

Bylaws

Windyrush Country Club

Updated November 2013

ARTICLE I

OBJECTIVES AND PURPOSES

Section I ~ The purposes of the corporation shall be to provide recreational facilities for the welfare, benefit, use and enjoyment of its members and their families.

Section II ~ All facilities of the corporation and all club properties shall be reserved for the exclusive use of the club members in good standing and their guests. All incomes shall be used to promote, maintain, and expand the club's facilities and activities.

Section III ~ No distilled spirits, wine or beer will be served or permitted to be consumed on club premises, unless specifically authorized by the Board of Directors.

Section IV – There will be no members, non-members, or guests allowed in the pool without lifeguards. There will be no members, non-members, or guests allowed on the grounds after operating hours without pre-approval from the Board of Directors unless there is a pre-approved special event. Club hours are from 8 a.m. to 10 p.m.

ARTICLE II

MEMBERSHIP

Section I ~ Membership in the corporation shall be extended to the residents in the general area of Olde Providence and Battle Forest and to such other persons and areas as the Board of Directors shall approve from time to time.

Section II ~ The name and addresses of such members shall be entered on the membership books of the corporation.

Section III ~ Each member and person in his immediate family, whose residence is the same as the members, shall have full use and enjoyment of the property of the corporation subject to the rules and regulations as shall from time to time be enacted by the Board of Directors.

Section IV ~ The number of memberships outstanding in the corporation shall be limited to 450 paying members. Applications in excess of this number shall be placed on a membership

waiting list. The membership waiting list shall be maintained in the order in which the applications are received.

Section V ~ All applications for membership must be approved by the Board of Directors and upon such approval and the payment of all membership fees, dues and assessments as specified by the bylaws of the corporation, each application will be considered a member.

Section VI ~ The person whose application for membership has been accepted by the corporation by January 15, 1969, shall be charter members and shall pay a membership fee of \$250.00. All applicants for membership thereafter shall pay an initiation fee determined by the Board of Directors.

Section VII ~ The annual dues and all special assessments, if any, shall be in addition to the cost of membership and shall be paid at such time specified by the Board of Directors.

Section VIII ~ Membership in the corporation shall not be transferable except through the Board of Directors as outlined in Sections 9 and 10. Any person acquiring membership in the corporation after November 10, 1991 shall not be entitled to redemption of his membership fee. Redeemed memberships acquired on or before November 10, 1991, shall be redeemed upon the following procedure:

- (a) Any member desiring to withdraw from the corporation shall apply in writing to the Board of Directors for redemption of his membership.
- (b) Memberships approved prior to January 16, 1969, will be redeemed at their par value, less any dues or assessments unpaid, in order that written applications for cancellation of membership are received by the Board of Directors. The withdrawing member shall be refunded his membership from the waiting list to replace the member withdrawing.
- (c) Unless otherwise directed by the Board of Directors, no membership shall be redeemed until after the corporation has reached its full limit of members.

No additional dues or assessments shall be levied against any members after said member has submitted written notice of withdrawal of membership.

Section IX ~ Memberships in the corporation shall not be transferable with the sale of a member's house. However, the new homeowner may assume a member's membership under the following rules:

- (a) The members must surrender his membership in the corporation
- (b) The new homeowner shall make application for membership to the Board of Directors and will be considered for membership immediately.
- (c) Upon approval of the application by the Board of Directors and the payment of the initiation fee and applicable dues, the name of the new member shall be entered on the membership roles of the corporation.

Section X ~ Membership in the corporation shall be transferable upon written request through the Board of Directors under the following conditions:

- (a) When membership is in a single name, all rights, privileges and credits can be transferred to a member's spouse. An amendment changing the name will be made to the club's records.
- (b) When membership is in joint ownership, all rights, privileges and credits can be divided by the following methods:
 - 1) One member may assign all rights, privileges and credits to the other member. The membership records will be amended accordingly.
 - 2) In the case where a joint membership is to be divided equally among the joint, all credits will be equally divided among the joint members and will be applied to two new separate memberships. Any balance owed after application of credits will be due within thirty days after notice to the separate members. Credits will include equal distribution of stock, initiation fee and dues, and will be at the rate paid by the members at their original date of membership.
 - 3) Should one joint member wish to terminate the membership and the other wish to retain it, the terminating member will be refunded a pro-rated share of any credits if the membership is redeemable. Such refund will be in accordance with the provision of Section VIII. The membership records will be amended to show only the name of the single member. The person retaining the membership will be billed immediately for the refunded amounts. Such amounts will be due within thirty days after notice to the retaining member.

Section XI ~ The Board of Directors is authorized and empowered to suspend or revoke membership privileges for any member for failure to observe rules and regulations adopted by the Board of Directors. In the event membership privileges are suspended or revoked, no dues or assessments shall be refunded to cover the period of suspension or revocation: a revoked membership, however, shall be redeemed in the manner set forth in Section VIII.

ARTICLE III DUES AND ASSESSMENTS

Section I ~ The amount of annual dues shall be fixed by the Board of Directors, due and payable at such time as the Board of Directors may determine.

Section II ~ Assessments in addition to annual dues may be levied by the Board of Directors, whenever necessary, to meet a deficit in the operating expenses of the corporation.

Section III ~ All assessments for capital improvements must be approved by the membership.

Section IV ~ Failure to pay annual dues or assessments shall be grounds for the Board of Directors to suspend temporarily the privileges of the delinquent member, and after a delinquency of 45 days, to revoke said membership.

ARTICLE IV DIRECTORS

Section I ~ The business and affairs of the corporation shall be managed by its Board of Directors consisting of the officers of the corporation and other duly elected members. This board will meet 12 times annually, and it is recommended that these meetings take place once a month. The retiring President will automatically become a member of the Board of Directors for a one-year period and will not hold office nor any chairmanship of any committee during that one-year period. The other members of the Board of Directors are to be elected as hereinafter provided.

Section II ~ At each annual meeting thereafter, there shall be elected five members on even years and five members on odd years of the Board of Directors who shall hold office for a term of two years. All Directors shall serve until their successors are elected and qualified. The persons receiving the majority of votes cast shall be duly qualified and elected members of the Board of Directors and shall take office immediately upon their election.

Section III ~ All members of the Board of Directors must be members in good standing of the corporation, and a failure on the part of any director to maintain good standing in membership shall at the option of a majority of the remainder of the Board of Directors result in a forfeiture of the office. In such event, the vacancy so created, or any other vacancy on the Board of Directors, shall be filled by the Board of Directors until the next regular annual meeting of the membership.

Section IV ~ The Directors shall hold a meeting of the Board of Directors at least once during each calendar quarter at such time and place as they may determine. Notice of the time and place and the business transacted at such meetings shall be mailed by the Secretary to each Director at his address as it appears on the records of the corporation at least five days prior to such meeting.

Section V ~ A quorum at any meeting of the Board of Directors shall consist of a majority of the Board ~ and a majority of such quorum shall decide any question that may come before the meeting.

Section VI ~ Directors of the corporation may enjoy a dues benefit for the year following one full year of service on the Board of Directors provided they fully meet the requirements of their position. Board members will receive a dues benefit equaling the lesser of the then-current membership dues or \$595 following one full year of service on the Board of Directors provided they fully meet the requirements of their position. The requirements of their positions include, but are not limited to, attendance of at least 75% of the scheduled board meetings and satisfactorily meeting the goals and objectives set forth by the individual director and approved by the majority at the beginning of each term of office.

Section VII ~ Use of property of the corporation shall be governed by the Board of Directors, which shall have authority to adopt and enforce rules and regulations pertaining thereto. A copy of all rules and regulations shall be furnished each member of the corporation and shall be posted at convenient places on the property of the corporation.

Section VIII ~ The Board of Directors will appoint such committees as are deemed necessary to the operation of the corporation. The duties of these committees shall be set forth by the Board of Directors and their activities shall be subject to the control and approval of the Board.

Section IX ~ Any member of the Board of Directors who misses more than three consecutive meetings shall be removed from the Board of Directors and replaced by an appointee of the Board of Directors to serve until the next general election. The vacancy will then be filled for the unexpired term of the original member removed by the duly elected replacement member.

Section X ~ The fiscal year begins October 1 and ends September 31; and further, that the meeting of the general membership for the purpose of election of officers and directors shall be held within 60 days after the end of the fiscal year.

ARTICLE V OFFICERS

Section I ~ The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The officers shall be elected for a term of two years or until their successors are elected and qualified. The persons receiving the majority of the votes cast shall be duly elected officers and take their positions immediately upon their election.

Section II ~ The President shall preside at all meetings of the members and Directors; shall enforce all rules and regulations of the corporation; and shall control and manage the business affairs, properties and facilities of the corporation under the general supervision of the Board of Directors. She/he, with the Secretary, shall execute on behalf of the corporation all contracts, deeds, mortgages, deeds of trust, notes, bonds and other instruments when authorized by resolution of the Board of Directors. At each annual membership meeting she/he shall report to the members the affairs and activities and condition of the corporation for the preceding year. She/he shall perform such other duties as the Board of Directors may direct from time to time.

Section III ~ The Vice President shall perform the duties of the President in his absence or disability, and shall perform such duties as the Board of Directors may direct from time to time.

Section IV ~ The Secretary shall record and safely keep the minutes of all meetings of the members and the Board of Directors; shall have notice of meetings as provided by these Bylaws; shall have custody of all books, records, papers and Sea of the Corporation except such as shall be in the charge of the Treasurer; shall duly keep accurate and complete membership lists; execute with the President on behalf of the corporation such written documents and

instruments as may be authorized and directed by the Board of Directors; and perform such other duties as may be assigned by the Board of Directors.

Section V ~ The Treasurer shall receive and disburse all funds of the corporation; shall keep accurate and detailed records of receipts and disbursements and an accurate account with each member. She/he shall deposit all funds coming into the hands in a depository designated by the Board of Directors. The Treasurer shall make a financial report at the annual membership meeting and shall make such additional reports as may be requested by the Directors. The books of the Treasurer shall be open at all reasonable times for examination by the members of the corporation.

Section VI ~ Deleted.

Section VII ~ Whenever any office shall become vacant for any cause, that vacancy shall be filled for the unexpired term by the Board of Directors.

Section VIII ~ Officers of the corporation may enjoy a dues benefit the year following one full year of service on the Board of Directors provided they fully meet the requirements of their position. Board members will receive a dues benefit equaling the amount of the then-current membership dues following one full year of service on the Board of Directors provided they fully meet the requirements of their position. The requirements of their positions include, but are not limited to, attendance of at least 75% of the scheduled board meetings and satisfactorily meeting the goals and objectives set forth by the individual director and approved by the majority at the beginning of each term of office.

Section XI ~ All officers of the corporation shall be bonded in the amount of Ten Thousand Dollars with a corporate Surety licensed to do bonding business in the State of North Carolina and the premium of said bond to be paid by the corporation.

ARTICLE VI MEMBERSHIP MEETINGS

Section I ~ The annual meeting of the membership of the corporation shall be held between October 15 and December 1 of each year, at such time and place as may be designed by the Board of Directors.

Section II ~ A Nominating Committee comprised of the President, Secretary, and three general members in good standing who are not currently board members shall submit a slate of qualified nominees for the Board of Directors two months prior to the Annual Membership Meeting. The slate of nominees shall be published in two successive newsletters prior to the Annual Membership Meeting. Nominations may also be made from the floor.

Section III - The President, Secretary, and three general directors will be elected on odd years; the Vice President, Treasurer, and the other three general directors will be elected on even years.

Section IV ~ Special meetings of the membership may be held at any time upon the call of President, the Board of Directors or of members in good standing holding 25% of the membership certificates.

Section V ~ Written notice of all meetings of the membership shall be mailed or emailed to each member at his last known address at least two weeks prior to the date of such meeting, and the notice of every special meeting shall state the subject or subjects for which it is called and no other business shall come before such meeting.

Section VI ~ Those members present shall constitute a quorum for the transaction of business at any meeting. In case of joint ownership, one vote may be split equally among the certificate holders. No votes by proxy shall be allowed at any meeting. A majority of those voting, a quorum being present, shall decide any question that may come before the meeting.

ARTICLE VII FISCAL YEAR

Section I ~ The beginning of the fiscal year shall be the first day of October.

ARTICLE VIII AMENDMENTS TO THE BYLAWS

Section I ~ These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the members present at a meeting called for this purpose.