

**BY-LAWS**  
**OF**  
**COVINGTON COUNTRY CLUB ESTATES OWNERS ASSOCIATION**

**ARTICLE I.**

**OFFICERS**

**SECTION I.** The officers of COVINGTON COUNTRY CLUB ESTATES OWNERS ASSN. shall be a President, Vice-President, Secretary and Treasurer.

The officers shall be elected annually at the annual meeting. Officers shall be members of the Board of Directors.

**PRESIDENT:** The President shall be the chief executive officer of the Association; he shall preside at all meetings of the membership and directors, he shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. He shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation.

**VICE-PRESIDENT:** In the absence of the President, his duties shall devolve upon the Vice-President. In addition, the Vice-President shall have those duties assigned to him by the President, or the Board of Directors.

**SECRETARY:** The Secretary shall attend all meetings of the Association and the Board of Directors, and keep minutes of the proceedings thereof. He shall give notice of all meetings of the Association, of the Board of Directors and of Committees. He shall further be charged with the performance of such services on behalf of the Association as may, from time to time, be determined by the Board of Directors.

The Secretary shall attend all meetings of the Board and all meetings of the membership and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he will be. He shall be sworn to the faithful discharge of his duties.

**TREASURER:** The Treasurer shall have charge of all funds of the Corporation and of its disbursements under the direction of the Board of Directors. He shall keep a record of all monies received and paid out, making a report of same to the Board of Directors at each regular meeting thereof, and whenever requested to do so.

**SECTION 2.** The officers of the Association shall hold office until their successors are chosen and qualify in their stead. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

**SECTION 3.** In the case of the absence of any officer of the Association, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any of them, of such officer to any other officer, or to any director, provided a majority

of the entire Board concurs therein.

## ARTICLE II.

### BOARD OF DIRECTORS.

**SECTION 1.** The Board of Directors shall be composed of eleven members consisting of the President, Vice-President, Secretary and Treasurer and six Directors elected by the membership and the immediate past president.

The officers shall be members of the Board of Directors during their term of office.

The six Board Members elected by the membership shall serve terms of three years each, but the first Directors will be elected for the following terms: two for one year, two for two years, and two for three years.

The first Board of Directors shall consist of only ten members and shall remain at that number until the end of the term of the first president who will then fill the eleventh seat of the Board of Directors.

**SECTION 2.** The Board of Directors shall be charged with the management of all of the affairs of the Association, subject to the provision of its Charter and by-laws.

**SECTION 3.** Regular meetings of the Board of Directors shall be held monthly at such time and place as the directors may determine. Special meetings of the Board may be called by the President, or Vice-President on three days notice to each director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two Directors.

**SECTION 4.** Six Directors shall constitute a quorum of the Board.

**SECTION 5.** In addition to the powers and authorities by these by-laws expressly conferred upon it, The Board of Directors may exercise all such powers of the Association, do all such lawful acts and things as are not by Statute or by the articles of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

**SECTION 6.** Indemnity. The Corporation shall indemnify and hold harmless each director and officer now or hereafter serving the Association from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the Association and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not he continues to be such director or officer at the time such expenses are incurred; provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own negligence, or wilful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any and all such claims or liability, or in settling the same unless in the

judgement of the Directors of the Association the director or officer against whom such claim or liability is asserted has not been guilty of negligence or wilful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

### ARTICLE III.

#### COMMITTEES.

**SECTION 1.** The President may appoint such committees as he deems necessary, subject to the approval of the Board of Directors. Whenever the Board of Directors is not in session, the committees appointed by the President may act subject to ratification at the next meeting of the Board of Directors, at which the appointments made by the President may be either approved or disapproved.

**SECTION 2.** The chairman of each committee shall make a written report to the Board of Directors whenever requested by the board.

### ARTICLE IV.

#### MEMBERSHIP MEETINGS.

**SECTION 1.** The annual meeting of the Association shall be held as provided in the Charter.

**SECTION 2.** Special meetings of the Association may be called at any time the President, or on the request, in writing to the President of a majority of the Board of Directors.

**SECTION 3.** A majority of the Board of Directors and due proof of proper notice to the members shall constitute a quorum at any meeting of the membership.

**SECTION 4.** Immediately following the adjournment of the annual meeting of the Association, the newly elected directors shall hold a meeting for the purpose of organization, and the transaction of other business.

**SECTION 5.** Not less than five days prior to any meeting of the membership, a notice of such meeting shall be mailed to each member at his last known post office address. The notice for any special meeting shall state the purpose of the meeting. All meetings of the Association may, however, be called without notice, by written waiver of the right to such notice, by each person entitled thereto.

**SECTION 6.** At any meeting of the membership every member having the right to vote shall be entitled to vote in person or by proxy through a member of his household.

Each resident owner member shall be entitled to one vote and each non-resident owner shall be entitled to one-half vote at all membership meetings.

**SECTION 7.** Written notice of the annual meeting shall be mailed to each member entitled to vote thereat at such address as appears on the membership rolls of the Association, at least five days prior to the meeting.

**SECTION 8.** A complete list of the members entitled to vote at the ensuing election, arranged in alphabetical order, with the address of each, and the vote allowed each, shall be prepared by the Secretary and filed in the office where the election is to be held, at least ten days before every election, and shall at all times, during the usual hours of business, and during the whole time of said election, be open to the examination of any member.

**SECTION 9.** Special meetings of the stockholders for any purpose, or purposes, unless otherwise prescribed by statute, may be called by the President or Vice-President, and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of a majority of the members. Such request shall state the purpose or purposes of the proposed meeting.

**SECTION 10.** Business transacted at all special meetings shall be confined to the objects stated in the call.

**SECTION 11.** Written notice of a special meeting of the membership stating the time and place and object thereof shall be mailed, postage prepaid, at least five days before such meeting, to each member entitled to vote thereat at such address as appears on the books of the Association.

**SECTION 12.** Order of business at membership meetings.

At all meetings of the Membership, the order of business shall be, as far as applicable and practicable, as follows:

- (1) Organization;
- (2) Proof of notice of meeting or waivers thereof (the certificate, or affidavit of any other person who mailed the notice or caused the same to be mailed, being proof of service of notice by mail);
- (3) Submission of Secretary, or by Inspectors if any shall have been elected or appointed, of list of members entitled to vote, present in person or by proxy;
- (4) If any annual meeting, or a meeting called for that purpose, reading of unapproved minutes of proceeding meetings, and action thereon;
- (5) Reports;
- (6) If an annual meeting, or a meeting called for that purpose, the election of directors;
- (7) Unfinished business;
- (8) New business;
- (9) Adjournment.

## **ARTICLE V.**

### **DUES.**

**SECTION I.** In order for a member to be in good standing in this Association, they shall pay annual membership dues as follows:

Resident Owner Members shall pay an annual dues of \$10.00 per year.

Non-Resident Owner Members shall pay an annual dues of \$5.00 per year.

All dues are to be paid on a calendar year basis and shall become due on January 1, 1959, and annually thereafter, and,

**SECTION 2.** Assessment:

Special assessments may be levied and assessed against the membership only when approved by the Board of Directors and ratified by two-thirds of the membership.

Two-thirds of the membership shall mean two-thirds of the total of the possible votes cast counting full votes for resident member and one-half votes for non-resident members.

**ARTICLE VI.**

**CHECKS.**

All checks, drafts and notes of the Association shall be signed by the Treasurer and one other officer, or such other person or persons as the Board of Directors may from time to time designate.

**ARTICLE VII.**

**AMENDMENTS.**

Those by-laws may be altered or amended or repealed by the affirmative vote of a majority of the members entitled to vote thereat, at any regular or special meeting of the stockholders called for that purpose, provided, however, that no change of the time or place for the election of directors shall be made within sixty days preceding the day on which such election is to be held, and that in case of any change of such time and place notice thereof shall be given to each member in person or by letter mailed to his last known post office address, at least twenty days before the election is held.