

Cedarbrook Country Club, Inc.

By-Laws

Adopted by the Board on February 10, 2026

Amended by the Board on February 12, 2026

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ARTICLE I. MEMBERSHIP

Section 1. Membership

Members of the Club shall be those persons who are members at the time of the adoption of these By-Laws, in their respective classifications, and such other persons as shall thereafter be elected to membership and shall comply with all conditions of membership.

Section 2. Election of Members

All members must be elected by a two-thirds majority vote of the Board of Directors present at a duly called meeting of the Board at which a quorum is present. Applications must include the current initiation fee and applicable dues pro-rated for the current dues period. Should an application be rejected, all funds submitted will be refunded. The Board retains full authority to reject applications for any reasons that the Board deems fit. Reasons for rejection shall remain confidential.

Section 3. Membership Dues

Initiation fees and membership dues for each class of membership shall be set periodically by the Board. Dues must be paid in advance, either monthly, quarterly, or annually, as directed by the Board. Dues not paid within 30 days are considered delinquent.

Section 4. Classifications, Dues, and Privileges

Members of the Club are grouped into classifications established by the Board. Each classification includes associated privileges and obligations.

Section 5. Resignations

Resignations must be submitted in writing to the President or Secretary. Resignations will not be accepted unless dues and other accounts are paid in full for the current period. A resigning member must wait at least twelve months before applying for reinstatement, unless they pay a reinstatement fee as determined by the Board.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Provisions

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than eight (8) nor more than twelve (12) members. Directors shall be elected at the Annual Meeting. Directors serve three-year terms and may not serve more than two consecutive terms without a one-year break.

Section 2. Powers

These By-laws may be amended, altered, repealed, or revised by the affirmative vote of at least two-thirds of the Directors present at a duly called meeting at which a quorum is present.

Section 3. Authority

The Board has authority to appoint officers and committees, employ a General Manager or other staff, set compensation, and manage all affairs of the Club.

Section 4. Vacancies

A vacancy on the Board shall occur upon the resignation, death, removal, incapacity, or disqualification of a Director.

Any vacancy occurring on the Board shall be filled by a majority vote of the Directors present at a duly called Board Meeting at which a quorum is present. The Director so elected shall serve for the remainder of the unexpired term of the Director whose position is being filled.

The Board may fill a vacancy regardless of whether the number of remaining Directors is less than the minimum number otherwise required by these By-Laws. Any Director elected to fill a vacancy must meet all eligibility requirements set forth in these By-Laws.

Section 5. Election of Directors

Directors shall be nominated and elected in accordance with the procedures set forth in Article V of these By-Laws.

Section 6. Discipline

The Board may suspend, expel, or otherwise discipline a member or guest for:

- **Non-payment of dues or fees.** Members will be notified after 30 days of delinquency. Payment plans may be approved by the Treasurer with Board authorization.

- **Conduct unbecoming.** This includes harassment, discrimination, illegal or unethical conduct, or actions that materially harm the reputation, operations, or orderly functioning of the Club. Disciplinary action under this provision shall require a determination by the Board, in good faith, that the conduct occurred and that such conduct is detrimental to the best interests of the Club.

Members subject to discipline shall have the right to a hearing and may appeal a Board decision in accordance with procedures adopted by the Board, as may be amended from time to time.

ARTICLE III. BOARD OFFICERS

The officers of the Club shall be President, Vice President, Secretary, and Treasurer. Officers are elected annually by the Board from its members at the first regular Board meeting following the Annual Membership Meeting **unless otherwise provided by these By-Laws.**

The Board may also designate an Immediate Past President as a non-voting advisor for one year.

ARTICLE IV. DUTIES OF BOARD OFFICERS

- **President.** Presides at all meetings, executes contracts, and provides leadership on governance matters.
- **Vice President.** Acts in the absence of the President.
- **Secretary.** Maintains minutes, records, and official notices.
- **Treasurer.** Oversees collection and disbursement of funds, maintains financial records, provides reports, and ensures annual CPA review or audit.

ARTICLE V. MEETINGS

Section 1. Meeting Notice

Official notices of meetings, Club updates, and general communications may be provided electronically, including by electronic mail (email) or through the Club's official website or member portal, to the extent permitted by North Carolina law. Each member, by acceptance or continuation of membership, consents to receive notices and communications electronically and agrees to provide and maintain a current electronic mail address and other contact information with the Club. Electronic delivery of notices shall be deemed equivalent to delivery by first-class mail and shall be deemed given when transmitted to the member's last electronic address of record maintained by the Club, whether or not actually received, provided that the Club has not

received notice that such transmission was undeliverable. Members may request delivery of notices by United States mail by submitting written notice to the Club, in which event such notices shall be provided by mail to the address on file.

Section 2. Board Meetings

The Board shall hold regular monthly meetings, with notice provided at least two days in advance. A quorum shall consist of six directors present in person at the meeting. Special meetings may be called by the President, Vice President, or any three Board members, with notice given to all directors at least two days prior.

Section 3. Annual Meeting

The Annual Meeting of the Membership shall be held in March for the election of directors and the transaction of general Club business. The meeting shall take place at the Clubhouse or another location designated by the Board. A quorum shall consist of ten percent (10%) of the membership present in person.

Section 4. Special Meetings

Special Meetings of the membership may be called by the Board or upon written request of ten percent (10%) of the membership. The purpose of the meeting must be stated in the notice, and no other business shall be conducted.

Section 5. Voting

Each membership in good standing is entitled to one vote on matters presented at any regular or special meeting.

All votes must be cast in person by the member of record. Proxy voting, electronic voting, or absentee voting are not permitted.

Members are encouraged to attend meetings in person to ensure active participation, productive discussion, and fair representation of the membership in Club decisions.

Section 6. Nomination and Election of Directors

Prior to each Annual Meeting, the Board shall review upcoming vacancies and identify qualified members willing to stand for election. The Board may solicit recommendations from within the Board and, if deemed necessary in the Board's sole discretion, from the general membership.

All nominees shall be vetted by the Board or a designated committee to confirm eligibility, including that the nominee is a member in good financial standing and has no unresolved conduct or disciplinary matters. Vetting shall be limited to verification of eligibility and shall not include subjective evaluation of a nominee's qualifications.

The Board shall approve a final slate of eligible candidates prior to the Annual Meeting. The number of candidates may equal or exceed the number of open Board positions.

Directors shall be elected by a vote of the members present in person at the Annual Meeting. Each member in good standing shall be entitled to one vote per open position. Said votes must be cast in person by the member casting the vote and shall not be permitted by proxy, electronic, or absentee voting.

Nominations from the floor for candidates for the Board of Directors shall not be permitted at the Annual Meeting.

If the Board is unable to identify a sufficient number of eligible candidates for election, the Board may solicit additional nominations from the membership prior to the Annual Meeting.

ARTICLE VI. COMMITTEES

Standing Committees shall be appointed annually by the President, subject to approval by a majority vote of the Board at a duly called meeting at which a quorum is present. Each committee shall consist of at least three members, including a Chairperson who is a member of the Board. Committees serve in an advisory capacity to the Board. The standing committees of the Club shall be:

- Golf & Facilities Committee
- Member Experience Committee
- Finance & Governance Committee
- Membership & Engagement Committee

The President may appoint special or ad hoc committees as needed for specific initiatives, including strategic planning, capital projects, or other time-limited priorities, subject to Board approval.

ARTICLE VII. DUTIES OF COMMITTEES

Section 1. Golf & Facilities Committee

The Golf & Facilities Committee is responsible for oversight of the golf course, practice areas, Club grounds, and physical facilities. The committee provides guidance on course maintenance, capital improvements, and long-term facility planning related to golf operations. The committee

also coordinates with Club staff on tournaments and golf-related events and makes recommendations to the Board regarding policies and investments affecting golf and facilities.

Section 2. Member Experience Committee

The Member Experience Committee is responsible for clubhouse operations, food and beverage services, pool operations, and social and recreational activities. The committee focuses on enhancing the overall member experience through programming, amenities, and facility use policies. The committee works with Club staff to plan events and initiatives that promote member engagement and satisfaction.

Section 3. Finance & Governance Committee

The Finance & Governance Committee is responsible for financial oversight and governance support. Duties include reviewing budgets, financial statements, and major expenditures; overseeing audits and internal controls; monitoring compliance with financial and governance policies; and supporting best practices in Board governance in coordination with Club management.

Section 4. Membership & Engagement Committee

The Membership & Engagement Committee is responsible for membership recruitment, retention, and orientation. The committee oversees member communications, marketing, and outreach efforts and works to strengthen engagement and participation across the Club. The committee may recommend membership policies and initiatives to the Board consistent with the Club's strategic goals.

ARTICLE VIII. MISCELLANEOUS

- Members are responsible for damages caused by themselves or their guests.
- Guest use policies for golf, pool, and clubhouse will be determined by the Board and reviewed annually. Guest limits may be imposed.
- Children of members on active military duty may use Club facilities while on authorized leave, subject to membership classification.
- Board members must follow a Conflict of Interest Policy.
- The Club shall indemnify and hold harmless its Directors and Officers to the fullest extent permitted by the North Carolina Nonprofit Corporation Act for acts taken in good faith within the scope of their duties.

CERTIFICATION OF AMENDMENT AND ADOPTION

This Amendment to the By-Laws of Cedarbrook Country Club, Inc., originally adopted on February 10, 2026, was adopted by the Board in accordance with the amendment procedures set forth in Article II of the By-Laws.

The foregoing amendments were approved by the affirmative vote of two-thirds of the Directors present at a duly called meeting at which a quorum was present on February 12, 2026.

The By-Laws of Cedarbrook Country Club, Inc., as adopted on February 10, 2026, are hereby amended as set forth herein.

A handwritten signature in black ink, appearing to read "Kevin Stainback", is written over a horizontal line.

Kevin Stainback
Secretary
Cedarbrook Country Club, Inc.

Date: February 12, 2026