Revised January 16th, 2023 CONSTITUTION

Article I. Name The name of this organization shall be the PRESTWOOD COUNTRY CLUB, INC.

Article II. Purpose The purpose of this Club shall be to furnish a place of recreation and amusement for its members to promote good fellowship and friendly interaction.

Article III. Membership Section 1: The Board of Governors shall designate membership classes and associated initiation fees. Dues will be determined and published annually by the Board of Governors prior to the Annual Business Meeting.

HONORARY MEMBERSHIP: This class shall include “Honorary Members” and no initiation fee or dues shall be charged them. Members of this class may be elected by unanimous vote of the Board of Governors or a four-fifths vote of the Club members and the membership shall not be longer than for one year. There is no limit on the number of persons who may be admitted to this classification.

LIFE MEMBERSHIP: This classification includes life members and consists of the following people: Edward Law, Thomas C. Law, H. Leland Law, H. Lide Law, Miss Emma Law, and J. M. Richardson, and their families. These members are so classed in recognition of their generous donations of land to the Club. The resident male members of this Class shall have a vote as if member of regular membership. This class shall be charged no fees or dues.

Section 2: Children of members upon becoming self-supporting, shall be allowed within one year, upon the payment of an amount determined by the membership, and the dues of regular membership, to assume their proper new classification, regardless of any limitation on the membership of that class. It is further provided that if their membership causes the membership of said class to be extended, then no other new members shall be admitted to that class until the membership of such class falls below the limit herein before provided and that the same provision shall be applicable to members moving from one classification to another.

Section 3: Membership in the Club shall be by confirmation by the Board of Governors. Application for membership shall be made in writing to the President, Secretary, and/or General Manager of the Club and shall be endorsed by at least two members of the Club in good standing. One adverse vote by the Board of Governors shall act as a rejection of the application and it shall be so recorded by the Secretary. An applicant who has been rejected by the Board of Governors cannot apply again until 180 days have elapsed. If the application is affirmed, the President, Secretary, and/or General Manager shall notify the applicant of approval to be a member of the Club.

Article IV. Governance

Section 1: The supervision of the Club shall be vested in a Board of Governors comprised of the President, Vice President, Secretary, and Treasurer (hereinafter referred to Officers), together with six members elected by the Club at its annual meeting. The Board of Governors shall exercise a general supervision over the affairs of the Club, create such committees as are not otherwise specifically provided for, make rules and regulation for the conduct of the affairs of the Club, suspend members and impose penalties for the violation of the rules and regulations, and issue special permission for the use of the Club and Club grounds except where specifically provided against by the Constitution and By-Laws.

Annually the membership shall elect the relevant number of Governors based on the number of open Board positions who shall serve a three-year term with an option of two additional single year terms with each being approved unanimously by the Board of Governors. All Officers shall be nominated annually from the class of Governors serving unexpired terms. Any Officer or Governor whose term has expired must rotate off the Board for a minimum of one-year before re-appointment.

Meetings of the Board of Governors shall be held once each month and five members shall constitute a quorum for the transaction of business. Special meetings of the Board may be called at the discretion of the President or upon the request of any five Board members.

All By-law and rule changes passed by the Board of Governors must be published on the Club’s website with an effective date.

Section 2: The Officers of the Club shall be a President, Vice-President, Secretary, and Treasurer.

The duties of the President shall be to preside at meetings, to appoint committees not otherwise provided for, and call meetings of the Club at the President’s discretion or upon written request signed by five members. The President shall have no vote except in case of a tie. The President shall be Chairman of the Board of Governors.

The Vice-President shall perform all duties of the President in the absence of the latter.

The Secretary shall keep a record of the meetings of the Club. The Secretary shall conduct the correspondence of the Club.

The Treasurer shall have oversight over the collection of all revenue and disbursements. The Treasurer shall submit a statement to the Board of Governors on the financial condition of the Club at any time when requested to do so. Additionally, the Treasurer shall report a statement of financial position to the Club at the annual meeting. The Treasurer has the authority to propose for the Board’s approval any external preparation or review of the Club’s financial information.

Section 3: Final authority shall be vested in the voting members of the Club. Two-thirds of the voting members shall constitute a quorum for the transaction of business.

Section 4: To be eligible to be a member of the Board of Governors, a member must be in a class of voting membership and have a membership tenure of greater than 365 days as of the date of the Annual Meeting. All officers and members of the Board of Governors shall be elected by ballot unless otherwise decided by the Club at the annual meeting, which shall be held in January of each year. The newly elected Board members shall take office immediately upon being elected each year. Any vacancy by death, resignation, or otherwise shall be filled by the Board of Governors Club by election at any regular or special meeting.

Section 5: Any officer or member of the Board of Governors may be removed from office by a one-fourth vote of the Club or unanimous vote of the remaining Board of Governors at a meeting called for that purpose, provided that such officer or member shall be notified in writing by an Officer at least one week before the meeting is held that such meeting is to be held for the purpose of voting on his or her removal from office.

Article V. Privileges

Section 1: All members of all classes shall have equal rights to use of the facilities.

Section 2: Only members of Prestwood Country Club may use Club facilities and enjoy Club privileges, except rental of the Clubhouse or on-site residence, which is subject to limitations contained in the Bylaws. Members may host guests under provisions contained in the By-laws and Rules as adopted by the Board of Governors.

Section 3: Betting and all games of chance for cash or cash equivalent shall be prohibited. No firearms or other dangerous weapons shall be permitted on the Club grounds, except in the possession of duly authorized persons. No alcoholic drinks can be consumed on Club premises except as permitted in the By-Laws. Use and possession of illicit drugs on Club premises is strictly prohibited for all persons.

Section 4: Any violation of the provisions of this Constitution or the By-Laws shall be punished by the Board of Governors by fine or suspension of the guilty member. Special rules of conduct may be set up and enforced by the Board of Governors, and the enforcement of all rules of conduct and of the provisions of this Constitution and By-Laws relating to personal conduct shall rest with the Board of Governors. Any violations known to members shall be reported by them to the President or Club Manager, who shall bring the charges before the Board of Governors for investigation and action.

Section 5: A member may be expelled from the Club for flagrant violation of any rules and regulations and for other reasons by a unanimous vote of the Board of Governors or by recommendation of the Board and a one-fourth vote of the Club. Any member expelled by vote of the Board of Governors shall have the right to appeal to the next meeting of the members and may be reversed by a one-fourth vote of the Club.

Section 6: Any person confiscating, removing, defacing, or injuring any property of the Club shall be required to pay the cost of repairing or replacing it, or any damage, said amount to be determined by the Board of Governors.

Article VI. Developing By-laws

The Board of Governors by a five-ninth vote may adopt such By-Laws for the conduct of the Club as may be deemed necessary, not in conflict with the Constitution, provided that any By-Laws or rules made by the Board of Governors may be subject to appeal by the Club.

Article VII. Amending the Constitution

The Constitution may be altered, changed, or amended, once annually, by a unanimous vote of the Board of Governors, and shall take effect upon adoption unless otherwise specified. The Board of Directors may only alter, change, or amend the Constitution once annually, provided one hundred and eighty (180) days has lapsed from preceding alteration, change or amendment unanimously approved by the Board of Governors. The Board of Governors shall provide notice to the Club, in a manner prescribed by the Board of Governors, at least fourteen (14) days prior to the adoption of proposed alteration, change or amendment. The Club, with or without recommendation by the Board of Governors, may alter, change, or amend the Constitution, or may repeal the adoption any alteration, change, or amendment unanimously approved by the Board of Governors, with an affirmative vote by not less than two-thirds (2/3) vote of the Club.