

## **Article I Organization**

Section 1. The Pontotoc Country Club will be domiciled and conduct its business in the City of Pontotoc, Pontotoc County, Mississippi, by virtue of the Charter of Incorporation granted it by the State of Mississippi on the 15<sup>th</sup> day of April, 1965, and under the Laws of Mississippi governing regulating such corporation, and the laws of the United States of America.

Section 2. The seal of the corporation shall consist of a circle within which shall be inscribed "Pontotoc Country Club, Pontotoc, Mississippi."

## **Article II Membership**

Section 1. All memberships shall be based on the payment of the required membership fee and approval of the Board of Directors.

### Section 2. Classes

#### A. Regular Members

(1) Resident Members – Those members who reside within the confines of Pontotoc County. All Resident member's families including unmarried children 21 years of age or under residing in the household or 23 years of age or under who are attending a full time accredited post-secondary college are members of this club.

(2) Non-Resident Members – Those members who do not live within the confines of Pontotoc County. All Non-Resident member's families including unmarried children 21 years of age or under residing in the household or 23 years of age or under who are attending a full time accredited post-secondary college are members of this club. The number of Non-Resident members is not to exceed 100. The Board of Directors will evaluate the number of Non-Resident members annually.

(3) Regular Membership in the club shall be limited to 375 members.

(4) Membership fees shall be set by the Board of Directors. Upon payment of the appropriate fee a regular membership certificate will be issued to each member and such certificate shall entitle the holder to all privileges of the Club including the right ownership in its properties and assets, subject to all provisions of the Charter, By-Laws, and Rules of the Club.

(5) There shall be only one membership certificate issued in a family qualifying for regular membership.

#### B. Associate Members

Associate membership shall be available to sons and daughters of Regular Members who marry or move out of the member's household providing they make application for Regular Membership within 45 days of moving the household. Associate Membership is available only when there are no Regular Memberships available. They will pay the same dues as regular members. An Associate Member may continue to use the club until their name comes up for Regular Membership or for a period of two years, whichever comes first. If a Regular Membership did not come available by the end of the two-year period, the individual may

continue to pay his or her Associate Membership by paying half of the current Regular Membership fee. Any assessment incurred after the two-year period will be included in the final payment of membership. The type of Regular Membership (Resident or Non-Resident) shall be determined by the Board of Directors at the time the Regular Membership is available at the end of the two-year period. The total number of Associate Members shall be determined by the Board of Directors. An Associate Member enjoys the same rights as a Regular Member except for the right to vote and hold office in the Club. An Associate Member does not own any interest in the Club. An Associate Member who paid half of the membership fee at the end of the two year period who wishes to terminate his or her membership may apply to the Board of Directors to receive a refund at the buyback amount as determined by the Board of Directors.

#### C. Junior Members

A boy or girl the age of 18, or younger, residing in Pontotoc County, may become a Junior Member by being sponsored by a Regular Member and paying or having paid for them such fees and dues as the Board of Directors may set, subject to approval of such Junior Membership by the Board of Directors. The Regular Member who sponsors a Junior Member will be responsible for the conduct of the Junior Members on the premises of the Club. The rights and privileges of the Junior Member shall be those of the Associate Member. A Junior membership is a continuous membership. If for any reason the membership is discontinued, there will be a waiting period of one (1) year from the month of termination to be eligible to reapply for another Junior membership.

#### D. Staff

Employees of the Club as shall be designated by the Board of Directors may enjoy all the rights and privileges of the Club except the right to vote or hold office. Any fees the Staff member may be responsible for shall be set by the Board of Directors. The family of the Staff member as defined in SECTION 3 applies to this membership.

### Section 3. Families Defined

A Regular Member's family shall include husband and wife, while living together, and their unmarried children 21 years of age or under residing in the household or 23 years of age or under who are attending a full time accredited post-secondary college are members of this club. Any member of the family may hold office, however only one member of each family may serve. Members holding office must be 21 years of age or older.

### Section 4. Application for Membership

A. Those members having paid the sum of \$300.00 on the date of the organization meeting of the corporation, as shown in the minutes of such meeting, shall each be issued one (1) membership certificate, and shall become Regular Members without further qualifications. The membership fee paid on the date of the organizational meeting, referred to in the paragraph just preceding, shall be used for payment of the construction of the golf course to be built by the Club and toward the cost of the land, buildings, driveways, parking areas, pro shop, swimming pool and tennis court. All other membership fees, dues, and assessments or charges, as may be charged, collected, and received by the Club, as may be designated by the Board of Directors

from time to time, shall be used either in payment for construction as above enumerated, or for furniture and fixtures for the club facilities, or to apply on such mortgages or bonded indebtedness as may be owned by the Club for such construction and/or furniture and fixtures.

B. All other persons desiring membership in the Club shall submit written application to the Board of Directors and be sponsored by two (2) Regular members of the club in good standing. The Board shall consider each nominee individually and must be approved by a two-thirds vote of the Board of Directors. No nominee shall be considered for membership for at least twelve (12) months after an unfavorable vote.

C. **Waiting List**

A waiting list for all memberships will be established by the Board of Directors. Regular Resident memberships shall have preference as to Regular Non-Resident memberships. If there is no Resident Regular membership waiting list, Non-Resident Regular membership applications will be taken. The type of Regular Membership (Resident or Non-Resident) shall be re-evaluated by the Board of Directors at the time of the Regular Membership is available.

### **Article III Transfer of Membership**

Section 1. Each member shall have a certificate of membership as provided for in ARTICLE II, SECTION 2 (4) (5). The certificate of membership may not be transferred to another holder except by provisions made in ARTICLE III and in compliance with ARTICLE II.

Section 2. Any member shall have the right to dispose of his/her membership by notifying the Board of Directors of his intent to give up membership. The Club may buy back said membership at the current rate set by the Board of Directors. This certificate of membership may then be re-issued in keeping with ARTICLE II. In the event there is no prospective member, the Board may elect to postpone the buyback until the certificate of membership is needed. The financial responsibility of the holder of the certificate of membership continues until the certificate is bought back.

Section 3. The Certificate of membership held by any member of this Club shall always be charged with the subject to lien and arrearages or dues and penalties, or other lawful indebtedness which shall be due to the Club by the holder thereof. When the Club buys back the certificate of membership as provided for in this ARTICLE, SECTION 2, any such indebtedness shall be subtracted from the current buyback rate established by the Board of Directors.

Section 4. The exception to SECTION 1 of this ARTICLE is that upon approval of the Board of Directors a holder of a certificate of membership may transfer the certificate to a member of his or her immediate family, defined as parent, spouse, children, grandchildren, brothers, sister, nieces, or nephews. In the event of the death of the holder of the certificate of membership and no provisions have been made for the disposition of the certificate of membership and no member of the holder's family as defined in ARTICLE II, SECTION 3 exists, the Board of Directors will buy back the certificate of membership as permitted in this ARTICLE, SECTION 2. The proceeds, if any, will be placed in the estate of the former certificate holder.

Section 5. No certificate of membership shall be transferred from any outgoing member to a newly elected member, except upon payment by one or the other into the treasury of the Club a transfer fee of \$50.00.

#### **Article IV Officers and Directors**

Section 1. The Board of Directors, numbering twelve (12), shall be elected by ballot at the Organizational Meeting. They shall, by lot, select for themselves their term of service as follows:

A: Four (4) to serve a one-year term.

B: Four (4) to serve a two-year term.

C: Four (4) to serve a three-year term.

At each annual meeting thereafter the membership shall elect four (4) members to the Board of Directors to serve a three (3) year term.

Section 2. The Directors shall enter upon their duties immediately, following their election, when they shall, from their number, elect as officers of the Club, for the ensuing year, a President, a Vice-President, and a Secretary and Treasurer. The latter officer, need not be a member of the Board.

Section 3. The Board of Directors shall be representatives of the Club, shall have general supervision and control of all the Club's properties, including the right to mortgage same and adopt rules governing all activities of the Club and its members participating therein; shall in the absence or inability of the President or Vice-President, elect one of its own members to temporarily supply the vacancy, and shall generally do whatever in its best discretion may be for the best interest of the Club; but shall no power to sell or otherwise dispose of the Club's real estate without authority. It shall be their duty to have regular meetings as may be necessary at the option of the President or a majority of the Board. Seven members present at any meeting shall constitute a quorum of the Board.

Section 4. The order of business at all Board of Directors meetings shall be as follows:

1. Roll Call
2. Reading of Minutes
3. Report of Officers

4. Report of Committees
  5. Unfinished Business
  6. New Business
  7. Other Business
- Adjournment or Recess

Section 5. In addition, the Board of Directors shall have the power, and shall be charged with the responsibilities:

- To discipline, suspend, and expel members as hereinafter provided;
- To enforce all rules and regulations regarding the use of the Clubhouse and grounds by members and guests;
- To fix monthly dues with reference to all types of membership;
- To employ all employees of the Club and fix their compensation;
- To control and charge for the use of the Club;
- To interpret the By-Laws, which interpretation shall be final and binding upon the members unless overridden by the majority vote of a quorum of members at the regular or special meeting of the Club;
- To borrow money, and to execute promissory notes therefore;
- To do and perform all other things which are not clearly inconsistent with the By-Laws.

#### PRESIDENT

Section 1. It shall be the duty of the President to preside at all meetings of the Club; to call special meetings at any time. He, together with the Secretary and Treasurer, shall sign all certificates of memberships, deeds, mortgages, and other instruments under seal, and all promissory notes or bonds that the Club shall issue. He shall appoint from the Board a Chairman for each of the Standing committees hereinafter named, and shall with Chairman so appointed, appoint the remaining members of such Standing committees. He shall be an ex-officio member of all committees.

#### VICE-PRESIDENT

Section 1. The Vice-President shall perform all duties of the President in his absence.

## SECRETARY AND TREASURER

Section 1. The Secretary and Treasurer shall keep minutes of all meetings of the Board. He shall have the custody of its seal, charter, by-laws, membership certificate book and other records, all of which shall be open at all reasonable times to any member. He shall, with the President, sign all obligations, contracts and certificates of membership of the club, attaching the corporate seal when necessary. He shall keep on file all papers relating to the business of the Club, notify members of the meeting of the Club, and of the appointment on committees and all candidates elected of their election as members of the Club. He shall perform such duties as may be assigned to him by the Board. He shall collect all moneys, and deposit the same when collected and shall only disburse them upon check properly signed; keep correct accounts of receipts and disbursements, as well as all property owned by the Club; shall on or before the 10<sup>th</sup> day of each month furnish the Board a statement made up to the first of each month, showing the number of members, the unpaid dues, outstanding obligations, receipts from sales, dues, and moneys from any other source, article purchased during the month and remaining on hand, disbursements made, and cash on hand. He shall make similar report at the annual meeting of the Club, which shall embrace all financial transactions of the preceding year and showing the financial condition of the Club.

## **Article V** **Meetings - Annual**

Section 1. The regular annual meeting of the Club shall be held at its Clubhouse and until the completion of a Clubhouse at such a place as may be designated in the same notice on the first Monday of June, beginning 1966 and every year thereafter. A printed or written notice of such meeting, setting forth the time and place of holding same and the fact that Directors are then and there elected, shall be mailed to each regular member at his or her known post office address at least five (5) days prior to such meeting.

Section 2. The President may call a meeting of the Club at any time that he deem advisable so to do, and it shall be his duty to call a special meeting whenever requested in writing by 25% or more of the regular members. Notice of special meetings shall be given in the same manner as herein before prescribed for regular meetings, and no business other than that specified in the notice shall be transacted at such meeting.

Section 3. The presence of at least twenty-five (25) per centum (25%) of the regular members shall constitute a quorum at either a regular or special meeting.

Section 4. Proxy votes in writing will be allowed at the regular and special meeting.

## **Article VI** **Rules**

Section 1. The Board shall declare such rules as it may see fit, and shall authorize, subject to its approval, each of the Standing committees to promulgate from time to time such rules as may be applicable to the conduct of each of their several departments, and the same shall be conspicuously posted in the Clubhouse or upon the Grounds, as the same relate to one or the other.

Section 2. Upon all questions of construction of the rules adopted by the Board, the decision of the Board shall control, and upon all questions of constructions of the rules as promulgated by the respective committees, the decision of the committees so promulgated the same shall control, unless over-ruled by the Board.

## **Article VII Committees**

Section 1. The President and Chairman of such committees shall appoint four members for each of the following Standing Committees:

Golf Course, Finance, Building and Grounds, Tournaments, Pool and Activities

The Board of Directors shall define the respective duties of each of the foregoing committees, and may from time to time create and appoint such other committees as the welfare of the Club may require; shall define the duties of such newly-created committees.

Section 2. All committee rules and regulations which have the approval of the Board of Directors shall become the rules of the Club.

## **Article VIII Revenues**

Section 1. Each member of the Club shall pay such annual, semi-annual, quarterly, or monthly dues as may be fixed from time to time by the Board of Directors.

Section 2. The Club shall have a lien on each membership certificate for any indebtedness due and owing to the Club by the holder thereof.

Section 3. Accounts for all indebtedness to the Club shall be made out and mailed to the person owing on or about the first of the month succeeding that in which the indebtedness shall have been incurred; and the names of all persons failing to pay such accounts for which they shall be respectively indebted, on or before the tenth of the following month after such mailing, shall be posted upon the bulletin board of the Club.

Section 4. Any member whose dues and fees reaches 3 months in arrears, will be sent a letter notifying the member that their privileges are suspended and he or she has 30 days to pay their account in full. The letter will list the last date the account can be in arrears. Failure to pay the entire account, including any additional dues which may have occurred during the 30 day period, will result in the Board declaring the membership forfeited and the Club will buy back the membership at the current rate determined by the Board of Directors less the appropriate amount of arrearage. All privileges of membership are lost. Any member may not receive more than two of the above mentioned letters in a 12 month period. Any member who receives the third letter within a twelve month period must appear in front of the Board of Directors and provide convincing and satisfactory proof why he or she is consistently in arrears. The Board of Directors will decide if the member remains in "good standing" and may continue their membership. The Board may place some additional requirements upon such member to ensure prompt payment of dues and fees.

### **Article IX Fiscal Year**

Section 1. The fiscal year of the corporation and the Club shall end on March 31 of each year.

### **Article X Expulsion**

Section 1. Any member of the Club for repeated violations of any of the By-Laws and/or Rules of the Club, or for any misconduct deemed sufficient, may be expelled by a majority vote of the members of the Club present at the next annual or called meeting, and such expelled member shall not be eligible for re-election to the Club. Provided, however, that such member shall be notified of such anticipated action toward expulsion in writing at least thirty (30) days prior to such meeting.

Section 2. In case of expulsion, the certificate of membership of said expelled member shall be immediately forfeited and cancelled and sold at the current buyback rate determined by the Board of Directors.

### **Article XI Recall**

Section 1. Any officer or member of the Board of Directors may be recalled and removed from office on petition filed with the Secretary signed by thirty per centum (30%) of the regular members in good standing, and upon an affirmative vote of two-thirds vote of the membership in good standing at a regular or special meeting, after thirty (30) days notice to such officer or member of the Board of the filing of said petition. Any Board of Director who misses 3 meetings within the fiscal year, without a reason acceptable to the Board, shall be replaced by the person who received the next highest number of votes during the last Annual Meeting. The appointed Board member shall serve the remainder of the fiscal year. In the event the member is



dropped due to lack of attendance, a notice of the newly elected member will be placed on the bulletin board for 30 days.

## **Article XII Amendments**

Section 1. The By-Laws may be amended at any regular or special meeting of the members, provided that five (5) days notice shall have first been given that it is proposed to amend the same; and provided further that the amendment or amendments to be submitted shall have first be requested by ten (10) member of the Club in writing submitted to the President, and sent by mail to each of the members, a majority of the members voting at said meeting to rule and govern.

**Approved June 2001**