

BY-LAWS  
CADILLAC COUNTRY CLUB

ARTICLE I.

SECTION 1 NAME

The name of the corporation shall be the “Cadillac Country Club” and is referred to in these By-Laws as the Club.

SECTION 2. LOCATION

The office of the Club shall be located in Cadillac, Michigan, but nothing contained in these By-Laws shall prevent the holding of meeting or the transaction of any business pertinent to this Club at some other place. The Post Office address of the Club shall be Cadillac, Michigan.

SECTION 3. OBJECT

The purpose for which the Club is formed is not to make a profit, but to own, establish, and maintain a social organization with a Clubhouse, Golf Course, and other recreational facilities as may from time to time be deemed desirable by the Board of Directors of the Club, and by and in the interest of the Club members.

SECTION 4. FISCAL YEAR

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

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. ORGANIZATION

- A. The entire management of the Club, its affairs, properties, and asset are vested in a Board of Directors, consisting of seven members of the Club, elected as provided in Article V, Section 1, subject to the mandates of the voting members at the Annual Meeting, Annual Election Meeting, or at any special meeting called for the purpose of acting upon the affairs of the corporation.
- B. The Board of Directors will hereinafter be referred to as the Board.

SECTION 2. POWERS

- A. All decisions of the Board shall be by majority vote of the Directors present except where otherwise specified. A quorum shall consist of four of the seven regular members.

B. In addition to any and all powers conferred upon the Board by law, and by the Articles of Incorporation, these By-Laws, without in any manner limiting or modifying any such powers, grant to the Board the following authority:

1. To establish the terms and conditions upon which a person may be accepted to membership, to examine the qualifications of each applicant for membership, with authority to accept or reject any such membership application.
2. To investigate charges made against any member with full and final authority to reprimand, suspend, or expel any members in accordance with Article VII, Section 9. A member may be privately disciplined for cause upon the affirmative vote of two-thirds of the Board, but public reprimands, suspension, or expulsion shall require the affirmative vote of six of the seven Directors.
3. To elect from its members a President, Vice-President and other officers as deemed necessary at the Annual Board Meeting as prescribed in Article VI, Section 4, or at such other times as a vacancy may occur. The Board may appoint a person or persons to serve as Secretary and Treasurer.
4. To authorize the President to appoint standing and other Committees as are necessary for the proper management of the Club.
5. To determine fees and annual dues in accordance with Article VII, Section 7.
6. To make or amend Club Rules, as prescribed in Article VIII, and provide penalties for infractions.
7. To employ a Pro and/or Manager for the Club and to delegate to the Pro and/or Manager the duties and powers necessary for the proper operation of the Club. And  
  
To employ a Groundskeeper to properly care for Club grounds. And  
  
To employ any other person or persons for any required function or responsibility. And  
  
To enter into employment agreements with any such person or persons as required and to establish the scope of responsibilities of each and any position. And  
  
To establish rates of compensation and any other benefits of employment as required. And  
  
To determine all conditions of employment in accordance with all applicable government regulations.
8. To remove a Director from the Board for cause upon the affirmative vote of six of the seven Directors.

9. To appoint a new member to the Board should a vacancy occur for any reason. The term of a person thus appointed shall be the same as that of the Board member who is replaced.
  10. To direct the President to call special meetings of the Club in accordance with Article VI, Section 3.
  11. To employ at any time one or more Certified Public Accountants, not necessarily members of the Club, to audit the books of the Club or the records (pertaining to the Club) of any officer, employee, committee, or agent thereof.
  12. To provide, at its direction, compensation for any of the officers or agents of the Club.
- C. Neither the officers nor the Board of Directors shall have power unless authorized by the active members and in accordance with provisions established in Article IV, Section 3. To make the Club liable for any debt or debts other than the ordinary operating expenses of the Club, beyond the amount of money which shall, at the time of contracting such debt, or debts, be in the treasury and not needed for the discharge of prior debts or liabilities then existing.
- D. Any member of the Board of Directors who shall fail to attend three (3) consecutive regular meetings of the Board shall cease to be a member of the Board except under circumstances deemed extraordinary by the Board of Directors.

### ARTICLE III. OFFICERS

#### SECTION 1. TITLES

The officers of the Club shall be a President, a Vice-President, a Secretary and a Treasurer, elected as prescribed in Article II. Section 2, Paragraph B-3.

#### SECTION 2. DUTIES OF PRESIDENT

- A. The President shall be the Chief Executive Officer of the corporation, performing any and all legal duties under the Articles of Incorporation and incident to the corporate office of President.
- B. The President shall preside at all meetings of the Club and of the Board of Directors.
- C. The President shall call special meetings of the members of the Club as provided in Article VI, Section 3.
- D. The President shall enforce all rules and regulations of the Club.
- E. The President shall appoint all committees, appoint the Chairman of such committees, fill any vacancies on such committees and serve, ex-officio, on all committees.

- F. The President shall be responsible for the general supervision and control of the Club and its management.

### SECTION 3. DUTIES OF VICE-PRESIDENT

In the absence of the President, the Vice-President shall perform all the duties of the President; and if the office of President should become vacant, the Vice-President shall hold the office of President until the next meeting of the Board when an election for the offices of President and Vice-President shall be held.

### SECTION 4. DUTIES OF SECRETARY

- A. The Secretary shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of Secretary.
- B. The Secretary shall have custody of the Corporate Seal.
- C. The Secretary shall be responsible for all official correspondence of the Club and shall see that all such correspondence is properly preserved until disposed of by the Board
- D. The Secretary shall issue notices of all meetings of the members of the Board and shall keep the minutes and records thereof.
- E. The Secretary shall perform all other duties as assigned by the Board.

### SECTION 5. DUTIES OF TREASURER

- A. The Treasurer shall perform any and all legal duties under the Articles of Incorporation and incident to the office of Treasurer.
- B. The Treasurer shall sign or countersign on behalf of the Club all instruments as required of the Treasurer or as authorized by the Board.
- C. The Treasurer shall collect all fees, dues and assessments from the members and shall advise all members of any delinquency.
- D. The Treasurer shall have custody of all Club funds and shall deposit such funds as designated by the Board.
- E. The Treasurer shall disburse Club funds as authorized by the Board and shall keep complete and accurate records in accordance with a system satisfactory to the Board.
- F. The Treasurer shall submit to the Board monthly complete information as to the financial condition of the Club; and at the Annual Meeting the Treasurer shall submit to the members a complete and comprehensive statement of the financial condition of the Club.
- G. The Treasurer shall be bonded at the expense of the Club in the amount determined by the Board.

- H. The Treasurer shall perform all other duties as assigned by the Board.

## ARTICLE IV. COMMITTEES

### SECTION 1. FORMATION AND GENERAL RULES

- A. Standing committees and other committees shall be appointed by the President in accordance with Article III, Section 2, Paragraph E.
- B. Each committee shall be composed of as many members or Directors, or both, as the Board may determine. Committee appointments may be for one year or less at the discretion of the Board.
- C. No committee shall have the right to obligate the Club in any way or in any sum in excess of the specific budgeted amount established for its use by the Board.
- D. All committees shall report on their activities to the Board whenever requested and are at all times under the direct supervision and control of the Board, having only such authority as is specifically defined herein and may be delegated to them by the Board.

### SECTION 2. STANDING COMMITTEES

The Standing Committees will be as follows: Audit Committee, Finance Committee, Grounds Committee, House Committee, Membership Committee, Social Committee, and Golf Committee.

### SECTION 3 DUTIES AND RESPONSIBILITIES

- A. The Audit Committee shall consist of two members, and shall audit the records of the Club and report at the Annual Meeting.
- B. The Finance Committee of three members, two of whom shall constitute a quorum, shall have responsibility for overseeing the financial position of the Club, recommending an annual Club budget based upon the requirements of other committees and the reports of the Audit Committee, and for recommending changes with respect to dues, house accounts and other revenue raising policies.

In the preparation of the annual budget, the Finance Committee will review the report of the Treasurer that is to be submitted to the Annual Meeting (Article III, Section 5, Paragraph F). The budget must be constructed so as to be in strict accordance with the limitations established in Article II, Section 2, Paragraph C. This budget will then be submitted to the Board of Directors for its review and approval. The Directors must, in presenting the budget to the Annual Meeting, assure:

- 1. That the funds are available in the Club treasury to operate within the budget proposed.

2. That any amount required for expenditure of any kind that is not in the account of the Treasurer and unallocated, receive the approval of not less than two-thirds (2/3) of the members voting at said meeting.
  3. That adequate provision is made by the membership to provide for expenditures beyond the funds available as set forth by the incurrence of debt or assessment or otherwise.
- C. The Golf Committee shall consist of the Chairman and at least two members including representatives of the men's and women's golf associations. It shall have charge of all golf activities and formulate local rules in accordance with the U. S. Golf Association and shall enforce all local and U.S.G.A. rules. It shall supervise all golf activities and coordinate them, as necessary with other standing committees.
- D. The Grounds Committee shall consist of the Chairman and at least two members. It shall have charge of all Club facilities and grounds other than the Clubhouse, and shall make recommendations to the Board regarding alternations, additions and repairs to these facilities and grounds.
- E. The House Committee shall consist of the Chairman and at least two members. It shall have charge of the Clubhouse and all of it's facilities and the enforcement of all house rules. It shall make recommendations to the Board regarding alterations, additions or repairs to these facilities.
- F. The Membership Committee shall consist of the Chairman and two members. It shall establish application procedures, with approval of the Board. It shall investigate all applications for membership in accordance with these procedures and report its recommendations to the Board.
- G. The Social Committee shall consist of the Chairman and at least two members. It shall have charge of all social activities of the Club and will coordinate these activities, as needed, with the House Committee, the Women's Association and others as required. It shall furnish and distribute to all members a printed program of all scheduled Club activities and calendar and appoint such other committees as it deems necessary to carry out these functions.

## ARTICLE V. ELECTIONS

### SECTION 1. ELECTION OF DIRECTORS

At each Annual Election Meeting, Directors shall be elected by ballot for a term of three (3) years. The term of office shall start on January 1 of the following year. The physical voting ballots and the electronic voting ballots from the voting software shall be combined and tallied by two (2) tellers appointed by the President.

**DIRECTORS SHALL BE ELECTED ON AN ALTERNATING BASIS OF TWO (2) POSITIONS EVERY OTHER YEAR AND THREE (3) POSITIONS EVERY INBETWEEN YEAR.**

## SECTION 2. ELECTION OF OFFICERS

Officers of the Club shall be elected at the Annual Meeting of the Board in accordance with Article II, Section 2, Paragraph B-3.

## ARTICLE VI. MEETINGS

### SECTION 1. ANNUAL MEETING

The Annual Meeting of the Club shall be held at a place determined by the Board, during the month of May each year, for the presentation of the annual financial report and budget of the Club and for the transaction of other business. Notice of the Annual Meeting together with all reports to be presented at that meeting, shall be mailed/emailed by the Secretary to each member at least ten (10) days but no more than sixty (60) days prior to the meeting.

### SECTION 2. ANNUAL ELECTION MEETING

The Annual Election Meeting of the Club shall be held at a place determined by the Board on the fourth Tuesday of September each year for the election of Directors and for the transaction of other business. Notice of the Annual Election Meeting together with those eligible members who have filed valid nominating petitions and who, therefore, shall appear on the ballot, shall be mailed/emailed by the Secretary at least ten (10) days but no more than forty-five (45) days prior to the meeting. When less than the required number of petitions are filed, nominations may be made from the floor for the remaining position/s only.

### SECTION 3. SPECIAL MEETINGS

Special meetings of the Club shall be called by the President acting on behalf of the Board, or upon the written petition of ten percent (10%) of the voting members filed with the Secretary. Special meetings shall be held at a place and time as determined by the Board. Notice giving the time and place of the meeting and the stating the nature of the business to be transacted, shall be mailed/emailed by the Secretary to all members at least three (3) days prior to the meeting. At such meeting, no other business than that stated may be transacted.

### SECTION 4. ANNUAL BOARD MEETING

The Annual Meeting of the Board shall be held on the second Monday of January each year.

### SECTION 5. REGULAR BOARD MEETINGS

Regular meetings of the Board shall be held at least monthly at a place and time designated by the President.

### SECTION 6. SPECIAL BOARD MEETINGS

Special meetings of the Board shall be held on call of the President, or on written petition of four (4) members of the Board, and shall be held at a time and place designated by the

President. Notice of such special meeting shall be given to each member of the Board, verbally or in writing, at least one (1) day prior to the meeting.

## SECTION 7. VOTING

Each family or single regular member shall be entitled to one vote on all issues which come before the membership at Club meetings. All voting members shall be allowed to vote in person or by proxy at all Club meetings. Proxies may be assigned to any voting member.

All non-stockholding members in good standing are entitled to a collective vote per membership classification on all issues that come before the membership at club meetings.

## SECTION 8. CLUB MEETINGS - QUORUM

A quorum shall consist of fifty-one percent (51%) of the voting members of the Club, represented in person or by proxy. Less than that number may adjourn the meeting to a fixed date and time without further notice.

## SECTION 9. BOARD MEETINGS - QUORUM

A quorum at any meeting of the Board shall consist of four (4) Directors, except in expulsion proceedings when six (6) Directors shall constitute a quorum.

## SECTION 10. ORDER OF BUSINESS AT CLUB MEETINGS

A. The order of business at the Annual Meeting shall be as follows:

1. Call to order
2. Establishment of a quorum
3. Reading and disposition of minutes
4. Reports of officers
5. Election of Directors
6. Old business
7. New business
8. Adjournment

B. The order of business at Special Club Meetings shall be as follows:

1. Call to order
2. Establishment of a quorum
3. Reading and disposition of minutes
4. Special business
5. Adjournment

## SECTION 11. RULES OF ORDER

All Club and Board meeting shall be conducted in accordance with Robert's Rules of Order.



## ARTICLE VII. MEMBERSHIP

### SECTION 1. CLASSES OF MEMBERSHIP

The active membership of the Club shall consist of two (2) classes. The total regular membership shall not exceed 400.

A. Regular Membership

1. Family
2. Single
3. Intermediate
4. Junior

B. Special Membership

1. Social
2. Student
3. Other

### SECTION 2. REGULAR MEMBERSHIP

- A. An applicant for a family or single membership shall be twenty-one (21) years of age or over. All regular family members and all regular single members who are at least twenty-one (21) years of age shall have the right to vote at any Club meetings and shall be eligible to hold any Club office. There shall be one vote per membership.
- B. Regular membership requires the purchase and ownership of the common stock of the Club. The number of shares may be one or more as prescribed by the board of directors. Stock ownership may be joint between husband and wife.
- C. Except as provided in Article VIII, Section 3, Paragraph A, membership in the Club is not transferable.
- D. Ownership of stock shall be dependent upon such stockholder being and remaining a dues paying member of the Club. Any stock held by a stockholder of the Club shall be cancelled and repurchased by the Club for one dollar (\$1) per share if said stockholder fails to continue to be a dues paying member for a minimum consecutive period of one (1) year. In the event of expulsion of any member, the stock of such expelled member shall be forfeited and shall revert to the Club. A refund will be provided, if applicable, for the forfeited stock in an amount equal to that which was paid by the member affected, less any amount of outstanding dues, assessments, fees, expenses and/or other costs as may be determined by the Board.

### SECTION 3. TYPES OF REGULAR MEMBERSHIP

A. Family Membership

A member and spouse and unmarried children under twenty-one (21) years of age and living at home, or unmarried full time college students under age twenty-three (23), or a member of the Armed Forces and unmarried under age twenty-one (21) shall be entitled to all privileges of the Club and the use of all the facilities of the Club.

Upon the death of a member, the surviving spouse shall succeed to ownership of the stock, and through continued payment of dues, may maintain the membership in the Club. An active membership of a deceased, incompetent or resigning member may be transferred to a member of the immediate family (children) of said active member following application to and approval of the Board of Directors.

If the Maximum number of active membership is outstanding, however, the Board may require that the stock be surrendered for which the transferor shall receive the prevailing price of the share as established in accordance with these By-Laws.

#### B. Single Membership

A single member shall be entitled to all privileges of the Club and the use of all the facilities of the Club.

A single member is defined as an unmarried person with no dependent children.

Single membership status shall be granted upon special application to the Board in special circumstances such as where total disability or special dependency situations exist.

#### C. Intermediate Membership.

Intermediate members shall be those persons who, upon attaining membership shall be at least thirty-one (31) years of age and not more than thirty-four (34) years of age at time of application. They may be single or married.

Dues shall be three-fourths (3/4) of a regular family member if married and three-fourths (3/4) of a regular single member if single.

Intermediate members shall be subject to the monthly or annual house account minimum charges and assessments. Intermediate members shall be entitled to enjoy the rights to all facilities and privileges of the Club except voting. Once an Intermediate member reaches the age of thirty-five (35) (If married, the age of the oldest spouse shall prevail) their Intermediate membership shall terminate. They will then automatically convert up to Associate or Regular membership status within their respective membership category and will not be required to pay any additional initiation fees upon conversion. Intermediate members converting to regular membership must purchase stock in accordance with Article VII, Section 2, Paragraph B, at age thirty-five (35) and will there-upon become voting, regular members.

#### D. Junior Membership.

Junior members shall be those persons who, upon attaining membership shall be at least nineteen (19) years of age and not more than thirty (30) years of age at time of application. They may be single or married.

Dues shall be three-fourths (3/4) of an intermediate family member if married and three-fourths (3/4) of an intermediate single member if single.

Junior members shall be subject to the monthly or annual house account minimum charges and assessments. Once a Junior member reaches the age of thirty-one (31) (If married, the age of the oldest spouse shall prevail) their Junior membership shall terminate. They will then automatically convert up to Intermediate membership status within their respective membership category and will not be required to pay any additional initiation fees upon conversion.

### SECTION 4. SPECIAL MEMBERSHIPS

- A. Social Membership - A social member shall be entitled to the use of the Clubhouse facilities only and shall be eligible to participate in all social activities.

- B. Student Membership - Area students within the Club's resident membership boundary, under twenty-one (21) years of age shall, upon payment of the fee established in the annual dues schedule, be entitled to the use of all Club facilities but shall not be permitted to vote or hold office.
- C. Other - Other types of special or limited membership may, under special circumstances, be granted by the Board.

## SECTION 5. INACTIVE STATUS

An active member may apply for periods of inactive status of one (1) seasonal year prior to February 1<sup>st</sup> of each year by letter to the Board of Directors stating the reasons for requesting inactive status. Said seasonal inactive status may be granted by the Board at its discretion upon payment of all assessments occurring during the period of inactive status and payment of an inactive status fee as determined by the Board. An active member on inactive status shall exercise no rights or privileges in the Club during said period but will retain all property share rights. In the event a member remains inactive for more than one (1) year period, without permission of the Board, his certificate of membership shall then automatically be tendered to the Cadillac Country Club in accordance with the provisions of Article VII, Section 2, Paragraph D.

## SECTION 6. EVIDENCE OF MEMBERSHIP

- A. Cards - Evidence of membership in the Club shall consist of a current membership card in such form as prescribed by the Board of Directors.
- B. Membership Stock Certificates.
  - 1. The requirements for ownership of stock of the corporation shall be election to regular membership classification, payment of required stock purchase fee and continued observance of all By-Laws and Club rules. The stock is at all times security for all indebtedness to the Club but cannot be mortgaged, transferred or in any way encumbered by the owner except in accordance with the By-Laws herein. The stock is non-interest bearing and at the option of the member, may be made joint for probate purposes only.
  - 2. The stock certificate shall be in such form as prescribed by the Board of Directors and signed by the President and Secretary and shall contain a notice of nontransferability on the face of the certificates.
  - 3. All stock certificates must be listed in a special certificate registration book held by the Secretary, which shall include along with the number of each certificate, the names of all certificate holders, their address and a place for the listing of redemption, if applicable, and its date.
  - 4. Re-Issue - In the event a certificate should be lost or destroyed, a new certificate may be issued in lieu thereof upon filing of an affidavit and indemnity bond with the Board of Directors.
  - 5. Redemption of Certificate - Should a member choose to discontinue his affiliation with the Club for any reason whatsoever, the member shall deliver his stock certificate/s, properly endorsed as required, to the Secretary for

handling. The Secretary will thereupon determine the amount, if any of unpaid Club charges, assessments and or costs as may be determined from the records and by the Board of Directors. The redemption value of the stock, if any, will be determined by the Board in accordance with the provisions of these By-Laws. The aforementioned charges will be deducted from said value, if applicable, and the balance, if applicable, will be paid to the resigning member. No member submitting his stock for redemption and who has been reimbursed, shall be considered for reinstatement in the Club at any time if, in the opinion of the Board, the resignation and redemption was effected by the member to avoid timely payment of dues, assessments or other charges.

## SECTION 7. DUES AND FEES

- A. Membership fees, annual dues, seasonal membership fees, greens fees, and all other dues and fees shall be as determined annually by the Board of Directors and entered in the minutes of the regular Board of Director's meeting determining said fees. Annual dues and seasonal fees shall become due and payable each year as specified by the Board of Directors. Any members whose dues, fees and/or assessments are not fully paid when due, shall become delinquent and shall not be entitled to exercise any of the rights and privileges of membership until such annual dues, fees and/or assessments shall be paid in full.
- B. The Board of Directors may, however, at any time, reinstate to membership any person who ceases to be a member for non-payment of dues by operation of the foregoing By-Laws, for good cause shown and on such terms as it may deem best and prescribe.
- C. Special assessments may be levied by the Board of Directors or by a two-thirds (2/3) vote of the regular stock members present at any regular or special meeting of the Club. Such assessments may be levied upon all members or classes of membership alike, or in different amounts or upon a different basis depending upon the different classes of membership. Special assessments totaling an amount equal to one (1) month's dues of a Regular Family Member or less, in any one fiscal year, may be levied by the Board of Directors without a vote of the active stockholding members. Special assessments totaling in excess of an amount equal to one (1) months dues of a Regular Family Member in any one fiscal year, so levied by the Board of Directors, shall be effective only upon the two-thirds (2/3) affirmative vote of the regular stock members present at any regular or special meeting of the Club duly called in accordance with the provisions of the By-Laws, provided that a notice of said meeting shall contain a statement that a proposition will be laid before the meeting for the assessment of the members and the amount(s) and purpose(s) of such assessment specified.

## SECTION 8. VALUE OF SHARES

The stock purchase price, of stock shall be set annually by the Board of Directors in advance of the annual meeting subject to approval of two-thirds (2/3) or more of the voting members. A certificate placed for redemption prior to twelve (12) months following purchase shall not be redeemed for more than the purchased amount.

## SECTION 9. EXPULSION

The Board of Directors may suspend or expel any member of the Club for cause deemed sufficient by the Board, by a vote of two-thirds (2/3) of all members of the Board, after such member shall have had notice in writing of the charge made and an opportunity to be heard thereon. Any member so suspended or expelled may appeal the decision of the Board of Directors to the Club, which appeal shall be heard at a special meeting of the Club, which shall be called and held for that purpose. At such special meeting it shall require the affirmative vote of two-thirds (2/3) of the members present to reverse the decision of the Board of Directors and to reinstate such member.

The resignation or expulsion of any member of the Club shall terminate all rights and privileges of membership and ownership in all Club assets.

In order to participate in Club tournaments, one must be a fully paid active member, although the Board of Directors may authorize special event or class tournaments for those persons not eligible.

## ARTICLE VIII. CLUB RULES

### SECTION 1. FORMULATION

Rules governing members, guests, officers, committees and employees shall be formulated by the Board in cooperation with the various standing and other committees.

### SECTION 2. PUBLICATION

Rules shall be posted in conspicuous places by the Secretary.

## ARTICLE IX. COMPLAINTS

REGISTERING COMPLAINTS - Any complaint made by a member regarding the conduct of another member, guest, officer, director, committee member, or employee of the Club, shall be submitted in writing to the Secretary, who shall transmit it to the Board of final disposition.

## ARTICLE X. BY-LAW AMENDMENTS

PROCEDURE FOR AMENDING - These By-Laws may be amended by a two-thirds (2/3) vote of the voting members represented in person or by electronically submitted proxy at any meeting of the Club, provided that the proposed amendment or amendments shall be posted in the Clubhouse at least ten (10) days prior to the meeting at which the amendment or amendments are to be considered, and provided that a copy of each proposed amendment shall have been mailed/emailed to each voting member at the time of posting. These restrictions shall not apply to the amending of a proposed amendment when being acted upon by the Club at its meeting.