

CLARKSBURG COUNTRY CLUB  
BY-LAWS  
REVISED MARCH 2025

**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, upon written request of at least ten-percent (10%) of the stockholders or a majority of the Directors, call a special meeting of the members to be held at a suitable place and time, which said place and time shall be designated and specified in the call for the special meeting. The request for the call for 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 (10) days prior to the meeting.

**Sec. 4. QUORUM** At any meeting of the members, thirty percent (30%) of the stockholders present in-person or represented by proxy shall constitute a quorum for the transaction of business. However, if a sufficient number required to make a quorum does not attend at the time and place appointed, those who do attend may adjourn from time to time and 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 or she 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 or she shall desire. 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 or she may exercise this right in person or by proxy.

## Article II

### Board of Directors

**Sec. 1. ELECTION OF DIRECTORS** All business, property and assets of the Club shall be managed and controlled by a Board of Directors. The number of directors shall be set at nine (9). Every director shall be a resident of Harrison County, West Virginia.

Each director shall hold office for the term of three (3) years and until his or her successor shall have been elected and qualified in their stead. Three or four directors shall be elected each year at the annual meeting of stockholders.

In the case of a death or resignation of any director, the termination of his or her 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 or her 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 hire or appoint and, at their discretion, remove or suspend such subordinate officers, agents or servants, permanently or temporarily, determine their duties and, from time to time, change their compensation, and to require security in such instances and some amounts as they see fit; to appoint, upon the nomination of the President, all standing or special committees of the Club: 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; to adopt amendments to these By-Laws effective until the next annual meeting of the stockholders following as hereinafter provided in Article XIII of these By-Laws. In addition, the Board must approve all expenditures in excess of \$999 and requires all expenditures in excess of \$999 to 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. DIRECTOR'S MEETINGS** Regular meetings of the Board of Directors shall be held monthly at such place and time as may be set 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 to each Director by the Secretary at least two (2) days before the meeting. Five (5) members 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. However, 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, Treasurer and 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 or her and he shall exhibit his or her books and accounts to the Board of Directors, President or any Director 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 and shall have custody of and keep the books and records of the Club except those in the custody of the Treasurer. He or she shall perform such other duties and have such further authority as the Board of Directors from time to time prescribe.

**Sec. 6. TERMS OF OFFICE** The terms 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 (3) nor more than five (5) directors. The duties of the Executive Committee shall be to assist the President in the performance of his or her duties with such powers as may be delegated to him or her 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 or she 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:

<b>REGULAR MEMBER</b>	Family: Includes golf and pool privileges for spouse and all dependents Single: Includes golf and pool privileges for an unmarried member
<b>GOLF ONLY MEMBER</b>	Family: Includes golf privileges for spouse and all dependents Single: Includes golf privileges for the named member (may be married).
<b>JUNIOR MEMBER</b>	Includes golf and pool privileges for spouse and all dependents, provided the member has not reached his or her 35th birthday by January 1 of that year
<b>POOL/SOCIAL MEMBER</b>	Includes pool, social and tennis privileges for spouse and all dependents

**Article VI****Admission to Membership**

**Sec. 1. APPLYING FOR MEMBERSHIP** 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(s) of any rejected applicant(s) shall not be recorded in the minutes of the Club.

**Article VII****Fees 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 of Directors.

**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 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 husband or wife and unmarried, dependent children, but are limited to the privileges of the membership category. A dependent child is defined as: a) having not reached their 18th birthday as of January 1st of that year, or b) having 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 any Club activities.

**Sec. 3. MEMBER'S GUESTS** The privileges of the Club shall be extended to each member's guests. However, guests shall pay such fees as established by the Board of Directors for the facilities they use.

**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**

**Sec. 1. DISCIPLINARY ACTION** 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 an affirmative vote of two-thirds (2/3) of the entire Board, may suspend or expel such member. Before taking any such action, however, 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 their 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 premises.

**Article X****Delinquencies**

**Sec. 1. CREDIT POLICY** Except as otherwise provided for herein for dues or fees, any account maintained with the Club, including one representing purchases and services obtained through the Club, shall be governed by the Credit Policy on the Club's application form.

**Article XI****Order of Business**

**Sec. 1. ORDER OF BUSINESS** Unless otherwise ordered, and insofar as the same may be applicable, the order of business of all regular or special meetings of the membership or Board 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** Robert's Rules of Order shall be the governing law of the Club's parliamentary procedure.

**Article XII****Seal**

**Sec. 1. FORM** The Corporate Seal of the Club shall be in a circular form, bearing in the outer circle thereof the words "Clarksburg Country Club Est. 1912" and in the inner circle thereof the words "Corporate Seal West Virginia."

**Article XIII****Amendments**

**Sec. 1. PROCESS** These By-Laws may be amended from time to time 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 be amended by the Board of Directors at any Board meeting by an affirmative vote of at least two-thirds (2/3) of the elected members of the Board. Any amendment(s) so made by the Board shall be effective only until the next annual meeting of members. At which time, the amendment(s) will be submitted to the members for acceptance or rejection. Furthermore any amendment(s) made by the Board thus rejected by the members shall be void and of no effect from and after the date of such rejection.