MAPLE LANE COUNTRY CLUB

Articles of By-Laws

ARTICLE I

Name

The club is organized under the laws of the State of Illinois, as a corporation, not for pecuniary profit. The name of the Club shall be MAPLE LANE COUNTRY CLUB.

ARTICLE II

Purposes

The objects for which the Club is formed are to engage in the sport of golf, and other outdoor sports and social enjoyments, and to acquire and maintain the grounds, Club house and appurtenances necessary to these objects.

ARTICLE III

Government

The property, affairs and business of the Club shall be managed by the Board of Governors, consisting of nine (9) members (designated in the Article of Association as “Directors”), at the time of the adoption of these By-Laws, they holding their offices for the terms for which they were respectively elected, and until their successors are chosen in accordance herewith.

Board of Governors

1. ELECTION. At each annual Election, three (3) members of the Board of Governors shall be elected to hold office for the term of three (3) years. At each Annual Election thereafter, three (3) members shall be elected, for three (3) years, to replace the outgoing class.

2. POWERS OF BOARD OF GOVERNORS. The Board of Governors shall have power:

    A. To appoint such sub-committees as they may from time to time deem necessary, with power to perform the duties assigned to them.

B. To establish, with the consent of the membership, classes or types of memberships and the privileges of each class.

C. To suspend or expel a member for a violation of the regulations and By-Laws, or for any conduct in violation of such regulations and By-Laws, wherever occurring but improper or prejudicial to the Club, by a two-thirds vote of the members of the Board of Governors.

D. To make rules for the transaction of their own business.

E. To direct the expenditure of the funds of the Club for Club purposes, including capital improvements funds of less than $20,000.00 in amount, in accordance with the other provisions of the By-Laws, and to authorize the proper officers to execute contracts and agreements, provided, however, that capital improvement expenditures of an amount greater than $20,000.00 shall not be made without the consent of the membership.

F. To extend the privileges of the Club to visitors and guests, for such periods of time and upon such conditions, as the Board may from time to time determine.

G. The Board shall have the power, whenever the United States is at War, or whenever an emergency in affairs of the United States exists, resulting in the general call of its citizens to the services of the United States, whether as volunteers or by draft legislation, for such periods, and subject to such conditions and rules as the Board may from time to time establish, to remit, suspend, or modify the dues and charges, in respect to members called to service by, or entering the service of, the United States.

H. The Board shall have the power to fill a vacancy occurring in its number from any cause, other than the expiration of a term, by election of a member for the remainder of the unexpired term.

I. To levy a special assessment, not exceeding the current dues for one quarter, and only for the purpose of applying the proceeds thereof to the retirement of operating losses existing at the end of any fiscal year.

No other special assessment of any kind shall be ordered to be paid by the members of the Club, unless by a majority vote of the qualified members at a regular or special meeting thereof, of which the members shall have had notice in writing as herein provided, stating that it is proposed at such meeting to levy an assessment.

3. NOMINATION FOR GOVERNORS NOMINATING COMMITTEE. The Board of Governors shall, at least (8) weeks prior to the annual election, appoint a committee of five (5) members, none of whom shall be a member of the Board, to be known as the nominating committee,

whose duty shall be to nominate and have posted on the bulletin board of the Club, not later than 5:00 o'clock in the afternoon of the second Tuesday in January of each year, a list of five (5) candidates to fill the vacancies to be filled at such time for the office of Governors.

Incumbent members of the Board of Governors, whose terms of office are expiring, are eligible for re-nomination and re-election.

At this first meeting the nominating committee shall organize and elect a Chairman and Secretary from its membership, and adopt such rules of procedure as it shall determine to be necessary. Not less than three (3) members of the committee shall constitute a quorum, and not less than three (3) votes shall be requisite to the nomination of a candidate for the Board of Governors.

After the names of the candidates selected by the nominating committee shall have been posted on the bulletin board, additional candidates may be nominated by three (3%) percent or more of the qualified members of the Club, in good standing and not in arrears, by having the Secretary post on the bulletin board, not later than 5:00 o'clock on the afternoon of the third Tuesday in January of each year, the name of such nominees, over the signatures of the nominating members.

4. ELECTION OF GOVERNORS. The members of the Board of Governors shall be elected by ballot on the day of the annual election, which shall be held on the Club premises, between the hours of 2:00 and 4:00 o'clock p.m., on the last Sunday in January in each year. The three (3) members receiving the highest number of votes shall be considered elected to the places of the three (3) regularly retiring members of the Board.

5. INSPECTORS OF ELECTIONS. The Board of Governors shall appoint not fewer than three (3) inspectors of elections, and they shall receive, canvass and tabulate the votes, reporting thereon promptly after the polls are closed to the President, or in his absence, to the Vice President, who shall then make the official announcement to the members of the Club. The ballots shall be preserved for a period of one week from the date of the annual elections, and shall then be destroyed by the Secretary, unless otherwise ordered by the Board of Governors.

6. VOTING REGULATIONS. Only those qualified members in good standing, and not in arrears, shall be eligible to vote, in person or by proxy. The Board of Governors may by resolution regulate, supervise and control all other details concerned with such elections.

7. MEETINGS OF BOARD OF GOVERNORS. The regular Meeting of the Board of Governors shall be held on such days, at such times and at such places as shall be designated

by said Board during the February Meeting of the Board of Governors; however, said schedule shall be mailed to the members during the month of February of each year.

Special meetings of the Board may be called by the President or two (2) members of the Board. Five (5) members of the Board shall constitute a quorum of the Board, for the transaction of business. When not otherwise required by the By-Laws, a majority of a quorum shall have the power to bind the Board and the Club, in any matter voted upon.

Notice of special meetings of the Board must be given to the members, in writing, at least three (3) days in advance, but in case of an emergency may be given by verbal or telephone notice two (2) hours in advance.

8. REMOVAL OF GOVERNORS FOR ABSENCE. Any member of the Board of Governors who shall be absent from three (3) regular consecutive meetings of the Board, without having been previously excused by the President, or the Board, on written request, and announced at the meeting, shall be considered as having resigned as a member of the Board and shall cease to be a member thereof.

The Secretary shall, immediately following such third consecutive absence, notify such member in writing of his delinquency, quoting this section of the By-Laws, and the President shall, not later than the next regular meeting of the Board, declare a vacancy to exist.

9. FORFEITURE OF CLUB MEMBERSHIP FORFEITS BOARD MEMBERSHIP. Any member of the Board of Governors who forfeits his Club membership, under any provisions of these By-Laws, shall automatically forfeit his membership on the Board of Governors.

ARTICLE IV

Officers and Their Duties

The officers of the Club shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by the Board of Governors, from its members, and who shall hold office for one year, or until their successors shall be elected. The Board of Governors shall fill any vacancy among the officers of the Club.

The officers of the Club shall have such duties as are customarily required by their office, and as are delegated to them by the Board of Governors.

ARTICLE V

Meetings of the Members

1. The annual meeting of the members shall be held in the Club House, or such other place as the Board of Governors may designate, on the last Sunday in January of each year, and the President, Secretary, and Treasurer shall report on the accounts and general business of the Club, and there shall be considered such other business as is properly and necessarily brought before the meeting.

2. A notice of the time and place of each annual meeting shall be mailed/emailed to the membership not less than ten (10) days before such meeting.

3. Special meetings of the members of the Club may be called by two (2) members of the Board of Governors, and shall be called upon written request for ten (10%) percent of the qualified members.

4. Notice of the time and place of each special meeting shall be mailed to the membership, not less than four (4) days before such meeting. Notices of special meetings shall state the purposes of such meetings.

5. All proposals to be discussed and acted upon at the Annual meeting, must be on the agenda approved by seventy-five (75%) percent of a quorum of the board.

6. A qualified member may cast his vote either in person or by proxy. A qualified member may name any other qualified member to be his proxy to cast his vote at any meeting of the members. The proxy may be revoked by the qualified member at any time prior to the time of voting on a particular proposition.

7. Those qualified members present in person or by proxy, at any properly called annual or special meeting shall constitute a quorum, provided, however, that no quorum shall be constituted at any such duly called meeting for the purpose of the transaction of business, unless at least twenty-five (25%) percent of the total qualified members, in good standing and not otherwise required by the By-Laws, a majority of a quorum shall have power to bind the membership and the Club, in any matter voted upon at such meeting.

With the express stipulation, however, that when a properly called annual or special meeting shall be convened for the purposes of purchasing or acquiring real estate, or an interest therein, or for the purpose of selling, leasing, or otherwise disposing of the real estate or improvements thereon owned by the Club, whether for residential, commercial, or whatever purpose, or for the purpose of making capital improvement expenditures of an amount greater than $20,000.00 inasmuch as these stated powers and rights are hereby vested exclusively in the qualified

membership of the Club, with the recommendations of the Board of Governors, a quorum shall not be determined to be constituted for the purpose of transacting the business for which the meeting was called, unless at least twenty-five (25%) percent of the total qualified members, in good standing and not in arrears, are represented in person or by proxy, at such called and convened meeting. When not otherwise required by the By-Laws, a majority of a quorum, determined as herein, shall have power to bind the membership and the Club, in any matter voted upon at such meeting.

ARTICLE VI

Members

1. QUALIFIED MEMBER. Any person, and such person's spouse or significant other of the opposite sex, who has been accepted by the Board as a member, and not a Dependent Member as hereinafter defined, who has paid the required initiation fee and who has not resigned or has been expelled in the manner provided by the By-Laws shall be a qualified member. Corporate Members are allowed as stipulated in Amendment #1.

2. FAMILY PRIVILEGES. A qualified member, his or her spouse, and his or her unmarried children who are less than twenty-three (23) years **of age as of January 1st of the applicable year**, and **who are either full-time students OR serving in the armed services,** are entitled to the privileges of the Club. In such cases, the qualified member shall be responsible for all Club charges incurred by his or her family and the member's name shall be used in obtaining credit.

3. DEPENDENT MEMBERSHIP. Any child of a qualified member who applies for a dependent membership within the required period, and who pays the required initiation fee, and the first installment of the annual dues, shall be issued a Dependent Membership Certificate and shall have all the rights and privileges of a qualified member except the privilege of voting and serving the Board of Governors. At the time such child of a qualified member applies for a dependent membership, his or her name shall be placed on the membership waiting list and as soon as such dependent member's name has attained priority for attaining qualified membership, and has been accepted by the Board, such dependent member shall automatically become a qualified member with voting privileges. There shall be no limit on the number of dependent memberships.

4. APPLICATIONS. Every applicant for membership must make written application on blanks prepared by the Club, and be proposed by two (2) qualified members of the Club, who are not members of the Board of Governors. All applications for membership shall be filed with the Secretary of the Club, and by them submitted to the Board of Governors for approval. The

Board shall promptly proceed with its recommendations concerning the acceptance or rejection for membership of an applicant. The Board of Governors may approve or disapprove such applications by majority vote, and in the event of disapproval the rejected applicant shall be notified of such rejection, and no further action need then be taken.

5. MEMBERSHIP CERTIFICATE. Upon payment of the membership fee and dues, there shall be issued to the member so paying, a Certificate of Membership, in the form and tenor determined by the Board of Governors, numbered and issued in consecutive order, showing the class to which the member has been elected, and such evidence of membership shall be duly signed by the President and Secretary, and sealed with the Corporate Seal of the Club. This membership certificate shall be valid only when held by, and registered in the name of a qualified member of the Club, and shall be subject to the By-Laws then made, or thereafter to be made, and such By-Laws shall be considered as an essential part of the contract and certificate of membership.

6. TRANSFER AND VALUE OF CERTIFICATE. Whenever any qualified member shall desire to sell or dispose of his/her membership certificate, he/she shall properly assign and surrender the name to the Board of Governors, who shall thereafter, in its sole discretion, purchase the certificate and rights to be determined, from time to time, by the Board of Governors, subject, however, to the following:

A. Should the member to whom the certificate has been issued cease to be a member of the Club because of expulsion, failure to pay dues or house accounts, or for any other reason growing out of the fault of the member, the membership certificate shall immediately and by reason thereof become null and void.

B. If the qualified member to whom the certificate has been issued should for any reason resign from the Club and should, at the time resignation is tendered, deposit the certificate with the Secretary of the Club, properly endorsed, the member shall, when the time is disposed of by the Board of Governors, in its sole discretion, shall be entitled to receive an account thereof, and in the manner hereinabove provided, the sum of eighty (80%) percent of the sum for which the certificate is disposed of by the Board of Governors, less such sums, if any, as may be owing to the Club by the resigning qualified member at the time his resignation is accepted.

C. In the case of death of a qualified member to whom the certificate has been issued, then his/her personal representative shall:

1. Deposit the certificate with the Secretary of the Club, within six months after the death of the qualified member to whom the certificate was issued, and if the certificate is deposited, then the personal representative of the estate of the deceased qualified member shall, when the certificate is deposited of, by the Board of Governors, in its sole discretion, be entitled to receive and account thereof, and in the manner hereinabove provided, the sum of eighty (80%) percent of the sum for which the certificate is disposed of by the Board of

Governors, less such sums, if any, as may have been owing to the Club by the deceased member at the time of his death, and still remaining unpaid.

2. Notify the Secretary of the Club within six months of the death of the qualified member of the name of the legatee who is a child or grandchild of the deceased member, to whom said membership was specifically bequeathed, and upon endorsing the certificate of membership showing the transfer of said certificate to the Secretary, together with payment to date of all annual dues and charges of the deceased member, and the specific legatee's supplication for qualified membership, and upon securing approval of the Board, the Secretary shall issue a new certificate of membership to the specific legatee so named in the decedent's Last Will and Testament, providing said legatee is a child or grandchild of the deceased member. However, should the personal representative fail to either deposit the certificate within six months after the death of the qualified member to whom the certificate was issued, or notify the Secretary of the Club within six months of the death of the qualified member, of the name of the legatee to whom said membership was specifically bequeathed, or fail to perform such other duties to perfect either a redemption or a transfer of the certificate of membership or should legatee not be a child or a grandchild of the deceased member, the Board of Governors may, in its discretion, call and redeem such certification of membership may be called and redeemed or transferred, for good cause shown.

D. In case there shall be more than one deposited qualified certificate in the hands of the Secretary of the Club at any one time, such deposited certificates shall be disposed of, as herein provided, in the order in which they were deposited, at the sole discretion of the Board of Governors.

7. LIEN OF CLUB ON CERTIFICATE. The Club shall have a lien on all membership certificates, for any unpaid dues or other indebtedness of the member, and when the dues, or other indebtedness of the member, shall remain unpaid for such period as the Board of Governors shall from time to time determine, the membership may be forfeited by note of the Board of Governors, and thereupon such membership shall be duly forfeited and cancelled. It shall be the duty of any member, upon such a forfeiture and cancellation of his certificate, forthwith to surrender his membership certificate to the Board of Governors.

8. RESIGNATION. Whenever any member shall surrender his certificate of membership, and shall resign as a member, for whatever reason, his future dues shall cease, any prepaid dues will be forfeited, and he shall thereafter not be entitled to any privileges of the Club.

9. FORFEITURE OF RIGHTS. Any qualified member or other member who shall be expelled, or whose membership shall be forfeited for any reason, shall thereafter have no interest in the property and assets of the Club.

10. NOTICE OF CHANGE OF ADDRESS. All qualified members must immediately notify the Secretary of any change of address, and by failure to do so, shall be deemed to have waived any notice provided by the By-Laws and the rules of the Club.

ARTICLE VII

Payment of Dues and House Accounts

1. All dues shall be payable annually, semi-annually, or quarterly in advance.

2. The Board of Governors, in its sole discretion, shall have the exclusive power to determine when, and if, a credit policy shall go into effect, for any or all members of the Club.

3. The Board may, at any time, limit, extend, or suspend the credit of any member.

4. All indebtedness of members of the Club shall be paid before the 15th day of the calendar quarter. In the event of nonpayment by the 30th day of the calendar quarter, the name of said member shall be posted, and he shall thereafter receive no further privileges until his indebtedness has been fully paid.

ARTICLE VIII

Amendments to the By-Laws

These By-Laws may be amended by a majority vote of the qualified members of the Club, present in person or represented by proxy at any regular or special meeting thereof, called for that purpose provided that a quorum shall not be determined to be constituted at such meeting, for the purpose of transacting such business for which the meeting was called, unless at least twenty-five (25%) percent of the total qualified members, in good standing and not in arrears, are present in person or represented by proxy at such called meeting, and provided, further, the proposed amendment or amendments shall have been posted upon the bulletin board of the Club and written notice thereof shall have been mailed by the Secretary to each qualified member no later than ten (10) days in advance of the meeting in which such proposed amendment or amendments shall be considered.

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