

Moorestown Field Club

Constitution and By-Laws



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ARTICLE I: NAME

Section 1 This Club shall be known as "Moorestown Field Club".

ARTICLE II: OBJECTS

Section 1 The object of the Club shall be to promote and encourage athletics as provided by the Club and in any other manner to provide for the recreation, comfort and enjoyment of the members, their families and friends to the ultimate benefit of our community.

ARTICLE III: OFFICERS

Section 1 The officers of the Club and their terms of office shall be:

PRESIDENT - Two (2) years
SECRETARY -Two (2) years
TREASURER - Two (2) years (as amended February 19, 1986)

Section 2 All Officers shall be elected as provided in Article VIII. The terms of office of the Secretary and Treasurer shall be staggered so that each officer will be elected in alternate years.

Section 3 No officer shall be elected to serve in the same office for more than two (2) consecutive terms, except that this restriction shall not prohibit election for two (2) consecutive terms following a selection by the board to fill a vacancy between membership elections.

Section 4 As soon as practicable after a vacancy in any of the above offices occurs between elections by the membership, it shall be filled by the Board of Trustees by written ballot. The person so elected shall serve for the balance of the year, or until end of the following year where a vacancy occurs between September 15 and December 31, at which time the office shall be filled by the membership at a regular election for a new term, or for the balance of the unexpired term, as the case may be. In the event of the temporary absence or incapacity of any officer, the Board may designate any member, including a Trustee, to discharge the duties of such office during such period, and the Secretary shall act in the absence or incapacity of the President until the Board makes such a designation.

Section 5 Any officer may resign at any time. Such resignation must be in writing and submitted to the Secretary (or to the President in the case of resignation by the Secretary), to take effect on the date specified in the resignation or, if no date is

specified, at the pleasure of the Board. Acceptance of a resignation is not required to make it effective.

Section 6 No individual may hold two (2) of the above offices simultaneously. A Trustee at-Large may not also serve simultaneously as one of the above officers.

ARTICLE IV: DUTIES AND POWER OF OFFICERS

Section 1 The President shall be the chief executive officer of the Club and have general administrative control of its affairs. He shall preside at all meetings of the Members and of the Board of Trustees and shall be ex-officio a member of all committees. He shall make and execute all contracts for and on behalf of the Club as directed by the Board of Trustees unless the Board, as to specific matters, delegates such authority to another member.

Section 2 The Secretary shall keep an accurate record of all transactions of all meetings of the Club and of the Board of Trustees. He shall keep the master list of all members of the Club and their addresses. He shall be responsible for sending notices of all meetings. He shall be responsible for all of the Club's correspondence except that delegated by the President to other members of the Board. In addition, he shall perform the duties provided in other provision of this Constitution and Bylaws.

Section 3 The Treasurer shall be responsible for maintaining the Club's books of account in accordance with the system prescribed by the Board and on the basis of a fiscal year determined by the Board. In addition, the Treasurer shall also manage the financial affairs of the Club in a consistent manner such that, by fiscal year 2012, member dues are of sufficient amount to cover Club annual operating expenses; further, the Treasurer shall be responsible for managing the financial affairs of the Club such that, by fiscal year 2012, new member initiation fees, bond payments in excess of those required to redeem bonds of resigning members, and capital fees are used solely for Club capital projects or placed in reserve for future Club capital projects. (As amended 2/27/08).

He shall keep all securities and valuable papers of the Club in a bank safe deposit box to which the President and Secretary shall also have access.

He shall receive and be responsible for all monies and shall disburse such monies when bills, properly approved by the appropriate officers or committees, are presented and shall preserve all vouchers for such payments.

All monies of the Club shall be kept in the name of the Club in such bank or banks as shall be, from time to time, designated by the Board of Trustees. The Board of Trustees shall designate by what officers or agents of such officers all checks, notes and other instruments and other obligations shall be signed.

Officers authorized to sign checks and having access to the Club's safe deposit box shall be bonded for an amount to be determined by the Board and the expense of such bond is to be borne by the Club.

For the fiscal year, the Treasurer shall oversee the preparation of a detailed report of the financial transactions of the Club for submission at the annual meeting. The financial report may be "reviewed" or "audited" by an independent firm of public accountants selected by the Board of Trustees. (as amended Feb. 25, 2004)

The Treasurer shall submit to each member a statement of the amount due from said member to the Club in accordance with the provisions for the payment of dues hereinafter set forth and shall report to the Board of Trustees the names of all members who are in arrears and the amounts thereof, as provided hereinafter. The Treasurer shall also furnish the Secretary with a list of the names of such members and the amounts of their arrears for public posting on the Club's premises.

ARTICLE V: BOARD OF TRUSTEES

Section 1 The Board of Trustees shall consist of the three (3) officers of the Club and six (6) Trustees-at Large. At least one (1) Trustee-at-Large shall be a woman and at least one (1) Trustee-at-Large shall be a Tennis Member and these two requirements may not be satisfied by the same individual. The Trustee-at-Large shall be elected as provided in Article VIII and shall serve for terms of three (3) years each, two (2) Trustees being elected a year so that the terms of the Trustees-at-Large shall be staggered. A Trustee-at-Large shall not be eligible to serve more than two (2) consecutive terms except that this restriction shall not prohibit election for two (2) consecutive terms following a selection by the Board to fill a vacancy between membership elections. The provision in Article III with respect to resignations and filling vacancies between elections shall apply equally to Trustees at-Large.

Only voting members of the club, as defined herein, who have also completed three (3) full years of active membership (as amended February 24, 1993) shall be eligible to serve as officers and Trustees-at-Large. (as amended 1119/65, 1/27/76 & 1/31/87.)

Section 2 The Board of Trustees shall be responsible to the membership of the Club for the administration and conduct of the affairs of the Club. It shall have general charge of the control and management of the Club and its affairs, funds and properties. In addition, it shall have the following powers:

- (a) To appoint, remove and discontinue Committees either from their own

membership or from the general membership of the Club (subject to the provisions of Article VII and VIII), and to delegate to any Committee any power of the Trustees in the premises.

- (b) To admit applicants to membership and to suspend or expel member for violations of the Club's rules and regulations, Constitution and By Laws or for such conduct as may be deemed by the Board detrimental to the Club's best interest.
- (c) To initiate and cause to be published rules and regulations governing the conduct of members on any and all Club properties.
- (d) To prescribe rules for the admission of visitors and guests to the privileges of the Club and its properties.
- (e) To call special meetings of the General Membership to consider specific subjects. Special meetings shall also be called upon written petition of not less than twenty (20) voting members of the Club to consider specific subjects. (as amended January 31, 1979).
- (f) To determine the initiation fees, dues and any assessments for each class of membership. Assessments and/or increase in bond values for capital improvements shall be approved by a majority of voting members present at a regular or special meeting called for such purpose with not less than ten (10) days' written or electronic notice with a minimum ten (10) day reply period. (as amended February 26, 2020)
- (g) To adopt an annual budget for the Club which shall be done by the Board prior to the ratification of the results of the recent election. (as amended February 27, 2002)
- (h) To borrow money and/or place liens or mortgages on property of the Club with the approval of a majority of voting members present at a regular. or special meeting called for such purpose with not less than ten (10) days' written or electronic notice with a minimum ten (10) day reply period. (as amended February 26, 2020)
- (i) The Board will manage the Capital Account and the Annual Assessment Fee. Execution of any single capital project over \$75,000 Dollars (adjusted 2% annually from amendment date) which will be funded by this account must be approved by a majority of voting members present at a regular or special meeting called for such purpose with not less than ten days written or electronic notice with a minimum (10) day reply period. The status of this account will be presented at the Annual Meeting. (as amended February 23, 2015)

Section 3

Regular meetings of the Board shall be held each month on a day and week to be determined by the Board at the first meeting each year when the new Officers and Trustees shall have taken office and the membership so advised. Special meetings may be held on not less than three (3) days' notice to the members of

the Board as called by the President or by any other three (3) members of the Board. Special meetings may be held without notice upon waiver of notice by all of the members of the Board. A quorum shall consist of not less than five (5) members and any measure may be adopted by a majority of the members present. Members of the Club have the right to be present at meetings of the Board. (as amended January 23, 1968.) Executive sessions of the Board of Trustees may be held at the discretion of the Board (as amended February 27, 2002.)

ARTICLE VI: ANNUAL REPORTS AND ANNUAL MEETINGS

Section 1 In February of each year the Annual Meeting of the membership of the Club shall be held on a date and at a time and place designated by the Board of Trustees, of which not less than ten (10) days' prior notice shall be given to the Club Membership by mail or electronically. At such meeting the Officers of the Club and the Committee Chairmen for the preceding year shall present their reports for that year. (as amended February 26, 2020)

ARTICLE VII: STANDING COMMITTEES

Section 1 The Standing Committees as heretofore and hereinafter referred to shall be:

- Green Committee (as amended February 26, 2020)
- Men's Golf Committee
- Ladies Golf Committee
- Tennis Committee
- Membership and Marketing Committee (as amended February 26, 2020)
- House Committee
- Dining and Social Committee (as amended February 26, 2020)
- Traditions Committee (as amended February 27, 2002)
- Long Range and Capital Planning Committee (as amended February 26, 2020)
- Policy Committee (as amended February 26, 2020)

Section 2 The Chairman of each of the Standing Committees shall be appointed by the Board of Trustees from the membership of the Club, including the Trustees.

Section 3 The Chairman of each Standing Committee shall name the members of his committee from the membership of the Club subject to the approval of the Board of Trustees. In

addition to the President, A Trustee-at-Large designated by the Board shall be ex-officio member of each Standing Committee except where a Trustee is serving as chairman.

- Section 4 Within the scope of their respective jurisdictions, the duties of the Standing Committees shall consist of directing the assigned activities and programs, administrating the established policies of the Club, and making policy recommendations to the Board, all subject to the direction and approval of the Board. A written annual report shall be filed with the President ten (10) days prior to the Annual Meeting of the Membership.

ARTICLE VIII: ELECTION OF OFFICERS AND TRUSTEES

- Section 1 Not later than July of each year, the Board of Trustees shall appoint a Nominating Committee of five (5) members from the General Membership. The Committee shall be elected by written ballot from not less than seven (7) nominations, each Trustee being entitled to make one (1) nomination. The members of the Committee shall select their own chairman if the Board does not do so. (as amended January 27, 1976.)
- Section 2 Not later than August 1 of each year the Board shall advise the membership of the Club by mail of the names of the members of the Nominating Committee. Not later than the following September 15 the Nominating Committee shall file with the Secretary its slate of nominees for the Officers and Trustees-at-Large to be filled by election pursuant to this Article. The Nominating Committee shall nominate not less than one (1) nominee for each officer to be elected and not less than one (1) nominee shall be required for the unexpired term of a Trustee-at-Large. At least one (1) nominee for Trustee-at-Large shall be a woman unless a woman is then serving as Trustee for a term which carries over the following year or years. No member shall be nominated by the Committee without the nominee's permission. (as amended February 19, 1986.)
- Section 3 Not later than September 25 the slate of nominees of the Nominating Committee shall be published to the membership of the Club by mail. Additional nominations may be made by written petition of any ten (10) voting members filed with the Secretary not later than October 7. Each nominee for Trustee-at-Large shall run against all other nominees who have been nominated to serve or fill a term of the same number of years, whether one or two offices for such term are to be filled. (as amended January 31, 1979.)
- Section 4 Not later than October 15 ballots containing the names of the nominees shall be mailed to the voting Membership of the Club. Each voting membership shall be entitled to cast one (1) vote for each office to be filled. All ballots must be received by the Secretary by November 5 or mailed to the Secretary in a properly addressed and stamped envelope postmarked no later than November 5. (as amended January 27, 1976 and January 31, 1979.)

- Section 5 The Board shall open and count the ballots at its November meeting and enter the results in its minutes. Where two (2) offices of Trustee-at-Large for a term of the same number of years are to be filled, the two (2) nominees receiving the most number of votes shall be declared the winners; provided, however, that if a woman is required to be elected by reason of the requirements of Section 1 of Article V, the women nominee receiving the most number of votes shall be declared a winner regardless of the number of votes received by the other nominees of the office for which she was nominated; and provided further, however, that if a tennis member is required to be elected by reason of the requirements of Section 1, Article V, the tennis member receiving the most number of votes received by the other nominees for the office for which he or she was nominated. In the event of a tie vote the Board shall select one (1) of the tied nominees as the winner. All ballots shall be retained and kept available for inspection by the membership for a period of fifteen (15) days following such meeting. (as amended January 27, 1976.)
- Section 6 The person duly elected as above shall assume office at the December meeting of the Board following ratification of the results of the recent vote by the Board. (as amended February 27, 2002.)
- Section 7 Deleted (as amended February 26, 2020)

ARTICLE IX: MEMBERSHIP AND DUES

- Section 1 All members of the Club in good standing at the time of adoption of these By-laws shall be considered as duly elected members.
- Section 2 Membership in the Club shall consist of Golf and Tennis memberships and such other types of membership as shall be determined by the Board, which shall also determine the requirements, therefore. (as amended February 27, 2002.)
- Section 3 At the December meeting each year the Board shall determine the initiation fees and dues for each class of membership, of which the Board shall advise the membership not later than the following January.
- Section 4 Initiation fees, dues, assessments and any other obligations owed to the Club shall be due and payable on such dates and in such amounts as may be determined by the Board, which shall also determine the period to be allowed before unpaid amounts shall be considered delinquent. The Treasurer shall notify the members of their delinquency advising that if the arrearage is not paid with ten (10) days, his or her name will be posted on the bulletin board of the Club as delinquent. When a member's name is posted for any delinquency, said member shall be denied the privileges of the Club. If not paid within ten (10) days after the date of posting, said member shall be dropped from the membership of the Club. Any member thus dropped may be reinstated within three (3) months by the vote of the majority of the Board upon the payment in full of his or her indebtedness. After 3 months of being dropped, the former member would have to re-apply for membership. (as amended February 26, 2020)

- Section 5 (a) Any person of good moral character who may desire to become a member of the Club shall present, or cause to be presented to the Chairman of the Membership Committee, an application for membership, on the form approved and supplied by the Membership Committee, signed by the applicant and a proposer and a sponsor who shall be any member of the Club in good standing except members of the Membership Committee and the Board of Trustees. All applications are to be accompanied by letters of recommendation from the applicant's proposer and sponsors. (as amended February 26, 2020)
- (b) The Membership Committee shall make full and complete investigation into each applicant's qualifications for membership.
- (c) If satisfied, the Membership Committee Chairperson will make the final decision to admit or not and then notify the Club Business Manager of the decision. (as amended February 26, 2020)
- (d) It is the policy of the Moorestown Field Club not to discriminate against existing members or pending membership applicants based on religion, age, sex, national origin, race, or color. (February 26, 2003)
- Section 6 Any member may extend to his guest the privileges of the Club subject to the prevailing fees and guest regulations as provided by the Board of Trustees.
- Section 7 "Voting member" or "Voting membership" is hereby defined as any member or membership holding a Participating Certificate of Ownership authorized in 1978 or any membership in the process of purchasing such a certificate on an installment basis authorized by the Board of Trustees. (as amended January 31, 1979.)
- Section 8 In the event of the liquidation of the assets of the Club by reason of dissolution or otherwise, the holders of the Participating Certificate of Ownership authorized in 1978 shall share pro rata in the assets. In addition, any member who is in the process of purchasing a Certificate on an installment basis authorized by the Board of Trustees shall be entitled to share in such liquidation in proportion to the amount of his or her payment. (as amended January 31, 1979.)

ARTICLE X: RESIGNATIONS

- Section 1 Resignations from the membership in the Club shall be presented to the Board of Trustees. If at some future date a former member shall re-apply for membership, any arrearage from the prior membership must be paid in full before the application for such new membership is presented to the Board of Trustees.

ARTICLE XI: ADOPTION OF CONSTITUTION AND AMENDMENTS

- Section 1 This Constitution and By-laws shall become effective upon adoption by vote of

two-thirds of the members present at any regular or special meeting of the membership of the Club, of which, not less than ten (10) days' written or electronic notice of the purpose and date of such meeting shall have been given to the membership. A quorum shall consist of not less than ten (10) voting members, excluding Officers and Trustees. Amendments may be made in the same manner by voting members. (as amended February 26, 2020)

ARTICLE XII: INTERPRETATIONS

Section 1 The Board of Trustees shall have full and sole power to interpret this Constitution and By Laws and the Club rules, and its decision on all questions shall be final, binding and conclusive.

This Constitution and By Laws adopted at special meeting of the membership on May 15, 1962. Subsequent amendments as noted.

Updated 2/26/20