

# THE GOODMEN CLUB

## CONSTITUTION & BYLAWS

Founded June 5 1990

### ARTICLE I - NAME AND PURPOSE

**Section 1. NAME - This organization shall be known as “The Goodmen Club” and shall sometimes be referred to hereinafter as "Goodmen" or “The Club”. [08/90]**

### Section 2. PURPOSE

- (a) The Goodmen Club shall operate as a not for profit organization for the primary purpose of promoting interest and participation in the sport of snow skiing, and for the further purpose of promoting increased safety in this sport.**
- (b) The Goodmen Club and its members are dedicated to the enjoyment of Life sports that can be shared with all family and friends no matter what Age, Gender, or Race.**
- (c) The Goodmen are active in their communities encouraging, promoting, & sponsoring our youth to participate in sports that can be enjoyed for life.**
- (d) Our Club members are active in wide range of sports including Skiing, Biking, Tennis, and Golf [08/01]**

### ARTICLE II - MEMBERSHIP

**Section 1. QUALIFICATIONS - Only persons having a sincere interest in skiing and being of good character shall be accepted as members in the Club. A person must be at least 21 years of age to be eligible for membership. [08/90]**

**Section 2. APPLYING FOR MEMBERSHIP - An application for Provisional membership must be completed by the interested applicant and signed by a regular Club member as sponsor prior to submission to any Board Member. The applicant must sign the application. The application shall clearly state that the applicant is expressly agreeing to abide by the By-Laws and Regulations of the Club. Payment of provisional dues must accompany the application. [08/90]**

### Section 3. TYPES AND CLASSIFICATIONS

- (a) Club memberships shall be divided into three (3) types: Associate, Married and Family. [08/90][03/02]**

Club membership shall be divided into five (5) classifications: Provisional, Regular, Junior, Honorary, and Lifetime. [08/90]

#### **Section 4. DEFINITIONS**

Associate Membership: **Membership is open to persons 21 years of age as of June 30, Associate memberships, whether Provisional, Regular, Honorary, or Lifetime, shall cover only the individual named. [03/02]**

Married Membership: **Married memberships, whether Provisional, or Regular shall, if both parties are at least 21 years of age, cover both the husband and wife. [3/94]**

Family Membership:

- (a) Family memberships, whether Provisional or regular, cover both the husband and wife and any children under the age of 21 as junior Members. [3/94]**
- (b) There children or the children of either spouse shall qualify for junior membership till the age of 21. [08/90]**
- (c) If a marriage of a couple with a Married membership is legally ended, both parties shall continue to have the same type and classification of membership for the remainder of the year. Either person may renew their membership by the submission to the Secretary of a brief letter stating the circumstances, together with a signed membership application card and the payment of dues for the next year. An Individual membership of the appropriate classification shall be issued to the person without the necessity of having the application sponsored or voted upon by the Board of Directors. [08/90]**

Provisional Classification:

- (a) Upon acceptance by the Secretary and approval by the Board of Directors, an applicant shall become a Provisional member of the Goodmen Club. A Provisional membership may be renewed annually by payment of the dues for the upcoming year. [07/91]**
- (b) A Provisional member may attend all Club meetings and functions and serve as a Committee Member, but he may not act as a sponsoring member for applicants, serve as a Director, hold office, act as a Committee Chairperson or vote at the annual business meeting or any other meeting of the membership. [08/90]**

Regular Classification:

- (a) A Provisional member who has fulfilled the requirement of going on at least one Goodmen Club-sponsored ski trip and has been a Provisional member of the Goodmen Club for at least one (1) fiscal year may apply for Regular membership. Upon approval for Regular membership by the Board of Directors the applicant will become a Regular member effective the following fiscal year. [08/90]**
- (b) A Regular member may attend all Goodmen Club meetings and functions, act as a sponsoring member for applicants, serve as a Director, hold office or act as a Committee Chairperson. [08/90]**
- (c) Every Regular member in good standing shall be entitled to one vote to be exercised in person at any meeting of the membership. [08/90]**

Junior Classification:

- (a) Upon notification at the Club office, a member's child or spouse, who is under the age of 21 as of the start of the fiscal year, and who is on record, shall be considered a Junior member for that year, subject to the provisions of subparagraph D below. [08/90]**
- (b) A Junior member may not act as a sponsoring member for applicants, serve as a Director, hold office, or act as a Committee Chairperson. The junior member may serve on a Committee, but shall have no vote at the annual business meeting or any other meeting of the membership. [08/90]**
- (c) A Junior member may qualify for trip reservations, but must be accompanied by a parent or parent authorized guardian on any Club sponsored trip. [09/90]**
- (d) Upon reaching the age of 21, a junior member who has fulfilled the requirement of going on one Club sponsored ski trip is eligible for Regular membership upon the submission of an application and payment of dues. [08/90] For such a member and for one year only, there shall be no dues. [05/22/95]**

Honorary Classification:

- (a) Honorary memberships may be awarded to persons or organizations deemed worthy by a two-thirds vote of the Board of Directors. [08/90]**
- (b) Payment of annual dues shall not be required of honorary members and they shall not receive a trip certificate by virtue of their honorary membership. [08/90]**

- (c) **An Individual Honorary member may go on Club sponsored trips, but will not have any other privileges of a Regular or Provisional member. [09/90]**

Lifetime Classification:

- (a) **Lifetime Individual memberships shall be awarded to all Past Presidents of the Club, recipients of the Continuous Outstanding Service Award and all Founding/Charter members of the Goodmen Club. [08/90]**
- (b) **Payment of annual dues shall not be required of Lifetime Individual members, Spouses, and siblings with Regular Membership Classification. [08/90]**
- (c) **Lifetime Individual members shall have all the privileges of a Regular Individual member. [08/90]**
- (d) **Lifetime members over the age of 21 will have a permanent seat on the Board of Directors.**

**Section 5. DISCIPLINARY ACTION**

- (a) **The use of illegal drugs, illegal substances, unlawful possession of firearms, misconduct at Club functions, or failure to follow any Goodmen Club policy or the policy and rules of any Club or organization the Goodmen Club is associated with will result in disciplinary action by the Board. (06/24/96)**
- (b) **Any member may be expelled from the Club after a member or members have presented written charges to the Board of Directors. Written notice containing the charges and the date of the hearing must be mailed to the charged member at least fourteen (14) days prior to the date of the Board of Directors meeting at which time these charges will be considered. The charged member shall have the right to attend and answer the charges, or file an answer or otherwise explain in writing to the President prior to the meeting.**
- (c) **Any member who is expelled shall not receive a refund of any dues (and provisional membership fee, if applicable) for that period remaining in the fiscal year. In addition, all valid and outstanding Goodmen Club Points will be forfeited.**

**Section 6. REINSTATEMENT -To is reinstated as a regular member in the Club, a new application for membership must be submitted to the Board of Directors for approval. If the Board of Directors elects to accept the application for membership, a reinstatement fee determined by the President may be required, in addition to the annual dues. A provisional member shall not be eligible for reinstatement.**

## **ARTICLE III - FISCAL YEAR, DUES AND CLUB POINTS**

**Section 1. FISCAL YEAR--**The fiscal year of the Club shall be from June 1 through May 31. Provisional and Regular Members shall renew membership annually with the payment of dues, payable as of June 1. Throughout these By-Laws any reference to the word "year" shall mean the Goodmen Club's fiscal year. Dues shall apply for the ensuring year and shall become delinquent June 30. Members will not be notified for payment of dues. It is up to each member to renew his or her memberships [08/90]

**Section 2. AMOUNT OF DUES -** Annual dues shall be collected by the Secretary or Treasurer of the Goodmen Club as voted on by the board of Directors. Provisional and Regular members as follows:

- (a) Provisional: Annual dues for Associate Memberships shall be \$30.00 for Individual Membership, \$50.00 for Married Membership and \$100.00 for Family Memberships. These stated amounts shall apply for each year until Regular Membership status is attained. [02/01]**
- (b) Regular: Annual dues for Regular Members shall be \$25.00 for Associate Membership, \$45.00 for Married Membership and \$75.00 for Regular Family Memberships. [02/01]**
- (c) Junior, Honorary, and Lifetime: There are no dues with these classes of membership. [08/90]**

**The amount of dues to be paid will be based on the membership status of the member(s) as of June 30. [08/90]**

**Section 3. Club Points:**

- (a) Goodmen Club Points valued \$1.00 per point shall be purchased separately for the annual Goodmen Club dues by each paid Provisional or Regular Membership [02/01][03/02]**
- (b) A minimum club Point purchase will be determined each fiscal year by the board of directors.**
- (c) Goodmen Club Points may only be used toward the final payment on any Goodmen Club ski ticket during the year in which it is issued or in purchasing Goodmen items for sale (i.e. Tee shirts, hats, and other items). Except as otherwise provided in these Bylaws, Goodmen Club points shall not be redeemed in any other manner. [08/90]**

- (d) **Goodmen Club Points not used in the fiscal year will not be refunded but may be used as Club points in the next fiscal year. Goodmen Club points cannot be used to pay annual dues.**

**Section 4. DELINQUENCY--Those Regular and Provisional Members failing to pay annual dues by a date on or after July 1, as determined by the executive committee, shall be dropped from the membership rolls of the club. [6/94]**

## **ARTICLE IV - OFFICERS**

**Section 1. DEFINITION - The elected Officers of the Club shall be the President, Vice President, Trip Director, Treasurer, Secretary (Recording), and Immediate Past President, who shall automatically hold office following his term as President.**

### **Section 2. ELECTION**

- (a) **Time: The election of Officers shall be held prior to the annual business meeting at a time and place designated by the Board of Directors.**
- (b) **Method: the Board of Directors shall elect Officers of the Club. These elections shall be by written ballot or sealed written absentee ballot. (06/24/96).**
- (c) **Term: Term of office shall be for the Club's fiscal year and until successors are elected. In the event of failure or inability of an Officer to perform duties incident to the office or if an Officer misses three (3) Board meetings in a Club's fiscal year, the Board of Directors may declare the position vacant. [06/98]**

**Section 3. VACANCY--In the case of a vacancy of any office, the Board of Directors shall elect a successor to hold office for the remainder of the term.**

**Section 4. BONDING--The Board of Directors shall determine the amount of bond and/or insurance for such Club personnel, as may, in the discretion of the Board of Directors, require bonding or insurance. The Club shall pay the premiums on such bonds and insurance.**

**Section 5. SIGNATURES--Except as provided in Article IX, Section 2, all checks and orders up to and including \$5000.00 shall be signed by the Treasurer, President, Vice President or Trip Director. All checks and orders in excess of \$5000.00 shall be signed by two of the following Officers: President, Vice President, Trip Director and Treasurer. All contracts, notes, deeds, and other instruments and agreements, which bind the Club, shall be signed by the President and attested by the Secretary.**

### **Section 6. RIGHTS AND DUTIES OF OFFICERS**

- (a) President. **The President shall preside at all meetings of the Board of Directors and membership; he shall sign all contracts, notes, deeds, and other instruments made and entered into for and on behalf of the Club; and he shall have general supervision over the business and affairs of the Club. The President shall be the Chief Executive Officer and shall perform such duties as usually pertain to that office and he shall be Chairman of the Executive Committee. The President may, by written instrument, delegate the authority and responsibility of signing Club contracts relating to Club trips, the term of which contracts may not exceed two (2) years, to the Trip Director and/or the Assistant Trip Director.**
- (b) Vice President. **In the absence or inability of or at the request of the President, the Vice President shall: Officiate and perform all duties incumbent upon the President. Act as first assistant to the President in administering the operation of the various committees, which are not chaired by Officers.**
- (c) Trip Director. **The Trip Director shall: Preside at all meetings and other Club functions in the absence of the President and Vice President. Act as Chairman of the Trip Committee. Appoint Trip Captains and instruct them of their responsibilities. Advise the Board of Directors of the status of all trips at each Board meeting.**
- (d) Treasurer. **The Treasurer shall be the Chief Financial Officer of the Club. The Treasurer shall: Arrange for and supervise the receipt and custody of all Club assets and arrange for and supervise the payment and disposition of all Club liabilities. Prepare and submit a written Balance Sheet and Statement of Income and Expenses at each regular meeting of the Board of Directors. Supervise the Committee Treasurers. Chair the Finance and Financial Operations Committees. Supervise any employed bookkeeping staff. [08/90]**
- (e) Secretary. (Recording) **The Secretary shall: Supervise processing of membership applications, which will be submitted to the Board of Directors for approval. Act as official custodian of the policy copies for each office and committee. Arrange for the membership billing of annual dues, collect the monies for such payment, and submit monies collected to the Treasurer at least monthly. Supervise the maintenance of accurate current records of the regular, provisional, junior, and honorary memberships. Provide written notification to the Committee Chairman of any Board transactions, which concern his committee. Notify membership applicants of their approval by the Board of Directors into provisional membership and provisional members of their approval to regular membership. Maintain an accurate current mailing list of all Club members. Present to the Board of Directors at the May meeting the names of those provisional members qualifying for regular membership. Maintain custody of the corporate seal and apply the**

seal and attest the signature of the President on contracts, notes, deeds, and other instruments and agreements made and entered into for and on behalf of the Club. Supervise any employed clerical staff. Maintain accurate minutes of all meetings of the membership and Board of Directors.

- (f) Immediate Past President. The sole function of the Immediate Past President shall be to serve as an ex officio member of the Board of Directors. He shall have no other duties or powers.

## ARTICLE V - MEETINGS OF THE MEMBERSHIP

**Section 1. REGULAR--**The Club shall hold regular monthly meetings, from October through June; to transact such business as shall properly come before it, at a time and place determined by the President. [06/01]

**Section 2. ANNUAL--**The annual business meeting shall be held in conjunction with the regular meeting in May for the announcement of new Officers and the appointment of Directors. This meeting shall be open only to regular, provisional, honorary, and Lifetime members in good standing, with only Regular and Lifetime members eligible to vote on any issues presented. [06/01]

**Section 3. SPECIAL --**A special meeting may be called at any time by the following: President, or four (4) or more members of the Board of Directors.

**Section 4. NOTICE--**Prior to the annual meeting or any special meeting of the membership, a good faith effort will be made to contact each member in good standing.

## ARTICLE VI - BOARD OF DIRECTORS

**Section 1. DEFINITION--**The governing body of the Club shall be the Board of Directors, which shall consist the Officers of the Club, as ex officio members, all Lifetime members and two (2) other Directors to be appointed by the President from the Regular Membership. Honorary and Provisional are not eligible for appointment. [06/90]

**Section 2. ELIGIBILITY--**Any regular member in good standing is eligible for appointment as a Director.

**Section 3. NOMINEES –** Nominees may be presented to the President for consideration from any Member in good standing

- (a) **Term:** All Directors shall be appointed for a term of two (2) years, so arranged that at the termination of each fiscal year the terms of one (1) Director expire. In the event of failure or inability of a Director to perform duties incident to the office or if a Director misses three (3) board meetings in

a Club's fiscal year, the Board of Directors may declare the position vacant.  
[06/98]

#### **Section 4. AUTHORITY**

- (a) **The Board of Directors shall have full power to transact business for which the Club is organized in order to carry out the purposes of the organization including the assessment of all dues. Only a member of the Board of Directors shall hold the power, when present, to vote and to introduce motions at meetings of the Board of Directors.**
- (b) **The Board of Directors shall have the full power to purchase, lease, or otherwise acquire, maintain and sell any real and personal property as may be necessary for proper conduct of the affairs of the Club.**
- (c) **The Board of Directors shall have the full power to establish, protect, maintain and license any trademark, service mark, name or logo that would be beneficial to the Club.**

#### **Section 5. MEETINGS**

- (a) **Regular Meetings. The Board of Directors shall meet monthly. A majority of the Board of Directors present shall constitute a quorum but must include at least the President. The President shall designate the place of such monthly meetings.**
- (b) **Special meetings may be held at the request of the President or a majority of the Board of Directors. A majority of the Board shall constitute a quorum at such meeting. Notice of a special meeting shall be given at least two (2) days prior to the date of the special meeting.**
- (c) **The Transitional Board of Directors meeting shall be held on the first Sunday of June for the purpose of transferring the duties of the newly elected Officers and Directors.**

**Section 6. VACANCIES –If a vacancy exists on the Board of Directors, a successor for the un-expired term shall be selected by the Board of Directors at a regularly scheduled or special meeting of the Board of Directors.**

**Section 7. BOARD ACTION - Unless otherwise provided in these bylaws, a majority vote of those present and voting shall be required for a decision or an action of the Board of Directors.**

### **ARTICLE VII - EXECUTIVE COMMITTEE**

**Section 1. DEFINITION - The Executive Committee shall be composed of the following five (5) Officers: President, Vice President, Trip Director, Treasurer, and Secretary.**

**Section 2. MEETINGS - The Executive Committee shall meet at the request of the President.**

**Section 3. AUTHORITY - The Executive Committee shall have the power to transact business between the regular meetings of the Board of Directors and shall be responsible for the day-to-day decisions. The Committee shall function within the policies and guidelines established by the Board of Directors.**

## **ARTICLE VIII - STANDING COMMITTEES**

**Section 1. The Club shall function through the following committees:**

- (a) Membership**
- (b) Scrapbook/Photography**
- (c) Ticket Coordinator/Public Relations**
- (d) Social**
- (e) Community Projects [06/01]**
- (f) Trip Management [10/99]**
- (g) Sports (06/92)**

**Section 2. BOARD REPRESENTATION--The President shall appoint, at his discretion, a Board member to act, as liaison for those committees deemed necessary for the proper flow of Board and Committee communications.**

**Section 3. COMMITTEE CHAIRMEN**

- (a) The President shall appoint the Committee Chairmen.**
- (b) The Duties. Each Committee Chairman shall be responsible for performing the following duties: Schedule and preside at all meetings of the Committee. Be responsible for assuring that Committee duties are performed and that Club policies are followed. Appointing Club members as needed to comprise the Committee, except as elsewhere provided in these bylaws. Apprising all Committee members of the duties of the Committee. Supplying the President with a report of the activities of the Committee**

- (c) **Term.** Each Committee Chairman, including Committee Treasurers, shall hold office during the Club's fiscal year unless the Board of Directors requires otherwise. [06/99]

#### **Section 4. COMMITTEE DUTIES**

- (a) **Membership.** The Membership Committee shall perform the following duties: Maintain a supply of applications and other Club materials for distribution to interested persons at Club meetings. Provide means to insure admission of only members and authorized guests. Administer an active new member promotion program.
- (b) **Scrapbook/Photography.** The Photography Committee shall function as a service to:
- (c) **Ticket Coordinator/Public Relations.** It shall be the duty of the Public Relations Committee to publicize and promote activities of the Club.
- (d) **Social.** The Social Committee shall perform the following duties: Be responsible for scheduling and supervising details of all Club social functions. Presenting to the President an estimate of expenses and admission fees prior to such function for approval.
- (e) **Community Projects.** The duties of the Community Projects Committee shall be to plan and arrange: Instructional or educational projects sponsored by the Club. Civic and community activities. Fund-raising events. Any other events designated by the Board of Directors.
- (f) **Trip Management.** The Trip Management Committee shall consist of the following: Trip Director, President, Vice President, Assistant Trip Director and Treasurer. The Committee shall: [10/99]
  - 1. Approve trip schedule, Trip Coordinator selections, and establish trip policies for the fiscal year.
  - 2. Approve all plans and budgets for trips submitted by the Trip Coordinators Have the power to cancel a trip.
- (g) **Sports.** The Sports Committee shall have the following duties: [06/92] be responsible for planning, operating and budgeting of all non-skiing athletic activities and leagues. Presenting to the President a written budget, including estimated expenses and fees, prior to the beginning of the activity or league for approval.

#### **ARTICLE IX - CLUB PROPERTY AND FINANCE**

**Section 1. AUTHORIZATION - No member shall obligate the Club to disburse monies without prior authorization of the Board of Directors. At its discretion, the Board of Directors may delegate portions of this authority to the Finance Committee.**

**Section 2. CUSTODY - Except with respect to the General Account of the Club as specified in Article IV, Section 5, Club members shall be directed to receive and disburse monies and custody of Club property only upon authorization by the Board of Directors. Any member accepting custody of Club assets shall abide by the policies established by the Board of Directors. Any checks or orders greater than the one-signature limit, established for the Club's General Account must be additionally signed or approved by the Treasurer, President, Vice President or Trip Director.**

### **Section 3. RECORDS**

- (a) Maintenance. Any member of the Club accepting custody of Club property, except expendables, shall maintain records adequate to substantiate the correctness and accuracy of all receipts, disbursements, and balance on hand. These shall include, at a minimum, all receipts, deposit slips, canceled checks and bank statements. In addition, any member having custody of monies shall submit a monthly statement of condition to the Treasurer unless specifically exempted by the Board of Directors.**
- (b) Disposition. Within thirty (30) days from the time a project is completed, all accounts shall be closed and all records submitted to the Treasurer through the appropriate Committee Chairman, along with any monies or property remaining on hand. In the event a project continues through the end of a fiscal year, records and monies shall be retained, with a statement of condition submitted to the Treasurer as of May 31.**

### **Section 4. TRANSFER, LOSS OR CHANGE IN CONDITION**

- (a) Transfer. Except for expendables, the transfer of Club property between members shall be reported to the Treasurer.**
- (b) Loss or Change in Condition. The unaccountable loss or change in condition affecting the worth of Club property shall be promptly reported to the Treasurer, who shall present the matter to the Board of Directors for disposition.**

**Section 5. AUDIT--Any member accepting custody of Club property is subject to audit as provided in Article VIII, Section 4A.**

**Section 6. RELIEF FROM CUSTODIAL DUTIES--Any member may obtain relief from custodial duties upon written notice to the Board of Directors and shall have**

the right to request an audit on the occasion of his relief as provided in Article VIII, Section 4A.

## **ARTICLE X - GUESTS**

### **Section 1. ATTENDANCE AND REGISTRATION**

- (a) **Persons interested in snow skiing are eligible to attend regular or special Club meetings. Club members should actively sponsor attendance of guests at meetings.**
- (b) **All guests must register at Club meetings. Club members sponsoring guest attendance should assist in registration.**

**Section 2. FUNCTIONS CLOSED TO GUESTS--The following functions shall be closed to non-members:**

- (a) **The annual business meeting.**
- (b) **Such special function meetings, which allow a limited number in attendance.**

All Club Trips unless approved by the board of directors. [7/02]

## **ARTICLE XI - PARLIAMENTARY AUTHORITY**

**In the absence of any provisions to the contrary in these bylaws, all regular meetings of the Club and all meetings of the Board of Directors and Committees shall be governed by the parliamentary rules and usages contained in the then-current edition of Robert's Rules of Order, Newly Revised.**

## **ARTICLE XII - AMENDMENTS**

**These bylaws shall be amended only on the approval of two-thirds of the members of the Board of Directors present and voting at a meeting called as provided in Article VI, Section 5. Such amendment may occur if a quorum as defined in Article VI, Section 5 is present.**

## **ARTICLE XIII - INDEMNIFICATION OF OFFICERS, DIRECTORS AND EXECUTIVE COMMITTEE**

**Section 1. -The Club shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Club, by reason of the fact that he is or was a director, officer, executive committee member, employee, or agent of the Club, or is or was serving at the request of the Club as a director, officer, executive committee member, employee, or agent of another Club, corporation, partnership, joint**

venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2.** -The Club shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he is or was a director, officer, executive committee member, employee, or agent of the Club, or is or was serving at the request of the Club as a director, officer, executive committee member, employee, or agent of another Club, corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Club; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that the Court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

**Section 3.** -To the extent that a director, officer, executive committee member, employee, or agent of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

**Section 4.** -Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, executive committee member, employee, or agent to pay such an amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in this Article.

**Section 5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, executive committee member, employee, or agent and shall inure to the benefit of his heirs, executors and administrators of such a person.**