



## The Pinecliff Lake Community Club

[www.PinecliffLake.org](http://www.PinecliffLake.org)

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This Constitution was approved by our members in May 2016.

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## Constitution

Article One: Name, Purpose and Community Boundaries	2
Article Two: Membership Eligibility and Categories	2
Article Three: Transfer, Reinstatement and Membership Fees Effective January 1, 2016	3
Article Four: Other Membership Provisions	4
Article Five: Membership Privileges	5
Article Six: Membership Meetings	6
Article Seven: Voting and Mail Ballots	7
Article Eight: Elections	7
Article Nine: The Board of Trustees	8
Article Ten: Duties of the Officers and Other Board of Trustees Members	9
Article Eleven: Financial Operations	10
Article Twelve: Committees	11
Article Thirteen: Organized Functions and Auxiliary Clubs	11
Article Fourteen: Parliamentary Rules	12
Article Fifteen: Amendments	12

## Article One: Name, Purpose and Community Boundaries

- 1.1 The corporate name of this club is "Pinecliff Lake Community Club" or henceforth "PLCC." PLCC is a not-for-profit and non-stock corporation. The date of incorporation is March 20, 1930.
- 1.2 The purposes of PLCC are to:
- Maintain, acquire, hold, own and provide for the care, maintenance and control of the beaches, lake, dam, piers, pavilions, clubhouse, buildings, and other structures and grounds used for recreation, sports, boating, bathing, and fishing on Pinecliff Lake, and all of the property held in common by the owners;
  - Formulate rules and regulations for the use of the club's property;
  - Ensure the present and future character of the community known as Pinecliff Lake;
  - Promote the civic, social, recreational, and intellectual interests of its members.
- 1.3 The boundaries for the purposes of Family or Senior membership in the Pinecliff Lake Community Club are:
- South to Stowaway Road;
  - East to Union Valley Road;
  - North to Orbit Road, and;
  - West to Bearfort Mountain.

## Article Two: Membership Eligibility and Categories

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### 2.1 Membership Eligibility for the Pinecliff Lake Community Club

Any property owner or resident located within the boundaries of the Pinecliff Lake Community or within a 15-mile radius of Pinecliff Lake is eligible to apply for membership.

### 2.2 Membership Categories

1. Family Membership
2. Senior Membership
3. Pinecliff Associate Membership
4. Associate Membership

### 2.3 Memberships for Property Owners in the Pinecliff Lake Community

1. A Family Membership shall be available to those residents who are property owner(s) in the Pinecliff Lake Community and all other persons residing in their household.
2. A Senior Membership shall be available to those residents who are property owner(s) in the Pinecliff Lake Community in the year that the property owner attains the age of 62. This reduced-rate Senior Membership is limited to households with no more than three individual members.

### 2.4 Pinecliff Associate Membership

Shall be those members who are residents, by virtue of being tenants, lessees, and members of their household in the Pinecliff Lake Community, where the owner of the property does not have a Family Membership or Senior Membership in good standing at that address. Each property in Pinecliff needs to establish membership in good standing. A member in good standing at one address does not confer good standing to other properties owned by that member.

### 2.5 Associate Membership

Associate Memberships are available to persons residing outside the boundaries of the Pinecliff Lake Community but within a fifteen mile radius of Pinecliff Lake.

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**3.1 Purchase of Pinecliff Property in Good Standing**

When a property in the Pinecliff Lake Community, as defined in Section 1.3 above, in good standing for three or more of the immediately preceding three years is purchased, the new owner will be assessed a one-time Transfer of Membership Fee of \$100 .

**3.2 Purchase of Pinecliff Lake Community Property from All Others**

When a Pinecliff Lake property is purchased from an owner who has not maintained membership for that individual property for one or more of the three immediately preceding years, the outstanding membership fees for the preceding three years must be made current in order for the individual purchasing that property to be considered in good standing. As an alternative, these outstanding membership fees may be waived if the property owner signs a legally binding and enforceable document, transferable to any new owners, committing to maintain membership in the Club for the next six years. In either case, a one-time Transfer of Membership fee of \$100 will be assessed.

**3.3 Lapsed and Other New Memberships**

When a Pinecliff Lake property owner has failed to secure and/or maintain membership for that individual property for one or more of the three immediately preceding years, the outstanding membership fees for the preceding three years must be made current in order for membership to be secured or reinstated. As an alternative, these outstanding membership fees may be waived if the property owner signs a legally binding and enforceable document, transferable to any new owners, committing to maintain membership in the Club for the next six years. If the property owner has never been a member at that individual property, a one-time membership fee of \$100 will be assessed.

## Article Four: Other Membership Provisions

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### 4.1 Application Process

Membership may be available upon appropriate application and payment of fees, dues, and assessments as determined annually by the Family and Senior Members at the Annual Budget Meeting and in accordance with the terms detailed in this Constitution.

### 4.2 Approval by Board of Trustees

All membership applications are subject to approval by the Board of Trustees.

### 4.3 Member in Good Standing

A "member in good standing" shall be deemed to mean a Member who has paid all amounts required or has legally committed to the six-year term of membership referenced in Section 3.2 and whose membership privileges have not been suspended in accordance with Section 4.11 or 4.12 below.

### 4.4 Non-Discrimination

Membership shall not be denied on the basis of age, race, creed, color, gender, marital status, parental status, sexual orientation, gender identity, gender expression, or political affiliation.

### 4.5 Authority to Limit Associate Memberships

The Board of Trustees may limit, at its discretion, the number or category of Associate memberships for fiscal or capacity considerations.

### 4.6 Membership Period

The payment of required dues, transfer fees, and/or assessments provides membership privileges from April 1 through March 31<sup>st</sup> of the following year.

### 4.7 Sale of Pinecliff Lake Community Property

If the Pinecliff Lake Community property which qualifies a person for Family or Senior membership is sold, the privileges of membership will expire on March 31<sup>st</sup> of the following year.

### 4.8 Termination of Membership

All memberships shall terminate upon the non-payment of dues.

### 4.9 Adherence to Club Rules and Regulations

Members must comply with club rules and regulations as published or posted.

### 4.10 Communications: newsletters, e-mails, and/or a web site will provide information of importance to PLCC members.

### 4.11 Penalties and Suspension of Membership Privileges: The Board of Trustees may fix and enforce penalties or suspend some or all membership privileges for conduct unbecoming a member or for violations of its rules. Such action requires a 2/3 vote of the Board of Trustees.

### 4.12 Expelling a Member

The Board of Trustees may expel a member for more serious infractions or violations of its rules. Such action requires a 2/3 vote by the Board of Trustees. An expelled member shall lose all rights and privileges of membership. An expelled member may seek reinstatement with a petition signed by fifteen Family or Senior members. A special meeting must be called to consider reinstatement. A simple majority of those in attendance at the special meeting and voting shall decide the question.

**5.1 Club Privileges Available to All Categories of Membership**

Access and use of Pinecliff Lake and other property owned by PLCC is restricted to members and eligible guests only.

All memberships convey club privileges to all persons residing in the household.

Club privileges include:

- Access to Pinecliff Lake and the use of PLCC docks.
- Participation at club meetings and events.
- Use of all club facilities.
- The right to membership in auxiliary clubs.
- The right to rent the clubhouse during designated periods.
- Use of motorboats and other non-motorized watercraft:
  - Shall be governed by rules and regulations established by the Board of Trustee by which members must abide.
  - Boats are allowed up to a 10 HP motor.
  - Motor size shall not exceed manufacturer's rating.

**5.2 Eligible Guest Privileges**

At the discretion of the Board of Trustees, club privileges may be extended to eligible guests of members on a daily basis with the use of a guest pass or guest badge and are subject to immediate review by any member of the Board of Trustees. These privileges are extended for the sole purpose of infrequent guests who live outside of the Pinecliff Lake Community.

**Seven Day Limit**

No eligible guest may use the club facilities beyond seven days in any year. After seven days of guest privileges in any year, a membership must be secured for any additional use of the Club. An exception to this limit is extended to guests under the age of 3.

**Exclusion of Guest Privileges for Pinecliff Residents**

No guest privileges may be extended to a resident of the Pinecliff Lake Community who is not a member in good standing without the advance approval of the Board of Trustees. Violations of this provision may result in suspension or loss of membership privileges to the member who violated this provision. This exclusion on guest privileges does not apply during an authorized rental of the clubhouse.

**5.3 Additional Privileges for Members on Lakefront Property**

Members whose homes border on the lake may access the lake from their property. Members may build or use a dock at the edge of their property which projects into Pinecliff Lake so long as it is non-obtrusive and safely maintained and used. Dock length may not extend more than 15 feet into the water from the shoreline unless prior approval is granted by the Board of Trustees. All docks and other structures which extend into or over PLCC's property will be construed as trespassing unless membership is maintained.

**5.4 Additional Privileges for Family and Senior Memberships**

1. Any adult of a Family or Senior membership household in good standing has the right to serve in any position on the Board of Trustees subject to the approval of the property owner.
2. Voting rights on all club issues subject to the approval of the property owner.

**5.5 Additional Privileges Available at the Time of Corporate Dissolution**

1. Family and Senior Memberships of at least three years duration prior to a vote authorizing corporate dissolution are qualified members entitled to a share of corporate assets upon dissolution of the corporation.
2. The amount due each qualifying member will be calculated by dividing the proceeds of any assets sold by the number of qualifying members at the time of corporate dissolution.

### **6.1 Membership Meetings – Required Number and Notice**

There shall be a minimum of two Membership Meetings to be scheduled each year.

These meetings shall be scheduled at the discretion of the Board of Trustees.

Written or e-mail notice of the dates, times and location of these meetings must be provided to the members at least 10 days in advance.

### **6.2 Special Membership Meetings**

Special Membership Meetings for specific objectives or purposes may be called on 7days written notice.

These special meetings may be called by the President, the Board of Trustees, or at the written request from 10% of the Family and Senior members to the President.

At special meetings of the Club, only the specific objectives or purposes set forth in the notice for the meeting may be voted upon.

### **6.3 Quorum**

Fifteen Family or Senior members, in addition to any members of the Board of Trustees, shall constitute a quorum at any Membership Meeting or Special Membership Meeting of the Club. No official business shall be conducted without a quorum.

### **6.4 Resolutions**

The chair may request that any resolution offered at a meeting be in writing.

### **6.5 Attendance Sheet**

All members shall sign an attendance sheet at Membership Meetings.

### **6.6 The Order of Business at all Membership Meetings shall be as follows:**

- Call to order
- Reading and approval of the minutes of the previous meeting
- Treasurer’s Report
- Reading of communications
- Reports from Officers and Trustees;
- Committee Reports
- Unfinished business
- New business
- Announcement of date of next meeting (if known)
- Adjournment

## Article Seven: Voting and Mail Ballots

### 7.1 Membership Voting at Membership and Special Membership Meetings

1. Each Family or Senior Membership is entitled to one vote on all club issues.
2. Voting shall be by a hand count unless an approved motion from the floor requests a secret ballot or a roll call vote.
3. A roll call vote may be requested by any member of the Board or any other five members during a membership meeting.
4. A request for a roll call vote may not be made during an election.
5. Questions at membership meetings shall be decided by a simple majority vote, including the votes of any members of the Board of Trustees.

### 7.2 Board of Trustees Voting

1. A roll call vote may be requested and recorded at the request of any member of the Board of Trustees during a Board meeting.
2. All questions at Board of Trustees meetings shall be decided by a simple majority vote, except for the removal of a Board Member which requires a two-thirds vote.

### 7.3 Mail Ballots

1. At the discretion of the Board of Trustees, voting on any specific subject or resolution may be by mail or e-mail ballot. The Board will designate the time allotted for response. A simple majority of the votes returned will decide the issue.
2. All amendments to this Constitution must be decided by mail or e-mail ballot.

## Article Eight: Elections

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### 8.1 Nominating Committee

A Nominating Committee shall be appointed by the President, subject to approval by the Board of Trustees, from among Family or Senior Members not currently serving on the Board. This committee's responsibilities are to solicit and accept the names of other Family or Senior members qualified and willing to run for election to the Board of Trustees and to make this list available to the Board in time for adequate notice to be provided to the membership.

### 8.2 Notice

The Board must assure that notice of the pending election is provided to all members at least ten days in advance of the Annual Election Meeting. Such notice shall include the availability of positions, those persons currently offering to run for election, and an announcement that other names may be placed in nomination from the floor at the Annual Election Meeting.

### 8.3 Election of Board of Trustees Members

Members of the Board of Trustees shall be elected at a Membership Meeting. At that meeting, the Nominating Committee shall announce the names of those persons offering to run for election. Other nominations may be made from the floor by any Family or Senior member in good standing; such nominations need to be seconded.

### 8.4 Election Judges

At each election, the President or Chairperson may appoint a committee of three judges, not candidates for office, to supervise the election.

### 8.5

The candidate receiving the most votes for each available position shall be elected and shall take office at the end of the election meeting.

**9.1 Composition**

The Board of Trustees shall be comprised of Family or Senior Members, including:  
Five Officers serving two-year terms and up to twelve Trustees serving three-year terms.

**9.2 The Officers shall include:**

- President
- Vice-President
- Secretary
- Treasurer
- Membership Officer

**9.3 Board of Trustees Authority**

The Board of Trustees shall govern and manage the Club. It shall have authority over the property, finances, and affairs of the Club within the provisions of this Constitution.

**9.4 Quorum at Board of Trustees Meetings**

A simple majority of the Board of Trustees shall constitute a quorum.

**9.5 Absence from Board Meetings**

Any member of the Board of Trustees having three consecutive unexcused absences from meetings of either the Board or the general membership shall be deemed as having resigned from office.

A request for an excused absence should be made to any officer, and whenever possible, should be made prior to the meeting.

**9.6 Removal from Office**

Any member of the Board of Trustees may be removed from office for cause, after a hearing and the affirmative vote of two-thirds of the Board.

The removed Board member may appeal the removal from office upon submission of a petition signed by fifteen Family or Senior members.

Upon receipt of such petition, the Board must schedule a special membership meeting to consider reinstatement. A simple majority of all members in attendance, including Board members, is required for reinstatement.

**9.7 Vacancies**

The President may appoint any Family or Senior Member to fill a vacancy on the Board, subject to the approval of the Board.

The appointment shall remain in effect until the next Annual Election Meeting.

At that meeting, the position is open for election for the remainder of the unexpired term.

**9.8 Temporary Chairperson**

In the absence of both the President and the Vice-President, the Board shall elect a temporary chairperson from among the Board to preside at any meeting of the Club.



**10.1 Duties of the President**

- Presiding at all meetings of the Club and the Board of Trustees;
- Enforcing the Constitution;
- Performing other administrative duties as assigned by the Board of Trustees;
- Keeping all deeds, insurance policies, contracts, and other similar documents in a safe place to which the President and two other officers may have access;
- Appointing all committees subject to the approval of the Board members;
- Serving ex-officio as a member of all committees;
- Assigning the duties of elected or appointed Board members, subject to Board of Trustees approval.

**10.2 Duties of the Vice-President**

- Performing the duties of the President in the event of absence, disability, or at the request of the President;
- Performing other duties as assigned by the Board of Trustees.

**10.3 Duties of the Secretary**

- Conducting the official correspondence of the Club;
- Keeping accurate minutes of all meetings;
- Preserving all documents and communications of the Club;
- Safeguarding and using the corporate seal;
- Performing other duties as assigned by the Board of Trustees.

**10.4 Duties of the Treasurer**

- Maintaining the financial records of the club;
- Preparing and cosigning disbursements;
- Recording all funds received by the club and deposited in its name;
- Presenting financial reports at each meeting of the club;
- Filing all government reports and taxation requirements.

**10.5 Duties of the Membership Officer**

- Promoting club membership;
- Keeping an accurate record of all members and membership payments;
- Receiving, recording and depositing membership fees in the club's name at least twice monthly;
- Supplying proper identification emblems after appropriate membership payments.
- Assure that the last six years of membership records are maintained.
- Provide the Board of Trustees a list of current members upon request.

**10.6 Duties of Other Board of Trustees Members**

The duties of other Board of Trustees members shall be assigned as referenced in Section 10.1 above.

## Article Eleven: Financial Operations

### 11.1 Annual Budget

Each year the Board of Trustees shall prepare a proposed annual budget which shall include, by major category, a listing of projected income (fees, dues, assessments, transfer fees, initiation fees, and other receipts) and disbursements for the following calendar year.

### 11.2 Provision of Budget and Notice

The proposed annual budget shall be provided to the membership through posting on our website, newsletter, and/or email at least ten days prior to the Annual Budget Meeting. The Treasurer will assure that any Family or Senior member requesting a written copy of the proposed budget receives it.

### 11.3 Review and Approval of Budget at Annual Meeting

The proposed annual budget shall be distributed, presented, reviewed, revised (if desired), and voted upon by the members present at the Annual Budget Meeting. Approval of the proposed budget requires a simple majority of the members voting at the meeting.

### 11.4 Authority to Administer Budget

Upon approval by the membership present at the Annual Budget Meeting, the budget is to be administered by the Board of Trustees.

### 11.5 Non-budgeted Expenditures Over \$400

Any non-budgeted expenditure greater than \$400 requires approval by the Board of Trustees by a simple majority.

### 11.6 Non-budgeted Expenditures Over \$5,000

Any non-budgeted expenditure greater than \$5,000 requires approval by the membership. Exceptions are made for expenditures necessitated by statutory requirements or safety-related needs. Such exceptions must be reported to the membership as soon as possible.

### 11.7 Approval for Payment

Payments shall be made by check, which shall be signed by two authorized officers of the Club.

### 11.8 Bonding Question

Any member of the Board of Trustees whose duties include the responsibility of handling money shall be bonded at the expense of the Club in the amount deemed necessary by the Board.

### 11.9 Sale of Corporate Assets Over \$3,000

Sale of corporate assets over \$3,000, or an offer to purchase such assets, shall require approval by the trustees followed by a simple majority of the membership voting in the form of a mail and/or e-mail ballot.

### 11.1 D & O Insurance

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The Board of Trustees shall have Directors and Officers insurance coverage provided by the Club.

## Article Twelve: Committees

### 12.1 Authority to Appoint Committees

The President shall appoint all committees, those listed below and others that are deemed necessary, subject to the approval of the Board of Trustees.

### 12.2 Auditing Committee

There shall be an auditing committee, whose duties shall be to conduct an annual review of the financial records of the Pinecliff Lake Community Club, including any auxiliary units, and to report its findings to the Board of Trustees and the membership.

### 12.3 Membership Committee

There shall be a membership committee formed by the Membership Officer, whose sole responsibility is the promotion of membership.

For the Nominating Committee, see Section [8.1 Nominating Committee](#)

## Article Thirteen: Organized Functions and Auxiliary Clubs

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### 13.1 Approval by Board of Trustees

All clubs, organizations, organized functions, procedures for rentals, and/or use of club facilities must have prior approval from the Board of Trustees.

### 13.2 Charter

Formal auxiliary clubs or organizations must submit a charter outlining the primary functions or purposes of the organization for Board approval. Such approval must be secured in advance and is subject to annual review by the Board.

### 13.3 Composition

Membership within each club or organization must be from within the various categories of PLCC membership.

### 13.4 Annual Financial Statement

A written financial statement must be filed by each club or organization with the Treasurer at the Annual Budget Meeting and reported to the membership.

### 13.5 Use of Club Monies

Monies generated by each auxiliary club or organization are to be used to maintain or upgrade the facilities or programs of PLCC. Use of these monies is to be decided annually by cooperation between the club and the Board of Trustees. Each club shall present their proposed budget in writing to the Board of Trustees at least 15 days prior to the Annual Budget Meeting for the Board's approval. All approved club budgets shall be presented to the membership at the Annual Budget Meeting. Any PLCC auxiliary club or organization with no activity for three consecutive years is subject to forfeiture of funds to the PLCC general fund. All bank accounts for PLCC auxiliary clubs or organizations shall be opened under the PLCC corporate tax ID number.

### 13.6 Report of Officers and Membership

~~A list of the club officers and a total membership list must be filed with the Board of Trustees on an annual basis.~~

### 13.7 Board of Trustees Authority

The Board of Trustees reserves the right to review, suspend, or permanently disband the operations of any auxiliary club or organization for cause, such action to be reported to the membership.

## Article Fourteen: Parliamentary Rules

- 14.1** The Club will be governed and conducted under the provisions of the latest edition of Robert's Manual of Parliamentary Procedure.

## Article Fifteen: Amendments

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- 15.1** A proposed amendment to this Constitution may be submitted upon the written request of 10% of the Family and Senior members or a simple majority of the Board members.
- 15.2** This request must be filed at a Membership Meeting of the Club or of the Board of Trustees.
- 15.3** Within thirty days, the Secretary shall assure that each member receives a mailed or e-mailed copy of the proposed amendment and a mail ballot.
- 15.4** A ballot will be considered valid if returned or postmarked within 21 days of issuance. A simple majority of the votes cast shall decide the issue.