

Hanover Seaside Club  
Constitution  
Revised ~ February 9, 2019

**ARTICLE I Name and Officers**

**Section 1.** The name of this Club shall be the HANOVER SEASIDE CLUB, INC. (sometimes referred to herein as "Club"). The officers shall consist of a President, a Vice President, and a Secretary-Treasurer, to be elected from the Regular Membership of the club at the Annual Meeting, yearly, with no limitation on consecutive years of service.

**Section 2.** The Club shall be located at Wrightsville Beach, New Hanover County, North Carolina. The Hanover Seaside Club is a private, family oriented, multi-generational beach club dedicated to providing facilities, and social and recreational activities for its members and their guests. (3/2/13)

**Section 3.** There shall be a committee known as the Board of Directors (herein referred to as Board), composed of nine (9) Regular Members, six (6) of whom shall be elected from the Regular Membership of the Club, two (2) at each Annual Meeting, to serve for a period of three (3) years each. (3/2/13) The other three (3) members of the Board shall consist of the President, Vice President, and Secretary/Treasurer. No person, excluding the officers, shall serve on the Board for more than three (3) consecutive years. (3/10/07) A period of one (1) year shall elapse before such person may be eligible for election to the Board for another period of three (3) years. (3/2/13)

**ARTICLE II Duties of Officers and Committees**

**Section 1.** At the Annual Meeting of the Club, as provided in Article IV below, the Nominating Committee [consisting of three (3) Regular Members appointed annually by the Board] will, if possible, recommend to the Regular Membership at least two (2) nominees for each officer and further recommend at least four (4) nominees to the Board. (3/2/13)(1/21/17) The names of the Nominating Committee will be posted at the Club no later than August 15 of each year.

**Section 2.** The duties of the President shall be to preside at all meetings, to call such Special Meetings as may be necessary, to issue a call at the written request of the necessary number of Regular Members [that number being twenty-five (25)], and to appoint all committees not otherwise provided for.

**Section 3.** The Vice President shall discharge all duties and exercise all privileges pertaining to the office of President when that officer is absent.

**Section 4.** The Secretary-Treasurer shall insure that a correct record of all proceedings of meetings of the Club is maintained, shall keep in a safe depository all monies of the Club, and shall make and preserve an accurate record of all receipts and disbursements of the same. (1/21/17) He/she shall collect from each applicant for membership the membership fee and the annual dues, fines and any assessments from all members. Should any member fail to pay his or her annual dues or any constitutionally imposed assessment within the term prescribed, the Secretary-Treasurer shall at once report his or her name to the Board. He/she shall be at his post at all meetings, and in the event he/she is unable to be present, he/she must send his books and any other papers necessary to conduct the business of the meeting. He/she shall be Secretary to the Board. He/she shall disburse all monies and take proper receipts for the same, and shall, from time to time, at the request of the Board, make a report of the financial condition of the Club, but no bills shall be paid, except routine bills, until they have been approved by either the President, Vice President, or the Board. He/she shall make a full report on all transactions of his/her office and the status of the membership and the finances, at each Annual Meeting of the Club.

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**Section 5.** It shall be the duty of the Board to make all contracts for the current or routine expenses of the Club, but shall not borrow money and contract debts (other than contracts for the current or routine expenses of the Club) except by the authority of the Club. The Board shall assure that all financial records are maintained in accordance with current Generally Accepted Accounting Practices (GAAP) standards. (3/2/13) They shall have charge of all property of the Club and shall see that the same is properly cared for; they shall have power to hire and pay all employees of the Club and prescribe their duties and to dismiss them with justifiable cause; they shall have the power to prescribe all necessary provisions for the management of the Club, to make all necessary requirements for the regulation of the conduct of the members and to impose penalties at their discretion. It shall be their duty to see that the Charter and Constitution are at all times complied with, and all by-laws and regulations rigidly enforced. In the discharge of their duties, the Board shall always observe the limitations of the Constitution and bylaws. If a vacancy occurs on the Board of Directors the Board will appoint a member to fill the vacancy until the next Annual Meeting at which time the members will elect a person to complete the unexpired term.(3/2/13) Any member failing to attend two (2) consecutive regularly scheduled meetings of the Board, unless prevented by sickness, absence from town, or job related absence shall cease to be a member thereof and the Board shall fill the vacancy. (3/2/13) The Board shall also be the permanent Building Committee, and shall supervise and direct all repairs and improvements and additions to the property of the Club, and it shall be their duty to insure the same against fire, extended coverage, vandalism, storms, and any other perils as deemed appropriate. The Board shall receive approval from 2/3 of the regular members present and voting at a correctly called meeting prior to the purchase or sale of any real property. (1/21/17) The Board shall also be empowered and authorized to perform any and all duties specifically provided for by this Constitution. Six (6) Board members constitute a quorum for all Board Meetings. (3/2/13)

**Section 6.** The House Manager, to be hired by the Board, shall be invested with authority and shall exercise the same when necessary to preserve order and to protect personal and property rights.

### **ARTICLE III Membership Regulations**

**Section 1.** All members shall be subject to the rules and regulations of the Club, as may be adopted by the Board, and a willful and persistent disregard of the same shall work the loss of membership or imposition of fine as may be determined by the Board at its discretion. Provided, however, the Board shall not impose a fine or terminate a membership unless and until such member has been afforded an opportunity to meet with the Board at a time and place determined by said Committee. In the event the Board determines that a member has willfully and persistently disregarded the rules and regulations of the Club, the Board may, by unanimous vote, terminate such member's membership, or in lieu of terminating member, impose a fine upon such member.

**Section 2.** The Board shall appoint the Membership Committee, consisting of five (5) regular members, who shall serve for one (1) year and until their successors are appointed. (1/21/17) The identities of the membership committee shall not be divulged. The members of the committee shall receive all applications for membership from the Secretary-Treasurer. It shall then be the duty of the Membership Committee to thoroughly investigate each applicant, especially as to character, moral habits, business or professional standing in the community, and any other facts that would be of assistance to the Committee in passing on the applicant. A two-thirds (2/3) majority vote of the entire Board of Directors is required to approve each application. (2/8/14) A rejected application cannot be re-submitted for membership for a period of one (1) year. (3/2/13)

**Section 3.** At the Annual Meeting, dues and initiation fees may be proposed by the Board and approved at that time.

**Section 4.** The membership year shall be from November 1 of the current year through October 31 of the following year. (2/9/19) Any member failing to pay annual dues by November 1 of each year shall be automatically suspended and shall be denied the privileges of membership until such dues are paid. Acceptance of full arrears and restoration of membership shall be within the discretion of the Board. (2/9/19)

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**Section 5.** Assessments may be made by vote of the Regular Membership at any Annual or Special Meeting called for this purpose, and each Regular Member shall be immediately notified of the amount owed. Should any member fail to pay the amount within thirty (30) Days from date of notification, the membership shall thereby be automatically suspended, and shall be denied the privileges of membership until such assessments are paid. Acceptance of such tardy assessments and restoration of membership shall be by the discretion of the Board.

**Section 6.** Initiation Fees. The initiation fee for joining the Hanover Seaside Club will be \$5,000.00. (3/23/07) Children of current members in good standing shall be eligible to join the Hanover Seaside Club, provided they apply for membership on or before their 26<sup>th</sup> birthday or the date of their marriage, whichever occurs first. The initiation fee for eligible children of members, who are accepted for membership in accordance with Section 2 of this Article, will be a reduced fee per the following table:  
(2/8/14)

# Yrs. Parents Have Been <u>Member (2/8/14)</u>	% Initiation <u>Fee</u>
2	80
3	75
4	70
5	65
6	60
7	55
8	50
9	45
10	40
11	30
12+	20

### ARTICLE IV Miscellaneous

**Section 1.** A two-thirds (2/3) majority of those present and voting at a meeting may amend the Constitution, provided notice of such amendment shall be made by mail thirty (30) days prior to such meeting, a copy of proposed amendments shall be mailed to all Regular Members. (2/9/19)

**Section 2.** The Annual Meeting shall be held no later than October 31 in Wilmington, or at the Club House, as the Board may select, of which the Regular Members shall be duly notified by mail at least thirty (30) days in advance. (2/9/19) A Special Meeting may be called at the discretion of the President, or by written request of twenty-five (25) Regular Members (husband and wife counted as one). The quorum for a properly called meeting shall be those Regular Members present. (2/9/19) Fifteen percent (15%) of the Regular Membership shall constitute a quorum at a Special Meeting. (3/2/13) Notice of all Special Meetings shall be sent by mail to the Regular Membership at least thirty (30) days in advance, and the purpose and object of same clearly set forth. (3/2/13) No other business than that noted in the call shall be acted upon at any Special Meeting. Each Regular Member [husband and wife - one (1) vote] shall have one (1) vote at all meetings, which vote must be cast in person.

### ARTICLE V Classification of Membership Rights and Privileges of Membership Limitation of Membership

**Section 1.** Definitions:

(A) MEMBER - The term "Member" as used herein shall mean any member of the Club regardless of classification.

(B) REGULAR MEMBERS - A "Regular Member" is a member who is entitled to hold office within the Club. Husband and wife constitute one (1) Regular Member and only one can hold office at a time. A Regular Member is subject to assessments which may be levied by the Club. Except as may be specifically provided herein to the

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contrary, a husband and wife who are both Regular Members shall be entitled to one (1) vote, and, for purposes of voting, assessment, and petitioning, shall be considered as one (1) Regular Member.

(C) SEASONAL MEMBERS - A "Seasonal Member" is a member who is not permitted to vote, hold office, or attend the Annual Meeting or Special Meetings for the Regular Membership. (3/2/13) A Seasonal Member shall not be subject to assessments. A Seasonal Member may serve on a standing committee unless otherwise specified. (3/2/13)

(D) A "Regular 70" member is a regular member with 30 or more years continuous membership in the Hanover Seaside Club and having reached the age of 70. Upon request by the member for transfer to this classification, dues for this member will be frozen at the amount in effect at the beginning of the year upon reaching eligibility. A "Regular 70" member will be entitled to all the rights and privileges outlined in Article V, Section 1 (B) except they may not vote on matters concerning dues. (2/20/98)

(E) A "Seasonal 70" member is a seasonal member with 30 or more years continuous membership in the Hanover Seaside Club and having reached the age of 70. Upon request by the member for transfer to this classification, dues for this member will be frozen at the amount in effect at the beginning of the year upon reaching eligibility. A "Seasonal 70" member will be entitled to all the rights and privileges outlined in Article V, Section 1 (C). (2/20/98)

(F) A "Regular 75" member is a regular member with 35 or more years continuous membership in the Hanover Seaside Club and having reached the age of 75. Upon request by the member for transfer to this classification, dues for this member will be 1/2 of the frozen dues upon reaching eligibility. A "Regular 75" member will be entitled to all the rights and privileges outlined in Article V, Section 1 (B) except they may not vote on matters concerning dues and will only have to pay 1/2 of any assessment. This classification of member will count as 1/2 member for determining constitutional limits set out in Article V, Section 3. (2/20/98)

(G) A "Seasonal 75" member is a seasonal member with 35 or more years continuous membership in the Hanover Seaside Club and having reached the age of 75. Upon request by the member for transfer to this classification, dues for this member will be 1/2 of the frozen dues upon reaching eligibility. A "Seasonal 75" member will be entitled to all the rights and privileges outlined in Article V, Section 1 (C) and will count as 1/2 member for determining constitutional limits set out in Article V, Section 3. (2/20/98)

(H) A "Regular Honorary Life" membership will be given to a regular member with 40 or more years continuous membership in the Hanover Seaside Club and having reached the age of 80. Upon request by the member for transfer to this classification, dues for this member will be waived upon reaching eligibility and they will not be subject to assessment. A "Regular Honorary Life" member will be entitled to all the rights and privileges outlined in Article V, Section 1 (B) except they may not vote on matters concerning dues or assessment. This classification of member will not count for determining constitutional limits set out in Article V, Section 3. (2/20/98)

(I) A "Seasonal Honorary Life" membership will be given to a seasonal member with 40 or more years continuous membership in the Hanover Seaside Club and having reached the age of 80. Upon request by the member for transfer to this classification, dues for this member will be waived upon reaching eligibility and they will not be subject to assessment. A "Seasonal Honorary Life" member will be entitled to all the rights and privileges outlined in Article V, Section 1 (C). This classification of member will not count for determining constitutional limits set out in Article V, Section 3. (2/20/98)

(J) A "Member Emeritus" is an individual regular or seasonal member who is permanently homebound or living in a care facility and is unable to use the facilities of the Club. This classification does not apply to married couples unless both are permanently unable to use Club facilities. A request for change in status must be made by the member, a near family member (mother, father, son, daughter, brother, sister, niece, or nephew) or legal guardian. Upon Board approval for the member to transfer into this classification, any dues, assessments or other fees will be waived. Regular "Members Emeritus" may not attend meeting nor may they vote. This classification of membership will not count for determining Constitutional limits set in Article V, Section 3. (1/21/17)

### **Section 2.** Application and qualifications for membership.

#### (A) REGULAR MEMBERSHIP

(1) Application for Regular Membership. On recommendation by a member of the Board, a Seasonal Member, who has been a member of this Club for a minimum of five (5) years, may be considered by the Board

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for Regular Membership. A two-thirds (2/3) majority vote of the entire Board of Directors is required to approve each Seasonal Member's change of status to Regular Membership. (2/8/14)

(2) Children of deceased Regular Member. Sons or daughters of deceased Regular Members who were active at the time of death may be admitted to Regular Membership upon the application to and approval by the Board, and upon payment of dues and initiation fees as set out in Article III.

(3) Widow of Regular Member. The widow of a Regular Member may at her option assume Regular Membership. Widows of Regular Members who have heretofore opted for Associate Membership shall, upon ratification of this Constitution, automatically become Regular Members. Widows of Seasonal Members who have heretofore opted for Associate Membership shall, upon ratification of this Constitution, automatically become Seasonal Members.

**Section 3.** Limitation on membership. The membership of Hanover Seaside Club shall not exceed a total of 260 Regular, Regular 70, and Regular 75 Members and 500 Seasonal, Seasonal 70, and Seasonal 75 Members for a maximum total Club membership count of 760 members. (3/10/07) The Board may take in sons and daughters of members in accordance with Article III, Section 6 (1), without regard to these limitations, delaying other new memberships until such time as the constitution limits allow. (2/15/02)

**Section 4.** Member's Family.

(A) Privileges for member's family. Except as may be limited by this Constitution or by the Board, a member's family, as defined below, shall be entitled to the use of all facilities of the Club.

(B) Member's family who qualify.

(1) Widowed mother and/or widowed mother-in-law; widowers also qualify.

(2) Unmarried sons and/or daughters who are under the age of 26. (2/8/14)

(C) Divorce - In the case of an absolute divorce between parties holding membership in the Hanover Seaside Club, the status of the membership shall be determined as follows. (1/27/95)

(1) If one of the parties joined prior to marriage, that party will be allowed to retain the membership in the absence of any court order to the contrary. That party shall be allowed to transfer the membership to his/her former spouse, however, must notify the Board in writing of said transfer within thirty (30) days.

The membership may be transferred in this manner only one (1) time.

(2) If both parties were members of the Club prior to their marriage, they will be allowed to retain the membership they had prior to marriage.

(3) If the parties joined the Club at the same time, they may agree among themselves as to which party will be allowed to retain the membership and shall notify the Board in writing within thirty (30) days of the date of said agreement.

(4) If the parties joined the Club at the same time and cannot agree among themselves as to which party will be allowed to retain the membership, either party may petition the Board and the Board will, after allowing each party to submit written statements with any information which said party deems pertinent, in its sole discretion determine which party will be allowed to retain the membership, which decision will be binding on both parties.

(5) If the issue of membership in the Club is submitted by the parties to a court of competent jurisdiction in any proceeding for an equitable distribution of the parties' marital property, the party to whom the membership is awarded will be deemed to be the member.

## **ARTICLE VI Reserve Fund**

**Section 1.** At least ten percent (10%) of the surplus at the end of the year shall be set aside annually as a reserve fund to be used in any emergency, as declared by the Board, and approved by a majority of the membership present at the Annual Meeting or Special Meeting called for such emergency.

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### **Article VII Parliamentary Rules, Policies, and Procedures**

**Section 1.** The rules contained in *Roberts Rules of Order, Revised*, latest edition, shall govern all meetings of the Hanover Seaside Club in all cases to which they are applicable, and in which they are not inconsistent with the Constitution of this Club. (2/8/14)

**Section 2.** Routine operations of the Hanover Seaside Club shall be governed by a set of written policies and procedures. The detailed text of the various policies and procedures shall be combined into and maintained within one centralized document known as the "Policy Manual". The Policy Manual shall be made available to all members of the Club in a hard copy format (located in the Club Manager's office) and electronic format (maintained on the Club website). New policies and procedures, or amendments to existing policies and procedures, take effect after two readings and majority approval of the Board after each reading. A second reading may be dismissed by unanimous Board consent after the first reading. (2/21/15)