

Bylaws of the Carolinas Golf Association

Article I

Name

The name of the organization is Carolinas Golf Association (hereinafter "Association").

Article II

Membership

Section 1. Qualification for Regular Membership. Membership in the Association shall be open to any organized golf club in North Carolina and South Carolina, whether or not incorporated, which endorses the objects of the Association, abides by its Articles of Incorporation, bylaws and such rules and regulations as may be established from time to time, and subscribes to its handicapping system for all of its members. As used herein, "any organized golf club" means a permanent club composed of at least 25 individual dues-paying members who are admitted as members by an appropriate committee chosen by members, and who manage their own affairs through officers and committees whom they select. Such clubs shall operate regularly at one golf course of not less than nine holes which its members have the right to play, but said club need not control the golf course where it plays. Not more than one club may operate regularly at one facility.

Section 2. Qualification for Associate Membership. An Associate Member is a golf facility that does meet the general membership requirements, which does not have members, and does not provide or subscribe to any handicapping system. An Associate Member club shall apply for membership in the Association, abide by its Article of Incorporation, Bylaws, and such rules and regulations as may be established from time to time by the Executive Committee. An Associate Member which establishes a membership program, permits "any organized golf club" to use its facility, or provides or subscribes to any handicapping system shall immediately terminate its Associate Member status.

Section 3. Qualification for Affiliate Membership. An Affiliate Member is an organized golf club that otherwise meets the qualifications for regular membership, that does not operate regularly at any golf course, and that complies with all other requirements as may be approved by the Executive Committee from time to time. All Affiliate Memberships automatically shall terminate at the end of each calendar year and shall be subject to reinstatement annually by approval of the Executive Committee.

Section 4. Qualification for Virtual Membership. A virtual member is a club comprised of individuals who had no prior affiliation and a majority of the recruiting and sign up of the membership is done by solicitation to the public (e.g., newspaper, Internet).

Section 5 Application for Membership. Applications for membership shall be made in writing to the Executive Director of the Association in such form and accompanied by such information as the Executive Director deems necessary for action by the Executive Committee on such application. Dues for one (1) full year shall accompany the application.

Section 6. Election to Membership. Election to membership shall be by vote of the Executive Committee at any regular or special meeting.

Section 7. Suspension or Expulsion of Members. Except as provided in Section 7 (Dues) below, a member may be suspended or expelled from the Association by a two-thirds (2/3) vote of all members of the Executive Committee, provided such member be given an opportunity to be heard after due notice of the reasons for the proposed suspension or expulsion. Any member suspended or expelled by the vote of the Executive Committee may appeal the decision to the delegates at the next annual meeting of the Association or any special meeting called for the purpose of hearing such appeal.

Section 8. Dues. The Executive Committee shall fix the annual dues, which shall be payable prior to the Annual Meeting of the Association. Individual members of member clubs whose dues are not paid by that time shall be barred from entering all Association events during the period of

delinquency. Any members whose annual dues are unpaid at the end of the fiscal year shall be dropped automatically from membership in the Association. Reinstatement of such member may occur upon an application for reinstatement, payment of a reinstatement fee equivalent to the dues of the year of reinstatement, and reinstatement by a majority vote of the Executive Committee.

Article III

Membership Meeting

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held at such date, time and place set by the Executive Committee. Such meeting must be held within one hundred twenty (120) days of the end of the fiscal year and at least twenty (20) days written notice thereof must be given to all members. The order of business shall be as follows: 1. Minutes of previous meeting. 2. Treasurer's report. 3. Committee reports. 4. Executive Director's report. 5. President's report. 6. Old and new business. 7. Election of executive committeemen. 8. Adjournment.

Section 2. Special Meetings. A special meeting of the Association may be held on call of the President or by written request directed to the Secretary and signed by a majority of the Executive Committee, provided that at least fourteen (14) days written notice thereof is given to each member. Such notice shall contain a statement of the purposes of the subject meeting.

Section 3. Representation. At all meetings of the Association, each member shall be entitled to be represented by two (2) voting delegates, who must be present in person and be resident members in good standing of the respective member club. The appointment of the delegates shall be certified to in advance of the meetings by their respective club secretaries, and all credentials must be presented at or before the meeting to the Executive Director of the Association. In the event that the Executive Director should fail to receive in writing a certified list of the delegates from any club, then the members of that club present at the meeting may elect or nominate two (2) delegates. In the event that one of the delegates certified by the club secretary is unable to attend the meeting, the remaining certified delegate may appoint any of their resident club members in good standing, present at the meeting, to fill their quota. Members of all member clubs shall be entitled to attend all meetings of the Association and take part in the discussion of all subjects which may arise. Only voting delegates are empowered to vote and these delegates must be present in person.

Section 4. Quorum. At any meeting of the Association, five (5) member clubs represented in person by at least one voting delegate shall constitute a quorum.

Article IV

Executive Committee

Section 1. General Powers and Duties. The management of affairs, property and policies of the Association shall be vested in the Executive Committee.

Section 2. Number, Term and Qualification. The Executive Committee shall consist of twelve (12) regular committeemen, and all officers of the Association shall serve as ex officio members of the Executive Committee. The officers shall serve terms on the Executive Committee concurrent with the terms of their respective offices. All regular committeemen shall serve terms of four years, three of which terms shall commence at each annual meeting of the Association.

The regular committeemen are to represent six (6) member clubs from North Carolina and six (6) member clubs from South Carolina. All members of the Executive Committee shall be resident members in good standing of member clubs of the Association. Each member of the Executive Committee, whether regular or ex officio of the Association, shall have one vote on all matters to come before the Executive Committee.

Section 3. Election and Removal. Regular committeemen shall be elected at the Annual Meeting of the Association. Should a committeeman resign, or for any reason be unable to fulfill the duties of his office, the Executive Committee may elect his successor for his remaining term of office. Committeemen may be removed from office by a vote of a majority of the voting delegates present at an annual or special meeting of the Association.

Section 4. Meetings. The Annual Meeting of the Executive Committee shall be held

immediately preceding the Annual Meeting of the Association. In addition, special meetings may be held on the call of the President, provided that at least fourteen (14) days notice thereof is given to each committeeman and the purpose of the meeting is set forth in said notice.

Section 5. Manner of Acting. Unless otherwise required under the provisions of these bylaws, the act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. Action taken by a majority of the members of the Executive Committee without a meeting is nevertheless Executive Committee action, if written consent to the action is signed by all members of the Executive Committee then holding office and filed with the minutes of the proceedings of the Executive Committee, whether done before or after the action so taken.

Section 6. Quorum. At any meeting of the Executive Committee, seven (7) members present in person shall constitute a quorum.

Section 7. Term Limits. A member of the Executive Committee may be re-elected for multiple terms. No member of the Executive Committee shall serve for more than twenty-four (24) consecutive years, including any years in which such person may serve as an officer of the Association. The provisions of this Section 7 shall apply to members of the Executive Committee whose first term begins on or after January 1, 2002.

Article V Officers

Section 1. Designation. The officers of the Association shall consist of a President, the Immediate Past President, a Vice President, a Secretary, a Treasurer, an Executive Director and a General Counsel.

Section 2. Election, Term and Succession. The President and Vice President of the Association shall be elected at alternate Annual Meetings of the Executive Committee for two year terms and may not succeed themselves in office. The Secretary and Treasurer of the Association shall be elected each year at the Annual Meeting of the Executive Committee. Should the President resign or for any reason be unable to fulfill the duties of his office, the Vice President shall succeed to the Presidency immediately. Should the Vice President, the Secretary or the Treasurer resign or for any reason be unable to fulfill the duties of office, the Executive Committee shall elect from its membership a successor to serve until the next Annual Meeting. The Executive Director and the General Counsel shall be elected by, retained by and serve at the will of the Executive Committee. The Immediate Past President shall serve a two (2) year term concurrent with the term of the President. If either or both of the Immediate Past President or Vice President positions is vacated, the Executive Committee may elect from its membership a successor or successors to serve until the next annual meeting.

Section 3. Powers and Duties. The President shall preside at all meetings of the Association and of the Executive Committee, have general supervision and management of the affairs of the Association, appoint such special committees as may be found desirable and necessary, make reports to the Executive Committee and members, and perform all such other duties as are incident to this office or are properly required of him by the Executive Committee.

The Vice President shall serve as chairman of any committee primarily responsible for the conducting of competitive events and shall perform the duties of the President in his absence.

The Secretary, unless such duties are delegated by the Executive Committee to the Executive Director, shall keep the minutes of all meetings of the Association and of the Executive Committee, give notice of such meetings, and perform such duties as the President and Executive Committee require of him.

The Treasurer shall serve as chairman of the Finance Committee and shall perform such duties as the President and Executive Committee may require of him.

The Executive Director shall maintain the Association books and records, have the power to collect and disburse funds belonging to the Association under the direction of the President and the Executive Committee, and perform such other duties as may be assigned to him by the President and

the Executive Committee.

The General Counsel shall advise the Executive Committee and the Association on legal matters.

Article VI

Rules of Golf and Tournaments

Section 1. Rules of Golf. The Rules of Golf, as established by the United States Golf Association, and all changes and amendments as may be adopted from time to time by said Association shall be the acknowledged authority and shall govern all play in all events of the Association, subject to such exceptions as may be set forth in rules and regulations promulgated by the Executive Committee or duly appointed committees of the Association.

Section 2. Committees. The President, subject to the approval of the Executive Committee, may establish and appoint such committees as may be necessary to supervise the conduct of tournaments sponsored by the Association. Such committees shall have the power to promulgate rules and regulations governing eligibility, format and conduct of such tournaments, provided such rules and regulations are not in conflict with any action of the Executive Committee.

Section 3. Championship Trophies. Championship trophies shall be maintained by the Association and custody thereof be given to the member club which the winner represents.

Section 4. Eligibility to Participate in Championship Events. An individual must be a legal resident of either North Carolina or South Carolina to be eligible to participate in the Association's Championship tournaments. An individual's voter registration location shall determine his or her legal residence.

Article VII

Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.

Article VIII

Non-Profit Organization

The Association is a non-profit organization, no part of the capital or net earnings of which shall inure to the benefit of any member or any private individual. Upon the dissolution of the Association, the assets shall be distributed to the United States Golf Association, provided it is then in existence and is then exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, and if not, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine, which are organized and operated exclusively for such purposes.

Article IX

Amendments

The Executive Committee shall have the power to amend the bylaws of this Association.