

**ARTICLE I: Name**

The name of this Corporation is GREEN CREEK HOUNDS, INC., (the “Corporation”).

**1. Principal Office.**

The principal office of the corporation shall be located in Polk County, North Carolina.

**2. Registered Office.**

The registered office of the corporation, required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

**3. Registered Agent.**

The President of the corporation shall act as the Registered Agent.

**4. Other Offices.**

The corporation may have offices at such other places, either within or without the state of North Carolina, as the Hunt Committee may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE II: Purpose**

The purposes of the Corporation shall be to maintain and encourage the sport of modern foxhunting and related social activities.

1. To promote and maintain the sport of foxhunting on horseback, including, but not limited to, the care and maintenance of fox hounds and the care and maintenance of the hunting country, for the aforesaid purposes;
2. To hold and participate in a variety of horse-related events, for the purpose of promoting such horse-related activities, in the Green Creek and Tryon, North Carolina community and the general vicinity thereof. Such activities shall comply with the Constitution and By-Laws of the Masters of Foxhounds Association of America, where applicable;
3. To cooperate with other hunts, associated organizations and clubs engaged in similar activities; and
4. To engage in all types of equestrian games and sports that may be deemed advisable by the Masters.

**Article III: Membership and Classification.**

**1. Qualification for Membership.**

Membership shall be open to any natural person who shares the aims of the Corporation as set forth in the Articles of Incorporation and By-Laws. Membership can be gained only by invitation, and the procedure hereinafter described must be followed before an invitation is extended:

- a. Any member in good standing may propose in writing a nominee to the Chairperson and members of the Hunt Committee;
- b. A nominee must then be endorsed in writing by a least two (2) Members in good standing who have known the nominee personally for a reasonable length of time;
- c. The nominee must receive six (6) favorable votes from the Members serving on the Hunt Committee. (Two negative votes will reject the proposal);
- d. Upon approval of the Hunt Committee, the Secretary shall notify the voting members of the nomination and names of all nominees proposed and approved by the Hunt Committee and the voting Members shall allow ten (10) days within which to file with the Chairperson of the Hunt Committee in writing, objections to the approval of any nominee. If an objection is filed, the Hunt Committee shall afford the objecting Member an opportunity to appear before it. The Hunt Committee shall then reconsider the nominee in light of the objection(s) made, but the Hunt Committee may, in its discretion, again approve the nominee, which approval shall be final; and
- e. All objections filed by Members shall be held in strict confidence by the Members of the Hunt Committee. Following approval by the Hunt Committee under (d), the Secretary shall notify the proposer that his or her nominee has been approved and the proposer shall determine if the nominee is interested in becoming a Member. If the nominee is interested, the proposer shall notify the Secretary so that a letter of invitation may be forwarded to the nominee.

**2. Classification of Membership.**

There will be six (6) classes of Membership: Visiting Membership; Hunting Membership; Non-Hunting Membership; and Honorary Membership, Professional Membership and Family Membership. Membership in the Corporation shall be nontransferable and available only to persons of good character and community standing interested in the purposes of the Corporation as set forth in the Articles of Incorporation.

- a. Hunting Members shall be those Members who have paid the one-time initiation fee prescribed by the Hunt Committee and who have declared their

intention to be Hunting Members and who continue to pay dues prescribed by the Hunt Committee. Hunting Members in good standing shall have full hunting privileges and voting rights as set forth herein. A Hunting Member may convert to a Non-Hunting (Social) Membership by declaring an intention to do so and by paying the dues prescribed by the Hunt Committee for Non-Hunting Members; provided, that the Hunting Member so converting, without approval of the Hunt Committee, may do so only as of October 1<sup>st</sup> of any year.

- b. Non-Hunting Members shall be those Members who have paid the one-time initiation fee prescribed by the Hunt Committee and have declared their intentions to be Non-Hunting Members and who continue to pay dues prescribed by the Hunt Committee; provided, that a Non-Hunting Member may, by paying the Capping Donation attend five (5) hunts in any one season before he or she must make the change in status to Hunting Member. A Non-Hunting Member shall have full voting rights as set forth herein. A Non-Hunting Member may, without the approval of the Hunt Committee, convert to a Hunting Member with full hunting privileges by declaring an intention to do so and by paying the dues prescribed by the Hunt Committee for Hunting Members.
- c. Visiting Members shall be those Members who are members in good standing of any Hunt recognized by the Masters of Foxhounds Association of America, which Hunt is located outside the State of North Carolina. A Visiting Member may enjoy the privileges of a Hunting Member without payment of the one-time initiation fee but without voting rights; provided, that the Visiting Member pays such dues as prescribed by the Hunt Committee, and provided further, that such Visiting Member shall be at least 18 years of age. A Visiting Member shall enjoy the privileges of a Hunting Member so long as permitted by the Hunt Committee.
- d. Honorary Members shall be those Members who have been awarded an Honorary Membership by the Hunt Committee for material contributions to the advancement of the aims of the Corporation, as determined in the discretion of the Hunt Committee. Honorary Membership shall be for the life of the Honorary Member unless terminated by the Hunt Committee pursuant to Article IV and shall not require the payment of the one-time initiation fee or dues. Honorary Members shall not have voting rights and shall have no financial interest in the Corporation whatsoever.
- e. A Professional Member shall be those Members who have paid the one-time initiation fee prescribed by the Hunt Committee and who have declared their intention to be Professional Members and who continue to pay dues prescribed by the Hunt Committee. Professional Members may be any individual who makes their living by buying, selling, training, and showing

horses, as defined by USEF Chapter 13 GR1306. In all other aspects, Professional Members may be considered Hunting Members in all other aspects pertaining to membership. Professional Members in good standing shall have full hunting privileges and voting rights as set forth herein.

- f. A Family Membership shall give Hunting Member privileges to all individual members of a single family residing under one roof, with one exception. Family Membership constitutes one (1) vote.
- g. A Landowner Membership shall be a special class of family membership with additional benefits. Landowner Membership constitutes one (1) vote.

### **3. Resignation/Reinstatement.**

Any Member may resign from the Corporation provided that all of his or her indebtedness to the Corporation has been paid. The resignation should be submitted in writing to the Chairperson of the Hunt Committee or the Secretary of the Corporation. If a member's resignation has been caused by his or her relocation of residence or place of business, the Hunt Committee may in its discretion, reinstate such Member without requiring payment of any initiation fee.

### **4. Voting.**

Members of the Corporation shall not have any right to vote except as provided in this Article III; provided further there may be no proxy voting except by special advance permission by the Hunt Committee. A voting Member and his or her spouse shall be entitled to one vote. In the event of disagreement between a voting Member and his or her spouse, the vote shall not be counted.

### **5. Rights upon Dissolution.**

Neither Members in good standing nor terminated or resigned Members shall have any property rights in and to any of the assets of the Corporation except upon dissolution of the Corporation as set forth in this Article III. Upon dissolution except as otherwise required by statute, the assets of the Corporation shall be distributed pro rata to the Hunting and Non-Hunting Members in good standing both at the date of adoption of a resolution by the Hunt Committee recommending that the Corporation be dissolved in accordance with North Carolina law dealing with Corporations and at all times during the thirty-six (36) month period immediately preceding the date of adoption of a resolution recommending dissolution and one divorced spouse elects to become a Hunting or Non-Hunting Member by complying with Article VI, section 1(b) of these By-

Laws, then each spouse shall be entitled only to one-half (1/2) of the share of assets which would be otherwise distributed to the continuing Member.

**6. Annual Meeting.**

The annual meeting of the Members shall be held no earlier than April 1 and not later than May 15 each year at a place and time selected by the Master(s) at which time the voting Members shall elect persons to serve on the Hunt Committee as necessary and transact such other business as properly may be brought before the meeting. The Nominating Committee shall propose candidates for election to the Hunt Committee.

**7. Special Meetings.**

Special Meetings of the Members may be called by the Hunt Committee or by the Master(s) with the approval of the Hunt Committee and may be called at the request in writing of not less than ten percent (10%) of the voting Members of the Corporation who are in good standing. Any business may be transacted at a special meeting as may be transacted at any annual meeting.

**8. Notice.**

Notice in writing (by electronic transmission), including email of each meeting of the Members, whether annual or special, shall be served upon each Member of record not less than ten (10) nor more than thirty (30) days before such meeting. If mailed, such notice shall be directed to a Member at the post office or email address shown on the records of the Corporation. Notice of any special meeting of Members shall state the purpose or purposes for which the meeting is called. Notice of any meeting of the Members shall not be required to be given to any Member who, in person or by an authorized attorney, either before or after the meeting, shall waive such notice. Attendance of a Member at a meeting shall of itself constitute waiver of notice. Notice of any adjourned meeting need not be given otherwise than by announcement of the meeting at which the adjournment is taken.

**9. Quorum.**

At each meeting of the Members, sixty percent (60%) of voting Members who are in good standing shall constitute a quorum with exceptions allowed by the Hunt Committee.

**ARTICLE IV: Discipline**

**1. Suspension or Termination.**

Any voting or Visiting Member being sixty (60) days in arrears in the payment of dues shall automatically stand suspended. Further, by affirmative vote of not less than six (6) members of the Hunt Committee, the membership of any Member whose conduct is considered unbecoming or not to be in the best interest of the Corporation may be suspended or terminated. Prior to suspending or terminating membership, the Secretary shall send written or electronic, including email, notification the Member in question who shall be given an opportunity to appear before the Hunt Committee and make any statement he or she may wish. The Hunt Committee may suspend or terminate the membership of the Member after his or her appearance by a vote of not less than six (6) members.

**2. Forfeiture of Interest/Reinstatement.**

Any person whose membership in the Corporation has been suspended or terminated in any manner shall forfeit all interest in the Corporation, including the right and privilege of attending meetings, of voting, or any other rights available to a Member in good standing; provided, however, the Hunt Committee may at any time reinstate suspended, or former Members for the good of the Corporation; provided further, that the initiation fee for a reinstated Member may be waived at the discretion of the Hunt Committee.

**ARTICLE V: Fiscal Year**

The fiscal year of the Corporation shall begin on April 1<sup>st</sup> each year and end on March 31<sup>st</sup> of the following year.

**ARTICLE VI: Subscription and Initiation Fees and Derivative Membership**

**1. Initial Contribution and Subscription.**

The initial contribution and subscription for all classes of membership shall be recommended and approved and established by the Masters and the Hunt Committee at the annual meeting of the Hunt Committee for the succeeding fiscal year; provided:

- a. Children of Members, whether natural or adopted, shall enjoy the same hunting privileges as the Member parent until age 25. At any time up to and including his or her 30<sup>th</sup> birthday, any such child, whether natural or adopted, will be eligible for membership in the Hunt without payment of the initiation fee and may become a Hunting or Non-Hunting Member by declaring an intention to do so

and by commencing the payment of prescribed dues for that class of membership selected; and

- b. If a Member or the spouse of a Member shall die, resign, or be divorced, then the surviving spouse or spouses shall be eligible for the membership in the Hunt without payment of the initiation fee and may become Member or Members of the Hunt by declaring an intention to do so and by commencing the payment of the prescribed dues for that class of membership selected.

## **2. Capping Donation.**

A Capping Donation as determined by the Hunt Committee shall be asked of all Non-Hunting Members, visitors, and guests and shall be collected at the time of the Hunt by the Secretary; provided, the Capping Donation may be waived at the discretion of the Master. Guests acceptable to the Master may hunt upon payment of a Capping Donation, but not more than three (3) times per season unless permitted by the Master.

## **ARTICLE VII: Hunt Committee**

### **1. Election.**

The business and affairs of the Corporation shall be managed by a Hunt Committee consisting of the Master (or Joint Masters) and six (6) elected members, none of whom need be a resident of the State of North Carolina but each of whom shall be a member in good standing of the Corporation. Each member of the Hunt Committee, except one appointed to fill a vacancy, shall serve for the term to which they are elected and until their successor shall have been elected and qualified. Any member of the Hunt Committee may be removed at any time for cause by a vote of six (6) members of the Hunt Committee at the annual meeting or at a special meeting called for that purpose. The election of each member or members of the Hunt Committee shall be by majority vote of the voting Members of the Corporation in good standing at the annual meeting of the Members. The Hunt Committee, including the Master (s), constitutes the Board of Directors of the Corporation. Master (or Masters) shall have one vote on the Hunt Committee to result in a total of seven (7) votes on the Hunt Committee.

### **2. Terms.**

The Hunt Committee shall be divided into three (3) groups of two (2) people each with each serving a term of three (3) years. The terms of each group shall be staggered such that at each annual meeting of the Members, two (2) new members of the Hunt Committee shall be elected and qualified to replace those

members of the committee whose terms expire at the time of such meeting. After serving two (2) consecutive terms, a Hunt Committee member may not be eligible to serve another term until two (2) years have passed.

**3. Vacancy.**

Any vacancy in the Hunt Committee may be filled by the affirmative vote of a majority of the remaining Members of the Hunt Committee, though less than a quorum. A Hunt Committee member so elected shall serve for the unexpired term of his predecessor and thereafter until a successor is elected and qualified.

**4. Annual Meeting.**

As a matter of course and without notice, the annual meeting of the Hunt Committee shall be held immediately after and at the same place as the annual meeting of the Members and the Hunt Committee shall elect a Chairman to serve for a term of one (1) year and until a successor is duly elected and qualified.

**5. Special Meeting.**

Special meetings of the Hunt Committee shall be held at such time and place, within or without the State of North Carolina, as shall be designated in the notice of such meetings and shall be called at any time by the Masters or by any member of the Hunt Committee.

**6. Notice.**

Notice of special meetings and of vacancies of any office on the Hunt Committee shall be given by the Masters or the Secretary to each member of the Hunt Committee, not less than seventy-two (72) hours before the time fixed for such meeting, by written notice delivered personally or mailed to each person's home or business address, or by electronic transmission, including email. If mailed, notice shall be deemed delivered when deposited in the United States mail, properly addressed with postage prepaid. Unless otherwise specifically stated in these By-Laws, it shall not be necessary for notice or waiver of notice of any meeting of any business to be transacted at said meeting. A Member of the Hunt Committee, either before or after a special meeting of the Hunt Committee, may waive notice of such meeting and such waiver shall be deemed the equivalent of giving notice. Attendance at any such meeting shall constitute waiver of notice of that meeting unless the Member of the Hunt Committee attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened. The Chairperson may establish a regular meeting date for which no further notice shall be required.

**7. Quorum.**

A majority of the persons serving on the Hunt Committee shall constitute a quorum for the transaction of business by the Hunt Committee, but if less than a majority is present, a majority of those present may adjourn the meeting from time to time without further notice. At a subsequent meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called and adjourned. Except as otherwise provided in these By-Laws, the act of a majority of the Hunt Committee present at any meeting at which there is a quorum shall be the act of the Hunt Committee.

**8. Powers.**

The Hunt Committee shall have general charge of the interests of the Corporation, and it may exercise all powers of the Corporation and do all lawful acts and shall have all authority under the laws of North Carolina vested in a board of directors except as may be limited by the Articles of Incorporation or these By-Laws. The Hunt Committee shall exercise due diligence to promote the welfare of the Corporation and to prevent loss or damage to the property of the Corporation and do all such other things which it may consider necessary or advisable for the general good of the Corporation.

**9. Informal Action.**

Except as contemplated in Article IV and Article VI, section 1 any action that may be taken at a meeting of the Hunt Committee may be taken without a meeting if written consent setting forth the action is signed by all Members of the Hunt Committee and is filed with the Secretary. Consent by electronic transmission, including email, has the same effect. Such consent shall have the same effect as a unanimous vote at a meeting of the Hunt Committee.

**10. Presumption of Assent.**

Any Member of the Hunt Committee present at a meeting of the Hunt Committee shall be presumed to have assented to any action taken at such meeting unless his dissent is entered in the minutes of the meeting or unless he or she files, at the meeting or immediately after the adjournment thereof, a written dissent to such action with the person acting as Secretary of the meeting. Such right to dissent shall not be available to a member of the Hunt Committee who voted in favor of such action.

**11. Qualifications.**

Members of the Hunt Committee must be members, in good standing, of Green Creek Hounds who have been awarded the colors of Green Creek Hounds who have:

(a) never pled guilty, pled nolo contendere, or have been convicted of any felony or any other crime involving moral turpitude under the laws of the State of North Carolina, or any other state of the United States, or of the United States; (b) never been a defendant in any civil proceeding in which a finding of fraud was made; and (c) a devotion and keen interest to and in the goals and purposes of the Corporation.

**ARTICLE VIII: Committees**

**1. Budget Committee.**

There shall be a Budget Committee consisting of the Chairperson of the Hunt Committee, the Master(s), and the Treasurer of the Corporation. The Budget Committee shall prepare and with the approval of the Hunt Committee, submit a proposed budget, including dues prescribed for the various classes of membership to the Membership at the Annual Meeting, which budget shall cover all anticipated expenditures of the Corporation for the ensuing fiscal year. The proposed budget shall be adopted or changed as the Membership may determine at each annual meeting of the Members. The Budget Committee shall act by majority vote of its members.

**2. Nominating Committee.**

The Hunt Committee Chair (unless a candidate for another term) and the Masters(s) shall appoint a Nominating Committee of three (3) persons. The members of the Corporation may nominate themselves or other members. The Nominating Committee may also seek out other nominees and talk with members about qualifications of those under consideration for nomination.

**3. Additional Committees.**

The Master(s) shall establish and maintain one or more additional committees as may be deemed advisable. Each committee shall consist of two (2) or more Members in good standing. Each committee shall have such name or names and shall have, and may exercise, such powers in the management of the business and affairs of the Corporation except the powers reserved to the Budget Committee, as may be determined from time to time by the Masters, subject to the approval of the Hunt Committee.

## **ARTICLE IX: Corporate Officers**

### **1. Officers.**

The officers of the Corporation shall include a Master or Joint Masters, (hereinafter "the Master(s)"), a Secretary and a Treasurer. For the purposes of executing documents only, one of the Master(s) shall be designated President of the Corporation.

### **2. Master(s).**

The Master(s) shall generally and actively manage the activities of the Corporation and shall see that all orders and resolutions of the Hunt Committee are carried into effect. The Master(s) shall have the right to participate in and vote on all matters before such Committee; in the event of Joint Masters, all Masters may participate but only one (1) single vote on the committee shall be allotted to the Joint Masters. The duties of the Master(s) include, but are not limited to:

- a. To be responsible for qualifying hounds and improving the pack
- b. To oversee development and management of hunt country to include but not limited to kennels, residence and barn
- c. To appoint Honorary Whippers-In
- d. To qualify hunters
- e. To designate proper apparel
- f. To appoint field masters, assistant field masters and masters of wheel vehicles
- g. To invite members to wear hunt colors
- h. To be responsible for conducting all hunts
- i. To assure an appropriate level of social activity
- j. To represent the Hunt in MFHA affairs
- k. To hire Huntsman and management of their duties

In the event of Joint Masters, the Hunt Committee shall generally describe the duties of each Master after consultation. In the event the Masters are unable to decide a matter, the Hunt Committee shall decide. If the Hunt Committee is deadlocked, the issue will be presented to the membership for a vote via email.

### **3. Election of Officers.**

- a. The Hunt Committee shall, at its last meeting preceding its annual meeting, elect the following corporate officers for the ensuing year from among the Membership of the Corporation: a Master or Joint

Masters, a Secretary, and a Treasurer, and elect one of the Masters President of the Corporation.

- b. The Hunt Committee at any time and from time to time may elect such officers as it shall deem necessary, including one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, who shall hold their offices for such terms as shall be determined by the Hunt Committee and shall exercise such powers and perform such duties as shall be determined from time to time by the Hunt Committee.
- c. Any person may hold any two (2) or more offices, except that no person may hold both offices of Master and Secretary.
- d. Only the six (6) elected Members of the Hunt Committee may vote to fill any vacancy for any office.

#### **4. Removal of Officers.**

Unless otherwise provided by the Hunt Committee, each officer of the Corporation shall hold office during the fiscal year and until his successor is chosen or until his earlier resignation, death or removal, or the termination of his office. Any officer may be removed by the affirmative vote of six (6) Members of the Hunt Committee whenever in its judgment the best interests of the Corporation will be served with or without cause.

#### **5. Secretary**

The Secretary shall attend all meetings of the Hunt Committee but shall not have the right to vote thereat and shall participate therein only at the request of the Hunt Committee. The Secretary shall also attend all meetings of the Members and record all votes and the minutes of all proceedings in books to be kept for that purpose and shall perform like duties for the Hunt Committee and the standing committees when required. The Secretary shall have charge of the seal of the Corporation and of the membership book, unless otherwise provided by the Hunt Committee. The Secretary shall give, or cause to be given, any notice required to be given of any meetings of the Members and of the Hunt Committee and shall perform such other duties as may be prescribed by the Hunt Committee.

The Secretary, or his delegate selected from among the Members, shall collect all Capping Donations and transmit the same to the treasurer. The Secretary shall also hold and keep all evidence of title belonging to the Corporation (other than money and pedigree certificates of hounds.)

The Assistant Secretary or Assistant Secretaries shall, in the absence, request, or disability of the Secretary, perform the duties and exercise the powers and authority of the Secretary.

**6. Treasurer.**

The Treasurer shall be the principal financial officer and shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects, in such banks, trust companies or other depositories as shall from time to time be selected by the Hunt Committee. The Treasurer shall attend all meetings of the Hunt Committee but shall not have the right to vote thereat and shall participate therein only at the request of the Hunt Committee. The Treasurer shall perform all duties incident to the office of a treasurer and shall be responsible for maintaining records pertaining to the payment of initiation fees, quarterly dues, and all other contributions to the Corporation.

**7. Absence.**

In case of the absence of any officer of the Corporation or for any other reason the Hunt Committee may deem sufficient, the Hunt Committee may delegate for the time being any or all of the powers or duties of such officer to any other officer or to any Member of the Hunt Committee.

**ARTICLE X: Seal**

The Corporate Seal of the Corporation shall be in circular form and shall have inscribed thereon the name of the Corporation, the words "Corporate Seal" and "North Carolina" and the year of its incorporation.

**ARTICLE XI: Amendment**

**1. Procedure.**

Alterations, amendments, or repeal of these By-Laws may be made by vote of a majority of all voting Members at a meeting of the Members, provided, that the notice including electronic transmission by email of such meeting sent to the Members contained a statement of the proposed change in the By-Laws to be considered or provided that the Members waive notice of a meeting, but this provision shall not be construed to prevent germane modification of the proposed change as described in the notice before its final adoption. Sixty percent (60%) of voting members shall constitute a quorum and there shall be no voting by proxy with exceptions allowed by the Hunt Committee.

**ARTICLE XII: Special Corporate Acts**

**1. Execution of Instruments.**

Contracts with employees of the hunt, deeds, documents, instruments, and contracts involving a monetary amount in excess of that amount established from time to time by the Hunt Committee shall, unless otherwise directed by the Hunt Committee, and only upon its express authorization, be signed in the name and on behalf of the Corporation by the President as elected by the Hunt Committee to sign legal documents and the seal of the Corporation may be affixed thereto and attested by the Secretary or Assistant Secretary unless otherwise provided by corporate resolution.

**ARTICLE XIII: Miscellaneous**

**1. Inspection of Books.**

The Hunt Committee shall have power to determine which accounts and books of the Corporation, shall be open to the inspection of Members, except such as may by law specifically open to inspection, and shall have power to fix reasonable rules not in conflict with the applicable law for the inspection of accounts and books which by law or by determination of the Hunt Committee shall be open to inspection, and Members' rights in this respect are and shall be restricted and limited accordingly.

**2. Rules of Order.**

Meetings of Members and the Hunt Committee shall be conducted in accordance with the provision of Robert's Rules of Order Newly Revised, latest edition, except where such provisions conflict with applicable laws, the Articles of Incorporation, or these By-Laws.

**3. Transition Provisions.**

Any person who is given the right to become a Member under these By-Laws, declaring an intention to do so and by commencing the payment of dues prescribed by the Hunt Committee must do so by the later of twelve (12) months from the effective date of these By-Laws or twelve (12) months from the date of the occurrence giving such person a declaratory right to Membership in his or her own right.