



Wildwood Golf Club

Consitution

Revised and Approved 10/27/2016
Version 16.01

Date	Version	Change Description	Change Author	Membership Vote/Results
10/27/2016	16.01	Change language in various places to reflect fiscal year change from Oct-Sep, to Apr-Mar.	Brian L. Brown	Annual Meeting 10/27/2016 Results xx – yy for changes.

ARTICLE I – NAME AND PURPOSE

SECTION 1 NAME – The name of this corporation shall be Wildwood Golf Club, with offices located in Middletown, Ohio.

SECTION 2 – PURPOSE – The purpose of the corporation shall be to develop facilities for promotion of golf, social, and other recreational activities in the interest of the welfare of its members.

ARTICLE II - TRUSTEES

SECTION 1 MANAGEMENT – Management of the corporation shall be vested in a Board of Trustees who shall have responsible charge and supervision over the affairs of the Club, directing its expenditures, fixing compensation of employees, approving programs, and taking such other action as may for time to time be necessary or appropriate for carrying out the business of the club.

SECTION 2 OFFICERS – The board of Trustees shall meet as soon as possible after the annual election, but not later than the 1st week in May, at which time the Board and outgoing Officers shall select from its own members a President and Vice-President(s). A Recording Secretary and a Treasurer will be appointed by the Board of Trustees to serve for one (1) year or until a successor shall have been chosen. The Treasurer should not be a member of the Board and not entitled to vote at any meeting of the Board of Trustees.

The Board from time to time may elect such additional Vice Presidents and may appoint such Assistant Secretaries and Assistant Treasurer as it may deem proper. Any two or more offices may be held by the same person, but no officer may execute, acknowledge, or verify any instrument in more than one capacity. Each officer shall hold office until the first meeting of the Board of Trustees following the next annual election of Trustees and until his successor shall have been elected and qualified except in the event of his death, resignation, removal, or earlier termination of his term of office.

SECTION 3 NUMBER OF TRUSTEES – The number of Trustees shall be TWELVE. Such number may be increased or decreased to not less than NINE nor more than FIFTEEN, by resolution of the Board of Trustees or by resolution of the regular members at any meeting of members provided that notice of the proposed increase or decrease be included in the Trustee notice of the meeting to the members, but no decrease in the number of Trustees shall have the effect of removing any Trustee prior to the expiration of his term of office.

SECTION 4 QUORUM – A majority of the Trustees shall constitute a quorum at any meeting.

SECTION 5 VACANCIES – If any vacancy shall occur among the Trustees by any reason, the remaining trustees shall continue to act and such vacancy will be filled by vote of a majority of the remaining Trustees, although such majority is less than a quorum. Each such Trustee so chosen shall hold office for the balance of the unexpired term of office to which the Trustee whose vacancy is filled, was elected.

ARTICLE III – MEETINGS

SECTION 1 ANNUAL MEETING - The Annual Meeting of the corporation shall be held in April of each year with the exact date determined by the Board of Trustees. The Annual Meeting shall be for the election of Trustees and for the consideration of such other business as may properly come before it. Notice of the Annual Meeting shall be mailed, via hardcopy or electronic copy, to each member in good standing, at his last known address, at least FIFTEEN (15) days before the date of the meeting.

SECTION 2 BOARD OF TRUSTEES MEETING – The corporation shall hold regular monthly Board of Trustees meeting the third (3rd) Monday of each month, except as changed by the Board of Trustees. All meetings shall be held in the Clubhouse in Middletown, Ohio, or such other place in Butler County, Ohio, as the Board of Trustees may designate.

SECTION 3 SPECIAL MEETINGS – Special meetings of the corporation (membership) shall be called by the President or by the Secretary at the request of two-thirds (2/3) of the Trustees or by written request to the Trustees by not less than TEN (10) percent of the members in good standing. Notice of the special meeting shall be mailed to each member in good standing, at his last known address, at least FIFTEEN (15) days before the date of the meeting.

SECTION 4 QUORUM – At all meetings of the corporation (membership), the regular members present shall constitute a quorum.

ARTICLE IV – NOMINATION AND ELECTION OF TRUSTEES

SECTION 1 ELECTION – The Trustees serving at the time of adoption of this Constitution shall continue to hold office for the term for which they were respectively elected as members of the Board of Trustees. At each annual election, Trustees will be selected to succeed the Trustees whose term shall expire in that year and shall hold office for the term of THREE (3) years from the date of their election.

SECTION 2 NOMINATION COMMITTEE – not less than THIRTY (30) days prior to the Annual Meeting, the President shall appoint, with the approval of the Board of

Trustees, a Nominating Committee of five (5) members, which will consist of three (3) members of the then present Board of Trustees and two (2) regular members in good standing from the membership. The Chairman of the Nominating Committee shall be one of the three Trustees designated by the President to serve as Chairman. In any situation the majority of the Nominating Committee will be comprised of incumbent Trustees. The names of the Nominating Committee and the Nominating Committee Chairman shall be posted on the bulletin board or other conspicuous places of the Club.

SECTION 3 NON-ELIGIBILITY – No member of the Nominating Committee shall be eligible of nomination by action of the Nominating Committee.

SECTION 4 NOMINEES – The Nominating Committee shall select not more than two (2) nominees for each Trustee office to be filled from the regular membership or from the Board of Trustees whose term of office is expiring in the year the election is to be held, for election at the Annual Meeting to serve three (3) years; however, under no condition shall an individual serve on the Board of Trustees for more than two (2) CONSECUTIVE elected terms.

SECTION 5 NOTIFICATION – The Nominating Committee shall, not less than FIFTEEN (15) days prior to the Annual Meeting decide upon and make recommendations to the members in writing, of the names of candidates for election at the Annual Meeting. The names of such candidates shall be posted on the bulletin board or other conspicuous places of the Club.

SECTION 6 NOMINATIONS BY REGULAR MEMBERS – Any group of not less than TEN (10) percent of the members in good standing of the corporation may, TEN (10) days or more prior to the Annual Meeting, file with the Secretary the name of any regular member in good standing they desire to nominate who has not been nominated by the Nominating committee. Additional nominations, if regular members, will be taken from the floor at the Annual Meeting.

SECTION 7 VOTING – Each regular membership, as hereinafter described in Article VIII, Section 1, in good standing, shall be entitled to one vote. One regular member, as described in Article VII, Section 2, from such membership can vote in person or by absentee ballot at the Annual Meeting, except that provision shall be made for absentee balloting if requested in writing and delivered by the applicant in person to the Chairman of the Nominating Committee not earlier than SEVEN (7) days prior to the Annual meeting. Absentee ballots cast by mail shall be forwarded so as to reach the Chairman of the Nominating Committee no later than the day of the Annual Meeting. Balloting shall also be conducted on the day of the Annual Meeting at a place previously designated and communicated in writing to the membership by the Board of Trustees. The Chairman of the Nominating Committee shall keep a record of all absentee ballots issued and cast with provision that such balloting must be secret. No member shall vote by

proxy. A plurality of the votes cast in person or by absentee ballot shall decide all elections of the Trustees.

ARTICLE V – DUTIES

SECTION 1 DUTIES – General – All Officers’ and Trustees’ duties shall be such as ordinarily pertain to and are indicated by the title of their offices.

SECTION 2 DUTIES OF PRESIDENT – The President shall direct and supervise the affairs of the Corporation and shall make an annual report thereon to the members. The President of the Corporation shall also be the Chairman of the Board of Trustees.

SECTION 3 DUTIES OF THE VICE PRESIDENT-FINANCE – The Vice President-Finance in the absence of the President, shall preside at all meetings of the Corporation and the Board of Trustees. The Vice President-Finance shall cause the books of the corporation to be audited as deemed necessary and will submit a report of the audit to the Trustees. The Vice President-Finance shall also perform other duties as usually pertain to that office or as any be assigned to him by the President of the Board of Trustees.

SECTION 4 DUTIES OF SECRETARY – The Secretary shall keep minutes of all the proceedings of the members’ and Trustees’ meetings of the Corporation and make a proper record of the same which will be attested by him; he shall attend to the giving of all notices of the Corporation; he shall attend to such correspondence as may be assigned to him and generally perform such duties as may be required of him by the President or the Board of Trustees.

SECTION 5 DUTIES OF TREASURER – The Treasurer shall report in detail monthly to the Board of Trustees and at its Annual Meeting to the Corporation, all sums received and expended, all outstanding obligations, and such other matters as may be deemed proper.

SECTION 6 BONDS – The Board of Trustees shall require the Treasurer of the Corporation to furnish bond the faithful performance of his duties in such amount, and with such sureties, as may be required and fixed by the Board of Trustees. The premium for such bond shall be paid by the Corporation.

SECTION 7 INDEMNIFICATION OF DIRECTORS AND OFFICERS – Each Trustee and Officer shall be indemnified against expenses (other than any amounts paid in settlement) which he has reasonably incurred in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been a Trustee or Officer of the Club (whether he continues to be a Trustee or Officer at the time of incurring such expenses), except in relation to matters as to which he shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such Trustee; provided, however, that in

the event of a settlement of such action, suit or proceeding, such Trustee or Officer such be indemnified against such expenses incurred by such Trustee or Officer only to such extent, if any, as may be determined in or in connection with such settlement, and then only if such determination shall have been approved by a court of competent jurisdiction or by a resolution duly adopted by a majority of the whole Board of Trustees included in such majority shall have, or shall at any time have had, any financial interest adverse to the Club in the action, suit, or proceeding or the subject matter or the outcome thereof or by resolution duly adopted by a majority of the members at any meeting of members. The foregoing right of indemnification shall not be exclusive of other rights to which any Trustee or Officer may be entitled as a matter of law.

ARTICLE VI – COMMITTEES

SECTION 1 STANDING COMMITTEES – The following committees shall be Standing Committees:

Finance Committee	Long Range Planning Committee
House Committee	Social Committee
Membership Committee	Pool Committee
Grounds & Greens Committee	Course Utilization Committee
Kitchen and Bar Committee	

SECTION 2 ADDITIONAL COMMITTEES – The Board of Trustees shall determine and approve such other committees deemed proper and necessary to fulfill the object and purpose of the Corporation.

SECTION 3 COMMITTEE HEADS – Each Standing Committee will be headed by a Trustee appointed by the President and subject to the approval of the Board of Trustees.

SECTION 4 DUTIES OF COMMITTEES – It shall be the duty of the Committees to make recommendations and reports to the Board of Trustees, but they shall have no power to make rules of the use of the Clubhouse or grounds, or to authorize or make any expenditure of funds other than those authorized by the Board of Trustees.

SECTION 5 EX OFFICIO MEMBERS – The President shall be an ex officio member of all committees.

SECTION 6 WOMEN’S COMMITTEE – A Women’s Committee composed of SEVEN (7) members elected annually by the women of the Club in good standing shall have charge of all women’s activities in and about the Club. It shall be the duty of the Women’s Committee to make recommendations and reports to the Board of Trustees, but it shall have no power to make rules for the use of the Clubhouse

and grounds, or to authorize or make any expenditure of funds other than those authorized by the Board of Trustees.

ARTICLE VII – MEMBERSHIP, FEES AND DUES

SECTION 1 REGULAR MEMBERSHIPS – The Board of Trustees shall regulate and determine who shall be permitted to use the Club facilities under a family membership. The Board of Trustees may establish and regulate such other classes and types of memberships it deems advisable, but such memberships may not be entitled to any voting privileges.

SECTION 2 REGULAR MEMBERS - Any individual(s) over 18 years of age who applies for a regular membership and is responsible for or chargeable with, the payment of the fees and dues established for such membership, shall be eligible to qualify as a regular member upon the acceptance of his application by the Board of Trustees and the payment of his initiation fee as prescribed hereinafter in Section 9 of this article.

Only one regular member may represent a regular membership with regard to sponsorship of new applicants, voting on any matters, or participating in any other constitutional rights or privileges as assigned in this constitution or by action of the Board of Trustees.

SECTION 3 JUNIOR MEMBERSHIP – Any individual(s) over 18 years of age, but not more than 32, may apply for a junior membership and is responsible for or chargeable with, the payment of the fees and dues established for such membership, upon acceptance of his application by the Board of Trustees and the payment of his initiation fee as prescribed hereinafter in Section 9 of this article.

SECTION 4 CHILDREN – Any child who has been permitted to use the Club's facilities by virtue of a family membership shall be entitled to become a regular member when no longer eligible to participate under a family membership. Any such person shall notify the Board of Trustees in writing of such intentions no later than SIX (6) months after eligibility under a family membership terminates. Eligibility will terminate either at age NINETEEN (19) or age TWENTY-THREE (23), if child has been a FULL-TIME student.

SECTION 5 APPLICATION FOR MEMBERSHIP – An applicant for membership shall be sponsored by two regular members of the Club. An applicant may be required to furnish such information as may be requested by the Board of Trustees, or any committee to which the Board of Trustees has delegated the duty of investigating applications for membership. All and no person shall become a member without the favorable vote of a majority of the Trustees present at a meeting at which his application is considered. Upon the favorable action by Board of Trustees, the

applicant shall be notified and shall become a member upon payment in full of his initiation fee as may be required by the Board of Trustees.

SECTION 6 TERM – Subject to suspension or expulsion, pursuant to these regulations, member shall retain their membership until death or written resignation. No member shall be considered as having resigned until he shall have discharged all his indebtedness to the Club.

SECTION 7 SUSPENSION AND EXPLUSION – The Board of Trustees shall have authority to suspend from the privileges of the Club or to expel any member whose actions or conduct shall be found by a vote of the majority of the Board to have been unbecoming of a member or to have been detrimental to the welfare and interest of the Club; provided, however, that no member shall be suspended or expelled without at least two days notice of the charges made against him, not until he shall have had an opportunity to be heard before the Board of Trustees. A Trustee who has not been present at such hearing shall not be entitled to vote on the suspension or expulsion of any member.

SECTION 8 FEES AND DUES –

A. The Board of Trustees shall have the authority to fix the amount of application, initiation assessments and annual dues for each class and type of membership within the classes established and to change such amount from time to time. The Board of Trustees shall also have the authority to set a schedule of payment for all fees.

B. Each membership shall pay a capital improvement fee of FIFTY DOLLARS (\$50.00) on or before 1 January for a maximum period of TEN (10) year unless said membership is terminated prior to the ten year period.

C. All monies collected from the assessments under this Section 8B and interest accrued thereon, shall be restricted for the sole purpose of Capital Improvements for Wildwood Golf Club.

ARTICLE VIII

Robert's Rules of Order shall govern the proceedings of all general, regular and special meetings of the Corporation.

ARTICLE IX – MISCELLANEOUS

SECTION 1 FISCAL YEAR – The fiscal year of the Club shall be from October 1 to September 30 of each year, or such other twelve month period as the Board of Trustees may designate.

SECTION 2 CORPORATE SEAL – The corporate seal shall be in such form as shall be approved by the Board of Trustees.

ARTICLE X – AMENDMENTS

This Constitution may be amended by a TWO-THIRDS (2/3) vote of the Regular Members present, in good standing, at any annual or special meeting, provided written notice of the proposed action and place of meeting and time is given to regular members at least fifteen (15) days in advance of such meeting.

ARTICLE XI – DISSOLUTION OF WILDWOOD GOLF CLUB

SECTION 1 – The dissolution of Wildwood Golf Club shall not take place without a TWO-THIRDS (2/3) majority vote of all members in good standing present at a special meeting.

SECTION 2 – In the event of the dissolution of this corporation, each membership in good standing shall share in the net proceeds, realized from such dissolution on the following basis: The number of total accumulated years paid into fund by participating membership as defined in Article VII, Section 8B. Each participating member shall receive ONE (1) share for each year said member paid into this fund.