

## **EPGC Proposed By-Law Change(s)**

Below are the proposed By-Law changes with the Board of Directors recommendation to not accept or accept the proposed change. These changes were submitted to the Board by a current Stockholder. The proposed changes are numbered and identified by the article number and section number. The proposed changes include the proposed by-law change and a brief reason for the change, if provided. The changes are in **bold lettering and underlined** (deletions are **lined out**) and **highlighted**.

All approved By-Law changes will be effective as of 11:59 pm February 15, 2023.

### **ARTICLE V – Directors**

#### **1. Delete this section:**

**“Section 7. Administrative Committee – The committee shall consist of the four elected officers meaning the President, Vice-President, Secretary, and Treasurer. The responsibilities of the committee will include negotiating the salaries and other financial and personal benefits of all employees of the club, approving all hiring of all employees of the club, negotiating all leases that involve club property or equipment, combining the budgets submitted by other committees into the final budget for approval by the entire Board. The committee may present a report of their activities at any board or stockholder meeting, as applicable, similar to other committee type reports.”**

*Reason: No reason was given by the proposing Stockholder.*

**Board of Directors Recommendation:** The EPGC Board of Directors **DOES NOT RECOMMEND** this deletion. Per legal entities that specialize in the creation of by-laws for corporations, both profit and not for profit (which EPGC is identified as), agree that an administrative committee, or a form thereof, is a requirement for governing and operational purposes.

### **ARTICLE X – Directors’ Meetings**

#### **2. Amend the first paragraph of this section as follows:**

**“Section 1.** A regular meeting of the Board of Directors shall be held at least once every three months at **such the clubhouse with a** time **and place as** the Board **agrees upon may fix**. Special meetings of the Board of Directors shall be called by the President upon the written request of two of the members of the Board. Notice of all meetings shall be given by the Secretary, either personally or by mail, to all members of the Board of Directors at least one day previous to the holding thereof. In such notice

of said special meeting, the time and place of holding the meeting and general nature of the business to be transacted shall be stated. At all meetings of the Board of Directors, six (6) members shall constitute a quorum for the transaction of any and all business.”

*Reason: No reason was given by the proposing Stockholder.*

**Board of Directors Recommendation:** The EPGC Board of Directors **DOES NOT RECOMMEND** this change as written. The Board recommends a minor change to delete the specific location, as that would require the Board to always meet at the clubhouse, and there are many times that weather or other circumstances will not allow that to be possible. Recommended wording:

“Section 1: A regular meeting of the Board of Directors shall be held at least once every three months at ~~such the clubhouse with a time and place as~~ the Board **agrees upon may fix.**”

3. *Add the following sentence after the first paragraph:*

**“Board of Director meeting minutes for regular or special meetings will be approved, in person or by email by the Board, and made available to stockholders within ten (10) days of the date of the meeting.”**

*Reason: No reason was given by the proposing Stockholder.*

**Board of Directors Recommendation:** The EPGC Board of Directors **DOES NOT RECOMMEND** this addition. As written in the current By-Laws, this is considered standard practice within both profit and not for profit corporations.

4. *Amend the second paragraph of this section as follows:*

“Any ~~stockholder~~ **club member** may observe any regular or special board meeting accorded by the governing laws related to meetings of this type. Any ~~stockholder~~ **club member** who wishes to speak at a board meeting must make the request prior to the start of the meeting and disclose the purpose of their request.”

*Reason: No reason was given by the proposing Stockholder.*

**Board of Directors Recommendation:** The EPGC Board of Directors **DOES NOT RECOMMEND** the amendment to the second paragraph of changing stockholder to club member. EPGC has set up voting stock for those that want to participate in voting and/or any stockholder meetings. If a club member would like to have these privileges, they may purchase a share of voting stock for \$25 while they are active members. The meetings of any kind are to be for stockholders only, unless so specified by the Board for a special kind of meeting, e.g., the renovation of the clubhouse in the past.

**5. Amend the third paragraph of this section:**

"If during a meeting where stockholder or club members are present, a member of the board may make a motion to requests that the board retire to executive session due to reasons of sensitive or confidential business (e.g., discipline of employees, discussing an employment contract, or consulting with an attorney, etc.), all of the attendees except those members of the Board of Directors must leave the meeting at that time, unless specifically requested to stay."

*Reason: No reason was given by the proposing Stockholder.*

**Board of Directors Recommendation:** The EPGC Board of Directors DOES NOT RECOMMEND the amendment to the third paragraph as written. The addition of the term "club member" follows the same recommendation in item 4 above and should not be added. The remainder of the proposed amendment is acceptable.

**6. Add the following two (2) paragraphs after the current third paragraph:**

"If a Board of Directors meeting goes into executive session, separate meeting minutes will be recorded. The meeting minutes, along with all applicable documentation, will be stored in a secured location and only accessible by the President and Secretary."

If a review of the Executive Session Meeting Minutes is needed due to a current situation or discussion, an Ad Hoc Committee will be created with three (3) directors voted on by the board. The three (3) directors will review the Executive Session Meeting Minute files to determine if there is any information that is relevant to the current situation or discussion. If there is relevant or beneficial information, all discovered information will be presented to the entirety of the Board of Directors."

*Reason: No reason was given by the proposing Stockholder.*

**Board of Directors Recommendation:** The EPGC Board of Directors RECOMMENDS the addition of the two (2) paragraphs after the current third paragraph.