeting shall be held unless at least five days' notice thereof shall have been given in the manner hereinafter provided, and no business shall be transacted at a special meeting except such as shall be specified in such notice. If the President neglects or refuses to call a special meeting when properly requested to do so, the Board of Governors shall call such meeting.

SECTION III.

At least five days' notice of all meetings, annual or special, shall be given by notifying every member entitled to vote.

SECTION IV.

Voting by proxy shall be permitted at any meeting. Voting upon any question shall be by ballot upon the request of any five members present at such meeting.

ARTICLE VI. OFFICERS

SECTION I.

The officers of the Club shall consist of a President, 1st Vice President, Secretary, Treasurer, immediate past President and four Governors, who together shall comprise the Board of Governors of the Club.

SECTION II.

The President, 1st Vice President and immediate past President shall be elected for a two year term. The President and Vice President may be elected for a second, two year term.

SECTION III.

The offices of President, 1st Vice President, Secretary and Treasurer shall not be combined in any one person.

SECTION IV.

Secretary and Treasurer shall be elected at the Annual Meeting for a two year term. Two Governors shall be elected for the term of three years, two Governors shall be elected for a two year term.

SECTION V.

Any vacancy in any of the said officers or Governors for whatever cause, except the offices of the President and Vice President, shall be filled by the Board of Governors by vote of the majority of the remaining members thereof, until the next Annual Meeting, when any remaining vacancy shall be filled for the remainder of the term. Provided that if in either of the above situations, the designated officer is unable or unwilling to fill the vacant office the exception will not apply. All said officers shall hold office until their successors are elected.

SECTION VI.

Before August 30th of each year the Board shall appoint a nominating committee of five members to select a slate of officers for the open offices. Board members may not serve on this committee unless their term is expiring. Members of the nominating committee are not eligible for nomination to the Board. The chairperson of the nominating committee shall submit the slate, in writing, to the Secretary by September 1st. The chairperson shall then post the slate at the Club and the Secretary shall mail a copy to each member at least 15 days in advance of the Annual Meeting.

Any ten members, in good standing, may also propose a counter slate of four (4) officers, by filing with the Secretary a list thereof at least 20 days before the Annual Meeting. The Secretary shall immediately post the slate at the Club and notify the membership. If no counter slate is proposed, the Secretary, at the Annual Meeting, will cast one vote for the nominating committee's slate which will then be elected. No person shall be eligible for election to any office unless nominated in the manner described herein, except this procedure shall not apply for officers elected to fill Board vacancies. Election shall be by written ballot for all contested positions.

SECTION VII.

Any person elected to the Board, who resigns shall forfeit all rights granted by their election. Resigning Board members shall be automatically disqualified from serving on the next elected board.

ARTICLE VII. POWERS & DUTIES OF OFFICERS

SECTION I.

The President shall preside at all meetings of the Club and of the Board of Governors. The President shall be a member ex-officio of all committees of the Club, elected or appointed, and shall exercise a general supervision over the Club's affairs. The President shall have the custody of the Treasurer's bond. The President, and the Board in the absence of a President, shall approve all payments made by GCC. The President or the Board (in the absence of a President) may delegate this approval of payments to the Treasurer, and may set specific monetary limits as to how much the Treasurer may pay on any one occasion or in aggregate without approval of the President or the Board (in the absence of a President).

SECTION II.

During the absence or disability of the President, the 1 "Vice President shall assume the duties and powers of the President. In case of the absence or disability of the President and Vice President, the Board of Governors shall appoint one of their numbers to be President pro tempore with the powers and duties of the President during such absence or disability.

SECTION III.

The Secretary shall keep a record of all meetings of the Club and of all proceedings of the Board of Governors, shall keep a complete list of all Club Members and persons entitled to the privileges of the Club, and give due notice of all meetings of the Club and of the Board of Governors. During the Secretary's absence or disability, the Board of Governors shall appoint a Secretary pro tempore with the powers and duties of the Secretary.

SECTION IV.

The Treasurer shall have the custody of all funds of the Club, and shall receive and collect all moneys due the Club. The Treasurer shall deposit all moneys received, promptly, from time to time as collected, in such depository as shall from time to time be approved by the Board of Governors. All such deposits shall be to the credit of the Club and in its name only. The Treasurer shall pay all bills and debts contracted by the Club, after the bills or accounts have been approved by the President. The Treasurer shall have the power to sign and endorse all checks of the Club. Nothing in this provision shall prevent the Board from engaging a qualified vendor or outside agency to assist in the performance of these duties.

SECTION V.

The Treasurer shall keep an accurate account of all financial transactions of the Club in books belonging to the Club. Said books shall be at all times open to inspection by said Board or any authorized committee thereof. The fiscal year shall begin with the first day of January in each year and shall end with the thirty-first day of December next. The Treasurer shall, upon request of the Board of Governors, submit accounts to an Auditing Committee in due time for audit before the next Annual Meeting of the Club. The Treasurer shall annually render a statement in writing to the Board of Governors, showing in detail the receipts and expenditures for the preceding fiscal year, and shall also render to the Board of Governors such detailed statement whenever requested by said Board, verified by proper vouchers. The Treasurer shall report to the Board of Governors at each regular meeting thereof the amounts of the receipts and expenditures of the Club during the next preceding calendar month, and the amount of bills received which are unpaid at the end of such month.

SECTION VI.

If required, the Treasurer shall furnish a bond to the Club with a surety company approved by the Board of Governors as surety in such amount as shall be required by the Board of Governors, for the faithful performance of duties as Treasurer. The Treasurer shall not be qualified to assume office until such bond is furnished. The Club shall pay the cost of obtaining such surety. During The Treasurer's absence or disability, the Board of Governors may appoint a Treasurer, and may in its discretion require the interim Treasurer to give such bond to the Club.

SECTION VII.

The Board of Governors shall have the entire control and management of the affairs of the Club, and subject to the By-Laws may make rules for the government of the same; shall make or authorize all necessary contracts; shall appoint a Nominating Committee and may appoint an Auditing Committee and such other Committees as the Board may deem proper, and subject to the provisions of the By-Laws may prescribe their duties.

SECTION VIII.

The Board of Governors shall have the power from time to time in its discretion to cause the Club grounds to be suitably improved, and to cause any buildings or structures of a minor kind to be constructed, and to be suitably furnished, and equipped, but no plans of the same shall be adopted, and no contract shall be entered into for the construction of any building or other structure, or for any furnishings or equipment, or any of said improvements, unless at least five (5) members of the Board shall vote in favor thereof; provided, however, that said Board shall have no power to build any building or other structure or make any improvements on the lands the cost of which shall exceed Twenty

Thousand Dollars (\$20,000.00) by majority vote of at least one third of the voting membership. The President, or the 1st Vice President in his/her absence, and the Treasurer are hereby authorized and empowered to do any act or acts including, but not limited to the mortgage, pledge or hypothecation of any and/or all assets of Gloucester Country Club to service such loan or loans or any renewals or extensions thereof."

SECTION IX.

The Board of Governors shall have the general charge and care of all the properties of the Club, and shall see that the same is kept in proper condition, and shall cause all necessary repairs to be made. The Board shall have no power to mortgage or pledge any property of the Club. The Board may require any Superintendent, designated agent or other employee handling moneys of the Club to furnish such bond as it shall determine, and the cost of such bond shall be paid by the Club.

SECTION X.

Regular meetings of the Board of Governors shall be held at such time and place as it may. Said board shall meet at any time on the call of the President or any three members of the Board. Notice of every regular or special meeting of the Board shall be given each member of the Board by the Secretary, at least three days before the date of such meeting. Five members shall constitute a quorum for the transaction of any business, except as otherwise provided by the By-Laws.

ARTICLE VIII. MEMBERSHIP DUES & FEES

SECTION I.

The annual dues covering the classes of membership described in Article III shall be such sums as determined by the Board of Governors, as well as provide for initiation fees, assessments, etc.

Dues shall be payable in advance as of January 31st of each year or on a monthly payment plan after the member has communicated to the Treasurer his or her membership status and payment option.

All monthly invoices/charges are due by the 15th of each month. When an account is not current within thirty (30) days of original invoice, the Treasurer will send a Delinquency note. If, subsequently, all due sums are not paid within 45 days of the original due date, the membership shall be in default and use of Club Facilities and privileges, including pro shop charges, are suspended until all due sums are paid in full. Any charges incurred by the club in order to collect payment will be the responsibility of the member.

For good and sufficient reason the Board, may extend the time within which delinquent

dues of any member may be paid, and during such time a member may retain privileges in the Club.

SECTION II.

New members elected before July 15th of any calendar year shall pay a full year's dues; those elected on or after July 15th shall pay one-half of the annual dues. Payment is required to be made before such member shall be entitled to the use of the facilities or privileges of the Club.

SECTION III.

The Treasurer or designated agent shall promptly send to every person elected a member a bill for dues and any other payments required by the By-Laws. The Treasurer shall send to every member a bill for the dues at least two weeks prior to the date when payable.

SECTION IV.

The Board of Governors may in its discretion waive the dues of the Treasurer or any part thereof.

SECTION V.

The Board of Governors, whenever the United States is at war, may waive or remit all or any part of the annual dues of any member who is actively and continuously engaged in military or naval service of the United States and for a reasonable time after his discharge.

ARTICLE IX. PRIVILEGES OF MEMBERS

SECTION I.

The Board of Governors may from time to time provide by rule the privileges to which members of the Club, their families and guests are entitled, provided, however, that the privileges of the Club shall not be extended to any society or organization, except with the special permission of the Board of Governors.

ARTICLE X. EXPULSION AND SUSPENSION OF MEMBERS

SECTION I.

Any member may be suspended or expelled for any good cause by the unanimous vote of the members of the Board present and voting, provided that no member shall be so suspended or expelled until given an opportunity to be heard in his or her defense by the

Board after a reasonable notice in writing of the charges. Probationary members may be denied membership by a simple majority vote of the Board during the first 90 days. The Board of Governors may also discipline members who violate the rules of the Club, at the Board of Governors' discretion, including fines and temporary or permanent suspension of membership.

ARTICLE XI. RESIGNATION AND LEAVE OF ABSENCE

SECTION I.

Any member may resign its membership in the Club, if all dues, charges and obligations to the club of every kind have been paid, by giving the Secretary written notice of resignation.

SECTION II.

Any full member in good standing may for reasons deemed sufficient by the Board of Governors be granted a one year leave of absence from the Club.

Dues will not be required from the member on leave during such year. The member on leave will not be counted in the limit set in Article III. At the end of the leave, upon payment of dues, the member shall be reinstated to full membership status. Such reinstatement may temporarily increase the membership above the limit established in Article III. However, no new full members will be accepted until this temporary situation is eliminated and adherence to the limit set by Article III is reestablished.

SECTION III.

A past full member who elects social membership pursuant to Article III, section 6(a) may request reinstatement as a full member, effective as of the next following year, provided that the request is made no longer than 5 years after the member attains social membership status. Any person so reinstated will no longer be eligible for a social membership. Such reinstatement may temporarily increase the membership above the limit established in Article III. However, no new full members will be accepted until this temporary situation is eliminated and adherence to the limit set by Article III is reestablished.

ARTICLE XII. AMENDMENTS

SECTION I.

The By-Laws may be altered, added to or otherwise amended, at any Annual or Special meeting of the Club, by vote of not less than one-third of the members, provided that notice of such meeting shall be given to all members. Every proposed amendment shall be posted on the bulletin board at the Clubhouse for at least thirty days before the

meeting at which action thereon is to be taken. Every proposed amendment not emanating from the Board of Governors shall be endorsed by at least ten members of the Club.

SECTION II.

There shall be available a copy of the By-Laws on the Club premises or web site for inspection at all times.

ARTICLE XIII. DISSOLUTION

SECTION I. VESTMENT

Individual, Family and Memberships (one member per family) shall be vested* in the Club in the following manner:

- 1 year 10% of one share
- 2 years 20% of one share
- 3 years 40% of one share
- 4 years 80% of one share
- 5 years 100 % of one share

Members that attained full vesting but have changed membership status may retain their vestment as long as membership has been continuous.

*Must be a Member in good Standing and current with all sums due to the club as of December 31st of the year prior to dissolution and any sums up to final dissolution date.

SECTION II. DISSOLUTION

In accordance with RI Nonprofit Corporation Act Section 7-6-50

If deemed necessary, the Board of Governors shall adopt a resolution recommending that the Club be dissolved, and notify the voting Members in Good Standing entitled to vote. A Special Meeting shall be called to submit the question of the dissolution to a vote, no later than thirty (30) days before the meeting date. The Secretary shall send each Member in Good Standing with dissolution rights a ballot, which shall be returned to the Secretary no later than ten (10) days before the Special Meeting. A resolution to dissolve the corporation is adopted upon receiving at least a majority of the votes which voting members present at the meeting or represented by proxy are entitled to cast.

SECTION III. DISTRIBUTION OF ASSETS

In accordance with RI Nonprofit Corporation Act Section 7-6-51 52

All Club liabilities and obligations shall be paid and discharged. All other assets, if any,

shall be distributed among the total Members in Good Standing with dissolution rights according to the vested status of each member as designated on Section I above.

"Upon dissolution or final liquidation may make distributions to its members as permitted by this chapter, and no payment, benefit, or distribution is deemed to be a dividend or a distribution of income or profit."

Revised January 8, 2024