

WINDING RIVER GOLF CLUB CONSTITUTION AND BY-LAWS

as of 01-01-08

Article 1 – Name

The name of this golf club shall be the Winding River Golf Club at Carolina National (The Club)

Article 2 – Purpose

- 2.1 To stimulate interest in golf at the Carolina National Golf Course by bringing together a group of golfers desirous of forming a golfing organization.
- 2.2 To promote and foster among members a closer bond and fraternity for their joint and mutual benefit, and to promote and conserve the best interests and true spirit of the game of golf as embodied in its ancient and honorable traditions.
- 2.3 To encourage conformance to the USGA Rules of Golf by creating a representative authority.
- 2.4 To maintain a uniform system of handicapping as set forth in the USGA Handicap System and issue USGA Handicap Indexes to the members.
- 2.5 To promote an authoritative body to govern and conduct Club operations.
- 2.6 To create an authoritative body to be the interface between members of The Winding River Golf Club and the United States Golf Association (USGA), the Carolina Golf Association (CGA) and other organizations sponsoring golf competitions and tournaments.

Article 3 – Membership

- 3.1 There shall be at least 50 members of The Club.
- 3.2 Membership in The Club shall be available to all men and women who are:
 - 3.2.1 Owners of active regular, junior and out-of-town memberships in the Carolina National Golf Club.
 - 3.2.2 Holders of a USGA golf handicap at the Carolina National Golf Club.
- 3.3 Initial admission for prospective members meeting the criteria described above shall be automatic.
- 3.4 Memberships in The Club are individual and non-transferable and are associated with the Carolina National Golf Club, a privately owned and operated golf course.
- 3.5 Only golfers with reasonable and regular opportunity to play golf with fellow members and who can personally return scores for posting at the Carolina National Golf Club may be members.
- 3.6 Membership confers no voice in the operations of any golf courses, clubhouses or facilities of the courses.
- 3.7 Membership confers no special privileges in connection with any golf course.
- 3.8 Memberships in The Winding River Golf Club are for a calendar year only, with all memberships expiring on December 31st.
- 3.9 The fiscal year of the club will be from January 1st through December 31st.
- 3.10 The Board of Directors may confer honorary memberships upon those whom they feel have contributed to the advancement of golf and to those current members no longer able to actively participate in club functions. The unanimous affirmative vote of the Board shall be required to approve such action.
- 3.11 In the event that any member of the club shall commit any act which reflects discredit or disrepute thereon or shall refuse or neglect to comply with the rules and regulations adopted thereon by the Board of Directors, or the duly appointed officers, such member shall be subject to suspension or expulsion after written notice and the right to be heard, by a vote of two-thirds of the Board of Directors at any regular meeting or special meeting called for such purpose.
- 3.12 A candidate for readmission shall be proposed and recommended by two active members in good standing. The Board of Directors shall act upon each proposal by vote and two negative votes shall disqualify any candidate.

- 3.13 A special meeting of The Club may be called at any time by the President, a majority of the Board of Directors or upon written petition signed by not less than thirty percent of the membership. Notice thereof shall state the object of such meeting and no other business may be transacted thereat.
- 3.14 A legal quorum at any meeting shall be twenty members present in person or by proxy. Each member in good standing shall be entitled to one vote.

Article 4 – The Men’s and Women’s Associations

- 4.1 The Club shall consist of two associations, the Men’s Golf Association (MGA) and the Women’s Golf Association (WGA).
- 4.2 The officers of each Association shall consist of the President, Vice-President, Secretary and Treasurer who are members in good standing of the Association. The Officers of each Association shall elect to have any or all chairmen of committees of the Association serve on the Board of Directors of the Association.
- 4.3 The Board of Directors of each Association shall consist of six members of the Association who shall be elected to three-year terms. Terms shall be staggered.
- 4.4 For the term commencing with the establishment of each Association, the Board of Directors of each Association shall be appointed by the Carolina National Advisory Board of Governors (ABOG).
- 4.5 The Board of Directors of each Association shall exercise all powers of management of the Association not specifically assigned to The Winding River Golf Club or excepted by these by-laws.
- 4.6 Each Association shall be governed by the by-laws of the Winding River Golf Club as defined in this document and by such rules as the Board of Directors of the Association deem fit to approve and implement so long as such rules do not usurp on or override the by-laws of the Winding River Golf Club.
- 4.7 Each Association shall convene an annual meeting. The annual meeting of each Association shall be held during the fourth quarter of the year. The Board of Directors of the Association shall provide for the holding of such other meetings, as may be deemed necessary or desirable.
- 4.8 A special meeting of The Association may be called at any time by the President, a majority of the Board of Directors of the Association or upon written petition signed by not less than thirty percent of the membership. Notice thereof shall state the object of such meeting and no other business may be transacted thereat.
- 4.9 A legal quorum at any meeting shall be twenty members present in person or by proxy. Each member in good standing shall be entitled to one vote.

- 4.10 At least eight weeks prior to the Annual Meeting of each Association, the Board of Directors of the Association shall appoint a nominating committee consisting of three (3) members of the Association. At least four weeks prior to the Annual Meeting, this committee shall submit to the Board and shall post upon the club bulletin board a list of nominees to fill any vacancies for the term of office beginning on the day of the meeting. Names of other members in good standing may be nominated by petition signed by at least ten percent of the members of the Association in good standing and submitted to the Board at least two weeks prior to the Annual Meeting. At least one week prior to the Annual Meeting, a list of all candidates nominated shall be e-mailed to each member at their last known e-mail address and a copy of such list shall be posted on the club bulletin board. Members who do not have e-mail facilities may request a copy of the list of candidates from the Secretary.
- 4.11 Voting shall be by written ballot and those names receiving the greatest number of votes cast shall be declared to be elected. The Board shall appoint a committee of three judges who are not members of the Board or candidates for election to supervise the election.
- 4.12 The Board of Directors of each Association shall meet at such times and places as each may select and a majority of the Board shall constitute a quorum at any meeting.
- 4.13 In the case of any vacancy through death, resignation, disqualification or other cause, the remaining Directors, even though less than a quorum, may elect a successor by majority vote to hold office for the unexpired term of the Director whose place shall be vacant, and until the election of his successor.
- 4.14 The Board of Directors of each Association shall authorize and define the powers and duties of all committees not expressly reserved as committees of The Winding River Golf Club. Chairmen and members of all committees shall be appointed by the President of the Association, and the President shall be an ex-officio member of all committees except the nomination committee.

- 4.15 Except as modified by the Board of Directors, all appointed committees shall function as recommended in the USGA Golf Committee Manual. The following committees shall exist of each Association and shall be appointed each year, with such other committees, as the President may deem necessary or advisable:
 - 4.15.1 Tournament Committee to arrange and schedule with the management of any golf course as necessary, and conduct all intra-club and inter-club competitions.
 - 4.15.2 Handicap Committee to ensure that all handicap-related requirements are enforced for members of the Association.
 - 4.15.3 Mixed Events Committee composed of members of the Women's Golf Association to plan and manage mixed tournaments that may be arranged by the Women's Golf Association.

- 4.16 All membership fees and dues for each Association shall be established by the Board of Directors of each Association from time to time in such amounts as they deem to be adequate to operate and maintain the Association. Members shall be liable for dues until their written resignation has been received and accepted by the Board of Directors of the Winding River Golf Club. All monies collected shall accrue to the benefit of the membership of the Associations.

Article 5 – Board of Directors of The Winding River Golf Club

- 5.1 The Board of Directors of The Winding River Golf Club shall consist of the members of the Board of Directors of the Men's Golf Association and the Women's Golf Association in good standing of the Winding River Golf Club and they shall exercise all powers of management of the Winding River Golf Club not specifically excepted by these by-laws. The Board of Directors shall include the General Manager of the Carolina National Golf Course or the nominee of the General Manager, who shall be a non-voting member of the Board of Directors of The Winding River Golf Club.
- 5.2 The Board of Directors shall meet at such times and places as they may select and a majority of the Board shall constitute a quorum at any meeting.
- 5.3 Within ten days after the annual meeting and election of officers of each Association, the Board of Directors shall meet and elect the officers of the Winding River Golf Club.

In even numbered years, the officers of The Club shall be the officers of the Men's Golf Association and in odd numbered years the officers of The Club shall be the officers of the Women's Golf Association.

- 5.4 The officers shall be selected from the Board of Directors and shall consist of President, Vice-President, Secretary and Treasurer, and their duties shall be such as their titles would indicate or such as may be assigned to them respectively from time to time.
- 5.5 In the case of any vacancies through death, resignation, disqualification or other cause, the remaining directors, even though less than a quorum may elect a successor from the members of the Boards of Directors by majority vote to hold office for the unexpired term of the director whose place shall be vacant, and until the election of his successor.
- 5.6 The Board of Directors shall authorize and determine the powers and duties of all committees except those specifically reserved for each Association. Chairmen and members of such committees shall be appointed by the President, and the President shall be an ex-officio member of all committees except the nomination committee.

- 5.7 Except as modified by the Board of directors, all appointed committees shall function as recommended in the USGA Golf Committee Manual. The following committees shall be appointed each year, with such other committees, as the President may deem necessary or advisable:
- 5.7.1 Handicap Committee composed of the members of the Handicap Committee of each Association with the responsibility to establish a fair and proper system of handicaps in accordance with procedure set forth in the USGA Handicap System Manual.
 - 5.7.2 Membership Committee to investigate and act upon all applications for membership and to recommend appropriate action to the Board of Directors.
 - 5.7.3 Publicity Committee composed of a member of the Men's Association and a member of the Women's Association to gather the results of competitions and report such results to the news media and to prepare and publish a periodic newsletter for the benefit of the membership of The Winding River Golf Club.
- 5.8 All membership fees and dues for the Winding River Golf Club shall be established by the Board of Directors of the Winding River Golf Club from time to time in such amounts as they deem to be adequate to operate and maintain the Winding River Golf Club. These fees and dues shall be separate from those levied by each Association. Members shall be liable for fees and dues due to the Winding River Golf Club until their written resignation has been received and accepted by the Board of Directors of the Winding River Golf Club. All monies collected shall accrue to the benefit of the membership of the Associations.

Article 6 – Amendments To By-Laws

The Board of Directors shall have the power to repeal or amend any of these by-laws provided that such action shall not be effective until approved by a majority vote of the members of the Winding River Golf Club in accordance with the provisions contained herein.

Article 7 – Guest Policy

- 7.1 Definition – a guest must meet the following criteria:
 - 7.1.1 Not be a member of the Winding River Golf Club or the spouse of a member of the Winding River Golf Club.
 - 7.1.2 Not be a holder of an active regular, junior or out-of-town membership in the Carolina National Golf Club.
- 7.2 Members may introduce guests to play during member's times so long as no individual guest is introduced more than twenty (20) times in any calendar year.
- 7.3 Guests may play in the following organized club events:
 - 7.3.1 Regular Play (i.e. reserved tee times for the Men's Golf Association and the Women's Golf Association)
 - 7.3.2 Organized Member-Guest events.
- 7.4 Guests may NOT play in organized club events, including Club Championship, Member-Member and any other events designated as "not open to guests".
- 7.5 Winding River Property owners may not play during member times unless they are members of the Winding River Golf Club.
 - Note: Newly arrived home-owners or home-builders are invited to play with members as guests a maximum of three occasions prior to joining the Club.