

BYLAWS OF THE CORSICANA COUNTY CLUB

ARTICLE ONE Board of Directors

SECTION 1: The property and affairs of the Club shall be governed by a Board of Directors consisting of not less than nine (9) or more the twelve (12) members. The term of office for directors shall be for a period of three (3) years but no director shall serve more than four consecutive years. A retired President of the Board of Directors shall automatically become a member of the following Board for a period of one year.

SECTION 2: All vacancies occurring in the Board of Directors shall be filled by the remaining Board, of which a quorum must be present.

SECTION 3: Any director missing five consecutive meetings of the Board without excuse shall be removed from the Board.

SECTION 4: A simple majority of the Board shall constitute a quorum.

SECTION 5: Nomination and eligibility:

- (a) Nominations of candidates for election to the Board of Directors shall be made by the Board and may also be made by eligible stockholders from the floor at the regular annual meeting. Nominations by the board shall be posted in a prominent place in the clubhouse not less than ten (10) days prior to the regular annual meeting and shall be mailed to each stockholder with the notice of such meeting.
- (b) Only stockholders in good standing shall be eligible to serve on the Board.

SECTION 6: Duties of Board of Directors:

The Board shall have the following duties and responsibilities:

- (a) Elect the executives of the club.
- (b) Oversee all business affairs of the club not prohibited by law or these bylaws.
- (c) Recommend the amount of initiation fees and other charges to be paid by new members at the time of admission.
- (d) Recommend to the stockholders for approval the dues to be paid by all

classes of members.

(e) Approve all rules governing the use of the club facilities and fees to be charged in connection therewith.

ARTICLE TWO

Officers

SECTION 1: The officers of the club shall be elected by the Board and consist of a President, Vice-President and Secretary and / or Treasurer, and all shall be directors elected by the Stockholders. The Board of Directors may appoint the General Manager as Executive Vice President and an officer of the Board.

President: The President shall be the chief executive officer and shall preside at all meetings of the Directors and shareholders and shall perform all duties customarily performed by the President of a corporation, including the appointment of standing and special committees.

Vice President: The Vice-President shall perform the duties of the President in his absence or in the event of his death, resignation or removal from office, until a new President has been selected. The Vice-President will be the President Elect for the coming year. The Vice President shall serve on the Finance Committee.

Secretary: The Secretary shall have the custody of and keep the minutes of all meetings of the Board and the stockholders. He/she shall also have custody of the stock certificate register and corporate seal.

Treasurer: The Treasurer shall keep account of the money of the corporation and perform all other duties customarily the responsibility of such a corporate officer.

ARTICLE THREE

Meetings

SECTION 1: The annual meeting of the stockholders shall be held on the last Tuesday in January each year.

SECTION 2: Special meetings of the stockholders may be called by the President, or upon his failure to do so, may be called by thirty stockholders.

SECTION 3: Notice of all meetings of the stockholders shall be in writing and shall be mailed to the members at their last known address not less than three (3) days prior to the date of such meeting.

SECTION 4: Thirty members in attendance shall constitute a quorum

SECTION 5: The Board of Directors shall meet regularly once each month and at such other times as called by the President.

SECTION 6: On all matters subject to vote by the stockholders, decisions shall be made upon simple majority, and voting may be in person or by proxy.

ARTICLE FOUR
Membership

SECTION 1: The use of the club facilities shall be confined to members only, except guests of members may be permitted use of same under such rules that are promulgated by the Board of Directors or by any standing committee with approval by the Board.

SECTION 2: No member shall own or control more than one share of stock and shall not be entitled to vote unless all dues and charges against him are paid.

SECTION 3: There shall be a committee on membership, which shall be appointed each year by the President, and membership in the club shall consist of the following classes, to-wit: Stockholding members, Associate members, Social, Junior, Non-resident members, and such other kinds and types of memberships as shall be created by resolution by the Board of Directors. Membership in the club shall be upon such terms and conditions as shall be promulgated by the Board of Directors or by the Membership Committee with approval of the Board of Directors.

SECTION 4: When a membership is acquired or held by a married person, regardless of the manner in which the stock certificate is titled, both spouses shall have all rights, privileges, and responsibilities of membership, but the stock membership shall be entitled to but one vote.

ARTICLE FIVE
Stock Certificates and Transfers

SECTION 1: Certificates of stock shall be signed by the President and attested by the Secretary under the seal of the corporation.

SECTION 2: Stock shall be non-transferable, except with the consent of the Board of Directors. Stock may only be transferred under such written rules as promulgated by the Board of Directors, but all dues and charges owed to the Club by any stockholder shall be paid in full before any stock shall be transferred. The Club shall have a lien on each share of stock to secure any and all unpaid dues and charges, which lien may be foreclosed by private sale, or upon such rules as may be foreclosed by private sales, or upon such rules as may be promulgated by the Board of Directors. Interest and/or late payment charges may be added to any stockholder's delinquent account, on such terms and conditions as may be promulgated by the Board of Directors but in no event shall the rate of interest on the amount of any late payment charges, exceed the maximum allowed by law.

ARTICLE SIX
Committees

SECTION 1: The following standing committees shall oversee the facilities of the Club and perform such duties as may be delegated to them by the Board of Directors:

- (a) Membership Committee
- (b) Grounds Committee
- (c) House Committee
- (d) Swimming Pool Committee
- (e) Entertainment Committee

SECTION 2: Other committees may be appointed by the President with the approval of the Board of Directors.

SECTION 3: All standing committees and any other committees appointed by the President with the approval of the Board of Directors shall be authorized to promulgate such rules and regulations to carry out the responsibilities delegated to them by the Board as are deemed proper, but such rules so promulgated must be approved by the Board of Directors, and the Board of Directors shall also be authorized to promulgate any rules and regulations it deems proper to properly and efficiently operate the club and protect and preserve all of its facilities, and may enact and impose penalties for the enforcement of such rules and regulations.

ARTICLE SEVEN

Indemnification

To the extent permitted by law, the Club shall indemnify any person made, or threatened to be made, a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he, his testator or intestate is or was a member of the Board of Directors or an officer of the Club against judgments, fines amounts paid in settlement and reasonable expenses, including attorney fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal thereof.

ARTICLE EIGHT

Amendment to Bylaws

SECTION 1: Bylaws of the Club may be amended, repealed or enacted at any annual stockholders meeting at whom a quorum is present.