

**BYLAWS OF
COUNTRY CLUB MEMBERSHIP ASSOCIATION**
(As amended 1997-2010)

**ARTICLE I
PURPOSE**

The purpose of the Association is to establish, maintain, and operate an association of country club members, not for profit, solely for the mutual benefits to be derived; to support the rights, privileges and membership in Ford's Colony Country Club; to present a unified effort to the members in protecting legitimate membership rights; to ascertain and communicate information to the membership on ownership plans and programs which would affect them, and conversely, to communicate the Association's views and concerns to ownership prior to implementation; negotiate with ownership to assure members' rights and privileges as set forth in various governing documents, and to represent membership at regularly scheduled meetings with ownership.

**ARTICLE II
MEMBERSHIP**

Section 1. Eligibility. There shall be one class of membership of the Association which shall consist of all members of dues paying membership classes of Ford's Colony Country Club. (2005)

Section 2. Voting. Each membership in Ford's Colony Country Club shall have one vote at any Association meeting. Absentee voting will be permitted at any membership meeting or election.

Section 3. Dues. There will be no dues connected with the Association. This does not preclude the solicitation of volunteer funding to finance Association efforts as determined by the Board.

Section 4. Meetings. The annual membership meeting shall be held during the second week of November, the day and time to be determined by the Board of

Directors. Written notice of such meeting shall be communicated by the Secretary to the membership at least ten (10) days prior to the date of the meeting. (2010)

Special Meetings. Special membership meetings may be called by the President or by a majority vote of the members of the Board, or shall be called by the Secretary upon receipt of a petition signed by members having fifteen percent (15%) of the votes entitled to be cast at such a meeting. Written notice of such a meeting shall be communicated by the Secretary to the membership at least ten (ten) days prior to the date of the meeting, and shall state the purpose of the meeting and no other business shall be transacted. (2010.)

Quorum. Twenty percent (20%) of those entitled to vote shall constitute a quorum.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of six (6) members, three of whom are elected each year for two (2) year terms by ballot of the members to be returned prior to the annual meeting, thus ensuring continuity at all times on the Board of Directors.

Section 2. Officers. The officers of the Association consisting of the President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board, shall be elected by the Board for a one (1) year term and shall serve in their respective capacities both with regard to the membership and its meetings and the Board and its meetings.

The President shall preside at all meetings of the membership and the Board and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

The Vice President shall exercise the authority of the President in his or her absence and perform such other duties as may be assigned to him or her by the President or Board of Directors.

The Secretary shall be responsible for recording the minutes of the Membership and Board meetings and maintaining such other records as may be required of him or her by the President or the Board of Directors. (2010)

The Treasurer shall collect and receive all monies due or belonging to the Association. He or she shall deposit the same in a bank designated by the Board in the name of the Association. His or her books shall at all times be open to inspection by the Board and he or she shall report to them (Board) at every meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual membership meeting he or she shall render an account of all monies received and expended during the previous fiscal year. There shall be an audit of the books as directed by the Board.

In addition to these officers, the immediate past president of the Association shall serve as a non-voting member of the Board for one year, provided his/her term as president expires concurrently with his/her term on the Board. (2008)

Section 3. Meetings/Quorum. Meetings of the Board of Directors shall be held as deemed necessary by the Board, but shall be held at least quarterly. A quorum for a meeting of the Board shall be a majority of the Board.

Section 4. Vacancies. Any vacancies occurring on the Board during the year shall be filled until the next annual meeting by a majority vote of the Board.

Section 5. Other Duties. The members of the Board shall also serve on the Ford's Colony Country Club Advisory Board governed by these By-Laws. (2010)

ARTICLE IV COMMITTEES

Section 1. The Board shall appoint standing and special committees as necessary, to assist in furthering the purposes of the Association.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

ARTICLE V GENERAL PROVISIONS

Section 1. Calendar. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

Section 2. Amendments. Amendments to the Articles of Incorporation and the By-Laws may be proposed by a resolution of the Board of Directors recommending the amendment to the members unless the Board of Directors determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the members. The resolution shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time and place, and that the purpose of the meeting is to consider the proposed amendment; the notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be given to each member not less than twenty-five (25) or more than sixty (60) days before the meeting. An Amendment to the Articles of Incorporation shall be adopted upon receiving two-thirds (2/3) or more of all votes entitled to be cast. An amendment to the By-Laws shall be adopted upon receiving a majority of the votes cast.

Amendments to the By-Laws may also be made by a majority vote of the Directors at any meeting at which a quorum is present, provided ten (10) days written notice is communicated to the Directors of any proposed change. Written notice of any amendment to the By-Laws adopted by the Board shall be communicated to the members, who shall then approve or disapprove such amendment at the next membership meeting for which proper notice is given and/or waived. (2010)

ARTICLE VI DISSOLUTION

The Association may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than two-thirds (2/3) of the members in good standing. In the event of dissolution of the Association, whether voluntary or involuntary or by operation of law, none of the assets of the Association shall be distributed to any member, but after payment of all lawful debts of the Association, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization(s) to be selected by the Board of Directors.

Adopted at the Organizational Meeting of the Country Club Membership Association in November, 1997 and amended in December, 1997 by the Board of Directors.

Signed by

Joan L. Trainor, Secretary

By-Laws as of November 2010