

SMCC By-Laws
(approved by 2/3 vote on March 2011)
Article I
Membership

Section 1. Composition and Classification

Membership in this Club shall include all present members and all persons hereafter elected and qualified as members in accordance with the by-laws. There shall be (6) six classes of membership; Stock, Associate/Intermediate, Non Golf, Life, Junior, and Honorary.

Section 2. Stock Members

(a.) Limitation and Qualification

The number of Stock members shall be limited to 295. Stock members shall include all present Stock members and all persons hereafter elected as Stock members who have acquired a certificate of interest as hereafter set forth.

A business may purchase a Stock member's membership in the name of its company, but it shall have designated only one individual in the firm to use the membership. Only the designated user of the membership shall have the right to vote and hold office.

(b.) Transfer, Transfer Fees

A certificate of interest issued to a Stock member may be transferred on the books of the Club when the holder thereof has offered to resign and such resignation has been accepted in accordance with these by-laws and a transfer fee paid to the Club as herein provided.

(c.) Rights and Privileges

Stock members, and approved members of their families shall be entitled to the privileges of the Club, subject to such rules, regulations and restrictions as the Board of Directors may from time to time fix or adopt.

(d.) Dues and Assessments

Stock members shall be full dues paying members in amounts as the Board of Directors may from time to time recommend, and stock members approve, and be liable for such assessments as shall be levied in accordance with the by-laws.

(e.) Monthly Food Minimums

All members except Honorary members will be responsible for a monthly food minimum.

Section 3. Associate and Intermediate Members

(a.) Limitation and Qualification

Associate and Intermediate Members: At the discretion of the Board of Directors, the Intermediate Member classification may be used to encourage membership with annual installment payments or provide access to the Club while on the waiting list for Stock membership when the Club has full membership. When full Membership exists, the combined Associate and Intermediate member classification shall be limited to (15) fifteen in number. Other than full membership, the Associate Member classification is limited to (10) ten in number.

Associate Members: An Associate Member shall be a member who pays a set amount yearly but not less than one hundred fifty percent 150% of the dues paid by Stock members, as is determined by the Board of Directors. Dues are payable upon acceptance of the application. An Associate Member shall have all the privileges of Stock members except to vote or hold office.

Intermediate Members: An Intermediate Member shall be a member who shall have paid a minimum down payment towards the purchase of a share of stock in the Club. When a share of stock becomes available, it shall be reserved for said Intermediate member but not issued. Any Intermediate member who shall have failed to arrange suitable payment of the balance of the cost of said share, as stipulated by the Board, shall forfeit said down payment. An Intermediate Member shall be deemed a Stock Member and shall receive a stock certificate upon payment in full. Intermediate members are subject to all Assessments.

Section 4. Non-Golf Member Classification

Non-Golf members are entitled to the full use of the Club's dining and recreational facilities as specified in their member classification with the exception of the golf course. Social members and their families may golf or use pool/recreational facilities not specified in their membership only as a guest of a Stock member. The Board of Directors will from time to time regulate the number, fees, and conditions of Non-Golfing membership to these by-laws.

(a.) Social/Dining Member

A Social/Dining member shall be entitled to use all of the Club's dining facilities only.

(b.) Social/Pool Member

A Social/ Pool Member shall be entitled to use the Club's dining facilities and the swimming pool only.

(c.) Business Social

The Business Social Member classification shall entitle the designated holder to use all of the Club's dining facilities. The company holding a Business Social membership may add up to two designated holders at fifty percent (50%) of the standard social dining fee for each designate. Each designated holder will be responsible for a separate monthly food minimum.

Section 5. Honorary Member

An Honorary Member classification shall consist of such persons as shall for signal service or because of unusual considerations be deemed entitled thereto by the Board of Directors and shall be terminable at the will of such Board. No admission fees or dues shall be required to such members. The total of Honorary members shall be limited to ten (10). Members of the family of Honorary members may use the Club facilities only in the company of the Honorary member. Subject to provisions of this section, Honorary membership shall carry with it all the rights and privileges of membership except the right to vote and/or hold office.

Section 6. Junior Members

Junior Members shall be available to any qualified applicant who is between the ages of twenty-one (21) and thirty – four (34), inclusive. If married, eligibility shall be determined by the age of the older spouse. Dues shall be structured at 50% of the corresponding dues for Stock Membership. Junior members shall be entitled to the privileges of a Stock member, but shall not have the right to vote, hold office, or have any voice in the governance of the Club, nor have any right, title or interest in the assets or property of the Club. Upon reaching their 35th birthday, they will be required to purchase the applicable share of stock, which will then afford all rights and privileges associated with Stock Membership. The total number of Junior Members shall be limited to thirty (30).

Section 7. Legacy Program

The Legacy Program shall be available to a son, son-in-law, daughter, daughter-in-law or grandchild of a current Stock member in good standing. Individuals may join the Club with the payment of fifty-percent (50%) of the applicable membership initiation fee for the classification of membership for which said individual would otherwise qualify.

Section 8. Life Member

Any person who shall have been a Stock and Intermediate Member for twenty (20) consecutive years or more, or thirty (30) cumulative years or more, is eligible to be a Life member. Such members shall have all rights and privileges of the Club except the right to vote and hold office. Life Membership will only be granted when the club is at full stock membership except in the case of transferring a share of stock to a son, son-in-law, daughter, or daughter-in-law pursuant to Article V, Section C.

Upon acceptance of a Life Member, the Stock Member shall at that time deliver his/her certificate of stock, duly endorsed as provided below. At this time, they will automatically join and pay dues to the Life Member Association.

The Member, at the time of the deposit of his/her stock as aforesaid, may direct that said stock be sold or transferred pursuant to Article V, Section 5 (c.)

Any such stock of the above Member not disposed of in any authorized manner aforesaid, shall automatically revert to and become the property of the Club. Life members shall pay dues and operating assessments as shall from time to time to be determined by the Board of Directors, but in no event shall they be in a sum greater than fifty percent (50%) of the amount paid by Stock members. Life members becoming eligible after January 1 of any year shall pay dues at the fixed amount above on a prorated basis.

The total number of Life members shall be limited to twenty (20) in number and be awarded on the basis of seniority. In the event of death of a Life Member, the surviving spouse may continue the Life membership if he/she meets all the qualifications.

Section 9. Inactive Status

The Board of Directors may allow a Capital Stock Member to be placed in an inactive status for a period of at least one (1) year upon good cause shown. Inactive status may be renewed annually if requested and approved by the Board of Directors. The members shall submit written notice of his/her desire and cause to the Board together with his/her share of stock. Inactive status shall not interrupt continuous years in qualifying for Life Membership but shall not be counted as years of service for that purpose. The Board of Directors may dispense with the payment of dues during the period of such inactive status or may reduce the dues as it sees fit. The Board will set fees for reinstatement including any assessments imposed while they were inactive and may deny inactive status regardless of grounds or circumstances. Upon accepting Inactive status, the Capital Stock share shall be issued to the next eligible individual. Upon satisfying all reinstatement fees and assessments, a share of stock shall be reissued. If a full membership exists when the Member is ready for reinstatement to active status, they will be given preferential

consideration ahead of persons applying for new membership.

Section 10. Stock Membership Waiting List

When a full membership exists, applications or membership shall be dated upon receipt and a priority list maintained by the Business Manager. Those wishing to be placed on the waiting list, must make deposit (amount as specified by the Board) along with their application. Any son, son-in-law, daughter, or daughter-in-law receiving a share of stock from their parents will automatically assume their membership and become a Stock Member upon acceptance of their application by the Board. The Membership Committee with the approval of the Board shall establish from time to time the criteria for a priority waiting list.

Section 11. Election to Membership.

Candidates for new membership shall file a written application with the Business Office of the Club, signed by the applicant and a Member sponsor. Such application shall be delivered to the Board of Directors. The applicant's name shall be posted in a conspicuous place in the Clubhouse one (1) week prior to the time the vote is to be taken upon the applicant. Two negative votes by Board members shall be sufficient to exclude any applicant. The Business Office shall notify each applicant to the Board's action. The person so elected shall become a member upon complying with the conditions as to fees and dues that may be required by the Board of Directors Election to Membership.

Section 12. Membership Default: Suspension and Expulsion

(a.) Default

A member shall be in default when they fail to pay their bill within twenty (20) days after statements have been mailed or emailed. The Board from time to time will establish a policy for collecting delinquent accounts.

(b.) Suspension

If such dues or other obligations remain unpaid following notification according to Board policy, the Board of Directors may, without further notice, suspend such delinquent members, or take such action as said Board may deem appropriate.

(c.) Member's Conduct –Censure– Probation– Suspension– Expulsion

Any member whose conduct, in the opinion of the Board of Directors, is likely to endanger the welfare, interest, or character of the Club, or whose conduct is in violation of the by-laws or rules and regulations of the Club, shall be cited to appear before the Board of Directors or a Committee appointed therefore who shall investigate such conduct. Should the Board of Directors, after full investigation and after giving such member an opportunity to be heard before such Board of Directors or Committee thereof, determine that the conduct of such member is prejudicial to the best interests of the Club, a resolution may be adopted at a regular or special meeting of such Board to censure, place on probation, suspend or expel such member. Expulsion shall not occur except upon the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors present and voting.

Section 13.

Any unusual or extreme cases which may, in the opinion of the Board, result in injustice or hardship to any member or to the household family of any member may be specially dealt with by the Board at its discretion, with reference to any conditions or limitations of the by-laws.

Article II Management

Section 1. Board of Directors

All authority for the general financial and executive authority of the Club not retained by the Stock members is vested in a Board of Directors. The Board shall have ten (10) voting directors: nine (9) directors elected by the stock members, and the immediate Past President. Each director shall have one (1) vote. The Club Manager shall be a non-voting ex-officio member of the Board.

(a.) Terms of Office

The terms of office of members of the Board shall be three (3) years, except the case a partial term is needed to replace an exiting Board member who has not completed a full term. Newly elected Directors will assume office at the November Board meeting.

(b.) Eligibility

Only Stock members or persons designated by their Business Membership are eligible to be elected to the Board of Directors

(c.) Election of Directors

An election date shall be held no later than the 2nd week in October, where new members shall be elected to the Board to succeed the members whose terms will expire on October 31st. The new directors to fill the vacancies shall be elected by secret ballot from those so nominated. Voting by mail ballot shall be provided.

(d.) Vacancies

Whenever a vacancy shall occur on the Board of Directors, the remaining Directors may fill such vacancy by an election of a Director to serve until the next election, at which time a Director shall be elected for the unexpired portion of such term.

(e.) Director Nomination

The Board shall each year, no later than six (6) weeks before election, hereafter place in nomination no more than two (2) Stock members for each position available. Any other such members may be nominated upon petition endorsed by at least twenty (20) Stock members and being filed with the Secretary at least six (6) weeks before the date of the election. The Secretary shall post the names of all persons nominated upon a conspicuous place in the Clubhouse three (3) weeks prior to the election.

(f.) Elections

The Directors of the club to be elected shall be chosen by a ballot. On or before twenty (20) days prior to the election date of the members of the Club, it shall be the duty of the Secretary to mail or email to each eligible voter a ballot on which shall be printed a copy of this section of the bylaws, instructions to vote for the number of directors to be elected and the names of all candidates for directorship nominated in accordance with the provisions of Section (e) of this Article. All such names shall be arranged alphabetically in one (1) list without distinction as to the method of nomination. With each ballot shall be mailed two (2) envelopes, one of which shall be a plain envelope on which the words "Ballot Only" shall be printed. On the other large envelope shall be printed the words "Secretary" followed by the name and address of the Club, and also there shall be printed in the upper left corner in two lines the name and address of the member. After marking his/her ballot the member voting shall place it in the smaller envelope marked "Ballot Only", seal said envelope, place it in the larger envelope and seal the larger envelope.

g.) Election Tellers

The Board of Directors, at a meeting held prior to October 1, shall appoint three (3) Stock members, or Life members who shall not be members of the Board or officers of the Club, members of the Nominating Committee or candidates for office, who shall serve as tellers of the election. They shall receive from the Secretary at the time the polls close the ballots cast by mail as provided in Section (f) of this Article and add to them those personally deposited by members. In counting the ballots, they shall first open the outer envelopes, checking the signature of the members voting against the list of members authorized to vote, and as soon as the validity of all votes cast by absentee voters shall have been deposited, unopened, in the ballot box. Thereafter, the ballot box shall be opened, the ballots removed from the envelopes, and all ballots counted, Candidates receiving the greater number of votes shall be declared elected. In the event two or more candidates receive an equal number of votes, such tie shall be resolved by lot. The tellers, at the close of the balloting shall report the resulting in writing to the President, who shall thereupon announce the same to the members. A ballot box for the reception of votes shall be maintained at the Clubhouse between the hours of 10:00am and 6:00pm on the date of the election. No other form of ballot other than the one provided by the Secretary shall be used or counted by the tellers of the election. Each member voting, whether by mail or in person, shall place a cross opposite the name of the nominees for whom he/she desires to vote.

(h.) Duties of the Directors

The Board shall control and set policy to govern the affairs of the Club, approve its new members, and take cognizance of all infractions of its by-laws and Rules. The Board may make rules for the governance of the Club and its members, and it shall have all the powers not reserved to members.

Interpretation of the by-laws and Rules.

The Board shall be empowered to make rules and regulations governing the use and operation of the club.

The Board shall authorize an annual audit of the Club's finances and capital assets. The type of audit shall be determined by the Board, and the audit results reported to the members at the annual meeting.

The Board may establish a \$500,000 line of credit to be used for the continued operations of the club. Advances under the line of credit are limited to a maximum outstanding at any time of \$150,000. If the Board deems it necessary to borrow amounts exceeding the \$150,000, it must obtain the prior approval of the Stockholders at the annual meeting or a specially held Stockholders meeting called for that purpose.

Determine fees to be paid by members in such amounts and a such time as they may determine.

Appoint or remove employees as deemed necessary to the good management of the organization.

(i.) Removal from Office

A Board Member may be removed from office by a majority of the votes cast at a special meeting called for that purpose. Voting by absentee ballot shall be provided. Three (3) absences per calendar year at a regularly scheduled Board Meeting may be cause for removal. The Board may appoint any Stock member to fill any vacancy in the Board, resulting from death, removal or resignation, and the appointee shall hold office until the next election, and the newly elected member shall fill the unexpired term.

(j.) Board Meetings

A quorum of the Board shall consist of six (6) members. All directors must vote, unless they have a conflict of interest. No action shall be taken except upon an affirmative vote of four (4) members.

The Board shall hold regular meetings at least once each month at such times and at such places as they shall determine. The board may hold special meetings upon twenty-four (24) hours notice to its members. Notice may be waived. The Board shall keep a record of its proceedings and an abbreviated form of the Board minutes available to the Members.

- (k.) Fiscal Year
The fiscal year shall end on December 31 of each year.

Section 2. Club Officers

The Board shall elect from its number at its November Board meeting by secret ballot a President, Vice President, Treasurer and Secretary. The Board shall have the power without cause to declare vacant any of the elective offices and to elect a new officer to fill the vacancy, or change the membership of any committee, appointed or elected by it, or appointed by the President.

- (a.) Duties of the President
The President shall preside over all meetings of the Membership and of the Board of Directors and shall perform such other duties as the office requires.
- (b.) Duties of the Vice President
The Vice President shall perform the duties of the President in the absence or disability of the President to act, and such other duties as may be designated by the Directors.
- (c.) Duties of the Secretary
The Secretary shall keep the record of the proceedings of all membership and Board meetings and maintain all files, letters and records pertaining to the business of the meetings. The Secretary shall also notify the membership of all annual and special membership meetings. The Secretary shall issue and be responsible for all stock certificates and record all transfers and shall perform all duties of the office as required and/or directed by the Club and Board of Directors.
- (d.) Duties of the Treasurer
The Treasurer shall hold and receive all moneys due and belonging to the Club and shall deposit the same in such banks or other depositories as may be designated by the Board of Directors. The Treasurer may delegate the duties of deposit to the Business Manager or a member of their staff. The Treasurer shall sign in the name of the Club and submit statements thereof when called upon by the President or Board of Directors.
- (e.) Past President
The immediate Past President shall be a member of the Board of Directors for a period of one (1) year after relinquishing the office of President and shall have all rights and responsibilities of a Director as constituted pursuant to Section 1 of this Article.
- (f.) Club Manager
The Board of Directors shall appoint a Club Manager to manage and direct the Club and execute policies established by the Board. The Club Manager shall serve at the pleasure of the Board.

Section 3. Assessments and Dues

No Capital or Operating assessment, or changes in dues on Stock members may be levied by the Board without the approval of a majority of the Stock members present at any annual or special meeting called for that purpose. Absentee ballots and proxies will not be permitted. Capital assessments are collectable from Stock and Intermediate Members.

Section 4. Budgets

Each year at the Annual Meeting, the Board of Directors will present their recommended operating and capital budgets for the ensuing year for approval by a majority of the Stock members present. Absentee ballots and proxies will not be permitted.

Section 5. Club Committees

The President with the approval of the Board, shall at the first meeting after his election, appoint the following Permanent Committees to serve until the following annual meeting and until their successors are appointed. An appointed board member shall chair each committee.

Committees of the club shall be:

- (a.) Greens
(b.) Golf
(c.) House

- (d.) Pool/Youth
- (e.) Membership
- (f.) Financial
- (g.) Long Range Golf Committee
- (h.) Long Range Facilities Committee

Committee chairpersons shall be responsible to the Board and shall be prepared to render oral or written reports as requested by the Board.

The Board may appoint advisory committees for other purposes as the need arises.

Article III Membership Meetings

Section 1. Annual Meetings

There shall be an annual meeting of the Stock members of the club.

- (a.) An annual meeting will be held to review the previous years' fiscal operation and for such other business as may properly come before it. The meeting will be held no later than the second Thursday in March.
- (b.) The annual meeting shall be held at the Clubhouse or such other place as the Board may indicate.
- (c.) Notice of a stockholder meeting shall be emailed or mailed to active stock members at least ten (10) days prior to the date of such meeting.
- (d.) Annual meetings shall be called to order by the President or presiding officer and business conducted in the following order:
 1. Roll Call by Secretary to establish eligibility of those in attendance and to determine if quorum is present.
 2. Reading and approval of minutes of prior meeting minutes
 3. President's Report for the Board of Directors
 4. Financial Report to include the audit of the prior year, projected financial results for the current year, and proposed operating and capital budgets for the ensuing year as recommended by the Board.
 5. Approval of Operating and Capital Budget by Stock members
 6. Old and New Business

Section 2 Special Meetings

The Board of Directors on its own motion may, and on the written request of ten percent (10%) of the Stock members shall call a special meeting of the Club at any time. In the event such special meeting is called, electronic or written notice to all Stock members shall be sent such notice stating the specific purposes for which such special meeting is being called, including a reference to General business before the stockholders.

Section 3. Quorum

Ten percent (10%) of active stock members shall constitute a quorum at all annual or special meetings.

Section 4. Voting Procedure

Balloting on individual motions and other items of business will be conducted according to commonly used parliamentary procedures as determined by the Board of Directors.

Section Proxy and Absentee Ballots

Absentee ballots may be used in the case of the election of Directors. Proxies will not be authorized under any circumstances.

Section 6. Parliamentary Authority

All meetings/proceedings required by the Club by-laws shall be conducted in keeping with parliamentary procedure approved by the Board.

Article IV Golf Carts

Section 1.

- (a.) Type of Carts. All golf cars or carts shall be permitted on the course only pursuant to these by-laws and rules and regulations approved by the Board of Directors.

(b.) On-Course carts. Carts stored in Club buildings and privately owned. A maximum of thirty-six (36) on-course carts will be permitted. Applications will be reserved for all members and vacancies will be filled based on the date of membership application and years of active participation. A Trail (use) fee shall be determined by the Board.

(c.) Off-Course Carts. A member who is the owner of a residence located in Spring Meadows Subdivision, Subdivision #1, #2, #3, or #4, which abuts club property may utilize a privately owned golf cart subject to all rules and regulation set by the Board. A Trail (use) fee shall be determined by the Board.

Section 2. Fee Schedule

The percent of annual increase in Trail fees shall equal the percent increase in cart rental fees.

Section 3. Cart Liability

Liability insurance is required on all individually owned carts and is the responsibility of the owner of said cart.

Article V
Capital Stock

Section 1. Stock Certificate Legend

Each certificate of stock shall bear the following legend: "This share of stock is issued to the owner as a certificate of membership in the Spring Meadows Country Club, Inc. Any sale or transfer of this certificate, and the share of stock represented thereby, and the interest in the same that descends to any representative of a deceased owner, is restricted, governed and controlled by the Charter, by-laws, and rules adopted from time to time by the Club.

Section 2. Entitlement

Every person elected to stock membership shall procure from the Club, or have transferred to him or her in accordance with the rules of the Club, one share of stock. No one other than the Club itself, may own more than one share in the Club stock.

Section 3. Certificate Book

A stock book of the Club shall be kept, and transfer of stock shall be made by the President and Secretary under direction of the Board. No transfer of stock shall be made until all dues and indebtedness to the Club, chargeable against said stock shall have been paid, and no transfer shall be made until the new member purchasing the share of stock has paid the Treasurer of the Club any taxes on such transfer and such transfer fee as shall be fixed by the Board of Directors.

Section 4. Repurchase Priority

Each certificate of stock shall be subject to this provision; namely, that if offered for sale, the Club acting through its Board of Directors shall have the first right and option to purchase such share of stock at any amount not to exceed the equity value of the Club as established by the Board of Directors, less accrued dues, transfer fee, or indebtedness existing against the same. This said right and option shall be exercised as hereinafter provided in Section 5.

Section 5. Certificate Sale or Transfer

Any stock member desiring to resign from the Club or the representative of any deceased member shall sell his share of stock to any person elected to membership, subject, however, to the right and option of the Club to purchase such share as herein before provided in Section 4 of this Article.

(a.) This right and option shall be exercised in the following manner: When any stock member shall desire to resign from the Club or when the representative of any deceased stock member shall desire to sell his share of stock, he shall give written notice of his desire to sell together with his written resignation, and shall deliver them, together with his certificate of stock, endorsed in blank, to the Secretary of the Club. This option of the Club shall then be exercised within thirty (30) days. If the Club does not purchase said share of stock within the time aforesaid, the stock may then be sold to any person who has been fully elected to membership and who has not obtained a certificate of stock, upon such terms and conditions as may be mutually agreed upon, subject to the existing rules and regulations respecting sales and transfer fees of stock.

(b.) The membership of a member shall terminate upon the purchase of his or her stock either by the Club or some person elected to membership, as herein provided, and upon payment to the Club of all dues, transfer fees, and indebtedness which may have accrued against the share of stock.

(c.) A share of stock may be transferred at any time for a transfer fee equivalent to twenty-five percent (25%) of the current stock purchase price(transfer fee plus equity fee), to any son, daughter, son-in-law or daughter-in-law elected as a Stock member as herein provided.

(d.) Membership dues and obligations shall continue until the resignation of the member is accepted and sale of such interest is completed and the certificate of interest is transferred upon the books of the Club. The representative of a deceased member shall within ninety (90) days after the death of said member, deliver the stock to the Club for sale.

(e.) In the event of the death of a shareholder, the share of stock shall be transferred on the books of the club to the person designated by the decedent as their heir without payment of a transfer fee or application of Article I, Section 10 if the transferee is a person approved as a family member under Article 1, Section 2 (d) on or before the date of the stockholder's death.

(f.) The death or expulsion of a stock member shall for the purposes of this section be deemed a resignation. Such transfer fee shall be in the amount fixed by the Board of Directors. The transfer of stock between spouses will be allowed with no transfer fee applicable.

Section 6 Share Liens

The Club shall have a lien upon the stock of each member for all dues and indebtedness of such member. Upon the death, resignation, or expulsion of any member, or upon the Board's ordering the stock of any member sold for nonpayment of dues or other indebtedness, the Club shall at a time in its discretion, notify such member or his personal representative to deliver to the Secretary the share of stock held by such member, properly endorsed for transfer.

Accounts Section 7. Forfeiture

In the event of the failure of any member or his personal representative to deliver his/her stock within thirty (30) days after such notification as provided in Section 6 of this Article, then such stock shall automatically become null and void, and of no force and effect, the Club may issue another share in its place and stead. Any such share and any share delivered to the Secretary as aforesaid in Section 6 of this Article shall thereupon be sold in such manner as may be determined by the Board. Out of the proceeds of such sale the Treasurer shall retain all the dues and indebtedness for which the former owner of the stock was liable at the termination of his membership and the transfer fees and taxes herein before mentioned and shall pay the residue to such former owner or his/her representative, but such payment shall not be made until the old certificate shall be surrendered, duly endorsed, or indemnity provide to protect the Club in the event the certificate has been lost. Upon the sale of the share of stock of any member, he shall cease to be a Member of the club.

Article VI

Section 1.

All indebtedness to the Club shall be itemized and presented to each member at least monthly in a form which may from time to time be prescribed by the Board.

Section 2.

All obligations for due and other indebtedness chargeable against any share of stock shall continue, and the remedies for the enforcement of the same shall exist in full force irrespective of the resignation, suspension, expulsion, or death of the member owning said share until the purchase of said share and the transfer of same to the club or some other person eligible to purchase the same as herein before provided.

Article VII

Amendment and Repeal of By-Laws

Section 1.

Any section of the by-laws may be amended or repealed and sections may be added thereto by a two-thirds (2/3) vote of the voting members present at any annual meeting or special meeting called for that purpose. Provided, however, notice of such proposed repeal or copy of such proposed amendment or addition shall be emailed or mailed to the voting members of the Club and posted on the Club bulletin by the Secretary at least ten (10) days previous to such meeting. The Board of Directors or any twenty (20) voting members may propose changes in the by-laws under this section by filing the same in writing or electronically with the Secretary.

Article VIII

Liquidation

Section 1.

On liquidation of the Club, the assets remaining after discharge of all indebtedness shall be equally divided among all stock members.

Article IX
Indemnification

Section 1.

The Club shall indemnify each member of the Board and each officer of the Club at any time in office, whether prior or subsequent to the adoption of these by-laws, who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact the person is or was director or officer of the Club. Such indemnification shall be against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Club, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Club may, by action of its Board of Directors, provide indemnification of employees and agents to the same or a lesser extent as the foregoing indemnification of directors and officers.

The foregoing right of indemnification shall not preclude any indemnification of any director or officer, or any employee or other person, to which such person may be entitled by law or by virtue of any document or agreement, which may be legally provided or afforded by or under any action by the members and/or directors of the Club. All rights of indemnification shall inure to the benefit of the heirs, executors, and administrators of the person involved.