

Coharie Country Club, Inc.



101 Coharie Lane

Clinton, NC 28328

Constitution

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By-Laws

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By-Laws
Coharie Country Club, Incorporated
Clinton, North Carolina

Article I

Name and Objects

The Club is incorporated and organized under the law of North Carolina under the name of Coharie Country Club, Incorporated (hereinafter referred to as “Club”), and for the main purpose of establishing and maintaining a suitable Club House and grounds for outdoor and indoor sports of all kinds, and for the promotion of social entertainment and recreation among its members.

Article II

Annual Meeting of Members

Section 1. The annual meeting of the members of the Club, for the transaction of such business of the Club as may be brought before the meeting, shall be held in January of each and every year, unless the Board of Directors shall deem it advisable to name some other date.

Section 2. There may be special meetings of the membership, called by the Board of Directors, for the consideration and transaction of such business of the Club as the Board of Directors deems necessary upon such date as the Board of Directors may designate after five days’ notice to the members of the Club.

Section 3. This Corporation shall be governed by a Board of Directors consisting of nine members, who shall be selected from the membership of the Club. Three members shall be elected at the annual meeting of the membership of the Club each year to serve for a period of three years.

Section 4. At each annual meeting, the three persons to serve on the Board of Directors shall be elected in the following manner: Not later than twenty-one

days before each annual meeting, the Nominating Committee shall select three persons from the active membership who own at least one share of Club Stock or a non-stockholder who has been a member in good standing with the Club for 5 years and then present them at the annual membership meeting, at which time the membership may elect its three Directors either by acclamation or by nominating other active share-holding members not presented by the Nominating Committee. The majority of active Board Members shall be stock holding members.

Section 5. The fiscal year begins on January 1st of each year and ends on December 31st of each year.

Section 6. A quorum for any membership meeting shall be 25 or more. A proxy can represent an absent stockholder.

Section 7. All meetings of the members shall be held at the Club House or such other places as shall be designated by the Board of Directors.

Article III

Board of Directors

Section 1. The Board of Directors shall have all power and authority necessary for the conduct or operation of the Club not expressly conferred on or reserved to the membership by the certificate of incorporation or by the By-Laws, including the power to enforce and establish rules for the government of the members; to receive and redress complaints; impose and remit penalties; supervise the work and duties of all Committees; provide for the finances for the Club; to determine the charges for dues and fees; expend the funds of the Club, and other instruments; select and employ all employees, servants, and workmen and fix their compensation and salaries; and to perform all other duties prescribed by the certificate of incorporation or these By-Laws.

Section 2. At each annual meeting of the Club, the Board of Directors shall designate one of its members to submit to the membership of the Club, for their consideration and discussion, an Annual Report of the general condition of the Club, including a statement of receipts and disbursements for the preceding fiscal year and a comprehensive financial statement of the Club, all of which shall be based upon an audit by a competent Public Accountant as of January 1st of the current year.

Section 3. As soon as convenient, after each Annual Meeting of Members, the Board of Directors may cause to be prepared, printed, and distributed among the members a yearbook containing Committees, Roster of Membership, and any information which may be of interest to the members.

As and when the Board shall make changes in rules and regulations of the Club, such changes shall be posted on a bulletin board at some convenient place in the Club House or Pro Shop for the information of the membership and a copy sent to each member.

Section 4. Regular meetings of the Board of Directors shall be held each month at such places and hour as may be designated by the President.

Section 5. Special meetings of the Board may be called by the President or Vice-President upon three day's written notice being given to all members of the Board at the time and place of holding such meeting.

Section 6. A majority of the members of the Board shall constitute a quorum of the Board for the transaction of the business of the Board; subject, however, to Article XIV Section 4.

Section 7. In case of a vacancy on the Board of Directors, the Board shall have the right to elect a successor to fill the unexpired term.

Article IV

Officers

Section 1. The officers of the Club shall be a President, Vice-President, and a Secretary, all of whom shall be elected annually by the Board of Directors. Said officers shall hold office during the year for which elected, and until such time as their successors shall be elected.

Article V

Duties of Officers

- Section 1. The President shall preside at all meetings of the Board of Directors, appoint all Committees, see that all orders, and resolutions of the Board are carried out, execute all conveyances, contracts and agreements authorized by the Board, sign all certificates of membership and generally see that all officers, committeemen, and personnel of the corporation perform their duties.
- Section 2. The Vice-President shall perform the duties of the President in his absence and such other duties as the Board of Directors may prescribe.
- Section 3. The Secretary shall record all votes and keep the minutes of all proceedings of the Board of Directors and of the meetings of the members in a book kept for the purpose.

Article VI

Committees

- Section 1. The President shall appoint annually, and at the beginning of each administration, from the members of the Club, such Special Committees as deemed necessary and the following standing Committees, consisting of a chairman and not less than two members, which Committees may function during the year for which appointed and until such time as their successor may be appointed:
- (A.) A Finance Committee, which shall have responsibility for financial planning, reporting procedure and control of all expenditures for the Club. Duties of the Committee shall be, but not restricted to the following: (a) formulation of annual budget, (b) review of all Committee budgets, (c) periodic review of all expenditures, (d) establishment of inventory controls and periodic inventory of properties and equipment, (e) establishment of salary ranges and job classifications. All actions of the Finance Committee shall be subject to approval of the Board of Directors.
 - (B.) A Greens Committee, which shall have control of the golf course and its use, maintenance and upkeep, expending as

it sees fit, and subject to the control of the Board of Directors, all such sums as may be appropriated by the Board for the maintenance and upkeep for the golf course. This Committee shall make, subject to the approval of the Board, such rules and regulations for the golf course as it deems proper. The Pro Shop shall also be within the responsibility of this Committee.

- (C.) A House Committee which shall, subject to the approval of the Board of Directors, have charge of the management and all matters relating to the Club House also (Club grounds), and to that end the said Committee shall make, subject to the approval of the Board, such rules and regulations for the Club House and grounds as it deems proper.
- (D.) A Tennis Committee which shall have charge and control of the tennis courts and their use, maintenance and upkeep, expending as it sees fit, and subject to the control of the Board of Directors, all such sums as may be appropriated by the Board for the maintenance and upkeep of the tennis courts. All tennis tournaments or competitions shall be under the supervision of the Tennis Committee. This Committee shall make, subject to the approval of the Board, such rules and regulations for the tennis courts as it shall deem proper.
- (E.) A Swimming Pool Committee which shall have charge and control of the swimming pool and that Committee shall make such rules and regulations, subject to the approval of the Board of Directors and in conformity with rules of the public health authorities, as it shall deem necessary in the orderly, safe and healthful operation of the swimming pool.
- (F.) A Handicap Committee which shall, subject to the approval of the Board of Directors, fix the golf handicap for all members, under such rules and regulations as the Committee may prescribe.
- (G.) A Men and Ladies Tournament Committee which shall, subject to the approval of the Board of Directors, have full charge and control of all tournaments played on the golf course and shall settle all disputes which arise in such competition.
- (H.) An Entertainment Committee which shall have charge of all entertainments given in the Club House for Club

members and to that end the said Committee shall make, subject to the Board of Directors' approval, such rules and regulations with respect to such entertainment as it deems proper.

- (I.) A Junior and Senior High Activities Committee which is empowered to plan and manage activities directed primarily for the entertainment of the children of the members of the Club. This Committee shall have charge of all such social and athletic activities throughout all the Club properties and shall consult with any other Committee relative thereto.
- (J.) A By-Laws and Yearbook Committee which shall have authority to prepare the form of any amendments to the By-Laws requested by the Board of Directors, and shall see that all amendments and changes in the By-Laws are kept up to date. Repealed sections thereof shall be noted in such manner that the Secretary will at all times have available under separate cover a true copy of the By-Laws then in effect. This Committee is authorized to aid any standing Committee in drafting any regulations or rules deemed advisable and such rules and regulations when adopted shall be kept up to date and copies thereof shall be placed with the copy of By-Laws hereinabove mentioned.
- (K.) A Membership Committee whose function it shall be to investigate each person proposed for membership in the Club, and to pass upon proposals for membership before any invitation is extended. Membership in the Coharie Country Club shall be attained only upon invitation by the Board of Directors, but any member of the Club may propose a person for membership.

Article VII

Qualifications and Classifications of Membership

This Club is maintained for the private social and recreational enjoyment of its members, in personal association with each other. Only persons of good character and reputations shall be qualified for membership in the Club.

All proposals for membership shall be forwarded to the Board of Directors and shall include a completed membership application form and the endorsement of three active shareholding members. An initiation fee as well as the purchase of a share of stock may be required.

Applicants for Non-Resident Membership may be required to purchase a share of stock.

Any proposal for membership, if not formally acted upon within six months from the date thereof, shall be deemed to have lapsed. In this event, a new proposal for membership may be made, and shall be handled in the manner herein provided for any original proposal. The Board of Directors may by a vote of two-thirds of the members present, accept or reject any proposal for membership. Two adverse ballots shall exclude the proposal for membership. The proceedings of the Board with reference to proposals for membership shall be confidential.

The Board of Directors may, by a majority action, at any time it deems necessary or advisable, declare that the membership quota of the Club is filled, and thereby suspend the rules governing proposals for membership. Until the Board shall declare that the membership quota is no longer filled, no proposals for membership in the Club shall be offered or considered.

Qualified persons, upon due invitation by the Board of Directors, may be admitted to membership only in one of the following classifications of membership:

Section 1. (A.) Family Membership, \$150.00 Monthly Dues

Shall be those members who own one or more shares of stock in the Club, have paid an initiation fee, or have signed a one year contract of membership. The membership shall include spouse and unmarried children under the age of 23. These members have the right to vote in the Club's business meetings and to serve as officers of the Club if they own one or more shares of stock in Coharie Country Club. These members shall have all of the privileges of the Club, including the use of all its facilities. Shareholders are entitled to one vote per share of stock owned and an additional vote for being a member.

(B.) House Membership, \$120.00 Monthly Dues

Shall be those members who own one or more shares of stock in the Club, have paid said initiation fee, or have signed a one year contract of membership. The membership shall include spouse and unmarried children under the age of 23. These members have the right to vote in the

Club's business meetings and to serve as officers of the Club if they own one or more shares of stock in Coharie Country Club. Use of the Club's facilities by House Members is restricted to the Club House, swimming pool and tennis courts. House Members will be allowed to use the Club's golf facilities in the same manner as a guest by paying the appropriate green fees, cart fees, and range fees. Such members are not allowed to participate in Member-Guest and Twilight League, nor can they join the Range Club or pay for bag storage.

(C). Non-Resident Family Members, \$750 Annual Dues

Shall be those members, including their spouse and unmarried children under the age of 23, who reside outside a radius of 15 miles from Coharie Country Club and who shall not be required to purchase stock, or pay said initiation fee. Such members who own stock shall have all the privileges of the Club, including the right to vote in business meetings and to serve as officers of the Club. Those who do **not** own stock shall have all of the privileges of the Club, but have no voting power in Club business meetings, may not hold any office of the Club and may not serve on Club Committees.

(D.) Out of County Non-Resident Family Members, \$500 Annual Dues

Shall be those members, including their spouse and unmarried children under the age of 23, who reside outside of Sampson County and who shall not be required to purchase stock, or pay said initiation fee. Such members who own stock shall have all the privileges of the Club, including the right to vote in business meetings and to serve as officers of the Club. Those who do **not** own stock shall have all of the privileges of the Club, but have no voting power in Club business meetings, may not hold any office of the Club and may not serve on Club Committees.

(E.) Junior Members, \$100 Monthly Dues

Shall be those members who are under the age of 35. This membership shall include their spouse and unmarried children under the age of 23. The purchase of a share of stock and the initiation fee may be waived until their 35th birthday. They are required to sign a one year contract of membership. Junior Members have the right to vote in the Club's business meetings and to serve as officers of the Club upon the purchase of at least one share of stock. Such members shall have all the privileges of the Club, including the use of all its facilities.

Section 2. Separation, Divorces: In the event of a separation between husband and wife, in either Family Membership, and while such separation shall continue, the rights and privileges of the Family Membership shall, in the discretion of the Board of Directors, be available to both husband and wife, and to the members of the immediate family as herein defined, as if there were, in fact, no separation. Membership dues shall be payable, as before the separation.

In the event of a divorce between husband and wife, the Board of Directors may, in its discretion and upon application of the parties within ninety days after divorce is final, authorize continued membership in the Club to either or both parties. No additional entrance fee will be required of either party. Either party may elect to discontinue membership in the Club without affecting the privileges of the other party to maintain his or her membership. Dues shall be payable by each party who desires to continue membership in the Club.

Article VIII

Privileges Under Memberships

Section 1. All memberships as defined by Article VII of these By-Laws shall have unrestricted and unlimited privileges in the use of the facilities of the Club, upon payment of fees and dues as provided by the By-Laws.

Section 2. Any member shall have the right of extending Club privileges to one or more guests from time to time. All guests shall meet the qualifications for membership prescribed in Article VII. A member shall be responsible for his or her guests' fees for the use of the golf course or other privileges of the Club as the Board of Directors may prescribe. No person residing within Sampson County may enjoy the privileges of the Club more than three times a year as a guest, except that babysitters of members' children may accompany those children to the pool area. A non-member may enjoy the privileges of the Club as established by the Board of Directors on a limited basis.

Article IX

Dues and Fees

- Section 1. The initiation fee for all Shareholding and Club Memberships may be established by the Board of Directors.
- Section 2. The price for a share of stock may be set by the Board of Directors.
- Section 3. The initiation fee may accompany the application for membership.
- Section 4. Annual dues shall be payable in advance on a monthly, quarterly, or annual basis. The annual dues for Shareholding Family Members and Associate Family Members shall be set by Board of Directors. The annual dues for Non-Resident Family Members shall be set by Board of Directors.

Article X

Failure to Pay Indebtedness

- Section 1. In case any member shall fail to pay dues, fees, bills, rents, or any other Club debt within thirty days after the same became due, a second notice shall be sent notifying the member that the same must be paid within twenty days thereafter, and if not paid before the expiration of this time, the said member's name may be posted on the bulletin board of the Club House and Pro Shop and published in the newsletter. The said member may be suspended and all privileges of the Club withdrawn, but said member can be reinstated by the Board of Directors in their discretion, upon such terms as they may prescribe. Dues are payable on or before the 15th day of each month, quarter, or year. Interest will accrue at a rate of 1.50% for all unpaid debt.

Article XI

Transfer of Stock

- Section 1. The approval of every sale or transfer of Club Stock, and consent thereto by the Board of Directors as provided by the Charter, shall not be given except by the affirmative vote of a majority of the Directors present at any duly constituted

meeting, and two dissenting votes shall on all occasions, exclude the approval of such transfer of any certificate of Stock. Whenever a transfer of Stock in the Club is disapproved by the Board, they may, in their discretion, purchase such Stock for account of the Club, at such price as they deem fair and just, and any such Stock, so purchased, may be resold by order of the Board of Directors to any successful candidate for membership at such price (not less than one hundred dollars per share) as they may deem equitable and just; provided, however, that nothing herein shall be construed to require the purchase or sale of any such Stock. Until such time as the original issues of shares of Stock are purchased, transfers shall only be approved between members of a family.

Section 2. No real property owned by the Club shall be sold, encumbered or otherwise disposed of unless approved by majority vote of the stockholders, each voting according to the number of shares of common Stock held.

Section 3. The spouse of an active shareholding member is eligible for election to the Board of Directors in lieu of his or her spouse, provided, however, that in such case the spouse so elected to the Board becomes the duly authorized proxy for the head of the family during term of service on the Board of Directors and shall vote such membership. Spouses may not serve on the Board of Directors concurrently.

Article XII

Absent List

Section 1. Any member owning a share of Stock and in good standing who intends to be absent from Sampson County for a period of one year or less (or because of sickness), may upon application, be transferred to the absent list, provided he gives notice in writing to the Board of such intended absence. Upon receipt of such notice, and approval of the Board of Directors, thereafter no dues shall be charged against such member during his absence.

Section 2. Any absent member upon regaining health or upon returning to Sampson County, if properly qualified, may, upon request in writing, duly presented to the Board, be transferred back to the active roster of the Club. In the event of such transfer, he shall pay dues from the date of his return.

Section 3. No member shall be permitted to use the Club while on the Absent List.

Article XIII

Inactive List

- Section 1. Any member owning a share of Club Stock, and in good standing, by giving written notice to the Board may be placed on the Inactive List and no dues will be charged against such member after the current month.
- Section 2. No member on the Inactive List shall be permitted to use any of the Club facilities; nor shall such inactive members be returned to active membership without payment of all dues assessed during the current calendar year unless said members have been inactive for more than a year. Members who have been inactive for more than a year shall be returned to active membership upon request and shall pay dues from the first day of the month in which he or she becomes an active member, and any other fees which the Board may deem as necessary.

Article XIV

Penalties

- Section 1. In case of the infraction of any By-Law or rule of the Club, or of any conduct on the part of a member (or guest whom he may introduce) which may tend to endanger the good order, welfare or character of the Club, the Board of Directors shall have the right to inflict such penalty in the nature of suspension, fine or expulsion, as they in their discretion may deem proper.
- Section 2. Club members and Club employees shall report to the Board the names of all persons who have in any manner broken a Club By-Law, or a rule or regulation of the golf course, swimming pool, tennis courts, Club House, or grounds and the Board shall send a letter to the offending person calling the infraction of the rule to his attention with the request that in the future all Club By-Laws, rules and regulations must be observed. Upon a second offense, an offending member's name shall be reported to the Board of Directors for suspension, fine or expulsion.
- Section 3. If a member under fine or suspension shall enter the Club House or grounds, until the fine is paid, or during the period of his suspension, he shall automatically cease to be a member of the Club.

Section 4. All action of the Board of Directors inflicting penalties on a member shall be by vote of two-thirds of the full membership of the Board, only then after a full hearing has been afforded the member and two weeks' notice in writing of such hearing having been first given to the member with a copy of the charges preferred against him.

Article XV

Miscellaneous Provisions

Section 1. No Club property shall be loaned by any member to any person, such as tables, chairs, dishes, or other Club equipment.

Section 2. **Complaints and Suggestions:** Complaints of any deficiency in the service of the Club or any mistakes or defects, and any suggestions as to the service or internal management of the Club shall be addressed to the Board in writing, signed by the members making the same and mailed to the Board, and all such communications received by the Board shall be placed in the hands of the President of the Club before each regular meeting of the Board for the consideration and action of the Board.

Section 3. The Club facilities may be rented at the discretion of the Board, and it is understood that the renter, not the organization the member represents, is responsible to sign whatever rental agreement is necessary, ensure that fees to the Club are paid and that the facilities are not used for direct merchandising purposes.

Article XVI

Amendment of By-Laws and Rules and Regulations

Section 1. The By-Laws and rules and regulations of this Club may be amended, altered or rescinded by the Board of Directors at regular meetings thereof, or by an annual or special meeting of the membership of the Club under the procedure hereinafter set forth.

Section 2. Any member of the Club may present to the Board of Directors any proposed amendment to the By-Laws and or rules and regulations of this Club in

writing, or the same may be presented by any member of the Board upon his own motion.

Section 3. Any such amendment to the rules and regulations of the Club may be finally acted upon at the meeting at which presented. Any such amendment to the By-Laws, when presented to the Board at a regular monthly meeting, shall lie on the table at that meeting and be brought up for action at the next regular meeting of the Board; at such meeting, the affirmative vote of a majority of the entire Board as then constituted shall be necessary to effect such change or amendment.

Section 4. In the event the Board of Directors shall decline to approve any By-Law, rule or regulation, or amendment thereto proposed by any member of the Club, the same may be presented to any annual or specially called meeting of the membership of the Club. Any such proposal shall be signed by 20% of the eligible voting membership of the Club. The proposal so endorsed shall be delivered to the Secretary who shall cause a copy of such proposal to be mailed to each member of the Club at least fifteen days in advance of the membership meeting.

January 1, 2011