

**SEVENTH AMENDED BY-LAWS
CLINTON COUNTRY CLUB – A CORPORATION**

Be it resolved that the following be, and they are hereby adapted as, the by-laws of Clinton Country Club, a corporation, of Clinton, Missouri.

ARTICLE I

Section 1. Purpose. Clinton Country Club, a corporation, is organized and operated for the pleasure and recreation of its members and guests.

Section 2. Organization. Clinton Country Club shall be a for Profit Corporation. Each member may purchase a “Stock Certificate”. Stocks are issued according to the type of membership desired and are available as Full Family Golf, Single Golf, House, Pool and Pickle Ball, and House Only memberships. Such stock is transferable and provides the holder of record with certain rights. Among these rights are: (a). Each stockholder has the right to vote according to the amount of stock held. A Full Family Golf Certificate has eight (8) votes, a Single Golf Certificate has four (4) votes, a House Pool, and Pickle Ball Certificate has two (2) votes, and a House Only Certificate has one (1) vote. (b). In the event that the club should be dissolved stock holders shall have a right to the proceeds of the assets of the club after all obligations have been met. Such proceeds will be allocated based on the amount of stock held. A Full Family Golf Certificate receives eight (8) shares, a Single Golf Certificate four (4) shares, a House, Pool, and Pickle Ball Certificate two (2) shares, and a House Only Certificate one (1) share.

ARTICLE II

Section 1. Board of Directors. The management of this club shall be vested in a Board of Directors, consisting of nine members, including President, Vice-president and Treasurer, to be selected as herein provided.

Section 1. The Board of Directors shall be elected by the membership in October and new board members shall take office in January. Election of officers for the coming year shall take place in December so that they may assume their duties in January. At the first election of the Board of Directors, three members shall be elected for a term of one year, three members for a term of two years, and three members for a term of three years, and thereafter, as their terms expire, three members shall be elected each year for a term of three years.

Section 2. At every election of the Board of Directors of this club, the President shall appoint a nominating committee who shall select the candidates to be voted upon by the membership. Nominations may also be made from the floor. The vote of the active members shall be taken by ballot, and a committee of three shall be appointed by the president to receive and count said ballots and total the votes cast. In determining the results of any election, those members equal to the number to be elected when receiving the highest number of votes shall be declared duly elected. In case of a tie, the Board of Directors shall determine, by lot, which of the candidates having the highest number of votes shall be declared elected.

Section 3. The regular meeting of the Board of Directors shall be held monthly at such hour and place in Henry County, Missouri, as may be designated by the Board of Directors or the President. The President may call special meetings of the Board of Directors at any time or any two members of said Board. Five members of the Board of Directors shall constitute a quorum.

Section 4. The president shall, at the meeting of the Board of Directors after each annual election, by and with the advice and consent of the Board of Directors, appoint such officers and committees from the members as to him may seem desirable: and all such officers and committees or any member thereof may be removed and all vacancies filled at any time by the president with the consent of the Board of

Directors: and any vacancy in the Board of Directors may be filled by the remaining members until the next annual election.

Section 5. The action of the majority of those present at any meeting of the Board of Directors, a quorum being present, shall be considered as the action of the Board except as herein otherwise provided.

Section 6. Any member of the Board of Directors absent from three consecutive regular meetings without permission of the President may, by the Board of Directors, be held to have resigned his/her office.

Section 7. The Board of Directors shall have power:

- (a) To approve all necessary committees;
- (b) To increase or diminish the membership fees and dues and to regulate the classes of membership;
- (c) To make and amend rules for the guidance and government of all committees;
- (d) To fix penalties for the violation of the by-laws and rules of the club, and to enforce the same;
- (e) To remit penalties for offense against by-laws and rules of the club, and to enforce the same;
- (f) To make, alter and amend rules and by-laws and rules of the club, and to enforce the same;
- (g) To make provision for supplies and materials and to contract for whatever may be required in the operation of the club and to make such alterations and improvements to the property or the club as in their discretion are necessary or expedient;
- (h) To appoint delegates to different associations of which the club may be a member;
- (i) To approve the financial statements monthly;
- (j) No entry in the name of the club shall be made in any content unless approved by the Board of Directors; who may, however, delegate their authority in this regard to any committee or officer;
- (k) To classify the membership of the club and make rules governing their duties and privileges and payments of fees and dues; and,
- (l) To do generally any and all things for the good government of the club and the promotion of the purpose thereof.

ARTICLE III **OFFICERS' DUTIES**

Section 1. President. It shall be the duty of the President to preside at all meetings of the Board of Directors and to appoint all committees of the club by and with the advice and consent of the Board of Directors except as hereinafter provided, and generally he shall be the executive authority of said club and shall perform such duties as usually devolve upon such an officer.

Section 2. Vice-President. The Vice-President of this club shall in case of the absence of, inability to act, or death of the President, or refusal to act, perform all the duties and possess all of the authority of the President and shall, in such cases, become the acting President of this club.

Section 3. Secretary. The Secretary of the club shall sign all legal documents, attend to all correspondence, and generally do and perform such duties as devolve upon an office of this character.

Section 4. Treasurer. The Treasurer shall be the custodian of the funds and securities of the club and shall pay out money upon bills or vouchers approved by the Board of Directors. Checks drawn against any club account shall require one of the following signatures: President, Vice-President, Secretary and Treasurer. The Course Superintendent shall also be an authorized signature for the Petty Cash account only.

ARTICLE IV

Section 1. Standing committees of the club shall be:

1. Finance Committee
2. Entertainment Committee
3. Greens Committee
4. House Committee
5. Membership Committee
6. Tournament Committee
7. Pool Committee
8. Real Estate, Road & Sewer Committee

Section 2. Finance Committee. It shall be the duty of the Finance Committee to supervise the financial affairs of the club and shall annually review the accounts of the Treasurer. It shall from time to time report to the Board of Directors the condition of the finances of the club and make such recommendations to the Board from time to time, as it may seem proper.

Section 3. Entertainment committee. The Entertainment Committee shall appoint chairmen and co-chairmen of sub-committees. Said committees to function for a period of two months.

Section 4. Greens Committee. The Greens Committee shall have charge of the entire club grounds, and they shall employ and have charge of all employees of the club (not under the control of the House Committee), the professional (if one is employed), greens keeper, and they shall decide all disputed points in connection with the golf course, and a decision of a majority of the committee shall be final. They shall make all local rules for the golf course.

Section 5. House Committee. The House Committee shall have charge of the club house and other buildings and the furnishings thereof, and shall from time to time make such recommendations to the Board of Directors for new buildings or the alteration of old ones and the furnishing of such buildings as the needs of the club may require, look after repairs to buildings, placing of fire insurance on the property of the club, the upkeep of buildings and furnishings, and fix the prices to be charged members for the service in the club house.

Section 6. Membership Committee. It shall be the duty of the Membership Committee to maintain the membership at a maximum and in the event membership should at any time fall below such maximum, then it shall be the duty of the Membership Committee to devise such means and inaugurate such movements as will induce desirable persons to become members until such maximum has been reached. The Board of Directors shall approve all member applications.

Section 7. Tournament Committee. It shall be the duty of the Tournament Committee to arrange for and carry out all tournaments.

Section 8. Pool Committee. It shall be the duty of the Pool Committee make arrangements for cleaning the pool, cleaning the filter, using, necessary chemicals, hiring life guards, buying and maintaining furniture used at the pool.

Section 9. Unless otherwise provided, all committees shall consist of three members and shall serve for one year and until their successors have been appointed and qualified. Any major expense in excess of the budget of any committee must be approved by the Board of Directors.

ARTICLE V

Section 1. Procedure. The Board of Directors may of its own motion, or on written request of five members, call a special meeting of the club members at any time. One week's notice in writing, stating the object of such special meeting shall be mailed to each member by the secretary, and at such meeting only the subject stated in the call shall be considered. Notice shall also be posted in the club house or at a place designated as the place of official posting for the same period.

Section 2. A quorum for any regular or special meeting of the club shall consist of 10% of the membership.

Section 3. Only members in good standing shall be permitted to vote at any annual or other meeting of the club and no member shall vote by proxy. It shall be the duty of the Secretary to prepare a list of the membership entitled to vote and furnish the same to the committee appointed to receive and count the ballots.

Section 4. All general membership meetings shall be held at such place as the Board of Directors may designate.

Section 5. Voting Rights. Members shall have the following voting privileges;

- Full Family membership – 8 votes
- Single Full membership –4 votes
- Clubhouse, pool and tennis membership – 2 votes
- Clubhouse only membership – 1 vote

ARTICLE VI

Section 1. All resignation of members of the Board of Directors, officers or members shall be made in writing to the Secretary and shall be presented by him/her at the next regular meeting of the Board of Directors.

Section 2. The Board of Directors, at any regular or special meeting, may expel or suspend for cause any member of the club by a 2/3rds vote of the members present at such meeting, but before such suspension or expulsion, the member shall be given twenty (20) days' notice in writing and shall be served with a copy of the charges, and may upon written demand be given a hearing by the Board of Directors.

ARTICLE VII

Section 1. These by-laws may be amended only by majority vote of the members in good standing who respond to a call to vote (per Article V) from the board of Directors. Such amendment shall have first been adopted by the Board of Directors at a regular or special meeting with a majority of those present, provided always that a quorum be present at any such meeting, and provided that notice of the proposed amendments shall have been mailed to each member of the Board of Directors and officially posted at least two (2) weeks before the meeting at which they will be considered.

Should the board fail to submit the issue for vote, a petition signed by 10% (per Section 9) of those club members in standing shall cause the issue to be placed before the membership and shall be approved upon ratification of a majority of those responding to said call for vote.

ARTICLE VIII

Section 1. Membership. Membership for stock holders to this club shall be divided into the following classes;

- (a) Full family membership

- (b) Single full membership
- (c) Club house, pool and pickle ball membership
- (d) Club house only membership

Section 2. Each member shall receive a stock certificate after paying the requisite ownership fee, which certificate shall designate the type of membership acquired. Said certificate may be sold or transferred, but no such transfer shall be made unless and until a fee of \$10.00 for the transfer and issuance of a new certificate has been tendered to the Board of Directors and the transferee approved a member. The Clinton Country Club shall not in any respect be obliged to repurchase any outstanding stock.

Stock certificate fees shall be as follows:

- (a) Full family membership - \$2000.00. Eight shares
- (b) Single full membership - \$1000.00. Four shares
- (c) Clubhouse, pool and pickle ball membership - \$500.00. Two shares.
- (d) Clubhouse only membership - \$250.00. One share

Section 3. All stock certificates issued from and after April 15, 1993 shall be issued only after the full payment of initiation fees as follows;

- (1) Full family membership - \$500.00
- (2) Single full membership - 250.00
- (3) Clubhouse pool and tennis membership - \$125.00
- (4) Clubhouse only membership - \$100.00

Section 4. All members joining after April 15, 1992 shall be required to pay the initiation fee which fee can neither be prorated nor waived without Board of Director approval.

Section 5. Membership is allowed without purchase of a stock certificate. However, no voting privileges are allowed and members who do not own a stock certificate are not eligible to serve on the Board of Directors. Members who do not own a stock certificate are required to pay sales tax on membership dues.

Section 6. Members who join the Clinton Country Club after January 31st of any calendar year shall be allowed the privilege of pro-rating their dues based on the number of months in the remainder of the calendar year during which their privileges shall exist. This is only allowed the first time a member joins, not for any subsequent year, even if membership has lapsed for any number of years.

Section 7. Non-resident members shall pay the same membership fee and annual green fees as active members and shall have the same privileges and be subject to the same restrictions as are the resident members.

Section 8. Original Charter members (those having joined on or before the 14th day of April 1992) may be allowed non-payment of their dues yet keep their stock certificate in good standing annually and membership privileges reinstated upon payment of current dues.

Section 9. A non-charter member may be allowed to go from active to inactive status without jeopardizing their certificate providing that a reinstatement fee be assessed to reactive. Such fee will be 20% (of original initiation fee) per year up to 100% of original initiation fee,

Section 10. Members are allowed to go from active to inactive status for any number of years and may rejoin at any time, as long as all dues, fees, restaurant/bar charges, etc. were paid in full and membership was in good standing for the last active year. Upon rejoining dues, cart shed rent, cart lease or other fees may not be prorated regardless of the date.

Section 11. Dual membership is offered for individuals or families who are full members in good standing with another country club. This is available to persons who have not, during the past five years,

held any CCC golf membership other than a dual membership. Proration of membership dues is not available for dual membership. To take advantage of dual membership rates, the member is responsible for providing a letter from this other country club verifying current membership.

ARTICLE IX

Section 1. Guests. Any person not a resident of Clinton, Missouri, but being a house guest of any member, may have all the privileges of the club for two weeks except that green fees must be paid for playing golf.

Section 2. Dependent members of a family holding a family membership under the age of 21 shall have the privileges of the club subject to such regulations as may be made by the Board of Directors. The privileges of the club granted under this section shall not be granted to anyone over the age of 21 years unless they are members of the military service and/or a full-time student being supported by a member or unless approved by a majority vote of the board of Directors. The age of all members exercising this privilege shall be filed with the Secretary of the club prior thereto. Any special circumstances shall be addressed to the Board of Directors.

Section 3. Members of other golf clubs reciprocating with Clinton Country Club may be admitted as guests when accompanied by a member of this club. The Greens committee may, at its discretion, waive or offer a reduced rate for the payment of greens fees by members of clubs as reciprocating.

Section 4. Members introducing guests must see that such guests are registered in the Guest book, and greens fees must be paid if their guests play golf.

Section 5. Members introducing guests will be held strictly responsible for all debts and damages incurred to the club by their guests; also for all of the bills of members of their own families registered or introduced by them.

Section 6. All guests must register in a Guest Register provided for that purpose.

Section 7. Members shall have the right to local guests upon the following conditions:

- (a) A "local guest" is defined as a non-member of Clinton Country club who lives in Clinton, Missouri, or in the same city, town or village in Henry County, Missouri as non-resident members of this club.
- (b) The maximum number of local guests that any member can invite at any one time is determined by the contract with the existing operators.
- (c) If local guests play golf, green fees must be paid at the current rate.
- (d) If local guests are invited to the Club House only there will be no charge. This sub-section applies to afternoons and/or evenings when no planned club party is in progress.
- (e) Local guests must observe all rules; by-laws and such special rules as may be made to cover the local guest privilege.

ARTICLE X

Members shall have the right to use their personal carts on the golf course with the following conditions:

- (a) Each member who owns a golf cart shall be required to either rent a cart shed or shall be required to remove the golf cart daily from the club premises. Absolutely no golf carts shall be allowed to remain on the premises overnight, except inside the golf cart storage facility.
- (b) Trail fees shall be charged for all carts not housed in the cart shed.
- (c) No carts are allowed on the golf course except those belonging to the club or to members of the club. The exception to this condition is for tournaments, when guests are allowed to bring their own cart.