

By-Laws

Article I NAME AND PURPOSE

- 1.0 The Corporation name of the club is Indian River Golf Club, and it shall operate as Indian River Golf Club, a non-profit Michigan corporation.
- 1.01 The purpose and objective of the club is to operate as a private, social club for the recreational and social benefit of its members.

Article II PROPERTY

- 2.0 The property of the club shall consist of the clubhouse, cart and maintenance barns, the golf course and other property and facilities necessary for its purposes. The Board at its discretion may sell minor assets such as equipment and furnishings. The sale or demolition of major assets such as land or auxiliary buildings requires approval of the majority of certificate members of the club.
- 2.01 The Club will not be responsible for the personal property brought onto the club premises by a member, guest, or visitor.
- 2.02 Property of the Club shall not be loaned or removed from the premises, or be put to other use than that for which it was intended.
- 2.03 Members must pay for all breakage or damage to Club property caused by them, their family members or their guests.
- 2.04 No member or any other person shall have or acquire rights in property assets or holding of the Club, except as provided in the Articles of Incorporation of the Club or these by-laws.

Article III MEMBERSHIP

- 3.0 Members shall be classified as provided herein. Each membership classification as defined shall have the rights, privileges, or obligations given to such classification.
- 3.01 **Certificate Member**
A certificate member shall be at least 21 years of age. This member and spouse, and the member's single sons, daughters, grandsons and granddaughters, under 23 years of age, shall have, subject to club rules and by-laws, all privileges afforded by the club.
Certificate members shall be limited to two hundred fifty (250)

One certificate will be issued to each member who shall be entitled to an interest in ~~all corporate assets~~ the corporation proportionate to the total number of certificate holders at the time the corporation may be divested. Such interest shall be evidenced by a certificate, issuable and transferable in accordance with the by-laws. Upon death of the holder, the certificate will pass to the spouse, son, daughter or estate. No other class of membership shall be entitled to any corporate rights.

3.02 **“Class A” Member**

This section is no longer effective.

3.03 **“Class B” Member – Social**

A class “B” member shall be at least 21 years of age. This member and spouse are subject to the rules and by-laws, with no golfing privileges. These members may not serve on the Board of Directors nor do they have voting rights.

3.04 **“Class I” Member Intermediate**

This member and any spouse covered under the intermediate membership shall be under fifty (50) years of age on January 1st of the billing year. These members may not serve on the Board of Directors nor do they have voting rights. The Intermediate member has the option of converting to Certificate, Class D, Class W or Transitional (if available) within 30 days before reaching their 50th birthday.

3.041 **“Class D” Member**

Three year installment plan. A class “D” member shall be at least 21 years of age, and has entered into an agreement with the Indian River Golf Club to purchase a Certificate membership, over a three year period. The total cost of the Certificate, the initiation fee, plus six (6) percent interest of the certificate cost, shall be paid in three equal installments. The initiation fee shall be charged to the first year payment, and the balance, plus total payments in the second and third year, shall be applied to the certificate cost, less that portion allocated to interest. Failure to complete the purchase of the certificate shall result in the refund of only that amount applicable to the cost of the certificate.

Upon receipt of full payment, the Club shall issue a certificate, and the class “D” membership shall be cancelled.

This class is non-voting membership. A class “D” member shall be entitled to enjoy all golfing and club privileges except the right to vote, serve on the Board of Directors or on a committee.

3.042 **Class “W” Member**

The club shall maintain a waiting list of up to ten applicants for Certificate membership. Those applicants have non-voting status and are not eligible for committees or Board activity. Golf privileges, fees and eligibility for upgrade to full certificate status are determined by the Board.

3.043 **Transitional Member**

A Transitional Member shall be at least 21 years of age on January 1st of the billing year and, under agreement with the club, may continue under the program for up to 5 years. The program allows the member to pay one-fifth of any applicable initiation fee plus one-fifth of the price of the most recently issued certificate shown on club records, in equal annual installments over 5 years. If at the time of the final installment, the least expensive certificate available for purchase shown on Club records is more expensive than the Certificate upon which the installments were based, that difference shall also be paid with the final installment. If such least expensive certificate is less than the certificate upon which the installments were based, the final installment shall be adjusted accordingly, PROVIDED that under no circumstances shall a Transitional Member be entitled to a refund. A Transitional Member may upgrade to Certificate Membership at any time by paying the balance of the remaining installments owing as calculated above, plus any applicable dues and fees. The number of Transitional Memberships shall not exceed 100% of the available Certificate memberships at the time the applicant is approved by the Board of Directors. The Transitional Member may not vote nor serve on the Board.

At the end of the 5 year plan, or at any time during the plan, if the Transitional Member elects neither to continue nor upgrade to Certificate membership, all fees paid are not refundable.

Certificate Membership fees paid may be transferred to a spouse if the spouse elects to upgrade to Certificate Membership.

3.044 **Business Member**

A new or existing Certificate member in good standing may apply to the club for a Business classification. The business identified in this category shall be an ongoing operational company under the laws of the state of Michigan. Within this classification, up to four (4) individuals representing the company may be designated annually by the Certificate member. Each named individual shall be entitled to enjoy all golfing and club privileges except the right to vote, serve on the Board of Directors or on a committee of the Indian River Golf Club. Additionally, the Certificate member granted the Business Membership will be financially responsible for all dues, charges and fees of all “designated members” of his or her Business Membership. The fees, privileges and

responsibilities effecting this classification may be reviewed and updated annually by the Board of Directors.

- 3.05 A **Widow** or **Widower** member is a spouse whose husband or wife held a certificate, Class "A", or Social membership in the club. She or he may elect to maintain this membership. A Widow(erg) member will be entitled to those privileges afforded to the deceased spouse's classification, including the right to vote at membership meetings, provided the Certificate has been transferred to the Widow member. The Widow(er) member shall retain the right to vote so long as he/she retains the Certificate.
- 3.06 **Inactive Member**
On occasion it may become necessary for a W Class, D Class or Certificate member to petition the Board to become an inactive member. If approved, Inactive Member status removes some of the seasonal financial responsibilities of members to the Indian River Golf Club. The request for inactive status may be due to temporary job transfers, disabling illness of the member or the member's spouse, military deployment or other reason which prevents the member from participating in Club activities for a calendar year.
- 3.061 Inactive status shall be granted on a seasonal basis (May to October). A written application for the designation shall be submitted to the Indian River Golf Club Board of Directors on or before May 1st of the year for which the request is made. The request shall include a brief explanation or the special circumstances upon which the request for inactive status is based. The Board shall promptly inform the member, in writing, as to their decision.
- 3.062 All Club privileges, including voting rights are cancelled while on inactive status.
- 3.063 The inactive member will automatically revert back to active status on January 1st of the following year. The member may apply for a second year as an Inactive Member; however, the Board requires that the member follow the same procedure outlined in 3.06 and 3.061 in order to be eligible.
- 3.064 Upon approval as an inactive member, the member's obligation to pay annual dues shall be waived. However, at the discretion of the Board of Directors, a fee not to exceed \$300 in addition to all applicable assessments due that calendar year will be charged to the member to retain membership status. The Club Manager shall notify the member of the Board of Directors decision, and the required fee. Upon receipt of the payment of the inactive status fee, the member shall be declared inactive. If any petitioner chooses to remove his/her membership from inactive status during the season, he/she may do so by paying the difference between what they may have already paid and full golfing dues.

- 3.067 When a member's spouse is housed in a long-term care facility outside the primary residence due to serious illness or disability, that spouse may be declared inactive regardless of whose name the certificate is registered. The Indian River Golf Club Board of Directors recognizes that the other spouse might wish to continue golfing or use of the club socially during this difficult time.

Upon approval of the single member status, the member shall be subject to the dining room minimums for that classification. This special designation is subject to Board approval upon receipt of a letter from the member as outlined in 3.061

- 3.068 When a certificate member is given inactive status based on criteria and procedures in section 3.06 to 3.067, they will have the option of becoming a Social Member for the inactive membership period. This would allow certificate members the opportunity to waive any administrative fees normally charged for the Inactive Status and the member would assume the same privileges and financial obligations commensurate with a Social Membership.

3.07 Classification Changes

A change in membership classification must be requested in writing to the Board of Directors at least thirty (30) days in advance of the desired effective date of such change.

3.08 Other Classes

The Board, in its discretion, may from time to time increase or reduce the number of persons in one or more classes of membership, except that of the Certificate membership. The Board may, in its discretion, establish other classes of membership.

- 3.09 Membership in the Club shall be by application. Persons interested in Club membership may request an application from the club manager or club member. The application must be endorsed by two club members in good standing. All applications will be submitted to the Membership Committee for consideration and review. The Membership Committee will carefully examine all information in reference to each membership application. Before each scheduled Board meeting, the Membership Committee will submit a list of applications to the Board together with its recommendations for action. All proceedings of the Membership Committee and the Board on applications will be secret and confidential. The affirmative vote of the majority of the Board shall be required to admit the proposed member.

- 3.091 If a decision is made to admit an applicant for membership, the President and or Secretary shall notify the individual and shall furnish him with a copy of Club bylaws and rules. Upon the applicant subscribing to them, and purchasing a membership certificate

(if required) and paying the Club the required initiation fees and dues, the applicant shall be entitled to rights and privileges of membership.

3.092 Any person accepted as a member who does not comply with the foregoing requirements within one (1) month from the time of acceptance shall be considered to have declined to become a member.

3.10 Voting Rights

Each certificate holding member shall be entitled to one vote at official Club meetings, either by ballot, in person, or by absentee ballot as described in ARTICLE VI, Section 6.137.

To be eligible to vote, members must have all their obligations on a current status. Delinquent or suspended members may not vote at official Club meetings.

Article IV RESIGNATION, SUSPENSION AND EXPULSION

4.0 A member may resign by delivery of a written notice to the club business office at least 30 days prior to the end of the month when resignation is to become effective. All indebtedness to the Club becomes due and payable upon the member's date of resignation.

4.01 Any member may be suspended or expelled by the Board for non-payment of indebtedness to the Club.

4.02 For any other cause, including, but not limited to, disorderly conduct at the Club, conduct endangering good order, welfare or character of the Club, and being deemed "FINANCIALLY IRRESPONSIBLE", a member may be suspended or expelled, or other appropriate action may be taken by two-thirds vote of the Board. Action taken may include fines or reprimands.

4.03 In the Board's discretion, a hearing may be scheduled to determine a member's suspension or expulsion. Notice of such a hearing will be mailed to the members last recorded address stating the grounds for proposed action at least five days before the hearing. The member has the right to be heard prior to any punitive action.

4.04 The Board shall retain the right to rule on any suspension or expulsion or fine or reprimand.

4.05 During a period of suspension, the member shall continue to be responsible for applicable dues and assessments, but will not have any Club privileges. Any

reinstatement is conditioned on repayment of any indebtedness to the Club prior to reinstatement.

- 4.06 A resigned member may request and be granted reinstatement of his/her membership while on the equity pay-back list, providing the member has paid any applicable fees, dues and assessments.

Article V FEES, DUES, MEMBERSHIP CERTIFICATES, ASSESSMENTS AND PENALTIES

- 5.0 The cost of a Certificate membership, the amount of initiation fees and dues for each Class of Membership shall be fixed by the Board from time to time. The Board shall publish and provide a list of current fees and dues structure.
- 5.01 The Board shall establish dues and fees for other classes of memberships as may be later established.
- 5.011 A resigned member whose certificate remains unsold shall pay an annual golf club maintenance fee to IRGC as determined by the Board. If such fee is not paid within 90 days of invoice, such member shall be subject to expulsion as provided in Article 4 hereof, and upon expulsion, his/her certificate shall be forfeited to the Club without cost to the Club as provided in Section 5.053 hereof. Absent expulsion, any unpaid annual maintenance fees shall be deducted from the maximum refund value of the certificate. .
- 5.02 If the Board authorizes assessments for the purpose of improving, operating or maintaining the Club, such assessments shall not exceed the aggregate of 75% of the total membership's annual dues. All other assessments may be levied only after approval by majority of the voting members either present or by absentee ballot at an annual or special meeting called for the purpose of considering such recommendations by the Board.
- 5.03 Dues, assessments and past due monthly accounts due the Club shall be paid under rules established by the Board of Directors. The Board shall establish overdue dates, penalties and fees consistent with current business practices that will be uniformly applied to all classes of membership. If not paid by the overdue date, the member will be considered delinquent and all member privileges will be suspended. A letter shall be sent to the member by the Treasurer "certified mail return receipt requested" advising said member of the delinquency and suspension of privileges. Any member whose monthly charge account is delinquent three times in a twelve month period and, after

notification by certified mail has failed to pay this delinquency plus penalty, the member shall be deemed financially irresponsible and is subject to suspension and expulsion.

5.031 Any member giving or endorsing a check to the Club which is not paid on presentation will be notified of such non-payment. If the amount is not paid within ten (10) days from the date of notice, the member will be suspended forthwith from all Club privileges. Notice of suspension will last until the check is paid.

5.0311 A second offense within twelve (12) months will result in a fine as determined by the Board. For the third such offense within a twelve (12) month period, a suspension of thirty (30) days will result and until the check is paid will be deemed FINANCIALLY IRRESPONSIBLE and subject to suspension or expulsion.

5.04 MEMBERSHIP CERTIFICATES

All right, title and interest in the corporation shall be vested in certificates, not to exceed two hundred fifty (250). One certificate shall be issued to a member. The owner will be entitled to an interest in the Corporation proportional to the number of certificates issued.

5.05 TRANSFER OF CERTIFICATES

The certificate of membership in the Corporation shall be transferred only as follows:

5.051 Certificates of membership may be sold, given or transferred only to qualified persons pursuant to Club by-laws and Articles of Incorporation, except that the Corporation in every case shall have first right and option to purchase the certificate at an agreed price. All transfers and or sales of certificates shall be executed and processed through the Corporation.

5.052 A certificate may be transferred on the books of the Corporation when the holder has offered his/her resignation, paid any imposed transfer fee to the Corporation, and in accordance with these by-laws the Board has accepted the resignation. After such transfer, the Corporation shall issue a new certificate to the transferee. No transfer fee shall be paid when the certificate passes to the spouse, son or daughter (21 or older), whether due to the death of a member, or other reason

5.053 If a membership is terminated due to expulsion, a certificate-holding member must without delay, forfeit his certificate to the Corporation without cost to the Corporation. The fact that a membership in the Corporation terminates as herein provided shall in no way limit the promise, agreement or obligation of such member to pay any debt, dues, assessments or fines under the Club by-laws or rules and regulations which are due and payable prior to the date of membership termination.

- 5.054 The maximum refund value of a certificate shall be the original cost to the certificate holder, plus fifty percent of the amount by which the sale price exceeds the original cost. No refunds shall be made until the corporation has resold the surrendered certificate, unless directed by the Board of Directors. The Treasurer shall maintain a list of applications for refund in chronological order.
- 5.055 A resigned certificate member or any heir to a certificate may transfer same at any value they desire, provided such transfer is made in accordance with the Club by-laws.
- 5.06 If any Club facilities are unavailable for membership use due to fire, casualty, or other similar occurrence beyond the Club's control, the membership will continue to be liable for regular payment of all dues.
- 5.07 CAPITAL EXPENDITURE LIMITATION
Any capital expenditure exceeding 75% of the current total annual dues for certificate members shall require approval by a majority vote of members if a quorum is present at an annual or special meeting called for that purpose. Such approval shall also include approval of a proposed financing plan.

Article VI GOVERNMENT & MANAGEMENT

6.000 BOARD OF DIRECTORS

The governments and general management of the Club shall be vested in a Board consisting of nine (9) elected members including four offices, namely: A President, Vice-President, Secretary, and Treasurer. All Board members shall be Certificate members, or a Certificate member's spouse in good standing. The term of office for a Director shall be three years with staggered classes so that three Directors will be elected each year, notwithstanding election of a resigned Director. The Board shall meet at least once a month during the time the Club is open for business, or at the discretion of the Board. Decisions of the Board will be final in all matters, unless otherwise provided in the by-laws or Articles of Incorporation. At each regular meeting of the Board, the Board shall designate the date, time and location of the next regular Board meeting. The Board shall have general control over all officers and committees and shall have full power and authority to do any and all things that are proper to be done by the Club, except as provided herein or in the Articles of Incorporation. No elected officer or Board member may receive any remuneration or profit in any way for his official services.

Notwithstanding the provision above, if a board member has been elected to serve as President for the first time in the last year of his/her second consecutive three-year term as Director, that person shall be eligible to be elected by the membership for an

additional one-year as Director, and if so elected shall be eligible to serve a second consecutive year as President.

6.01 There shall be no proxy voting at any Board meeting.

6.010 RULES AND QUORUM

The Board may adopt such rules and regulations for the conduct of their meetings and general management of the Club as they deem proper. A quorum for conducting any business is five (5) Board members. The Board may authorize committees of the Club as may be helpful in the transaction of business of the Club.

6.020 PRESIDENT

It shall be the duty of the President to preside at all meetings of the Board and Club membership. He/She shall, with the Secretary, sign all obligations, contracts, deeds, mortgages, promissory notes, certificates for membership, and other instruments, unless otherwise provided by the Board. The President, with approval of the Board, shall designate from members of the Board, Chairmen for various committees authorized by the Board. The committee Chairman shall appoint the committee members subject to Board approval.

The President may request the Board to authorize an Executive Committee for a specific purpose as defined by the Board and have power to transact this business between meetings of the Board. It is the responsibility of the Board to oversee the activities and impose any limitations, including expiration date of Executive Committee activities.

The specific purpose of this Committee shall be interpreted as relating to interpretation of policy, rights and privileges of members, oversight over Club finances and operation of club facilities. The appointment of the Committee shall not be interpreted as a "carte blanche" transfer of responsibility from the Board. Neither does it revoke the responsibility from any committee or committee Chairperson for the oversight over their area of responsibility. The executive committee shall advise and consult with the Chairperson of a committee whenever matter arises which falls within the purview of that committee.

6.030 VICE-PRESIDENT

In the absence of the President, or if he/she is unable to perform, the Vice-President shall perform his/her duties. In the case of vacancy in the Presidency, the Vice-President shall perform the duties of the President until his/her successor has been appointed and designated by the Board as provided herein.

6.040 SECRETARY

It shall be the duty of the Secretary to keep a record of proceedings of the Club and, with the President, to sign all obligations, contracts, deeds, mortgages, promissory notes and other instruments, to prepare and issue proper notices, of all Board and Annual or Special membership meetings, to ensure official files are properly maintained in good order, and to discharge such other duties as may be entrusted to the Secretary of the Board. The Secretary may delegate such of his / her responsibilities to the General Manager as the Board may approve.

6.050 TREASURER

The Treasurer shall be responsible for proper receipt, deposit and disbursement of Club money, for oversight of all required accounting records of the Club, and may delegate to the General Manager such of these responsibilities as necessary, all subject to Board approval. All club records are subject to inspection by members of the Board.

6.060 PAST PRESIDENT

The immediate past President of the Club shall, upon retiring from the Board, serve as an ex-officio member. He shall serve as an ex-officio member until the next Past President retires from the board. As an ex-officio member, he may participate in all deliberations of the Board, but shall not vote nor exercise any official executive authority.

6.070 VACANCIES

In the case of a vacancy of an officer or other Board member, the Board shall fill the vacancy by appointment. The appointment shall be for the time period remaining until the next annual meeting, at which time any vacancy for which the unexpired term remains shall be filled by election.

6.080 STANDING COMMITTEES

Committees are established to carry out the policies of the Board and to recommend policy revisions when necessary. No committee shall incur any financial obligations beyond budget without the consent of the Board. The President shall appoint, with Board approval, Chairmen of the following standing committees except Nominating and Finance:

1. Architectural Standards and Restrictions Representative to LMLE
2. Finance & Budget
3. Green & Grounds
4. House
5. Long-Range Planning
6. Membership/Marketing
7. Nominating
8. Social

9. Tournament & Golf

10. By-Laws

In addition, the Board may establish other committees it may feel are necessary to manage the Club.

6.081 FINANCE & BUDGET COMMITTEE

The committee shall consist of at least five (5) Certificate members and chaired by the Treasurer. The General Manager and President shall be a member, and the immediate past President an ex-officio member. It shall, subject to Board approval, consolidate all budget requests covering all Club operations and present a tentative annual budget no later than September 15th of each year. The Manager and all standing committees shall present their own proposed budgets to this committee. All proposals for major capital expenditures must be submitted to this committee for approval and recommendation.

6.082 NOMINATING COMMITTEE

The Nominating Committee's functions are described in Article VI, Section 6.13

6.083 GREENS & GROUNDS

This committee shall be composed of three or more Certificate members and chaired by a Board Member. It shall be the duty of this committee, in coordination with the General Manager and Golf Course Superintendent, to oversee the maintenance, modification, improvement and repairs of the golf course, maintenance buildings and golf cart storage buildings. Prior to a final decision of the board to purchase any golf course maintenance equipment, the Green & Grounds committee should expect to review the proposal and forward any recommendation to the board for consideration. The Golf Course Superintendent shall report to and be responsible to the General Manager for the conduct of his or her operations.

6.084 TOURNAMENT & GOLF

The Tournament & GOLF committee shall be chaired by a Board member and consist of the men's and ladies' golf leagues, President's Cup and other member tournaments as determined by this committee. It shall, subject to Board approval, have charge of all Club and public tournaments and golf events. It will make recommendations to the board concerning rules of play, conduct of players and course scheduling.

6.085 HOUSE COMMITTEE

The House committee shall be chaired by a Board member and have at least three (3) additional members. It shall, subject to Board approval, and coordination with the General Manager, be responsible for developing operational programs for the facilities, including kitchen and dining rooms and for Clubhouse interiors, exterior, furnishings, equipment, decorating, and general operations of the clubhouse. It shall be the duty of

the committee to recommend and submit rules and regulations concerning the use of the clubhouse to the Board for action.

6.087 LONG-RANGE PLANNING COMMITTEE

The Long-Range Planning committee shall have a Board member chairman and at least five (5) or more Certificate holding members. The immediate past President and Treasurer shall be members of this committee, provided they are Certificate holders in good standing. Each year it shall establish a reasonably complete five-year development plan for the Club and its facilities, including all improvements and replacements it may deem appropriate, which have an estimated cost of more than five thousand (\$5,000.00) dollars. The plan should be prioritized and all items scheduled for completion, including estimated costs for each.

6.088 MEMBERSHIP/ MARKETING COMMITTEE

The Membership committee shall be chaired by a Certificate member and have three (3) or more members. It shall make proper investigation of applications for membership and regularly report its findings to the Board.

6.089 SOCIAL COMMITTEE

The Social committee shall be chaired by a Certificate member or a Certificate member's spouse and have five (5) or more members, not restricted to Certificate members. It shall develop, organize and, in conjunction with the Club Manager, coordinate scheduling social activities of the Club. When requested, this committee may assist other club organizations or groups to plan and coordinate other activities.

6.090 GENERAL MANAGER

"The General Manager shall manage the affairs of the Club and hire, supervise, evaluate and discharge all club employees, other than those under the supervision of the Golf Course superintendent, subject to Board approval." The President will exercise supervisory authority over the General Manager. The General Manager will provide budgetary information to affected committees for budget preparation. He/she shall be authorized to incur expenses in accordance with the approved budgets, or as approved by the Board. He/she shall attend all Board meetings and be an ex-officio member of all committees and a member of the Budget & Finance committee. He/she shall present reports of work and affairs of the club to the President, Board and Membership meetings, as requested by the President.

6.091 INDEMNIFICATION OF OFFICERS AND DIRECTORS AND VOLUNTEERS

The corporation hereby assumes all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if all of the following are met. (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (2) the volunteer was acting in good faith; (3) the volunteer's conduct

did not amount to gross negligent or willful and wanton misconduct; (4) the volunteer conduct was not an intentional tort; and (5) the volunteers conduct was not a tort arising out of the ownership , maintenance, or use of a motor vehicle for which tort of liability maybe imposed under the Michigan Insurance Code of 1956 as amended.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize further elimination or limitation of the liability of Directors, Officers, or Volunteers of Nonprofit Corporations, then the liability of a Director, Officer or Volunteer of the Corporation (in addition to the limitation , elimination, and assumption of personal liability contained herein) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended.

6.100 ANNUAL MEETING

The Annual meeting of Club members shall be held at the Club, or within five (5) miles thereof, in the month of August. Notice of such meeting will be provided to all voting members in accordance with provision in Article VI, Section 6.140. The election of Board members for the subsequent year and any other business brought before the meeting will be conducted at the Annual meeting. Members present who are entitled to vote, together with the authorized absentee ballots, shall constitute a quorum. In order to take action on any business before the membership, a majority vote of a quorum shall be required, except when member assessments are the issue in question which shall require two thirds of a quorum to pass. Each voting member shall have voting rights as defined in Section 3.10.

6.110 SPECIAL MEMBER MEETINGS

Special meetings of Club members may be called by the Board upon giving at least fifteen (15) days written notice to the members, which notice shall specify the purpose of the meeting. Further, the Board shall call a special meeting of the club membership upon written request of at least fifty (50) voting members.

6.111 MEMBER ACTION BY BALLOT. Any action the members are required or permitted to take at a special meeting may be taken without a meeting if the Club provides a ballot to each member that is entitled to vote on the action in the manner provided in these bylaws for providing notice of meetings to members. The ballot shall set forth each proposed action and specify a time by which the Club must receive the ballot in order to be counted, which shall not be less than 20 nor more than 90 days after the ballot has been provided to the member. An action is considered approved by the members by ballot if the total number of members voting or if the total number of votes cast in the ballots received by the Club by the time specified equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the

action at a meeting at which the number votes cast by members present was the same as the number of votes cast by ballot. An individual ballot marked “abstain” does not constitute a vote cast on that action.

6.112 ACTION WITHOUT A MEETING

Any action the members are required or permitted to take by statute or at an annual or special meeting maybe taken without a meeting, without prior notice and without a vote, if written consents setting forth the action taken, are signed and dated by members or their proxy’s that have not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all members entitled vote on the action were present and voted. The Corporation shall give prompt notice of any action taken without a meeting by less than unanimous consent to those members that did not consent to the action in writing.

An electronic transmission that consents to an action by a member or proxy holder or by a person authorized to act for the member or proxy holder, is deemed written, signed, and dated if the electronic transmission is delivered with information from which the Corporation can determine that the electronic transmission was transmitted by the member, proxy holder or authorized person and the date of the electronic transmission was transmitted. The date of transmission shall be deemed the date of consent. A consent delivered by electronic transmission is not delivered until it is reproduced in paper form and the form is delivered to a designated officer or agent of the Corporation that has custody of the book in which proceedings of meeting of members are recorded.

6.120 ELECTION OF BOARD MEMBERS

At each annual meeting of the club membership, there shall be elected at least three (3) Board members, whose term shall begin the first day of January of the year following their election. In addition, any Board vacancies for which an unexpired term remains shall also be filled by election. The unexpired term vacancy shall be filled by election of a candidate(s) specifically nominated for the unexpired term.

6.121 Except as provided in Section 6.000, a Board member may serve no more than two consecutive terms.

6.122 No person shall be eligible to serve as an officer in the same office for more than two successive annual terms, except that the Treasurer and Secretary shall be limited only by 6.121.

6.123 The newly elected Directors shall hold an organizational meeting called by the Board which shall take place within seven (7) days following the annual meeting, but no later than the next regularly scheduled Board meeting. The new board elect shall then elect a

President, Vice President, Secretary and Treasurer to serve for a term of one year. The new officers shall assume office effective January 1, of the year following election. Nominees for the office of President shall have served at least one year as a Board member to be eligible for nomination. Although the new Treasurer assumes office effective January 1, the outgoing Treasurer shall be responsible for overseeing the year end closing of the club's books and preparation of the tax return for the previous year.

6.130 THE NOMINATING COMMITTEE

Nominating of Directors: The Board shall each year elect a nominating committee to serve during the following year. The Committee shall be composed of five Certificate holding members or their spouses. The Board shall announce the nominating committee members to the voting membership at the annual meeting. The nominating committee shall elect its own chairperson.

6.131 The Nominating Committee shall prepare a list of nominees for the Board at least thirty-five (35) days prior to each annual meeting. The Nominating Committee shall make a written report to the voting membership of its nominations by posting copies thereof on the club bulletin board. Accompanying the report will be a listing of the then current Board Members, Officers and standing committees of the club. The Nominating Committee shall nominate one or more candidates for each vacancy on the Board.

6.132 The Nominating Committee may nominate no more than one (1) of its own members as a candidate for election.

6.133 Additional nominations may be made by the petition of voting members, addressed to the Chairman of the Nominating Committee, containing the signatures of ten (10) or more voting members and requesting that a particular member(s) be nominated. Further provided that the nominations by all petitions do not exceed the number of vacancies on the Board. Such dated petition(s) must be received by the Chairman of the Nominating Committee at least 28 days prior to the annual meeting and must contain the written consent of each nominee named. Such nominations shall also be posted on the club bulletin board and shall be placed on the ballot.

6.134 The above provisions are the only means by which a nomination for the Board of Directors can be made.

6.135 Election of Directors. The Directors of the club to be elected at the annual meeting shall be chosen by numbered ballot. The Secretary shall at least fourteen (14) days before the annual meeting, mail to each eligible voting member:

- (1) A ballot of all nominees in alphabetical order, and a brief biographical sketch of the candidates

- (2) A list of current Board members and officers in the club
- (3) A list of all standing committees

The member may vote the ballot at the Annual Meeting or return the completed ballot in the randomly numbered envelope. In either case, the ballot shall be returned or submitted in the return envelope, sealed.

- 6.136 Judges of Election: Prior to the annual meeting the Board of Directors shall appoint three judges of election, none of whom shall be members of the Board. The selection of judges of election shall be announced at the annual meeting. The judges of election shall be responsible for ruling on questions concerning the eligibility or right to vote, to count and verify the ballots and determine the results of the election or vote.
- 6.137 Ballot: Each voting member shall place a mark in the box opposite the name of the candidate of his or her choice, but not more than the number of vacancies, and only the name(s) so indicated shall be counted by the judges of election. The secretary shall collect all ballots and deliver them to the election judges for verification of count. The secretary shall announce the results of the balloting and results will be officially recorded in the annual meeting minutes. In the case of a tie vote, the Judges of Election shall make the selection by the flip of a coin.
- 6.140 NOTICES
-Annual meetings and special meetings will be announced by e-mail or regular mail to all voting members at their address of record not fewer than fourteen (14) days or more than sixty (60) days prior to the meeting. Board meeting announcements must be posted on the club bulletin board not fewer than (3) days prior to the meeting.

Notwithstanding anything in these Bylaws to the contrary, if a notice is required or permitted by statute or these Bylaws to be given in writing, electronic transmission in a form to which the recipient has consented, constitutes notice.
- 6.160 At the discretion of the President, a Director or member may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.
- 6.170 Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting, if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceedings.
- 6.180 An officer appointed by the Board may be removed with or without cause by vote of the majority of the Board

Article VII MISCELLANEOUS

- 7.0 Roberts Rules of Order shall prevail in all Board, committee, annual or special meetings.
- 7.1 These by-laws shall be subordinate to the Articles of Incorporation when a conflict arises.
- 7.2 All pronouns in these By-laws shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the persons referred to may require.
- 7.3 As provided in the Michigan Nonprofit Corporation Act, the Corporation shall not pay dividends or make distributions of any part of its assets, income or profit to its members, except it may pay compensation in reasonable amounts to members for services rendered to the Corporation.

Article VIII AMENDMENTS

- 8.0 The By-Laws may be amended at any regular or special meeting of the membership providing written notice is given 14 days prior to the regular or called meeting at which the vote is taken. A majority vote of a quorum of members casting their eligible votes shall be sufficient to make changes herein.

DEFINITIONS

The following terms are defined as used in the By-Laws of the Indian River Golf Club.

Term of office: A “term” is that period during which a person is elected to serve as a member of the Board of Directors. The period during which a person is appointed to fill a vacancy on the Board shall not constitute a “term” under this definition. See By-Law sections 6.000, 6.070, 6.121, 6.122

Good Standing: The phrase “Good Standing” is used to describe the status of a member. For purposes of the Club, “a member in good standing” is one who is current (not delinquent) in dues, assessments or any other financial obligation to the club, and not under suspension for any cause.

General Manager-Club Manager: The titles “General Manager” and “Club Manager” as found in the By-Laws are used interchangeably.