

**Pinehurst Country Club
Board of Governors**

Bylaws

I. Statement of Purpose

- A. Pinehurst Management has authorized The Board of Governors of the Pinehurst Country Club to plan and coordinate the social and recreational activities of Club members and all affiliated organizations and committees thereof.
- B. The Board of Governors (the Board) will represent all classes of Club membership.
- C. All classes of membership with accounts current are eligible to sign petitions and vote for members of the Board of Governors (BoG).

II. Board of Governors

A. Number and Qualifications.

- 1. The Board of Governors shall consist of nine (9) members, all of whom shall be elected by the Club's voting members as defined in these Bylaws or appointed to fill a vacancy in accordance with paragraph II B.6, hereafter.
- 2. Only voting members are eligible for election, or appointment, to the Board or to serve as appointed officers.

B. Terms of Office and Vacancies.

- 1. Board membership shall be divided into three (3) classes, with each class having three (3) members. One third of the board shall be elected for a term of three years to succeed the three board members whose terms shall expire at the 1st session of the Annual Meeting.
- 2. Newly elected Governors shall assume office, and outgoing Governors will leave office, after the adjournment of the Annual Meeting.
- 3. Governors are eligible for re-election, limited to 2 consecutive terms. An appointee who has served no more than one year may run for two full terms.
- 4. Each Governor shall hold office for his/her elected term, or until death, resignation, member disqualification (per Pinehurst Members Club Rules & Regulations) or until a successor is elected to take office.
- 5. In the event a Board member does not or is unable to attend 66% of the monthly scheduled Board Meetings in a consecutive 12 month

period and in the absence of any mitigating circumstances, he/she shall be requested to resign and the position shall be filled as stated in II.B.6.

6. Any vacancy occurring during a Governor's term of office shall be filled by appointment of the President, with the approval of a majority of the remaining Governors. The appointee shall fill the unfinished term.

C. Election Process

1. The Election Committee (the Committee) shall be composed of a chairman and four voting Club members appointed by the President with Board approval at the February meeting. No candidate for office shall serve on the Committee.
2. The Committee shall actively solicit the membership for viable candidates and encourage them to run.
3. Nomination of candidates for the Board shall be made no later than September 1st, by submitting a written petition for each nominee, signed by fifty (50) voting members, excluding the candidate, to the Chairman of the Committee. Petitions shall be provided by the Committee a minimum of 30 days before the deadline date. Petitions must provide information with respect to the nominee's qualifications and must be signed by the nominee.
4. The report of the Committee listing all nominees shall be signed by the Chairman, and shall be provided to the Secretary of the Board by September 10th. The Secretary shall report the names of all nominees in the Notice of the Annual Meeting.
5. The Chairman of the Committee shall place the names and photos of all nominees, with qualification information, in the November issue of the *MEMBERabilia* with the ballot. The information shall be posted on the Club Bulletin Boards and on the Members' website at least thirty (30) days prior to the Annual Meeting date.
6. Candidates for election to the Board of Governors should keep in mind that the Board works through committees in carrying out its mission. Since these Committee Chairs will be Board Members, it is essential that nominees be Members whose experience and interest qualify them for these positions.
7. Election of Governors shall be by written ballot only. To be valid, ballots must be placed in an official ballot box at locations specified in the *MEMBERabilia* and on the Members' website or sent to the Board of Governors' P. O. box prior to 4 PM prior to 4 PM five (5) days before the Annual Meeting Date.
8. Ballots are to be received, secured, and then opened by the full Committee. The Committee shall validate and count the ballots. The

Committee shall determine, by majority vote, the validity of any contested ballot.

9. If the number of nominees does not exceed the vacancies on the Board, then those verified nominees shall automatically be placed on the Board without the necessity of a written ballot.
10. If the number of nominees is less than the vacancies, the position(s) shall be filled as stated in II.B.6.
11. Governors elected shall be announced at the Annual Meeting.

III. Officers

A. The officers shall be President, Vice President, Secretary and Treasurer.

B. Election and Term

1. The elected members of the Board of Governors shall meet immediately following the adjournment of the 1st session of Annual Meeting. At this meeting the President and Vice President shall be elected by majority vote. The President and Vice President shall be Governors and shall be eligible for re-election provided their terms as governor continue. The President may serve a maximum of two years. Secretary, Treasurer and other positions may be appointed and need not be Governors.
2. All appointed positions are non-voting members of the Board except positions filled under II.B.6. Any non-voting member may be removed from office by a majority vote of the Board for cause.
3. Each officer and appointee shall hold the position for one year, beginning with the Annual Meeting through the next year's Annual Meeting, or until death, resignation or member disqualification (per Pinehurst Members Club Rules & Regulations).

C. President

1. The President shall preside at all Board Meetings and the Members' Annual Meeting. S/he shall perform all other duties incident to the Office of President and such additional duties as may be prescribed from time to time by the Board.
2. The President shall appoint chairs of all Standing and Special Committees.
3. Written or email communications to the Board shall be answered by the President or be assigned to the appropriate Committee Chair for resolution.

D. Vice President

1. The Vice President shall perform all duties of the President if s/he is absent or disabled.
2. The Vice President shall perform other duties as assigned by the President of the Board.

- E. Secretary
 - 1. The Secretary shall keep accurate records of the actions and proceedings of all Board and Members' Annual Meetings.
 - 2. The Secretary shall give all notices required by these Bylaws and shall maintain custody and security of the minutes and other records of the Board.

F. Treasurer

- 1. The Treasurer shall prepare a budget based on the needs of the Board.
- 2. The Treasurer shall pay all authorized bills and submit a monthly report.
- 3. The Treasurer shall report to the Governors any need for specific tax compliance by any of the affiliated committees or organizations.
- 4. The Treasurer shall oversee proper preparation and/or submit the tax returns for the Pinehurst Members' Social and Prize Fund Assn., Inc.

IV. Committees

- A. The Board shall work with Standing and Special Committees in the planning and coordination of the Club's social and recreational activities. The Committees shall act in conformity with these Bylaws. Chairs of all Standing Committees shall be Board Members. All Committees shall have a representative from Pinehurst Management.
- B. Each Committee shall receive from the Members recommendations or suggestions on matters within its field of responsibility. Each Committee shall dispose and report to the Board of matters as it deems appropriate or refer the matter to the appropriate committee, the Board, or the President.
- C. It is the policy of the Board that neither the Board nor Standing or Special Committees will undertake any legal or financial obligations. The only activities authorized are those provided for within the terms of these Bylaws.
- D. The chair of each subcommittee or sub-organization shall be responsible for assuring proper control of all cash receipts and disbursements. The Chairs shall insure that proper financial records are being maintained for review by the BoG Treasurer.
- E. The Standing Committees shall be:
 - 1. Bylaws Committee
 - a. The Committee shall consist of a Chair and two other Board members.
 - b. The Committee shall maintain the bylaws by reviewing annually for updating.

- c. The Committee shall prepare any written additions or changes to be presented to the BoG for approval.
2. Communications Committee:
 - a. The Committee shall consist of a Chair, Assistant Chair(s), Desktop Publishing Manager, Club Director of Member Relations, Club Manager and other members volunteers who are interested in publication materials.
 - b. The Committee shall be responsible for establishing and carrying out effective means of communications between the Board, the Management, and the Membership. These can include Pinehurst MEMBERabilia, the Members' Website, email blast, Clubhouse Bulletin Boards, and special mailings.
 - c. The primary means of transmitting information of interest to the membership is through the monthly newsletter, Pinehurst MEMBERabilia. Committee chairs, prior to submission, shall review articles in their area of responsibility to ensure timeliness, correctness of information, spelling and grammar when possible.
 - d. The Chair shall give monthly written reports of its activities to the Board of Governors.
3. Golf Committee
 - a. The voting members of the Committee shall be as follows: one vote from each of the Chair and Assistant Chair(s), one vote from each of the Organized Golf groups (Men's Golf Association, Women's Golf Association, Scramblers, Birdies, Chippers, and Sunday Couples), one vote from each of the Special Event Tournaments, one vote from the Rules Committee, and one vote from the Handicap Committee.
 - b. The Committee shall be responsible for scheduling, coordination, and general supervision of all Members' golf activities.
 - c. Special Event Chairs shall be appointed and report to the Golf Committee all proposed activities.
 - d. The Committee shall establish local rules of play to supplement USGA Rules of Golf for Club Members.
 - e. The Committee shall have monthly meetings and the Chair shall give monthly written reports of its activities to the Board of Governors.
4. Green Committee
 - a. The Committee shall consist of the Chair, Assistant Chair, and appointed member volunteers.

- b. The Committee shall provide recommendations and information on the state of the recreation and Club grounds. The Manager of Golf Course and Grounds Maintenance shall keep the committee advised of special projects, various turf programs, and any specific problems and solutions.
 - c. The Committee shall observe the condition of tees, fairways, greens, rough, sand bunkers, cart paths, maintenance roads, bridges, ponds and banks, course equipment (signs, benches, markers, flags, distance markers, etc), clubhouse grounds, lawn sports courts, and practice facilities, and report observations to the Chair. The Committee shall seek member comments and suggestions regarding course conditions and maintenance.
 - d. The Committee shall have monthly meetings and the Chair shall give monthly written reports of its activities to the Board of Governors.
5. House Committee
- a. The Committee shall consist of the Chair, Assistant Chair(s) and member volunteers who are interested in promoting social activities for the membership.
 - b. The Committee, with the Club Manager, will plan appropriate activities and entertainment for Club Members.
 - c. The Committee shall observe conditions at all facilities including the Beach Club and pools and report to the Chair.
 - d. The Committee shall maintain and update all bulletin boards and the BoG Book.
 - e. The Committee shall inform all organized social and recreation groups of the date and time of the "New Member Reception". The Committee will insure that the tables are set up for the various groups.
 - f. The Committee shall plan the "Pinehurst Country Club Spring Ball" in coordination with the Board of Governors.
 - g. The annual collection of members' contributions to the Employee's Holiday Fund shall be organized and publicized by the Committee. The Chair and BoG President shall approve the allocation of these funds based on the years of service.
 - h. The Committee shall have monthly meetings. And the Chair shall give monthly written reports of their activities to the Board of Governors.

6. Membership Committee
 - a. The Committee shall have a Chair, Assistant(s) and member volunteers who are interested in growing the Membership and enhancing the Member's experience.
 - b. The Committee shall assist the Club with the planning and implementation of new programs for the Membership.
 - c. The Committee shall welcome new members to the Club and serve as mentors during the new member's first year of membership.
 - d. The Committee shall have monthly meetings and the Chair shall give monthly written reports of its activities to the Board of Governors.
7. Rules and Waivers Committee:
 - a. The Committee shall consist of a Chair and other members as deemed necessary and appointed by the Committee Chair.
 - b. Should an infringement of the Pinehurst Members Club Rules and Regulations be reported, the Committee shall investigate the matter and shall present its recommendations to the President. The President shall choose a time and place to review the recommendations with the Board. Should further action be required, the matter shall be referred to Pinehurst Management.
 - c. The Committee shall receive and process requests for cart waivers.
 - d. The Chair shall give monthly reports of activities to the Board of Governors.
8. Tennis, Lawn Bowls and Croquet Committee
 - a. The Committee shall consist of the Chair, Assistant Chair(s) and the Presidents of the Pinehurst Tennis Association, the Lawn Bowls Club, and the Croquet Club.
 - b. The Committee shall coordinate a calendar for tournaments and social events.
 - c. The Committee shall provide input for establishing rules, dress codes, and proper etiquette for the various activities and ensure that these standards are communicated to the membership.
 - d. The Committee shall monitor playing conditions on the tennis, lawn bowling, and croquet facilities and report discrepancies to the Chair.
 - e. The Committee shall have monthly meetings and the Chair shall give monthly written reports of its activities to the Board of Governors.

9. Special Committees
 - a. The Board may establish Special Committees with specific goals and time limits.

V. Board Meetings

A. Regular Meetings

1. The regular meeting of the Board shall be held once a month at a time and place designated by the President.
2. The agenda for regular meetings shall include committee reports and may include an executive session. The agenda shall be distributed to the Board members at least 4 days prior to the meeting.
3. Any member in good standing wishing to attend a Board meeting may do so. If a member wishes to make a presentation to the Board, S/he is requested to submit a written request with subject to the President 7 days prior to the meeting.
4. The Board reserves the right to conduct executive (or special) sessions in private.

B. Special Meetings

1. Special meetings of the Board may be called by the President or at the request of any three (3) Governors with at least five (5) day's notice.

C. Quorum & Voting

1. Attendance by six (6) elected Governors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

VI. Meetings of Members

A. Place of Meetings

1. All meetings of Members shall be held at the Members' Private Club unless another place, within the Village of Pinehurst, is designated in the notice of such meeting.

B. Annual Meeting

1. The Members' Annual Meeting shall be held within the first two weeks of December. The purpose of the Annual Meeting shall be to announce the election of Governors, to report on the past year, and to transact other business as may be properly brought before this Meeting, and to present an open forum.
2. The official BoG fiscal year shall be the calendar year.

- C. Special Meetings
 - 1. Special meetings of the Members may be called at any time by the President of the Board with at least fifteen (15) days notice.
 - 2. Upon written request of at least 100 voting Members, the President shall call a special meeting of the Members for a date not less than fifteen (15) days or more than twenty (20) days after the date of such request.
- D. Notice of Meetings
 - 1. Annual Meeting
 - a. A notice stating the place, day and hour of the Annual Meeting shall be placed in the November issue of the *MEMBERabilia* and posted on the Club Bulletin Boards at least thirty (30) days prior to the date thereof. Such notice shall state specifically the business to be transacted.
 - 2. Special Meetings
 - a. The notice for a Special Meeting of the Members shall include the time and place of such meeting and state specifically the purpose(s) for which the meeting is called.
 - b. Notice of Special Meetings shall be posted on the Club Bulletin Boards.
- E. Quorum at Members' Meetings
 - 1. A total of 100 voting members shall constitute a quorum at the Annual or any Special Meeting.
- F. Parliamentary Authority
 - 1. The official parliamentary authority for this organization shall be the current edition of Roberts' Rules of Order, in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order adopted by the Board.

VII. Bylaw Revisions and Amendments

- A. These Bylaws may be revised or amended at any regular or special meeting of the Board by a 2/3rds vote of the Governors then in office, and upon notice of the proposed revision or amendment being delivered to each Governor not less than fourteen (14) days before the meeting.

VIII. Adoption of Bylaws

- A. The Bylaws, as heretofore written, were approved and adopted by vote of the Board on June 12, 2008 and supersede all prior Bylaws.

Standing Rules

- 1. The BoG shall maintain an official mailing address. Currently this is: P.O. Box 668, Pinehurst, NC 28370**
- 2. Gratuities to any individual shall be no greater than \$50.00 per event. (May 2006)**
- 3. All Board of Governors social and recreational organizations shall not solicit gifts, favors, or prizes for events. With the approval of the Board of Governors, an exception can be made for charitable events. (April 2007)**
- 4. All Social and Recreation Organizations, whose interest income for the tax year exceeds \$100.00, shall be assessed proportionally to pay the BoG tax liability for that tax year. (May 2007)**
- 5. These Standing Rules may be amended by a majority vote of the Board of Governors.**