

By-Laws of HIGH POINT GOLF CLUB, INC.

Table of Contents

	ARTICLE	PAGES
I	Name, Location & Mission of the Club & Definitions	2-3
II	Membership Qualifications, Dues/Fees/Charges, Information & Types	4-9
III	Board of Directors	9-14
IV	Officers	15-18
V	Funds & Financing	18-19
VI	Committees	20-25
VII	Meetings	25-28
VIII	Indemnification of Officers and Directors	28-29
IX	Emergency Powers of Officers & Directors	29-30

ARTICLE I

NAME, LOCATION & MISSION of the CLUB & DEFINITIONS

SECTION 1 – The name of the Association is High Point Golf Club, Inc. (hereinafter referred to as the “Club”).

SECTION 2 – The office of the Club is located at 12251 Club House Road, Brooksville, Florida 34613.

SECTION 3 – The Club is organized exclusively for purposes pursuant to Section 501(c) (7) of the IRS (Internal Revenue Service) as a “Social Club”. The Club shall be classified as a not-for-profit under the “Florida Not for Profit Corporation Act” and to exercise all of the powers enumerated in Chapter 617 of the Florida Statutes and the Governing Documents of the Club.

SECTION 4 – The Club will operate and maintain for its members and their guests a social organization with clubhouse, golf course and such other physical or recreational facilities as may be deemed advisable by the Board of Directors (herein after referred to as the “Board”).

SECTION 5 – Effective January 1, 1979 the Club’s Fiscal Year shall operate on a calendar year basis.

SECTION 6 – Where referred to, “Member in Good Standing” shall mean any dues paying member who has fully paid dues and other financial charges for the current membership year or should they move from the community, has paid pro-rata dues up to their departure date.

SECTION 7 – Where referred to, “Voting Member” shall mean a Member in Good Standing with a membership type of Regular Single, Regular Family, Lifetime, Paid Lifetime or Gold. Each

Voting Member shall be entitled to one vote at the Annual membership meeting or any Special membership meeting.

SECTION 8 – Where referred to, “High Point Resident” shall mean: anyone who owns a residence in the High Point 55+ Golf Community; or, anyone who occupies a residence in the High Point 55+ Golf Community through a lease and/or rental agreement; or, anyone who occupies a residence in the High Point 55+ Golf Community through a relationship with the owner.

SECTION 9 – Where referred to, “Governing Documents of the Club” shall mean: Articles of Incorporation, By-Laws and, Rules and Regulations.

SECTION 10 – Where referred to, “Director or Directors” shall mean a member(s) of the Board of Directors.

SECTION 11 – Where referred to, “Person of Good Moral Character” shall mean a person who behaves as a person of good moral character determined by the Board and the Membership Committee, including but not limited to the following:

- (A) Has the ability to distinguish between right and wrong and the character to observe the difference.
- (B) Observes the rules of right conduct.
- (C) Acts in a manner that indicates and establishes the qualities of trust and confidence that is generally acceptable to the Club and the High Point 55+ Golf Community.

ARTICLE II

MEMBERSHIP – QUALIFICATIONS, DUES/FEES/CHARGES, INFORMATION & TYPES

SECTION 1 – Membership Information and Qualifications

- (A) Member must be a High Point Resident except for Sponsored.
- (B) Member must pay all dues, fees and other charges as determined by the Board.
- (C) Member must be a Person of Good Moral Character.
- (D) Member must be twenty-one (21) years of age or older.
- (E) Member may be admitted to membership in the Club upon evidence of satisfactory compliance with the terms and conditions prescribed by the Board and the Membership Committee.
- (F) New applicants for membership to the Club are required to pay an initiation fee upon joining the Club. The amount of this initiation fee is determined by the Board.
- (G) The Board shall determine the number of members who may be admitted to each type of membership.
- (H) Any waiting list for membership will follow the “top of the list” format for selection.
- (I) Any member who moves from High Point, leaving in good standing, may be permitted to play as a guest of any Member in Good Standing by paying the daily green fees.

SECTION 2 – Membership Dues, Fees and Other Charges

- (A) The amount of membership dues, initiation fees and other dues, fees and charges to be paid as a condition of admission to any type of membership in the Club, or for the privilege of using any Club facility, shall be fixed or amended by two-thirds vote of the Board present at any duly constituted meeting of the Board.

- (B) A regular dues paying member who voluntarily resigns their membership may rejoin during the same membership year by paying the current year's membership dues, plus any other financial charges for the year. Should membership have lapsed, the former member may re-apply for membership subject to the current policy as adopted and publicized by the Board.
- (C) A regular member whose membership is terminated for non-payment of dues or any other reason, may only re-join the Club if approved by a two-thirds majority vote of the Board. If reinstatement is approved, the former member will also be subject to the above schedule of charges.
- (D) Unless prior arrangements have been made with the Membership Chairman and agreed to by the Board, a late payment penalty may be charged on dues or fees that are overdue beyond thirty (30) days from their due date.
- (E) The Board shall have the power, under mitigating circumstances as determined by the Board, to either suspend all or part of a fully paid Regular Membership until the following Membership Year, or refund the dues for a period not to exceed six (6) months.

SECTION 3 – Membership Types

- (A) Regular
 - 1. Single – one (1) person who is a High Point Resident.
 - 2. Family – two (2) persons who are a High Point Resident at the same High Point property. Any additional person(s) at the same High Point property would have to acquire a Regular Single membership.
- (B) Renter
 - 1. Number of membership months cannot exceed the total months of their rental agreement.
 - 2. Membership fees/dues/charges will be based on a monthly rate.

- 3. Must pay the annual GHIN fee for the handicap tracking system.
 - 4. Cannot hold a position on the Board.
 - 5. May invite guests to play golf upon paying the appropriate fees.
 - 6. Single – one (1) person who is a High Point Resident and approved as a renter by the High Point Community Property Owners, Inc. corporation.
 - 7. Family – two (2) persons who are a High Point Resident at the same High Point property and approved as renters by the High Point Community Property Owners, Inc. corporation.
- (C) Lifetime
 - 1. Awarded to any member who has been a Regular member for a minimum of ten (10) years; will reach the age of ninety (90) during the calendar year and plans on continuing to play golf.
 - 2. Membership has all rights and privileges granted to Regular Members.
 - 3. Qualifying applicant will pay for a pro-rated Regular membership up to and including their birth month.
 - 4. Includes a personalized membership card and golf bag tag.
 - 5. Member's name engraved on the Lifetime Membership plaque displayed in the clubhouse.
 - (D) Paid Lifetime
 - 1. Must pay a one-time fee determined by the Board.
 - 2. Membership is non-transferable and non-refundable.
 - 3. Includes a personalized membership card and golf bag tag.
 - 4. Has all the rights and privileges granted to Regular Members in perpetuity.
 - 5. Single – one (1) person who is a High Point Resident.
 - 6. Family – two (2) persons who are a High Point Resident at the same High Point property.
 - (E) Gold
 - 1. Must be a Member in Good Standing for the preceding year.

2. Applicant must be restricted from playing on a regular basis due to a physical/medical condition verified by a licensed physician.
3. Must complete the appropriate application and submit to the Chair of the Membership Committee for review and recommendation to the Board.
4. Board approval of request will be considered for applicants attaining the age of eighty (80) or for other reasons deemed appropriate by the Board.
5. Must pay the annual GHIN fee for the handicap tracking system.
6. May invite guests to play golf upon paying the appropriate fees.
7. Has all rights and privileges granted to Regular Members except the number of playable rounds.
8. Allows a member to play a maximum of twenty (20) 18-Hole or forty (40) 9-Hole rounds of golf or any combination thereof during the membership year. Initial purchase is fifteen (15) 18-Hole or thirty (30) 9-Hole rounds with the right to purchase an additional five (5) 18-Hole or ten (10) 9-Hole rounds.
9. In situations where the applicant held a Family Membership and the second family member is not eligible for the Gold membership unless they meet the requirements outlined in the previous points, to retain their membership, the second family member will be required to pay for a Regular Single membership.
10. Should the Gold member wish to reinstate their Regular membership within the same calendar year, the Gold member will be required to pay for a pro-rated Regular membership.

(F) Greens Fee

1. Applicant cannot have been a member during the previous three (3) years.
2. Can be a spouse or companion of a member as long as they reside at the same High Point property.

3. Is non-transferable and cannot be used by a guest or another player.
4. Expires at the end of the calendar year of issuance.
5. Thirty (30) rounds are the maximum that can be purchased in a calendar year.
6. Can be purchased in 10, 20 or 30 rounds of 9-Hole or 10, 20 or 30 rounds of 18-Hole.
7. Cannot hold a position on the Board.
8. May invite guests to play golf after paying the appropriate guest fees.

(G) Employee

1. Must be an employee of the Club.
2. Cannot hold a position on the Board.
3. Awarded by a majority of the Board's approval and can be terminated at any time by a majority of the Board.

(H) Social

1. Can participate in all Club social activities (does not include playing golf).
2. Membership is non-transferable, non-refundable and cannot be used by a guest or another person.
3. Cannot be appointed to a Committee but can volunteer to work or support Committee activities (see Article VI).
4. Can be terminated at any time by a majority of the Board.

(I) Sponsored

1. For applicants who are not a High Point Resident.
2. Must complete the appropriate application and submit to the Chair of the Membership Committee for review and recommendation to the Board.
3. Must be sponsored by a Member in Good Standing.
4. Membership is non-transferable, non-refundable and cannot be used by a guest or another person.
5. Number of sponsored memberships cannot exceed five (5) percent of the total number of voting members per Article I, Section 7.

ARTICLE III
BOARD of DIRECTORS

SECTION 1 - Management of Club

- (A) Number of Directors – The Club shall be managed by a Board consisting of nine (9) Voting Members (see Article I, Section 7); who are not related by blood or marriage at the immediate family member level (parents, siblings, spouse, and children); and who do not occupy a residence at the same High Point property as any other Director.
- (B) Quorum – A simple majority or at least five (5) Directors shall constitute a Quorum.
- (C) Election and Term of Office – The Directors will be elected at the Annual Membership Meeting (see Section 2 of this Article). Three (3) Directors shall be elected at each Annual Membership Meeting who will serve a term of three (3) years or until a successor has been elected and qualified. In the case of one or more vacancies during the previous year, other Directors may be elected at the Annual Membership Meeting who will fulfil the remaining term of the vacated position(s).
- (D) Presumption of Consent – Any Director of the Club who is present at a meeting of the Board at which action on any Club matter is taken shall be presumed to have consented to the action taken unless their dissent was noted and entered in the minutes of the meeting, or unless the Director has recused their self.
- (E) Formal Act or Action Procedures – The vote of a simple majority of the Directors present at a properly called meeting at which a Quorum is present shall be an act or action of the Board, unless the vote of a greater number is required by law or by these By-Laws for a particular act or action.
- (F) Informal Act or Action Procedures – Any act or action required to be taken by the Directors, or any act or action which may be taken by the Directors, may be taken by the Directors without a properly called meeting as long as all

Directors were notified of the act or action and were given the opportunity to consent or dissent and the proper number of consents for the particular act or action were met or exceeded. The methods of notification and voting can include in writing, via email, via text, or via any electronic means that the Board has approved for these types of communications.

- (G) Removal and Replacement of Directors
 1. Any one or more or all Director(s) shall be subject to removal, with or without cause, by a simple majority vote of those in attendance at a Special Membership meeting called for that purpose. The meeting can be called by twenty-five (25) percent or more of the Voting Members by written petition filed with the Secretary of the Board.
 2. Any appointed Director shall be subject to removal, with cause, by a simple majority vote of the Directors in attendance at a Special Board meeting called for that purpose. The meeting can be called by the President or upon petition of at least five (5) Directors.
 3. Any elected Director shall be subject to removal, with cause, by a two-thirds majority vote of the Directors in attendance at a Special Board meeting called for that purpose. The meeting can be called by the President or upon petition of at least five (5) Directors.
 4. Any vacancy occurring on the Board, whether by removal, resignation, or any other cause shall be filled within ten (10) days by appointment of a Voting Member based on a simple majority consent among the remaining Directors. The term of this appointment is until the next Annual Membership meeting.
- (H) Within thirty (30) days after being elected or appointed to the Board, Directors must certify in writing to the Secretary:
 1. They have read the Governing Documents of the Club.
 2. They will work to uphold such documents, policies, rules, and regulations to the best of their ability.
 3. They will faithfully discharge their fiduciary responsibility to the Club's members.

SECTION 2 - Election of Board of Directors

- (A) Directors are elected during the Annual Membership meeting in February.
- (B) Three (3) Directors shall be elected at each Annual Membership meeting for a term of three (3) years.
- (C) In addition, any appointed Director position, due to vacancy during the prior year, will be elected for the remaining term of that vacated Director position of either one (1) or two (2) year(s).
- (D) During the December Membership meeting, the Board shall request that at least three (3) Voting Members volunteer as a nominating committee, none of whom shall currently be on the Board, nor an active member presently employed by the Board. If there is an insufficient number of volunteers, then the Board will appointment any remaining open positions on the committee.
- (E) Within five (5) days after the establishment of the nominating committee, the Secretary shall post in the clubhouse the names of the nominating committee members and a method of contact.
- (F) Any Voting Member of the Club may nominate themselves or another Voting Member for the Board by contacting any nominating committee member.
- (G) The responsibility of the nominating committee shall be to determine and name from the Voting Members of the Club a list of candidates for the Board. The list of candidates, with brief resumes, shall be posted in the clubhouse prior to the January Membership meeting.
- (H) The candidates will be introduced during the January Membership meeting, and each will be given a brief opportunity to present their qualifications by addressing the meeting's attendees.
- (I) The President will ask if there are any other nominations of candidates from the floor during the January Membership

meeting. The nominations will be officially closed after a request for additional nominations is made a total of three times with no response.

- (J) The list of nominated candidates will be placed on the ballot for the upcoming election and will be posted in the clubhouse at least twenty-one (21) days before the Annual Membership Meeting.
- (K) Election Process
 1. During the election process each Voting Member must vote for the number of candidates needed to fill every vacancy on the Board, otherwise the ballot will be discarded.
 2. An absentee ballot will be made available to any Voting Member who is unable to attend the Annual Membership meeting and makes a request to the Secretary of their desire to vote. The absentee member is responsible for returning their ballot for arrival at the Club prior to the Annual Membership meeting.
 3. The absentee ballot can be either paper based and sent through the US Postal Service; or, electronic based and sent via email.
 4. In-person voting will be by written ballot of the eligible members present.
 5. The President will appoint two (2) or more tellers to collect and then count the ballots.
 6. The tellers shall count the votes cast on the in-person and absentee ballots, then announce the results by the candidate's name in order of largest number of votes received until all vacancies have been filled.
- (L) Any vacancy remaining on the Board after the Annual Membership meeting, shall be filled within ten (10) days by appointment of a Voting Member based on a simple majority consent among the remaining Directors. The term of this appointment is until the next Annual Membership meeting.

SECTION 3 - Powers of the Board

- (A) Except as otherwise declared in the Governing Documents of the Club, or by law, all decisions of the Board shall be by majority vote of the Directors at any meeting at which there is a Quorum present.
- (B) The Board may adopt rules and regulations for the conduct of their meetings and the management of the affairs of the Club as they deem proper so long as the same are not inconsistent with the Governing Documents of the Club, or the laws of the State of Florida.
- (C) The Board is the sole interpreter of the Governing Documents of the Club; and, shall have the authority to make a final and binding decision regarding the interpretation of the Governing Documents of the Club and other affairs of the Club.
- (D) To set forth the terms and conditions upon which a person may be granted membership and to examine and adjudicate the qualifications of each applicant for membership with full and final authority to accept or reject any such membership application.
- (E) To create standing and other committees as are necessary for the proper management and operation of the Club, and to define, authorize and delegate the structure, duties and responsibilities of each committee.
- (F) To approve/adopt or disapprove/reject the recommendations from the Committees under Article VI.
- (G) To remove and/or replace, at any time, any member of any committee with or without cause.
- (H) The Board shall have the general control and management of the affairs of the Club including: the purchase or lease of materials, equipment and supplies; to contract needed services; to make alterations, improvements or modifications to the operation or maintenance standards of the Club; and, to institute, modify or discontinue any club facilities or events when considered necessary or expedient.

- (I) Expenditures by the Board shall be within the overall limits of the budget.
- (J) Any additional expenditure not included in the approved budget, shall not exceed five thousand dollars (\$5,000) unless approved by a majority of the Voting Members attending a regular membership meeting or a special membership meeting held for this purpose, except in emergency situations necessitating immediate action.
- (K) The Board upon review of any Grievance Committee's findings and recommendations may reprimand, suspend or expel any member for nonpayment of dues, fees or other financial charges; or for violation of the Governing Documents of the Club; or for any conduct on their part considered by the Board to be prejudicial to the best interest or welfare of the Club. Expelling a member requires an affirmative vote of six (6) of the nine (9) Directors.
- (L) Either directly or by delegation to the President, to employ at any time all agents, servants or employees, including any firm or individual whose services or facilities are required or deemed necessary for the maintenance and operation of the Club. The Board shall have the final authority to fix the salaries, powers and duties of all employees.

ARTICLE IV
OFFICERS

SECTION 1 – Personnel

- (A) The Officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer.
- (B) Each Officer must be a Director and will serve a one (1) year term.
- (C) At the discretion of the Board, one (1) person may hold two (2) Officer positions if the duties thereof are not incompatible.
- (D) New Officers shall be elected at the first meeting of the new Board which must be held no more than seven (7) days after the Annual Membership meeting.
- (E) In the event of a vacancy of an Officer’s position:
 - 1. The order of succession for duties of the Officers is President then Vice President then Secretary and then Treasurer until the replacement(s) can be elected.
 - 2. A Special Board meeting must be held within seven (7) days to fill the vacancy.
 - 3. The vacancy should be filled by an existing Director if possible.

SECTION 2 – President

- (A) Shall be the Chief Executive Officer of the Club, performing any and all duties under the Governing Documents of the Club related to the position of President.
- (B) Shall cause to be enforced all Governing Documents of the Club.
- (C) Shall preside at all meetings of the Club, the Members, the Board and the Officers.
- (D) Shall call regular and/or special meetings as necessary and outlined in Article VII.

- (E) Serves as an ex officio, non-voting member of all Committees.
- (F) Can create ad hoc Committees and appoint members to those Committees.
- (G) Can assign temporary tasks and duties to individual Directors, Officers, or Committees, as the needs of the Club warrant.
- (H) Shall sign any deeds, mortgages, contracts, leases, or other instruments the Board has approved and authorized, except in cases where the Board has delegated signing authority or except in cases required by law to be otherwise signed or executed.
- (I) The President shall perform all other duties as may be required and requested by the Board.

SECTION 3 – Vice-President

- (A) Shall become fully acquainted with the affairs of the Club and assist the office of the President in discharge of its leadership duties.
- (B) In the absence of the President, the Vice-President shall perform any and all of their duties.
- (C) If the office of the President should become vacant, the Vice-President shall hold the office of the President until such time that the Board exercises its power as set forth in Article IV, Section 1(E) above.
- (D) The Vice President shall perform all other duties as may be required and requested by the Board.

SECTION 4 – Secretary

- (A) Shall perform any and all duties under the Governing Documents of the Club related to the position of the Secretary.
- (B) Shall keep the minutes and records of the Club in accordance with Florida Statute 617.

- (C) Shall be the custodian of the corporate seal and affix it to all such written documents as require it.
- (D) Shall sign or countersign all such instruments as may require the Secretary's signature as an Officer.
- (E) Shall conduct or cause to be conducted all official correspondence of the Club and shall see that such correspondence is properly preserved and filed until otherwise disposed of by order of the Board.
- (F) Shall issue or cause to be issued all notices of all meetings of the membership, or the Board, in accordance with the methods and places as designated by the Board.
- (G) Shall prepare and post the minutes of any membership meeting of the Club in accordance with the methods and places as designated by the Board.
- (H) Shall prepare articles for the High Point Bulletin and High Point Matters Newsletter publications.
- (I) Shall upon written request by a Member in Good Standing, provide access to records in accordance with Florida Statute 617.
- (J) The Secretary shall perform all other duties as may be required and requested by the Board.

SECTION 5 - Treasurer

- (A) Shall perform any and all duties under the Governing Documents of the Club related to the position of the Treasurer.
- (B) Shall be responsible for faithfully conducting the financial affairs of the Club including the proper accounting of all funds received and disbursed.
- (C) Shall be responsible for the financial records and reports presented to the Board and to the membership, with the assistance of the Bookkeeper, all while under the supervision of the Board.

- (D) Shall provide the financial condition of the Club, with the assistance of the Bookkeeper, on a regular basis or upon request by the Board.
- (E) Shall sign and/or countersign all such instruments as may require their signature as an Officer.
- (F) Shall supervise the activities of the Club's Bookkeeper, an employed position of the Club responsible for assisting with the Club's accounting and financial functions.
- (G) Shall provide the Annual Financial Statement, with the assistance of the Bookkeeper, within sixty (60) of receiving the accounting firm's compilation letter which signifies the accounting firm has reviewed the year's financial work and is satisfied with the results. The Annual Financial Statement will show receipts by accounts and classifications, and expenses by accounts and classifications.
- (H) Shall post the Annual Financial Statement in accordance with the methods and places as designated by the Board, for review by the membership.
- (I) Shall upon written request by a Member in Good Standing, provide access to financial statements in accordance with Florida Statute 617.
- (J) The Treasurer shall perform all other duties as may be required and requested by the Board.

**ARTICLE V
FUNDS & FINANCES**

SECTION 1 – The funds of the Club shall be deposited in the name of the Club with the financial institutions the Board designates.

SECTION 2 – All checks shall be signed by two (2) of any of the following, President, Vice President, Treasurer, or Secretary or another Director appointed by the Board specifically for this purpose.

SECTION 3 – The Board shall appoint a qualified accounting firm. The firm shall review the finances of the Club for the calendar year and prepare the necessary tax and financial reports.

SECTION 4 – The Board shall prepare a budget for the coming fiscal year. The budget shall be posted at least ten (10) days prior to the Annual Membership meeting for review by the Voting Members. The budget shall be presented at the Annual Membership meeting for approval by a majority of the Voting Members in attendance. If the proposed budget is not approved, the prior year’s budget will remain in effect until a revised budget is proposed by the Board and approved by a majority of the Voting Members at a subsequent meeting.

SECTION 5 – The Board may include line items in the budget for reserves or contingencies. Such funds shall be used only for these specified purposes unless approved in a meeting by a majority of the Voting Members in attendance to permit the use of these funds for other purposes.

SECTION 6 – The Board is empowered to maintain and utilize a Capital Improvement Fund in the following manner as defined by the IRS:

- Fixing a defect or design flaw
- Creating an addition, physical enlargement, or expansion
- Creating an increase in capacity, productivity, or efficiency
- Rebuilding property after the end of its economic useful life
- Replacing a major component or structural part of the property
- Adapting property to a new or different use

ARTICLE VI COMMITTEES

SECTION 1 - General Information and Rules

- (A) The Board shall have the right to appoint such Committees as it deems appropriate and necessary to conduct and manage the affairs of the Club. Committees may be Standing or Ad Hoc.
- (B) The Board shall give each Ad Hoc committee a charge describing its responsibilities and a time frame for the completion of its work. Any Ad Hoc committee shall be disbanded, and all of its activities shall cease as of any date the Board deems its purpose to have been completed.
- (C) Each Standing Committee Chairperson shall be a Director, who is nominated by the President, who must agree to accept the nomination, and then is approved by the Board, except where otherwise stated in the Governing Documents of the Club.
- (D) Each Standing Committee Chairperson will determine the number of Committee members necessary to complete the assigned duties and tasks.
- (E) Each Standing Committee Chairperson will monitor communications to/from their Committee and ensure any responses are handled in a timely manner. These communication methods can include, but are not limited to emails, web requests, text messages, other electronic means, and written requests the Board has approved for these types of communications.
- (F) A Standing Committee Chairperson must be prepared to deliver interim reports during Board meetings and a comprehensive annual report at the Annual Membership Meeting. It is the duty of the Chairperson to ensure compliance with the Governing Documents of the Club by each Committee Member and to understand the Committee’s recommendations and decisions are subject to Board review and approval.

- (G) Only Voting Members of the Club have voting rights on any Committee.
- (H) Employees of the Club may serve as ex officio, non-voting members of a Committee.
- (I) No Committee shall have the right to financially obligate the Club unless prior Board approval is granted.
- (J) All Committees shall report on their activities to the Board whenever requested and are at all times under the supervision and control of the Board, having only such authority as is delegated to them by the Board.
- (K) No Committee shall send a letter to any member which contains anything in the way of reproof, reproach, or reprimand. Any infraction committed by a member or any disputes or complaints among members shall be investigated by the Committee having jurisdiction and settled by dialogue, if possible. If a satisfactory solution cannot be found, then the Committee is to refer the matter to the Board for resolution. When and if letters of reprimand are sent to members, as authorized by the Board, these shall first be reviewed by the President or Vice President and the letter shall carry the signature of the Secretary (or designated officer) who will state that the letter is being sent “by order of the Board of Directors”.

SECTION 2 - Standing Committees

- (A) Finance – Shall be chaired by the Treasurer and in general supervise, direct and control all matters pertaining to the Club’s finances including, but not limited to, the placing of insurance, the filing of tax returns, the payment of taxes, the preparation of the annual operating budgets, the preparation of current reports for the Board on the Club’s financial condition, all of which shall be subject to the approval of the Board. A proposed budget will be presented to the Board during the January Board meeting. The Bookkeeper is an ex officio, non-voting member of this Committee.

- (B) Office & Pro Shop – Shall oversee the operation of the Club’s Office and the Pro-Shop. Shall ensure the necessary equipment and supplies are available to allow the Office and Pro-Shop to function and support the membership and the Club. Sets the prices to be charged for all articles and supplies sold in the Pro Shop, subject to any guidelines established by the Board.
- (C) Lounge & Bar – Shall oversee the operation of the Club’s Lounge and Bar, including special events and private parties. Shall ensure the necessary equipment and supplies are available to allow the Lounge and Bar to function and support the membership and the Club. Sets the prices to be charged for all beverages and items sold, subject to any guidelines established by the Board. Ensures all licenses, training, procedures and documents are kept up-to-date and remain in compliance with any Federal, State or Local statutes, rules or regulations.
- (D) Café & Kitchen – Shall oversee the operation of the Club’s Café and Kitchen. Shall ensure the necessary equipment and supplies are available to allow the Café and Kitchen to function and support the membership and the Club. Sets the prices to be charged for all food items sold, subject to any guidelines established by the Board. Ensures all licenses, training, procedures and documents are kept up-to-date and remain in compliance with any Federal, State or Local statutes, rules or regulations.
- (E) Greens – Shall oversee the maintenance of the golf course and the landscaping of the Club’s property; shall define out-of-bounds and fairway limits; shall recommend the purchase and repair of the tools, machinery and supplies as are necessary and make recommendations to the Board as to the employment, discharge and compensation of personnel employed by the Club. Shall see the operation within its

authority meets and complies with all governmental rules and regulations and report any deficiencies to the Board. The Course Superintendent is an ex officio, non-voting member of this Committee.

- (F) Golf Events & Handicaps – Shall arrange and conduct all Club sponsored golf tournaments and golf events, after obtaining the consent of the Board. Shall notify the membership to the dates and circumstances relating to the golfing events. Shall oversee the Club’s membership and relationship with the FSGA including course rating and measurement; and membership usage of the FSGA GHIN handicapping service. Ensures membership handicaps are posted in the clubhouse on the 1st and 15th of every month. Committee members should include representatives of the formal golf leagues.
- (G) Membership, Marketing & PR – Functions as public relations with the High Point Community. Prepares and oversees execution of marketing strategies/plans/activities including membership registration/drives. Investigates, reviews, and evaluates all applicants for membership and will make its recommendations known to the Board. Shall be responsible for keeping detailed records of membership information. Shall prepare and/or purchase the forms and other printed material necessary for the Committee to complete its duties. Shall be responsible for ensuring the Club’s presence on the internet is consistently current with respect to content and technology, and responsive to the needs of Members. Reviews and recommends to the Board the fees, dues and charges associated with Membership in the Club.
- (H) Facilities, Planning & Safety – Shall oversee the operation of all Club buildings and facilities. Shall keep under continuous review the adequacy of the building and facilities in relation to membership requirements, including health and safety viewpoints. Shall ensure all additions, or improvements, or

maintenance, or repairs to the Club’s buildings and facilities are completed in a timely manner.

- (I) By-Laws, Rules & Grievance – Shall receive and investigate all proposed additions, deletions and/or modifications to the Governing Documents of the Club, and after review, shall recommend to the Board any actions which it considers appropriate. Shall oversee the Ranger Patrol group and the execution of their duties. This committee will keep the Governing Documents of the Club up to date and published appropriately. When directed by the Board, this Committee shall conduct investigations of all charges or complaints brought against any member for violations of the Governing Documents of the Club; or for any conduct or their part considered to be prejudicial to the best interest or welfare of the Club. This committee shall have the authority to conduct hearings on such charges and complaints and the member concerned shall have the right to be heard in their own defense. The committee will report to the Board, in writing, the result of its findings together with its recommendations, and a copy of said report shall be mailed or presented to the member in question.

SECTION 3 – Ad Hoc Committees

- (A) Annual Nomination for Board – During the December Membership meeting, the Board shall request at least three (3) Voting Members volunteer as a nominating committee, one of which shall be designated as Chairperson, none of whom shall currently be on the Board, nor an active member presently employed by the Board. If there is an insufficient number of volunteers, then the Board will appointment any remaining open positions on the Committee. The function of the Committee shall be to nominate from the membership a list of candidates for the Board of Directors, including one or more candidates for each expected vacancy. Within five (5) days after the establishment of the committee, the Board shall post in the clubhouse the name of the Chairperson and Committee

members, including a method of contact. Any Voting Member of the Club may nominate themselves or another Voting Member for the Board by contacting any nominating committee member. The member should send an application to the Committee for consideration as a nominee, including their name, address and any background information the applicant wishes to submit. All applicants shall be interviewed personally by the Committee. The list of candidates, with brief resumes, shall be posted in the clubhouse prior to the January Membership meeting.

ARTICLE VII MEETINGS

SECTION 1 – Annual Membership

- (A) Shall be held in February each year at a location, date and time designated by the Board, with a purpose of sharing the annual reports of each Standing Committee; discussion and approval of the annual budget; election of Directors; and conducting any specific business presented/requested to the Board at least seven (7) days before the meeting is scheduled to be held.
- (B) A quorum, for purposes of conducting the Club’s business at this meeting, shall be ten (10) percent of the Voting Members of the Club participating either in person or by absentee ballot.
- (C) The President is responsible for the posting of this meeting in a place on Club property, as designated by the Board.
- (D) Each Standing Committee Chairperson shall present a comprehensive annual report and provide a brief verbal overview of its contents, followed by a question-and-answer session.
- (E) The President shall preside over a discussion-question-answer session on the proposed budget followed by a vote of the membership on acceptance/approval.

- (F) Each candidate will be introduced, and each will be given a brief opportunity to address the attendees.
- (G) Each Voting Member must vote for the number of candidates needed to fill every vacancy on the Board, otherwise the ballot will be discarded.
- (H) The tellers shall collect all the ballots and count the votes cast on the in-person and absentee ballots, then announce the results by the candidate’s name in order of largest number of votes received until all vacancies have been filled.
- (I) The order of business shall be substantially as follows:
 - 1. Determine if a quorum has been reached of ten (10) percent of Voting Members
 - 2. Salute the Flag and moment of silence
 - 3. Standing Committees annual overviews
 - 4. Proposed Budget Discussion & Vote
 - 5. Candidate introduction, Vote, Election Results
 - 6. Requested Business
 - 7. Adjournment

SECTION 2 – Special Membership

- (A) Shall be called by the President, acting on behalf of the Board, or upon written petition from twenty-five (25) Voting Members, filed with the Secretary.
- (B) A quorum, for purposes of conducting the Club’s business at this meeting, shall be ten (10) percent of the Voting Members of the Club participating either in person or by absentee ballot.
- (C) No other business that than previously conveyed or specifically requested may be transacted.
- (D) Shall be held on a date, at a time, and at a place determined by the Board.
- (E) If requested by Voting Members, the Board must respond within fourteen (14) days announcing the date, time and place of the meeting and it should be held before the next regularly

scheduled membership meeting unless there are extenuating circumstances.

SECTION 3 – Regular Membership

- (A) Shall be held at least once a month, in the Café of the clubhouse on the date and time designated and announced in advance by the Board, excluding the months of June, July and August.
- (B) A quorum, for purposes of conducting the Club’s business at this meeting, shall be ten (10) percent of the Voting Members of the Club participating either in person or by absentee ballot.
- (C) The order of business shall be substantially as follows:
 - 1. Determine if a quorum has been reached of ten (10) percent of Voting Members
 - 2. Salute the Flag and moment of silence
 - 3. Acceptance of minutes or acceptance of minutes as corrected
 - 4. Unfinished Business
 - 5. Reports of Officers
 - 6. Reports of Committee Chairpersons
 - 7. New Business
 - 8. Adjournment

SECTION 4 – Regular Board

- (A) Shall be held at least once a month, in the clubhouse, on the date and time suggested by the President, approved by the Board and published by the Secretary seven (7) days prior to the meeting, when possible.
- (B) Are open to Members in Good Standing as observers, not as participants.
- (C) The Board may schedule an Executive Session to discuss such subjects as employees, wages, personalities and disciplinary action or other subjects deemed appropriate for Executive Session. Only Directors will be allowed to attend Executive Sessions.

- (D) The order of business shall be substantially as follows:
 - 1. Determination if a quorum has been reached of five (5) Directors
 - 2. Salute the Flag and moment of silence
 - 3. Acceptance of minutes or acceptance of minutes as corrected
 - 4. Unfinished Business
 - 5. Reports of Officers
 - 6. Reports of Committee Chairpersons
 - 7. New Business
 - 8. Executive Session Business
 - 9. Adjournment

SECTION 5 – Special Board

- (A) Shall be held in the clubhouse on call of the President or upon request of five (5) Directors. The date and time will be suggested by the President and approved by the Board. The Secretary shall notify all Directors of the date, time, and purpose of the meeting.
- (B) The order of business shall be substantially as follows:
 - 1. Determination if a quorum has been reached of five (5) Directors
 - 2. Salute the Flag and moment of silence
 - 3. Special Business
 - 4. Adjournment

ARTICLE VIII

INDEMNIFICATION OF OFFICERS & DIRECTORS

Every person who is now or hereafter shall be a Director or Officer of the Club shall be indemnified by the Club against all costs and expenses (including legal fees) hereafter reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding of whatever nature, to which they are or shall be made a party to, by reason of their being or

having been a Director or Officer of the Club, except in relation to matters: (a) as to which they shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duties, as Director or Officer, or (b) with respect to which they have been guilty of willful misfeasance, bad faith, gross negligence or reckless disregard of their duties. The foregoing right of indemnification shall exist whether or not such Director or Officer at the time they were made party to such action, suit or proceeding, or at the time such costs or expenses are incurred by or imposed upon them as a Director or Officer of the Club and shall not be exclusive of other rights to which they may now or hereafter be entitled as a matter of law.

ARTICLE IX

EMERGENCY POWERS OF OFFICERS & DIRECTORS

- (A) For purposes of this Section, an “emergency” exists only during a period of time in which a quorum of the Board cannot readily be assembled because of a catastrophic event the Community, or the immediate geographic area in which the Community is located, is subjected to:
1. A state of emergency declared by law enforcement authorities;
 2. A hurricane warning;
 3. A partial or complete evacuation order;
 4. Designation by federal or state government as a “disaster area”; or,
 5. A catastrophic occurrence, whether natural or man-made, which seriously damages or threatens serious damage to the Community, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or acts of terrorism
- (B) In the event of an Emergency, the Board of Directors of the Club may exercise the emergency powers described in this Section, and any other emergency powers authorized by Florida Statutes.

- (C) The Board may name Temporary Officers, who are not Directors, as a replacement of any Officer of the Club who is unavailable for any reason during the emergency. The Temporary Officers shall have the same authority as the Officer whom they are replacing during the period of the emergency.
- (D) The Board may relocate the Club’s Office or designate a temporary location for the Club’s Office.
- (E) During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practical manner, including publication or radio. The Directors in attendance at such a meeting shall constitute a quorum.
- (F) Any action taken in good faith during an emergency under this Section, to further the ordinary affairs of the Club, shall bind the Club; and shall have the rebuttable presumption of being reasonable and necessary.
- (G) Any Officer, Director or employee of the Club acting with a reasonable belief their actions are lawful in accordance with these emergency By-Laws shall incur no liability for doing so, except in the case of willful misconduct.
- (H) The provisions of these emergency By-Laws shall supersede any inconsistent or contrary provisions of the By-Laws during the period of the emergency.