

**BY-LAWS OF  
WILSON COUNTRY CLUB, INC.**

**ARTICLE I  
MEMBERSHIP**

**Section 1.** Classification of Members.

The Board of Directors shall determine as deemed appropriate the membership classification to which each member belongs. Upon recommendation of the Membership Committee, The Board of Directors shall determine the initiation fee, dues, and stock purchase requirements for each classification. Members can be stockholders or non-stockholders. Non-stockholders will have no voting rights in the club. Subject, however, to the succeeding provisions of these bylaws.

**ARTICLE II  
STOCKHOLDERS**

**Section 1.** The Annual meeting of the stockholders shall be held in the clubhouse during the month of February of each year at a date and time set by the Board of Directors at its November or December meeting for the election of Directors for the ensuing year and for the transaction of business which may be properly brought before the meeting. Notice of this annual meeting shall be mailed by the secretary to each stockholder at least 30 days before the date of said meeting.

**Section 2.** Special meetings or special votes of the stockholders may be called by the President or a majority of the Board of Directors or a written petition signed by at least 25 stockholders. A written notice of any special meeting or special vote stating the purpose for which such meeting or vote has been called as well as the time and place of such meeting or vote shall be mailed by the secretary to each stockholder at least 30 days prior to the meeting or vote.

**Section 3.** Thirty percent (30%) of the stockholders either present or by proxy shall constitute a quorum at a regular meeting, special meeting or special vote.

**Section 4.** Each stockholder shall have one vote for each share of stock held at any stockholders meeting or special vote called.

**Section 5.** No member may own more than forty shares (par value of \$25/share) of stock except by majority approval of the Board of Directors.

**ARTICLE III**  
**BOARD OF DIRECTORS**

**Section 1.** The business affairs of the club shall be directed and controlled by a Board of Directors consisting of nine (9) persons who are stockholders or spouses of stockholders of the Wilson Country Club, Inc. In addition, the President (if elected separately from the BOD), the Treasurer (if elected separately from the BOD) and the Immediate Past President of the club shall be ex-officio, non-voting members of the Board.

At each annual stockholder's meeting three (3) Directors shall be elected to serve for a period of three years. No Director may be re-elected or appointed to the Board until a period of one year has expired.

Prior to the annual meeting a Nominating Committee, appointed by the President and approved by the Board of Directors, will present to the BOD for approval a slate of three (3), qualified, stockholder members or spouses of stockholder members. Once approved by the BOD, the slate shall be presented to the stockholders and posted on the bulletin board in the clubhouse at least 30 days prior to the annual meeting.

The Nominating Committee process is to be defined, available to the stockholders and part of the WCC Board Policy Manual as an administrative policy. A key provision of this policy will be the open solicitation of the stockholders' considerations of candidates.

Proxy cards shall be sent to the stockholders and shall contain a space for each stockholder to vote either for or against the three (3) nominated to be directors. Stockholders voting by proxy may elect to complete their vote or nominate someone to cast their vote by proxy. Stockholders may choose to vote at the annual meeting, and all ballots, whether cast by proxy or in person shall be tallied by the end of the meeting by a special committee appointed by the President.

**Section 2.** A member of the Wilson Country Club Board of Directors will be replaced for cause(s) if need be, including missing three consecutive or four total, unexcused meetings during the year, a year to constitute March through February.

Further, in the event a Director fails to complete his/her election term for any reason, such vacancy shall be filled by appointment by the BOD.

**Section 3.** The Board of Directors shall, prior to execution, approve all necessary contracts, leases, deeds and mortgages; fine, suspend or otherwise discipline a member or terminate the membership of a member as hereinafter set out; make rules and regulations governing the conduct of the members, fill all

vacancies among the Officers of the club as hereinafter provided; and approve, in December of each year, the final budget of the club for the next calendar year.

**Section 4.** A regular meeting of the Board of Directors shall be held each month and a special meeting may be called by the President or any member of the Board of Directors by giving three days notice to the Board members. A majority of the Board shall constitute a quorum at any meeting.

#### **ARTICLE IV** **OFFICERS**

**Section 1.** The officers of the club shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

**Section 2.** The officers shall be elected annually by the Board of Directors at its first meeting after the annual stockholders meeting in February of each year.

**Section 3.** The President shall be elected from the general membership (to include members of the Board of Directors) to serve a term of one year and shall be eligible to serve a second consecutive term of one year but may not thereafter serve as President until at least one year has elapsed. The duties of the President are to preside at all meetings of the stockholders, Board of Directors and the Executive Committee; to enforce all rules and regulations of the club; to appoint all committees; to have general supervision and control of the club and its management; and to perform such other duties as the Board may assign him.

**Section 4.** The President, Past President, Vice-President, Secretary, Treasurer shall constitute the Executive Committee, in which shall be vested the management of the club, subject to the direction and control of the Board of Directors. If an Executive Committee member resigns, then the Board of Directors will elect a new member.

The Executive Committee, with the approval of the Board of Directors, shall: be responsible for the hiring of the General Manager; have the power to designate the functions, duties and responsibilities of the General Manager; be responsible for the submission to the Board in November of each year a tentative budget for the next calendar year, such tentative budget to include all items not proposed by a duly constituted committee; and shall control the expenditure of all budget items.

**Section 5.** The Vice-President shall be elected from the members of the Board of Directors and shall, in the absence of the President, perform the duties of that office.

**Section 6.** The duties of the Secretary are to ensure accuracy of the minutes of meetings and records of the Board of Directors; to conduct correspondence of the club; and to issue all notices to members relating to the business of the club. The Secretary is to be a Board member.

**Section 7.** The duties of the Treasurer are to have charge of all monies of the club and to keep all accounts, pay all bills and keep proper vouchers of all sums disbursed; and at the annual meeting file a written report of operations for the year. The Treasurer is to be elected annually from the membership at the same time as the Board of Directors' voting and may be eligible to serve one-year, consecutive terms without limitation. The Treasurer will attend the meetings of the Board of Directors as a non-voting, ex-officio member, if not otherwise also a member of The Board. The Treasurer will be a member of the Finance Committee.

**Section 8.** No officer or agent of the club shall have the power to incur any debt or liability in the name of the club or to bind it by any instrument or agreement for the payment of money or otherwise unless authorized by the Board of Directors. Exception(s) to this restriction would apply for such normal operating expenses that 1) contain provision to exit the instrument/agreement with no more than ninety days notice without penalty, 2) exist within the framework of the authorized annual budget and 3) are authorized by the General Manager.

## **ARTICLE V** **ELECTION OF MEMBERS**

**Section 1.** Membership in the club shall be by invitation only. A request that an invitation to membership must be made by two members in good standing and the proposed member must be known by at least one member of the Board of Directors.

The Membership Committee shall receive all invitations for membership, investigate such invitations with a view to determine their fitness or suitability for membership, and make its recommendations to the Board of Directors.

There must be a quorum present of the Wilson Country Club Board of Directors before a candidate is considered for membership. For an applicant to be accepted in the Wilson Country Club, the applicant must receive at least  $\frac{3}{4}$  of the votes for acceptance from the Wilson Country Club Board members present. In the event the applicant so voted on fails election, the Secretary of the club shall notify the sponsors.

The Board of Directors shall thereafter by secret ballot pass on each application.

Each applicant, upon affirmative vote, shall be placed by the General Manager or Secretary, upon a list of persons awaiting admittance to membership in the order of receipt of such application and shall be admitted to membership as positions become available. Available membership positions shall be filled by choosing from such waiting list the applicant next in line for admission.

All applicants for membership shall be considered by the Membership Committee and by the Board of Directors on the basis of their compatibility with the then existing membership of the club taking into consideration the applicants ability to adapt socially, morally, and attained the age of 21.

**Section 2.** When an applicant has been approved for membership in the manner herein provided but fails to exercise his option to become a member within one month after his admission to membership, his application will be deemed withdrawn.

## **ARTICLE VI** **FEES, RENTS, ASSESSMENTS, DUES**

**Section 1.** Initiation fees, stock purchase requirements, dues, locker rents, cart fees, assessments, finance charges, and all other fees shall be set by the Board of Directors and reviewed as necessary.

**Section 2.** A person joining the club who possesses a share of Common Stock belonging to the old series shall receive a credit of \$150.00 toward his initiation fees upon submission of the stock certificate to the club Treasurer for redemption. If he possesses a stock certificate of the Class A Common Stock, new series, with enough shares to equal the required shares for the category of membership for which application is being made, no additional stock purchase will be required provided that the initiation fees for the particular category of membership applied for must be paid. This section shall not change the rights of the original owners of common stock, old series, issued from 1948, who are entitled to join one time on such certificate without paying any initiation fee; provided that each such application is approved by the Membership Committee and Board of Directors. The names of such owners and certificate owners are duly listed in the minutes of the Directors' meeting held on October 25, 1955.

**Section 3.** All indebtedness incurred in any month is due and payable fifteen (15) days after notice thereof is posted to the member.

Accounts thirty (30) days in arrears shall incur a late fee as established by the Board of Directors.

**Section 4.** Stock may be transferred from spouse-to-spouse in exchange for a fee to be established by the Board of Directors, The stock of a deceased member may be transferred to a surviving spouse at no charge. Stock may not otherwise be transferrable. The Board of Directors may, in its discretion, make surrender refunds as it determines is proper to resigning members.

## **ARTICLE VII** **PAST DUE ACCOUNTS**

**Section 1.** Any member sixty (60) days in default in the payment of dues and/or accounts due the club shall be automatically suspended from all privileges of membership. If, after notice, such default is not cured within ten days, such member's name shall be posted to club membership with amount of the arrearage. If default is not cured within a total period of ninety (90) days, the membership of such member shall automatically cease and terminate.

The Board of Directors may, upon the showing of sufficient cause, restore such defaulted member to membership upon payment of a reinstatement fee equal to 25% of the then prevailing initiation fee for general membership.

## **ARTICLE VIII** **DISCIPLINE AND DISMISSAL**

**Section 1.** The Board of Directors may, by a three-fourths majority vote of those Board members present at a regularly scheduled meeting, impose a fine, suspend membership privileges, or take other appropriate disciplinary action against any member or dependent of such member for violation of any provision of the club bylaws (other than those provisions for payment of dues as set out in Article VII) or duly promulgated club rule or for engaging in conduct which, in the opinion of the required majority of the Board, is improper or prejudicial to the best interest and character of the club. Prior to the implementation of such sanction or disciplinary action, however, the affected member or dependent must be given reasonable prior notice of the offense charged and an opportunity to be heard in his own defense at the meeting at which disciplinary action is proposed. Notice of such disciplinary action shall be transmitted in writing to the member and the subsequent failure or refusal of the member to abide by the action of the Board and correct same shall result in the institution of dismissal proceedings as provided in the succeeding section.

**Section 2.** Any three members may present to the Board of Directors written charges subscribed by themselves against any other member, asking for the dismissal of such member from the club. If it shall appear to the Board of Directors, upon inquiry and after notice given to the person charged and an opportunity given him to be heard in his defense that his conduct has endangered or is likely to endanger the good order, welfare or charter of the club, or is at variance with the requirements of the character and bylaws, or that his conduct has been such as to render him undesirable as a member of the club, the Board of Directors by a three-fourths majority vote of those Board members present may suspend such person or declare his membership forfeited.

## **ARTICLE IX** **SPECIAL CONDITIONS**

### **Section 1. Guests**

In all events, however, each member shall be responsible to the club for the conduct and obligations of his guests.

## **ARTICLE X** **COMMITTEES**

**Section 1.** There shall be the following standing committees:

1. House Committee
2. Pool Committee
3. Greens Committee
4. Golf Rules & Tournament
5. Finance Committee
6. Tennis Committee
7. Membership Committee
8. Social Committee

Each committee shall consist of a chairman and at least four additional members appointed by the Committee Chairman with the approval of the Board of Directors. The chairman of each operating committee shall be a member of the Board of Directors. Each standing committee shall function according to an organization manual adopted by the Board of Directors and shall meet at least once per month (except the Pool Committee which shall meet each month during its operation and at least one month prior to going into operation and one month after the close of operation) and shall submit a report of its actions to the next regular meeting of the Board of Directors. These eight (8) committees shall include the General Manager in their meetings and work through him in directing and carrying out their activities.

Each committee shall strive to have a chairman and vice chairman for continuity and consistency.

Such other committees as the President may designate may be appointed by the President, subject to the approval of the Board of Directors.

Standing committees shall be structured to counsel the Board in discharging its responsibilities:

1. Preserving and protecting the capital resources of the club;
2. Identifying services desired by the membership and management's response thereto;
3. Reviewing the operational efficiency and economic performance of management; and
4. Planning for the club's long-term services to the memberships.

They shall make and publish, subject to the approval of the Board, such rules and regulations as it deems proper for the control, management and direction of the club activities under its charge; and shall maintain written minutes of the actions taken at its meetings. All rules and regulations promulgated by the various committees, and approved by the Board, shall be made available to the membership.

**Section 2.** The House Committee, working with General Manager, shall be responsible for the physical plant and equipment of the clubhouse and tennis/pool complex facility. The House Committee should maintain and update as necessary a moving, three-year, rolling capital maintenance/improvement spending plan and provide such plan to The Board and General Manager ahead of the annual budgeting process.

**Section 3.** The Pool Committee, working with the General Manager, shall hire a pool manager as a lifeguard and manager of the pool and the necessary assistants for operating the pool during the summer months as determined by the committee. It is responsible for writing and revising swimming pool rules, subject to the approval of the Board of Directors, and maintaining order and seeing that the rules and regulations of the pool are strictly enforced. It is responsible for organizing and promoting such events as to encourage the use of the pool and make it more enjoyable to the members.

**Section 4.** The Greens Committee, working with the General Manager, and subject to the approval of the Board of Directors, shall employ a greens superintendent to supervise the operation and maintenance of the golf course and the personnel, equipment and facilities necessary thereto. The greens superintendent is also charged with the proper maintenance of the grounds of the entire club facility. The greens committee shall cooperate and carry out its



assigned duties and responsibilities in such fashion as to work in conjunction with the golf rules and tournament committee to utilize the actual use of the golf course.

**Section 5.** The Golf Rules and Tournament Committee, working with the General Manager, and subject to approval of the Board of Directors, shall employ a golf pro for the operation of the pro shop and to direct and plan tournament activities and other golf activities. It shall be responsible for the enforcement of the rules and regulations of the golf course, the pro shop and the locker rooms. It shall make, subject to the approval of the Board of Directors, the rules for the golf course and its various functions and see that the membership is informed and aware of these rules. It shall coordinate its rules with the greens committee. It may appoint such sub-committees as it may deem advisable for the carrying on of various functions with which it is charged.

**Section 6.** Finance Committee

Purpose: To plan, recommend, and supervise the club's fiscal policies. To study and report on trends that could affect the club and/or its members. To exercise responsible control over any other matters involving the clubs overall financial interests.

Responsibilities: This committee deals primarily with the financial and physical assets of the club. The finance committee considers, acts upon, and submits recommendations to the Board on all matters involving financial affairs, particularly the club budget. The committee concerns itself with profit and loss, insurance, salaries above a certain level, investments, long term obligations, dues levels, assessments, initiation fees, cash positions, delinquent accounts and all other matters having to do with finances. It also assists the Board of Directors in reporting and communicating the financial status of the club to the general membership. Members of this committee should have backgrounds in general business, banking, law and/or accounting.

**Section 7.** The Tennis Committee, working with the General Manager, and subject to approval of the Board of Directors, shall employ a tennis pro for the operation of the tennis shop and to direct and plan tournaments and other tennis activities. It shall be responsible for the enforcement of the rules and regulations of the tennis courts and the tennis shop. It shall make, subject to the approval of the Board of Directors, the rules for the tennis courts and its various functions and see that the membership is informed and aware of these rules. It may appoint such sub-committees as it may deem advisable for the carrying on of various functions with which it is charged.

**Section 8.** The Membership Committee, working with the General Manager, shall receive and review all invitations for membership and report same to the Board of Directors. This committee will also be responsible for submitting

membership plans to for the purpose of growing the membership, and for retaining the membership. This includes the creation and implementation of all member events for the club.

**Section 9.** The Social Committee, working with the General Manager, is charged with the duties of maintaining order and seeing that the rules and regulations of the club, with reference to the use of the clubhouse, are strictly enforced. It shall review and revise the house rules as necessary, subject to the approval of the Board of Directors, and make them available to all members. It may appoint sub-committees if it sees fit for entertainment, decorations of the interior of the club,

Ladies Day events and other such activities as may be desirable. The social committee shall be responsible for the operation of the dining room, the kitchen, Grover's Grill and the pool snack bar.

**Section 10.** Notwithstanding the preceding sections of this article, the executive committee, with the approval of the Board of Directors, will have the power to modify or change the purpose or function of any committee or new committees may be added as needed.

## **ARTICLE XII** **CLUB PROPERTY, INDEMNIFICATIONS & LIABILITY**

**Section 1.** The club shall have the power to indemnify any present or former Director, or Officer with respect to any liability or litigation expense incurred by any such person to the extent and upon the terms and conditions provided by law.

The club shall not be liable or responsible for the loss or damage to, or destruction of the property of any person.

**Section 2.** Property, equipment, etc., belonging to the club will not be removed from the clubhouse for the private use of any member without the express approval of the General Manager.

## **ARTICLE XIII** **INTERPRETATION AND CHANGES**

**Section 1.** The Board of Directors shall have the power and authority to interpret the meaning of any provision of these bylaws and to recommend to the stockholders for their vote any proposed changes to the bylaws.

**Section 2.** The Board of Directors, upon the written request of 25 regular stockholders, shall initiate the action for a stockholder vote on any proposed changes to the bylaws.

**ARTICLE XIV**  
**GENERAL**

All rules and regulations, or ordinances in conflict with these bylaws as amended are hereby repealed, and these bylaws as amended this 25<sup>th</sup> day of August, 2014, shall be printed in booklet form and a copy of the same furnished to all officers and members of the Board of Directors and to any member upon request.

Revised per majority vote of a quorum of the stockholders concluded on August 25, 2014.