

## 2023 Substantial Amendments to the Exeter Country Club By-Laws

**By-Laws Subcommittee members:** Barry Fogel, Jeff Dickenson, Mike McDonnell (Chair) and Marc Carbonneau.

### **History and Executive Summary**

The current ECC By-Laws were last revised in December of 2009. Upon the latest review, it was clear the document had become outdated and did not serve the needs of the club in 2023. The Committee began in February of 2022 and enlisted the services of the Donahue, Tucker and Ciandella law firm in the spring of 2023. The Committee met multiple times at the club to extensively review and revise the document and bring it up to current standards and to better serve the needs of our membership. Below are material changes proposed by the sub-committee.

- **Amending the By-Laws:** Amendments to the By-Laws will require a majority Vote of the Membership (formerly 2/3's needed). The Committee believed 2/3's was prohibitive and unnecessary.
- **Board Members:** Expanded the number of seats on the Board of Directors from five to up to nine members.
- **Annual Dues:**
  - The Board of Directors shall determine the annual dues and fees for membership. If an increase in dues exceeds 10% of the previous years' dues, the Board shall submit the increase to the membership at the annual meeting for approval by majority vote.
- **Day-to-day Operations:** Provided guidelines and limitations for day-to-day operations as governed by the Board of Directors.
  - Rationale: The current by-laws are ultra-restrictive and prevent the Board from making even simple day-to-day decisions about operations. In addition, inflation and financial circumstances have changed dramatically since 2009.
    - Material changes in operations require a majority vote of the Membership.
    - Transfer of Assets in excess of \$50,000.00 require Membership approval.
    - Dissolution of the corporation will require a 2/3's majority vote of the Membership.
- **Annual Meeting Date/Location:** We have revised the language so that the board may set a date and place convenient for membership while still giving adequate (30 days) notice to the membership of any changes.
  - Unless otherwise altered, the board meeting remains scheduled for the 3<sup>rd</sup> week in November each year.
- **Food & Beverage Minimum:** Removed the Food and Beverage minimum requirement as it no longer applies (Covid – Blind Tiger).
- **Honorary Members:** Provided voting rights for Honorary Members as was voted at an annual meeting in 2021.
- **Quorum:** Raised the percentage to constitute a quorum from 15% to 20%.
  - 15% seemed to low (approximately 35 members currently).
  - We generally average 60-70 members over the last 7 years.
- **Telephone or Video meetings:** Added language that would allow for video conferencing by the Board of Directors when and if needed.
  - Simply keeping up modern means and contemplating the situation as it was forced upon us during Covid.