



BYLAWS

The Urbandale Golf and Country Club (“UGCC”) mission to provide the most comfortable experience for golfing, swimming, socializing, and networking for both the young and established professionals. UGCC consistently works to provide amenities that champion an inclusive experience and create opportunities for a positive encounter. Whether it be for entertainment with family and friends or for networking with peers, UGCC strives to create a relaxing and enjoyable space that facilitates members’ goals.

**BYLAWS OF THE URBANDALE GOLF
AND COUNTRY CLUB, INC.**

Contents

ARTICLE I. OFFICES	5
ARTICLE II. MEMBERS	5
SECTION 1. Classes of Members	5
SECTION 2. Admission of Members and Change of Membership Status	8
SECTION 3. Voting Rights	8
SECTION 4. Termination of Membership	8
SECTION 5. Club Capacity Per Membership Class.....	9
ARTICLE III. MEETING OF MEMBERS	10
SECTION 1. Annual Meetings	10
SECTION 2. Special Meetings	10
SECTION 3. Place of Meeting	10
SECTION 4. Notice of Meetings.....	10
SECTION 5. Quorum	10
SECTION 6. Proxies.....	10
SECTION 7. Manner of Acting	10
SECTION 8. Order of Business at the Annual Meetings	10
SECTION 9. Annual Financial Report	11
ARTICLE IV. BOARD OF DIRECTORS	11
SECTION 1. General Powers and Duties.....	11
SECTION 2. Number, Tenure and Qualifications.....	12
SECTION 3. Regular Meetings	12
SECTION 4. Special Meetings	12
SECTION 5. Notice	12
SECTION 6. Quorum	12
SECTION 7. Manner of Acting	13
SECTION 8. Vacancies.....	13
SECTION 9. Delinquencies.....	13
SECTION 10. Removal of a Board Member	13
SECTION 11. Informal Action by Directors.....	13

ARTICLE V. OFFICERS.....	13
SECTION 1. Officers	13
SECTION 2. Election and Term of Office	13
SECTION 3. Removal.....	14
SECTION 4. Vacancies.....	14
SECTION 5. President	14
SECTION 6. Vice President	14
SECTION 7. Treasurer	14
SECTION 8. Secretary	14
SECTION 9. Assistant Treasurers and Assistant Secretaries.....	15
ARTICLE VI. COMMITTEES.....	15
SECTION 1. Committees.....	15
SECTION 2. Members of Committees	15
ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	15
SECTION I. Contracts.	15
SECTION 2. Checks, Drafts, etc.....	16
SECTION 3. Deposits.....	16
SECTION 4. Gifts	16
ARTICLE VIII. CERTIFICATES OF MEMBERSHIP.....	16
ARTICLE IX. BOOKS AND RECORDS	16
ARTICLE XI. DUES FEES, AND OTHER ACCOUNTS.....	16
SECTION 1. Dues and Fees	16
SECTION 2. Payment of Dues and Accounts	16
ARTICLE XII. SEAL.....	17
ARTICLE XIII. WAIVER OF NOTICE	17
ARTICLE XIV. DESIGNATED PERSON AND GUESTS	17
SECTION 1. Unmarried Members.....	17
SECTION 2. Guests.....	17
ARTICLE XV. RULES OF ORDER	18
ARTICLE XVI. AMENDMENTS TO BYLAWS.....	18
SECTION 1. Authority of Board of Directors	18
SECTION 2. Changes Requiring Membership Approval	18

ARTICLE I. OFFICES

The principal office of the Club in the state of Iowa shall be located in Polk County at 4000 86th Street, Urbandale, IA 50322.

ARTICLE II. MEMBERS

SECTION 1. Classes of Members

The Club shall have the following classes of membership. The designation of such classes and the qualifications and rights of each membership type shall be as follows:

A. Class A - Voting Members

- Pay initiation fee
 - Pay dues/fees as determined by the Board and approved by the voting members
 - Pay the Food and Beverage minimum set by the Board and approved by the voting members.
 - Class A members have voting privileges at Membership Meetings. One vote per membership.
 - Class A members are eligible to hold a position on the Board of Directors.
 - Class A members shall be equitable owners of the Club property during the period of their membership
 - If a Class A Family, Young Professional, or Cadet Member is unmarried, he/she, at their option, may identify a “designated person” as outlined and defined in Article XIV, Section 1 Designated Person and Guests. Children of the Designated Person are subject to such limitations as may be imposed by the Board of Directors.
 - Adult children of the Member may not be named as a Family Member’s Designated Person.
1. Family Membership: This entitles the member, their spouse, or a designated person, and any unmarried dependent children under age twenty-two (22) to the use of all the Club’s facilities subject to such limitations as may be imposed by the Board of Directors.
 2. Corporate/Business Membership: This entitles the designated corporate/business account member and three (3) other designated employees of the corporation/business to the use of all the club’s facilities subject to such limitations as may be imposed by the Board of Directors.
 - A. A Corporate/Business Membership shall be granted only one vote.
 - B. Corporate/Business Membership shall designate one voting account member and three (3) additional individuals to be members each calendar year the membership is active. Family or Designated Other Person privileges for the voting member and designated members are at the discretion of the General Manager. All corporate/business members must be employed by the designated corporation/business.
 - C. The dues and fees of this membership class include the following benefits:

1. A maximum of One tee time per day. One of the four (4) designated members must be in this golfing group. The other players may be non-members. Additional tee time(s) may be permitted by contacting the General Manager in advance, having at least one designated member in each golfing group, and paying the appropriate fees for any non-member playing.
 2. The membership group will have one UGCC charge account. Reconciling and paying the charges on the account is the responsibility of the member.
 3. This membership class shall have a food and beverage annual minimum that is determined by the Membership at the annual Membership meeting.
 4. Incidental expenses at UGCC can be paid by cash or with credit card.
 5. All other incidental charges (handicap fees, cart rental, cart storage, trail fee, hole-in-one insurance, etc.) would be additional expenses above the dues and fees charged.
- D. A Corporate/Business Membership may convert to another membership type by paying the current initiation fee applicable to that class
3. Young Professional (under age 36): This entitles the member, his/her spouse, or designated person, and any dependent children to the use of all the club's facilities subject to such limitations as may be imposed by the Board of Directors. The age requirement pertains to the oldest spouse in the household.
 - a. Young Professional members shall be required to pay an initiation fee which will be credited toward their Class A Regular Membership at the time of conversion.
 - b. Young Professional memberships shall be included in the maximum golfing membership limit as set out in the bylaws.
 - c. Once either spouse reaches the age of 36, the member must convert to a qualifying Class A membership.
 4. Cadet Golf Membership (under age 30): This entitles the member, his/her spouse, or designated person, and any dependent children to the use of all the club's facilities subject to such limitations as may be imposed by the Board of Directors. The age requirement applies to the oldest spouse in the household.
 - a. Cadet Golf members shall be required to pay an initiation fee which will be credited toward their Class A Regular Membership at the time of conversion.
 - b. Cadet Golf memberships shall be included in the maximum golfing membership limit as set out in the bylaws.
 - c. Once either spouse reaches the age of 30, the member must convert to a Young Professional or other qualifying Class A membership.

5. Single Golf Membership: This entitles the member to full use of all club facilities. A Single Golf Membership applies to the applicant only, and if he/she is married or has children, those people are NOT entitled to any Club privileges.
6. Surviving Spouse: A Surviving Spouse of a person who held an active Class A membership in good standing (all indebtedness to the Club has been paid in full) at the time of death will be entitled to the privileges to which he/she were entitled by the type of membership (Family Membership, Young Professional, Cadet Golf Membership) held before the death of the member as a non-dues-paying member. If the membership was from five (5) to nine (9) consecutive years prior to the death for two years. If the membership was ten (10) consecutive years or more prior to the death for 5 years.
 - a. Surviving Spouse Members shall be non-assessable.

B. Class B – Non-voting Members

- Pay initiation fee
 - Pay dues/fees as determined by the Board and approved by the voting members
 - Pay the Food and Beverage minimum set by the Board and approved by the voting members.
 - Class B members have no voting privileges at Membership Meetings.
 - Class B members are not eligible to hold a position on the Board of Directors.
 - If a Class B Social, Non-resident, Networking, or Senior Member is unmarried, he/she, at their option may identify a “designated person” as outlined and defined in Article XIV, Section 1 Designated Person and Guests. Children of the Designated Person, if any, are subject to such limitations as may be imposed by the Board of Directors.
 - Adult children of the Member as defined in these Bylaws, may not be named as a Member’s Designated Person.
1. Social Membership: This entitles the member, their spouse, or a designated person, and any unmarried dependent children under age twenty-two (22) to the use of all the Club’s facilities, except the golf course, subject to such limitations as may be imposed by the Board of Directors. The Social Member may play golf five (5) times each golfing season.
 2. Non-Resident Membership: Non-Resident Members shall consist of such persons living outside a fifty (50) mile radius of the Urbandale Golf & Country Club.
 - a. Non-Resident Members shall pay the rate of fifty percent (50%) of the dues, fees, and food and beverage minimums applicable to the type of Class A membership to which they choose and are approved by the Board and are afforded the privileges of the Membership Class selected.
 - b. Non-Resident Members are not included in the maximum allowable golfing membership count.

3. Networking/Dining Membership: This entitles the holder to clubhouse privileges only and excludes swimming and golfing privileges.
4. Senior Membership: Any Class A member who has reached the age of seventy (70), and who has been a dues-paying member without interruption for twenty (20) consecutive years up to the date of conversion may, at his/her option, surrender his/her membership to the Club and become a non-dues-paying member; and if the member dies, the surviving spouse may have the privilege of holding a Surviving Spouse Membership, subject to all of the conditions stated in Article II, Section 1A(6), Surviving Spouse Membership, subject to the following limitations:
 - a. Those members joining January 1, 1988, and thereafter shall not be eligible for Senior Membership.
 - b. Senior Members shall be limited to the privileges to which they were entitled by the type of membership held by such Senior Member immediately prior to becoming a Senior Member.
 - c. Senior Members will not be exempt from any fees and food and beverage minimums in force during the period of said membership. Also, any tax which may be imposed by any governmental agency, by virtue of granting of such membership, must be paid by such member.
 - d. Senior Members shall be non-assessable and are not included in our maximum allowable membership count.

SECTION 2. Admission of Members and Change of Membership Status

- A. Applications for membership in any class and type shall be submitted on forms approved by the Board of Directors. All applications for membership shall be referred to the club office manager.
- B. Membership applications shall be reviewed by the Board of Directors, whose proceedings shall be final, at their next regularly scheduled meeting. An affirmative vote by the affirmative vote of six (6) of the members of the Board of Directors is required for final admission. In the interim, the club office manager may accept such applications, thus enabling the prospective member to use the Club facilities.
- C. Change in Membership Status; any member who wishes to transfer into a different membership category must submit a letter of intent to the Board of Directors which shall be acted upon at the next regularly scheduled Board meeting. Members that change membership category cannot subsequently change into another or previous membership category until after a 12-month waiting period. Any change in member status from Family to Single requires a \$500 conversion fee.

SECTION 3. Voting Rights

Each Class A Member or spouse in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members. Voting by proxy or absentee ballot may be permitted by board approval.

SECTION 4. Termination of Membership

- A. A member may not resign or surrender their membership unless all indebtedness to the Club has been paid in full; this includes all dues accruing at the end of each respective calendar month.
- B. Any member who resigns from the Club may reactivate their membership under the following conditions.

1. If the period from resignation date to reactivation is less than one (1) year, by payment of all dues, fees, minimums, and interim assessments from date of resignation.
 2. If the period from resignation date to reactivation is one (1) year or more, by payment of current membership dues and fees and the current initiation fee.
 3. If the golfing membership is at the maximum, the reactivating member can join the Club as a Social Member with their name being put on the waiting list for golfing membership in order of the application requests.
- C. Any member of any class who shall be found guilty, in the judgment of the Board of Directors, of misconduct, and especially any member whose conduct shall be hostile or injurious to the reputation of the Club, or who shall violate the Bylaws of the Club, or the house rules adopted by the Board of Directors, may be expelled from the Club by the affirmative vote of six (6) of the members of the Board of Directors. No such action shall be taken until the member accused has been afforded an opportunity to be heard in their own defense.
- D. Any member may be expelled for nonpayment of his account to the Club under the provisions of Article XI, Section 2.

SECTION 5. Club Capacity Per Membership Class

The membership of the Club shall be limited to the following:

Total Golfing Membership (Family, Young Professional, Single, Cadet, Corporate/Business, Surviving Spouse)	260
Social	100
Senior Members	Unlimited
Dining/Networking Members	Unlimited
Non-Resident Members	10

ARTICLE III. MEETING OF MEMBERS

SECTION 1. Annual Meetings

Two (2) regular meetings of the members will be held each year for the following purposes.

- A. An annual financial meeting will be held at a date and a time to be determined by the Board of Directors, for the purpose of updating the current year's financial report, approving the budget for the coming year, review of dues and fees, and to transact such other business as may come before the meeting. This meeting must be held by December 1 each year.
- B. An annual meeting will be held at a date and a time to be determined by the Board of Directors, for the purpose of electing Directors for the term from April 1 to March 31 and for the transactions of such other business as may come before the meeting. This meeting must be held by April 1 each year.

SECTION 2. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than fifteen percent (15%) of the members having voting rights.

SECTION 3. Place of Meeting

All membership meetings shall be held at the principal office of the club.

SECTION 4. Notice of Meetings

Written notice stating the place, day, and hour of any meeting of members shall be delivered, either by email, or by mail, to each member not less than ten (10) days nor more than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose, or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member as it appears on the records of the Club.

SECTION 5. Quorum

The members holding one-tenth of the votes which may be cast at any meeting, shall constitute a quorum at such meeting. The meeting shall adjourn in the absence of a quorum.

SECTION 6. Proxies

Voting by proxy or valid absentee ballot may be permitted by board approval.

SECTION 7. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present, and any prior approval valid absentee ballots, shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

SECTION 8. Order of Business at the Annual Meetings

The order of business at the annual meetings shall be as follows:

- A. Financial Meeting.
 1. Establishing and approving the agenda for the meeting
 2. Reading and approval of prior Membership meeting minutes
 3. Old business.
 4. Reports of officers, employees/staff, and committees.
 5. New business, including presentation and approval of Budget for coming year.
 6. Adjournment

- B. Meeting for Election of Board of Directors positions.
 1. Establishing and approving the agenda for the meeting
 2. Reading and approval of prior Membership meeting minutes.
 3. Old business.
 4. Election of new Board of Directors to fill vacancies occurring or existing.
 5. Reports of officers, employees/staff, and committees.
 6. New business.
 7. Adjournment.

SECTION 9. Annual Financial Report

The Board of Directors shall present to the Club at each annual financial meeting a report as to the condition of the Club and of its property, and a summary of the financial transactions of the past year. The report and summary shall be made available to each member of the Club upon request.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. General Powers and Duties

The affairs of the Corporation shall be managed by its Board of Directors who must also be voting members in good standing of the Club. Duties include, but may not be limited to:

1. Hiring and supervision of the General Manager, and should it be deemed necessary, termination of the General Manager by a vote of at least six (6) members of the Board of Directors.
2. Performing a yearly review of all annual or multi-year contracts or leases.
3. Approval of all contracts and leases between \$12,500 and \$60,000 in value.
4. Attending and participating in regular and special Board of Directors meetings.
5. Scheduling and running Membership meetings and overseeing any elections in accordance with the By-Laws.
6. Annually electing Officers of the Board following the Membership meeting where new Board Members are elected, and fill officer vacancies if they occur.
7. Overseeing the financial matters of the Club and providing members financial reports and an accounting of the funds of the Club in accordance with the By-Laws.
8. Approve new Members, membership changes, or termination of Members pursuant to the By-Laws.
9. Discipline or terminate Officers, Board Members, or Members pursuant to the By-Laws.
10. Periodically review and offer counsel to the General Manager about the day-to-day operations of the Club, but not be involved in the decision-making process of those daily operations.
11. Complete a review of the By-laws of the Club at least once every two years, in coordination with the General Manager. Update the By-laws as deemed necessary, or when required, request Membership approval of sections of the By-laws which require Membership approval.

12. Complete a review of the Rules of the Club at least once a year, in coordination with the General Manager, and report observed violations to the General Manager for handling.
13. Work with the General Manager to formulate and periodically update a Strategic and Capital Improvement plan for the Club.
14. Ensure legal and governmental compliance of the Club by requesting the General Manager complete all appropriate compliance, legal reports, tax returns, and other filings and providing copies of those documents to the Board.
15. Ensure the employees of the Club are retaining appropriate financial reports, accounting records, Club ownership documents, loan and lease agreements, meeting records, and any other documents that are pertinent to the operation of the Club. Representatives of the Board will annually review the efforts of the employees to complete these record-keeping duties.

SECTION 2. Number, Tenure and Qualifications

- A. The number of Directors shall be nine. Each Director shall hold office until the next annual election meeting of members and until their successor shall have been elected.
- B. The Directors shall hold office for a term of three (3) years and shall be so elected that the terms of one-third of the nine Board members shall expire and terminate each year on the day of the annual election meeting of members.
- C. Board members may only serve two (2) successive terms of office. After such successive terms, the member must observe a three (3) year absence from the Board before being eligible for reelection.

SECTION 3. Regular Meetings

- A. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after the annual election meeting of members.
- B. Regular monthly meetings of the Board of Directors shall be held each month on such date and at such place as the Board of Directors may determine.

SECTION 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Board Members. The person or persons authorized to call special meetings of the Board may designate the time and place of the special meeting.

SECTION 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered by mail or email to each Director at their address as shown by the records of the Club.

SECTION 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; If less than a majority of the Directors are present at said meeting, the meeting will be adjourned.

SECTION 7. Manner of Acting

The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the vote of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws. A vote of at least six (6) Board Members is required to change By-Laws or approve contracts or leases described in Article IV, Section 1.

SECTION 8. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of six (6) of the members of the Board of Directors. A Director selected to fill a vacancy shall serve until the next annual election meeting, at which time the members shall elect a successor to serve for the remainder of the original term.

SECTION 9. Delinquencies

Any Director missing three (3) regularly scheduled meetings without just cause may be removed. Delinquent Directors may request a hearing before the remaining Board members to show just cause for their delinquency. A registered letter signed by the President shall constitute notification of delinquency. An affirmative vote of six (6) of the members of the Board shall be required for removal of the delinquent Board member.

SECTION 10. Removal of a Board Member

Any Director may be suspended or removed by an affirmative vote of six (6) of the members of the Board of Directors. No such action against a Board Member shall be taken until the Board Member has been afforded an opportunity to be heard in their own defense. Should a Board Member be removed from his/her position, the Member cannot run for election, be elected, or be appointed to the Board in the future. Filling any Board of Directors vacancy is governed by Article IV, Section 8 of the By-Laws.

SECTION 11. Informal Action by Directors

Any action required by the law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed, or approved by email by at least six (6) of the Directors.

ARTICLE V. OFFICERS

SECTION 1. Officers

The officers of the Club are President, Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors. One person may not hold the offices of Secretary and Treasurer.

SECTION 2. Election and Term of Office

The officers (President, Vice President, Secretary, Treasurer) are elected each year by the Board of Directors, from the Board Members, at the regular annual election meeting of the Board of Directors. If

the election of officers does not occur at such meeting, such election will occur as soon thereafter as convenient. Each officer shall hold office until their successor is elected.

SECTION 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of six (6) of the members of the Board of Directors whenever in the Board's judgment the best interests of the Club would be served.

SECTION 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or other reason, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President

The President shall be the principal executive officer of the club and shall, in general, supervise all of the business and affairs of the Club. The President shall preside at all meetings of the Members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Club; and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall be an ex-officio member of all committees.

SECTION 6. Vice President

In the absence of the President or in event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as assigned to him/her by the President or the Board of Directors.

SECTION 7. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; and in general, perform all the duties incident to the office of Treasurer, and such other duties assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 8. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books or in a designated electronic repository provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Club records and of the seal of the Club and see that the seal of the Club is affixed to all documents, the execution of which on behalf of the Club, under its seal, is duly authorized in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries

The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as assigned to them by the Treasurer and Secretary or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge or their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI. COMMITTEES

SECTION 1. Committees

The President, with majority Board Approval at a regularly scheduled meeting, may create committees for specific purposes. One or more of the Board and/or Members appointed would be charged with working with the General Manager and staff, to oversee an identified outcome. Each created committee would have a specified duration. The Board of Directors can approve an extension to the specified duration, or the committee can be extended until the identified outcome is completed

SECTION 2. Members of Committees

The method of appointment of committee members shall be governed by the Board of Directors and all members of the Club in good standing shall be eligible for appointment. Any committee member may be removed by an affirmative vote of six (6) of the Board of Directors whenever, in its judgment, the best interests of the Club shall be served by such removal.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION I. Contracts.

The Board of Directors may not authorize any officer or officers, agent, or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contracts or leases, including purchases or acquisitions, for non-budgeted capital expenditures in excess of \$60,000 for one expenditure or total annual non-budgeted capital expenditures in excess of \$100,000.

Any contract or lease, including purchases or acquisitions, for non-budgeted capital expenditures in excess of \$60,000 for one expenditure or total annual non-budgeted capital expenditures in excess of \$100,000 must be authorized by a majority of the members present at a regular or special meeting called to consider such an instrument and any Board approved valid absentee ballots.

The Board of Directors may execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances; provided, however, that any real property owned by the Club shall be sold, transferred, or conveyed only after such sale, transfer or conveyance is authorized by a majority of the members present at the regular or special meeting called to consider such sale, transfer, or conveyance and any Board approved valid absentee ballots.

Further, that any real property of more than \$60,000 for one expenditure or total annual non-budgeted capital expenditures in excess of \$100,000 in value will be purchased only after such purchase is authorized by a majority of the members present at the regular or special meeting called to consider such purchase and any Board approved valid absentee ballots.

SECTION 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money issued in the name of the Club, shall be signed by such authorized officer or officers, agent, or agents of the Club, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Deposits

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks as the Board of Directors may select.

SECTION 4. Gifts

The Board of Directors may accept on behalf of the Club any contribution or gift for the general purpose or for any special purpose of the Club.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

REMOVED

ARTICLE IX. BOOKS AND RECORDS

The Club shall keep correct and complete books and records of account on a double-entry method and shall also keep minutes of the proceedings of its members and Board of Directors and shall keep at its principal office a record giving the names and address of the members entitled to vote.

ARTICLE X. FISCAL YEAR

The fiscal year of the Club shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI. DUES FEES, AND OTHER ACCOUNTS

SECTION 1. Dues and Fees

The Board of Directors will be given the authority to reduce initiation fees or discount dues and fees when pre-paid annually. Changes to monthly dues, other fees, and food and beverage minimums shall require the approval by a quorum of voting members at a regular or special meeting of members of the Club called for such purpose and Board approved valid absentee ballots.

SECTION 2. Payment of Dues and Accounts

Dues and bills for services and purchases shall be due upon receipt of each monthly statement.

A. Default and Termination of Membership

An account is considered delinquent if payment is not received by the 25th day of the month in which the bill is received. Delinquent accounts will be charged a 10% penalty for each month the account is past due. A member with a 60 day past due status will be notified by mail and/or e-mail of such delinquency and Club rights and privileges will be suspended. If payment has not been received by

the last working day of the following month, said member's membership may be forfeited by action of the Board of Directors.

- B. Any member who is delinquent as described in the previous paragraph more than one time during any twelve (12) month period shall be notified by the Secretary of the Board of Directors or organization employee that the current delinquency is the second such delinquency in a twelve (12) month period. Should the member become delinquent for a third time in any twelve (12) month period, the Board of Directors shall have the authority to forfeit that member's membership.

The notices required in this paragraph shall be sent via certified mail, return receipt requested, and mailed or e-mailed to the address provided by the member to the Club to ensure proper receipt by the member.

If membership is forfeited due to non-payment, for membership to be reinstated member must pay all back funds owed (including late fees). If the time period has been less than one year, all dues, fees and assessments that would have occurred since the forfeiture must be paid. If it has been more than one year, requirements for returning to membership are at the discretion of the Board of Directors.

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Club and the words "Corporate Seal."

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Iowa Non-Profit Corporation Act or made under the provisions of the Articles of Incorporation or the Bylaws of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. DESIGNATED PERSON AND GUESTS

The privileges of the Clubhouse and grounds may be extended to other persons and guests of members under regulations prescribed by the Board of Directors.

SECTION 1. Unmarried Members

Unmarried Family, Young Professional, Cadet, Social, Non-resident, Surviving Spouse, and Senior members may identify a non-family member as "designated person" who may, upon approval of the Board of Directors, use the Club facilities without fee, subject to such limitations as imposed by the Board, and with proper registration. Designated persons may be changed one time during a calendar year upon approval of the Board.

SECTION 2. Guests

The privileges of the clubhouse and grounds may be extended to guests who are accompanied by members under regulations prescribed by the Board of Directors.

ARTICLE XV. RULES OF ORDER

The Rules of Order, as contained in Robert's Manual, when not inconsistent with these Bylaws, shall govern the meetings of the Club and of the Board of Directors.

ARTICLE XVI. AMENDMENTS TO BYLAWS

SECTION 1. Authority of Board of Directors

Except as hereinafter provided, these Bylaws may be modified, altered, or amended by the Board of Directors at any regular meeting or at any special meeting called for that purpose. In addition, the Bylaws may also be modified or amended by the members at any regular annual meeting, or any special meeting called for that purpose.

SECTION 2. Changes Requiring Membership Approval

None of the following provisions shall be amended, revised, or repealed by the Board of Directors, except as authorized by vote of a majority of the members present at any regular meeting or special meeting called for that purpose:

- Section 1, of Article II; Membership Classes
- Section 5 of Article II; Maximum members per class
- Section 2(c) of Article IV; Limitation on Terms of Office
- Section 1 of Article VII; Contracts
- Section 1 of Article XI; Dues, Fees, Assessments
- Section 2 of Article XVI. By-law changes requiring Membership approval