The Pines Country Club Corporate Bylaws

Effective: January 1, 2027

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ARTICLE I: GENERAL

1. **Corporation –** The objectives of The Pines Country Club, Inc., hereafter referred to as "the Pines", are those set forth in the Certificate of Incorporation, a copy of which is on file with the West Virginia Secretary of State.
2. **Office –** The principal office of the Pines is located at 3062 Point Marion Road, Morgantown, WV 26505.
3. **Purpose –** The Pines is a private for-profit golf and country club owned and governed by its stockholders and stockholder members. It is to provide its stockholder members, non-voting members, and guests with an environment that is safe, well-maintained, and conducive to recreational (i.e., golf, swimming, golf practice areas, etc.) and social (food services, social gatherings, use of facilities, etc.) activities. The Pines seeks to provide these golfing and other services to our members in a profitable manner. Profitability is defined as net income after taking proper account of depreciation and amortization expenses.
4. **Operation –** The Pines is to develop and maintain an updated functional set of Bylaws, Policies, and Rules and Regulations (R&R) that are to govern the overall operation of the Pines and the participation of its stockholder members, non-voting members, guests, employees and visitors.
5. **Non-Discrimination Policy** – The Pines does not, and will not, discriminate against its members, employees, applicants for membership, or applicants for employment on the basis of race, color, creed, gender, sexuality or national origin.

ARTICLE II: PINES STOCK

1. **Stock** – The issuance and transfer of certificates of stock, in the form of a share of Capital Stock or a Certificate of Common Stock, hereafter referred to as a "share of stock", "share" or "stock", shall be in accordance with the general corporate laws of the State of West Virginia. The Pines will act as transfer agent for Pines stock.

All stock of the Pines issued or transferred by the Pines shall bear the following upon the face thereof: "This Certificate is restricted as to sale and transfer by the provisions established hereto in Article II, Section 4, of the Bylaws of the Pines Country Club, Inc."

2. **Stockholder -** By the acceptance of either the original issue or any transfer of stock in the Pines and in accordance with West Virginia Code 31D, each stockholder shall be entitled to: a) a copy of the Pines' Bylaws, Policies and R&R or shall be provided direct access to the documents via the Internet; b) inspect records of the Pines (within the guidelines of WV Code 31D); c) vote for Directors to the Board of the Pines, and d) attend, participate and vote on agenda items of the Annual Stockholders' Meeting or any Special Stockholders' Meetings. The stockholder shall accept and be bound by all provisions of said Bylaws, Policies and R&R as a contractual obligation, enforceable at law by the Pines, so far as a contract right and obligation entered into for the benefit of all stockholders affected thereby. Stockholders shall be deemed to have mutually agreed with each other to carry out their respective obligations to the Pines and to themselves as herein provided.
3. **Share Restrictions -** No person or corporation may own more than one (1) share of stock in the Pines. A Pines' share of stock is subject only to the following restrictions:
    a. **Share of stock -** If a share of stock is not held in the name of a single individual, the owners of that share of stock must designate in writing to the Board of Directors, hereafter referred to as "the Board", a single individual whose name appears on the share of stock to be considered the stockholder for the purpose of voting, eligibility to serve on the Board, and for other purposes which the term stockholder is used by the Pines.
    b. **Family membership -** In the case where a share of stock is held in the name of an individual who is paying for a family membership, either legal spouse is eligible to vote the share of stock, run for the Board and for any other purposes for which the term stockholder is used by the Pines.
    c. **Corporation -** A corporation may apply for and receive approval to purchase a share of stock directly from the Pines only.

i. Representative - A corporation owning a share of stock in the Pines must designate in writing to the Board only one (1) full time employee of the corporation as the person to represent the corporation, to attend meetings and to vote the share of stock in the Pines.

ii. Active Memberships - Corporate memberships are limited to eight (8) active golfing and social memberships.

d. **Stock Ownership -** Ownership of a share of stock does not entitle the Stockholder to membership in the Pines. To become a member of the Pines one must file an application for membership and meet Board approval.

e. **Receipt of Stock via a Transfer** – Should a current Stockholder become a recipient of an additional Share of Pines' stock as a result of a transfer to them from a family member, the Stockholder must offer to sell the share of stock to the Pines or transfer the share of stock per Article II Section 4.

4. **Sale or Transfer of Share of Stock –** No Stockholder shall have the right to transfer by sale, assignment, or by will or intestate succession, the share of stock of the Pines owned by them or owned by a corporation until the following conditions have been met:

a. **Sale of Stock** – Any Stockholder desiring to sell their share of stock shall make their offer to sell by notifying the Board in writing by certified mail, return receipt requested, to The Pines' address.

i. Notice of Sale -The Board, after receipt of the written notice of the desire to sell, shall place the share of stock on a prioritized listing of stock known as the "buy-back list" in accordance with the date the request is received.

ii. Buy-back List - When funds are determined to be available by the Board, the Pines may buy back the share of stock from the prioritized "buy-back list" at a fair market value established by the Board.

iii. Time Frame - The Board shall have a period of thirty (30) days after receipt of the written notice of the desire to sell, to elect to purchase said stockholder's share of stock in the Pines and sixty (60) days from the date of written notice to execute purchase. If the Board does not exercise its right to purchase said share of stock, within thirty (30) days

after receipt of the written notice, then the Stockholder shall have the right to sell the share of stock to the general public.

b. **Transfer of Stock** – Stockholders do have the right to transfer Pines' stock owned by them to their legal spouse or an immediate family member. Immediate family is limited to parents, children, grandchildren, siblings or in-laws of said Stockholder.

   i. Notification - A Stockholder desiring to transfer a share of stock shall notify the Board in writing by certified mail, return receipt requested, addressed to the Pines Country Club.

   ii. Evaluate Request - The Board, after receipt of the written notice of the desire to transfer, shall then evaluate the request at the next scheduled meeting of the Board. If approved, an administrative fee of fifty dollars ($50.00) shall be collected from the transferee and the stock certificate transferred.

ARTICLE III: MEMBERSHIP

1. **General** – Memberships are available either as Stockholder voting members or non-stockholder non-voting members. Membership in the Pines as a non-stockholder non-voting member is only permitted under such terms, conditions, and circumstances as the Board deems reasonable and necessary to the successful operation of the Pines. All such terms and conditions are subject to modification at the discretion and judgment of the Board. Such members are to be provided a copy of the Pines' Bylaws, Policies and R&R or shall be provided direct access to the documents via the internet. For new members, a one-time initiation fee may be charged.

   a. **Stockholder Voting Members** – A Stockholder member is a person or corporation who has purchased a share of stock in the Pines and maintains an active (dues paying) and Good Standing membership in the Pines as described in Article III Section 9. The Stockholder member has the right to: a) attend the Annual Stockholders' Meeting, b) attend any Special Stockholders' Meetings, c) vote for members who are eligible candidates for Director on the Board, d) be a candidate for Director on the Board, e) inspect

the Pines' records (in accordance with WV Code 31D), and f) apply for any of the memberships in the Pines for which they qualify.

b. **Incentives** – The Pines promotes stock ownership through certain privileges and discounts accorded to its Stockholding members who maintain their membership in active status. All Stockholder incentives are subject to such terms and conditions as the Board deems to be in the interest of the Pines. All such incentives are subject to modification in the discretion and judgment of the Board.

c. **Non-Stock/Non-Voting Members** – The Pines offers certain membership options for persons who do not own a share of stock in the Pines. All such non-stockholding members are non-voting members and hold no ownership interest in the Pines. Non-Stock/Non-Voting Members are only eligible to apply for any of the memberships in the Pines for which they qualify.

2. **Membership Classification –** Golfing and Social memberships are available either to Stockholder members or non-stockholder non-voting members. Membership offerings are reviewed annually by the Finance and Membership/Marketing Committees who make recommendations for Board approval as are reasonable and necessary to the successful operation of the Pines. The classifications are:

   a. **Individual Golfing and Social Memberships** – Limit the privileges of that membership to one (1) person only.

   b. **Family Golfing and Social Memberships** – Limit the membership privileges to the applicant and all members of their immediate family defined as follows for the purposes of the Pines: 1) spouse or live-in domestic partner; 2) any unmarried dependent children through the age of twenty (20) and residing with the member; 3) twenty-one (21) year old children are not eligible under the family plan, **except** as a full-time student(s) who remains dependent , unmarried and attending an accredited institution of higher learning or technical training through the age of twenty-four (24); 4) at age twenty-five (25) children are no longer eligible under the family plan; and 5) dependent handicapped children meeting the Americans with Disabilities Act (ADA) **and** living at home, will have no age limit.

For a family membership the Pines reserves the right to require: a) each dependent's proof of age, student status and/or other qualifying data; b) documentation of domestic partnership, such as documents showing a shared common residence (such as, drivers' licenses, voter registration cards, etc. showing the same address).

c. **Corporate Golfing Memberships** – Limit the membership privileges to the dues paying employees of the member corporation. Corporate membership requires owning a share of stock in the Pines. Only one (1) full time employee of the corporation can represent the corporation, attend meetings and vote the share of stock in the Pines.

   Corporate memberships are limited to eight (8) active single or family memberships. The current policy is 8 active golfing memberships, but other memberships (such as club) may be in addition to the 8. The following must be on file in the Pines' Business Office:

   i. Listing of Names **-** All such memberships must identify in writing the names of participating individuals.

   ii. Employment confirmation **-** The Pines reserves the right to verify and confirm employment of any individual associated with the corporate membership.

3. **Membership Categories** – The membership categories may change from time to time. On an annual basis, the Finance and Membership/Marketing Committees shall establish recommendations in conjunction with the annual budget process of adding, deleting or amending categories. Thus, establishing the annual dues, rates, fees, incentives, and discounts as the Board deems reasonable and necessary to the successful operation of the Pines.

4. **Member Annual Contract and Billing** – Memberships are annual, non-refundable and non-transferable. Each member signs a perpetual "Membership Agreement" when they join that is in effect for one calendar year (January 1st - December 31st) and renews annually for one-year periods unless canceled by the member in writing by November 20th. The Membership Agreement includes Member Obligations, annual dues, fee structure, including Capital Fees, billing options, payment expectations, and any other pertinent member financial information.

5. **Membership Agreement Update** – On or before October 28 of each year, The Pines will provide each Member with a "Membership Agreement Update". This document will include information regarding any changes to The Pines membership classifications, as well as any fees, dues, or other charges to be paid by the Member for the following year, and any substantial changes to terms and conditions of membership, including but not limited to, food & beverage minimums, rules and regulations, or terms of payment.

6. **New Member Application Process**:

   a. **Initial Application** – Any person desiring membership at the Pines must file an application for membership with the Pines. The Board may choose to require a recommendation of sponsorship from an active Pines' member.

   b. **Application Investigation** – The Board will pass upon all membership applications within a reasonable time after the same has been filed but shall not pass upon such application until it makes or causes to be made a careful investigation of the character* and qualifications* of the applicant. The Pines reserves the right to require proof of any claims made in the application. *Reference Appendix

   c. **Application Approval** – No application will be approved unless at least eight (8) Directors of the Board shall vote their approval. Once approved, a membership file will be created and will be the sole property of the Pines.

7. **Membership Obligations and Responsibilities** – Once approved for membership, the applicant must:

   a. **Liability** – Comply with this liability statement. The Pines, its Board and employees make every reasonable effort to provide clean, well maintained and safe environments, facilities and equipment. All persons on the premises of the Pines (employees, members, guests or visitors) either working, using or visiting (the Clubhouse, the parking lot, the pool facility, all golfing/practice areas, and especially while operating golfing equipment) are to conduct themselves in an alert, cautious, safe, legal and responsible manner at all times. All such persons are responsible for their own property

and their own behavior. Given such, all persons assume the risk of personal injury, including the possibility of death or a permanent condition, and/or loss of personal property and are responsible for any resulting damage, injury, or harm which may have been caused by their own actions to another person, their property or the property of the Pines. These persons release the Pines, its Board and employees, from any and all liability for injury or loss. Egregious acts of behavior and/or neglect rest solely with the violator (members, employees, guests, visitors or the Pines).

Any damages to the Pines, its furnishings, equipment, or supplies caused by a member, their family members, guests, visitors, employees or the public will be held financially responsible for the monetary damages. The member's charge account will be billed accordingly. Damages by the public will be assessed and properly billed.

b. **Violations** – Report any violation of the Pines' Bylaws, Policies and R&R to the Bylaws/Rules Committee and/or the Board for investigation into the violation(s). Reference this Article III, Section 10, Member Violations, a) Reporting Violations.

8. **Continuity** – Upon acceptance as a member, one remains a member unless they:

   a. **Resign -** submit to the Pines' Board a letter of resignation;

   b. **Voluntarily Suspend -** successfully petition the Board for a voluntary suspension of membership dues and privileges;

   c. **Do Not Renew -** do not renew the annual contract; or

   d. **Become Suspended or Expelled -** are suspended or expelled by the Board for conduct expressly prohibited by these Bylaws, Policies and R&R, Policies. Such action will be administered per the rules established in the following Sections 9. Member Standing and/or Section 10, Member Violations.

9. **Member Standing –** The Pines recognizes the following designations for member standing:

   a. **Good Standing -** A member is in Good Standing when the member is not subject to any form of sanction, suspension or disciplinary censure, and is in full compliance with the Bylaws, Policies and R&R as established for the Pines. The member must have a consistent record of on time payment of all financial obligations due the Pines for the past three (3) years. Only members in Good Standing are eligible to serve on committees and the Board of Directors.

   b. **Probationary Standing -** A member's standing becomes probationary when the member is determined to not be in compliance with the Bylaws, Policies and R&R as established for the Pines. Probationary Standing lasts as long as there is a disciplinary letter in the member's file. While in Probationary Standing, the member is not eligible to serve on any committees, or be eligible to serve on the Board.

      Effective 1/1/2022, any member whose file contains a disciplinary letter will automatically become Probationary Standing.

   c. **Voluntary Suspension** - Any member in Good Standing may petition the Board in writing for a suspension of membership dues and privileges due to unforeseen circumstances. The Board may suspend said membership. If the Voluntary Suspension is due to financial obligations due the Pines, the Board reserves the right to modify or structure payments for any or all financial obligations with eight (8) Directors of the Board giving approval. Documentation of written notice(s) and/or suspension may be maintained in the member's file. When the delinquent account becomes current, the member may resume membership privileges as a member in Good Standing.

   d. **Resignation** – Any member may resign from the Pines at any time provided they honor the remainder of their financial obligations for the current contractual membership year (PAC/BA). Any member who resigns may reapply in the future for membership in the Pines by filing an application, including payment of fees then in effect. If fewer than twelve (12) months have expired since the resignation, the member must pay all past dues and

fees before being considered for renewed membership. The Board will treat such an application in the same manner as any other application for membership.

10. **Member Violations** – A member (including those persons listed within the member's membership) who is non-compliant with the Pines' Bylaws, Policies and R&R or is not current with their financial obligations as outlined on The Pines monthly billing statements, becomes a member not in Good Standing and becomes a member in Probationary Standing. Such a member shall be subject to various measures of discipline and possible dismissal. Violations are to be handled via the following:

    a. **Reporting Violations -** Any violations of the Pines' Bylaws, Policies and R&R should be reported to the Bylaws/Rules Committee and/or the Board for investigation of the alleged violations. The Committee and/or the Board will act in accordance with the guidelines set forth herein.

    b. **Actions of Bylaws/Rules Committee and/or the Board** - Depending upon the nature and severity of the delinquency(ies) and/or violation(s), action(s) taken may include, but are not limited to the following:

        i. <u>The Bylaws/Rules Committee may</u>:

            a) Issue a Letter of Information;

            b) Conduct Informational Hearings; and/or

            c) Make recommendations to the Board to take additional action.

        ii. <u>The Board of Directors may:</u>

            a) Conduct additional hearings or seek additional information beyond that provided by the Bylaws/Rules Committee;

            b) Issue Letters of Warning to be placed in the member's file;

            c) Impose Suspensions;

            d) Impose Expulsions;

            e) Impose a combination of any or all foregoing;

f) Shall impose a Reinstatement fee for those expelled and are Board approved to be reinstated to membership privileges under Probationary Standing.

c. **Actions by a Member** – A member may: a) request a hearing before the Bylaws/Rules Committee and/or the Board to present their case regarding any alleged violations; and/or b) present a petition to the Board for a Voluntary Suspension, as per this Article III, section 9) Voluntary Suspension. Such a petition should be completed with the Board prior to the member's account reaching delinquent status.

d. **Various Measures of Discipline and Procedures for Violation of Good Standing** - Such measures may include, but are not limited to:

i. Letter of Warning – A member may receive a Letter of Warning for a delinquent account (see Article III; 5, Member Accounts) and/or a violation of the Pines' Bylaws, Policies and R&R, from the Board's Secretary, so directed by the Board. Only by a vote of the Board of Directors, may a Letter of Warning be placed in a member's file. A Letter of Warning may not be removed from the member's file, except in the case of a substantial error of the facts. The Letter of Warning will state the delinquency and/or the nature of the violation(s) and possible forthcoming action(s) by the Bylaws/Rules Committee or the Board. A member receiving a Letter of Warning may request a hearing before the Bylaws/Rules Committee and/or the Board to state their case.

Three (3) levels of Letters of Warning are designated for varying disciplinary purposes. Letters may be administered for five (5) years, three (3) years, or one (1) year levels, depending upon the severity of the violation(s). Letters of Warning must state the beginning and ending dates for the Letter of Warning to be maintained within a member's file.

A five (5) year Letter of Warning is for a severe infraction(s), multiple infraction(s) and/or repeated infraction(s) of the Bylaws, Policies and

R&R. Suspension and/or expulsion may also accompany this Letter of Warning.

A three (3) year Letter of Warning is for an infraction(s) of the Bylaws, Policies and R&R. Suspension may also accompany this Letter of Warning.

A one (1) year Letter of Warning is only for a very minor, one-time or first time infraction. It serves as a true warning to the member, for any future infractions of any nature automatically goes to the three (3) or five (5) year levels. No further disciplinary action(s) is to accompany this Letter of Warning.

A Letter of Information is a non-disciplinary letter. This letter is to inform or document a concern with or about a member. It is to be maintained in the member's file for one (1) year.

ii. Hearing – A hearing may be called by either the Bylaws/Rules Committee and/or the Board to obtain information regarding the alleged violation(s) and to permit the member and/or others involved to address these alleged violation(s). Likewise, a member may request a hearing to state their case regarding the alleged violation(s).

iii. Suspension – A suspension results in the loss of all membership privileges. The member shall be afforded the opportunity for a hearing before the Bylaw/Rules Committee and/or the Board to state one's case. A Notice of Suspension will remain in the member's file for five (5) years.

Special Declaration Notice: Beginning with the 2022 calendar year of the PAC/BA, any Pines member who becomes expelled or suspended due to their own violation(s), or the violations of member(s) within their membership, of these Bylaws, Policies and R&R will remain fully obligated to complete all their financial obligations so designated within their signed PAC/BA and their Pines monthly charge account. There will be no refunds, forgiveness, suspension of financial

obligations, or prorating during the time of suspension or expulsion. Completing all financial obligations is expected.

11. **Suspension** - A Suspensions may occur due to the following (delinquent account, behavior violations, and/or criminal violations):
    a. **Delinquent Account** - a delinquent account is one that is not in compliance with the standards outlined in The Pines Annual Membership Agreement.
    b. **Behavior Violations** - Any member whose behavioral conduct has been found to be in violation of these Bylaws, Policies and R&R may be recommended for suspension. The Board must approve such action. If approved:

       A Notice of Suspension by the Board's Secretary stating the nature of the violation, the duration of the suspension, and the stipulations of the suspension will be forwarded to the member.

       The Notice of Suspension will be entered into the member's file and be maintained for five (5) years. At the completion of the suspension, the Board must approve the member's return to certain membership privileges as a member under Probationary Standing.
    c. **Criminal Violation** - Any member being accused of criminal violations, except for minor offenses (minor offenses for the Pines' purposes may be: parking violations, minor traffic violations, non-violent political protests, etc.) may be suspended from membership pending adjudication of the violation. Dues and fees are non-refundable. All charge account indebtedness remains due to the Pines. Notice of suspension will be placed in the member's file. The right to appeal one's case to the Board is permitted.
       i. Should the member be found innocent of said criminal violations, the member may choose to return to prior member standing and club privileges. The notice of suspension will be removed from the member's file.
       ii. Should the member be found guilty of the criminal violations, the Board may impose expulsion from the Pines. All PAC/BA and account

obligations will remain due to the Pines. A Letter of Expulsion will be placed in the member's file for five (5) years.

12. **Expulsion** - Expulsion results in the immediate loss of all Pines' membership privileges. All Dues and Fees are non-refundable. All expulsion data shall remain on file for five (5) years. Possible reasons for Expulsion of a Member may include, but are not limited to:
    a. Egregious Violations/Conduct – Such conduct could include, but is not necessarily limited to:
        i. Acts of Violence;
        ii. Intentional property damage;
        iii. Theft; or
        iv. Other flagrant violations of the Pines' Bylaws, Policies and R&R.
    b. Repeated Delinquencies – Any member repeatedly delinquent in payments due the Pines may be expelled by the Board. A member expelled for a delinquent account may apply for reinstatement only after all monies due the Pines have been paid in full. The Board maintains full discretion as to whether to accept such an application for reinstatement. If accepted, the member standing will be Probationary.
    c. Repeated Violations - Depending upon the nature and severity of repeated violation(s) of the Pines' Bylaws, Policies, and R&R, a member who repeatedly violates may be expelled.
    d. Hearing - The opportunity for a hearing before the Bylaws/Rules Committee and/or the Board will be afforded. The following shall occur:
        i. Notice of intent to expel will be sent by the Board's Secretary stating the nature of the violation(s) and possible forthcoming action(s) by the Bylaws/Rules Committee or the Board;
        ii. Following such a notice of intent to expel, the member will be requested to explain one's behavior to the Bylaws/Rules Committee and/or the Board, and
        iii. If the Committee determines that the explanation is not acceptable, it may recommend, to the Board, expulsion of the member from the Pines.

Article IV: Stockholders' Meetings

1. **Annual Stockholders' Meeting** – In accordance with West Virginia Code 31D-7-701 to 723, the Pines must conduct an Annual Stockholders' Meeting.
   a. **Purpose** – The Purpose of the Annual Stockholders' Meeting is:
      i. Board Report - for the Board to make a report to the Stockholders on the financial and operational condition of the Pines;
      ii. Stockholders' Inquiry and Petition - to provide the opportunity for Stockholders to inquire of and to petition the Board on matters pertinent to the financial and operational condition of the Pines; and
      iii. Election -to elect new Directors to the Board.
   b. **Meeting Date** – The third (3rd) Tuesday of October of each calendar year shall be the date for the Annual Stockholders' Meeting. If an emergency situation exists which precludes the holding of the Annual Stockholders' Meeting at this time, the Board President will set a new date and possibly a new location for the Annual Stockholders' Meeting as soon as practicable and with reasonable notice to all Stockholders.
   c. **Notice** – Notice of the Annual Stockholders' Meeting shall be given to each stockholder at their designated mailing address. Notice shall be mailed forty-five (45) days prior to the Annual Stockholders' Meeting. The notice shall include a call for applicants or nominations for Directors to serve on the Board.

      An alphabetical list of all Stockholders who are entitled to a notice to the Annual Stockholders' Meeting must be maintained in the business office.

      Shares of stock in a state of transition (being sold, purchased, or transferred) during this forty-five (45) days notice time frame and on the date of the Annual Stockholders' Meeting will not be eligible to vote at the upcoming Annual Stockholders' Meeting.
   d. **Attendance –** Only Stockholders and their spouses or domestic partners are entitled to attend the Annual Stockholders' Meeting. Stockholders may participate in person or by means of remote communication. Others may

attend the Annual-Stockholders' Meeting at the request or invitation of the Board.

e. **Conduct –** At each meeting of stockholders, a chair shall preside. These Bylaws designate the President of the Board or an officer of the Board as this Chair. The Chair is to provide, in writing, to all present the order of business and the rules for the conduct of the meeting. An affirmative vote of fifty-one percent (51%) of all Stockholders physically present (show of hands) must agree to the order and conduct of business. All rules are to be fair to the Stockholders and must permit Stockholders' participation.

f. **Voting** – Only Stockholders or their legal spouses in Good Standing are permitted to vote, either in person, by means of remote communication or by proxy, at the Annual Stockholders' Meeting. The chair shall announce when the polls close for each matter voted upon.

2. **Election of New Directors –** New Directors on the Board of the Pines shall be elected during the Annual Stockholders' Meeting. Normally four (4) Directors are elected each year. The newly elected Directors, provided they are qualified, shall take office November 1st of the current year. The term qualified must meet the standard in Subsection a) Candidates, herein. Procedures:

   a. **Candidates –** Eligible candidates for Director on the Board must be a Stockholder voting member as per Article III, Section 1 General, subsection a) or their legal spouse. Such candidates must be a current dues-paying golfing member in Good Standing as per Article III, Section 9, subsection a) Good Standing for three (3) consecutive years preceding the election.

   b. **Nominations -** As set forth herein, all names for nomination of qualified Stockholder members to be an eligible candidate for Director on the Board are to be submitted in writing to the Pines' administrative office no later than thirty (30) days prior to the Annual Stockholders' Meeting date. Ballots are to be prepared in a timely fashion prior to the Annual Stockholders' Meeting. Nominations may come from:

      i. Stockholder Voting Members – Only Stockholder voting members who meet the eligibility criteria of being a member in Good Standing, as per Article V, Section 1, General, a) Eligibility and Article III, Section 9, Member Standing, a) Good Standing, may present themselves as a

nominee for candidacy for Director and will signify their intentions in writing to the administrative office of the Pines thirty (30) days prior to the Annual Stockholders' Meeting.

ii. Nominators - Any member in Good Standing desiring to nominate a Stockholder voting member, also in Good Standing, as a nominee for candidacy for Director shall submit the name in writing to the administrative office of the Pines thirty (30) days prior to the Annual Stockholders' Meeting;

c. **Slate of Candidates –** The Nominating Committee (Article VII, Committees, 2. Standing Committees, d) Nominating Committee) is responsible for validating candidates nominated for a Director on the Board of the Pines. The Nominating Committee may devise rules concerning the dissemination of information concerning the candidates. The Nominating Committee shall:

i. Contact Nominee(s) **-** Contact each nominee to determine if the prospective nominee(s) are willing to serve if elected;

ii. Ascertain Eligibility **-** Ascertain whether each nominee is eligible per the criteria in this Article IV, Section 2, Election of New Directors, a) Candidates and Article III, Section 9, Member Standing, a) Good Standing;

iii. Slate Preparation **-** Prepare a slate of candidates for election of Directors to the Board; and

iv. Ballot Preparation - Oversee the preparation of the ballots.

d. **Ballots –** Ballots will be prepared and sent not less than fifteen (15) days prior to the Annual Stockholders' Meeting by the Pines' administrative office.

i. Voting - The mailing or electronic vote shall ensure only one vote per opening on the Board of Directors.

ii. Valid Ballots – A technical error, such as misspelling or a torn or defaced ballot, will not invalidate a ballot if the intent is clear.

iii. Marking the Ballot – The preferred method for the stockholder to mark the ballot will be by number so there will be no doubt about the weight of the vote for each candidate. This does not preclude write-in candidates.

iv. Irregularities – If more ballots are cast than there are Stockholders and the result of the election may be affected or if there is any other substantial violation of Stockholders' rights, the Nomination Committee may call for a new election with the concurrence of a simple majority of the Board.

e. **Election -** For election of Directors to the Board at the Annual Stockholders' Meeting, a number equal to or greater than fifty percent (50%) of the dues-paying Stockholder must be represented in person or by proxy in order to constitute a quorum.

i. Proxy Holders – Proxy holders must be Stockholders. Proxy votes can be used only for the election of Directors to the Board at the Annual Stockholders' Meeting and at Special Stockholders' meetings.

ii. No Quorum – If less than a quorum is present, the stockholders present shall have the right to adjourn such meeting until a quorum is present.

f. **Voting –** In the election of Directors to the Board at the Annual Stockholders' Meeting, each Stockholder shall have the right to vote in person or by proxy the share of stock owned by the Stockholder for as many candidates as there are Directors to be elected.

i. Votes – The cumulative share vote shall be determined by the number of candidates to be elected as Directors. For example, there are four (4) Director openings on the Board, a Stockholder can vote four (4) times for one (1) candidate or vote the four (4) times among several candidates. When there are more candidates for Director than openings, the openings shall be filled by the candidates receiving the most votes.

ii. Votes Equal Vacancies – Owing to vacancies of Directors on the Board that may arise between annual meetings, there may be more than four (4) vacancies in a given annual election. In that case, there shall be as many total votes as there are openings.

iii. Write-in Votes – Stockholders may choose to vote for a write-in candidate(s). In the event a write-in candidate(s) should receive sufficient votes to be elected as a Director, the Nominating Committee must qualify the write-in candidates(s) as per the candidate eligibility

criteria set forth in this Article IV, Section 2. Election of New Directors, a) Candidates.

iv. Ties – In the event of ties, the outcome will be determined by lot.

3. **Special Stockholders' Meeting -** A Special Stockholders' Meeting can be convened when eight (8) Directors of the Board vote to do so, when a number equal to thirty percent (30%) of the dues paying Stockholders petition the Board to do so, or when a special election must occur to fill a vacancy for a Director. If a Stockholders' petition results in the calling of a Special Stockholders' Meeting, then the petition shall provide the proposed agenda.

   Any special election to fill a Director Vacancy shall occur under a Special Stockholders' Meeting format. All procedures set forth in Article IV: Section 2, Election of New Directors shall be followed.

   A Special Stockholders' Meeting:

   a. **Purpose -** the notice of meeting must state the purpose(s) for which the meeting is called;

   b. **Prior Notice Time Frame -** the notice shall be given not less than fourteen (14) days nor more than thirty (30) days before the date of the meeting;

   c. **Mailing -** the notice is to be mailed or emailed, per Article III Membership, Section 7, Membership Obligations and Responsibilities, b) Communication, to each stockholder at the address as it appears on the records of the Pines;

   d. **Attendance –** Only Stockholders and their spouses or domestic partners are entitled to attend the Special Stockholders' Meeting;

   e. **Conduct of Meeting –** At each Special Stockholder's Meeting a Chair shall preside. These Bylaws designate the President of the Board or a Board officer as Chair.

      The Chair is to provide, in writing, to all present the order of business and the rules for the conduct of the meeting. An affirmative vote of fifty-one percent (51%) of all Stockholders physically present (show of hands) must agree to the order and conduct of business. All rules are to be fair to the Stockholders and must permit Stockholders' participation; and

f. **Voting** – Only Stockholders or their legal spouses in Good Standing are permitted to vote, either by means of electronic or written ballot, at any Special Stockholders' Meeting. The Chair shall announce when the polls close for each matter voted upon.

ARTICLE V: BOARD OF DIRECTORS

1. **General –** The Board of Directors hereafter referred to as "the Board" will consist of twelve (12) Directors.
   a. **Eligibility –** Eligible candidates for the Board must be either a Stockholder dues-paying golfing member or their legal spouse, who has been in Good Standing for three (3) consecutive years preceding their election. Good Standing is herein described in Article III, Section 9 Member Standing a) Good Standing.
   b. **Term of Office -** A term of office for a Director is three (3) years, or that part of a vacated Director's term, and runs November 1st to a subsequent October 31st. Directors may serve an unlimited number of terms.
2. **Responsibility –** The business and the property of the Pines shall be managed and controlled by a Board who shall act as fiduciaries for the Stockholders of the Pines. All Directors on the Board shall agree to uphold, execute, and abide by the Pines' Bylaws, Policies and R&R. The Board is responsible for:
   a. **Personnel Policies** - establishing and overseeing personnel policies necessary and appropriate to govern and carry out the tasks for the overall operations of the Pines; and
   b. **Qualified Personnel -** providing sufficiently qualified personnel necessary to operate the business of the Pines. In the absence of sufficient managerial personnel, an appointee of the Board will temporarily carry out those duties.
   c. **Listing of Directors –** The Pines shall provide to the Stockholders and members annually, or as changes occur, a current written listing of the names of each Director. This listing shall be posted within the clubhouse for all to see along with instructions of how to communicate with the Board regarding one's suggestions, concerns and/or complaints.

3. **Reports –** At the Annual Stockholders' Meeting, the Board shall make written reports to the stockholders on the operational condition and the financial status of the Pines. The Board shall file its final written financial report to the stockholders, which will be available in the Pines' Business Office for examination by any stockholder, no later than thirty (30) days following the completion of the required annual tax return.
4. **Financial –** The Board has sole responsibility for all financial aspects of the Pines. The Board is to elect a treasurer and establish a Finance Committee to oversee all revenues and on-going operating expenses of the Pines.

   In consideration of recommendations from the Finance Committee, the Board is to set and approve annual dues, fees, and capital improvements as warranted; to establish and maintain a long-term capital plan and a Capital Improvement Fund, see Article IX: Miscellaneous, Section 3, Capital Improvement.

   The Board is hereby empowered to borrow money on the credit and responsibility of the Pines for any purpose consistent with normal operation of business or long-term capital plans.
5. **Meetings –** The Board must hold regular meetings and the Annual Stockholders' Meeting. Monthly meetings are encouraged, and no less than ten (10) meetings must occur annually. The Board may also hold special meetings as needed.
   a. **Quorum -** A simple majority, seven (7), of the Board shall constitute a quorum; a quorum will be required for any official action at Board meetings, unless otherwise specified in the Pines' Bylaws.
   b. **Presiding over Meetings –** All meetings of the Board shall be presided over by the President, or in the President's absence, the Vice-President. If both are absent, a Chairperson shall be chosen at the meeting. The procedures to be followed in the conduct of the meetings should be informed by Robert's Rules of Order as far as practicable.
   c. **Minutes -** The Secretary of the Pines' Board shall be responsible for the maintenance of the minutes of all meetings of the Board, if present; otherwise a Secretary pro-tempore shall be elected. Minutes of all meetings of the Directors shall be carefully kept and preserved and may be inspected by any member of the Board or any stockholder at any reasonable time.

d. **Regular Board Meeting –** The Board shall hold at least ten (10) regular meetings each calendar year at such time and place as the Board or the President of the Board may, from time to time, determine:

   i. Date - Regular meeting date and time shall be specified in the minutes;

   ii. Business - Business matters of all nature to the Pines shall be addressed at regular Board meetings; and

   iii. Reports - Monthly committee reports shall be presented to the Board by each committee chairperson indicating the activities of their committee. All committee actions shall be subject to Board approval. Committee recommendations for Board action should be presented in writing and shall be reflected in the minutes of the Board meeting.

e. **Special Board Meeting –** Special meetings may be held at any time upon the call of the President or Vice-President or upon the call of any two (2) members of the Board. A written notice shall be provided to the other members of the Board at least three (3) days prior to the date fixed for such a meeting; electronic mail, (e-mail), shall be sufficient for this purpose. Emergency matters may be voted upon by electronic means and shall be ratified at the next Board meeting.

6. **Transition of Board of Directors –** Each year:

   a. **Newly Elected Directors –** Newly elected Directors, who were elected by the stockholders during the Annual Meeting, may be invited to attend the October regular Board meeting with the current Directors for the purposes of:

      i. Observing - Observing and becoming acclimated to the Board's process and the issues before the Board;

      ii. Bylaws, Policies & RR - Receiving a copy of the Pines' Bylaws, Policies and R&R; and

      iii. Seating - Being seated on the Board to begin service by November 1st.

   b. **Adjournment –** Upon adjournment of the regular October Board meeting, the new Board of Directors and the continuing Board of Directors, shall convene a new meeting for the sole purpose of electing new officers and

establishing a date and time for the November Board meeting. Minutes of this meeting shall be maintained.

c. **Outgoing Board Members -** The outgoing Board will continue to serve through October 31st.

7. **Vacancy of a Director –** A vacancy may be filled by the Board pursuant to a vote on one of the following options: a) the candidate with the next highest vote count from the most recent election; b) a special election by stockholders for a Director(s) to the Board at a Special Stockholders' Meeting; c) a vote of the Board to elect a new member or d) the remaining directors and the director(s) shall serve through the succeeding October 31. The Nominating Committee will conduct any/all special elections and follow all guidelines set forth in Article IV, Section 2 Election of New Directors. If the Board chooses option c)a vote of the Board to elect a new member, the member must receive eight (8) affirmative votes to be elected.

   Normally, four (4) Directors will be elected each year. Additional Directors will be elected whenever vacancies occur. When more than four (4) Directors are elected at the Annual Meeting, the Director(s) with the fewer number of votes will serve the shorter term(s).

8. **Director Standing –** In addition to Article III, Section 9 Member Standing, a) Good Standing, the Pines recognizes the following designations for Director standing:

   a. **Dues –** If any Director of the Board shall cease to be a dues-paying stockholder of the Pines, the Director shall, ipso facto, cease to be a Director of the Board. Such vacancy shall be filled as detailed herein this Article V, Section 7, Vacancy of Director.

   b. **Financial Obligations –** Any Director of the Board who is delinquent in the payment of any dues or other accounts owing to the Pines shall not be qualified to act upon any Pines' business to be transacted by the Board until such Director has fully satisfied all of said obligations. In the event the Director fails to do so within a period of thirty (30) days after notice, the Director shall, ipso facto, cease to be a Director and shall be replaced as detailed herein this Article V, Section 7, Vacancy of Director.

c. **Attendance –** A Director may telephonically participate in meetings as allowed under Chapter 31 of the West Virginia Code. Any Director of the Board who is absent for three (3) consecutive regular Board meetings or a total of four (4) regular Board meetings during the calendar year may be removed from the Board. Any such vacancy shall be filled as detailed herein this Article V, Section 7, Vacancy of Director.

d. **Compliance –** Any Director of the Board who consistently fails to uphold, execute and abide by the Pines' Bylaws, Policies and R&R shall be dismissed from the Board and may be subject to further disciplinary action. Any and all vacancies of a Director of the Board shall be filled as detailed herein this Article V, Section 7, Vacancy of Director.

e. **Board's Compliance –** If the Board acts in violation of the Pines' Bylaws, Policies and R&R, the stockholders have the authority to petition the Board to convene a Special Stockholders Meeting per Article IV, Section 4, Special Stockholders' Meeting to address the violation(s) and the Board, as a whole.

9. **Expulsion of a Director –** As a condition on acceptance and service in the position of Director, each member of the Board understands and agrees that the Board shall have the authority to expel any Director upon a motion made and seconded on the record. Good cause for the expulsion shall be determined in the sole discretion of the Board as the protection of the best interests of the shareholders of the Pines may so require. Binding arbitration in lieu of civil litigation shall be the only recourse from the Board's decision.

Procedures for deciding motions to expel a Director:

a. **Motion -** A motion to expel a Director from the Board shall only pass by an affirmative vote of eight (8) of the Directors.

b. **Notice -** Notice shall be provided. Any amendments, debate and voting on a motion to expel a Director may only occur after a motion has been made and seconded on the record, and then only after no less than three (3) business days' notice following such a seconded motion. The date on which the motion is made and seconded shall not be counted in the three-day (3) notice period that must be given prior to debate and the taking of a vote. Likewise, if the Director at issue in the motion to expel is not present when the motion is made and seconded, the date on which the written

notice issues by certified U.S. Mail shall not be counted and two (2) business days shall be added to allow for delivery; business days shall be defined as those days on which offices of the State of West Virginia are open for official business. E-mail notification shall serve as valid notice when used as a supplement to certified U.S. Mail, but it shall not lessen the time allowed for certified U.S. Mail. A failure or refusal of certified mail shall not invalidate notice.

c. **Hearing -** The right to be heard shall be preserved. Any Director who is the subject of a motion to expel shall be granted the opportunity to hear or respond to the grounds of the motion for expulsion, participate in the debate upon the motion, and to cast their vote.

d. **Arbitration -** Arbitration shall preclude any civil court remedy. If an expelled Director believes they have been expelled from Directorship on the Board in violation of any public law, they will submit their claim against the Pines, its Directors, Officers and employees to binding arbitration. This is agreed as a condition to service on the Board in accordance with West Virginia, W.Va. Code 55-10-1, to -8 (2008). This bylaw provision is intended to expedite the resolution of any such claim, to avoid the expense of civil litigation in state or federal court, and to minimize the risk of increased cost of insurance to the Pines. The following provisions shall govern any arbitration:

   i. Arbitrator - Any arbitration will be conducted by an impartial arbitrator selected either from the American Arbitration Association in accordance with the AAA's then-current rules, or such other method of selection upon which that the parties might mutually agree. Each party will be able to take reasonable discovery to support its claims or defenses, subject to those rules and arbitrator's authority to control the proceedings. West Virginia substantive law will govern. Procedural rules will come from the AAA, unless mutually agreed otherwise.

   ii. Rights -The parties to any arbitration waive the right to institute a court action, except for requesting injunction relief pending arbitration or enforcing the arbitration decree. The parties understand that in agreeing to arbitration, they are giving up their right to a jury trial. The arbitrator's award and opinion shall be in writing and in the form typically rendered in arbitrations.

iii. Parties -The parties to the arbitration shall be responsible for their own attorneys' fees and costs; however, the arbitrator may award attorneys' fees and costs to the prevailing party, if the arbitrator finds that such an award is authorized by applicable law or that the losing party has taken a frivolous position or otherwise increased the cost of resolution without good cause.

iv. Locations - The arbitration shall take place in Morgantown, West Virginia, unless otherwise mutually agreed.

ARTICLE VI: OFFICERS

1. **General –** The officers of the Pines shall be elected by the Board and from among the members of said Board. No person shall hold more than one (1) of said offices.
2. **Positions –** the officers of the Pines shall consist of a President, Vice-President, Secretary and Treasurer. In addition to such officers, the Board may employ an Assistant Treasurer or a General Manager, or one (1) person to hold both of said positions. If such person or persons is not a member of the Board, a reasonable compensation may be permitted for their services by a proper resolution of the Board. The Board may appoint such other officers, or employ such agents or employees as it may consider advisable, and may, if such officers, agents or employees are not members of the Board, provide for a reasonable compensation to be paid to them.

   All Pines' officers authorized to sign checks of the Pines shall be required to furnish bond, the expense of the same, however, to be paid by the Pines.

   a. **President** – The President shall be the chief executive of the Pines. The President shall, when present:

      i. Preside – will preside at all meetings of the Board;

      ii. Sign – will sign all deeds, bonds, mortgages and other instruments in the name of the Pines;

      iii. Affix – will affix the Pines' corporate seal to any instrument requiring the same; and

iv. Other Duties - will perform such other duties as from time to time may be assigned by the Board. The President shall also have such other powers and duties as are prescribed by Article 1, Chapter 31, of the Official Code of West Virginia, insofar as such provisions are applicable to the Pines and not inconsistent with the Charter of the Pines, or with the provisions of these bylaws.

b. **Vice-President** – The Vice-President shall be vested with all the powers of the President and shall perform all the duties of the President, in the absence of the President, or in the event of the President's inability to act. Chair the Personnel Committee and/or other committees so designated by the President or the Board

c. **Secretary** – The Secretary shall be the primary correspondent and record keeper for the Board and the Pines. The Secretary shall:

i. Minutes – keep the minutes of all meetings of the Board;

ii. Notices – attend to the giving and serving of all notices;

iii. Responsibilities - have charge of all books, papers and records of the Pines, except such as may be specifically placed in charge of other officers and/or appointees of the Board; and

iv. Chair - chair the Bylaws/Rules Committee, the Nominating Committee, and/or other committees so designated by the President or the Board

v. Inspection - shall make available to Stockholders or Directors, at all reasonable times, minutes of all Board meetings and records of actions taken by the Board.

Whenever the Secretary becomes absent from any meeting of the Board, a Secretary pro-tempore shall be appointed by the Board.

d. **Treasurer** – The Treasurer or a designee of the Board shall administer or manage financial assets and liabilities of the Pines and perform these responsibilities:

i. Collecting - collect all dues, fees, and other monies payable to the Pines;

ii. Charge - have charge of all monies and funds belonging to the Pines;

iii. Disbursements - pay out the same as directed by the Board;

iv. Records - keep full and accurate accounts of receipts and disbursements in books belonging to the Pines;

v. Chair – chair the Finance Committee and/or other committees so designated by the President of the Board;

vi. Audit / Financial Review - shall make available all of the Pines' financial books, records and accounts necessary for an annual independent audit at the close of each year; and

vii. Inspection – shall make available for inspection to Stockholders and Directors, at all reasonable times, financial books, records and accounts of the Pines.

The Treasurer, Assistant Treasurer, if such there be, and all other officers authorized to sign checks of the Pines shall be required to furnish bond, the expense of the same, however, to be paid by the Pines.

3. **Position Term –** Officers shall be elected at an October meeting by those who serve on the Board in the ensuing calendar year and shall hold office for one (1) year (November 1st – October 31st).

4. **Vacancies –** The Board shall have the power to fill vacancies existing in any of the foregoing offices.

5. **Termination of an Officer** – The Board shall have ultimate authority to terminate any officer. The same notice, procedure and arbitration provisions of Article V, Section 9 shall apply. All officers, agents and employees elected or appointed by the Board may be removed by the Board when, in its judgment, the best interests of the Pines will be served. The Board shall appoint a qualified person to perform such duties during the continuance of such absence or inability to act. Such action requires the affirmative vote of the majority of the Board.

ARTICLE VII: COMMITTEES

1. **General –** Committee members shall be appointed by the President subject to the approval of the Board and shall serve at the will and the pleasure of the Board. All actions of said committees shall be subject to the governance of the Board. Said committees shall consist of members in good standing of the Pines. It shall be the duty and responsibility of each committee chairperson to

report the activities of their committee to the Board, with recommendations for Board action. Committees shall be in two categories: standing and ad hoc.

2. **Standing Committees –** Standing committees are those committees that are necessary for the ongoing operations of the Pines and will be staffed each year by appointment by the President. There should be at least three (3) members, whose membership is in good standing, on each standing committee, including the chairperson. The Pines' Standing Committees are:

   a. **Bylaws/Rules Committee** – Chaired by the Secretary, it is responsible for the review and enforcement of the Pines' Bylaws, Policies and R&R, and operations manual as they relate to the operation of the Pines. Duties include:

      i. reviewing Bylaws, Policies and R&R on a yearly basis;

      ii. recommending to the Board any clarification and or changes that may need to be made in the best interest of the Pines; and

      iii. following and implementing the guidelines for violations of Good Standing status of members as set forth in Article III: Membership, Section 10, Member Violations, b) Actions of Bylaws/Rules Committee.

   b. **Executive Committee –** Chaired by the President, the Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer and one (1) other member of the Board, who is appointed by the President and confirmed by the Board. The Executive Committee shall have the authority to act for the Board between Board meetings, except as precluded or rescinded by action of the Board. The President or acting President and two (2) additional committee members constitute a quorum and a majority vote shall govern.

      All members of the committee must be notified prior to any required action. All action taken by the Executive Committee shall be reported to the full Board for ratification at its next meeting.

   c. **Membership/Marketing Committee** – With an appointed Chairperson, it is responsible for working with the Board and the Finance Committee, to promote, maintain and increase membership in the Pines. Duties include:

i. planning and promoting marketing campaigns to increase and enhance the Pines' membership, to include establishing membership categories as per Article III Membership, Section 3, Membership Categories and in cooperation and coordination with the Finance Committee and

ii. reviewing the qualifications of each membership applicant as per Article III, Section 6, New Member Application Process and presenting its findings to the Board for final approval.

d. **Nominating Committee –** Chaired by the Secretary, it is responsible for validating all candidates nominated for the election of new Directors to the Board and following and implementing Article IV Stockholders Meeting, Section 2, Election of New Directors. Additional duties with respect to the nominations of officers or candidates for interim Board vacancies may be assigned to this committee from time to time by the President, subject to the approval of the Board.

e. **Finance Committee** – Chaired by the Treasurer, it is responsible for all matters relating to finances, including working with an appointee of the Board to maintain the on-going financial needs of the Pines. Duties include:

i. reviewing the monthly financial reports required by the Board;

ii. developing and proposing to the Board the annual budget;

iii. monitoring accounts receivable and payable;

iv. making recommendations to the Board for establishing, planning, budgeting and maintaining a long-term capital plan for capital improvements to the Clubhouse, the golf course, and all other facilities of the Pines which reflects all future anticipated capital expenditures;

v. recommending to the Board programs for structuring stock plans, debt financing and any other financial programs necessitated in the financial operation of the Pines.

f. **Personnel Committee** – Chaired by the Vice-President, it is responsible for the establishment and oversight of the personnel policies set forth by the Board governing the operations of the Pines. Duties include:

i. Conducting the annual evaluation of the professional staff, including salary recommendations;

ii. Working with an appointee of the Board on personnel matters pertaining to hiring, firing, benefits, etc. of staff; and

iii. Providing counsel to the professional staff on other personnel matters as required in the day to day operation of the Pines.

g. **Course Committee** – With an appointed Chairperson, it is responsible for working with the Board, or an appointee of the Board for all matters related to course maintenance and management, the maintenance facility, and maintenance equipment. The Grounds Superintendent, Head Golf Professional, and General Manager (if such exists) shall serve on this committee. Duties include overseeing:

i. short and long-term repairs and/or modifications of present course layout;

ii. course signage that governs course play and speed of rounds;

iii. capital equipment and maintenance facility needs;

iv. general maintenance of the golf course, all practice facilities (driving range and practice green) and general maintenance and upkeep of all other areas that impact the golf course.

h. **Tournament/Outside Play Committee –** With an appointed Chairperson, the Head Golf Professional will serve on this Committee. The Grounds Superintendent may be consulted by this Committee from time to time, and the General Manager (if such exists) should serve on this committee. Duties include:

i. managing all Pines' golf events;

ii. the scheduling (months/days/hours) of play should reflect the least negative effect regarding play for the Pines' membership and the grounds maintenance of the course.

i. **Handicap Committee** - With an appointed Chairperson, the Head Golf Professional shall serve on this committee. Duties include:

i. ensuring that the membership abides by the USGA rules of handicapping;

ii. ensuring that all members' handicaps are available for viewing by the handicap committee and by the members of the club;

iii. overseeing the operation and management of a USGA handicap system for all golfers at the Pines (the Pines utilizes the "GHIN" system);

iv. over overseeing the conduct of a review of all members' handicaps at least annually;

v. sending a letter of warning to a member who neglects to post a score. If the member continues to neglect to post scores, the committee shall post a penalty score(s) for that member. Such a score(s) can range from the lowest score being used for handicap purposes to the highest such score and will be marked with a 'P'.

vi. reviewing all complaints of sandbagging. The accused shall be given the opportunity to defend his/her self. Following such a review the committee may adjust the member's handicap index according to what the committee finds to be the player's demonstrated ability and the new handicap index will be marked with the letter 'M'.

vii. notifying members, if a hole is closed to play due to damage, that for the purpose of submitting a score for one's handicap, they are to enter a score of net par for that hole; and

viii. determining the handicaps to be used by each player in competition, in conjunction with the Tournament Committee.

j. **House/Pool Committee –** With an appointed Chairperson, it is responsible for working with an appointee of the Board on all operations of the Clubhouse and the swimming pool.

k. **Social Committee –** With an appointed Chairperson, it is responsible for planning social activities for the benefit of Pines' members.

3. **Ad Hoc Committees** – An Ad Hoc committee(s) is typically formed for a special purpose and can be continued at the discretion of the Board. The President of the Board, or the Board itself, may establish such a committee(s). Upon completion of the specified purpose, the committee(s) is dissolved.

ARTICLE VIII: AMENDMENTS

1. **Amending Bylaws –** These Bylaws may be amended by affirmative votes of eight (8) Directors of the Board at any meeting duly called for that purpose, or

by affirmative vote of two-thirds (66 2/3%) of the dues paying stockholders, in person or by proxy at any special meeting called for that purpose.

2. **Quorum** – A quorum for a special meeting to amend these Bylaws shall be at least fifty percent (50%) of dues paying stockholders present in person. Each stockholder, dues paying or not, may be represented by a proxy, providing the stockholder completes a written form and submits such form to the Board before the start of the special meeting.

ARTICLE IX: MISCELLANEOUS

1. **Banking –** The Board shall designate a depository or depositories, as necessary, for all funds of the Pines. Said funds, when so deposited, shall be withdrawn by check or by EFT (electronic fund transfer) that shall bear the signature of authorized officers of the Pines and/or personnel employed by the Pines as directed by the Board. Additionally, payroll taxes may be electronically transferred to the IRS. All bank accounts shall not exceed prevailing FDIC (Federal Deposit Insurance Corporation) insurance limitations.
2. **West Virginia Corporate Law –** The general corporate laws of the State of West Virginia shall govern any transaction in which no specific provision is made in these Bylaws.
3. **Capital Improvement Fund -** The Pines' Board may establish and maintain a Capital Improvement Fund. This fund is to remain separate from the Pines' general operating funds. The Board may specify various types of fees that may be designated to establish and be maintained within a Capital Improvement Fund. These may be capital improvement fees, other fees, or operational surpluses. All such specified fees of the membership are to be maintained within the Capital Improvement Fund for the expressed purpose of addressing the needs established for a long-term capital plan. When warranted, capital improvement fees will be reflected within each member's PAC/BA.
4. **Handicapping –** The Pines, being a member of West Virginia Golf Association, will abide by the USGA World Handicap System, which became effective January, 2020. The Pines is to maintain a current course rating and slop rating and will implement the rules of handicapping. The Pines delegates the

handicap over-site responsibility to the Head Golf Professional and the Handicap Committee.

5. **Date of Adopting Amended Bylaws –** The foregoing bylaws were adopted as amended by the Board of the Pines at the regularly-scheduled monthly meeting held on November 4, 2026 to be effective on January 1, 2027.

Appendix: Acronyms and Definitions

1. R&R – Rules and Regulations
2. PAC/BA – Pines Annual Contract/Billing Agreement
3. *Character - for the Pines' purposes is: honesty, integrity, and demonstrates respectfulness toward others and their property.
4. *Qualifications - for the Pines' purposes is: a person who is willing to comply with the Bylaws, Policies and the Rules and Regulations and is in agreement to abide all financial obligations to the Pines.
5. Reinstatement Fee – The Board may choose to impose a reinstatement fee for: a) prior members returning to rejoin the Pines; and/or b) any member returning from a suspension or expulsion to active Probationary Standing membership status.