

THE TIN WHISTLES BYLAWS

ARTICLE I

Name and Purpose

The name of the organization shall be The Tin Whistles, Inc. (“The Tin Whistles”). The Tin Whistles is formed for social purposes and to promote the customs, traditions, courtesies, and rules of golf at Pinehurst Country Club (“PCC”) in Pinehurst, North Carolina. The Tin Whistles may also actively participate in events, projects, and activities that will benefit our community, and that will actively support our youth through scholarship and character development programs.

ARTICLE II

Officers and Club Captain

SECTION 1. OFFICERS

- (a) The officers of The Tin Whistles shall be the President, the Vice President, the Secretary, and the Treasurer, all of whom shall be members of the Board of Governors (the “Board”).
- (b) The Board may elect one or more Assistant Treasurers and Assistant Secretaries from the Regular members, who need not be members of the Board. Any such Assistant Treasurer or Assistant Secretary so elected shall be authorized to perform the designated duties of the Treasurer or the Secretary in the absence of or pursuant to delegation by said Treasurer or Secretary. Unless an Assistant Treasurer or Secretary is an elected member of the Board, he shall have no voting rights on issues before the Board.
- (c) All officers shall hold office for one year or until successors are elected.

SECTION 2. CLUB CAPTAIN

- (a) The Board shall elect a Club Captain at the first meeting of the Board after the Annual Meeting, or at any time as the situation may require.
- (b) The Club Captain shall hold office for one year, or until his successor is elected.
- (c) The Club Captain shall attend all Board meetings.
- (d) The Club Captain shall be an ex-officio member of all Standing Committees.
- (e) The Club Captain shall have such duties as are assigned in these By-Laws, and such other duties as are assigned by the President

ARTICLE III

Board of Governors

SECTION 1. GENERAL

The affairs of The Tin Whistles shall be managed by a Board of fifteen (15) governors, five (5) to be elected each year to serve for three (3) years or until their successors are chosen. To be eligible for consideration for election as a Governor, a candidate must be an active Regular Member for a minimum of two years before the date of his election. The Board shall have the power to fill, until the next annual election of Governors, any vacancies occurring in its own membership. The Board may make By-Laws which are consistent with the Articles of Incorporation. All dues, assessments, and initiation fees shall be fixed by the Board. Any employee salaries for the following fiscal year shall be fixed at the September meeting of the Board. Eight (8) members of the Board shall constitute a quorum for a Board meeting. Majority rule shall govern on all questions except where it is otherwise herein provided. There shall be no voting by proxy.

SECTION 2. MEETINGS

The Board shall have regular monthly meetings at the call of the President or his designee, or as frequently as necessary to conduct the affairs of The Tin Whistles. At the first meeting of the Board held after the Annual Meeting, the Board shall elect the Secretary and the Treasurer who shall be members of the Board. Assistant Treasurers and or Assistant Secretaries shall serve as provided in Article II and attend Board meetings acting in such capacity as and when necessary, upon

the request of the President or his designee. The Board shall decide at its September meeting on any adjustments to the budget and special assessments required as a result, set the dues for the coming fiscal year, and set the salary for the Club Captain for the coming fiscal year. Unless invited by the President or his designee, only Board members or the Club Captain may attend Board meetings.

SECTION 3. ELECTION OF VICE PRESIDENT

At least twenty-five (25) days prior to the Annual Meeting, the Board shall elect a Vice-President from the five (5) Board members who are ending the first year of their term. The vote for Vice President shall be by secret ballot. To be elected, a candidate must receive a majority of votes cast. If no candidate receives a majority, the candidate with the fewest votes shall be dropped and another vote taken. Voting shall continue until a Vice President is elected. The Vice President shall succeed to the Presidency in his third year.

SECTION 4. TERM OF OFFICERS, BOARD AND COMMITTEE CHAIRS

All terms of newly elected Governors, officers, and Chairmen shall commence on January 1 of the year following their election. Newly elected Board members may attend, as nonvoting members, all Board meetings and other functions of the Board (except Executive Sessions) during the period between their election and the commencement of their terms.

ARTICLE IV

Committees

SECTION 1. GENERAL

Following the Annual Meeting, the President shall appoint the Chairman of each Standing Committee and shall report such appointments to the Board. Except for the Historical Committee, the Chairman of each Standing Committee shall be a Board member and shall serve at the pleasure of the President or until his successor has been appointed. Each Standing Committee Chairman shall appoint his own committee members with the President's approval. Standing Committee members shall be Regular Members, and unless specifically prohibited, Social Members. Charters for each Standing Committee shall be reviewed at least yearly by each Committee and maintained on The Tin Whistles website. Any new Charters and substantive changes to existing Committee Charters shall be

submitted to, reviewed and approved by the Board.

SECTION 2. STANDING COMMITTEES

The Standing Committees and their minimum composition shall be as follows:

- (a) Membership Committee: The Vice-President who shall serve as Chairman, the Club Captain, and four other members who must be current or previous Board members.
- (b) Tournament Committee: The Chairman, the Club Captain, and three other members who do not have to be Board members.
- (c) Finance, Budget and Investment Committee: The Treasurer who shall serve as Chairman, the Assistant Treasurer, the Club Captain, and two other members, one of whom does not need to be a Board member, but who has a demonstrated accounting background.
- (d) Communications and Public Relations: The Secretary who shall serve as Chairman and two members who do not have to be Board members.
- (e) Entertainment Committee: The Chairman and two members who do not have to be Board members.
- (f) Long Range Planning Committee: The President who shall serve as Chairman, the Vice President, the immediate two past Presidents, and three other members of the Board serving in their first, second and third years of their respective terms.
- (g) Bylaws and Legal Committee: The Chairman and four members who do not have to be Board members, one of whom must be a Past President of The Tin Whistles.
- (h) TYGA and Support of Junior Golf: One member of the Board and two other members.
- (i) Community Service and Volunteerism: The Chairman and three members, at least one of whom shall be a member of the Board.
- (j) Historical Committee: The Historian, who shall serve as Chairman and does not need to be a member of the Board, and such other members as are appointed by the President.
- (k) Nominating Committee: The Vice President who shall serve as Chairman, and four other members who must be current or former Board members.

ARTICLE V

Annual and Special Meetings

SECTION 1. GENERAL

The Annual Meeting of The Tin Whistles shall be held during the first fifteen (15) days of October.

SECTION 2. SPECIAL MEETINGS

Special Meetings of The Tin Whistles may be called by the President, and he must call a special meeting upon the petition of fifteen Regular Members setting forth in writing the desire for a Special Meeting and its purpose. The President shall call such meeting within fifteen (15) days from the receipt of such petition and shall give due notice of such meeting date. At least seven (7) days before any Special Meeting, the Secretary or the Club Captain shall post a notice in The Tin Whistle office and by electronic means, stating the time, place and purpose of such meeting. Ten (10) percent of the number of Regular Members entitled to vote shall constitute a quorum at any Annual or Special Meeting of The Tin Whistles.

SECTION 3. NOMINATING CANDIDATES FOR THE BOARD OF GOVERNORS

The Nominating Committee shall nominate candidates that have been Regular Members for a minimum of two years prior to their date of election for all vacancies in the membership of the Board which shall occur by expiration of their terms. After approval by the Board at its regular September meeting, the names of the Board member nominees shall be posted in The Tin Whistles office and communicated by the Secretary or the Club Captain to Regular Members at least twenty-five (25) days before the Annual Meeting. Any fifteen Regular Members of The Tin Whistles may nominate not more than one candidate to be voted on at the same meeting by written notice to this effect over their signatures to the Secretary at least fifteen (15) days before the Annual Meeting. No other candidates shall be voted on at the meeting. Election of new members of the Board of Governors shall occur at the Annual Meeting. Should the number of the candidates not exceed five (5), the vote shall be by acclamation of those Regular Members present. Should the number of candidates exceed five (5), the Club Captain shall prepare paper ballots, and the Regular Members present shall vote by indicating their preferences on the paper ballots. The Club Captain shall ensure that the listing of

the names on the ballots are random.

SECTION 4. CONDUCT OF BUSINESS

The conduct of all business at all meetings of The Tin Whistles shall be pursuant to the provisions of Roberts Rules of Order.

ARTICLE VI

Conduct

SECTION 1. MEMBERSHIP

The Board may propose to suspend or expel any member of The Tin Whistles for conduct which, in the opinion of the Board, is prejudicial to the best interests of The Tin Whistles. Any action taken by the Board must be at a regular monthly meeting or a duly called special meeting, by vote of two-thirds of those present. No member shall be suspended or expelled, until he shall have the opportunity to appear on his own behalf. If the Board proposal is upheld, the member shall be so informed by the President.

SECTION 2. BOARD OF GOVERNORS

- (a) On occasion, a Board member, for personal reasons, may find himself unable to fulfill the expectations of the Board to attend and contribute to various Committees and meetings. In those cases the Board member may solicit relief from the Board, and the Board shall seek a replacement.
- (b) Where a Board member's performance fails to meet reasonable expectations, and the Board member fails to voluntarily seek relief from the Board, the Board at a regular monthly or duly called special meeting by a vote of two-thirds of those present, suspend or expel that Board member from the Board.

ARTICLE VII

Duties of Officers

SECTION 1. The President shall preside at all meetings of the Board and at the Annual or Special Meetings of members. The President shall discharge all of the duties which usually pertain to the office and may enter into contracts of a non-budgetary nature with Board approval. Unless otherwise provided, the President

or his designate from the Board shall be an ex-officio member of all Committees.

SECTION 2. The Vice President shall perform the duties of the President in his absence. In the event of death or resignation of the President, the Vice President shall immediately succeed to the presidency for the unexpired term of the former President, and the Board of Governors shall elect a Vice President to serve for the unexpired term of the former Vice President.

SECTION 3. The Treasurer shall have the custody of securities and other property of The Tin Whistles, collect and disburse The Tin Whistles funds, keep the books of account open to inspection at any time by any member of the Board, and perform such other duties as may be authorized by the Board or which are customarily performed by a Treasurer.

SECTION 4. The Secretary shall keep the minutes of all meetings of the Board of The Tin Whistles and perform the duties usually incident to the office of the Secretary, and any other duties assigned to him by the Board.

ARTICLE VIII

Finance, Budget, and Investment

SECTION 1. The Finance, Budget and Investment Committee shall conduct reviews of the financial statements and financial data of the Treasurer and report the findings to the Board. The fiscal year of The Tin Whistles shall be the calendar year (fiscal year). The reviews shall be for the first half of the fiscal year and the second half of the fiscal year. The President at his discretion can request additional reviews as warranted.

SECTION 2. The Finance, Budget and Investment Committee shall present a proposed budget of estimated income and expenses for the coming fiscal year and comparative figures of income and expenses for the current fiscal year at the September meeting of the Board.

SECTION 3. The Finance, Budget and Investment Committee shall establish an investment policy that is subject to Board approval. This policy shall be reviewed at least annually by the Committee at which time it shall be confirmed or amended; and, if so, a report shall be submitted to the Board in writing for approval. Consistent with the provisions of the approved investment policy, the authority to purchase, sell, or transfer assets of The Tin Whistles shall be approved by at least

two (2) of the following: the Treasurer, an Assistant Treasurer, or the Captain.

ARTICLE IX

Membership

SECTION 1. Effective January 1, 2013 there shall be three general classes of members, Regular, Social, and Honorary, whose qualifications for Membership are set forth in this Article, and procedures applicable thereto are set forth in Articles IX, X and XI. Members in previously approved categories are not affected by this change.

SECTION 2.

(a) General

1. The initiation fee and dues of newly elected members shall be due and payable within thirty (30) days after written notice of their election is mailed or emailed to the physical or electronic address given in their application for membership.
2. Annual dues and special assessments shall be fixed by the Board as provided in Article III, Section 2.
3. Annual dues for the following year shall be billed as of December first of each year. Special assessments shall be billed in such amounts and times as are set by the Board.
4. In the case of default in the payment of initiation fees, annual dues or special assessments for a period of thirty days, the Board may, in the former case, annul the election to membership, and in the latter case, after providing notice to the member, drop the name from the membership roster.

(b) Regular Member

1. A Regular Member must be over twenty-one (21) years of age and be a member in good standing of PCC for eighteen (18) months in a membership classification equal to or greater than Classic Golf or as established by the Board of Governors.
2. The total number of new Regular Members shall not exceed twenty (20) per year. This number shall include vacancies created by those members turning

eighty years of age (80) during the year, by members converting to social membership, by resignation, and by deaths of members under eighty years of age, so long as the total number of Regular Members under eighty (80) years of age does not exceed two hundred twenty-five (225).

(c) Social Member

1. Any Regular Member in good standing can, at any time, change his membership to Social Member upon written notification to the Club Captain and approval by the Membership Committee. No Board approval is necessary, and no dues will be refunded.
2. A Social Member may at any time submit a written request to the Club Captain to change his membership from Social Member to Regular Member. Upon such notice, the availability of a vacancy, the payment of appropriate dues, providing proof of meeting the PCC membership requirements of a Regular Member, and approval by the Membership Committee, the member's Social membership will revert to Regular membership. No Board approval is necessary. If no vacancy is currently available, the member will go to the top of the waiting list. If more than one member has so requested to return to Regular membership, and no vacancy is currently available, they will be placed on the waiting list in the order of which their request to the Club Captain was received.
3. A Social Member does not need to maintain membership at PCC.
4. Social Members shall be ineligible to serve on the Board, to vote, to sponsor or second candidates for membership, or to participate in Games and Tournaments as provided in Article XIV. Social Members shall be eligible to serve as a member of a Standing Committee unless specifically prohibited.

(d) Honorary Member

1. An Honorary Member is not required to pay initiation fees or dues.
2. An Honorary Member shall be ineligible to serve on the Board, or to vote, or sponsor, or second candidates for membership.
3. An Honorary Member may play in The Tin Whistles Games and Tournaments but is not eligible for any prizes or awards.

SECTION 3. The Board, by two-thirds vote of the entire Board, may establish or change classes or subclasses of membership, and the number or limitations within such class or subclass.

SECTION 4. MEMBER RESIGNATIONS

At any time, a Regular or Social Member may resign his membership in The Tin Whistles upon giving notice of such request. If the resigned member wishes to once again become a Regular Member of the organization, he shall, for the purposes of meeting the provisions of this Article and Article IX, be given credit for meeting the required membership period in PCC. He must however meet all other provisions of Article IX as if he were a new candidate for membership.

ARTICLE X

Candidates for Regular Membership

SECTION 1. The Membership Committee shall consider all recommendations for membership. No golf professional or former golf professional who has competed in tournaments for prize money or who has given golf instruction for remuneration shall be eligible for Regular membership unless he has regained his amateur status as provided by the United States Golf Association (“USGA”).

SECTION 2. All candidates must be sponsored by a Regular Member in good standing. This member shall have known the candidate well for at least eighteen (18) months before proposing the candidate for membership. There shall be two (2) seconders who shall be Regular Members in good standing and have known the candidate for at least eighteen (18) months. Sponsors and seconders must have been Regular Member for at least two (2) years. A Regular Member may sponsor two (2) candidates per year but only one at a time, and second two (2) candidates per year but only one at a time.

SECTION 3. Procedure for Processing Candidates

- (a) No sponsor shall discuss Tin Whistle membership with a potential candidate until he has contacted the Chairman of the Membership Committee regarding his intent to nominate the candidate and the sponsor has completed

an interview with the Membership Committee in that regard. The Chairman of the Membership Committee or his designee shall verify the potential candidate's PCC membership designation, length of membership, handicap information, golf participation, and other relevant information. If these prove satisfactory, the Chairman of the Membership Committee shall advise the sponsor to attend a scheduled Membership Committee meeting and be interviewed relative to his knowledge of the candidate. If the Membership Committee raises an objection to the candidate, the sponsor shall be advised that he may meet with the Board at their next scheduled meeting to request reconsideration of the candidate.

- (b) If the interview with the sponsor satisfies the Membership Committee, the Chairman of the Membership Committee shall ask the sponsor to submit an application for membership along with two seconding letters to the Chairman of the Membership Committee, his designee or the Club Captain. The sponsor shall arrange a game of golf for the candidate with a minimum of two (2) current members of the Board.
- (c) Upon submission of the above completed application, seconding letters and golf game, the Chairman of the Membership Committee shall schedule a meeting of the Membership Committee to interview the candidate, who shall be accompanied and presented to the Committee by his sponsor or second. Upon completion of the interview, and with Committee approval, the Chairman of the Membership Committee shall insure that the candidate's name and photograph, along with the names of his sponsor and seconders, be posted in The Tin Whistles office and on The Tin Whistles website for a period of twenty-eight (28) days to give The Tin Whistles membership at large an opportunity to comment on the candidate. Any such comments, both positive and negative, shall be directed to the Chairman of the Membership Committee.
- (d) If at any time during the nomination process the Membership Committee disapproves a candidate for membership, the sponsor shall have a right to appear before the Board and present his case. The request to appear before the Board shall be in writing and addressed to the President. The Board's decision after the appeal is heard shall be final.

- (e) Following the period of posting and depending on the comments of the membership and providing there is a vacancy (see Article IX, Section 2 (b) 2), the Board shall vote on a candidate's membership at a regularly scheduled meeting by a secret ballot, and the candidate shall be approved unless there are three (3) or more negative votes. A Candidate who has reached the age eighty (80) and is otherwise qualified to be considered by the Board shall not be affected by the referenced vacancy requirement.
- (f) If there are no vacancies of Regular membership, the Membership Committee shall maintain a waiting list of such candidates in priority of the candidates' earliest posting. If two or more candidates are posted on the same date, the one who has the earlier application date shall have priority.

ARTICLE XI

Candidates for Honorary Membership

SECTION 1. GENERAL

Honorary Member nominees shall be inducted in accordance with the following criteria.

SECTION 2. DEFINITION OF AN HONORARY MEMBER

An individual who is or who has been associated with the game of golf in Pinehurst, either in a professional or non-professional capacity, whose lifetime career reflects a pattern of devotion to the highest traditions of sportsmanship and honorable service to his community.

SECTION 3. NOMINATING PROCEDURE

A petition proposing the nomination and election of a qualified individual may be submitted in writing to the Board by a sponsor and nine (9) co-sponsors. The petition must include the candidate's name, available contact information, relevant educational and personal background, career resume and the sponsor's reasons why such individual should be considered for Honorary membership. The sponsor must be a Regular Member in good standing for a minimum of five (5) years, and co-sponsors must be Regular Member in good standing for a minimum of three (3) years.

SECTION 4. ACTION BY THE BOARD OF GOVERNORS

- (a) Upon receipt of a petition deemed to have satisfied the foregoing requirements, the petition shall be circulated to the Board, and included for discussion at the next regular Board meeting. No action on such petition shall be taken at that meeting.
- (b) At the following regular Board meeting, the sponsor may be requested to appear for any desired further elaboration on the petition or the proposed candidate's qualifications and to respond to questions. The sponsor may be requested by the President to be excused from the meeting. The petition shall be discussed and voted upon by secret ballot, if at least two-thirds of the Board members are present and voting, with two (2) negative votes requiring denial of the petition. If the petition is approved, notice thereof shall be posted on the bulletin board for thirty (30) days during which the general membership may view the full petition and submit written comments.
- (c) At the next Board meeting following the posting period, the petition and any additional information received during the posting period shall be considered, and a secret ballot taken. At least two-thirds of the Board must be present at this meeting. Two (2) negative votes shall require denial of the petition. If the petition is approved, the President shall contact the candidate with an offer of Honorary membership in The Tin Whistles. If the candidate refuses such Honorary membership, the President shall so notify the sponsor in writing. If the candidate accepts the Honorary membership, he shall be so notified in formal written fashion by the President.
- (d) At the next regular meeting of the Board, the President shall report upon the final status of the petition. If the candidate has accepted Honorary Membership, his name shall be added to the Honorary Membership Roster, the membership notified by electronic means, a letter sent to the sponsor, and any appropriate public notification issued.

ARTICLE XII

Bylaws

Additions or amendments to these Bylaws may be made with the approval of two-thirds of the entire Board at any regular meeting, or at a special Board meeting called for that purpose, provided that fourteen (14) days' notice of the proposed addition or amendment has been given prior to the meeting.

ARTICLE XIII

Colors

SECTION 1. The Club Colors shall be Dark Blue and White.

SECTION 2. The Club insignia (jacket patch) shall be worn on a dark blue, black or white jacket.

ARTICLE XIV

Games and Tournaments

SECTION 1. The Tin Whistles is a member of the USGA. The Tin Whistles Games and Tournaments shall be governed by the Rules of Golf except as modified by The Tin Whistles Local Rules and Terms of Competition that are adopted by the Tournament Committee.

SECTION 2. The Barber, Kenworthy, Parson, and Robins Trophies can be won only once by any member.

SECTION 3. The Rules Official for all Games and Tournaments is the Club Captain, or in the case of his absence, a representative of the Tournament Committee, who shall, under supervision of the Tournament Committee, have charge of all Games and Tournaments and make rules and regulations pertaining to them consistent with the provisions of these Bylaws.

SECTION 4. The Tournament Committee is responsible for the establishment of all rules and procedures for the play of Games and Tournaments unless otherwise covered in these Bylaws.

ARTICLE XV

Indemnification

SECTION 1. The Tin Whistles shall indemnify to the full extent permitted by law any individual made or threatened to be made a party to any action, suit or proceeding (including without limitation a proceeding brought by or on behalf of The Tin Whistles) by reason of the fact that such individual is or was a member of the Board of Directors or a duly appointed officer, the Club Captain or employee of The Tin Whistles, against liability and expenses, including reasonable attorneys' fees, incurred by any such individual in defending any such action, suit or proceeding arising out of their status as such or their activities in any of the foregoing capacities, promptly upon demand by such individual and, if any such demand is made in advance of the final disposition of any such action, suit or proceeding, promptly upon receipt by The Tin Whistles of an undertaking from such individual to repay such expenses if it shall ultimately be determined that such individual is not entitled to be indemnified by The Tin Whistles. The rights provided to any individual by this Article shall be enforceable against The Tin Whistles by such individual, who shall be presumed to have relied upon it in serving or continuing to serve in such capacity. In addition, the rights provided to any individual by this Bylaw shall survive the termination of such individual's services as an officer, director, employee, or membership in, The Tin Whistles. No amendment of this Article shall impair the rights of any person arising at any time with respect to events occurring prior to such amendment.

SECTION 2. Notwithstanding anything contained in this Article, except for proceedings to enforce rights set forth herein, The Tin Whistles shall not indemnify or agree to indemnify any individual against liability or expenses the individual has incurred or may incur on account of such individual's activities (a) which were at the time taken, known or believed by the individual to be clearly in conflict with the best interests of The Tin Whistles, or (b) if the individual received an improper personal benefit as a result of such activities.

SECTION 3. Nothing in this Article or the Bylaws shall limit the power of the Board of Directors of The Tin Whistles to provide rights of indemnification by contract or otherwise consistent with those permitted pursuant to the North Carolina Nonprofit Corporation Act (and subject to whatever conditions or limitations on such

rights the Board may require or impose) and to make payment and reimbursement of expenses, including attorneys' fees, to any individual or entity separate and apart from the rights provided pursuant to this Article XV.

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