

**CANYON LAKE COUNTRY CLUB
422 CAVESIDE ***P.O. BOX 1405
CANYON LAKE, TX 78133
830-899-2703**

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Revised 2015

Canyon Lake Country Club
422 Cave side ** P.O. Box 1405
Canyon Lake, Texas 78133
830-899-2703

Rules of the Club
Constitution
By - Laws
&
Guide for Hosting

Revised 2015

CANYON LAKE COUNTRY CLUB, INC
RULES
Revised, November 2015

A. The Club

1. The Club was formed and functions as a social organization.
2. The Club does not participate (as a club) in civic, charitable, or political causes.
3. The Club is governed by a board of directors meeting monthly.
4. The clubhouse may be used in any manner approved by the Board of Directors.
5. Member grievances and suggestions must be directed in writing to the Board or the Member liaison. The board must act upon all written correspondence.
6. A General Membership Meeting is scheduled during the fourth quarter of the year for the purpose of electing Board members and conducting other club business.
7. Special membership Meetings may be called at the discretion of the board.
8. Relatives of a club member may not be employed to work in the Club.

B. Club Activities

1. Luncheons:

- a. Members prepare and serve each available Sunday. Luncheons are not served on the Sunday following a party.
- b. Members are expected to prepare and serve luncheons at least two (2) times a year.
- c. Members select luncheon dates based upon the open calendar dates posted on the club bulletin board.
- d. The social Chairperson suggests the maximum number of members working on a luncheon.
- e. The price of the luncheon is determined by the board.
- f. Guests are welcome at all Sunday Luncheons.

2. Parties

- a. Each member is expected to host one party per year.
- b. The Social Chairperson suggests the maximum number of members working on a party.
- c. The price of parties will be established by the Board of Directors.
- d. Host and hostess will set a deadline for reservations for parties. It is the responsibility of the host and hostess to remind members if they make a reservation and cancel after the deadline they must pay for the party. These members will be billed by the treasurer.
- e. Only qualified caterers or club members should prepare the food for the party.
- f. The party committee is responsible for putting away decorations, properly bagged, labeled and stored in the storage room.
- g. A party may be cancelled at the sole discretion of the hosts when the prospective attendance will not meet the obligations. Care must be taken to insure that all prospective members / attendees are given timely notice of the cancellation.

3. Meals (Luncheon & Parties)

- a. Catering of meals will be permitted at the discretion of the hosts. The hosts choosing to have a catered meal will be responsible for the cost of the catering. The hosts will be reimbursed in an amount determined by the board per person served, and any remaining costs will be absorbed by the hosts.
- b. Any food remaining from Club meals will be made available to Club members for a donation fee. Any food not taken by the members will be disbursed at the discretion of the hosts.
- c. Members who are physically unable to prepare or help with lunches or parties are requested to notify the Board, and the Board will remove their name from the cookers list.
- d. If members are unable to host a Sunday lunch or party for which they are scheduled, they are to try to find a replacement host. If unable to do so, they are to notify the Club president or vice-president who will activate the emergency cooking crews.
- e. The secretary will send reminder notices to all members who have not signed up for any lunches or parties by the first of June each year.

4. Guests

- a. Guests are welcome at luncheons and parties. Guests are encouraged to join the club after three visits.
- b. Sponsors will be responsible for paying for party guests.

5. The Bar

- a. As a non-profit organization, we do not serve the public.
- b. Members only may purchase chips and work in the bar area.
- c. Cash or checks are not acceptable at the bar.

C. Dues

1. Monthly Dues, in an amount established by the Board, are payable to the club treasurer.
2. Dues are payable in advance and may be paid quarterly, semi-annually, or annually.
3. All dues collected go into the general fund and are used to defray operating expenses.

D. The Clubhouse

1. The clubhouse will be available for usage by the club members without charge or fee under the following conditions:
 - a. When it is a meeting or function of the club itself.
 - b. When a member of the club has a function and no member is excluded, and is not a function of the club.
 - c. Invitations are to be sent to every member electronically by Email or post office.
2. The clubhouse will be available to members and their guests for private functions at a fee established by the Board under the following conditions:
 - a. When it is a function or party of a member or group of members and their guests.
 - (1) The number of guests shall be limited to one hundred ten (110) as dictated by the fire code.
 - (2) Such rental includes the usage of the dining room, bar area, kitchen and bathroom facilities.
 - (3) Members and their guests attending a private function shall provide their own bar beverages, paper products and plastic plates.
 - (4) Party hosts are responsible for operating the audio system.
 - b. It is the responsibility of the member or group of members that rent the clubhouse, to properly clean up any and all facilities that are used or to hire the cleaning contractor used by the club.

3. The usage of the clubhouse will be in the following order of precedence:
 - a. Club function.
 - b. Reservation on a first come, first serve basis to include rentals.
 - c. Reservation will be noted on a calendar posted on the club bulletin board.
4. The Clubhouse is smoke-free as of June 1, 2002.
5. Club Rentals (to outside organizations)

The club may be not be rented to organizations or persons other than Club members.

CANYON LAKE COUNTRY CLUB CONSTITUTION

(January 1970)
Last Amended November, 2015

ARTICLE I Articles of Incorporation

The Articles of Incorporation were filed with the State of Texas and accepted on August 6, 1970, and are available to any member that would like to see them, either on the bulletin board or individual copies. These Articles are binding documents on this club.

ARTICLE II Membership

Section I. Classes

- A. **Active**. An Active member is described as one whom:
- 1) Has paid his membership fees and
 - 2) Whose application has been recommended by the Membership Committee and approved by the Board.
 - 3) Has not been suspended or expelled from the Club.
- B. **Honorary**. (Non-dues-paying) An Honorary member is described as one who is not an active member of the above Club, but has served the Club through an act, or acts which bring honor or gain to the Club. An honorary membership may be awarded only after unanimous approval of the Board of Directors of the club. Honorary members will not have voting privileges.
- C. **Medical Exempt**. A member who cannot physically host luncheons or functions, but is in good standing in the club, designated as Medical Inactive Status by the Board, at their discretion. The status is revocable by the Board.
- D. **Memberships** are not transferable.

Section II. Dues

Dues for membership in the Club will be established by the Board of Directors and will be set on an annual basis. Annual dues will cover the calendar year and will be posted by the Board of Directors no later than December 1st for the following year.

Section III. Membership Fees

A fee will be required of each new member. This fee, established by the Board of Directors, and once receipted for by the Treasurer, will not be refunded. The payment of the fee does not imply ownership in the Club.

Section IV. Assessments

Initial membership fees and annual dues are the only financial requisites for membership. No special assessments are authorized.

Section V. Number

The membership shall be limited to the number of members as set forth in the By-Laws, Article II. Section 4.

ARTICLE III **Board of Directors and Officers**

Section I. Board of Directors

- A. The business and affairs of the corporation shall be managed by the Board of Directors. The Officers of the Corporation shall be elected by the Board. Board Meetings will be open to the general membership except in the cases where individual standing is being discussed.
- B. The number of Directors of the Corporation shall be nine in number, and the term of office for each Director shall be three years. Each Director shall hold office until his / her successor shall have been elected and seated. New Board members will be seated and begin their term of office on January first (1st), after the election. Directors must be active members. Directors may be re-elected for one additional term, but no Director may serve more than two consecutive terms. Directors shall meet at least once monthly at a time and place specified by the Board.
- C. Any Director may be removed for cause before the expiration of his term of office at any regular or special meeting of the membership, provided a quorum is present, excluding the director in question. The Board may temporarily fill the director vacancy for a period not to exceed three (3) months, until election by the members take place. Directors elected to a vacancy because of death, resignation, or removal, or for any other reason of their predecessors shall be elected for the unexpired term.

Section II. Officers of the Corporation

- A. All officers of the Corporation must be active members, and members of the Board of Directors, except the Treasurer who will be appointed by the Board and must be an active club member.
- B. The Officers of the Corporation shall be a President / Chairman, Vice-President, Secretary, and Treasurer. Each of them shall be elected by the Board of Directors. Vacancies shall be filled by the board of Directors. Any two or more offices may be held by the same person except the offices of President / Chairman and Secretary.
- C. The Officers of the Corporation shall be elected or appointed as prescribed annually by the Board of Directors at the first meeting of the Board held after January 1st. Each officer shall hold office until his successor shall be duly elected or until his death or his resignation, or shall have been removed in the manner herein prescribed.
- D. Any officer elected or appointed by the board may be removed from his office by the Board whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section III, Duties of Officers.

The duties of the Officers are set forth in Article III, Section II of the By-Laws.

Section IV. Compensation.

Officers and Directors shall serve without compensation of any kind whatsoever, except that the Board may reimburse the Treasurer, Secretary, or their assistants for expenses out of Treasury funds if in its judgment such compensation is justified.

ARTICLE IV **Membership Meetings**

Section I. Annual Meeting.

The Annual Meeting of the active membership shall be at a time and location determined by the Board of Directors and notice shall be given by the Secretary. The meeting shall be for the purposes of electing Directors and for the transaction of such other business as may appropriately come before the meeting.

Section II. Special Meetings.

Special Meetings of the general membership may be called by the President / Chairman at any time for the transaction of such business as requires a special meeting and may be called by him upon written request of twenty-five percent (25%), or more of the active members. The Secretary, upon direction of the President / Chairman, shall provide notice of any special meeting at least ten days (10) thereto, personally or by mail, stating the purpose for which it is being held.

Section III. Notice of Annual Meeting.

Written notice stating the place, date and hour of meeting shall be distributed personally, by electronic mail, or U.S. mail no less than ten nor more than thirty days before the date of the meeting.

Section IV. Conduct of the Meeting.

Robert's Rules of Order will be used in conducting all general and special membership meetings when not in conflict with the Constitution and By-Laws.

ARTICLE V Committees

All Committees shall be determined by the Board of Directors.

ARTICLE VI Amendments to Constitution and By-Laws

Section I. No section of this Constitution shall be amended in a manner creating conflict with any provision of the Articles of Incorporation.

Section II. The Constitution or any part thereof may be amended, modified, or repealed at any regular or special meeting of the active membership, at which there is a quorum, by a majority vote of those present.

Section III. The By-Laws , or any part thereof may be amended, modified, or repealed at any regular or special meeting of the active membership, at which there is a quorum or a quorum is established by those who have furnished their proxy to the Secretary prior to the meeting.

Section IV. When any amendment(s) is (are) to be proposed at any such meeting, a notice of such meeting containing a recital of the proposed change(s) shall be included in the notification at least thirty (30) days in advance of voting.

ARTICLE VII **Miscellaneous**

Section I. Corporate Seal

The Corporate Seal of the club shall be in the form of a circle and shall have inscribed thereon "Canyon Lake Country Club, Inc., Canyon Lake, Texas."

Section II. Indemnifications

A. Bonds. The board of Directors may require the Treasurer or agent, to file with the Corporation a satisfactory bond conditioned on the honest and faithful performance of his duties. The cost of such bond shall be borne by the Club Treasury.

B. Insurance. Adequate and proper insurance shall be carried at all times to protect the membership from liability. No expense or obligation whatsoever shall be incurred by the members of the club except as incurred and set forth within this Constitution.

Section III. Power to Commit Funds.

No funds from the Club Treasury which will exceed five thousand dollars (\$5,000.00) per expenditure, shall be committed to capital investment or improvement without the approval of a simple majority of the active membership present at a regular or special meeting where there is a quorum. The exception to this is to allow the BOD to replace a failed A/C unit without convening a Special Meeting.

Section IV. Fiscal Year.

The Fiscal Year of the Corporation shall run from January first (1st) through December thirty-first (31st).

Section V. Disbandment of Corporation.

At a general membership meeting called for the purpose, if 95% of the paid-up members shall vote for disbandment of the Corporation the Corporation shall be disbanded. The property shall be sold and the proceeds, after all debts and expenses are paid, shall be apportioned to all members (except Honorary members), who have been in good standing, for at least one (1) full year prior to the disbandment. Such apportionment shall be based on the number of full months the member has belonged to the Club. This equity shall be calculated in this manner: Number of months credited to the member divided by the total months of all the members in good standing, multiplied by the net proceeds.

If division of the money is not made, the club may decide by a majority of the members present, provided a quorum of the membership is present, to purchase or build a new clubhouse.

CANYON LAKE COUNTRY CLUB BY-LAWS

Revised November 2015

ARTICLE I - Offices

The Corporation shall have and continuously maintain in the County of Comal, State of Texas, a registered office, and a registered agent, whose office is identical with such registered office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - Membership

Section 1. Class of Members.

The Corporation shall have (3) classes of members, as set forth in the Constitution.

Section 2. Dues.

Dues for membership in the Corporation shall be an amount determined by the Board per year, and must be paid in advance annually, semi-annually or quarterly, at the members' option. Dues for new members shall include the full half year in which they join.

Section 3. Initiation Fees.

Membership fee to join the Club is one hundred-fifty dollars (\$150) per person. This may be paid all at once with the submission of the application form, or in equal quarterly installments, the first \$37.50 being due with the application form. Or the money may be collected at the time that the member is accepted for membership by the Board of Directors. The entire membership fee must be paid by the end of the first year of membership.

Section 4. Number of Members.

The membership shall be limited to one hundred ten (110) Active members.

Section 5. Termination of Membership.

When any member shall be in default in the payment of dues for a period of sixty (60) days from the beginning of the fiscal year or period of which such dues become

payable, he shall be suspended from the use of Club facilities. Members who are ninety (90) days in arrears shall be placed on the delinquent list and their membership thereupon be terminated by the Board of Directors. The Board of Directors by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member for cause, after an appropriate hearing.

Section 6. Resignation.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid. Resignation relinquishes club ownership.

Section 7. Reinstatement.

Upon a written request, signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of 2/3 of the members of the Board, may reinstate such former member to membership if a vacancy is available and upon payment of a fee determined by the Board. Previous ownership has been relinquished.

ARTICLE III - Board of Directors and Officers

Section 1. Board of Directors.

A. Regular Meetings

There shall be a regular meeting of the Board of Directors on the second (2nd) Sunday of each month, at a time designated by the President /Chairman of the Board, except when the board determines a meeting is not necessary. The meeting shall be held in the Canyon Lake Country Club.

B. Special Board Meetings

Special meetings of the Board of Directors may be called by, or at the request of the President /Chairman or any two (2) Directors of the Board. Directors meetings, with proper notice, may be held at such place as the President / Chairman of the board shall designate and must have a simple majority of board members to conduct business.

C. Notice of Meetings

Notice of any special meeting of the board of Directors shall be given at least two (2) days prior thereto by notice delivered personally, by telephone, or sent by mail, to each Director at his address as shown by the records of the Corporation.

D. Quorum

A majority of the Board of directors shall constitute a quorum for the transaction of business at any meeting of the Board.

E. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

F. Board Member Attendance

Any board member failing to be in attendance for more than 3 consecutive meetings will be considered for replacement.

(See Constitution Article III Section 1-C page 6)

Section 2. Officers of the Corporation

A. President / Chairman

The President / Chairman shall be the principal executive officer of the Corporation, and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors, or by the By-Laws, to some other officer, or agent of the Corporation. In general, he shall perform all duties incident to the office of the President / Chairman and such other duties as may be prescribed by the Board of Directors from time to time. He shall serve as an ex-officio capacity on all committees except the Nominating Committee.

B. Vice-President

In the absence of the President / Chairman, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President / Chairman, and when so acting, shall have all the powers of, and be subject to, all the restrictions placed upon the President / Chairman. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President / Chairman, or Board of Directors.

C. Secretary the Secretary will be responsible for:

- 1) Minutes of the board and membership meetings.
- 2) Notices being given in accordance with the provisions of the Constitution & By-Laws.
- 3) Custodianship of the records and such other duties as associated with secretarial responsibilities.
- 4) Maintenance of a register of the current addresses and telephone numbers of each member, which shall be furnished to the Secretary by the members.
- 5) Performance of such other duties as may be assigned by the President / Chairman.
- 6) A reporting secretary may be appointed by the Secretary of the Board of Directors to take minutes of any meeting subject to the approval of the Board of Directors. The Reporting Secretary will be a member of the Club.

D. Treasurer the Treasurer will be responsible for:

- 1) The custody of all funds and securities of the Club, receiving and giving receipts for monies from any source whatsoever, and depositing such monies in the name of the Club in such Bank, Trust Company, or other depositories as may be selected by the Board of Directors.
- 2) Providing the Board of Directors, upon request, reports of assets and liabilities of the Corporation and all payments made by the members, and funds received by the Corporation from whatever source.
- 3) Making disbursements as directed by the Board of Directors, routine payments may be made upon prior approval by the Board of Directors.
- 4) Compiling and furnishing to the Board a list of all members who are delinquent in payment of their dues for more than sixty (60) days.
- 5) Performing such other duties as may be assigned by the President / Chairman, or Board of Directors.

ARTICLE IV - Membership Meetings

Section 1. Annual Meeting

Annual Meeting of the active members shall be held at Canyon Lake Country Club during the fourth quarter of the year as designated by the Board of Directors, for the purposes set forth in the Constitution. For the Election of Directors, proxies and absentee ballots may be authorized by the Board of Directors. Ballots / proxies / absentee ballots for the election shall be sealed, turned into the Secretary and opened only on the date of the election at the time of the vote count.

Section 2. Special Meetings

Special Meetings of the members may be called by the President / Chairman or the Board of Directors or by not less than one-fourth (1/4) of the members having voting rights and in good standing.

Section 3. Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered personally, by electronic mail, or by mail to each member entitled to vote at such meeting, not less than ten (10), nor more than thirty (30) days before the date of such meeting, or by direction of the President Chairman, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by the By-Laws, the purpose or purposes for which the meeting is called, shall be stated in the notice. If mailed, the notice of such meeting shall be deemed to be delivered when deposited in the U.S. Mail addressed to the member at his address as it appears on the records of this Corporation, with postage thereon prepaid.

Section 4. Quorum

Fifty percent (50%) of the active members including those represented by proxy shall constitute a quorum to any meeting of the general membership, and all matters shall be declared by a majority of the members present.

ARTICLE V - Committees

Section 1. Standing Committees

There shall be appointed by the Board of Directors at the first meeting in January the following Standing committee Chairmen:

- Building and Grounds
- Refreshments
- Miscellaneous Supplies
- Social
- Membership
- Nominations
- Newsletter
- Cards and Telephone
- Liaison

And such other committees as the Board of Directors or the President / Chairman may deem necessary. The duties shall be as specified by the person or persons making the appointment.

Section 2. Nominating Committee

The Board will select a Nominating Committee which will be made up of 3 or more (not to exceed 5) Club members who wish to serve (not be appointed) no later than 60 days prior to the annual meeting. Members of the Nominating Committee shall not be barred from becoming a nominee. The President / Chairman shall not participate in the selection of this nominating committee, nor be an ex-officio member of that committee.

Section 3. Term of Office

Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman

One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies

Vacancies in the membership of a committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government consistent with the By-Laws or with rules adopted by the Board of Directors.

ARTICLE VI – Amendments to the Constitution and By-Laws

The rules governing any amendments to the Constitution and By-Laws are set forth in Article VI of the Constitution.

ARTICLE VII - Miscellaneous

In addition to the subjects (5 sections) covered in the Constitution, the following are added:

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by Treasurer and in his or her absence the Board of Directors shall appoint surrogates.

Section 3. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such bank, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation, any contribution, gift, or bequest.

Section 5. Copies of the Constitution and By-Laws

Each new member shall be furnished a copy of the Constitution and By-Laws when their membership is approved. A copy of the Rules of the Club will be furnished at that time.

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the membership, Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

A GUIDE FOR HOSTS / HOSTESSES OF LUNCHEES & PARTIES

(How the Club Ticks)

- 1) Disarm the alarm system immediately after entering building.
- 2) Set A/C or heat thermostats to desired temperature – about 70 degrees in summer and 78 degrees in winter.
The key is in the closet in the office.
- 3) Unlock all doors.
- 4) During food preparation set up the bar, including slicing limes. Set out other mixes such as salt, hot sauce, etc.
- 5) Set up a dishpan of soapy water inside the kitchen door for dirty silverware.

AFTER THE FUNCTION:

- 1) Put away all liquor and wine.
- 2) Clean up food spills from the stove top & oven; soak casserole dishes and dirty pans in hot water.
- 3) After lunches - clear tables except for placemats.
After Lunches & Parties - clear tables and take the table cloths home to be laundered and returned. Take hangers with you (it makes it easier to bring them back.)
Take towels home to be laundered and returned.
Remove garbage & trash to outside container.
- 4) Money Boxes
 - Leave \$20 in ones in the luncheon and liquor boxes.
 - Put the rest of the money in the brown envelopes provided for bar, lunch or party. Give them to the Club treasurer or designee.
 - Both boxes are to be left in the liquor closet along with the chip tub.
- 5) Turn off sound system (use the MASTER SWITCH)
- 6) Turn the A/C thermostat to 78 degrees if A/C is being used.
Turn the heat thermostat to 50 degrees if heat is being used.
- 7) Check all areas (including bathrooms & storage room) to be sure lights are turned OFF.
- 8) Lock all doors.
- 9) Reset the alarm when leaving (be sure the door is closed tight when resetting or the system won't work). Turn off hall light on the way out.

THANK YOU

