

Given that the General Manager is the only employee reporting directly to the Board (other employees report to the General Manager), I feel we should include the position in our bylaws. These bylaws explain the governance structure of the club, the role of the Board of directors and how they answer to the shareholders, what are our committees, etc... Since the GM supports the Board and is a signing officer (able to sign checks and sign contracts on behalf of the club), an argument can be made to make those who read the bylaws aware of this important and powerful position in our governance model.

I would recommend placing the following description as the new number 25. The current section 25 and those after that would need to be renumbered.

#### 25. General Manager

Reporting to the Board of Directors, the General Manager will be responsible for overseeing the operations of the Administration Office, Course Superintendent, Pro Shop and our food and beverage services.

The General Manager plans, leads, executes and manages Clare Golf and Country Club operations in accordance with good golf course management practices, all relevant government regulations and its Administrative or Board Policies and Procedures. The General Manager is also a key resource in the Board of Directors development of new policies and strategic initiatives and is invited to all Board of director meetings. The General Manager is a signing officer of the Club.

**Addition to conflict of interest policy**

4. At no time will a Board member comment during a Board discussion or vote on a Board motion that is a direct benefit or impact on their spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or a sister.

**Addition to by-laws section 5 Board of directors**

- Employees (Full time and part-time) of the club are not eligible to serve as members of the Board of directors