

**BYLAWS
OF
NORTHBROOK COUNTRY CLUB, INC.**

**ARTICLE I
GENERAL**

SECTION 1. **NAME.** The name of the corporation shall be Northbrook Country Club, Inc. (hereinafter “the Club”).

SECTION 2. **LOCATION.** The principal office of the corporation shall be located at 4905 North Hills Drive, Raleigh, North Carolina.

SECTION 3. **PURPOSE.** The Club is organized as a non-profit corporation under the laws of North Carolina for the following purposes:

1. To create a private, non-profit corporation to be operated exclusively for pleasure, recreation, and other non-profitable purposes, no part of the net earnings of which shall inure to the benefit of any member or individual.
2. To construct, own, provide and operate on a cooperative basis a private community recreation club with all facilities evident thereto, including, but not limited to, a club house or club houses, swimming pools, tennis courts, and any and all other recreational facilities.
3. To purchase or lease, to improve and operate and to sell, convey, assign, mortgage or lease any real estate and any personal property necessary to the operation of such community facility.
4. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, deed of trust, pledge or other lien.
5. To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.
6. To do and have those powers provided by Chapter 55A and the various amendments thereto of the General Statutes of North Carolina.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1. **BOARD OF DIRECTORS.** There shall be a Board of Directors consisting of twelve members. Four members to the Board of Directors shall be elected annually and shall serve a term of three (3) years. Eligibility for service on the Board of Directors requires a nominee to be a dues paying member of the Club in good standing for a minimum of three (3) consecutive years immediately preceding their election. Members of the Board of Directors may,

if elected by membership, serve two (2) full consecutive terms on the Board, after which they will not be eligible for re-election until one full year has expired. The term limits set forth herein shall apply to those Directors elected to terms in 2020 and thereafter. The remaining term of the Directors currently serving as of March 2020 shall not count as one of the consecutive terms for purposes of term limits and eligibility.

SECTION 2. **ELECTION**. The Board of Directors shall be elected by ballot of eligible members at the annual meeting of the members of the Club. The board officers, as set forth below, shall be elected by ballot by the Board of Directors from amongst their membership at the first meeting of the Board held following the annual meeting of members.

SECTION 3. **BOARD OFFICERS**. The board officers of the Club shall be a President, Vice-President, Treasurer and a Secretary. Board officers shall hold office for one year and until their successors are elected. Any officers or Directors, however, may be removed by the Board of Directors for cause shown. Vacancies may be filled by the Board of Directors for the unexpired portion of the term of office.

ARTICLE III DUTIES AND POWERS OF THE OFFICERS

SECTION 1. **PRESIDENT**. The President shall preside at all meetings of the members and all meetings of the Board of Directors; appoint, with approval of the Board of Directors, all committees and may be a member ex-officio of all committees. The President may be one of the officers authorized to sign papers in the name of the corporation or countersign checks or drafts of the corporation. The President shall see that corporate responsibilities are adequately provided for, and shall have such powers as may be reasonably construed as belonging to the chief executive of the organization, including the power to delegate such powers.

SECTION 2. **VICE PRESIDENT**. The Vice-President shall exercise the duties of the office of President in the absence or disability of the President.

SECTION 3. **SECRETARY**. The Secretary shall attend all meetings of members and of the Board of Directors and keep the minutes of such meetings, including a detailed record of all votes and business transactions, in a book to be kept for that purpose. The Secretary shall have custody of the minute book at all times. A copy of all minutes shall be maintained for the purpose of being open to inspection by any member of the Board of Directors or by members upon proper request to the Secretary.

The Secretary shall conduct the correspondence of the corporation and shall give notice of all meetings of the members and of the Board of Directors.

The Board of Directors may delegate specific duties of the Secretary to an employee of the organization or other Director subject to the direct supervision of the Secretary.

The Secretary shall perform such other duties as the Board of Directors may prescribe or as may be imposed by law.

In case of absence or disability of the Secretary, the Board of Directors shall appoint a temporary Secretary who is a member of the Board of Directors.

SECTION 4. **TREASURER**. The Treasurer shall have general charge of the financial affairs of the Club subject to the supervision and control of the Board of Directors with authority in the name and on behalf of the Club: to collect all fees, dues and other accounts due to the Club; to pay all bills as may be directed by the Board of Directors; to borrow money upon the vote of the Board of Directors, and to execute and deliver the Club's notes or other evidence of indebtedness therefore. The Treasurer shall keep regular books of accounts for the Club, such books to be open for inspection by members of the Board whenever and at such regular intervals as the Board of Directors may specify. The Treasurer shall be required to give bond for the faithful performance of the duties of this office, the form and amount of this bond to be approved by the Board of Directors. The Treasurer shall also require adequate bonding of employees who may be directly involved in the management of club business and assets, such as General Manager, Officer Manager. Annually, upon the close of the Club's fiscal year, and prior to the annual members' meeting, the Treasurer may be required to have all books of account and other financial records examined by a Certified Public Accountant and shall have the CPA's report delivered to the Board of Directors. The Treasurer shall have custody of all financial records and documents and the seal of the Club. The Treasurer shall have such powers as may be reasonably construed as belonging to the chief financial officer of the organization, including the power to delegate such powers.

In case of absence or disability of the Treasurer, the Board of Directors may appoint a temporary Treasurer.

SECTION 5. **BOARD OF DIRECTORS**. The Board of Directors shall control and manage all affairs, property and expenditures of the Club and may exercise all the powers of the Club, except such as are expressly reserved to the preferred shareholders pursuant to the law, the agreement of the association, or according to these Bylaws except for those matters which require consent of the membership of the Club. They shall prescribe the rates and condition of miscellaneous income such as dues, initiation fees and all other rates of revenue.

The Board of Directors shall adopt such "Club Regulations" as are necessary in order to provide the orderly use of the Club facilities and as are necessary to accomplish the goals and purposes of the corporation. The Board of Directors is authorized to print such "Club Regulations", copies of which will be made available to the members.

The Board of Directors may organize itself into various committees or otherwise to properly administer the Club business.

SECTION 6. **COMPENSATION**. Directors and Officers shall not receive any salary or compensation for their services either as Directors or Officers.

ARTICLE IV COMMITTEES

SECTION 1. **COMMITTEES OF DIRECTORS.** The Board of Directors may designate one or more committees, each of which shall consist of at least one director, which committees shall have and exercise the authority of the Board of Directors and shall advise the Board in the management of the Club.

SECTION 2. **STANDING COMMITTEES.** The following will be standing committees annually and will give a report at the monthly meeting of the Board of Directors.

1. All Sports
2. Communication
3. Finance
4. House and Grounds
5. Long Range/Capital Improvements
6. Membership
7. Personnel
8. Rentals
9. Rules and Governance
10. Snack Bar
11. Socials

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. **MEETINGS.** The Board of Directors shall hold regular meetings monthly and such other meetings as may be necessary. Meetings of the Board of Directors are customarily held at the Club, but may be held at such other places as directed by the Board. At the request of any two members in writing, the President will be required to call a special meeting of the Board of Directors. Other special meetings of the Board may be called by the President at his or her discretion.

SECTION 2. **NOTICES.** Written notices of all regular meetings of the Board of Directors shall be mailed or otherwise delivered by the Secretary to each member of the Board so as to arrive at least two (2) days prior to the date of the meeting. Special meetings called by the President shall require such notice as may be practical.

SECTION 3. **QUORUM.** Seven (7) members of the Board of Directors shall be necessary at any meeting for a quorum for the transaction of business, but less than a quorum may vote to adjourn.

SECTION 4. **ATTENDANCE**. A director who is absent, without excuse, for more than three (3) regularly scheduled meetings during any calendar year, may be automatically terminated as a member of the Board, and the remaining portion of their term as a director shall be filled by appointment made by the remainder of their Board members.

SECTION 5. **VOTING**. All ballots and voting of the Board of Directors shall require a simple majority of those present and voting to pass, unless specifically provided otherwise in these By-Laws.

ARTICLE VI MEETINGS OF THE MEMBERS

SECTION 1. **ANNUAL MEETING OF MEMBERS**. The annual meeting of members shall be held on the second Sunday of the month of October at the direction of the Board of Directors at the clubhouse of Northbrook Country Club. If the annual meeting is not held as herein provided, the President shall order a special meeting of the members to be called, to be held in lieu of and for the purpose of the annual meeting.

At the annual meeting, the order of business shall be:

1. Reading of the minutes.
2. Report of officers and/or committees.
3. Election of directors. The election of such directors shall be by simple majority vote with the top three vote getters being elected.
4. Any further business.

SECTION 2. **SPECIAL MEETING OF THE MEMBERSHIP**. Special meetings of the members shall be called by the Secretary if ordered to do so by the Board of Directors or upon written request of twenty-five percent (25%) of the members entitled to vote at any membership meeting.

SECTION 3. **NOTICE OF MEMBERS' MEETINGS**. Written notice of all meetings of the members shall be mailed by the Secretary to all members at least ten (10) days prior to the date of the meeting. Such notices shall be addressed and mailed postpaid to members at their respective addresses as recorded upon the books of the Club, and state the purposes of the meeting.

SECTION 4. **QUORUM FOR MEMBERS' MEETING**. Five percent (5%) of the qualified members represented in person shall constitute a quorum at any meeting of the members. If there is less than a quorum at a meeting other than the annual meeting set forth above, those present shall set, by majority vote, an adjourned meeting date at least fifteen (15) days and not more than ninety (90) days subsequent to the original meeting. Written notice shall then be mailed to all members at least seven (7) days prior to the adjourned meeting day advising them that this adjourned meeting is empowered to act by majority vote with or without a quorum present.

SECTION 5. **VOTING**. Each dues member shall have one vote, to be exercised by the member in person; provided, however, that voting for election to the Board of Directors may be conducted by absentee ballot in a manner and form approved by the Board of Directors. The vote of a majority of the members represented in person or by absentee ballot in the matter of election of Directors only, at any meeting of the members is required for action at such meeting.

ARTICLE VII MEMBERSHIP, ENTRANCE FEES AND DUES

SECTION 1. **CLASSES**. The Board of Directors shall establish membership categories annually, which may include Family Memberships, Single Memberships, Senior Memberships and other categories.

SECTION 2. **APPLICATION FOR MEMBERSHIP**. Any person interested in becoming a member of the Club shall submit a written and signed application on a form provided by the Board of Directors. Once a member application has been approved by the Membership Committee and the member has paid any dues associated with membership, the new member may begin exercising all membership privileges.

SECTION 3. **ANNUAL DUES**. Annual dues shall be established by the Board of Directors.

SECTION 4. **INITIATION FEE**. The Board of Directors shall establish the amount of the initiation fee for membership.

SECTION 5. **OTHER FEES**. The Board of Directors shall, at their discretion, establish other user fees, rules and regulations, and policies as they deem necessary and appropriate in the administration of the Club.

SECTION 6. **MEMBERSHIP ASSESSMENT**. The Board of Directors may, as they deem necessary, charge assessments to the membership during the Club's fiscal year.

ARTICLE VIII INDEBTEDNESS TO THE CLUB

SECTION 1. **INDEBTEDNESS**. Dues are payable annually in advance, quarterly in advance, or monthly in advance. Any member whose dues are not paid within thirty (30) days from the due date may have his or her privileges suspended.

SECTION 2. **ANY OTHER INDEBTEDNESS**. Any other indebtedness due to the Club from whatever source, which indebtedness is not paid within thirty (30) days from the date such indebtedness is due, may be suspended immediately. Thereafter, reinstatement will be the same as any other new applicant, including payment of any initiation fees.

SECTION 3. **PENALTIES AND INTEREST**. Any indebtedness not paid on a timely basis may be subject to such penalties and/or interest as the Board of Directors may prescribe.

ARTICLE IX

RESIGNATION AND FORFEITURE OF MEMBERSHIP

SECTION 1. **RESIGNATION**. A member of the Club may resign at any time, but no resignation shall be effective until all financial obligations to the Club are settled. When such resignation is recorded by the Secretary, the privileges and obligations in the Club of said resigning member shall cease, effective on the date of such recordation by the Secretary. Such recordation shall not relieve any member of any financial obligations incurred prior to the date of such resignation, nor will resigning members be entitled to a refund of dues paid in advance.

SECTION 2. **APPROVAL**. Resignation of members shall be given in writing and delivered to the Secretary and presented at the next meeting of the Board of Directors for actions, and privileges and financial obligations shall cease as above provided.

SECTION 3. **FORFEITURE OF MEMBERSHIP**. Any member may be expelled or suspended for a time certain, from membership for any of the following reasons:

1. Assault or battery upon Club property.
2. Willful damage to Club property.
3. Indecent exposure on Club property.
4. Unauthorized use of the Club or Club property.
5. Theft of Club Property.
6. Acts or behavior that would cause embarrassment to the Club or its members.
7. Infractions of any Bylaw or rules.
8. Any other conduct prejudicial to the best interest of the Club.
9. Non-payment of Dues, Fees, Assessments or other charges.

Charges preferred against any member under this section shall be by any member of the Board of Directors. Such charges shall be heard only after notice in writing, setting forth the substance of the Complaint and giving the date, time and place of a hearing before the Board of Directors. Such notice shall be given at least ten (10) days prior to the date set for said hearing. The member shall appear and may defend himself or herself, or may have an attorney at the hearing. Any action of the Board in expelling or dismissing said member shall be immediately applicable, and the Board shall act by majority vote of those present and voting. Any expulsion, suspension, or dismissal pursuant to this paragraph shall not relieve any member of any financial obligations incurred prior to the date of such action, nor will such members be entitled to a refund of dues paid in advance.

SECTION 4. **REINSTATEMENT**. On written request signed by a former member and filed with the Secretary and Chair of the Membership Committee, the Board of Directors, by affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 5. **TRANSFER OF MEMBERSHIP**. Membership in the Club is non-transferable or assignable.

ARTICLE X CLUB PRIVILEGES AND FISCAL YEAR

SECTION 1. **GUEST**. The privileges of the Clubhouse and grounds may be extended to guests of members under such regulations prescribed by the Board of Directors.

SECTION 2. **FACILITY USE BY DIRECTORS**. Active Board of Directors may use Club facilities at fees as determined by the Board annually.

SECTION 3. **FISCAL YEAR**. The fiscal year of the Club shall begin on the first day of October and shall terminate on the 30th day of September.

ARTICLE XI AMENDMENTS, RULES OF ORDER, AND NOTICE

SECTION 1. **AMENDMENTS**. The Bylaws may be amended at any time during a meeting of the Board of Directors with a two-thirds (2/3) vote of the total number of directorships.

SECTION 2. **RULES OF ORDER**. The rules contained in Roberts' Rules of Order, most current edition, shall govern the deliberations of the stockholding members and the Board of Directors and any committee thereof in all cases to which they are applicable, and in which they are not inconsistent with these bylaws.

SECTION 3. **NOTICE**. Whenever the Board or the Club is required by these Bylaws to notify the membership of any matter or action, such notification may be by email addressed to that member at the most recent email listed for that member in the Club's membership records or by other electronic means, including, but not limited to, posting on the Club's website and social media.

THIS CURRENT EDITION OF THE BYLAWS OF NORTHBROOK COUNTRY CLUB, INC. is effective the ____ day of _____, 2020. All previous Bylaws are therefore cancelled and void.

NORTHBROOK COUNTRY CLUB, INC.

By: _____

Secretary