



STERLING FARMS WOMEN'S GOLF CLUB

Stamford, Connecticut

CONSTITUTION AND BYLAWS

Adopted 1971

Including all amendments as of November 2005

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ARTICLE I Organization and Object

Section 1. NAME

This club shall be known as "STERLING FARMS WOMEN'S GOLF CLUB". For designation purposes, it is referred to in these bylaws as "THE CLUB".

Section 2. OBJECT

The object of The Club shall be to affiliate women in an organization to promote the best interests of golf and to encourage social activities among its members.

Section 3. ADDRESS

The Club shall be located at Sterling Farms, Newfield Avenue, in the City of Stamford, County of Fairfield, and State of Connecticut.

Section 4. FISCAL YEAR

The fiscal year shall run from the 1st of January to the 31st of December of each year.

ARTICLE II Membership

Section 1. CLASSES

Membership shall be honorary and regular.

Section 2. CHARTER MEMBERS

Charter members are those regularly enrolled prior to July 15, 1971.

Section 3. REGULAR MEMBERS

A regular member shall be female (seventeen (17) years of age or older). She shall pay such annual dues as are established by the Board of Governors. Any member who shall have paid her membership dues in any year shall be considered a voting member entitling her to vote at any subsequent club meeting.

Section 4. HONORARY MEMBERS

An honorary member is one who, in honor of her service to the community, or to the sport of golf, is elected to Club membership by a two-thirds (2/3) vote of the members of the Board of Governors present at a regular meeting and voting, provided that notice of said Governors meeting indicates that action will be taken on this class of membership. She shall have all the privileges of the Club except to vote and to hold office. She shall pay no annual dues. Her membership may be cancelled at any time at the discretion of the Board of Governors.

Section 5. DUES

The Board of Governors shall prescribe the annual dues.

Section 6. NEW MEMBERSHIP

1. The number of members shall be unlimited.
2. All applications for memberships shall be made to the Membership Committee.
3. The name of each applicant for membership shall be submitted by the Membership Committee to the Board of Governors.
4. All members who have been approved by the Board of Governors and have paid their membership dues, shall be members for that year with all rights and privileges incidental thereto, including the right to vote. All delinquent members have no rights and privileges and no right to vote.
5. Any member in good standing shall be eligible to hold office of President or Vice-President.

Section 7. REPRIMAND AND EXPULSION

The Board of Governors shall have the right, by a vote of two-thirds (2/3) of those present and voting, after due notice to the member involved, and opportunity to be present and to be heard, to warn, reprimand, or expel any member of The Club for conduct which, in its opinion, is detrimental to the welfare and the furtherance of golf as a sport, the community generally, the course upon which it is played, or The Club itself, or for any conduct which reflects unfavorably upon members of The Club.

ARTICLE III Board of Governors

Section 1. CONTROL

All property and affairs of The Club shall be under the control and management of the Board of Governors subject only to provisions of this Constitution. The Board of Governors shall be composed of fifteen (15) members, including a President, a Vice-President, a Secretary, and a Treasurer. Former presidents of The Club shall be ex-officio members of the Board of Governors for a period of one (1) year after completion of their term of office. Said position shall be advisory only and without right to vote.

Section 2. MEETINGS OF THE BOARD

1. The Board shall hold regular meetings during the year on such dates as it may determine and shall hold special meetings at the pleasure of the President.
2. Absence from two (2) consecutive meetings or a total of any three (3) meetings during the year without an excuse accepted by the officers, shall automatically disqualify her from holding office or membership on the Board of Governors, and she shall be so notified, in writing, by the Secretary.

Section 3. QUORUM

Two-thirds (2/3) of the members of the Board of Governors at a Board of Governors meeting shall constitute a quorum.

Section 4. VACANCIES

The Board shall fill any vacancies occurring among the officers of the Board of Governors. The term shall extend until the next annual meeting or until a successor shall be elected.

Section 5. COMMITTEES

There shall be five (5) standing committees. The five (5) standing committees shall be known as:

1. MEMBERSHIP
2. TOURNAMENT
3. ENTERTAINMENT
4. HANDICAP
5. FINANCE

The President shall, with the approval of the Board of Governors, fill any vacancies in said committees at any time, temporarily, until the next annual election.

No committee shall have the right to obligate The Club or the Board of Governors in any way or in any sum in excess of that specifically authorized by the Board of Governors for its use.

1. MEMBERSHIP COMMITTEE

It shall investigate the fitness of the applicant for membership and record findings and recommendations to the Board. It shall further use its best efforts to obtain desirable prospective members. It shall with diligence, publicize the advantages of members in The Club.

2. TOURNAMENT COMMITTEE

The function of this committee shall be to plan, arrange and conduct all competitions, whether tournament or otherwise, to keep a record of the play, and to perform any and all other duties delegated by the Board of Governors and considered pertinent by said Board of Governors to the spirit of the function of this committee.

All members shall have the right to compete in all club tournaments either in the 9-Hole group or 18-Hole group of which they are a member. The Board shall not have the power to require a specified number of ladies day cards as an eligibility requirement for participation in club tournaments.

3. ENTERTAINMENT COMMITTEE

The function of this committee shall be to plan, arrange and conduct all club dances, dinners, luncheons and refreshments, with the exception of special club functions and special club activities. Special club functions and special club activities shall be those so designated by the Board of Governors.

4. HANDICAP COMMITTEE

The function of this committee shall be to handicap all members of The Club and to keep a record of all play upon which said handicap is predicated. The Handicap Committee is responsible within The Club for all aspects of the USGA Handicap System, including the computation of each member's Handicap Index. The Handicap Committee must verify that all acceptable scores are reported for handicap purposes, and that recorded scores are available for peer review.

The Chairman of this committee shall furnish the Secretary of The Club and the Tournament Committee, upon her request, a record of the play of any member upon which her handicap has been predicated.

The Handicap Committee has the responsibility of making certain that each player has a Handicap Index reflecting potential ability. Under certain circumstances as defined by the USGA, it will be necessary for the Handicap

Committee to adjust the player's Handicap Index. Before an adjustment becomes effective, the Handicap Committee must give the player an opportunity to explain the circumstances surrounding the proposed adjustment, either in writing or by appearing before the committee.

Any member may appeal the ruling of the handicap committee to the Board of Governors by request, in writing, submitted to the Secretary of The Club.

Upon receipt of said request, in writing, the Secretary shall submit the record of plays of said member, upon which the handicap was predicated, to the Board of Governors, and its decision shall be final.

Failure of the chairman of this committee to furnish the Secretary with a record of play upon which the handicap of the member was predicated within one (1) week after requested so to do, in writing, by the Secretary, shall empower the President of The Club, upon certification of the Secretary, to remove said chairman of the committee, and also to remove her as a member of the committee and shall further empower the President of The Club to forthwith appoint a new chairman of said committee.

5. FINANCE COMMITTEE

The function of this committee shall be to receive budgetary requests of the respective standing committees, and other existing committees, for the ensuing year, which budgetary requests shall be submitted to this committee annually, on or before the first Board meeting in March of each year.

The Finance Committee shall annually audit the books of the Treasurer and all other existing committees.

The President shall, with the approval of the Board of Governors, appoint such other committees and the Chairman thereof, as she shall deem proper and necessary for the operation of The Club, which may include, among others, the following:

6. RULES AND BYLAWS

This committee's function shall be to interpret USGA and local rules and keep members informed of any changes, and to keep Bylaws up to date and present in prescribed manner.

7. PRIZES

This committee selects or purchases prizes for all events; keeps records needed for awarding same.

8. GRIEVANCES

This committee handles all grievances; if unable to reach amicable decision, presents to Board of Governors for final decision.

9. PUBLICITY

This committee handles all publicity releases, contacts Stamford Advocate and other public media with names of tournament winners and other publicity releases.

10. GOLF CAPTAIN

This committee shall arrange for all round-robin and team events with other clubs, and keep records of the results of all team events.

11. 9-HOLE TOURNAMENT COMMITTEE

This committee shall be responsible for running all nine-hole tournaments, keeping accurate records of all events, and reporting to the chairman of the standing tournament committee the results of each such tournament.

Section 6. REPLACEMENT

The President with the approval of the Board of Governors shall have the powers to replace the Chairman or any member of any of the aforesaid committees.

ARTICLE IV Nominations and Tenure of Office

Section 1. NOMINATING COMMITTEE

At the first meeting of the Board of Governors after the 1st of July, the Board shall elect a nominating committee to consist of five (5) members, three (3) of whom shall be members of the Board of Governors and two (2) of whom shall be regular members other than Board of Governor members. The President shall appoint the Chairman of the Nominating Committee.

The Nominating Committee shall at the initial or formation meeting of The Club nominate a total of fifteen (15) members to serve as the Board of Governors. The officers of The Club shall be members of the Board. Five (5) members of this group shall be elected to serve for a period of one year; five (5) members shall serve for a period of two years; and five (5) members shall serve for a period of three years.

Thereafter, at each annual election, the nominating committee shall nominate five (5) members to the Board of Governors to serve for a period of two (2) years. Additionally, it shall also nominate the officers and recommend committee chairmen from the Board of Governors for the new year.

Nominations by the nominating committee shall be transmitted to the Board of Governors prior to the 15th day of September.

Section 2. NOTICE OF NOMINATION

The names of the persons nominated shall be transmitted to the Secretary at least thirty (30) days prior to the annual meeting, and she shall forthwith post such nominations in the Women's Club Room.

Section 3. OTHER NOMINATIONS

Other nominations may only be made by ten (10) regular members of The Club by transmitting the same in writing to the Secretary, properly subscribed by the nominators, at least ten (10) days prior to the annual meeting.

Section 4. TENURE OF OFFICE

The Board of Governors and Officers shall be elected by the membership at the annual fall meeting of The Club. The Officers shall be installed immediately and shall hold office for two (2) years from their election and/or until their successors are elected.

Should a board member finish out another's unexpired term, this shall not count against her subsequent election by the membership to a two (2) year term. Any board member may place her name with the nominating committee to be considered for one additional full term, after which a one (1) year absence from the board is required.

Section 5. VACANCIES

Any vacancies in office shall be filled for the unexpired term by a majority vote of the members of the Board of Governors present at any regular or special meeting.

ARTICLE V Duties of Officers

Section 1. PRESIDENT

The President shall preside at all meetings of The Club and of the Board of Governors and shall have the general supervision over the affairs of The Club, property, and employees. She shall be, *ex-officio*, a member of all committees for one (1) year. The Board of Governors shall, by a majority vote by its membership, present and voting, authorize the President or any other officer to execute all written contracts and incur any obligations in the name of The Club.

The President shall, with the approval of the Board of Governors, fill any vacancies in any committees at any time, temporarily, until the next annual meeting.

The President shall make her annual report to the members of The Club assembled at the annual meeting.

Section 2. VICE-PRESIDENT

In the absence of the President, the Vice-President shall perform the duties of the President, and in the absence of the Vice-President, the Secretary shall preside.

Section 3. SECRETARY

The Secretary shall keep the records of the meetings of The Club, the officers, and the Board of Governors; shall keep a list of members and the date of their enrollment; and shall perform such other duties as may from time to time, be delegated to her by the president. She shall give notice of all meetings, as provided by the Bylaws, and shall conduct all correspondence, except that pertaining to the office of Treasurer.

Section 4. TREASURER

The Treasurer shall collect all membership dues, receive and disburse all money, keep the accounts, and report at the meeting of the Board of Governors the amount of receipts and disbursements and the balance of cash on hand with such other information concerning the financial affairs of The Club as it may require. Before each annual meeting, she shall prepare a detailed report, in writing, of the financial affairs of The Club for the preceding fiscal year. She shall pay all bills, authorized by the Board of Governors. All checks, drafts, or orders for the payment of money shall be signed by the Treasurer. In the absence of the Treasurer, the President or the Secretary may sign said checks or drafts.

ARTICLE VI Meetings

Section 1. ANNUAL MEETINGS

The Club shall hold its annual meeting at the yearly gathering of The Club at the end of October of each year.

Written notice of the meeting shall be given by the Secretary one (1) week in advance of said meeting, noting place and time.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the President at any time upon one (1) week's written notice given by the Secretary to the members. Special meetings may be also called upon the written petition of twenty-five (25) regular members who are eligible to vote, submitted to the President of The Club. Upon receipt of said request, should the President fail to call a meeting within two (2) weeks thereafter, a special meeting may nevertheless be called by publishing a notice in the local newspaper one (1) week prior to the date indicated in said notice, which notice shall include the names of a majority of said petitioners and the business to be transacted at said meeting,

Section 3. QUORUM

Twenty-five (25) members shall constitute a quorum at Club meetings.

Section 4. ELECTIONS

The Club shall elect the Officers and the members of the Board of Governors as herein provided at the said annual meeting of The Club. Failure of a quorum shall cause the presiding officer to adjourn the meeting to a future date or at the call of the President.

Officers and Governors shall be elected by a plurality vote of the regular membership present and voting.

Section 5. ORDER OF BUSINESS

The following order of business shall be observed as far as applicable at all meetings of The Club:

- Reading and approval of minutes of last meeting.
- Reports of Officers.
- Reports of Board of Governors.
- Reports of Committees.
- Unfinished Business.

- New Business.
- Good and Welfare.
- Adjournment.

Section 6. RULES OF ORDER

The rules contained in ROBERTS' RULES OF ORDER, REVISED shall govern the meetings of The Club where they are applicable and where they are not inconsistent with these Bylaws.

Section 7. RIGHT TO VOTE

No member shall be permitted to vote or participate at the annual election or any other meeting whose dues are unpaid.

ARTICLE VII Audit

Section 1.

The Finance Committee shall annually audit the books of the Treasurer and all committees. Said services shall be rendered gratuitously by said Finance Committee.

ARTICLE VIII Amendments to Bylaws

Section 1. PROCEDURE

1. Proposed amendments to these Bylaws shall be first submitted, in writing, to the regular or special meeting of the Board of Governors.
2. The Board of Governors shall, at its next meeting, approve or disapprove of the proposed amendments.

Note: The Stamford Golf Authority voted affirmatively that the amendments to the Bylaws of the Sterling Farms Women's and Men's Golf Clubs should not be subject to the Golf Authority's approval. (Minutes of SGA meeting, January 16, 1979)

Section 2. AMENDMENTS APPROVED

1. In the event the proposed amendments are approved by the Board of Governors, then the Secretary shall give written notice for the next meeting of The Club that the Board of Governors has approved certain changes in the Bylaws and, that the matter will be brought before said meeting of The Club.
2. A majority vote is required for the approval of all amendments.

Section 3. AMENDMENTS DISAPPROVED

In the event that the Board of Governors disapproves the proposed amendments of these Bylaws, then the proposed changes may be brought before the members of The Club on written request only of twenty-five (25) of said members to the Secretary of The Club.