

LAS CRUCES COUNTRY CLUB BY-LAWS  
(AMENDED)

ARTICLE I  
BOARD OF DIRECTORS

SECTION 1. The property and affairs of the club shall be managed and controlled by a Board of Directors consisting of (9) Membership Certificate Holders at least seven of the nine having been a golfing member in good standing for at least one year prior to being elected and remaining a golfing member in good standing for his or her complete term as director. Each director shall be elected for a period of (3) years. Three Directors of the club (plus any unfilled vacancies as stated in Section 2) shall be elected at the regular Membership Certificate holders meeting or as soon thereafter as may be possible and shall hold office until their successors are duly elected. It is further provided that a member selected by the Women's Golf Association and a member selected by the Men's Golf Association shall act as non-voting members of the Board of Directors.

SECTION 2. All vacancies occurring of the Board of Directors shall be filled by a majority vote of the remaining members of the board. The term of office of the appointee shall be from the date of appointment until the next annual meeting of Membership Certificate holders, when the Membership Certificate holders will elect a replacement for the unfilled term.

SECTION 3. The Board of Directors may make rules for its own government, and for the government of the affairs of the club, may prescribe and enforce penalties for violation of the By-Laws and/or the rules of the club, and shall have and exercise such other powers as may be necessary and proper to attain the objectives of the club.

SECTION 4. Such Board shall elect or appoint all officers of the club. It shall also hire the club employees, having the power for any cause deemed by it sufficient, to discharge any employee. The board may delegate it's power to employ or discharge employees to such board members or employees as it may designate.

SECTION 5. Such board shall have the power to remove any officer or board member of the club by majority vote of the membership of the Board, for conduct deemed prejudicial to the interest of the club. Such member or officer may appeal his/her removal to a meeting of the Membership Certificate holders, to be called within one month of his/her removal.

SECTION 6. The Board of Directors shall hold at least ten (10) board meetings a year at a place and time agreed upon by the Directors.

**Adopted June 20, 1978**

**Amended March 31, 1986**

**Amended October 26, 1992**

**Amended November 12, 2003**

**Amended November 14, 2007**

**Amended November 11, 2008**

SECTION 7. Special meeting of the Board of Directors shall be held whenever called by the president or by not less than five (5) of the directors. Two days the secretary shall give prior notice of such special meeting to each director.

SECTION 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 9. The Board of Directors is prohibited from selling, acquiring, or disposing of any or all real property without majority vote of the Membership Certificate holders present at a special or annual meeting.

SECTION 10. When an elected member of the Board of Directors has served his or her term that person will not be eligible for another term for one year after the expiration of the term for which they were elected.

## ARTICLE II OFFICERS

SECTION 1. The officers of the club shall consist of a president, a vice-president, a secretary and a treasurer, the latter two (2) offices may be held by one person, all of whom shall be chosen by the Board of Directors from their number within forty-eight (48) hours after the annual election.

SECTION 2. All officers shall be chosen for a term of one (1) year, and/or until their successors are chosen.

SECTION 3. The president shall preside at all meetings of the club and of the Board of Directors, and shall be ex-officio a member of all committees. He/she shall have general supervision of all the affairs of the club and shall, with the secretary and/or the treasurer, execute all conveyances and all written contracts and obligations of the club, and perform the duties usually pertaining to the office. In the absence of the president, the vice-president shall perform the duties of the president.

SECTION 4. The president shall immediately after the election of officers each year, with the approval of the Board of Directors, appoint the chairpersons of the standing committees considered necessary for the operation of the club. The chairperson of each committee will select the committee of three (3) or more members. One member of each committee shall be a member of the Board of Directors.

**Adopted June 20, 1978**

**Amended March 31, 1986**

**Amended October 26, 1992**

**Amended November 12, 2003**

**Amended November 14, 2007**

**Amended November 11, 2008**

SECTION 5a. The secretary shall be custodial of all records and papers of the club, and the custodial of its corporate seal. He/she shall keep a record of all proceedings and meetings of the Membership Certificate holders, and the Board of Directors, and the Executive Committee; issue all notices, handle such correspondence as requested by the president and perform such duties as may be prescribed.

SECTION 5b. The treasurer shall be custodial of all vouchers and books of account of the club; shall collect dues of the club; shall cause proper books of account to be kept which shall be open at all times to the inspection of the president and/or the Board of Directors, and to the Membership Certificate holders at the annual meeting. At each annual meeting he/she shall make a complete financial report showing the condition of the club and classification of members.

SECTION 5c. Monies of the club shall be paid out only upon checks signed by any two (2) of the following: president, vice-president, treasurer, secretary, and club manager. Bonds shall be given by such officers and employees, and in such amounts as may be prescribed by the Board of Directors, and premiums paid by the club.

SECTION 6. The officers of the club shall constitute the Executive Committee. They shall act between meetings of the Board of Directors and shall possess and may exercise all powers of the Board of Directors except for those matters that the Board of Directors shall specifically retain.

SECTION 7. The Board of Directors shall designate the bank or banks in which money and/or securities of the club are deposited.

SECTION 8. The Women's Golf Association and the Men's Golf Association are hereby recognized as auxiliaries of the Las Cruces Country Club.

### ARTICLE III MEMBERSHIP

SECTION 1. There may be several classes of membership as established by the Board of Directors.

SECTION 1a. Membership Certificate Holder. A Membership Certificate Holder is a member in good standing that possesses ownership of one Membership Certificate. Only Membership Certificate holders are entitled to vote at membership meetings. No one may own more than one (1) Membership Certificate.

**Adopted June 20, 1978**

**Amended March 31, 1986**

**Amended October 26, 1992**

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SECTION 1b. Dependent family members domiciled with a club member in good standing will have all the rights and privileges of the member in keeping with the class of membership in effect.

SECTION 1c. Initiation Fee. The Board of Directors may require an initiation fee as an additional requirement for membership, and may vary the same at their discretion.

SECTION 1d. Reinstatement to Membership. Any former member who resigned in good standing may be readmitted to membership by Board of Directors upon submitting an application and by complying with the then-prevailing requirements for admittance membership.

#### ARTICLE IV RESIGNATIONS - EXPULSIONS - SUSPENSIONS

SECTION 1. A member's resignation must be submitted in writing to the club manager or a member of the Board of Directors.

SECTION 2. After a reasonable notice and opportunity to be heard in his/her own behalf, any member may be expelled or suspended for unbecoming conduct, or persistent refusal to conform to the By-Laws and/or the rules and regulations of the club, and by a majority vote of the Board of Directors.

SECTION 3. The Board of Directors shall establish procedures for handling memberships of those members who are in arrears in their accounts for a period of over ninety (90) days.

#### ARTICLE V MEMBERSHIP CERTIFICATE HOLDER MEETINGS

SECTION 1. The regular annual meeting of the Membership Certificate holders shall be held in the first two weeks in November. If for any reason such meeting shall not be held, it shall be held as soon thereafter as possible.

SECTION 2. The president may call a special meeting of the Membership Certificate holders at any time; and he shall call such meeting upon written request of any twenty-five (25) of the Membership Certificate holders in good standing.

SECTION 3. Any special meeting called shall take up only the business for which it was called.

SECTION 4. Action taken during an annual meeting or special meeting will require a majority vote of those Membership Certificate Holders in attendance and any proxies submitted.

**Adopted June 20, 1978**

**Amended March 31, 1986**

**Amended October 26, 1992**

**Amended November 12, 2003**

**Amended November 14, 2007**

**Amended November 11, 2008**

SECTION 5. The number of proxies that any Membership Certificate holder may vote is limited to five (5).

SECTION 6. Notice of the annual meeting shall be sent in writing to the Membership Certificate holders at least twenty (20) days prior to the meeting.

SECTION 7. Notices of special meetings shall be sent to Membership Certificate holders in writing at least ten (10) days prior to the meeting, and shall state the business to be presented.

#### ARTICLE VI AMENDMENTS

SECTION 1. These By-Laws may be altered, amended, revised, or repealed by a majority vote of the Membership Certificate holders present at any annual or special meeting. Provided: a notice of such proposed alteration, amendment, revision, or repeal shall be posted on the bulletin board of the clubhouse at least thirty (30) days prior to the time when the same is to be acted upon.

#### ARTICLE VII DISSOLUTION

SECTION 1. In the event that the Las Cruces Country Club shall for any reason cease to carry out the purposes for which it was organized, all assets and property held by it, whether in trust or otherwise, shall after the payment of all liabilities be divested in accordance with the current federal and state regulations.

Dated; November 11, 2008

Signed: s/Ed Perez President

s/Richard Alderman Secretary

**Adopted June 20, 1978**

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