

BOARD OF GOVERNORS
SILVERMINE GOLF CLUB
POLICY AND PROCEDURE GUIDELINES

April 2026

The following policies, procedures, duties, responsibilities and other guidelines (the “Guidelines”) provide a framework for the operations of the Board of Governors (“BOG”) and its relationships with the Club Owners, the Club Management and the Club Members. The Guidelines shall replace the current By-Laws effective as of the date the BOG approves the Guidelines. By agreeing to serve on the BOG, all BOG Members commit to use best efforts to comply with the Guidelines.

Section 1: General

- a. The BOG shall collaborate with the Club Owners and Club Management to promote golf, sportsmanship, and good fellowship among Club Members and support the objective of providing a pleasant environment for Club Members and their guests to enjoy the facilities.
- b. The BOG expects all Club Members and their guests to behave in a civil manner, show good sportsmanship, treat the Club facilities as their own, and treat all other Club Members, guests and employees with respect and dignity. Anti-social and antagonistic behavior will not be tolerated. The voicing of any criticism should be done in a professional, polite and constructive manner. Specific criticisms, comments or suggestions for improvement should be brought to the attention of the General Manager or the President of the BOG.

Section 2: Club Members

- a. Club Members shall be all those who have been accepted as members under the categories listed in the rules and regulations. The number of active memberships shall be determined at the discretion of the Club Owners. Active membership information shall be shared with the BOG periodically by the Club Owners and/or Club Management. Active memberships shall include members of the Silvermine Woods Homeowners’ Association (“SWHOA”) but exclude honorary and associate members.

Section 3: Board of Governors

- a. The BOG shall consist of twelve Club Members, but the number may be more or less than twelve as the BOG otherwise determines from time to time. The President may appoint one or more additional BOG Members at any time. The appointment shall be subject to the approval of the BOG by a majority vote of BOG Members in attendance at the meeting in person or through electronic means.
- b. With the exception of the BOG Member representing the SWHOA as described in subsection 3.g. below, each BOG Member shall be appointed for a term of four years. The appointments shall be

announced by the President at the annual meeting of Club Members. The term of a newly-appointed BOG Member shall commence on the date of the annual meeting at which the appointment is announced and expire on the date of the annual meeting four years later. Terms shall be staggered to ensure that the terms of one or more BOG members expire each year. If a BOG Member is appointed during the year other than at an annual meeting, his/her term shall expire at the annual meeting at which his/her term would have expired had that BOG Member been appointed at the annual meeting immediately preceding the date of appointment. If a BOG Member resigns or a vacancy is created for any reason during the year, the President of the BOG shall appoint a Club Member to serve the remaining term of the vacancy. Each year at the annual meeting, a number of new Board Members shall be appointed pursuant to the procedures set forth below to fill the vacancies created by existing BOG Members whose terms have expired at that time.

- c. In advance of each year's annual meeting, the President shall propose to the BOG three or more Club Members to serve on a Nominating Committee. The BOG must approve three of the proposed Club Members for the Nominating Committee by a majority vote of BOG Members in attendance at the next meeting in person or through electronic means. No BOG Member may serve on the Nominating Committee, nor shall any member of the Nominating Committee be appointed to the BOG.
- d. The BOG President shall solicit candidates to serve on the BOG through a general notification to Club Members at least two months before the next annual meeting. Interested candidates shall email an indication of interest to a member of the Nominating Committee providing background that includes the reasons why he/she would like to serve on the BOG, any qualifications or experience possessed and any other relevant information. The Nominating Committee shall review all submissions and may interview the candidates. The Nominating Committee will recommend to the BOG a slate of candidates from the applicants to fill the expiring terms of BOG Members. It is the desire of the BOG that the Nominating Committee recommend a slate of candidates that ensures ongoing BOG representation by important constituencies in the Club to replace any Committee positions previously served by departing BOG Members.
- e. After the slate of candidates has been presented to the BOG by the Nominating Committee and prior to the annual meeting, the BOG shall meet to determine by a majority vote of those attending the meeting in person or through electronic means whether the slate of candidates shall be appointed as BOG Members at the annual meeting.
- f. Any BOG Member who has served one full term of four years will be ineligible for re-appointment until one year after the expiration of his/her term. A BOG Member who is appointed to fill a vacancy is eligible to be re-appointed to the BOG but may choose, at their discretion, to serve no more than four consecutive years. At the discretion of the President, the term of a BOG Member may be extended for one year. If any BOG Member fails to attend three successive BOG meetings in person or through electronic means, the BOG President may, but is not required to, treat such position as vacant.
- g. The SSWHOA shall appoint its own representative to the BOG and set the term of service for its representative. This representative shall be considered a BOG Member for all purposes.

Section 4: Responsibilities of BOG Members

- a. The BOG shall adhere to these Guidelines. It may also recommend to the Club Owners and Club Management rules, regulations and procedures that set forth the rights, privileges and obligations of Club Members and shall represent all Club Members in all dealings with the Club Owners and Club Management.
- b. Each year at the annual meeting, the BOG shall appoint BOG Members to serve the following positions for a term of two years:
 - President
 - Vice President
 - Secretary, and
 - Treasurer.
- c. The BOG may also, in its discretion, extend for one year the term of any officer whose term has expired.

Section 5: BOG Fee

- a. The BOG Fee provides supplemental funding for many activities throughout the year. It is the responsibility of the BOG to set the annual fee and administer the fund. While the primary purpose of the fund is to enhance the membership experience at the Club, it may also be used to benefit the Club's mission of promoting golf, fellowship, and good sportsmanship amongst its members. Examples of appropriate uses for the fund include but are not limited to the following:
 - Subsidize and/or enhance the food and beverage portion of major events throughout the year,
 - Fund the new Club Member reception,
 - Provide hole-in-one drink coverage,
 - Provide support to the 9-Holers, 18-Holers, and Junior golf programs, and
 - Host the annual meeting.

Section 6: BOG Budget

- a. The BOG shall determine the annual calendar year budget and present it to Club Members. Funds shall be expended throughout the year in accordance with the annual budget but modifications may be made during the year based on a majority vote of BOG members attending a meeting in person or through electronic means. Any funds not used in a calendar year will be carried over to the following year. An actual accounting of expenditures shall be shared with Club Members at the end of each golf season.

Section 7: Specific Responsibilities of BOG Officers

- a. President: The President shall preside at all meetings of the BOG and shall set the agenda for each meeting. He/she shall appoint the Chairperson of each standing committee subject to the approval of a majority of the BOG Members. The President may also appoint additional members to any standing committee after consultation with the respective committee Chairperson. Such additional

committee members may be either BOG Members or Club Members who are not BOG members. The President shall be a member ex-officio of all committees and shall be entitled to vote therein. He/she shall execute agreements on behalf of the BOG subject to approval of a majority of BOG Members.

- b. Vice President: If the President is not available for any reason, the Vice President shall perform the duties of the President at BOG meetings, meetings of officers and/or meetings of Club Members. If both President and Vice-President are absent, a Chairperson shall be chosen from the remaining BOG Members.
- c. Secretary: The Secretary shall prepare written minutes for all BOG meetings and any meetings of Club Members, including the annual meeting. He/she shall distribute notices to Club Members of all meetings involving the membership and shall conduct all the correspondence on behalf of the Board, except correspondence that is the responsibility of the Treasurer.
- d. Treasurer: The Treasurer shall be responsible for the collection, maintenance and disbursement of all BOG funds, shall keep accurate and complete records, and shall furnish to the President and the BOG full information as to the financial condition of the BOG's funds throughout each year. In addition, in collaboration with the BOG, the Treasurer shall prepare the annual accounting of revenue and expenses of the BOG fund to be shared with Club Members at the end of each golf season as required by Section 6(a).

Section 8: Standing Committees

- a. The BOG shall appoint a BOG Member to serve as Committee Chairperson for each of the following Committees in order to conduct the principal affairs of the BOG.
 - Membership
 - Greens
 - Men's Tournaments
 - Ladies' 18 Holvers
 - Ladies' 9 Holvers
 - Hospitality
 - Family and Juniors
 - Policy and Procedure
 - Rules and Handicap

Each Chairperson may add BOG Members or other Club Members to his/her Committee as deemed necessary by the Chairperson, if approved by the President. The BOG may also form ad hoc committees from time to time to support the mission of the Club and enhance enjoyment and participation by Club Members.

- b. Membership Committee: The Membership Chairperson shall work with Club Management to provide a welcome experience to all new Club Members, and to organize and manage an annual new Club Members reception. The Chairperson is responsible for updating membership information for various BOG requirements.

- c. Greens Committee: The Greens Chairperson shall work closely with the Club Manager and golf course superintendent to ensure that the golf grounds are maintained in the very best possible condition. The chairperson will meet with the superintendent regularly and make recommendations to him, the Club Manager and the BOG.
- d. Men's Tournaments Committee: The Men's Tournaments Chairperson shall be responsible for reviewing with Club Management the men's golf program for the entire year, which is to be shared with the BOG. The golf program includes all tournaments, special events and the dates for each tournament or event.
- e. Ladies' 18 Holers Committee: The Ladies' 18 Holers Chairperson shall appoint a group of Committee Members to promote golf, sportsmanship, and fellowship among women who participate in the Ladies' 18 Holers activities. This Committee shall create a set of its own policies and procedures. The Ladies' 18 Holers activities shall be open to women Club Members who have an established Silvermine course handicap of 36 or less (Handicap Index of 32.6 or less), are members in good standing, and pay annual Ladies' 18 Holers league dues in the amount set by the Committee in its discretion each year. Returning 18 Holers with higher handicaps shall be permitted to participate in all Ladies' 18 Holers activities.
- f. Ladies' 9 Holers Committee: The Ladies' 9 Holers Chairperson shall appoint a group of Committee Members to promote golf, sportsmanship, and fellowship among women who participate in the Ladies' 9 Holers activities. This Committee shall create a set of its own policies and procedures. The Ladies' 9 Holers activities shall be open to women Club Members in good standing who are looking to start their golf experience at Silvermine and develop confidence in group play and who pay annual Ladies' 9 Holers league dues in the amount set by the Committee in its discretion each year. A course handicap is not necessary to join.
- g. Hospitality Committee: The Hospitality Chairperson shall make recommendations to Club Management for the improvement of the clubhouse and food service operations. He/she shall work closely with Club Management in making sure that the clubhouse and halfway house are maintained and serviced in the best possible manner for the enjoyment of the Club Members.
- h. Family and Juniors Committee: The Family and Juniors Chairperson shall work closely with Club Management to plan and coordinate events and competitions for both families and juniors. The Junior Program shall include a JPGA Team for children ages 8 to 14 years old with weekly practices and interclub matches. Annual events shall include a Junior Fun Day, the Family Scramble, a Parent/Child Tournament, and a Pro Shop Member/Guest Event. Events and timing are subject to change at the BOG's discretion.
- i. Policy and Procedure Committee: The Policy and Procedure Chairperson shall review the Guidelines and other rules and regulations on an ongoing basis and propose changes as necessary to reflect and conform to the BOG's operations.

- j. Rules and Handicap Committee: The Rules and Handicap Committee Chairperson shall collaborate with the Club to enforce the Silvermine Golf Club Rules, educate members on the Rules of Golf, oversee fair competitions, enforce the World Handicap System in accordance with USGA standards, and support a positive experience for all Club Members.

Section 9: Meetings of BOG

- a. Meetings: Meetings may be held in person or through other electronic means, including telephone and electronic conferencing. At the first meeting following the annual meeting, the Board shall select officers and appoint chairpersons. The Board will hold monthly meetings during the golf season, with no fewer than eight meetings per year. Special meetings may be called at any time by the President or by five BOG Members. The Secretary shall notify all BOG Members in writing or by telephone at least 24 hours in advance, of any special meetings or any changes in time and/or location of a monthly meeting. Except as otherwise provided in this document, any business may be transacted at any meeting.
- b. Quorum and Manner of Acting: At least seven BOG Members present in person or through electronic means shall constitute a quorum of the BOG for the transaction of business at any meeting. The action of a majority of those present at any meeting in person or through electronic means at which a quorum is present shall constitute a valid action of the BOG. Should vacancies reduce the number of BOG Members to less than twelve, then a majority of the remaining BOG Members shall constitute a quorum. In the absence of a quorum, the President, or his substitute at the meeting, may act on any motion requiring a vote if a majority of BOG Members approve the motion, including any Member/s absent from the meeting who subsequently approves the motion within a reasonable period of time after the meeting. Any such action shall be subsequently reported to the Secretary for inclusion in the meeting minutes. Any BOG Member may resign at any time whether by oral or written notice given to the President or Secretary and such resignation shall take effect immediately.
- c. Authority to Act: The BOG shall have the authority to make all decisions, including decisions affecting Club Members, that are not within the purview of the Club Owners or Club Management. Where appropriate, the BOG shall solicit input of Club Members at each annual or special meeting.

Section 10: Meetings of Club Members

- a. Annual Meeting: The annual meeting of the Club shall be held as announced by the BOG. The meeting shall be held near the end of the golf season in October or November.
- b. Special Meetings: Special meetings of the Club may be called at any time by the President or by a majority of the BOG Members or upon a written petition to the President of at least twenty-five Club Members.
- c. Notice of Meetings: The President or the Secretary shall provide written notice of the annual meeting and any special meeting by mail or email to all Club Members at their last known mail or email address stating the location, date and time of the meeting at least fourteen days prior to the

meeting. In the case of family memberships, one mail or email notice to a family member shall be sufficient. A quorum of Club Members shall not be required to hold a valid meeting.

Section 11: Other Matters

- a. Privileges: Club Members shall have the right to use the Clubhouse, grounds, dining room and other facilities maintained by the Club Owner and Club Management for Club purposes as reflected in these Guidelines or as otherwise adopted by BOG.
- b. Privacy: Personal information about Club Members, including membership classification, status, physical and email addresses and other similar information, is not to be shared outside of the Club Membership. Club Management may use personal information about Club Members to promote Club activities including food service events, tournaments, and other golf activities. Club Members may not solicit other Club Members using club membership data for activities that are not Club-sponsored.
- c. Amendments: The Guidelines may be amended from time to time by a vote of 75% of BOG Members present in person or through electronic means at any BOG meeting provided a majority of BOG Members are present. Any proposal to amend the Guidelines must be noticed to BOG Members at least one week prior to the BOG meeting and such notice must include the amendment proposal. A vote of Club Members shall not be required to amend the Guidelines.

