

Sabetha Golf Club

Sabetha, Kansas 66534

By-Laws

ARTICLE I

Stockholder Members

SECTION 1: Qualifications and Obligations:

All present stockholder members, holding a share of \$100.00 par value capital stock of the Sabetha Golf Club, a non-profit corporation, listed with the Kansas Corporation Commission, shall continue to be stockholder members. Upon the adoption of these by-laws by the stockholder members, the treasurer shall be instructed by the president to issue a share of stock to each member now of record upon payment of their annual dues and in good standing with the Club to those members requesting purchase of a share stock. All stockholder members shall be bound, and shall have all rights and privileges granted by these by-laws, and any amendments hereto, and by all rules and regulations made and adopted pursuant to these by-laws.

SECTION 2: Stock Value:

Capital Stock shall have a par value of \$100.00

SECTION 3: Non-Liability for Debts of the Corporation:

The private property of the stockholder members shall be exempt from execution for the debts of the corporation and no stockholder member shall be individually responsible for any debts or liabilities of the corporation.

SECTION 4: Expulsion of Stockholder Members and Surrender of Stock Certificates:

The board of directors may, by the affirmative vote of not less than two-thirds (2/3) of the members of the board, expel any stockholder member and cause that member's stock certificate to be cancelled and surrendered if such a stockholder member shall have violated or refused to comply with any of the provisions of the Articles of Corporation, of these by-laws, or of any rules and regulations adopted, from time to time, by the board of directors. Upon surrender of such stock certificate, the

corporation shall pay to such person, the par value of such certificate, less any charges thereon and any financial obligations of such person, to the corporation. Any person, so expelled, may be declared again eligible to become a stockholder member, by a vote of the stockholder members, and upon the payment by such person, to the corporation, in advance of such a note, of the par value of a presently offered share of capital stock. The action of the stockholder members shall be final, provided, however, that such person may be again expelled for violations or refusals as above provided, occurring hereafter.

SECTION 5: Transfer and Termination of Stocks:

There shall be no provision for the transfer of one or more shares of capital stock, and there shall be no provision for the redemption of one or more shares of capital stock other than as so identified in Section 4 of these by-laws.

SECTION 6: Shares of Capital Stock to be Issued:

Stock certificates may be issued by the club as may be directed by the Board of Directors. All members now of record in good financial standing with the club and upon payment of their annual dues shall be offered a share of stock as previously identified in Section 1 of these by-laws. Such certificates shall have a par value of \$100.00.

ARTICLE II

Meeting of Members

SECTION 1: Annual Meetings:

The annual meeting of the members of this corporation shall be held at 8:00 P.M. on the 3rd Monday of March of each year hereafter, as set and directed by the Board of Directors. Meeting will be held in the Sabetha Golf Club house for the purpose of electing directors, passing upon reports covering the precious fiscal year and transacting such other business as shall come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture of the dissolution of the corporation.

SECTION 2: Special Meetings:

Special meetings of the members of the corporation may be called by the President, by the Board of Directors, or by the any three directors, or upon a written request signed by at least fifteen percent (15%) of all of the members, and it shall be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided.

SECTION 3: Notice of Meetings:

Notice of the annual meeting shall appear in the March Club Calendar of each year and shall be mailed to all members of record the end of February of each year. Notices for specials meetings shall appear on the club calendar and may be held after the 10th and before the end of each month of the month so scheduled. The failure of any member to receive notice of the annual meeting or special meeting, shall non invalidate any action which may be taken by the members at any meeting.

SECTION 4: Quorum:

Fifteen percent (15%) of the total membership of the club as of March 1 of each year, present in person, shall constitute a quorum for the transaction of business at all meetings of the corporation. If less than a quorum is present at any meeting, a majority of those present in person or represented by proxy may adjourn the meeting from time to time without further notice.

SECTION 5: Voting:

Each member shall be entitled to one vote per family and no more upon each matter submitted to a vote at a meeting of the members, at which a quorum is present. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of the majority of the members voting thereon, except as otherwise provided by law or these by-laws.

SECTION 6: Order of Business:

The order of business at all annual and special meetings of the members shall be according to Roberts Rules of Order.

ARTICLE III Directors

SECTION 1: General Powers:

The business and affairs of the club shall be managed by a board of nine (9) directors, which shall exercise all of the powers of the club. They shall have the power and authority, and it shall be their duty, to determine and fix the amount of the annual membership fees and green fees.

SECTION 2: Qualifications and Tenure:

At each annual meeting of the members, there shall be three (3) directors elected, by and from the members as of record on March 1 of the year immediately preceding the annual meeting, to serve as a term of three years. They shall serve until their successors have been elected and qualify. It, at any time, it shall be determined by the board of directors, that any member of that board has become inactive because of lack of attendance at the meetings or non-payment of dues, or by resignation, it shall be the duty of the remaining members to appoint a member to fill the unexpired term of that director. All members serving on the board of directors shall own one share of capital stock. Stock owned in the name of a member whose spouse is elected to the board shall qualify as ownership. A husband and wife may not serve on the board simultaneously. A business house may own a share of stock of the Sabetha Golf Club and an employee of that business house may pledge that share of stock to qualify as a member of the board of directors if so elected.

SECTION 3: Compensation:

Directors shall not receive any salary or remuneration of any kind for their services as directors.

SECTION 4: Rules and Regulations:

The board of directors shall have the power to make and adopt the rules and regulations, not inconsistent with the law and these by-laws, as it may deem advisable for management, administration and regulation of the business and affairs of the club. Rules and regulations for the operation of the house and grounds have been

established and approved by the board of directors of date. The board of directors is directed to review the rules and regulations annually and make such changes, additions and/or corrections as they shall deem necessary.

SECTION 5: Meetings:

Meetings of the board of directors will be held monthly on the 3rd Monday night at 7:00 P.M. in the clubhouse. Special meetings may be called by the president or any three directors. The person authorized to call a special meeting of the board of directors, may fix the time for holding of any special meeting of the board of directors called by them. No regular board of directors meeting will be held in December of each year.

SECTION 6: Notice of Meeting:

Notice of all regularly scheduled monthly board of directors meetings shall appear on the monthly club calendar. Notice of time and purpose for any special meeting of the board of directors shall be given at least three days previous thereto, either orally or by written notice delivered personally or by mail to each director. The directors shall have power to waive notice of such meeting and the attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

SECTION 7: Quorum:

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors.

SECTION 8: Manner of Acting:

The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors.

ARTICLE IV

Officers

SECTION 1: Number:

The officers of the club shall be the President, Vice-President, Secretary, Treasurer and such other officers as may be determined by the Board of Directors from

time to time. The office of the Secretary and Treasurer may be held by the same person and agreement for same shall be under a separate contract to identify the duties of the office of Secretary and office of Treasurer and remuneration for same. The Secretary/Treasurer must be a member of the Sabetha Golf Club, must own a share of stock and cannot be a member of the Board of Directors while serving these offices.

SECTION 2: Election and Term of Offices:

With the exception of the office of Secretary/Treasurer, all officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members. All offices shall be for a term of one year.

SECTION 3: Duties:

The President shall, by and with the consent and advice of the remainder of the Board of Directors, contract a Clubhouse Manager, a Green's Superintendent and a Secretary/Treasurer to serve from April 1 of each year to the last day of march of the following year, and such committees as shall be deemed necessary and desirable. The President and other officers shall have such other duties and responsibilities as area ordinarily conferred upon such officers. Committees as are ordinarily conferred upon such officers. Committees shall consist of, but not limited to, the following- House, Social, Pool, Course, Stag, Cart and Sheds, Pro-shop, Tournament, and Membership. The membership committee shall review all contracts, rules and regulations and the by-laws annually and make recommendations to the board as may be necessary.

ARTICLE V

Disposition of Property

SECTION 1: Disposition:

The Board of Directors may sell, mortgage, lease or otherwise dispose of, or encumber any of the property of the club. Provided, however, that the Board of Directors shall not have the authority to dispose of all of the property of the club and/or

liquidate the business affairs and dissolve the club without a vote of the members as provided by law.

ARTICLE VI

Fiscal Year

SECTION 1: Period:

The fiscal year of the club shall begin on the first day of March of each year and shall end on the last day of February of the following year.

ARTICLE VII

Legal Responsibility

SECTION 1: Legal:

If any member of the Board of Directors or other member is sued for any act in connection with the management and duties given to him/her by the club, or its officers, the club will pay for all legal expense and other expenses in connection with legal defense but will not pay judgment.

ARTICLE VIII

Amendments

SECTION 1: Amendments:

These by-laws may be altered, amended or repealed by the members at any regular or special meeting, provided that such notice of such meeting shall be contained a copy of the proposed alteration, amendment or repeal with 30 days having been given.

ARTICLE IX

Insurance

SECTION 1: Insurance:

The Board of Directors may purchase any and all kinds of insurance as said Board deems best for the interest of said club and its members.

ARTICLE X

Rules and Regulations

SECTION 1: Membership

As each new member is received into the club, the Secretary/Treasurer is instructed to pro-rate the cost of membership beginning with the first day of the following month from the date membership is received to the end of the fiscal year.

SECTION 2: Initiation:

Membership will be extended to an applicant when sponsored by a current member of the Sabetha Golf Club and upon approval by the Board of Directors. Upon completion of an application form and payment of one-half (1/2) of the pro rate dues, the Membership Committee Chairman of Secretary/Treasurer may grant a temporary membership to the prospective member. The sponsoring member will be responsible for the temporary member until approval by the Board. The Board of Directors will take up the application for permanent membership at the next regularly scheduled meetings. Full payment of the pro-rated dues for the remaining fiscal year shall be made to the Secretary/Treasurer upon final approval by the Board and the Secretary/treasurer shall present the prospective member with a copy of the current rules and regulations at the time. Temporary memberships will be available to persons living more than 25 miles from Sabetha on a daily basis when sponsored by a current member of the Sabetha Golf Club. The Board of Directors may change the requirements for temporary membership as needed.

SECTION 3: Monthly Cards:

Each member of the Sabetha Golf Club shall remit \$240.00 for food and drink cards to the Sabetha Golf Club. Members may remit the full amount by March 1st or they may choose to remit ½ of this, due March 1st and the other ½ due June 1st. Once payment is received by the Sabetha Golf Club cards can be picked up at the clubhouse. Unmarried children share the benefits of their parents' membership as long as they are full time students or until the child's 21st birthday.

SECTION 4: Delinquency:

All members shall remit to the Sabetha Gold Club for the payment of monthly cards and annual dues and assessments in a timely manner. The names of all members more than 60 days past due shall be posted in the clubhouse and said posting shall remain in place until payment has been received. The Secretary is instructed to forward written notice to said member. This notice will advise the delinquent member that their membership will be terminated if payment of monthly cards is not current within 90 days when payment for the first cards first became due. The Secretary shall so advise the Board of Directors of all members delinquent in payment of monthly cards at the end of 60 days and 90 days from when the first cards became due. The Board shall then take appropriate actions as may be necessary to terminate such membership.

SECTION 5: Tournaments:

The Secretary shall forward a list of delinquent members on the 1st month prior to a club tournament to the tournament chairperson. Any member in arrears for monthly cards or annual dues shall not be permitted to participate in said tournament. Such notice shall advise the tournament chairman of the amount of dues and/or monthly card payments past due and the tournament chairperson is authorized to receive payment for same from said member prior to tournament participation.

SECTION 6: Enjoyment:

The Sabetha Golf Club is for the members and their guests to enjoy. Please play by the rules of the game, employing courteous and proper etiquette at all times while on the course or in the clubhouse.