

**CLARKSBURG COUNTRY CLUB**

**BY-LAWS**

**APRIL 2021**

**CLARKSBURG COUNTRY CLUB  
BY-LAWS  
(AS OF APRIL 2021)**

**ARTICLE I**

**Meeting of Members**

Sec. 1. ANNUAL MEETING. A meeting of the members of this club shall be held annually at the Clubhouse in April of each year, for the purpose of electing directors and for the transaction of any and all other business which may be brought before the meeting. The Board of Directors shall set the agenda for the meeting. Any member may request an item be added to the agenda by submitting a request to the President prior to the meeting.

Sec. 2. SPECIAL MEETING. The President may, and upon written request of at least ten percent of the stockholders, or of a majority of the directors, the President shall, call a special meeting of the members to be held at a suitable place, which said place shall be designated and specified in the call. The request for the call of a special meeting, as well as the notice of such meeting, shall state specifically the object of such meeting.

Sec. 3. NOTICE OF MEETING. Notice of the annual meeting and all special meetings, stating the time and place thereof, shall be communicated by the Secretary/General Manager to each member, at the last address of such member known to the Secretary/General Manager, at least ten days prior to the meeting.

Sec. 4. QUORUM. At any meeting of the members, thirty percent of the stock holders, present in person or represented by proxy, shall constitute a quorum for the transaction of business; but if a sufficient number does not attend at the time and place appointed, those who do not attend may adjourn from time to time, without notice other than by announcement at the meeting, until a sufficient number to constitute a quorum shall be present.

Sec. 5. VOTING. In all elections of Directors each member shall have the right to cast one vote for each share of stock held and he may cast the same in person by proxy, for as many persons as there are Directors to be elected, or he may cumulate such votes and give one candidate as many votes as the number of Directors to be elected candidates and in such manner as he shall desire, and the Directors shall not be elected in any other manner; and on any question to be determined by a vote of the stockholders each stockholder shall be entitled to one vote for each share held and he may exercise this right in person or by proxy.

## ARTICLE II

### Board of Directors

Sec. 1. ELECTION OF DIRECTORS. The business and property of the club shall be managed and controlled by a Board of Directors. The number of directors shall be eleven. Every director shall be a stockholder, or their spouse, and a resident of Harrison County.

Each director shall hold office for the term of three years, and until his successor shall have been elected and qualified in his stead. Three or four directors shall be elected each year at the annual meeting of stockholders.

In case of the death or resignation of any director, the termination of his membership, or any vacancy in the office of director occurring from any cause, the remaining directors, by affirmative vote of the majority thereof, may elect his successor to hold office for the unexpired term. Directors will take office at the next meeting of directors following their election.

Sec. 2, POWERS OF DIRECTORS. The Board of Directors shall have the power to do all acts and things within the corporate powers of the club, not required by law or by these By-laws to be done by the members. Without prejudice to the general powers conferred by law and these By-laws, it is hereby expressly declared that the Board of Directors shall have the following powers: To manage and control the property and funds of the club; to make and enforce rules and regulations governing the use of the property and privileges of the club by its members, their children and visitors; to appoint and, at their discretion, remove or suspend such subordinate officers, agents or servants, permanently or temporarily, as they think fit, and to determine their duties, and fix, and from time to time, change their compensation, and to require security in such instances and some amounts as they think fit; to appoint, upon the nomination of the President, all standing or special committees of the club, and it will change their personnel; to prescribe the financial requirements for the various types of membership, and to create other classes of membership upon such terms and provisions as they may deem advisable; and to adopt amendments to these By-laws, effective until the annual meeting of the stockholders next following, as hereinafter provided in Article XIII of these By-laws. In addition the Board must approve all expenditures in excess of \$999 and require all expenditures in excess of \$999 have two quotes, except those that have been pre-approved, i.e. chemicals for course or pool, fertilizer and fuel or others as established by the board.

Sec. 3. DIRECTORS MEETINGS. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed by the Board of Directors or by the officers. Special meetings of the Board of Directors shall be held whenever called by the President or any three of the directors. Notice of such special meetings specifying the place and time thereof, shall be given by the Secretary at least two days before the meeting, to each director. Six of the Board of Directors shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of all directors present shall be necessary for the passage of any motion or resolution. But if a sufficient number of directors do not attend, those who do attend may adjourn from time to time until a meeting is regularly constituted.

Any director missing more than 3 regular meetings of the Board in a calendar year shall automatically cease to be a member of the Board of Directors and the vacancy shall be filled by the remaining members of the Board for unexpired term of the removed director.

## ARTICLE III

### Officers

Sec. 1. OFFICERS. The executive officers of the club shall be a President, Vice President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors at the next regular meeting following the annual meeting of the members. The office of Treasurer and Secretary may be held by or exercised by the same person. The President and Vice President must be members and directors. The Treasurer and Secretary are not required to be members or directors.

Sec. 2. PRESIDENT. The President shall preside at all meetings of the members and of the Board of Directors; shall sign and execute for and on behalf and in the name of the club all authorized contracts, and other papers requiring the signature or execution of the President; and shall perform such other duties and have such further authority as the Board of Directors may from time to time prescribe.

Sec. 3. VICE PRESIDENT. The Vice President shall perform the duties of the President in his absence, and shall perform the duties and have such further authority as the Board of Directors may from time to time prescribe.

Sec. 4. TREASURER. The Treasurer shall have custody of all monies and financial papers and records of the Club, keeping all funds in depositories designated by the Board; supervise the receipt and disbursement of all monies and shall perform such other duties and have such further authority as the Board may from time to time prescribe. All disbursements shall be made by check of the Club made out and signed by officers or management duly authorized. The Treasurer shall enter or cause to be entered regularly in the books of the club to be kept for that purpose, full and accurate accounts of all monies received and disbursed by him on account of the club involving the receipt and disbursement of monies by him and he shall exhibit his book and accounts to the Board of Directors, any director, or President, whenever called upon to do so.

Sec. 5. SECRETARY. The Secretary shall keep the minutes of all meetings of the members and Board of Directors in a book or books to be kept for that purpose; shall attend to the giving of all notices of meetings and for any other purpose; shall have custody of the corporate seal and affix the same, whenever required to do so by the Board of Directors or the President; shall have custody of and keep the books and records of the Club except those in the custody of the Treasurer. He shall perform such other duties, and have such further authority as the Board of Directors from time to time prescribe.

Sec. 6. TERM OF OFFICE. The term of the executive officers of the Club shall be from their election to the election and qualification of their successors.

## ARTICLE IV

### Committees

Sec. 1. EXECUTIVE COMMITTEE, The President shall have the power to appoint an Executive Committee, subject to the approval of the Board, to be composed of not less than three nor more than five directors. The duties of the Executive Committee shall be to assist the President in the performance of his duties with such powers as may be delegated to him by the Board. The Executive Committee shall meet at times and places designated by the Chairman of the Committee.

Sec. 2. OTHER COMMITTEES. The President shall have the power to appoint such other standing committees as he may deem necessary, subject to the approval of the Board; said committees shall perform such duties and have such authority as the Board of Directors may from time to time prescribe and shall be subject to the direction of said Board, or of the Executive Committee, when the Board is not in session.

## ARTICLE V

### Memberships

Sec. 1. CLASSIFICATIONS. Members of the Club shall be of the following categories:  
All categories of Membership are deemed to have Social and Tennis privileges.

Sec. 2. REGULAR MEMBER.      Family: Includes golf and pool privileges for spouse and all dependents.  
Single: Includes golf and pool privileges for an unmarried member.

Sec. 3. GOLF ONLY MEMBER.      Family: Includes golf privileges for spouse and all dependents.  
Single: Includes golf privileges for the named member. (may be married.)

Sec. 4. JUNIOR MEMBER              Includes golf and pool privileges for spouse and all Dependents provided the member has not reached his 35<sup>th</sup> Birthday by January 1 of that year.

Sec. 5. POOL / SOCIAL MEMBER      Includes pool, social and tennis privileges for spouse and all dependents.

## ARTICLE VI

### Admission to Membership

Sec. 1. Applications for all memberships shall be made in writing on the form provided by the club business office. Each application or the name of a prospective member shall be read at any regular or special meeting of the Board of Directors. Upon nominations duly made and seconded, the Board of Directors shall vote upon the admission of such applicant. Admission shall require the affirmative vote of two thirds (2/3) of the members of the board present and voting but at least a majority of the entire membership of the Board of Directors. Applicants must be at least 18 years of age to be admitted to membership.

All communications made to the membership committee of the Board of Directors concerning any applicant, and proceedings of the membership committee and board thereon, shall be regarded as confidential; and the name of no rejected applicant shall appear on the minutes of the club.

## ARTICLE VII

### Fee and Dues

Sec. 1. DUES FOR CALENDAR YEAR. The dues for the ensuing calendar year for each category of membership shall be established by the members at each annual meeting of the members or at any special meeting of the members called for such purpose.

Sec. 2. OTHER FEES. Golf, tennis, swimming and other fees shall be established annually by the board.

Sec. 3. INSTALLMENT PAYMENT OF STOCK AND DUES. The Board of Directors shall have the authority to establish the manner and terms for the installment payment of dues, stock, or assessment.

Sec. 4. REFUND OF DUES. One half (1/2) of dues will be refunded in cases where a member dies, or resigns in writing prior to June 30th of any year. No refund shall be made in such cases of death or resignation after July 1st of any year.

## **ARTICLE VIII**

### **Privileges**

- Sec. 1. MEMBER. Members of all categories shall be entitled to use of the restaurant and tennis facilities. Use of pool and golf facilities are determined by membership category under Article V of these By-laws.
- Sec. 2. MEMBER'S FAMILY. The privileges of a Family membership extend to the member's wife and unmarried dependent children, but are limited to the privileges of the membership category. A dependent child is defined as: a) Have not reached their 18th birthday as of January 1st of that year, or b) Have not reached their 24th birthday as of January 1st of that year and are enrolled at a higher education facility. It is not the intention of this rule to prohibit single male and female members from bringing their lady or gentleman friends to the club to participate in all club activities.
- Sec. 3. MEMBER'S GUEST. The privileges of the club shall be extended to each member's guest: guests, however, shall pay such fees as established by the Board of Directors.
- Sec. 4. USE OF FACILITIES. All the facilities of the clubhouse shall be maintained for the exclusive use and benefit of the members and their guests except upon conditions prescribed by the Board of Directors to the Club Manager.

## **ARTICLE IX**

### **Discipline**

If the conduct of any member shall appear to be in willful violation of the By-laws or Rules of the club, or prejudicial to the interest or character of the club, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the entire Board, may suspend or expel such member. Before taking such action, a written copy of the charge against him or her shall be served upon the member, and an opportunity given to be heard before the Board in his own defense. A motion to reconsider the suspension or expulsion of the member may be made at the next regular meeting of the Board of Directors, but not thereafter. Any member so expelled or during suspension shall be refused admission to the clubhouse and grounds.

## **ARTICLE X**

### **Delinquencies**

Sec. 1, Except as otherwise provided herein for dues or fees, any account with the club, including one representing purchases and services obtained through the club shall be governed by the credit policy on our application form.

## **ARTICLE XI**

### **Order of Business**

Sec. 1. ORDER OF BUSINESS. Unless otherwise ordered, and so far as the same may be applicable, the order of business of all members; and directors; meetings shall be as follows:

- 1) Roll call.
- 2) Reading of minutes of previous meeting.
- 3) Reports and statements of officers and committees.
- 4) Unfinished business.
- 5) Election of Directors
- 6) New or miscellaneous business.

Sec. 2. PARLIAMENTARY LAW. Roberts's Rules of Order shall be law of the club parliamentary questions.

## **ARTICLE XII**

### **Seal**

The corporate seal of the club shall be in circular form, bearing in the outer circle thereof the words "Clarksburg Country Club" and in the inner circle thereof the words "Corporate Seal."

## **ARTICLE XIII**

### **Amendments**

These By-laws may be amended by a vote of a majority of the members of the club present in person or by proxy at any annual meeting of the members, or at any special meeting of the members called for such purpose. The By-laws may also amend by the Board of Directors at any directors' meeting, by the affirmative votes of at least two thirds (2/3) of the elected members of the Board, any amendments so made by the directors to be effective only until the next annual meeting of members, at which time the amendments will be submitted to the members for acceptance or rejection; and any amendments by the directors thus rejected by the members shall be void and of no effect from and after the date of such rejection.