

## **BY-LAWS OF NATIONAL HILLS CLUB, INC.**

### Article I–Name

The name of the corporation shall be the National Hills Club, Inc.

### Article II–Offices

The principal office of the Corporation shall be in Augusta, Richmond County, Georgia.

### Article III–Purpose

The purpose of the Corporation shall be to promote, and to provide facilities for recreational and social activities of its members.

### Article IV–Membership

For the purpose of determining membership, the following guidelines must be met: The membership shall be limited to residents of Richmond County, Georgia who reside between the following boundaries: Both sides of Magnolia Drive from Washington Road to Smith Street; Both sides of Azalea Drive from Washington Road to Smith Street; North by Northern boundary of National Hills; West by Western boundary of National Hills, East by Magnolia Drive; South by Washington Road. However, the Board of Trustees may approve memberships outside of these boundaries on a case by case basis.

1. There shall be one type of membership designated as a family membership which will extend membership privileges to the spouse, dependent children, dependent grandchildren and dependent parents residing at the member's address of residence.
2. Single individuals and Senior Citizens may qualify for special memberships.
3. Each family membership shall have one vote.
4. Applications for membership shall be presented to the Board of Trustees in writing on a form prescribed by the Board of Trustees. Applications shall be considered in the order in which received. Membership is subject to approval by a two-thirds vote of the Board and the payment of the prevailing fees.
5. A member may resign at any time upon written notice to the Board of Trustees.
6. Redeemable memberships are not transferable except that they may be transferred by a member to a buyer of his residence or a member of his family subject to approval of the Board of Trustees.
7. A member may be suspended for violation of club rules and for failure to pay dues or assessments by a vote of a majority of the Board of Trustees. A member may be expelled from the club for any cause deemed sufficient by the Board of Trustees by a two-thirds affirmative vote of the members of the Board of Trustees. No vote or expulsion may be taken unless at least fifteen days notice in writing shall have been given to the Member against whom said charges are preferred advising of the time and place of the meeting of the Board of Trustees at which time and place said accusations will be considered. At such meeting the member under charges will be accorded a full hearing. If a member is expelled there will be no refunds of dues or fees.

### Article V–Meetings of the Members

1. The annual meeting of members shall be held each year.
2. Special meetings of the members may be called at any time by the Chairman of The Board of Trustees or Secretary on written request of a majority of the Board of Trustees or by a majority vote of the Board of Trustees during a meeting of the body or by a request in writing of a majority of the members of said Club. In the event of a refusal by the Chairman of the Board of Trustees or Secretary to call a member of members, within ten days after such request, a special meeting of the members may be called by an agent designated by a majority of the members of the Club.
3. All meetings of the members shall be held in Augusta, Richmond County, Georgia or at such place or places as from time to time be fixed in the respective notices thereof.
4. Each member entitled to vote shall, at every meeting of the members, be entitled to one vote in person or by proxy, signed by him, but no proxy shall be voted on after three months from its date, unless it provides for a longer period.
5. Notice of all meetings shall be mailed by the Secretary to each member of record entitled to vote, at his or her last known post office address, for annual meetings seven days and for special meetings four days prior thereto.
6. Members present at the General Meeting shall constitute a quorum.
7. With respect to obtaining the approval of the majority of club members concerning a number of matters referred to in those by-laws, such majority approval may, at the option of the Board of Trustees, be obtained by mail. In such event, provision may be made by mail circular for members to indicate approval or disapproval by return mail, or by not responding to a circular.

#### Article VI—Trustees

1. The management of all affairs, property and interest of the Club shall be vested in a Board of Trustees, consisting of nine (9) persons.
2. The Trustees shall hold office until their successors are elected and qualified, unless removed pursuant to Paragraph 2 above. They shall be elected by the members, except that if there is a vacancy in the Board by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by an appointment made by majority vote of the remaining Trustees.

#### Article VII—Election of Trustees

1. Members of the Board of Trustees shall be elected in the following manner: At each annual meeting, Trustees shall be elected for the full term of three years to succeed those whose terms expire and shall hold office until their successors are elected and qualify.

#### Article VIII—Powers of Trustees

1. The Board of Trustees shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the Club, subject to the provisions of the statute, the Certificate of Incorporation and the By-laws.
2. The Board of Trustees shall have Power:
  - a. To purchase or otherwise acquire property, rights or privileges for the club, which the Club has power to take, at such prices and on such terms as the Board of Trustees may deem proper; and to sell, transfer, or otherwise dispose of same except that the purchase or sale of property or entering into a single indebtedness in excess of \$5,000.00 shall be approved by a majority of the members.
  - b. To pay for such property, rights, or privileges, in whole or in part, with money, notes, bonds, debentures, security deeds or other securities of the Club or by the delivery of other property of the Club.
  - c. To create, make, and issue notes, security deeds, mortgages, bonds, deeds of trust, trust agreements, and other certificates of indebtedness, negotiable or transferable, non-negotiable or non-transferable, security by the security deeds, mortgages or deeds of trust or otherwise, and to do every act or thing necessary to effectuate the same.
  - d. To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties and emoluments and to change them from time to time and to require security as it may deem proper.
  - e. To confer on any officer of the Club upon a majority of the Trustees the power of selecting, discharging or suspending such employees.
  - f. To determine by whom and in what manner the Club's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed subject to the limitations prescribed in paragraph c. of this Article.
  - g. To establish the number and to admit, suspend and expel members in accordance with Article II, Membership.
  - h. To establish the amount of fees and dues.
  - i. To submit to the membership at the annual meeting a report on the operations for the year just ended and a program and budget estimate for the current fiscal year.
  - j. To establish appropriate rules for the operation of club facilities and for the conduct of activities held on the Club's premises or under the Club's auspices.

#### Article IX—Meetings of the Trustees

1. Regular meetings of the Trustees shall be held at such times and places as may be fixed by resolutions of the Board.
2. Special meetings of the Trustees may be called by the Chairman on two day's notice in writing or on one day's notice by telephone or email to each Trustee and shall be called by the Chairman in like manner on the written request of two Trustees.
3. Special meetings of the Trustees may be called at such place as in indicated in the notice thereof.
4. The majority of the Trustees shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

#### Article X—Committees

1. The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, designate appropriate standing committees.
2. Such committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority vote shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary.
3. Such committees shall keep regular minutes of their proceeding and report the same to the Board of Trustees.

#### Article XI—Compensation of Trustees and Members of Committees

1. Trustees, officers and members of standing committees shall serve without compensation for their services.

#### Article XII—Officers of the Corporation

1. The officers of the Club shall be a Chairman of the Board of Trustees, Vice Chairman, a Secretary and a Treasurer. All officers shall be chosen from among the trustees by the Trustees after the General Meeting.
2. The officers for the Club shall hold office for one year and until their successors are chosen and qualify in their stead. Any officer chosen or appointed by the Board of Trustees may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Trustees. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Trustees.

#### Article XIII—Duties of the Chairman

1. The Chairman shall be the Chief Executive Office of the Club. It shall be his duty to preside at all meetings of the members and Trustees.
2. The Chairman shall submit a report of the operations of the Club for one year to the Trustees at their meeting preceding the annual meeting of the members and to the members at their annual meeting.

#### Article XIV—Duties of the Vice Chairman

1. The Vice Chairman shall be vested with all the powers and required to perform all the duties of the Chairman in his absence or disability and shall perform such other duties as may be prescribed by the Board of Trustees.

#### Article XV—Chairman Pro Tem

1. In the absence or disability of the Chairman and Vice Chairman, the Board of Trustees may appoint from their own number a Chairman Pro Tem.

#### Article XVI—Duties of the Secretary

1. The Secretary shall conduct all official correspondence of the Club. He shall notify members of the Board of Trustees of all meetings and shall notify all members of special and annual meetings as required in Article V. He shall keep a time record of all meetings of the Board of Trustees and of the Club and have the custody of the books and papers of the Club, except the Treasurer's books of account. He shall be responsible for the collection of all fees and dues and shall remit the same to the Treasurer, taking his proper receipt thereof.

#### Article XVII—Duties of the Treasurer

1. The Treasurer shall have charge of all funds of the club and place the same in such bank or banks as may be approved by the Board of Trustees. Such money shall only be withdrawn by check signed by Treasurer and for the payment of such bills as have been approved by the Board of Trustees. The Treasurer shall keep an accurate account of all his transactions and render a detailed report with vouchers at any meeting of the Board of Trustees when requested and an annual report to the organization at its annual meeting. Said Treasurer shall be bonded.

#### Article XVIII—Duties of the Board of Trustees

1. The Board of Trustees shall exercise administrative control of the physical facilities of the organization. It shall be responsible for the coordination of social and recreational activities, the supervision of any employees of the club, the enforcement of any rules governing the operation of the physical facilities, etc.

#### Article XIX—Amendments

1. Any proposed amendment to these by-laws may be introduced by any member of the club at any annual meeting, a quorum being present, the by-laws may be amended by a two-thirds affirmative vote of the members present.