

BYLAWS OF  
CENTER COUNTRY CLUB, INC.

Article I. Offices

Section One: Principal Office. The principal office of this corporation in the State of Texas shall be located in the City of Center, County of Shelby, and State of Texas.

Article II. Members

Section One: Classes of members. The corporation shall have six (6) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- (A) Stockholder Member. A stockholder member shall be one who pays the prescribed purchase price for a certificate of Membership and shall own a proportionate share and interest in all assets of the Center Country Club, Inc., and in case of liquidation shall receive his/her proportionate share of the proceeds of any sale. Each Stockholder Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.
- (B) Social Member. A Social Member shall be one who shall pay an initial fee prescribed and in effect at the time the application is made for said Social Membership. Social Members shall not have any right to vote on issues involving the Center Country Club, Inc., nor hold any elected office in the club.
- (C) Inactive Member. An inactive member shall be one who shall have moved his place of residence at least 100 miles from Center, Texas and who shall at his option deposit his Certificate of Membership with the Secretary of the club along with a request to be placed on an Inactive Member status and said dues shall commence immediately. This provision does not apply to Social Memberships.
- (D) Payout Member. From time to time, the Board of Directors may establish rules and regulations by which a person may become a Stockholder Member by entering into agreement to pay the required initiation fee over a period of time. The necessity and amount of any down payment shall be at the complete discretion of the Board of Directors, but no such member shall own stock in the corporation, be allowed to vote on the business of the corporation, or to serve as an officer of the corporation until the initiation fee is paid in full.

Section Two: Election of Members. Members shall be elected by the board of directors. An affirmative vote of two-thirds of the directors present at any regularly scheduled meeting shall be required for election.

Section Three: Termination of Membership. The board of directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, or, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for the period of thirty (30) days from the date of mailing the monthly statements. Upon termination of a membership, the Board of Directors shall have complete discretion as to whether and how much of a member's initiation fee shall be refunded to the member.

Section Four: Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Upon such resignation of a stockholder member, that member shall be entitled to a refund of one half of the then current initiation fee. Such refund shall be made only after the Corporation has determined that all the dues and charges due from that member have been paid. If such charges are not paid, then any such charges may be deducted by the Corporation from the resigning members refund.

Section Five: Reinstatement. On written request signed by a former member and filed with the Secretary, the board of directors by an affirmative vote of two-thirds of the members of the board, may reinstate such a former member to membership on such terms as the board of directors may deem appropriate.

Article III. Meetings of Members

Section One: Annual Meeting. An annual meeting of the members shall be held at the Center Country Club on the second Thursday of July in each year at the hour of 7:00 P.M. for the purpose of electing directors and for the transaction of such other

business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

Section Two: Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section Three: Notice of Meetings. Written or printed notices stating the place, day, and hour of any meeting shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than (10) ten nor more than (40) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or members calling the meeting. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation.

Section Four: Quorum. The members holding thirty-three percent (33%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section Five: Proxies. Proxies shall not be allowed cast on the voting of any issue at a meeting of the members.

#### Article IV. Board of Directors

Section One: General Powers. The affairs of the corporation shall be managed by its board of directors.

Section Two: Number Tenure, Qualifications. The number of directors shall be managed by its board of directors.

Section Three: Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place, as the annual meeting of members. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

Section Five: Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

Section Six: Manner of Acting. The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section Seven: Vacancies. Any vacancy occurring on the board of directors shall be filled by affirmative vote of the remaining directors through less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section Eight: Compensation. Directors as such, shall not receive any stated salaries for their service, but by resolution of the board of directors any director may be indemnified for expenses and cost, including attorney's fees, actually and necessarily incurred by him/her in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, except in relation to matters as to which he shall have been guilty of gross negligence or misconduct in respect to the matter in which indemnity is sought.

#### Article V. Officers

Section One: Officers. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such officers, including one or more assistant secretaries, as it shall deem desirable, such officers having the authority to perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two: Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section Three: Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the corporation would be served thereby, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four: Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five: President. The president shall be principal executive officer of the corporation and shall, in general, supervise and control all of the business affairs of the corporation. He/she shall preside at all meetings of the members and of the board of directors. He/she may sign, with the deeds, mortgages, bonds, contracts, or other instruments that the board of directors have authorized to be executed, except in cases where the signing and execution there of shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent by the corporation; and, in general, he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section Six: Vice President. In the absence of the president or in the event of his inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions of the president. Any vice-president shall perform such other duties from time to time as may be assigned to him by the president or by the board of directors.

Section Seven: Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys, due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks as shall be selected by the board of directors; and in general, perform all the duties incident to the office of treasurer and such other duties incident to the office of treasurer and such other duties from time to time may be assigned to him by the president or by the board of directors.

#### Article VI. Contracts, Checks, Deposits, and Funds

Section One: Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section Two: Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such matter as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or vice-president of the corporation.

Section Three: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the board of directors may select.

Section Four: Gifts. The board of directors may accept on the behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

#### Article VII. Certificates Of Membership

Section One: Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be as such form as may be determined by the board of directors. Such certificates shall be signed by the president or the vice-president and by the secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and the address of each member

and the date of issuance of the certification shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions at the board of directors may determine.

Section Two: Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may be determined, a certificate of membership shall be issued in his name and delivered by the secretary, if the board of directors shall have provided the issuance of certificates of membership under the provisions of section one of this Article VII.

#### Article VIII. Dues

Section One: Dues. The board of directors may determine from time to time the amount of the initiation fee, if any and dues payable to the corporation by members of each class.

Section Two: Payment of Dues. Dues shall be payable monthly in advance as billed by the corporation. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership for the remainder of the month.

Section Three: Default and Termination Of Membership. When any member of any class shall be in default in the payment of dues for a period of time one month from the time of issuance of billing, the membership may thereupon be terminated in the manner provided in Article II of these bylaws. In addition to the termination as described herein, the Board of Directors shall have the power to suspend members for non-payment of dues or other obligations or to take other corrective actions as may be deemed necessary or proper by the board.

Certificate Of Adoption.

I hereby certify that the above and forgoing Bylaws of Center Country Club, Inc. were duly adopted by the Board of Directors at a regularly scheduled meeting on the 18<sup>th</sup> day of December 2006.

By Drue Scull, Secretary of Center Country Club, Inc.

Amendment to the Bylaws:

Article IV, Section Two:

Currently:

Section Two: Number Tenure, Qualifications. The number of directors shall be twelve (12). Each director shall hold office until the next annual meeting of members and until his successors shall have been elected and qualified. Four directors shall be elected each year and serve for a period of three (3) years. To be eligible for election to the board of Directors, a person shall be a member in whose name a Certificate of Membership has been issued or the spouse of that person.

To be amended to read as follows:

Section Two: Number Tenure, Qualifications. The number of directors shall be twelve (12). Each director shall hold office until the next annual meeting of members and until his successors shall have been elected and qualified. Four directors shall be elected each year and serve for a period of three (3) years. To be eligible for election to the board of Directors, a person shall be a member in whose name a Certificate of Membership has been issued or the spouse of that person, or the person designated by a corporate member as the primary beneficiary of that membership.

Certificate of Adoption

I hereby certify that the above and forgoing amendment to the Bylaws of Center Country Club, Inc. was duly adopted by the Board Of Directors at a regularly scheduled meeting on the 18<sup>th</sup> day of June 2006.

Robert Davis, President of Center Country Club, Inc.

Club Rules

- Section I. These rules shall be in effect at all times. Modifications shall be made by the Board of Directors.
- Section II. Only members and their families shall be entitled to the use of the Club with all its rights and privileges. A member's family within the meaning of this article shall include the members of his immediate household residing under the same roof. A member's children may use the facilities until the age of 22 unless they no longer live at home or are married. Those in college living out of the county are considered residing at home.
- Section III. Members may invite guest to the club as follows:
- (A) Grandchildren under the age of 21 to the clubhouse and pool only.
  - (B) One in county guest under the age of 21 to the clubhouse and pool only.
  - (C) In-county guest to clubhouse only.
  - (D) Non-county guest to clubhouse, pool and golf course facilities.
  - (E) Members must accompany any guest.
  - (F) Member is responsible for any and all fees and charges due from guest.
- Section IV. An unmarried member may invite one in-county resident of the opposite sex as a guest to the clubhouse, pool and/or golf course. This guest is exempt from pool and green fees normally due from guest. The member must accompany the guest and is responsible for any and all fees that are due from the guest.
- Section V. All accounts due the Club shall be paid in fully by the end of the month in which the bill is received. Members not complying with this rule shall be sent a letter informing them that if payment is not received within 10 days, their names shall be posted in the clubhouse and their credit discontinued. If payment is not received within 30 days of notice, their membership shall be suspended and all rights and privileges of the Club denied until all accounts are paid. Past due accounts will be subject to a \$50.00 late charge.
- Section VI. NO pets are allowed on the Club Property. The Board of Directors may exclude the manager from this rule.
- Section VII. NO weapons are allowed on Club Property. This rule maybe suspended by the Board of Directors in order to rid the golf course of undesirable animals.
- Section VIII. NO Alcoholic beverage may be brought onto or carried off of Club property by members or guest in accordance with TABC laws.
- Section IX. Club rules will be enforced by the Board of Directors. Penalties for rule violations may include letter of reprimand, fines, expulsion, and/or suspension. Any member penalized may request a hearing before the Board.

## Swimming Pool Rules

- Section I. Only members, their families, and guest shall have access to the pool.
- Section II. All persons using the pool do so at their own risk. All members are responsible for the proper conduct and safety of their children and guest.
- Section III. When possible, a lifeguard shall be on duty. He/she shall be in charge of the pool. All members shall abide by his/her decisions. Complaints shall be addressed to the Club manager or a complaint form completed and submitted to the Board of Directors.
- Section IV. Cutoffs are not allowed in the pool.
- Section V. Children under 10, and those unable to swim, must be accompanied by an adult. The fact that a lifeguard may be on duty does not change this rule.
- Section VI. No horseplay or running on the pool apron is allowed.
- Section VII. No glass containers are permitted in or near the pool.
- Section VIII. No food is permitted in the pool.
- Section IX. One in-county guest under the age of 21 may be invited to the pool area paying a fee of \$5.00.

## Golf Course Rules.

### Section I.

Those operating golf carts must be 12 years or older unless riding with an adult.

When accompanied by a member, immediate family members (father, mother, son, daughter, brother, sister, grandson or granddaughter) living out of county will be able to play at a reduced Green Fee.

No one under 12 is allowed on the course without approval from the pro shop.

No horseplay or joy riding on Club Property.

Parents will be responsible for their children's behavior while at the Club.

Observe all cart signs and roped off areas. Use 90-degree rule upon leaving and returning to cart paths.

Keep carts at least 50 feet from greens. Respect all signs restricting carts from areas.

Do not tee off on #5 or #8 when a group is on #4 or #7

Singles and twosomes should attempt to join another group to help the flow of play on the course. Foursomes have the right of way at all times. Singles, twosome, and threesomes never have the right of way.

Never play more than six. Sixsomes are not allowed during daylight savings time. Sixsomes are never allowed on weekends.

Players completing #9 will alternate with player waiting to tee on #1

### Section II.

Always rake traps and repair ball marks.

Use sand provided on tee boxes to repair divots. Practice swing divots will not be tolerated.

Each golfer must have his/her own equipment. No playing from the same bag.

No wadding or swimming for golf balls.

Proper attire must be worn on the golf course. No cut-offs, muscle shirts, or tee shirts. Children under 13 may wear tee shirts.

Do not bring alcoholic beverages onto Club property.

### Section III. Drop away from protected trees (marked with a ribbon or tape)

Do not litter the course. Litter includes cigarette butts.

Use only the marked area on the practice tee.

Do not practice from the tee through the green. You may hit balls from the rough to the fairway, but not into the greens. Practice shots will not be tolerated.

Replace divots when possible.

Do not remove ball from the cup with your putter. This may damage the cup.

Do not move tee markers or signs on the golf course. This is the responsibility of the golf course superintendent.

Cell phones should be set to silent while on the course.

Flagrant abuse of the Golf Course Rules could result in reprimands, fines, and/or suspensions.

## Golf Cart Rules

Those operating golf carts must be 12 years old unless riding with an adult at least 18 years old.

No horseplay or joy riding in the golf carts on club property.

Always try to use cart paths.

The 90-degree rule is always in effect. This allows carts to exit cart path at 90 degrees or a right angle to your ball, then return at 90 degrees to the cart path.

All par 3's are cart path only.

On #8, do not drive through the waste area on the right. Use the cart path only.

Observe all cat signs and roped off areas. These are placed on the course by the golf course superintendent for a specific reason. Do not cut ropes or knock over any signs.

When the "cart path only" sign is posted, all carts must remain on the cart path. Absolutely no driving on the fairway or rough.

When "No Carts" signs are posted, do not drive in the posted area. This includes the fairway and rough.

If no signs are posted, keep carts at least 50 yards from the green.

Never drive between the green and tee box or between the green and cart path. Use cart path only.

Carts should never be driven on wet or bare areas. There are also areas where carts are being repeatedly driven causing dry ground or dirt cart paths. Do not continue to drive in these areas.

Handicapped golfers must be approved by the Board of Directors. They must fly the red flag on their cart. These golfers may drive inside the "No Cart" sign but not closer than 30 feet to the green, and when hole play is complete, the golfer must return to the "No Cart" sign and back to the cart path at 90 degrees. Do not drive between any green and a tee box.