

**Country Club of Staunton, Inc. dba
The Club at Ironwood
By-Laws**



February 2023

Article 1

Organization & Purpose

1. Name

The name of the Corporation is Country Club of Staunton, Inc. dba The Club at Ironwood

2. Purpose

The Corporation is organized and shall be operated for purposes of transacting any and all-lawful business for which a corporation may be incorporated under the Virginia Stock Corporation Act. In furtherance of such purposes, the Corporation may acquire such land in the Commonwealth of Virginia as may be necessary or desirable for the purpose of a golf and country club; it may improve such land and lay off and maintain golf links, tennis courts, athletic fields and other facilities and improvements as may be necessary and desirable for the pleasure and recreation of its members; and the Corporation may do such other things as may be necessary or desirable for the conduct of a golf and country club, including the operation of all or part of the foregoing properties for profitable purposes.

3. Calendar Year

The Corporation year shall begin January 1 and end December 31.

4. Rules

Rules and regulations for the use of the golf course, swimming pool, tennis courts, and other club facilities and services for members, guests and visitors shall be such as may be formulated by the Board of Directors. Rules will be published in the member handbook.

5. Fees, Dues, and Assessments

All fees for members and guests shall be fixed by the Board of Directors and published by the club.

ARTICLE II

Stockholder Meetings

1. Annual Meeting

The annual meeting of the stockholders of this Corporation shall be held at a place to be designated by the President, or at the offices of the Corporation, on the first Wednesday of April, if not a legal holiday, but if a legal holiday, then on the day following.

2. Special Meetings

Special meetings of the stockholders may be called by the President and shall be called by the President or Secretary by resolution of the Board of Directors, or a minimum of 10 stockholders entitled to vote at such a special meeting. Such resolution, or request, shall state the object, or objects, of the proposed meeting

3. Notice of Meeting

Notice of meetings, written or printed, for every regular or special meeting of the stockholders shall be prepared and mailed to the last known post office address or email address of each stockholder not less than ten (10) days nor more than fifty (50) days before any such meeting, and if for a special meeting, then such notice shall state the purpose of purposed thereof.

4. Quorum

A quorum at any meeting of the stockholders shall consist of a majority (51%) of the known outstanding shares entitled to vote represented in person or by proxy. A majority of the shares represented at the meeting and entitled to vote shall decide any question that may come before the meeting, except that in elections of directors which will be determined by the Nominating Committee with final approval determined by the Board of Directors.

5. Order of Business

The order of business at the annual meeting, and as far as possible, at all other meetings of the stockholders, shall be:

- a. Proof of due notice of Meeting.
- b. Reading and disposal of any unapproved minutes.
- c. Annual reports of officers and committees.
- d. Unfinished business.

- e. New business.
- f. Adjournment.

6. Parliamentary Rules

In the conduct of all meetings of stockholders and the Board of Directors, Robert's Rules of Order shall govern except where inconsistent with these by laws.

ARTICLE III **Board of Directors**

1. Number, Election, Nominating Committee and Term

The Board of Directors (the Board) shall consist of seven (7) members. Not later than sixty (60) days preceding the end of the fiscal year, the Board shall appoint a Nominating Committee of five (5) active stockholders of the Corporation, not more than two (2) of whom shall be a member of the Board. The Committee shall nominate two (2) or three (3) active stockholders of the Corporation as candidates for the Board. A list of the candidates shall be forwarded to the Board, and voted on at the last regular scheduled Board meeting of the fiscal year or by email.

A director having served a full three-year term shall be eligible for nomination and reelection to the Board for an additional three year term not to exceed six (6) consecutive years. All directors must be stockholders of the Corporation and active members of the corporation. The number of directors may be changed by amendment to the by-laws.

2. Duties and Powers

The business and affairs of the Corporation shall be managed by the Board of Directors. In all cases the Directors shall act as a Board, regularly convened, and may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with the law or these bylaws.

3. Vacancies

Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled promptly by a majority of the vote of the remaining Directors at a special meeting called for that purpose within thirty (30) days after the occurrence of the vacancy. The Director so chosen shall hold office for the unexpired term of his/her predecessor.

4. Quorum

A majority of the number of Directors, four (4), shall constitute a quorum for the transaction of business at any meeting. The act of the majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors. A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

5. Meetings

The Board shall meet regularly each month. Special meetings shall be held on call of the President or upon the written request of at least three (3) members of the Board. Notice of regular and special meetings of the Board shall be mailed to each member not less than five (5) days before the date of the meeting.

6. Actions by Directors without Meeting

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent is received in writing or via email, setting forth the action. This consent shall be signed either physically or electronically by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

7. Indemnification of Directors and Officers

The corporation shall fully indemnify any and all persons (and their heirs, executors, and administrators) who may or have served at any time as a director or officer of the corporation against any and all expenses, including amounts paid on judgments, counsel fees, court costs, and amounts paid in settlement (before or after suit is

commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them, or any of them, by reason of being or having been directors or officers of the corporation, except in relation to such matters as to which any such director or officer (or former director or officer) shall be adjudged in any such action or suit to be liable for deliberate misconduct or negligence in performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under law, bylaw agreement, vote of stockholders or otherwise.

ARTICLE IV

Officers of the Board

1. Officers

The officers of the Corporation shall be a President, a Vice President, Secretary and a Treasurer.

2. Election

At its first regular meeting after the fiscal year end, the Board shall elect the officers of the Corporation from its own members.

3. Term of Office

All officers shall hold office at the pleasure of the Board and any officers elected or appointed by the Board may be removed at any time by the Board.

4. Duties of Officers

The duties and powers of the officers of the Corporation shall be as follows:

a. President

The President shall preside at all meetings, set the meeting agendas and shall have general supervision of the affairs of the Corporation, shall sign all certificates of stock

and sign or countersign all contracts and other instruments of the Corporation, shall make reports to the Directors and Stockholders and perform all such other duties as are incident to his/her office or properly required of him/her by the Board.

b. Vice President

In the absence of the President, the Vice President shall perform all of his duties and if the office of the President shall become vacant, the Vice President shall hold the office of President until the next election.

c. Secretary

The Secretary shall issue notices of all meetings, shall keep their minutes and shall have the charge of the seal and books of the Corporation, shall sign with the President instruments as may require such signature, and shall make such reports and perform such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors.

d. Treasurer

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Board may designate. He/she shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board and at such other times as shall be required of him/her. He/she shall also cause to be made a full financial report at the annual meeting of the stockholders. He/she shall further perform all duties incident to his/her office or properly required of him/her by the Board. If required by the Board, he/she shall give a bond as determined appropriate for the faithful performance of his/her duties.

ARTICLE V
Committees

1. Formation and General Rules

Standing Committees and other Committees shall be appointed by the President, subject to approval of the Board. Each Committee shall be composed of as many members as the Board may determine. Committee appointments may be for one year or less at the discretion of the Board. The Chairman or co-chairman of each committee shall be appointed by the President and approved by the Board of Directors. Each Committee shall have a Board member as a liaison to the Committee. No Committee shall have the right to obligate the Corporation in any way or in any sum, unless specifically authorized by the Board. All Committees shall report on their activities to the Board whenever requested and are at all times under the direct supervision and control of the Board, having only such authority as may be delegated to them by the Board.

2. Standing Committees

All committees shall be in effect February 1 of each year. The Standing Committees shall be as follows:

- a. Finance Committee
- b. Golf Committee
- c. Greens Committee
- d. House Committee
- e. Executive Committee {Optional / As Needed for a specific purpose}
- f. Membership/Social/Marketing/Communication Committee {Optional / As Needed}
- g. Pool/Seasonal Activities Committee {Optional / As Needed}

Finance Committee

Purpose

The Finance Committee is a standing committee of the Board of Directors, created by the Bylaws to provide advice and make recommendations for the Board of Directors on financial policy, stock issues, financial management and reporting and other matters affecting the financial well-being of the club, both current and long term.

Responsibilities

The Finance Committee shall review, evaluate and when appropriate make recommendations to the Board of Directors as to the following:

1. Financial Reports
2. Financial Policy
3. The Budget Process
4. Financial Authorities and Accountability
5. Internal Control
6. Information Processing and Control
7. The Risk Management/Insurance/Safety Program
8. Compliance with Tax and Other Government Regulations
9. Capital Expenditure Practices
10. Make recommendations regarding the audit process, conducted by independent auditing firms.
11. Work with the club management on recommendations for Board approval, plans for renovation and/or replacement of Club facilities as proposed by the House Committee.
12. Make recommendations regarding appropriate levels of maintenance as established for all club facilities and equipment.
13. Make recommendations regarding compliance with all applicable building codes and safety regulations.
14. Maintain liaison with any Club Committees requesting financial resources.
15. Review the status of the club's Capital Improvement Plan Fund as well as proposed budgets for facilities capital and operating expenditures to ensure the funding for repair and replacement of Club physical facilities is consistent with the club's stated mission of providing high quality services and programs.
16. Such other matters as the committee deems advisable or the Board directs.
17. The Committee shall require periodic reports from management on any

litigation or outstanding contingencies and make appropriate recommendations to the Board of Directors.

18. The Committee shall report to the Board of Directors at each Board meeting through the submission of meeting minutes by the Committee Chair.

Recommended Composition

One Board Member, who shall be the Board Liaison Chairman, and up to four (4) additional members who shall have had five consecutive years of membership.

Meeting Time

The Committee should meet quarterly or as needed.

Golf Committee

Purpose

The Golf Committee is a standing committee of Board of Directors who will advise and recommend specific oversight of the golf operations.

Responsibilities

1. Development of policy relative to all golf programs and operations at the Club and make recommendations to the Board of Directors.
2. Provide oversight of all golf operations at the club.
3. Responsible for assisting in the creation, implementation and oversight of all member and possibly non-member golf tournaments.
4. Assist in any and all ways possible as requested by the Golf Professional in his implementation of Club policies related to golf operations. This could include, but is not limited to:
 - a. Assisting the Golf Professional in developing and communicating to members a comprehensive program for golf opportunities.
 - c. Recommend the club's "Rules of Golf" for approval by the Board and assist the Golf Professional and staff in their enforcement, including

reporting repeat offenders to the Board of Directors and assisting in resolving any disputes arising in the golf program.

- d. Evaluate requests from non-member guests for golf outings and recommend approval as indicated.
- e. Assist the Golf Professional in promotion of all golf Club events.

Recommended Composition

One Board Member, who shall be the Board Liaison and up to four additional members who are active in the golf program. In addition, the Chair of the Greens Committee and the Golf Professional are ex-officio members of the Committee.

Meeting Time

The Committee should meet quarterly or as needed.

Greens Committee

Purpose

The Greens Committee is a standing committee of Board of Directors and is an advisory/support/member communication link to golf maintenance. They will advise and recommend the golf course and landscape maintenance standard set by management, and approved by the Board of Directors is accomplished and within the budget set for this purpose.

Responsibilities

1. Coordinate with the Golf Committee and the General Manager to ensure that the plans of both committees are in harmony.
2. Recommend the set-up of the Club's golf course, including defining what are integral parts of the course, specifying grass heights of fairways and roughs, green speeds, designating teeing grounds and flagstick placements, all course markings of out of bounds, hazards, ground under repair, immovable obstructions, etc.
3. Communicate all member wants and needs, complaints, etc. directly to the General Manager or Board of Directors when necessary. Ensure that all items

of concern are addressed when necessary. Communication back to members is vital.

4. Become conversant with the general climactic and infestation pressures faced by the Golf Course Superintendent and staff so as to understand equipment and chemical needs.
5. Be observant to the demands placed on the course if proper maintenance and care are being threatened. If deemed necessary, the Chairman will communicate these concerns to the Board of Directors or General Manager.

Recommended Composition

One Board Member who shall be the Board Liaison and up to four additional members who are active in the golf program. In addition, the Chair of the Golf Committee and Golf Course Superintendent are ex-officio members of this Committee.

Meeting Time

The Committee should meet quarterly or as needed.

House Committee

Purpose

Assists and counsels with the General Manager on matters pertaining to maintenance of clubhouse facilities.

Responsibilities

1. Monitors performance, plans and results to assure fiscal responsibility. All plans and recommendations must meet the budgetary constraints set up by management and the Board of Directors.
2. The House Committee assists the General Manager in promoting club events and activities.
3. Evaluates requests from members, staff and Board. The committee will make recommendations for procedures or policies to the General Manager and/or the Board of Directors for consideration of implementation.

4. Provides support, advice and guidance to assist the General Manager in realizing Board approved goals and implementing policy action.
5. Monitors clubhouse facilities with special focus on their maintenance at the highest possible levels. Reviews need for investment in facilities maintenance with the Finance Committee.
6. Recommends to the Board short- and long-range strategies focusing on enhanced membership satisfaction and participation in club activities within the House Committee's jurisdiction.
7. Provides a communications link between members, the Board and management in matters of House Committee concern.
8. Performs such other duties as may be assigned by the Board.

Recommended Composition

One Board Member who shall be the Board Liaison and up to four additional members.

Meeting Time

The Committee should meet quarterly or as needed.

Executive Committee

Purpose

The Executive Committee of the Board is a standing committee of the Board of Directors. The Executive Committee shall have the authority to act on specific issues on the behalf of the Board of Directors if prior approval is unanimously granted by the Board of Directors. Any action taken by the Executive Committee which has not been carried out by the time of the next regular Board meeting shall be submitted to the Board at that meeting for ratification. Any actions taken by the Executive Committee between Board meetings which have been carried out before the next regular Board meeting shall be reported to the Board at the next meeting and noted in the minutes of the Board. In addition, the Executive Committee is to recommend long range overall strategic plans for the utilization of the club's properties and other assets to maximize their benefits to the membership. For the strategic process and planning, the Executive

Committee is encouraged to seek the guidance of former club leadership including Past-Presidents. Actions and resolutions of the Executive Committee shall require a unanimous vote of the members present and voting.

Responsibilities

1. The Executive Committee shall develop a planning process that continually looks to the club's future. Among other things, such a plan must consider future membership limits, economic and population projections, property ownership or disposition, and other factors affecting continued acceptance of Ironwood as a place to live and the Club as a primary attraction for residents.
2. The Executive Committee shall act as the Board's Executive Compensation Committee in which role it shall have the following responsibilities:
 - a. The Executive Committee shall establish all policies relative to the compensation of the senior management of the club and ensure compliance to the established policies and congruence with any strategic planning that may have compensation implications. As used here, senior management is intended to mean the General Manager/Chief Operating Officer and all salaried personnel at the Director level or higher reporting directly to the General Manager/Chief Operating Officer
 - b. The Committee shall establish the specific salary, fringe benefits and applicable bonus of the General Manager/Chief Operating Officer only (all others to be established by the General Manager/Chief Operating Officer).

Code of Conduct

Use of the Golf Club and its facilities is a privilege extended to all members and guests. It is the responsibility of every member/guest to abide by all the rules, policies, signs, and verbal instructions that govern play and use of the facilities. Failure to comply with the rules and policies, or follow instructions of the Staff,

can lead to an interference with the enjoyment of others or damage to the facilities.

Those who do not comply with the rules, policies and proper etiquette will be subject to disciplinary action by the Executive Committee or Club Management as follows:

Possible Disciplinary Action:

- Warning
- Restriction or suspension of privileges
- Suspension of membership
- Termination of membership

Examples of misconduct and improper facility usage include, but are not limited to:

- Delinquency of payment
- Willful destruction of property
- Physical or gross verbal abuse of staff or customers
- Repeated violations of Club etiquette and procedures

Required Composition

The Executive Committee shall be composed of the Officers of the Board of Directors and the General Manager as staff support. The Vice-President shall be chairman.

In addition to the officers of the Board, the President and Vice President may appoint up to three more members.

Meeting Time

The Executive Committee shall meet as needed.

Membership/Social/Marketing/Communication Committee

{Optional / As Needed}

Purpose

The Membership/Social/marketing/Communication Committee standing Committee of the Board of Directors provides oversight functions to the Board of Directors and ensures all requests for and about Club membership are processed in accordance with Club bylaws and make recommendations to the Board of Directors. Create a wide range of profitable Club social and recreational activities providing fun for members of all ages and interests. In addition, ensure the most effective and timely two-way communication between the Board of Directors, members and prospective members and review current marketing of Club membership, services, events seeking the most effective methods to accomplish this task.

Responsibilities

1. Review classes of membership and recommend optimal membership levels.
2. Provide a committee structure which assures all participating members representation of their needs, issues, goals, and concerns.
3. Develop membership policy recommendations for prospective applicants and review: processing of membership applications. Shall submit recommendation to the Board of Directors for or against an applicant member.
4. Keep abreast of current membership roster, turnover rate and any underlying trends to recommend short- and long-term strategies to the Board.
5. Advise and consult to establish and maintain control of membership policies, recommending bylaw changes to the Board as necessary.
6. Review individual requests for exception and recommend appropriate action by the Board.
7. Monitor and enhance new member orientation in concert with other pertinent committees.
8. Advise and consult regarding establishment of member and prospective member database.
9. Establish and maintain an activities/social calendar for the entire club operation. To be submitted annually by March 1st. These activities include establishing and monitoring a slate of events and recreational activities for children of the Club.
10. Monitor membership developments and trends of comparable equity clubs and assist in developing marketing plans for Club membership.
11. Review methods and means of communication with our members and

prospective members, recommending changes and enhancements as appropriate.

12. Conduct periodic member satisfaction surveys to assess the value of existing social and recreational activities.
13. Provide an evaluation process for recording the profitability, success or failure of every social and recreational activity of every member or prospective member event.
14. Gather information from parents and children of the club regarding recreational activities and events desired.

Recommended Composition

One Board Member, who shall be the Board Liaison and up to six (6) additional members. The General Manager of the Club shall be a non-voting member of the Committee

Meeting Time

The Committee should meet quarterly or as needed.

Marketing and Communications Committee- Consolidated with Membership/Social Committee

Pool/Seasonal Activities Committee

{Optional / As Needed} Run by the YMCA

Purpose

The Pool/Seasonal Activities Committee is a standing committee responsible to the Board of Directors for the direction and operation of the tennis, pickleball, pool and volleyball program. The Committee will establish and monitor tennis, pickleball, pool and volleyball policies to assure all members and families are provided opportunities to participate in the programs and utilize the facilities.

Responsibilities

1. Provide a committee structure assuring all participating member's needs, issues, goals, and concerns are represented.
2. Establish guidelines for a broad program of activities and events to promote programs of instruction and competition for members of all skill levels.

3. To meet the budget goals set by the Board of Directors.
4. Develop, publish and maintain a set of goals and objectives for tennis, pickleball, pool and volleyball programs. These goals and objectives should include, but not be limited to:
 - a. Ensure tennis tournaments adhere to the USTA rules.
 - b. Establish a set of local rules and procedures for tennis play/periodically update.
 - c. Develop, coordinate and promote club mixers, championships, etc.
 - d. Establish a summer social calendar in cooperation with the Membership/Social/Marketing/Communication Committee for events to be held at the pool, tennis courts, pickleball courts and volleyball court.
 - e. Actively work with the General Manager in developing and communicating comprehensive tennis, pickleball, pool and volleyball programs.
5. Assign specific oversight responsibility to individual committee members for the monitoring of tennis, pickleball, pool and volleyball activities and facility operations.
6. In all aspects of tennis, pickleball, pool and volleyball operations and in cooperation with the Membership/Social/Marketing/Communications Committee develop a communication campaign to advertise and promote tennis, pickleball, pool and volleyball activities at the club.
7. At all times, taking those actions which are necessary to build healthy, safe and effective tennis, pickleball, pool and volleyball programs with the advice and consent of the Board of Directors.
8. Develop a capital improvement plan for the tennis, pickleball, pool and volleyball facilities in collaboration with the Finance Committee.

Recommended Composition

The Committee shall be composed of one Board Member, who shall be Board Liaison and up to four additional members. The General Manager of the Club shall be a non-voting member of the committee.

Meeting Time

The Committee should meet quarterly or as needed.

Kids Club Committee- Integrated into the Social aspects of the Membership /Social /Marketing /Communication Committee

Article VI **Capital Stock**

1. Certificates

Certificates for shares of stock shall be in such form as may be determined by the Board and as prescribed by law. Shares shall be fully paid and non-assessable. Certificates shall be signed by the President or Vice President and the seal of the Corporation shall be affixed thereto and attested by the Secretary.

2. Transfer of Stock

Transfers of stock of the Corporation shall be made only on the books and records of the Corporation by the registered owner, or his duly authorized attorney, and before a new certificate is issued, the old certificate must be surrendered for cancellation and marked canceled with the date of cancellation by the Secretary. The canceled certificate shall be inserted in the stock certificate book.

3. Stock Ownership Restriction

The Board of Directors reserves the right to establish a limit on the number of shares owned by an individual or entity. The current limit has been set at no more than fifty (50) shares of common and/or preferred shares.

ARTICLE VIII **Nondiscrimination**

No person seeking employment at or membership in the Country Club of Staunton, Inc., dba The Club at Ironwood, shall be denied such employment or membership because of discrimination by reason of race, color, creed, gender, age, national origin, disability or sexual orientation.

ARTICLE IX

Amendments to By-Laws

These By-Laws may be altered, amended, or replaced or new By-Laws adopted by the Board of Directors by a majority vote. However, By-Laws made by the Board of Directors may be repealed or changed, and new By-Laws made, by the stockholders by a majority vote, and the stockholders may prescribe any By-Laws made by them shall not be altered, amended, or repealed by the Board.

ARTICLE X

Assessments

1. If, at the end of the fiscal year of the Corporation, a net operating loss exists or if the Club has borrowed money to cover negative cash flow, the Board of Directors may assess a special fee against each member in such fashion as to raise sufficient funds to pay such deficits in the operation of the Club. "Net loss" as used herein shall be determined based on financial statements prepared at the end of the fiscal year and adjusted for financing activities affecting current year cash flow. The Board of Directors may assess each Member for capital expenditures it feels necessary for the future livelihood of the Club.
2. "Membership", as used herein, means the person owning a particular 2021 membership (regardless of the number of shares, if any, of the Corporation, held by such member) during the fiscal year in which net loss was incurred. Any assessment imposed shall be pro-rated according to the number of months a particular membership existed during the fiscal year in which the loss occurred.
3. If payment of such assessment is not made within ninety (90) days of the billing date, said assessment should incur interest thereon at the rate of 1.5% per month.

***** End of By-Laws *****

Code of Conduct added March 9, 2022 in Article V as voted upon 6-0 in March 8, 2022 board meeting.