

THE COPPER VALLEY CLUB, INCORPORATED
CHESHIRE, CONNECTICUT
BY-LAWS
(Bylaws revised to January 20, 2021, as approved by
Membership)

ARTICLE I
NAME

The name of the Club shall be The Copper Valley Club, Incorporated, hereinafter referred to as “CVC” or the “Club”.

ARTICLE II
MISSION AND OBJECTIVES

Section I – Mission: The mission of the Club is to promote the health and general welfare of its members and in pursuance thereof, to construct, own and operate recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities in the Town of Cheshire, County of New Haven, State of Connecticut, for the exclusive use of its members and their families.

Section II – Dissolution: Upon any dissolution or liquidation of the corporation, all of its assets remaining after payment of its outstanding obligations and bonded indebtedness shall be paid over to such organization or organizations organized exclusively for charitable, scientific, literary or educational purposes and in such amounts and proportions as the Board of Governors, in its discretion may see fit, and each member of the corporation by becoming such, shall be deemed to have waived and relinquished all rights conferred by statute or otherwise upon members of corporations without capital stock, to share in the net assets upon any dissolution or liquidation.

ARTICLE III
GOVERNMENT

1. The general management of the Club shall be vested in its Board of Governors, consisting of a maximum of thirteen elected active members of the club.
2. At each annual meeting of Active Members of the Club, up to five Governors shall be elected from the Active Members of the Club for a term of three years and until their successors shall have been chosen.
3. Any member of the Board of Governors who shall cease to hold Active Membership in the Club automatically shall cease to be a member of the Board of Governors.

ARTICLE IV
BOARD OF GOVERNORS

1. Consistent with these By-Laws the Board of Governors shall:
 - a) Transact all Club business and make and amend rules for the regulation of the Club property. It may appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensations.
 - b) Elect members. Such members shall be placed on a waiting list in the even the then membership is at capacity, as set by these by-laws.
 - c) Fix, impose and remit penalties for violations of these By-Laws and Rules of Club.

- d) Elect from the Board of Governors a President, a Vice President – Administrative, a Vice President-Operations, a Secretary and a Treasurer, all of whom shall be permitted to vote when presiding.
 - e) If necessary, create the offices of Assistant Secretary and Assistant Treasurer and appoint one or more persons, who need not be members of the Club, to such offices.
 - f) Constitute and appoint committees and define the powers and duties of the same.
 - g) Fill any vacancy in the membership of the Board of Governors to serve until the next annual meeting of Active Members.
2. The Board of Governors shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of the funds of the Club shall be executed. However, the Board of Governors shall always require that at least two officers or the Assistant Treasurer and one other officer to approve all such checks, drafts or other instruments for the payment of money drawn on the name of the Club.
 3.
 - a) The Board of Governors shall meet at least once a month during the months of March, April, May, June, July, August, and September and at such other times and intervals as they may deem necessary.
 - b) A majority of ,l members of the Board shall constitute a quorum.
 4. In the event a question before the Board of Governors results in a tie vote, which cannot be resolved, the question shall be submitted to the membership for decision.
 5. Nothing in these By-Laws shall be construed to permit the Board of Governors to borrow or pledge the credit of the Club without the specific approval of the membership at a duly held meeting.
 6. Any member of the Board of Governors may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.

ARTICLE V OFFICERS

1. The officers of this Club shall be a President, a Vice President-Administrative, and a Vice President- Operations, a Secretary, a Treasurer and if deemed necessary by the Board of Governors, an Assistant Secretary and an Assistant Treasurer. The President, Vice Presidents, Secretary and Treasurer shall be elected annually by the Board of Governors, shall hold office until the end of the first meeting of the Board of Governors following the annual meeting of the Club. The Assistant Secretary and Assistant Treasurer shall be appointed by the Board of Governors and hold office at its pleasure.
2. The President shall preside at the meetings of the Club and of the Board of Governors. The President shall be the administrative officer of the Club. The President shall appoint, subject to confirmation by the Board of Governors, all standing committees as may be directed. The President shall be, ex-officio, a member of all committees.
3. The Vice President-Administrative, in the absence or disability of the President, shall act in his stead.
4. The Vice President-Operations, in the absence or disability of the President and the Vice President-Administrative, shall act for the President. The Vice President-Operations shall under the direction of the President attend to the operation and maintenance of the physical plant and properties of the Club and shall be Chairperson of the Grounds Committee.

5. The Secretary shall prepare and distribute notice of the meetings of the Club and of the Board of Directors, keep and post the minutes, and attend to the correspondence pertaining to the office. The Secretary shall perform such other duties pertaining to the office as may be asked by the Board of Governors.
6. The Treasurer shall be Chairperson of the Finance Committee and shall attend to keeping the accounts of the Club, collecting its revenues and paying its bills as approved by the Board of Governors, or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club received, in the name of the Club, in such depository as may be authorized by the Board. The Treasurer shall perform such other duties pertaining to the office as may be asked by the Board.
7. The Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned them by the Secretary, or Treasurer, respectively, or by the Board of Governors.

ARTICLE VI COMMITTEES

1.
 - a) The standing Committees shall be Grounds, Social, Membership, Finance, Nominating, Tennis, Social Media, and Planning .
 - b) The duties and powers assigned in these By-Laws to the standing committees shall be subject to the authority of the Board of Governors.
2. The Operations Committee shall exercise supervision over the Grounds; shall attend to the improvement and maintenance of the Buildings, Operating Equipment and Grounds; shall have authority thereof and shall see that rules and regulations of the Club are enforced.
3. The Social Committee shall prepare the program of Instruction and Entertainment and exercise supervision over the same.
4. The Membership Committee, in accordance with Article VII, Section 6, shall investigate and report to the Board of Governors upon the qualifications of applicants for membership.
5. Publicity shall be the responsibility of the Social Media Committee.
6. The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Governors, and shall exercise general supervision of the financial transactions of the Club.
7. The Planning Committee shall prepare and work with the Officers of the club on vision and planning for the future betterment of the club.
8. The Nominating Committee, in accordance with Article X, Section 1, shall nominate candidates for the Board of Governors and for the Nominating Committee for the succeeding year.
9. Each committee, whether standing or other, shall include a Board member as representative and coordinator.
10. The Board representative is responsible for the behavior of members and guest in the activity for which they are responsible. Any complaints, corrections, or commendations should be handled through that Board representative. The Committees and Board representatives in charge will be posted at the Club at least once a year.
11. The Tennis Committee shall consist of up to five (5) members and a member of the Board of Governors, who shall be Chairperson. This committee shall be responsible for recommending policy to the Board of Governors

with respect to the promotion and conduct of all tennis activities.

12. All Committees recommend policy and actions and bring these recommendations to the Board of Governors for approval.

ARTICLE VII MEMBERS

1. Membership in this club shall consist of units within which there shall be the following standing and classes of members.
 - a) Active – current member is good standing
 - b) Inactive – current member not in good standing
2. **Membership Classes:** This class includes the following categories:
 - a) Couple Member: Two adults living at a single legal residence, to be considered two units for voting purposes.
 - b) Single Member: Individual 36 years or older, to be considered one unit for voting purposes.
 - c) Junior Member: Individual less than 25 years of age who is in a household with a couple or single member. No voting privileges.
 - d) Young Adult Member: Individuals from 25 to 35 years of age, to be considered one unit for voting purposes.
 - e) Student Member: Individuals from 14 to 24 years of age. No voting privileges.
 - f) At any special meeting called for under the by-law a majority of the membership may revise any Membership categories determined by the BOG. The Board of Governors shall establish the various levels and types of Membership, and rates thereof, as need for the benefit and furtherance of Club financial needs.
3. A voting member is any active member who has no outstanding indebtedness to the club and holds a current club membership.
4.
 - a) The Board of Governors may appoint from outside their own number up to five (5) members of the Club who shall constitute a Membership Committee for the ensuing year. The Chairperson and one other member of the Committee shall have served on this Committee the previous year. It shall be the duty of this Committee to meet from time to time to consider applications for membership in the Club and to recommend to the Board suitable applicants.
 - b) The membership Chairperson will be responsible for filling vacancy and notifying prospective new members within one week of vacancy.
5.
 - a) Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a two thirds (2/3) vote of the members of the Board of Governors present at any meeting thereof, or expelled by a three fourths (3/4) vote of the entire membership of the Board. Cause for suspension or expulsion shall, in general, consist of violation of these By-Laws or of the rules of the Club or of conduct unbecoming a lady or gentleman.
 - b) The Board of Governors may delegate to the Chairperson of the Grounds Committee or to the Chairperson of the Rules Committee, or to a responsible employee of the Club, the power to suspend privileges for the violation of Club Rules and Regulations, provided such suspension does not exceed seven (7) days. A report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours.
6.
 - a) All classes of members of the Club shall be accorded use of the facilities of the Club subject to the

rules and regulations.

b) The Board of Governors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.

c) Any property of the Club broken or damaged by a member of any class, or guest, shall be promptly paid for by such member. No person shall take any article belonging to the Club.

d) The Club assumes no responsibility, and members (of any class) can have no claim against the Club, for the property of members of any class, or any guest, which may be brought into or left in the Club buildings, or on the grounds.

e) Alcohol may only be served to people 21 years of age or older.

f) The Club assumes no responsibility, and members (of any class) can have no claim against the Club, for any accident or injury to any person or their property.

7. The number of active members of the Club shall be established at 300.

8. The Board of Governors at its discretion may re-elect a member who has resigned (subject to the membership limitations as set forth in Article VII Section 7) without payment of an initiation fee provided such ex-member was in good standing at the time of resignation.

ARTICLE VIII DUES AND FEES

1. Subject to the following limitations, the Board of Governors from time to time may fix and may amend or modify the amounts of Annual Dues, initiation fees, and other membership charges of the Club.

a) Annual dues for each class of membership shall be fixed by January 1st of the year with respect to which the same are payable and shall be paid by April 1 of such year after notice to the membership has been sent by January 15th. A non-refundable deposit will be due by January 31st.

b) Annual dues shall be fixed by reference to the necessary operating budget of the Club including legal debt reduction and proper maintenance.

c) Any special assessments shall be subject to the approval of a majority of the members of the Club present and voting at any annual or special meeting of the members, provided the proposed amount is set forth in such meeting notice.

d) Should a member be admitted into the Club after April 1, the following procedure will be used in determining the amount of dues payable for the current year:

- Acceptance to the Club from April 1st to July 20th - full payment of annual dues, fees and assessments will be required.
- Acceptance to the Club after July 20th, 2/3 payment of annual dues, fees and assessments will be required.
- Acceptance to the Club after August 15th, 1/3 payment of dues will be required.
- Acceptance to the Club after Labor Day a monthly rate to be set by the Board of Governors starting at the month notified.

e) Initiation fees and assessments for a given year are due with the dues and shall be paid in full by the new member and will not be returned to a withdrawing member.

f) From time to time the Board of Governors may elect to allow dues payments to be extended over two (2) or more months. A nominal charge may be assessed to cover the associated costs of extended dues payments. These too are subject to Article VIII Section 6 regarding timely payments.

2. a) Bonds shall not be transferable and shall contain an appropriate notation to that effect on the face thereof.

- b) Except for payment as hereinafter provided, each bond shall become null and void upon the date that the holder thereof ceases to be a member for any cause. The time and manner in which the holder shall be paid the value of their Bond, subject to the provisions of Section 6 hereof, shall be determined by the Board of Governors, provided, however, that each Bond shall be redeemed in the chronological order in which the memberships terminate, and as soon as payment is received from an incoming member.
3. In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of the dissolution of the Club, bonds shall be a lien upon the proceeds of the sale of the property of the Club after the payment of all its just debts and obligations.
4. a) Members whose annual dues have not been received by the Club 30 days after the billing date will be contacted by the Board of Governors and advised that their account is in arrears. Members whose dues are not received within 15 days will forfeit their membership to the Club and be replaced from the waiting list.
b) The Board of Governors shall have the right to suspend the membership of a member for delinquent accounts (i.e. indebtedness other than dues) if such indebtedness is not paid within 15 days of notification of such indebtedness.
5. Upon cessation of membership for any cause, all indebtedness owed to the Club by a bondholder shall be a lien upon and charged against their bond and the bond may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the bond, it may be cancelled on the books of the Club. In case of enforcement of a lien as above herein provided, neither the signature of the holder nor the delivery of the bond shall be requisite to perfect the transfer to the Club or to a new possessor and the Treasurer of the Club for the time being is authorized as the attorney of the holder of such bond to make such transfer. Every bond issued is expressly subject to the provisions of this section.
6. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guest introduced by them.

ARTICLE IX MEETINGS

1. a) The Annual Meeting of the Club shall be held during the month of October in each year, at such place and time as the Board of Governors may determine.
b) The Annual Meeting shall be for the purpose of electing Governors, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.
2. Special Meetings of the Club may be called by the Board of Governors. Also, upon the written request of ten members to the Secretary, stating the purpose therefore, the Secretary shall call a special meeting within thirty days.
3. a) Notice of the Annual Meeting shall be given to the members at least five days prior thereto. The notice of the annual meeting shall include the name of candidates nominated by the Nominating Committee.
b) Independent nomination may be made as provided by Article X, Section 2.
c) Special Meetings of the Club may be held on five days' notice to all members. The notice shall state the purposes for which the Special Meeting is called, and no other business shall be transacted thereat.
4. Only Active Members shall be entitled to vote at meetings of the Club. Any Member may be represented by proxy if not able to attend in person. A maximum of five (5) proxies can be held by one in person voting member. Voting may be via voice but ten (10) votes including those represented by proxy shall be required for a demand to vote by roll call or ballot.

5. Twenty (20) Active Members, present in person or by proxy, shall constitute a quorum at all Club meetings.
6. Whenever in these By-Laws notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice.
7.
 - a) The Board of Governors shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practicable.
 - b) The Board of Governors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
 - c) Special meeting of the Board of Governors may be called by the President, and shall be called by the Secretary upon request of two members of the Board
 - d) Notice of the regular monthly and special Board meetings shall be given to each member of the Board at least five (5) days before the date of the meeting.

ARTICLE X NOMINATIONS

1.
 - a) There shall be a Nominating Committee to be composed of up to three (3) members of the club. Up to three (3) members including one who will act as Chairperson shall be elected by the Board of Governors, from among the Governors whose terms of office shall not expire at the ensuing Annual Meeting of the Club. The Governors shall fill a vacancy.
 - b) The Nominating Committee shall nominate the candidates for the vacancies in the Board of Governors to be filled at the Annual Meeting and three candidates for the next year's Nominating Committee and shall report such nominations to the Secretary on or before September 15.
2. Independent nominations of candidates for election at the Annual Meeting may be made by a letter, signed by fifteen active members, and delivered to the Secretary at least fifteen days before the Annual Meeting. The Secretary shall give notice thereof to all members entitled to vote at least five days before the Annual Meeting.
3. Nominations may be made from the floor at the Annual Meeting, to fill vacancies, whenever candidates have not been nominated by the Nominating Committee.

ARTICLE XI MISCELLANEOUS

1.
 - a) Each person who acts as a Governor or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a Governor or officer of the Club, except in relation to matters as to which they shall be judged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties.
 - b) The right of indemnification provided herein shall inure to each Governor and officer referred to in (a) above, whether or not they are such Governor or officer at the time such costs or expenses are imposed or incurred, and in the event of their death shall extend to their legal representatives.
2. Any question as to the meaning or proper interpretation of any of the provisions of these By- Laws shall be determined by the Board of Governors.
3. Whenever mention is made herein to age of members, it shall be the age attained as of January 1st of the current

year.

4. These By-Laws, with the exception of Article II pertaining to distribution of assets on liquidation, may be amended by a two-thirds vote of active members present in person or represented by proxy at any meeting of the Club, provided at least five (5) days' notice of such amendment by mail shall be given to each member.
5. The board may allow rental and use of the club to outside groups to promote the club and generate revenue, as long as a certificate of insurance is provided which list CVC as an "additional insured". The board may authorize Open Houses, events for marketing and fund raisers to offset club expenses and promote various Memberships, and may invite non-member guests.