

## Rolling Hills Country Club Revised By-Laws

### ARTICLE I

#### Section 1:

The name of the corporation shall be ROLLING HILLS COUNTRY CLUB, INC., hereinafter referred to in these By-laws as "the Club".

#### Section 2:

The office of the Club shall be on the Club premises. However, nothing contained herein shall prevent the holding of meetings or the transaction of any business pertinent to the Club at some other place.

#### Section 3: Purpose.

The purpose of the Club is not to make a profit but to establish, own and maintain a social organization with a clubhouse, golf course, and such other recreational and social facilities as may from time to time be determined necessary, expedient, or desirable by the Board of Directors of the Club.

#### Section 4: Fiscal Year.

The fiscal year of the Club shall be the calendar year.

### Article II

#### Section 1: Organization.

The Board of Directors shall consist of nine (9) members.

#### Section 2: Terms.

Each member of the Board of Directors shall serve a three (3) year term. The terms shall be staggered so that three (3) members' terms shall expire each year, and three (3) Directors shall be elected each year.

#### Section 3: Vacancies.

If a vacancy occurs on the Board of Directors, the President shall appoint a successor to fill the vacant term, subject to Board approval.

#### Section 4: Meetings.

The Board of Directors shall hold meetings on the second Monday of each month, unless the Board agrees to a different day. A special meeting of the Board of Directors shall be held whenever called by the President or by any five (5) members of the Board of Directors. Notice of every such meeting shall be given not less than twenty-four (24) hours before the meeting.

Any member in good standing is welcome to all Board Meetings, but may not participate unless the member has asked permission to be put on the agenda ten (10) days prior to the meeting. Any Board Member who fails to appear at the fourth consecutive monthly meeting may be removed and replaced in accordance with section 3.

#### Section 5: Duties.

The management and control of the Club is vested in the Board of Directors, except as otherwise provided herein. The Board shall further be responsible for fiscal administration of the business of the Club. The Board of Directors shall further have exclusive control of, and must approve, all goods and services over Twenty-Five Hundred (\$2,500.00), unless purchase is previously approved by a vote of the board in approval of the Club budget. The Board of Directors is authorized to borrow funds to meet needs of the Club, the aggregate sum of any notes may not exceed Thirty Thousand Dollars (\$30,000.00). Any loan or obligation greater than Thirty Thousand Dollars (\$30,000.00) must be approved by a vote of the membership, unless the transaction is a renewal, refinance or renegotiated terms of a loan or obligation that has previously received express consent of the membership.

#### Section 6: Executive Session.

All personnel matters will be discussed during this time.

### Article III

#### OFFICERS OF THE CLUB

#### Section 1: Club Officers.

The Club officers shall consist of a President, Vice-President, Secretary, and Treasurer. The President, Vice-President, and Treasurer shall be elected from the members of the Board of Directors by the Board of Directors at their first meeting after the election of the new Board of Directors and shall hold their office for one (1) year or until their successors are elected and qualified.

#### Section 2: Secretary.

The Secretary need not be a member of the Board of Directors of the Club. The Secretary will be appointed by the President and approved by the Board of Directors.

#### Section 3: Board of Directors Meetings.

The President or Vice-President or the Board's designated representative shall preside at all membership and Board of Directors meetings.

#### Section 4: Minutes of Board Meetings.

Minutes of Board meetings and monthly financial statements shall be available to membership prior to next scheduled meeting.

#### Section 5: Long Range Planning Committee.

The committee shall consist of five (5) individuals, the Board President, Club Manager, Greens Superintendent and two (2) members in good standing of the Club.

The current Board President shall appoint the members of the committee, subject to Board approval. The appointed members will serve two (2) year terms. Member terms will be staggered by one year to ensure continuity of the planning committee.

A newly appointed member will fill any mid-term vacancy of the committee, and shall serve until the expiration of the vacated member's term.

The committee shall be charged with formulating a three (3) year, Long Range Plan. The committee will formulate an individual plan for each year. The plans are to be updated annually. Any item requiring more than three years to complete will be denoted and summarized as part of the three year long range plan.

Prior to August 1 of each year, the long range planning committee shall submit its proposed three (3) year plan to the Board of Directors for review, approval or modification.

The Long Range plan approved by the board shall be submitted to the general membership at least ten (10) days prior to the annual meeting for approval. A simple majority of those in attendance at the annual meeting shall be required to approve the Long Range plan.

The Long Range planning committee shall have authority to make recommendations concerning maintenance of or improvements to Rolling Hills Country Club equipment, facilities, and golf course.

#### Section 6: Finance Committee.

The committee shall consist of the officers of the Board of Directors or their designees. The committee will be charged with conducting at least two (2) reviews each year. A business review will be held in early December covering the current year summary and a draft budget for the following year. A review of the Club's tax statement will be completed prior to filing. The results of each review will be presented to the Board of Directors at the next scheduled meeting.

#### Section 7: Other Committees.

The President shall appoint at any time, subject to the approval of the Board of Directors, such other committees, especially including, but not limited to, a membership committee, as is deemed in the best interests of the operation of the Club. The size and authority of such committee shall be limited by the discretion and resolution of the Board of Directors. The term of such committees shall not be in excess of one (1) year.

### ARTICLE IV MEETINGS OF THE CLUB

#### Section 1: Annual Meeting.

The annual meeting of the members of the Club shall be held on the last Monday of September of each year. Written notice of the annual meeting, setting forth the time and place, the purpose, and the number of Board of Directors to be elected, shall be provided to each member of the Club at least ten (10) days prior to such meeting. No other matter, other than that described in the written notice, may be voted upon at the annual meeting.

#### Section 2: Special Meetings.

Special meetings of the membership may be called by the approval of a majority of the Board of Directors or by a written request from ten percent (10%) of those members in good standing with the Club who are entitled to vote at annual or special meetings of the Club. The written request is to be delivered to the Board of Directors. Upon receipt of such request and approval of a majority of the Board of Directors, the Board shall set a date for the meeting and provide notice of the meeting in accordance with Section 1 of this Article.

#### Section 3: Order of Business.

The order of business at regular or special meetings, unless otherwise changed by resolution of the Board of Directors, shall be as follows:

1. Roll Call
2. Reading of the Minutes
3. Election of Directors (if necessary)

4. Reports and Communications
5. Unfinished Business
6. New Business
7. Adjournment.

#### Section 4: Voting.

Members may vote at all annual or special meetings of the Club in person. Members may vote for election of members of the Board of Directors by written absentee ballot on forms provided by the Secretary and made available at least ten (10) days prior to the scheduled meeting and returning to the secretary at least one day prior to the scheduled meeting.

### ARTICLE V

#### ELECTION OF NEW BOARD MEMBERS

#### Section 1: Nominating Committee.

It shall be the duty of the President each year by the June Board meeting to appoint a nominating committee, approved by the Board of Directors, of three (3) or more members to nominate a slate of three (3) to five (5) candidates for the Board of Directors. The names of those selected by the nominating committee shall be posted at the Clubhouse, and a copy provided to each member of the club at least ten (ten) days prior to the annual meeting of the members.

Members of the Board of Directors shall not be eligible for appointment to the nominating committee.

#### Section 2: Nomination by Members.

Any member may submit to the Secretary, at least twenty (20) days prior to the annual meeting, a nomination signed by at least ten (10) members in good standing, nominating a person for the Board of Directors. The nomination shall be accompanied by a statement by the person nominated that he or she is willing to serve on the Board of Directors.

#### Section 3: Qualifications.

Any member nominated must be in good standing with the Club. Junior members are not eligible for election to the Board of Directors.

### ARTICLE VI

#### MEMBERSHIP

#### Section 1: Classes.

There shall be two classes of members: Voting Membership (Equity) and Non-Voting Membership (Non-Equity). Any membership, even if it includes more than one individual, shall only be entitled to one vote.

#### Section 2: Voting Memberships.

There are four types of Voting memberships: Family, Single, Associate and Business Memberships.

##### Family Membership

Any member who has been accepted for family membership by the Board of Directors and who has paid the required fees shall have all the rights and privileges of the Club including

golf privileges for all of the member's family. This includes the spouse and any dependent children under the age of twenty-three (23) years living in the household of the member.

#### Single Membership

Any member who has been accepted for single membership by the Board of Directors and who has paid the required fees shall have all the rights and privileges of the Club including golf privileges.

#### Associate Membership

Associate membership is available to any person or married couple ages thirty-five (35) years or younger. For married couples, both individuals must be age thirty-five (35) or younger to be eligible for this membership. Upon acceptance by the Board of Directors and payment of the required fees, all of the associate member's family shall have full privileges of the Club, including golf privileges.

#### Business Membership

A Business membership shall be a sole proprietorship, corporation, or LLC whose membership has been accepted by the Board of Directors and upon payment of the required fees may enjoy all the rights and privileges of the Club. Such membership shall consist of no less than any combination of three (3) memberships. Regardless of the number of memberships contained in any Business membership, they are entitled to one vote as the Business Membership.

### Section 3: Non-Voting Memberships:

Non-Voting memberships are Annual Pass, Junior Annual Pass, and Social Memberships.

#### Annual Pass

Any member who has been accepted for an Annual Pass membership by the Board of Directors and who has paid the required fees shall have all the rights and privileges of the Club including golf privileges. Annual Pass members are required to rent a cart or pay a daily trail fee of ½ the daily cart rate to ride in a privately owned cart.

#### Junior Annual Pass

Any person between the ages of eight (8) and eighteen (18) years at the time of application for membership, who pays the annual fee set by the Board of Directors, and who has been accepted for an Junior Annual Pass membership by the Board of Directors shall have all the rights and privileges of the Club including golf privileges. Junior Annual Pass members are not required to rent a cart and are allowed to walk.

#### Social Membership

Any member who has been accepted for a Social membership by the Board of Directors and who has paid the required fees shall have all the rights and privileges of the Club, save and except golf privileges.

### Section 4: Qualification.

Any person over the age of eighteen (18) years who expresses an interest in the purpose of the Club and applies for membership shall be qualified to become a member. Membership may be limited by the Board of Directors because of limitations of the available recreational facilities, provided, however, that no person shall be denied membership on the basis of color, creed, religion, or national origin.

### Section 5: Inactive Membership.

Any member then in good standing may apply in writing to the Board of Directors for inactive status. If inactive status is approved by the Board of Directors, the inactive member at the time shall give up voting privileges. The Board of Directors is to review all inactive members' status annually. If approved for inactive status, the member's dues will be prorated.

Section 6:

New members may be admitted to membership at any meeting of the Board of Directors.

Section 7:

Membership shall not be assigned or transferred without the approval of the Board of Directors. In the event of the death of a spouse, the membership shall be deemed to be the property of the surviving spouse. In the event of dissolution of marriage, the Board will honor the Court Order awarding ownership of the membership.

ARTICLE VII  
ELECTION OF MEMBERS

Section 1:

Any person who desired to become a member of the Club shall contact a member of the Club staff. The General Manager shall present the applicant's name and membership type at the next meeting of the Board of Directors for approval.

Section 2:

Any member who has resigned and who was a member in good standing at the time for his or her resignation may be re-elected to membership upon his or her re-application.

ARTICLE VIII  
INITIATION FEES AND DUES

Section 1:

The initiation fees for the classes of membership shall be established each year by the Board of Directors. The initiation fee shall be due at the time of the acceptance of the prospective member into the Club by approval of the Board of Directors. The Board of Directors may suspend the initiation fees of any classes for any definite period of time.

Section 2:

The annual dues of the classes of members shall be established each year by the Board of Directors. Dues shall be payable on or before the first day of January of each year. The Board of Directors may provide for payment of dues in installments.

Section 3:

Dues of new members will be prorated on a monthly basis.

Section 4:

A schedule of dues will be posted in the Clubhouse at all times.

Section 5: Trail Fee Definition.

Members may operate a personal cart upon payment of a trail fee. The fee is to be set by the Board of Directors. This entitles only those named on the membership to operate the cart.

ARTICLE IX  
RESIGNATION AND EXPULSION

### Section 1: Resignations.

All resignations of the members shall be made in writing to the Board of Directors, and shall be presented at the next meeting of the Board of Directors. No resignation shall be accepted until all indebtedness to the Club shall be paid in full by the resigning member. No refund of initiation fees shall be made to the resigning member. In the event of death, dues paid in advance may be refunded for the unused portion if requested and provided any other debt to the Club has been paid in full.

### Section 2: Expulsions.

Any member may be expelled for any one or more of the following causes:

1. Failure to pay any dues or other indebtedness owed by the member within thirty (30) days after due.
2. Any infraction of the By-laws or rules of the Club.
3. Any act which is not in the best interest of the Club.

Before expulsion of any offending member, that member shall have the right to appear before the Board of Directors, having first been given ten (10) days' notice in writing of the charges against the member, and to present a defense to the charges made. Any member so expelled shall forfeit all sums previously paid to the Club.

## ARTICLE X AMEMDMENTS

### Section 1:

These By-laws may be amended by a majority vote of the members present at any annual or special meeting of the membership called for such purpose.

## ARTICLE XI QUORUM

### Section 1:

A quorum for any annual or special meeting of the members of the Club shall consist of not less than one-tenth (1/10<sup>th</sup>) of the members in good standing present and qualified to vote at a meeting held after proper notice.

### Section 2:

A quorum for any meeting of the Board of Directors shall be a majority of the qualified members of the Board of Directors.

Added that line to account for budgeted expenses

Removed the Treasurer

Minutes of the Board Meetings and monthly financial statements shall be available to the membership within five (5) working days after any such meeting

The committee shall consist of five (5) members in good standing of Rolling Hills Country Club, plus the Club manager and greens superintendent who shall be members of the committee, but who shall not have a vote with regard to the committee.

The current Board President shall appoint the members of the committee, subject to Board approval. The appointed members shall serve five (5) year terms, except that the terms shall be staggered so that one (1) vacancy occurs each year.

Any vacancy occurring on the committee shall be filled by the current President of the Board of Directors, and the newly –appointed member on the committee shall serve until the expiration of the vacated member’s term.

The committee shall be charged with formulating a five year long plan. The committee shall formulate an individual plan for each year. The plans are to be updated annually.

Prior to August 1 of each year, the long range planning committee shall submit its proposed five year plan to the Board of Directors for review, approval, or modification.

The long range plan approved by the Board shall be submitted to the general membership at least 10 days prior to the annual meeting. A simple majority of those in attendance at the annual meeting shall be required to approve the long range plan.

The long range planning committee shall have the authority to make plans and recommendations which touch and concern all aspects of Rolling Hills Country Club, including , but not limited to, facility improvements, golf course improvements, membership, form of self-government, by-laws, operations, and any other matters related to the operation of Rolling Hills Country Club.

New Committee

Section 6: Other Committees.

Shall be mailed to each member of the Club at the member’s last known place of business or residence, at least ten (10) days prior to such meeting. No other matter, other than that described in the written notice, may be voted upon at the annual meeting.

3. Reports and communications
4. Unfinished Business
5. New Business
6. Election of Directors

, of three (3) or more members to nominate a slate of at least five (5) candidates for the Board of Directors. The names of those selected by the nominating committee shall be posted on the bulletin board of the clubhouse or club office , and a copy shall be mailed to each member of the Club at least ten (10) days before each annual meeting og the members.

Section 1: Classes.

There shall be six (6) classes of members: Family Membership, Social Membership, Single Membership, Business Membership, Junior Membership, and Associate Membership.

Any membership, even if it includes more than one individual, shall only be entitled to one vote.

#### Section 2: Family Membership

Any member who has been accepted for family membership by the Board of Directors and who has paid the required fees shall have all the privileges of the Club including golf privileges for all the member's family. This includes the spouse and dependent children under the age of twenty-three (23) years living in the household of the member.

#### Section 3: Social Membership

Any person whose membership has been accepted by the Board of Directors and upon payment of the required fees for social membership shall have all of the rights and privileges of the Club, save and except golf privileges.

#### Section 4: Single Membership

Any person whose membership has been accepted by the Board of Directors and upon payment of the required fees for single membership shall have all of the rights and privileges of the Club, including golf privileges.

#### Section 5: Business Membership

A business membership shall be a sole proprietorship, partnership, corporation, or LLC whose membership has been accepted by the Board of Directors and upon payment of the required fees may enjoy all the rights and privileges of the club. Such membership shall consist of no less than any combination of three (3) memberships.

#### Section 6: Junior Membership

Any person between the ages of eight (8) and eighteen (18) years at the time of application for membership, who pays an annual fee set by the Board of Directors, and is accepted by the Board of Directors for membership, shall be a junior member. Junior members have golf and swimming privileges, but may not vote.

#### Section 7: Associate Membership

Associate membership is available to any person or married couple ages thirty-five (35) years or younger. For married couples, both individuals must be age thirty-five (35) or younger to be eligible for this membership. Upon acceptance by the Board of Directors and payment of the required fees, all of the associate member's family shall have full privileges of the Club, including golf privileges.

Only change is section number

Any person who desires to become a member of the Club shall present his or her name as a prospective member to the membership committee. The membership committee shall look into the desirability of the applicant as a member and shall present the application for membership and the committee's findings as to the desirability of the applicant to the Board of Directors.

In the event of death, dues paid in advance will be refunded for the unused portion, provided any other debt to the Club has been paid in full.