

CONSTITUTION OF SHAKER RIDGE COUNTRY CLUB

ARTICLE I ESTABLISHMENT AND PURPOSE

Section 1. **ESTABLISHMENT.** The Shaker Ridge Country Club, Inc. is established as a Not-For Profit Corporation, having been incorporated on September 17, 1929 under the Membership Corporations Law of the State of New York and qualified under the Not-For-Profit Corporations Law, which was effective September 1, 1970.

Section 2. **PURPOSE.** The purpose of this club shall be to maintain a clubhouse, grounds, a golf course, tennis courts and a swimming pool, as well as any structures appurtenant thereto or necessary for the conduct of the club's purposes; to promote social interaction among the members by means of dinners, dances, musical and/or kindred forms of entertainment, and to further athletic exercise and sports, particularly, though not limited to, the game of golf, the game of tennis and swimming.

Section 3. **GENERAL AND SPECIAL POWERS.** The corporation shall have all general and special powers, in furtherance of its corporate purposes, as are granted Not-For-Profit Corporation Law of the State of New York, as well as any other statutes, ordinances or regulations pertaining to this corporation.

Section 4. **SEAL.** The seal of the club shall be in the form of a circle, and shall bear the name of the club and the words "New York" and "Incorporated".

Section 5. **FISCAL YEAR.** The fiscal year of the club shall commence on November 1st of each year and terminate on October 31st of the following year.

ARTICLE II
GOVERNMENT AND MANAGEMENT: BOARD OF GOVERNORS

Section 1. **BOARD OF GOVERNORS.** The government and management of the Club shall be entrusted to the Board of Governors, which shall consist of ten (10) elected active members plus four (4) active members who shall be appointed by the President pursuant to Section Two of Article III hereof, as well as the most recent past president of the club.

No member may serve more than two (2) consecutive terms as a member of the Board of Governors except the President, Vice Presidents, Secretary, Treasurer, or the past President.

Each elected member of the Board of Governors shall serve for a term of three (3) years, and each appointed member of the Board of Governors shall serve for a term of one (1) year.

Section 2. **POWERS OF BOARD OF GOVERNORS.** The Board of Governors shall have the following powers:

- (a) to govern, manage and control the affairs of the club and to carry out its purposes, to engage the services of a General Manager to provide professional management, supervision of employees and club affairs on a day by day basis on behalf of the Board of Governors. The General Manager will be the highest employed authority in the club and will be directly responsible to the President, Executive Committee and Board of Governors. All duties and responsibilities will be included in a contract reviewed and renewed by the Executive Committee.
- (b) to approve the making and execution of contracts and other instruments;
- (c) to provide for the creation of committees and to prescribe their functions, powers and responsibilities;
- (d) to extend the privileges of the club to such persons and upon such terms and conditions as it may from time to time determine;
- (e) to adopt such rules and regulations for the conduct of its own meetings as it may deem proper;
- (f) to prescribe, maintain and enforce rules and regulations for the use of the club and its facilities by both members and guests, to fix penalties for violation of such rules and regulations, and in its discretion to discipline any member for infringement of such rules and regulations;
- (g) to keep close touch with the books of the club and to provide for periodic audits thereof;
- (h) to make a complete financial report to the club membership at each annual meeting of the membership;
- (i) to make annual reports of its work to the members of the club; and
- (j) to generally exercise the powers and privileges of a membership corporation.

Section 3. **MEETINGS OF THE BOARD** At least one regular meeting of the Board of Governors must be held in each quarter of the fiscal year, at such time and place, as is fixed by the Board. At the direction of the President or upon the written request of four (4) members of the Board, the Secretary shall call a special meeting of the Board. Notice of the time and place of every meeting of the Board shall be given to each member of the Board, not less than five (5) days before such meeting, unless, in the case of a special meeting, the President and one (1) other officer shall, for good cause, fix a shorter period for such notice. Unless otherwise provided in this Constitution, whenever written notice is required to be given to any Board member under the provisions of the certificate of incorporation, this Constitution, or the New York Not-for-Profit Corporation Law, it may be given to such Board member, in person, by first class mail to the address of the person appearing on the books of the Corporation, or by fax or e-mail to the fax number or e-mail address of the person appearing on the books of the

Club. If the notice is sent by mail, it shall be deemed to have been given to the Board member entitled thereto when deposited with postage prepaid in the United States mail.

Section 4. **AUTHORIZATION OF EXPENDITURES.** No funds of the club in excess of Five Thousand Dollars (\$5,000.00) shall be expended for any purpose other than the ordinary and regular expenses of maintenance and operation of the club as included in the annual budget approved by the membership at the annual meeting, except upon approval of the Board. The Board shall have the power to authorize a capital expenditure of not more than three percent (3%), not to exceed \$50,000, of the current operating budget without the approval of the membership of the club at an annual or special meeting thereof.

Section 5. **VACANCIES.** In case of any vacancy on the Board of Governors occurring during the year, the Board, on nomination of the President, may designate any active member of the Club with the right to vote to fill such vacancy until that seat is filled for the remainder of the term by an election which shall take place at the next annual meeting or special meeting of the club membership.

Section 6. **ATTENDANCE AT MEETINGS.** Should any elected or appointed member of the Board of Governors absence himself or herself from three (3) consecutive regular meetings of the Board, unless excused by the President for good cause, his or her seat shall automatically be declared vacated.

Section 7. **QUORUM AND VOTE.** Nine (9) voting members of the Board of Governors shall constitute a quorum. No business may be carried out by the Board of Governors unless there is at least a quorum present at the meeting. Unless otherwise specifically provided, any action taken by the Board shall be by an affirmative vote of a majority of the members of the Board present at the meeting.

Section 8. **REMOVAL OF A BOARD MEMBER.** Any member of the Board may be removed from his or her position on the Board by a two-thirds vote of the members of the Board present at a meeting in which removal of a member of the Board is to be determined. The vote for removal shall be by secret ballot, and removal may only be permitted for good cause shown. Written notice of the charges against the Board member and of the time and place where such member may appear before the Board in person to be heard shall be given to such member of the Board before any action may be taken to remove that member. That member shall be given a full opportunity to answer all charges brought against him or her. That Board member against who charges are brought shall not have the right to vote, nor shall his or her presence be counted in determining if there is a quorum present or in determining how many votes are necessary in order to achieve the two-thirds vote required for removal. For purposes of this section only, a quorum shall consist of a majority of all members of the Board of Governors.

ARTICLE III OFFICERS DUTIES

Section 1. **OFFICERS OF THE CLUB.** The officers of the club shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The Board of Governors shall elect from its own membership a President. The two Vice-Presidents, Secretary and Treasurer shall be recommended by the President and approved by the Board of Governors. All officers shall be elected for a term of two (2) years. The Board of Governors may vote to extend a President's term for one (1) additional year. Nothing herein is intended to limit the number of terms an officer can serve.

Section 2. **PRESIDENT.** The President shall preside at all the meetings of the club and the Board of Governors; sign and execute all contracts, obligations, conveyances or other instruments in the name of the club when authorized to do so by the Board; appoint and discharge the Head Golf Professional, the Greens Superintendent, and the General Manager subject to the approval of the Board; perform such other duties and have such other powers as may from time to time be prescribed by the Board; appoint all committees and be an ex officio member thereof, and, subject to the approval of the Board, appoint from the general membership four (4) additional members of the Board, with full voting powers, to serve for a one (1) year term.

Section 3. **TWO VICE PRESIDENTS.** The First Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, except that he shall not be permitted to appoint any member to the Board pursuant to Section 2 in this Article. The First Vice President shall also perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The Second Vice President, in the absence or disability of the President and the First Vice President, shall perform the duties and exercise the powers of the President, except that he shall not be permitted to appoint any member to the Board pursuant to Section 2 in this Article. The Second Vice President shall also perform such other duties and have such other powers as the Board of Directors may from time to time prescribe

Section 4. **SECRETARY.** The Secretary shall keep the records of the club and the minutes of the meetings of the membership and of the Board of Governors; have the custody of the seal of the club and affix the same to all instruments required to be executed under seal; keep an accurate record of attendance at all meetings of the Board and perform the duties required by the provisions of this Constitution and any other rules or regulations of the club.

Section 5. **TREASURER.** The Treasurer shall have the care and custody of all funds and securities of the club; deposit the same in the name of the club in such bank or banks as the Board of Governors may select, and, provided the President has signed the same, countersign obligations under the direction of the Board; keep faithful accounts of the funds of the club; report to the Board of Governors any member in default of payment of any sums due; make a monthly report to the Board; and make such other and further reports to the Board from time to time as the Board shall require.

Section 6. **DISBURSEMENT OF FUNDS.** Funds of the club shall be disbursed under the direction of the Board, by check, on the signature of any two of the following: The President, a Vice President, Secretary, Treasurer, General Manager, or as delegated by the Board of Governors.

Section 7. **BONDS.** The President, Vice Presidents, Secretary, Treasurer, General Manager, and anyone involved in the finances of the club shall be named in the club's liability policy for the faithful performance of their duties, each in the sum of no less than One Million Dollars (\$1,000,000).

Section 8. **VACANCIES.** Should a vacancy occur in the office of the President other than by expiration of term, the First Vice President shall assume the Presidency and the Second Vice President shall assume the First Vice Presidency. The Board of Governors shall appoint a successor to serve for the balance of the Second Vice President's term at the next meeting of the Board. Should a vacancy occur in the office of the First Vice President or Second Vice President, other than by expiration of term or vacancy of the office of the President, the Board of Governors shall appoint a successor to serve for the balance of that term at the next meeting of the Board. Should a vacancy occur in the office of the Secretary or Treasurer, other than by expiration of that term, the Board of Governors shall appoint a successor to serve for the balance of term at the next meeting of the Board.

Section 9. **COMMITTEES.** Chairpersons of all committees shall be appointed by, and serve at the pleasure of the President. All committees, other than the nominating committee, shall be subject to the supervision of the President at all times. The various committees shall from time to time prescribe and issue rules and regulations which shall become effective after approval by the Board of Governors pursuant to Section 2c of Article II hereof.

Section 10. **REMOVAL OF AN OFFICER.** Any officer may be removed from his or her position by a two-thirds vote of the members of the Board present at a meeting in which removal of an officer is to be determined. The vote from removal shall be by secret ballot, and removal may only be permitted for good cause shown. Written notice of the charges against the officer and of the time and place where such officer may appear before the Board in person to be heard shall be given to such officer before any action may be taken to remove that officer. That officer shall be given a full opportunity to answer all charges brought against him or her. That officer against whom charges are brought shall not have the right to vote, nor shall his or her presence be counted in determining if there is a quorum present or in determining how many votes are necessary in order to achieve the two-thirds vote required for removal.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

Section 1. **ANNUAL MEETING.** the annual meeting of the club, for the transaction of such business as may come before it and for the election of members to the Board of Governors, shall be held between the 1st day of November and the 31st day of December of each year, on a date and at a time and place fixed by the Board. Such date shall be fixed at least thirty (30) days prior thereto and the membership shall be duly notified by mail and the notice thereof shall be posted within the clubhouse. At such meetings, members of the Board shall be elected to succeed those members whose terms are expiring the following December 31st and to fill any seats of the Board which shall be vacant or which shall have been filled by the Board pursuant to Section 5 of Article II hereof. At such annual meeting, any business pertaining to the conduct of the club and/or its good and welfare may be brought before the membership as provided in Section 4 of this Article.

Section 2. **NOMINATING COMMITTEE.** The President shall, not less than forty-five (45) days prior to the date of the annual meeting, appoint a Chairman and (6) other active members of the club as a committee to nominate candidates for election to membership on the Board of Governors at the annual meeting. The Chairman as herein above stated and three (3) members of this committee shall be chosen from among members of the Board of Governors, and the remaining three (3) members of this committee shall be chosen from among the general active membership. No member of the Board whose term is expiring and who is eligible for re-election shall be a member of the nominating committee. The nominating committee shall make a report, recommending the names of those active members of the club who shall stand as candidates for election to membership of the Board of Governors, to serve for a term of three (3) years, which term shall commence on the following January 1st. A list of the nominees shall also be mailed to the general membership with a notice of the annual meeting.

Section 3. **NOTICE OF ANNUAL MEETING.** Notice of the date, time and place of the annual meeting shall be mailed no less than twenty-five (25) or more than fifty (50) days prior to such date to each member at his or her post office address as the same appears on the books of the club.

Section 4. **NOTICE AS TO BUSINESS AT ANNUAL MEETING.** In the event that any club business, other than the election of members to the Board of Governors, is to be transacted at the annual meeting, the Board shall mail notice of the subject and nature thereof to the membership at not less than ten (10) nor more than fifty (50) days prior to such meeting. The notice required by this section may be included in the notice required by Section 3 of this Article. Nothing contained herein shall be deemed to prevent any member of the club from bringing any business pertaining to the conduct of the club and/or its good and welfare before the membership, pursuant to Section 1 of this Article.

Section 5. **NOMINATIONS BY PETITION.** Fifty (50) members of the club entitled to vote might, independent of the nominating committee, nominate candidates for election as members of the Board of Governors by written petition, accompanied by the written consent of the candidates so nominated. This provision shall apply to nominations of candidates for election to the Board as a result of the expiration of the term of the Board member and as result of a vacancy which had been filled pursuant to Article II, Section 5 hereof. Such nominating petition shall be delivered to the Secretary at least fifteen (15) days prior to the annual

meeting, and the Secretary shall, at least ten (10) days before the date of the annual meeting, mail a list of those members nominated pursuant to this section to each member at his or her post office address as the same appears on the books of the club.

Section 6. CONDUCT OF ANNUAL MEETING. Fifty voting members shall constitute a quorum for the transaction of business at an annual meeting.

If no quorum is present, the President may adjourn the annual meeting to any other day within two (2) weeks thereof, and notice of such adjournment shall be mailed forthwith to the membership. In the event of such adjournment or adjournments which result in the annual meeting taking place after the 31st day of December, all officers and members of the Board of Governors whose terms would have expired on December 31st of that year shall have their terms extended until the annual meeting is held and there is an election for membership to the Board of Governors.

The names of the candidates for election to membership of the Board, both as submitted by the nominating committee and as nominated by petition, if any, shall be placed upon the ballot.

Any member in good standing, otherwise eligible to vote, is entitled to vote at any meeting of members. Each member of a couple shall be entitled to one (1) vote. A single member shall have one (1) vote. For purposes of voting, if a member is in the class of members eligible to vote, a member shall be defined as a person(s) whose name(s) is on the original or amended application and one or both shall be eligible to vote. No voting proxies shall be permitted.

Two (2) inspectors of election shall be appointed by the President to serve at each annual meeting. In the event of a tie vote for election to membership on the Board, the result shall be determined by lot under the supervision of the inspectors of election. Election to membership on the Board of Governors shall be by plurality of all votes cast. Each membership entitled to vote hereunder shall be entitled to cast as many votes as there shall be seats on the Board of Governors, which are to be filled at that election, but each vote shall be for a different candidate. Nothing herein contained shall be deemed to require that each member cast a vote for the same number of candidates, as there shall be seats for which this election is being held.

All business requiring a vote of the club members shall be determined by a majority vote of the members present, except as is otherwise provided herein.

Section 7. WHO MAY SERVE BOARD. Any member of the club, in a membership category with voting rights, may serve as a member of the Board of Governors. Not more than one party of a membership may serve on the Board of Governors at the same time.

Section 8. SPECIAL MEETINGS. The Board of Governors shall have power on its own motion to call a special meeting of the membership of the club.

A special meeting of the membership of the club may also be called by petition signed by members entitled to cast ten (10) percent of the total number of votes entitled to be cast at such meeting, and presented to the Secretary or President. Such petition shall specify the purpose or purposes for which such special meeting is requested and, in the event such purpose or purposes would involve the expenditure of money, the proposal manner or means by which such expenditures would be financed. Where a specific purpose has been considered and rejected at an annual meeting or special meeting, a special meeting may not be requested by petition until at least a year has elapsed since such rejection.

A special meeting of the club membership called under the provisions hereof, shall be held not less than two (2) nor more than three (3) months after the date of submission of the petition to the Secretary or the President, or, in the event the Board of Governors calls a special meeting, at such time as it may deem appropriate, subject to the notice provisions hereunder.

Notice of a special meeting, stating the date, time, place and object thereof, shall be mailed by the Secretary to each active member of the club at his or her post office address, as the same appears in the books of the club, within five (5) days after receipt of a petition for such special meeting from members as provided herein above, or, if the Board of Governors calls a special meeting, not less than ten (10) nor more than fifty (50) days before the date of the meeting.

The provisions of Section 6 of this Article, except those provisions providing for the election of members of the Board, shall be applicable to the conduct of special meeting held pursuant to this section.

ARTICLE V
MEMBERSHIP AND PROVISIONS FOR FINANCIAL SUPPORT

Section 1. **CATEGORIES OF MEMBERSHIP.** Categories of membership shall be determined by the Board of Governors.

The Board of Governors shall have the power, by adoption of general rules, to set the costs of each membership category, to establish additional or different categories of membership or to change those categories of membership contained herein, without the necessity of amending the Constitution. In the event of such change, those changes shall automatically be adopted as a part of this Constitution without any further action by the Board of Governors or the membership of the club.

Membership dues in all categories are based on, and contracted for, the membership year, which commences on April 1st of any year and terminates on March 31st of the following year. All members, regardless of category, are responsible for any dining room minimum, which shall be set by the Board of Governors. Eligible children are defined for purposes of this Article as dependent children 18 years or younger or, who are full time students 25 years old or younger and reside in the member's home. Also eligible are dependents 18-25 serving in the military with an active duty status.

Section 2. **APPLICATION FOR MEMBERSHIP.** Applications for membership shall be in writing, in such form and requiring such information from applicants as the Board of governors may from time-to-time mandate. All applications shall be signed by the applicant and any two (2) members of the club.

The Membership Committee may make such rules and regulations for its own conduct as it may deem proper, provided the same are consistent with this Constitution, subject to the approval of the Board of Governors.

Section 3. **CONSIDERATION OF APPLICATIONS.** The Membership Committee shall investigate all applications and hold a personal interview with the applicant and spouse, or significant other. Proof of same residence must be shown prior to approval. The Membership Chairman will present the application to the Board at a regular Board meeting. If approved, the applicants' name will be posted for 30 days during which time he/she has the right to use club facilities – approval of an application by the Board will be by majority present.

An objection to an applicant by any member of the club, in writing, is to be made to the Membership Chairman who will present that to the Board for reconsideration. The proceedings of the Membership Committee and Board of Governors, when considering applications, shall be secret.

Any change in membership class of a club member, due strictly to a change in that member's age or a change in the classes of membership or addition or deletion of a class of membership, shall be automatic, without any need of approval from the Membership Committee and/or the Board of Governors. Any other change of class of membership shall require that member to be approved by the Board of Governors pursuant to the provisions of this Section.

Section 4. **ELECTIONS TO MEMBERSHIP.** No person shall become a member of the club until he/she has been elected to membership by the Board of Governors, and he/she shall have paid his or her initiation fee, dues, and other membership charges per schedule.

Section 5. **INITIATION FEES.** Persons applying for membership in the club shall be subject to the payment of such initiation fees, if any, as may from time-to-time be fixed by the Board of Governors. The Board shall have the power, by general rules, to provide that persons admitted to membership in a particular age or other category be relieved from payment of initiation fees, or may require members in such categories to pay the same only at such time or times as may be provided by the Board. The Board shall have the power to waive or postpone the payment of initiation fee in the case of any former member.

If no provision for payment of an initiation fee is made at the time of a person's election as a member, no initiation fee may be required of that person during his/her continuous membership, even if that person changes classes of membership for any reason other than that person's age.

Section 6. **ANNUAL DUES AND OTHER CHARGES.** The annual dues and other charges payable by members shall be fixed by the Board of Governors. The Board shall have the power, by general rules, to fix a different amount of annual dues for each category of membership, and to apportion amounts payable for periods of less than one (1) year, in cases of new memberships and terminations of memberships. The Board of Governors shall also have full discretionary power to waive or alter dues in any case, as the Board of Governors may deem necessary.

All annual dues and other charges shall be due and owing, in advance, on the 1st day of April for the membership period of one (1) membership year, ending March 31st of the following year. Unless the Board determines otherwise, annual dues and other charges may be paid in such installments as is set forth in Section 8 of the Article.

Section 7. **ASSESSMENTS.** Members shall also pay, in addition to the previously mentioned annual dues and other charges, such extra assessments as shall be levied from time-to-time. Such assessments may only be levied as a result of a majority vote of club members taken at a meeting of the club members, except that the Board of Governors, in its sole discretion, may levy an assessment or assessments, not to exceed Five Hundred Dollars (\$500.00) in total within any one (1) year, on a member. The Board may, however, subject to such limitation of Five Hundred Dollars (\$500.00), assess members in different amounts, according to classifications of membership categories.

Section 8. **PAYMENT OF DUES AND CHARGES.** The monthly billing period for the club shall end on the last day of each month. Billings for that month, including all current charges and installment payments will be mailed or otherwise presented to each member shortly thereafter. All billings are to be paid in full by the 15th of the month following the month for which the billings are sent. Anyone who has not fully paid his/her account by the 15th of the month following when billings have been made may have his/her club privileges suspended and shall have his/her name posted on the bulletin board in the clubhouse and in the pro shop until the account is current. However, the Treasurer and/or General Manager, at their discretion, may elect not to post the name of any particular club member and thus permit that club member to retain his/her membership privileges, if arrangements for payment of that member's account are made in a manner satisfactory to the Treasurer and/or General Manager.

In any such case, the Treasurer and/or General Manager, shall be required to report his decision to the Board of Governors at the next Board meeting, and the Board may elect to have that member's name posted or may ratify the Treasurer's and/or General Manager's determination not to post that member's name. The Board of Governors' determination shall be final on this point. In the event a club member's privileges are suspended, pursuant to the terms hereof, any person who enjoys the club facilities under the membership of the person

whose privileges have been suspended, shall not be permitted the use of the club facilities until such time as the suspended member's privileges are reinstated.

Section 9. **TERMINATION OF MEMBERSHIP.** The resignation of a member must be in writing and must be filed with the Treasurer and/or General Manager who shall notify the Board of Governors concerning the same at the Board of Governors' next meeting.

Upon resignation or expulsion of a member, all that member's rights in the club shall cease, but he shall not be released for his liability to the club for any dues, assessments or other indebtedness to the club incurred. Subject to the provisions of this Constitution, if a member pre-pays his annual dues and resigns or is expelled during the year, he will not be entitled a refund of his dues. If a member pays his annual dues on a monthly basis and resigns or is expelled during the year, he will be obligated to make his monthly dues payments for the remainder of the year.

Section 10. **COMPLIANCE WITH REQUIREMENTS.** Disciplinary Powers of the Board. Members shall be bound by the provisions of this Constitution, as well as by any by-laws, rules and regulations prescribed and adopted by the Board. Any charges brought up by a member(s) against another member(s) must be submitted in writing to the Board of Governors and signed by the individual(s) submitting the charge. No anonymous letters will be accepted. After a hearing in which the subject member may be heard in his/her defense if he/she so chooses, the Board shall have the power, by the affirmative vote of at least two-thirds (2/3) of its voting members present at that hearing, to censure, suspend or expel any member for any violation of any provision of the Constitution, the by-laws or any rule or regulation, or for any conduct which, in the opinion of the Board, is improper or prejudicial to the welfare or best interest of the club. No action may be taken against any member, unless there is a least a quorum of the Board of Governors at all hearings concerning the subject member. Written notice of the charges and of the time and place where such member may appear before the Board in person and be heard shall be given to such member before the Board may take any action against that member. The member must be given at least three (3) days notice before any hearing in regard to that member may be held. However, the Board, under extraordinary circumstances, by a special meeting or a polling of its members, may suspend the privileges of any member for a period of not more than four (4) days until such hearing may be held and a determination of the Board made. The Board of Governors may not elect to membership any person who has previously been expelled from the club.

ARTICLE VI AMENDMENTS

Section 1. **AMENDMENTS.** The provisions of this Constitution may be amended by a two-thirds (2/3) vote of the active members of the club present at an annual or special meeting, provided that such proposed amendment has been submitted in writing to the Secretary, either by the Board of Governors or by petition signed by at least fifty (50) active members of the club.

After receipt of the proposed amendment in writing, pursuant to the terms of this Section, the Secretary shall call a special meeting of the membership of the club, which meeting must be held not earlier than fifteen (15) days or later than thirty (30) days after receipt of the writing by the Secretary. At least ten (10) days before such meeting is to take place, the Secretary shall cause a copy of the proposed amendment to be mailed to all active members of the club, along with a notice of the date, time and place of the meeting at which the same is to be acted upon, and shall cause a copy of the proposed amendment to be posted on the bulletin board in the clubhouse.

**ARTICLE VII
INTERPRETATION**

Section 1. **INTERPRETATION.** This Constitution shall be construed and interpreted under the Laws of the State of New York existing at the time of its adoption. For purposes hereof, this Constitution shall be deemed to be the by-laws of the club, or, if there be any other by-laws, a portion thereof, except that they may not be amended or repealed in any manner inconsistent with the provisions contained herein.

**ARTICLE VIII
SEVERABILITY**

Section 1. **SEVERABILITY.** If any portion of this Constitution shall be deemed illegal or in contravention of any applicable laws, rules or regulations, then that portion shall be deemed severed from this Constitution, and the remainder of the Constitution shall exist in full force and effect as if that severed portion had not been contained herein.

**ARTICLE IX
EFFECTIVE DATE**

Section 1. **EFFECTIVE DATE.** This Constitution shall take effect immediately after ratification by the vote of the club membership as is set forth herein.

____November 22, 2009____

Dated

____Original on File____

Signed (PRESIDENT)

ATTESTED TO BY:

____Original on File____

Signed (SECRETARY)