

MARQUETTE GOLF CLUB BY-LAWS

ARTICLE 1 – THE MARQUETTE GOLF CLUB

Section 1. NAME

1. The name of the Corporation shall be the “Marquette Golf Club” and for designation purposes is referred to in these Bylaws as the Club.

Section 2. LOCATION

1. The office of the Club shall be located at 1075 Grove Street, Marquette, Michigan, but nothing contained in these Bylaws shall prevent the holding of meetings or the transaction of any business pertinent to this Club at some other place. The Post Office address of the Club shall be P.O. Box 276, Marquette, Michigan.

Section 3. OBJECT

1. The purpose for which the Club is formed is not to make a profit but to own, establish and maintain a social organization with Club House, Golf Course and such other recreational facilities as may from time to time be determined necessary and expedient by the Board of Directors of the Club.

Section 4. FISCAL YEAR

1. The fiscal year of the Club shall be identical with the calendar year.

ARTICLE II – BOARD OF DIRECTORS

Section 1. ORGANIZATION

1. The entire management of the Club, it's affairs, properties and assets are vested in a Board of Directors, consisting of seven members of the Club, elected as provided in Article V, Section 2, subject to the mandate of the voting members at their Annual Meeting or at any special meeting called for the purpose of acting upon the affairs of the corporation.

2. For designation purposes the Board of Directors will herein after be referred to as the Board.

Section 2. POWERS

1. All decisions of the Board shall be by majority vote of the Directors present except where otherwise provided.

2. In addition to any and all powers conferred upon by the Board by law and by the Articles of Incorporation of the corporation, these Bylaws, without in any manner or degree abrogating, limiting or modifying any such powers, grant to the Board the following authority:

a. To set forth the terms and conditions upon which a person may be accepted to membership; to examine and adjudge the qualifications of each applicant for membership, being hereby granted full and final authority to accept or reject any such membership application, in accordance with Article V, Section 1.

b. To hear and determine charges made against any member, full and final authority being hereby granted to reprimand, to suspend and to expel any member in accordance with Article VII, Section 4 and 5. A member may be privately disciplined for cause upon the affirmative vote of a majority of the Board, but public reprimand or suspension or expulsion shall require the affirmative vote of 5 of the 7 Directors.

c. To elect a President, a Vice-President, a Secretary and a Treasurer annually at its first meeting after the Annual Members' Meeting in each year as prescribed in Article V, Section 3.

d. To appoint a Nominating Committee to select and recommend names of members as nominees for Directors.

e. To authorize the President to appoint such standing and other Committees as in their judgment are necessary for the proper management of the Club, to define and delegate the duties and powers of such Committees.

f. To determine initiation fees and annual dues in accordance with Article VII, Section 2.

g. To make, alter or amend Club Rules and provide penalties for infractions of Rules and Bylaws as prescribed in Article VIII.

h. To make or authorize the purchase of materials or supplies and to contract of whatever may be reasonably required in the operation and maintenance of the Club and to make such alterations and improvements in the property of the Club and in the Club facilities or modify or discontinue any club facilities where such action in their discretion is necessary or expedient.

i. To appoint delegates to various associations.

j. To remove a Director from the Board for cause. The absence of a Director from three meetings of the Board during the calendar year without permission of the Board or President shall be considered sufficient cause for removal.

k. To choose a successor who shall hold office for the unexpired term in the event of a vacancy in the office of any Director or the President, Vice-President, Secretary, Treasurer or any other office.

l. To direct the President to call special meeting of the Club in accordance with Article VI, Section 2.

m. To employ at any time one or more Certified Public Accountants, not necessarily members of the Club, to audit the books of the Club or of any officer, employee, committee or agent thereof.

n. To select and elect as Honorary Members of the Club any individuals, who, in the opinion of the Board, have distinguished themselves in service to the Club and to establish for such Honorary Members whatever fees and dues that may seem fair and equitable. Election of Honorary Members shall be by not less than a two-thirds vote of all Directors of the Club.

o. To elect a presiding officer in the event that both the President and Vice-President are vacant.

p. To provide, at its discretion, for compensation of any of the officers in such amount or amounts as it deemed proper.

3. In accordance with Article IV, Section 4, the Board of Directors shall have full power and authority to borrow money whenever, in the discretion of the Board, the exercise of said power is required in the general interest of this corporation, and in such case the Board of Directors may authorize the proper officers of this corporation to make, execute and deliver in the name and behalf of this corporation such notes, bonds and other evidence of indebtedness as said board shall deem proper and said board shall have full power to mortgage the property of this corporation, or any part thereof, as security for such indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

4. No sale or conveyance of Golf Club real property shall occur, except as provided in Paragraph 3 of this Article, unless approved by a majority of the members voting in person or by proxy at proposed sale or conveyance.

ARTICLE III – OFFICERS

Section 1. TITLES

1. The officers of the Club shall be a President, Vice-President, a Secretary and a Treasurer, elected as provided in Article V, Section 3.

2. One person may hold two offices at the discretion of the Board, with exception of the President, and if the duties thereof are not incompatible.
3. Any vacancy in office shall be filled by appointment by the Board for the unexpired term.

Section 2. DUTIES OF THE PRESIDENT

1. The President shall be the Chief Executive Officer of the Corporation, performing any and all legal duties under the Articles of Incorporation and incident to the corporate office of President.
2. The President shall preside at all meetings of the Club and of the Board of Directors.
3. The President shall call special meetings of the members of the Club as provided in Article VI, Section 2.
4. The President shall enforce all rules and regulations of the Club and shall, by and with the consent and approval of the Board, have the right to appoint or employ all officers, employees and servants not otherwise herein provided for.
5. With the consent and approval of the Board of Directors, the president shall appoint all committees, select the Chairman of each of such committees and fill any vacancies in such committee by appointment. The president shall be an ex-officio member of all such committees.
6. The President shall make annual reports to the Directors and members.
7. With the Secretary, and in his capacity as Chief Executive Officer of the Corporation, he shall sign all written contracts, obligations and instruments of the Club and shall have charge of general supervision and control of the Club and its management.
8. The President shall perform all other duties as properly may be required of him by the Board.

Section 3. DUTIES OF THE VICE-PRESIDENT

1. In the absence of the President, the Vice-President shall perform all of the Presidents duties; and if the office of President should become vacant, the Vice-President shall hold the office of President until the next election.

Section 4. DUTIES OF THE SECRETARY

1. The Secretary shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of Secretary.

2. The Secretary shall be the custodian of the corporation seal and affix it to all such written documents as require it. He shall sign or countersign all such instruments as may require his signature as a corporate office of the Club.
3. The Secretary shall conduct or cause to be conducted all official correspondence of the Club and shall see that such correspondence is properly preserved and filed until otherwise disposed of by the Board.
4. The Secretary shall use or cause to be issued all notices of all meetings of members or directors and shall keep the minutes and records thereof.
5. The Secretary shall be responsible for posting all Club notices in whatever place on the Club premises may be designated by the Board.
6. The Secretary shall be an ex-officio member of all Committees.
7. The Secretary shall perform all other duties that the Board of Directors shall assign to him.

Section 5. DUTIES OF THE TREASURER

1. The Treasurer shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of Treasurer.
2. Upon request by the Board the Treasurer shall submit to the Board complete information as to the financial condition of the Club, and, at the Annual Meeting of Members, shall submit a complete and comprehensive statement of the Club's financial affairs.
3. The Treasurer shall perform all other duties as may properly be assigned to him by the Board of Directors.

Section 6. COMPENSATION

1. No salary or other compensation shall be paid any officer of the Club except when specifically provided for by action of the Board.

ARTICLE IV – COMMITTEES

Section 1. FORMATION AND GENERAL RULES

1. Standing committees and other committee shall be appointed by the President with authority of the Board, except where otherwise provided, in accordance with Article III, Section 2, Paragraph 5.
2. Vacancies in committees shall be filled by appointment by the President, as provided in Article III, Section 2, Paragraph 5.
3. Each committee shall be composed of as many members of Directors, or both, as the Board may determine. Committee appointments may be for one year or less in the discretion of the Board.
4. The Board shall provide each committee with a set of Rules for members and guests with respect to the specific activity for which each such committee may have responsibility and with respect to the committee's own function.
5. No committee shall have the right to obligate the Club in any way or in any sum in excess of the specific budgeted amount established for its use for the current year except as authorized by the Board
6. All committees shall report on their activities to the Board whenever requested and are at all times under the direct supervision and control of the Board, having only such authority defined herein and as may be delegated to them by the Board.

Section 2. STANDING COMMITTEES

1. The standing committees shall be as follows: Finance Committee, Grounds Committee, Clubhouse/Social Committee, and Pro Shop/Tournament Committee.

Section 3. DUTIES AND RESPONSIBILITIES

1. The Board shall define the duties and responsibilities of all committees except the Nominating Committee.

ARTICLE V – ELECTIONS

Section 1. MEMBERS

1. Any person who may desire to become a member of the Club, shall present or cause to be presented to the Board a signed application.

Section 2. DIRECTORS

1. The election of the seven members constituting the Board of Directors shall be held at the Annual Meeting of the Club and shall be by ballot. The voting shall

be conducted and the ballots counted by two tellers appointed by the President for that purpose, neither of who shall be a member of the Board.

2. At the first election of Directors, three shall be elected to serve for one year, three for two years and three for three years. Thereafter, at each Annual Meeting, three/two Directors shall be elected for a term of three years.

3. The Board of Directors shall at the appropriate time also serve as the Nominating Committee. The Committee shall nominate an appropriate number of members of the Club as candidates for Directors. The list, so named, shall be sent to each member of the Club by the Secretary at least five days before the Annual Meeting. Other members may be nominated from the floor at the Annual Meeting.

4. A duly elected or appointed director shall be subject to recall by a petition stating the reason(s) for the proposed recall signed by one-third of members eligible to vote. Recall of the director must be approved by a majority of those eligible to vote. Petitioners shall post bond for recovery of mailing and printing costs.

Section 3. OFFICERS

1. At its first regular meeting after each Annual Meeting of members, the Board shall elect a President, a Vice-President, a Secretary and a Treasurer who shall hold office for one year and until their successors are elected.

ARTICLE VI – MEETINGS

Section 1. ANNUAL CLUB MEETING

1. The Annual Meeting of the club shall be held in the Club House or at any Marquette area facility, the place to be determined upon by the Board each year, for the election of Directors and for the transaction of other business, which properly may be brought before the meeting for action. Notice of this Annual Meeting shall be provided by the Secretary to each member at least five days before the meeting date.

Section 2. SPECIAL CLUB MEETINGS

1. Special meetings of the Club shall be called by the President, acting upon behalf of the Board of Directors, or upon the written application of 15 voting members, not in arrears, filed with the Secretary. Special meetings shall be held in the Club house or at any Marquette area facility, the time and place of the meeting to be determined by the Board. A notice giving the time and place of the meeting and stating the nature of the business to be transacted shall be issued by the Secretary to each member of the Club at least 3 days prior to the meeting and at such meeting no other business than that stated may be transacted.

Section 3. VOTING RIGHTS

1. The right to vote at any meeting of the Marquette Golf Club shall be limited solely to Combined level membership who are in good standing, one vote per eligible member.

Section 4. ANNUAL BOARD MEETING

1. The annual meeting of the Board of Directors shall immediately follow the Annual Meeting of the Club.

Section 5. REGULAR BOARD MEETINGS

1. Regular meetings of the Board of Directors shall be held monthly at the Club House or at such place in the Marquette area as the President shall designate and such dates shall be designated by the Board.

Section 6. SPECIAL BOARD MEETINGS

1. Special meetings of the Board of Directors shall be held on call of the President, acting on his own initiative or upon written application of 5 members of the Board, such meetings to be held at the Club House or in the Marquette area, the time and place to be designated by the President. Notice of such special meetings of the Board shall be noticed to all the Directors not less than 3 days before the date of such meeting and shall state the purpose thereof.

Section 7. QUORUM OF CLUB MEETINGS

1. Twenty of the voting members of the club represented in person or by proxy shall constitute a quorum at any meeting but less than that number may adjourn the meeting to a fixed date without further notice thereof.

Section 8. QUORUM OF BOARD MEMBERS

1. A quorum of any meeting of the Board of Directors shall consist of 4 Directors, except in expulsion proceedings when the quorum shall be 5 Directors.

Section 9. ORDER OF BUSINESS AT CLUB MEETINGS

1. The order of business at the Annual Meeting of the Club shall be as follows: Call to order and Roll Call, reading and disposition of any unapproved minutes, report of Officers, election of Directors, unfinished business, new business, adjournment.

Section 10. ORDER OF BUSINESS AT BOARD MEETINGS

1. The order of business at each regular Board of Directors Meeting shall be as follows: Reading and disposal of any unapproved minutes, reports of Officers and Committees, Election of Officers (at Annual Meeting of Board), unfinished business, new business, adjournment.

Section 11. PARLIAMENTARY RULES

1. In the conduct of all meetings, either membership or Board, Robert's Rules of Order shall govern.

ARTICLE VII – MEMBERSHIP

Section 1. CLASSES

1. There shall be the following classes of membership: The Heritage, Combined / Greywalls and The Heritage, National, Dependent children, Student, and Honorary. Any person may be elected as provided in Article V, Section 1. to membership (except Honorary) provided the requirements specifically defined by the Board are met and the individual pays or agrees to pay fees and dues established by the Board.

Section 2. FEES AND DUES

1. Any initiation fee or annual dues for each class of membership shall be prescribed by the Board, who also shall determine the basis on which such fees and dues shall be paid.

Section 3. DELINQUENCY

1. All club indebtedness other than dues shall be payable not later than the first of the month following that in which such indebtedness was incurred.
2. On the fifteenth day of each month, the Secretary shall mail each delinquent member a notice that his Club credit and all privileges have been withdrawn.
3. If any member shall have been delinquent for a continuous period of one month, the Board shall either suspend or expel him, after a hearing as prescribed in Section 4 following.
4. Annual dues shall be paid on or before March 1st of each year unless other arrangements are approved by the Board of Directors.

Section 4. REPRIMAND, SUSPENSION AND EXPULSION

1. The board has the authority to privately discipline or to publicly reprimand, suspend or expel any member for cause as provided in Article II, Section 2,

Paragraph 2(b). Such cause may consist of the violation of any Bylaw or Rule of the Club, or of conduct which in the opinion of the Board is prejudicial to the Club's welfare or to the good order and discipline therein or upon its premises or any improper usage of the club or its property.

2. Public reprimand, suspension or expulsion of any member for any reason, including delinquency, shall not be made by the Board until the member shall have had an opportunity to present a defense. One week's written notice specifying the time and place the Board will consider the charges, accompanied by a written specification thereof, shall be considered as affording such member sufficient opportunity to present his defense.

Section 5. RESIGNATION

1. Any member wishing to withdraw from the club must submit to the Secretary a resignation in writing, which shall be effective only as of the date as accepted by the Board.

ARTICLE VIII – CLUB RULES

Section 1. FORMULATION

1. All Club Rules governing members, guests, officers, committees and employees shall be formulated by the Board in cooperation with various committees.

Section 2. PUBLICATION

1. Copies of all rules shall be posted in conspicuous places in the Club House and about the Club grounds and the Secretary shall distribute such copies together with copies of these Bylaws and any and all future amendments thereto to all members of the Club.

Section 3. ENFORCEMENT AND PENALTIES

1. The Board shall primarily be responsible for the enforcement of such Club Rules and Bylaws as relate to its particular function and with the Board's approval shall prescribe such penalties and levy such fines for infractions as it deems just and proper.

Section 4. APPEALS

1. Any member shall have the right to appeal to the Board the decision of any committee with respect to its interpretation and enforcement of any Rule or Bylaw, and the Board's decision in all such matters shall be final.

ARTICLE IX – COMPLAINTS

Section 1. REGISTERING COMPLAINTS

1. Any complaint made by a member regarding the conduct of another member or guest, or the conduct or performance of any officer, director, committee member or any servant or other employee of the Club shall be submitted in writing by such complaining member to the Secretary who shall transmit it to the Board for final decision and disposition.

ARTICLE X – BYLAWS AMENDMENT

1. These Bylaws may be amended by a two-thirds vote of the voting members represented in person or by proxy at any Annual Meeting or at an Special Meeting provided that the notice of such Special Meeting shall set forth that amendment of the Bylaws is expected to be an order of business at such meeting.

Amended: December 2002
March 31, 2010
2017 Annual Meeting Date
2021 Annual Meeting Date – December 14, 2021

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