

CONSTITUTION OF THE ERC GOLF CLUB

ARTICLE I - NAME

This organization shall be known as the ERC Golf Club (ERGC), hereinafter referred to as the "Club".

ARTICLE II - PURPOSE

The purpose for which the Club is organized is to promote golf as a recreational sport and to promote safety, proficiency, and proper instruction in the sport of golf and related activities among its members.

ARTICLE III - OFFICERS

Officers shall consist of a President, Vice President, Secretary-Treasurer, Publicity Chairperson and Immediate Past President, a Recreation Representative will be appointed by the Facilities Representative, Recreation of ERC. The Executive Committee will consist of the elected officers, Immediate Past President and Committee Chairperson.

ARTICLE IV - MEMBERSHIP

Section 1 - Club membership shall be limited to employees of Eastman Chemical Company, approved Eastman Contractors and Retiree's of Eastman Chemical Company/Kodak and Holston Defense Corporation.

Section 2 - No person other than specified in Section 1 can participate as a member of the club with the exception of dependents who will participate as "associate members". The "associate member" cannot vote or hold an elected office in the Club. Membership in ERC is a prerequisite to membership in the Club. Grandchildren are not eligible for membership.

Section 3 - Termination of employment (Eastman Chemical Company retirees excluded) in any of the companies shall act as termination of membership in the Club and shall operate as a release of all rights, title, and interest in the property, effects and assets of the Club.

ARTICLE V - MEMBERSHIP PRIVILEGES

Holding an elected office and voting is restricted to employee members. All other privileges apply equally to all Club members.

ARTICLE VI - DUES

Dues for members and associate members are \$5.00 per year payable after January 1 of each year. Retirees of Eastman Chemical Company/Kodak and Holston Defense are exempt from paying dues.

ARTICLE VII - MANAGEMENT

Section 1 - The management shall be vested in the Executive Committee as defined in Article III. The executive members shall have control of the Club affairs with full power to act for it in all business matters. The Facilities Representative, Recreation of ERC reserves the right to overrule the Executive Committee on any matter.

Section 2 - The Executive Committee will hold meetings as required to make such rules and regulations for the guidance of the members of the club as are deemed necessary and are not herein determined. These additions of changes require the ERC Representatives approval and finally the Facilities Representative, Recreation approval.

ARTICLE VIII - QUORUM

Three members of the Executive Committee shall constitute a quorum.

ARTICLE IX - CONTEST AND ENTERTAINMENT

All activities of the Club shall be conducted under the direction and with the permission of the Facilities Representative, Recreation.

ARTICLE X - RESIGNATIONS

Resignations of officers remaining in the employ of the Company shall be tendered in writing to the Recreation Representative. Termination of employment (retirees of Eastman Chemical Company excluded) in the Company shall be considered sufficient notice of resignation.

ARTICLE XI - REMOVAL OF OFFICERS AND MEMBERS

Any officer or member may be removed by a three-fifths vote of the Executive Committee excluding the person in question. The officer or member being removed must be notified prior to the Executive Committee meeting.

BY - LAWS OF THE ERC GOLF CLUB

ARTICLE I - DUTIES AND POWERS OF CHIEF EXECUTIVE OFFICER

President - The President shall preside at all meetings of the Club. He shall appoint the members of all committees except the Executive Committee and shall be an ex-officio member of all such committees. He shall sign such papers as may be required by his office or as may be instructed by members of the Club at any regular or special meeting, concerning the affairs of the Club, which, in his judgement, are desirable for their information and guidance. He may require such reports from the Secretary-Treasurer and all or part of Standing Committees which, in his judgement are necessary and shall perform other duties incident to his office.

ARTICLE II - DUTIES AND POWERS OF OTHER OFFICERS

Section 1 - Vice President: The Vice President shall perform the duties of the President in case of absence, the resignation, or the inability of the latter to act and such other duties as may be assigned to him from time to time by the President.

Section 2 - Secretary-Treasurer: the Secretary-Treasurer shall keep all necessary records (minutes) of the meetings of the Club and shall sign such papers as may be directed by the President. He shall issue, in writing, to the Recreation Representative, announcing the meetings of the Club and the list of nominees selected by the nominating committee. He shall keep records of all monies received and paid out by the Club and shall issue a financial report to the Executive Committee and Club members as necessary. He shall order such equipment as may be needed by the club or its members, with approval of the ERC Representative.

Section 3 - Publicity Chairperson: The Publicity chairperson shall coordinate all publicity concerning the affairs of the Club through the ERC Representative.

Section 4 - Immediate Past President: The Immediate Past President will act as an advisor to the Executive Committee and perform other duties which may be assigned to him from time to time by the President.

ARTICLE III - DUTIES AND POWERS OF EXECUTIVE COMMITTEE

Section 1 - There shall be an Executive Committee which shall consist of the elected officers and committee chairmen.

ARTICLE III - DUTIES AND POWERS OF EXECUTIVE COMMITTEE (con't.)

The Executive Committee shall be the governing body of the Club and shall make any and all decisions. The Executive Committee shall work closely with the ERC Representative and shall abide by all decisions of the Facilities Representative, Recreation and/or ERC Staff Team.

Section 2 - There shall be a nominating committee, which is appointed by the President, and which shall consist of not less than three members of the Executive Committee. This committee shall provide at least one nominee for each office listed in Article III of the Constitution which is filled by election. This list of nominees shall be given to the President and Secretary-Treasurer prior to December 1. It shall also be the duty of this committee to obtain the consent of the proposed nominees before entering their names on the ballot.

Section 3 - All committees not otherwise provided in these By-Laws shall be appointed from time to time by the President.

ARTICLE IV - MEETINGS

Section 1 - The Club shall meet upon due notice at such times and places as may suit its convenience.

Section 2 - The Club shall have special meetings upon the request of a majority of the Executive Committee or upon the request of ten voting members of the Club. The notice for special meetings shall recite the exact nature of the business and only that business shall be transacted.

Section 3 - The Executive Committee shall meet upon due notice at such times and places as may suit its convenience upon call of the President or upon request of a majority of its members. The order of business shall be such as the committee provides from time to time.

Section 4 - A quorum for an Executive Committee meeting shall consist of a majority of the members of the committee. In the absence of a quorum the meeting shall adjourn to a later date.

Section 5 - At regular meetings of the Club the order of business shall be as follows.

- A. Minutes of previous meeting.
- B. Reports.
- C. Business.
- D. Adjournment.

ARTICLE V - VACANCIES OF OFFICERS

Section 1 - Whenever any vacancy shall occur among the officers or the Executive Committee, the vacancy shall be filled by the committee at the next meeting. Vacancies on the Executive Committee shall be filled from members of the Club and the members so designated shall hold office until the next regular election.

Section 2 - Absence from three consecutive meetings, stated or called, of the committee without satisfactory excuse shall be deemed sufficient cause for declaring a vacancy.

ARTICLE VI - ELECTION OF OFFICERS

Section 1 - The President, Vice President, Secretary-Treasurer and Publicity Chairperson shall be elected for a term of one year beginning January 1. The President, at the end of his term of office, will remain on the Executive Committee for an additional year.

Section 2 - In the case of absence, death or inability of the President to perform, the duties of the office, his position, shall be filled by the Vice President. In the case of absence, death or inability of the President and Vice President to assume the office of President, the office of President shall be filled by election. The date of this election shall be specified by the Executive Committee.

Section 3 - The Nominating Committee as provided by under Article III shall furnish the Secretary-Treasurer its report of nominees prior to December 1. Any member by a petition signed by at least five voting members and presented to the nominating committee, may make further nominations for any elective post, providing the nominee has given prior consent.

Section 4 - The election of officers shall be by mailed ballot.

ARTICLE VII - AMENDMENTS TO CONSTITUTION AND BY-LAWS

To amend this constitution or By-Laws, the proposed amendment must be subscribed to by twenty-five percent of the membership and presented by them to the Recreation Representative, who shall bring it before the Executive Committee to the next meeting thereafter. In the case the committee, by a four-fifths vote of the full committee, recommend its passage, the Recreation Representative shall immediately send a copy of the amendment to the club members, stating the time when it will be submitted for a letter ballot.

ARTICLE VII - AMENDMENTS TO CONSTITUTION AND BY-LAWS (con't.)

Such time shall not be less than one (1) nor more than four (4) weeks from the date of approval by the committee. For passage, the amendment must receive the affirmative vote of at least four-fifths of all those voting.

ARTICLE VIII - LIABILITY

Eastman Chemical Company or the Eastman Recreation Club is not liable for any accidents that might occur in any of the club activities.

ARTICLE IX - PROPERTY RESPONSIBILITY

Damage to the property of the Club, other than ordinary wear and tear, shall be paid by the member, or members causing it. If and when the Club ceases to function, all property becomes the property of ERC.

ARTICLE X - EXPENDITURES

At least two officers of the Club must authorize any expenditure before forwarding to the ERC Representative for approval. If any officer of the Club has questions about the expenditure, they should contact their ERC Representative. Expenditures of Club funds are not to be committed prior to approval.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the Club and discharge of its debts and the settlement of its affairs, any funds and properties of the Club remaining thereafter shall become the property of the Eastman Recreation Club.