

BY-LAWS Of GOOSE CREEK CLUB, INC.

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BY-LAWS
Of
GOOSE CREEK CLUB, INC.

ARTICLE I

NAME

The name of the Corporation shall be "Goose Creek Club, Inc." (hereinafter referred to as the "Corporation"); it is incorporated as a non-stock, nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55 A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act" and the several amendments thereto.

ARTICLE II

PURPOSE

The purpose of the Corporation is to promote the health, safety, welfare and recreation of the owners of the community consisting of the lots bordering the roads known as SEAGULL WAY, DEER RUN, FOX LANE and BEAVER TRAIL west of GOOSE CREEK ROAD and those lots on SEAGULL WAY, east of GOOSE CREEK ROAD, fronting the Intra-Coastal Waterway in Onslow County, North Carolina.

ARTICLE III

CORPORATE OFFICES

- A. The Principal Office of the Corporation shall be at such place as the Board of Directors shall from time to time by resolution determine.
- B. The Registered Office of the Corporation in North Carolina shall be at 103 Seagull Way, or such other place as the Board of Directors shall from time to time by resolution determine, and may, but need not be, at the principal office of the Corporation.

ARTICLE IV

COMMON PROPERTY

The common property of the Corporation consists of the recreational lot located on Seagull Way, containing a recreational boat ramp and a recreational dock or fishing pier.

ARTICLE V

MEMBERSHIP

- A. There shall be one class of membership.
- B. To qualify for membership, a person or persons must be an owner or owners of a lot or real property containing at least 20,000 square feet in area, located west of Goose Creek Road and bordering those four roads known as Seagull Way, Deer Run, Fox Lane and Beaver Trail, as those roads now exist and those lots on Seagull Way east of Goose Creek Road fronting the Intra-Coastal Waterway.

- C. The word “owner” will be used hereafter in these by-laws to refer to the owner or owners of real property as that real property is listed in the records of the Register of Deeds Office and the Tax Office of Onslow County, North Carolina. It includes all real property owned fee simple absolute, whether owned solely or concurrently, such as tenancy by the entirety (husband and wife) or tenancy in common (two or more persons)
- D. To become members and retain membership in the Goose Creek Club, Inc., the owner(s) must have paid and keep currently paid all assessments levied by the Corporation. New assessments are to be paid within thirty (30) days of notification (See Article XI for Assessments).
- E. There shall be only one (1) membership per owner, regardless of the number of lots of real property (as identified in Paragraph B above and hereafter referred to as a “lot” or “lots”) an owner has. A member has the right to participate in meetings, vote on matters before the membership (only one vote for concurrently owned property) , make up part of a quorum, utilize the common properties, pay assessments participate in Club activities and other efforts directed by the Board. (See Article VII Members’ Rights).

ARTICLE VI

TRANSFER OF MEMBERSHIP

- A. Membership is intrinsic with the property and can only be conveyed to another following transfer of the property as reflected in the records of the Register of Deeds office and the Tax Office of Onslow County, North Carolina. The new owner automatically becomes a member and shall be contacted by the Secretary of the Club, who will obtain personal information from the new member and provide the new member with a current copy of By-laws and boat slip rules. When the process is complete, the Secretary and Treasurer will add the new member’s data to their records and remove the old member’s data; the Board of Directors is thereby kept advised. The new member will be entitled to all rights and privileges and exercise all responsibilities of membership.

- B. Notwithstanding paragraph A, above, transfer of membership cannot be made unless all past due fees and assessments of the member have been paid.
- C. Members owning more than one lot may maintain assessments on other lots at their discretion. Maintenance of such assessments on another lot, or lots, of the owner, does not carry with it any voting or other rights; however, such paid up assessments may be conveyed to a buyer to establish potential membership for the new and different owner.
- D. In the event a person (or persons) becomes an owner of a qualifying lot from a nonmember, or from a member who does not transfer membership as provided in Paragraph A, above, the new owner may apply for membership by filing a written application for membership with the Board of Directors. The application will state the name(s) of the new owner(s), the current mailing address, and location of the lot(s) purchased. The application must be accompanied by a check payable to Goose Creek Club, Inc., in the amount of the current membership fee (the Treasurer will provide this information to potential new members). The Board of Directors, upon receipt of the necessary information and payment of membership fees, shall add the new owner's name to the list of members.

ARTICLE VII

RIGHTS, PRIVILEGES AND RESPONSIBILITIES OF MEMBERS

- A. Members whose fees and assessments are fully paid and current shall have all rights and privileges for the use of the facilities of the Corporation, subject to the conditions herein set forth.
- B. Members are responsible for the behavior and actions and damages of their family members and guests while on Corporation property.
- C. All guests, other than bona fide houseguests, must be accompanied by a member when using the boat slip and dock area. Infractions of this rule should be reported to the Board of Directors and will be acted upon by that body as they deem appropriate.
- D. No person under the age of fourteen (14) years shall enter the boat slip lot unless accompanied by an adult member or bona fide adult houseguest of a

member. The member shall be solely responsible for the safety, actions, behavior and/or damages of said minor.

- E. Use of the recreational facilities of the Corporation may be terminated or suspended by the Board of Directors for actions by a member, his family or guests which the Board of Directors deems to create a nuisance, is unsafe, disorderly, illegal or morally offensive while on Corporate property or which damage or destroy Corporate property. The member concerned must be afforded the opportunity to appear in person before the Board of Directors to show just cause as to why this action should not be taken.
- F. Use of the facilities of the Corporation will be suspended by the Board of Directors of any member whose fees and assessments are not paid when due.
- G. It shall be the duty of each member to keep the Secretary advised of his mailing and email address to which any and all correspondence or notice can be sent and the Board of Directors shall be entitled to rely on such addresses as proper.
- H. It shall be the duty of each member to assist in maintaining the common properties of the Corporation in neat and clean condition.
- I. Should any member lease his property, the lessee may be granted use privileges on the same terms and conditions as for members, provided the member advises the Board of Directors that the member will not be using the facilities during the term of the lease and the member wishes his lessee to have use privileges. The member shall be responsible for the actions of his lessee and the member remains liable for any fees and assessments during the term of the lease. The lessee's privileges may be suspended for improper actions as are cited in this Article, paragraph "E".

ARTICLE VIII

ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

- A. An annual meeting of the membership of the Corporation shall be held each year during the month of May. The date, time and place of the annual meeting shall be designated by the Board of Directors. The annual meeting shall be held for the purpose of electing officers (every other year), and for

the purpose of transacting any other business authorized to be considered by the members.

- B. Special meetings of the members may be held at such place, date and time as designated in the call of such meeting and may be called by a majority of the Board of Directors.
- C. Notice of annual or special meetings shall be given to all members. Such notice shall be in writing, delivered, mailed or emailed to the address of record of the member as last shown on the records of the Corporation. The notice shall be sent not less than twenty (20) days, nor more than thirty (30) days prior to the date set for such meeting. Any member may by written waiver of notice, signed by the member, waive such notice, and such waiver, when filed in the records of the Corporation (whether executed and filed before or after the meeting) shall be deemed equivalent to the giving of such notice to such member.
- D. At any meeting of the members, the presence in person or by proxy of at least eight members entitled to vote shall constitute a quorum for the transaction of business. Only members whose fees and assessments are fully paid are entitled to vote.
- E. At any meeting at which a quorum is not present the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
- F. The affirmative vote of a majority of all members entitled to vote at any duly called meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding on all members.
- G. A vote may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.
- H. In the case of any lot or lots owned by the same two or more persons in fee-simple jointly, the vote attributable to such lot or lots may be exercised in person, or by proxy by any of such co-owner members. If more than one of such members shall undertake to exercise the vote attributable to their property at any meeting and they are unable to agree as to how the vote is to be cast, the one vote to which they are entitled shall be apportioned between them.
- I. The order of business at any membership meeting shall be in accordance with parliamentary procedure as stated in Robert's Rules of Order.

ARTICLE IX

BOARD OF DIRECTORS

- A. The affairs of the Corporation shall be managed, in accordance with law and the By-laws, by the Board of Directors who shall be the corporate officers elected at an annual meeting of the membership to serve for a period of two (2) years. *They* shall take office immediately following the meeting at which they are elected.
- B. The officers shall be three (3) in number and consist of a President, Vice-President/Secretary, and a Treasurer.
- C. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.
- D. The Board of Directors shall hold a meeting at least once during each year at such time and place as they may from time to time determine, and may hold special meetings at any time upon the call of the President of the Corporation.

ARTICLE X

DUTIES OF THE OFFICERS

- A. The President shall preside at all meetings of the officers and of the members. He shall appoint committees as needed and he shall have general supervision of the affairs of the Corporation.
- B. The Vice-President/Secretary shall perform the duties of the President in the President's absence. He will also keep a record of the minutes of all meetings, both Board of Directors and members, and mail or deliver a copy of the minutes of the annual membership meeting to all absent members. He shall have custody of all books, records and papers of the Corporation, except such as shall be in charge of the Treasurer.

- C. The Treasurer shall receive and disburse all corporate funds and shall keep an accurate and detailed record of all receipts and disbursements. He shall maintain an up-to-date list of the names and last known address of each member. A copy of this list shall also be maintained at the Registered Office of the Corporation.
- D. All books and records of the Corporation may be inspected by any member, or his agent, or attorney for any proper purpose at any reasonable time.
- E. Officers shall have equal voting rights. A majority of the Board of Directors shall constitute a quorum for the transaction of business. An affirmative vote of a majority of the Board is required for action to be taken.
- F. Appeal may be taken from any decision of the Officers of the Corporation. Appeals may be initiated by any member by notifying the President in writing. On such appeal, the decision appealed from shall be reversed only by a two-thirds vote of the members present at a regular meeting specified by the Board, a quorum being present, notice having been given of such appeal to all members of the Club by the Secretary at least five days previous to such meeting.

ARTICLE XI

MEMBERSHIP FEE AND MAINTENANCE FEES

- A. Any change in the membership fee shall be recommended by the Board of Directors and voted on at the annual meeting of the membership. If a change is voted by the membership, such change shall take effect on June 1st following the meeting at which the vote was taken.
- B. A maintenance fee to cover the necessary annual expenses of the Corporation shall be recommended by the Board of Directors as needed. Such recommended annual assessment shall be voted on at the annual membership meeting in May each year, or at any special meeting called for such purpose, and the amount so voted on and

passed shall become a personal obligation of each member, due and payable within thirty (30) days of said meeting.

- C. Members whose payment of fees or assessments are in arrears more than thirty (30) days after the due date shall be notified by the Treasurer via USPS , at the last address of the owner as shown on the records of the Corporation. Also at this time a \$25 late fee will be assessed. If the said owner fails to pay the delinquent fee or assessment within thirty (30) days of the mailing of said notice, the Board of Directors may, at its discretion, take whatever legal recourse needed to collect such payments. If the delinquent amount remains unpaid after 60 days of the original due date of such fees or assessments the membership shall automatically terminate.

ARTICLE XII

DISSOLUTION

- A. No member shall have any financial interest in the assets of the Corporation and no member or officer shall receive any remuneration for any activities for or on behalf of the Corporation. Officers and duly appointed committeemen will be reimbursed for necessary out-of-pocket expenses paid and incurred in conducting business of the Corporation.
- B. In the event the Corporation ceases to exist, then and in that event the corporate officers will convert to cash any and all assets of the Corporation and will reimburse the persons who are members at that time the sums of money on a pro-rata basis.

ARTICLE XIII

CORPORATE SEAL

The Corporate seal shall contain the name of the Corporation and the words "Incorporated North Carolina".

FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of December each year.

AMENDMENTS

These By-laws may be amended at the annual meeting of the membership provided the notice of the meeting indicates that amendment to the By-laws is to be considered.

Addendum

Goose Creek Club Inc.

Corporation:

Registered NC nonprofit corporation

Need to keep Corporate Agent and contact address current (currently B. Kaasmann)

Bylaws (any change to be voted on by membership)

Membership joining fee \$2,500 approved by member vote on May 31, 2014

Annual maintenance dues \$100 approved by member vote on May 31, 2014

Board to have an annual spending limit of \$500 (outside of Property Tax, Insurance, Federal Taxes and Lawn Mowing) Funds totaling over \$500 are to be approved by the membership.

Tax (income filing):

No state income tax return needed

Annual federal income tax return is filed (Club Treasure Address of Record)

Real estate:

Onslow County property tax (Club Treasure Address of Record)

Bank account:

First Citizens Bank Swansboro, NC (Club Treasure Address of Record)

Club checking Account

Insurance:

Hanover XS

P.O. Box 12450

Wilmington NC 28405-0119

Phone: (800)672-9006

Fax: (800)910-8160

Lawn Mowing:

Terry Miller 252-269-2040

