

Last Amended April 10, 1995
Restated as of July 2, 1997

BY-LAWS OF NEVADA COUNTRY CLUB, INC.

ARTICLE I.

Name, Location, and Purposes

Section 1 – NAME.

The name of the corporation is NEVADA COUNTRY CLUB, INC., which for designation purposes is referred to in these by-laws as the Corporation.

Section 2 – LOCATION.

- (a) The Corporation's principal office shall be located at its clubhouse in Nevada, Vernon County, Missouri, or at such other place, in the City of Nevada, Missouri, as its Board of Directors may from time to time determine.
- (b) Other offices for the holding of meetings or the conduct of the affairs of the Corporation shall be located at such places, in the City of Nevada, Missouri, as the Board may from time to time determine.

Section 3 – PURPOSES.

The purposes for which the Corporation is formed are stated in its Articles of Incorporation.

ARTICLE II.

Capital Stock

Section 1 – AUTHORIZED CAPITAL.

The authorized capital stock of the Corporation is 275 share of common stock without par value.

Section 2 – ISSUANCE.

- (a) All certificates of stock shall be signed by the President and the Secretary and shall have impressed thereon the corporate seal.
- (b) Any Person, natural or artificial, may acquire, hold, and own one (1) share of stock in the Corporation. Each share of stock shall be subject to assessment of dues.

Section 3 – TREASURY STOCK.

Treasury stock shall be held by the Corporation subject to the disposal of its Board and shall not be voted.

Section 4 – LIEN AND FORECLOSURE.

- (a) The Corporation shall have a first lien on each share of stock by it issued and outstanding, for any indebtedness of the owner thereof to the Corporation.
- (b) If default shall occur in the payment of any indebtedness of a Shareholder to the Corporation and such default shall exist for one hundred-twenty (120) days, the Board, at any time thereafter and during the continuance of such default, may proceed to effect cancellation of the defaulting Shareholder's one (1) share of stock on the stock record books of the Corporation and then offer for sale and sell a replacement share of stock at either public or private sale, with or without advertisement or notice of sale, and without further notice to the Shareholder, on such terms and conditions as the Board shall prescribe or shall have prescribed at the time of or subsequent to its election to enforce the lien by foreclosure, and, if so resolved by the Board, subject to its approval and confirmation. If and when the replacement share of stock is sold the foreclosed Shareholder shall be given written notice of such sale and shall be obligated to surrender to the Corporation the certificate evidencing the cancelled stock. The proceeds of sale shall be applied first in payment of the expenses of the sale, and the Shareholder's indebtedness to the Corporation, and the balance, if any, shall be paid to the foreclosed Shareholder. The remedy of foreclosure herein provided is not exclusive and shall not prejudice or impair any other remedy or right of the Corporation.

Section 5 – TRANSFER.

The Corporation may acquire, as treasury stock, by purchase or gift, the stock of any of its Shareholders. Any other transfer of stock shall be made only on the books of the Corporation to a transferee approved by the Board for membership and the old certificate, properly endorsed, shall be surrendered and cancelled before a new certificate is issued. The share of a deceased member may pass to such member's surviving spouse or other devisee in the Shareholder's immediate family, if qualified, but only if and when such spouse or other devisee shall give to the Corporation's President or Secretary, with a reasonable time after the deceased member's death, written notice of election to take the share and of such survivor's agreement to assume the obligations and responsibilities attendant thereupon and all indebtedness of the deceased member to the Corporation remaining unpaid. The Board shall have the power to close the stock transfer books of the Corporation for a period not exceeding thirty (30) days preceding the date of any meeting of the stockholders. If for any such meeting the Board shall not have closed the

transfer books, the only persons entitled to vote thereat, either directly or by proxy, shall be those in whose names stock of the Corporation shall have stood on a date thirty (3) days prior to the date of the meeting.

Section 6 – LOSS OR DESTRUCTION.

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof to the Board or the Corporation's President of such loss or destruction, and upon such terms and conditions as the Board or President may prescribe, including the giving of satisfactory security, by bond or otherwise, against loss to the Corporation. Any such new certificate shall be plainly marked "duplicate" upon its face and may bear any endorsement deemed necessary or advisable.

ARTICLE III.

Stockholders' Meetings

Section 1 – ANNUAL MEETING.

- (a) The annual meeting of the Stockholders shall be held on the second Monday in April at 7:30 p.m. at the Clubhouse. However, such meeting may be held on such other day in April or at such other place in Nevada, Missouri, or both, as the Board shall designate not later than ten (1) days after the date specified above for such meeting.
- (b) At such meeting the Stockholders shall elect Directors, for terms specified in and to succeed Directors whose terms expire under Article IV hereof, to serve until their successors shall be elected and qualified; and may take up and dispose of any and all other matters submitted for consideration at such meeting, provided, however, that any proposed amendments to by-laws must be submitted to the Shareholders not less than ten (1) nor more than thirty (3) days in advance of the annual meeting of Shareholders, by posting thereof on the club's bulletin board or, at the timely request of a member, by including a copy with each written notice of the meeting.

Section 2 – SPECIAL MEETINGS.

A special meeting of the Stockholders, to be held at the same place as the annual meeting, subject to change of place within Nevada, Missouri, by the Board or the President prior to the sending out of notices of the meeting, may be called at any time by the President, or in his absence by the Vice-President, or by the Board. It shall be the duty of the Board, President, or Vice-President to call such a meeting whenever requested so to do by Stockholders holding twenty percent (20%) or more of the outstanding stock

of the Corporation.

Section 3 – NOTICE OF MEETING.

Notice of the time and place of each annual or special meeting and of the purpose or purposes of a special meeting, shall be mailed, telegraphed or delivered by the Secretary to each Stockholder not less than ten (1) nor more than thirty (30) days before the date thereof and, if required by law, shall be published. Such notice shall be unnecessary as to any Stockholder who shall waive it in writing either before or after the date specified for mailing, telegraphing or delivery thereof.

Section 4 – VOTING.

- (a) At every such meeting each Stockholder shall be entitled to cast one vote. A person holding stock in a fiduciary capacity shall be entitled to vote the share so held if issued to and standing in the name of the fiduciary.
- (b) Each vote may be cast either in person or by proxy. All proxies shall be in writing, shall be filed with the President or Secretary, and shall be noted in the minutes of the meeting.
- (c) In every election of Directors, each Stockholder shall be entitled to as many votes as shall equal the number of Directors to be elected, and the Stockholder may cast them for one (1) candidate or distribute them among two (2) or more of the number to be elected.

Section 5 – QUORUM.

A quorum for the transaction of business at any Stockholders' meeting shall consist of a number of members, present in person or by proxy, representing not less than one-half (1/2) of the shares of stock issued and outstanding; but the stockholders present at any meeting, although less than a quorum, may adjourn the meeting to a specified date not more than ninety (90) days thence.

ARTICLE IV. Board of Directors

Section 1 – COMPOSITION AND DESIGNATION.

- (a) The Corporation's Board of Directors shall be composed of nine (9) Directors elected in the manner herein provided.
- (b) The term "Board" as used in these by-laws shall mean the regular Board of

Nine Directors or a quorum thereof for the purpose of any board meeting or action.

Section 2 – COMPENSATION.

Directors shall receive no compensation for services unless and except as authorized by resolution of the Stockholders.

Section 3 – QUALIFICATION.

A Director must be a Stockholder of the Corporation.

Section 4 – POWERS.

The Board shall have, in addition to the powers expressly conferred upon it in these by-laws, such powers as are vested in it by the General and Business Corporation Act of Missouri as from time to time amended and other applicable laws or by the Corporation's Articles of Incorporation.

Section 5 – ELECTION.

At the first meeting of Shareholders three (3) Directors shall be elected to serve for one year, three for two years, and three for three years. Thereafter, at each annual meeting of Shareholders and in pursuance of nomination of candidates in the manner hereinafter in this Article prescribed, three Directors shall be elected for a term of three years. All such elections of Directors shall be by ballot and by cumulative voting as provided in Article III.

Section 6 – NOMINATIONS.

The Board, within thirty (3) days preceding the annual meeting of Shareholders, shall appoint a nominating committee of three persons each of whom shall be a Stockholder of the Corporation, in good standing, and not more than one of whom shall be a member of the Board. Such committee shall promptly nominate nine qualified persons as candidates for directorships. A list of such nominees, as soon as available, shall be posted on the Clubhouse bulletin board. Other qualified persons may be nominated for directorship by any ten persons, each of whom is a Stockholder of the Corporation, in good standing, provided such nominations are signed by the persons making them and are placed in the hands of the Corporation's Secretary not later than the fifth day preceding the date of the annual meeting of the Stockholders. The Secretary shall promptly post on the said bulletin board a list of the persons so nominated.

Section 7 – DECLINATION OF NOMINEE.

If, after the posting on the bulletin board of nominations, any nominee notifies the

Secretary of such nominee's declination to be a candidate for directorship, the Secretary shall promptly post notice of that fact upon the bulletin board and such nomination shall be void. Any vacancy thus occurring in the list of nominees may be filled by the body that nominated the declining nominee, the form and manner provided herein, as near as may be.

Section 8 – ELECTION PROCEDURE.

- (a) The Board, at the time of appointing the nominating committee, may prescribe the form of ballot and procedure for the distribution and casting of ballots and ascertaining the results of the election. If or to the extent the Board shall fail so to do, the Corporation's President shall so prescribe. The President shall appoint three Shareholders who are not Directors as inspectors to determine and report the results of the election.
- (b) If so determined by the Board or by the President, in pursuance of paragraph (a) of this Section, ballots may be cast and canvassed a short time prior to the annual meeting of the Shareholders, in which case the results of the election of Directors shall be duly reported at such meeting.

Section 9 – VACANCIES.

In case of the death or resignation or removal of one or more of the Directors of the Corporation, a majority of the remaining Directors may fill the vacancy or vacancies until the successor or successors are elected at the next meeting of the Shareholders.

Section 10 – ANNUAL MEETING.

The annual meeting of Directors shall be held immediately after adjournment of each annual Stockholder's meeting and in the same place.

Section 11 – SPECIAL MEETING.

- (a) Special meetings of the Board may be held at the Corporation's Clubhouse or at such place in the City of Nevada, Missouri, as may be designated by the officer or Directors calling the meeting. Such a meeting may be called by the President or, in his absence, by the Vice-President or by the majority of the Directors.
- (b) By unanimous consent of the Directors, a special meeting of the Board may be held without notice at any time and at any place.
- (c) Monthly meetings of the Board shall be held at 7:00 p.m. on the second Monday of each and every month, except the month of April, at the Corporation's Clubhouse in the City of Nevada, Missouri without notice.

Section 12 – NOTICE OF SPECIAL MEETING.

Notice of every special meeting, except one held as provided in paragraph (1) of the preceding section, shall be mailed, telegraphed, or delivered to each Director by or at the direction of the officer or Directors calling the meeting, at least three days previous to the date fixed for such meeting. Every notice of such a meeting shall state the purpose thereof. Notice of any meeting shall be unnecessary as to any Director who shall waive it in writing either before, at, or after the said meeting.

Section 13 – QUORUM.

A quorum at any meeting of directors shall consist of a majority of the full Board. The act of the majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board, except as provided in these by-laws or the Articles of Incorporation or by law to the contrary.

Section 14 – ORDER OF BUSINESS.

At the meetings of the Board of Directors the order of business shall be:

1. Reading of minutes of last meeting.
2. Reports of committees.
3. Treasurer's report.
4. Unfinished business.
5. Resignations.
6. Election of members.
7. New business.

Section 15 – ELECTION OF OFFICERS.

The Director shall elect the officers of the Corporation from the Board and shall determine what salary, if any, each of them shall be paid. Such election shall be held at the regular Directors' meeting following each annual Stockholder's meeting. Any officer may be removed at any time by a majority vote of the full Board. Any vacancy of office resulting from such removal or otherwise may be filled by the Board.

Section 16 – EXECUTIVE COMMITTEE.

- (a) The Board, by resolution, may appoint two or more of the Directors as an executive committee, to manage the affairs and property of the Corporation during the interims between meetings of the Board.
- (b) Each member of the executive committee shall serve thereon for such term as the Board shall designate, and shall be subject to removal by the Board at any time with or without cause.

- (c) The executive committee shall have and may exercise every power inherent, or by statute or these by-laws or otherwise vested, in the Board itself, except:
 - 1. The power to elect or remove an officer;
 - 2. The power to authorize or fix an officer's salary;
 - 3. The power to pass upon applications for club membership;
 - 4. The power to publicly reprimand or suspend or expel a member.
- (d) The power of the executive committee may be further qualified or restricted by the Board in its resolution appointing the members of such committee, or by subsequent action.

ARTICLE V.
Officers

Section 1 – TITLES AND TERMS.

The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer, and such other officer or officers as the Board shall determine. They shall be elected for a term of one year, and each shall hold office until his or her death, resignation, removal, or the election and qualification of a successor. Excepting the office of President, any two or more offices may be held by the same person, unless prohibited by law.

Section 2 – PRESIDENT.

- (a) The President shall preside at all Stockholders' and Directors' meetings, and shall be the chief executive officer of the Corporation, having general supervision over its property and affairs and the other officers.
- (b) The President shall have, in addition to the powers and duties vested in or imposed upon the President by statute or specific provision of these by-laws, such powers and duties as are customarily inherent in or incident to the office of President of a Corporation.
- (c) The President shall be an ex-officio member of every committee except the nominating committee and except the admissions committee.

Section 3 – VICE PRESIDENT.

In the absence or disability of the President, the Vice President shall perform all the duties of the President; and if the office of President should become vacant, the Vice President shall hold the office of President until the next election.

Section 4 – SECRETARY.

The Secretary shall have such authority and shall perform such duties as are assigned to the Secretary by other provisions of these by-laws, or as may be properly so assigned by the Board or President and such as are normally incident to the corporate office of Secretary.

Section 5 – TREASURER.

- (a) The Treasurer shall have such authority and shall perform such duties as are assigned to the Treasurer by other provisions of these by-laws, or as may be properly so assigned by the Board or President, and such as are normally incident to the corporate office of Treasurer.
- (b) The Treasurer may appoint an Assistant Treasurer, subject to the approval of the Board.
- (c) The Treasurer and Assistant Treasurer shall furnish a corporate surety bond for the faithful performance of duties of the Treasurer, in such amount as the Board shall determine. The premium for such bond shall be paid by the Corporation.

Section 6 – COMPENSATION.

No officer of the Corporation shall be paid any salary or other compensation by the Corporation unless and except in amounts specifically authorized by the Board.

ARTICLE VI.
Standing Committees

Section 1 – ENUMERATION.

- (a) The Corporation shall have the following standing committees: Future Planning Committee, Finance Committee, House Committee, Golf and Grounds Committee, Tournament Committee, Entertainment Committee, Membership Committee.
- (b) The Corporation may have also such other standing committees as the Board shall determine.
- (c) Every reference in this Article to a committee or committees shall mean one or more of the standing committees mentioned in the first two paragraphs of this section unless a different meaning is specified and shall not apply to the Nominating, Admissions or Executive Committee.

Section 2 – FORMATION AND GENERAL RULES.

- (a) Each committee shall be appointed and vacancies in such committees shall be filled by the President, subject to approval of the Board.
- (b) Only resident members in good standing and spouses of such members shall be eligible for appointment to a committee.
- (c) Each committee shall be composed of not less than three nor more than five members as the Board or, in the absence of determination by the Board, the President shall determine.
- (d) Committee appointments except the Future Planning Committee shall be made for one year or less as determined by the Board or, in the absence of such determination, by the President. The Future Planning Committee members shall be appointed for terms of five (5) years.
- (e) The Board shall provide each committee with a set of rules governing members, guests, and other persons in relation to the specific activities and facilities for which the committee will have responsibility and jurisdiction, and with respect to the committee's own functioning. The committee, in an advisory capacity, shall cooperate with the Board in the formulation of such rules.
- (f) No committee shall have the authority or power to obligate the Corporation in any manner or in any amount in excess of the budgetary amount established for its use by the Finance Committee, unless and except to the extent specifically authorized so to do by the Board.
- (g) Each committee shall report on its activities to the Board or President whenever requested by either to do so, and at all times shall be under the direction, supervision, and control of the Board, having only such authority as is specifically conferred upon it in this Article, and such additional authority as may be delegated to it by the Board.

Section 3 – FUTURE PLANNING COMMITTEE.

- (a) The Future Planning Committee in its advisory capacity shall have the duty of formulating future permanent plans for the development, improvement, and beautification of all aspects of the Club's property, having regard for present and future long-term needs and requirements.
- (b) The Future Planning Committee, as soon after the annual meeting of the Club as practical, shall submit to the Board of Directors its specific recommendations

for current and future long-term development, improvement, and beautification of the Nevada Country Club.

- (b) The Future Planning Committee shall take the specific recommendations as approved and/or amended by the Board of the Finance Committee and/or other appropriate standing committee(s) for coordination as to more specific details as shall be required by the Board and shall report back to the Board at a date certain.

Section 4 – FINANCE COMMITTEE.

The Finance Committee shall have general supervision of the financial affairs of the Corporation and shall formulate its financial policies. Before the end of each fiscal year, it shall prepare with the cooperation of the Future Planning Committee and present to the Board a proposed budget of expenditures for the ensuing year, recommending specific appropriations for each standing or other committee.

Section 5 – HOUSE COMMITTEE.

The House Committee shall have full charge of the Clubhouse and all other buildings of the Corporation where refreshments, articles, or supplies are sold and the lawn, parking area, and other ground immediately around such buildings. Expenditures shall be limited to the approved budget received from the Finance Committee. It shall make all purchases necessary for the proper maintenance and operation of every building under its charge. It shall engage, supervise, and, if deemed advisable, discharge Clubhouse employees and, subject to the Board's approval, fix the compensation to be paid each such employee. It shall determine the prices to be charged for all articles and supplies sold in any building under its jurisdiction, and shall prescribe the special terms and conditions upon which members and guests may use the clubhouse facilities for private occasions.

Section 6 – GOLF AND GROUNDS COMMITTEE.

The Golf and Grounds Committee shall have full charge of the golf course and other grounds of the Corporation except clubhouse grounds. Expenditures shall be limited to the approved budget received from the Finance Committee. It shall purchase such tools, machinery, articles, and supplies as may be necessary to maintain the golf course and grounds in satisfactory condition. Subject to the Board's approval, such committee shall have authority to employ a greenskeeper and such assistants as necessary, and to fix the compensation of each. Such committee shall have jurisdiction and control of caddies.

Section 7 – TOURNAMENT COMMITTEE.

The Tournament Committee shall arrange and conduct all tournaments and other

Special golf events. Expenditures shall be limited to the approved budget received from the Finance Committee. It shall purchase such articles and supplies as may be necessary for the efficient conduct of such tournaments and special events and arrange for adequate publicity in connection therewith. It shall select and purchase or otherwise obtain the prizes that are to be awarded the winner or winners of tournaments or other golf events. It shall determine the handicaps of all golf playing members and shall maintain a record thereof.

Section 8 – ENTERTAINMENT COMMITTEE.

The Entertainment Committee shall have full charge of all club entertainments, dances, dinners, clubhouse games, and events. Expenditures shall be limited to the approved budget received from the Finance Committee. It shall be responsible for the attendance at all club functions. It shall have charge of all clubhouse decorations for any function it conducts and for any holiday or other occasions for which it deems such decorations desirable.

Section 9 – MEMBERSHIP COMMITTEE.

The Membership Committee shall endeavor to obtain from qualified and desirable persons applications for membership in the Club whenever memberships are available or in prospect and shall present all applications so obtained to the Board.

ARTICLE VII. Membership

Section 1 – DEFINITION.

As used in these by-laws or elsewhere in reference to the relation between the Corporation and any person a member under this Article, “Membership” or “membership in Nevada Country Club” or “club member” or any like term or combination of terms shall mean, and “member” by itself or in combination with a qualifying or descriptive term shall connote, a status securing to the person occupying it the privileges of access to, participation in, and use and enjoyment of the activities and facilities and other benefits (but not ownership or proprietary interest in the Corporation’s property except as specified) afforded by the Corporation’s country club operation, upon the terms and conditions and subject to the restrictions, limitations, obligations, and responsibilities expressed or implied in such Articles, these by-laws, or rules adopted under and in pursuance of these by-laws, or applicable statutes or arising by operation of law.

Section 2 – QUALIFICATIONS.

No person shall be eligible for or admitted to any type of membership unless a natural person not less than twenty-one (21) years of age. Additional requirements for

eligibility and admission to membership are specified in subsequent sections of this Article.

Section 3 – CLASSES.

There shall be four (4) classes of membership, namely Resident, Non-Resident, Social, and Sustaining.

Section 4 – RESIDENT MEMBERS.

- (a) Any person having the qualifications specified in Section 2 of this Article may, upon approval of the Board, be admitted to Resident Membership and shall be eligible to own stock in the Corporation. For this purpose ownership of a share by the Trustees of Cottey College shall be tantamount to ownership thereof by its President.
- (b) A Resident Member shall be entitled to all the privileges of club membership. Such member shall pay such initiation fee and dues as shall be determined by the Board under and in pursuance of Sections 10 and 11 of this Article.
- (c) Without paying any initiation fee or dues, the spouse of a Resident Member or those persons constituting the immediate family of a Resident Member living with such member in the member's home, except family members over the age of twenty-five (25) years, shall be entitled to all the privileges of club members, subject to any conditions or restrictions imposed in or by rules adopted under and in pursuance of these by-laws.
- (d) A Resident Member in good standing shall be eligible to serve as a Director, officer, or committeeman of the Corporation.

Section 5 – NON-RESIDENT MEMBERS.

- (a) Any person having the qualifications specified in Section 2 of this Article and residing outside Vernon County, Missouri, shall be eligible for and may be admitted to Non-resident Membership.
- (b) A Non-resident Member shall be entitled to the same club privileges as a Resident Member except that a Non-resident Member shall not be qualified to serve as a Director, officer, or committeeman of the Corporation. A Non-resident Member shall pay such initiation fee and dues as shall be determined by the Board under and in pursuant of Sections 8 and 9 of this Article.

- (c) A Non-resident Member's immediate family, as defined herein, shall have the same club privileges as are granted the spouse and family members of a Resident Member on the same terms and conditions.

Section 6 – SOCIAL MEMBERS.

- (a) Any person having the qualification specified in Section 2 of this Article regardless of the county of his/her residence shall be eligible for and may be admitted to Social Membership provided however that no person who owns a share of stock of the Corporation shall be eligible for Social Membership.
- (b) A Social Member shall be entitled to the same club privilege and specifications as a non-resident member with respect to the use of the club house and club house functions. A Social Member shall have no privilege to use the golf course, the tennis courts or swimming pool owned by the Corporation except as specified in the Country Club rules and other conditions as the Board of Directors may from time to time impose, including but not limited to the payment of user fees.
- (c) A Social Member's immediate family as defined herein, shall have the same club privilege and on the same terms and conditions as are granted to the member.
- (d) An existing member with priority under subsection (f) below may convert to Social Membership at a time that our club roster maintains a level over 225 members for a period of thirty (30) days. To convert to Social Membership will require the member to surrender stock certificate and pay an initiation fee of \$150.00. An existing Member whose years of membership in the Nevada Country Club plus age equals a total of ninety (90) or more, may convert to Social Membership at any time upon notification to the Board of Directors. A conversion under the "Total of 90 Rule" will require the member to surrender stock certificate, but does not require the payment of an initiation fee. Monthly dues for social members will be 50% of those charged to Resident Members plus the applicable per month minimum food and beverage charge. (Per Amendment 4/10/95)
- (e) An existing member that submits their resignation may not apply for Social Member status for twenty-four (24) months unless qualifying under the "225 member" rule or the "Total of 90" rule. (Per Amendment 4/10/95)
- (f) An existing member wishing to apply for Social Membership may apply by letter to the Nevada Country Club Manager who will maintain a current list of candidates, the person having seniority as a Nevada Country Club Member will have 1st priority.

*Pursuant to this authority, on April 14, 1997, the Board of Directors established a "Social Plus" membership with a fee of \$55.00 per month plus a \$30.00 minimum dining charge. There is a \$150.00 initiation fee, and no golf, voting privilege or stock is offered in connection with this class of membership.

Section 7 – SUSTAINING MEMBERS.

Any person having the qualifications specified in Section 2 of this Article may, upon approval of the Board, be admitted to Sustaining Membership. A Sustaining Membership shall confer upon the sustaining member the right to use all the privileges of the club, including the golf course, upon registration and payment of green fees and other charges incurred. Should any regular member in good standing, whose membership fees have been fully paid, make a bona fide change of residence to a point more than 125 miles from the city limits of the City of Nevada, Missouri, he may by written request, and with the approval of the Board of Directors, convert his membership to a Sustaining Membership. Such a request shall be accompanied by payment to the Club of \$250.00 pro rated, which sum shall thereafter be paid annually in advance each April 1st during the period of Sustaining Membership. In addition to the annual charge, a Sustaining Member or his guests will be subject to the normal user fees for golf, tennis, pool, and dining room facilities.

Section 8 – GUEST PRIVILEGES.

Members shall have only such guest privileges, and upon such terms and conditions, as shall be provided in, or by rules adopted and in effect under, these by-laws.

Section 9 – APPLICATION FOR AND ELECTION TO MEMBERSHIP.

- (a) Any person desiring to become a member of the club, and possessing or prepared to fulfill the requisite qualifications, may present or cause to be presented to the Board, or to the Corporation's President for submission to the Board, a written application signed by applicant and two Resident Members of the club in good standing, as sponsors for applicant, which application shall indicate the type of membership sought by the applicant (or, if desired, two or more types listed in the order of preference) and shall recite applicant's agreement, in the event of admission to membership, to be bound by and to comply with all the terms and conditions, obligations, and responsibilities attendant upon membership under and in accordance with the Corporation's Articles of Incorporation, these by-laws, rules adopted in pursuance hereof, and applicable laws.
- (b) Such application may be rejected by a majority vote of the Board but if not so rejected shall be posted on the Clubhouse bulletin board where it shall remain for a period of two weeks. At the next Board meeting following expiration of said period the application, if not in the meantime withdrawn

by the applicant, may be granted by a two-thirds majority vote of the Board. If the Board does not defer action on the application under paragraph (d) of this Section, but determines to refer it to the special committee as hereinafter provided, or if upon its being put to a vote the application is not granted, it shall be referred to a special committee on admissions, consisting of three Resident Members who shall be appointed by the President at said meeting with the approval of the Board. The identity of such committee shall not be recorded or disclosed. Such committee shall elect its chairman and then proceed to pass upon the application. A two-thirds' majority vote of the committee shall be required for approval of the application and without such approval the application shall be deemed rejected. The committee or its chairman shall report promptly to the President or Board its action on the application and on receipt of such report the President shall notify the applicant of the granting or rejection of the application.

- (c) Either the Board or said committee on admission may grant an application conditionally and, in the event of its doing so, the applicant shall be promptly informed thereof by the President and afforded a reasonable opportunity to comply with the specified conditions.
- (d) If, upon submission of an application to the Board, the Board shall determine that the class of membership applied for has reached its complement so that the admission of an additional member to such class would overtax the club facilities, or that immediate admission of the applicant would be contrary to the best interests of the Corporation or the club members, the Board may defer action on the application and place it in a waiting list file for future consideration at such priority as the Board shall deem proper.

Section 10 – INITIATION FEES.

The amount and manner and time of payment of the initiation fees for each class of membership shall be determined by the Board and such fees shall be collected and paid accordingly.

Section 11 – DUES.

The Board at one of its meetings, preferably the first, in each fiscal year of the Corporation shall determine the amount and manner of payment of the club dues for each fiscal year and such dues shall be collected and paid accordingly for each share of stock issued and outstanding. Non-resident Members shall pay dues in the same manner as Stockholders in the Corporation. The dues as assessed by the Board shall not exceed the maximum amount authorized by the Shareholders.

Section 12 – DELINQUENCY.

- (a) All indebtedness of a member to the Corporation shall become due on the first business day of the month following that in which the indebtedness is incurred. On or forthwith after said due date, the Secretary of Treasurer shall send a statement to each member so indebted.
- (b) On the fifteenth day of such indebtedness, the Secretary or Treasurer shall send each delinquent member a notice that such member's credit and all privileges of membership will be withdrawn.
- (c) On the forty-fifth day of such indebtedness, the Secretary of Treasurer shall so post the name and amount of indebtedness of each delinquent member and such member's credit and privileges of membership shall be automatically suspended and shall remain so until such indebtedness, together with any interest thereon and fines, if any, imposed by rules on the delinquent member, be paid in full.
- (d) A member's delinquency on any account for a period of ninety (90) consecutive days or longer shall be cause for suspension or expulsion of such member.

Section 13 – REPRIMAND, SUSPENSION, AND EXPULSION.

- (a) The Board shall have the authority to privately discipline or to publicly reprimand, suspend, or expel any member for cause. Such cause may consist of the violation of any of these by-laws or of any rule adopted under and in pursuance of these by-laws or conduct which, in the opinion of the Board, is prejudicial to the interests or welfare of the Corporation or its country club operation or to good order and discipline upon the Corporation's premises or constitutes improper usage of the Corporation's property or any of the privileges of membership.
- (b) A member may be privately disciplined for cause upon the affirmative vote of the majority of the Board but public reprimand or suspension or expulsion shall require a two-thirds' majority vote of the Board.
- (c) Public reprimand, suspension or expulsion of any member for any cause shall not be effected by the Board until a member shall have had an opportunity to present a defense. One week's written notice specifying the time and place the Board will consider the charges, accompanied by a written specification thereof shall be considered as affording such member sufficient opportunity to present his defense.
- (d) Suspension of member or of any of the privileges thereof under any

provision of this Article shall not entitle the member suffering such suspension to any refund or adjustment of dues and shall not relieve such member from liability for the payment of dues assessed during the period of such suspension.

Section 14 – RESIGNATION.

A member may withdraw from club membership only by submitting to the Corporation’s President or Secretary a resignation in writing specifying the time when such withdrawal shall be effective and only if such member shall not be indebted in any amount or on any account whatever to the Corporation.

Section 15 – MEMBERSHIP CONVERSION.

A member of one membership classification may change to another, if qualified for the other, by written notification to the President of election so to do.

Section 16 – NON-TRANSFERABILITY AND CESSATION OF MEMBERSHIPS.

Memberships are not transferable. On expulsion, death or effective resignation of a member, the membership of such member shall cease and determine.

ARTICLE VIII.

Club Rules

Section 1 – ADOPTION.

- (a) Rules governing members, guests, officers, committees and employees shall be adopted by the Board independently or in full cooperation with the various committees.
- (b) The Board shall have power to prescribe penalties and fines for violation of any by-law or club rule. Such penalties and fines shall not be exclusive but cumulative of and in addition to other penalties by law, these by-laws, or otherwise applicable and enforceable.

Section 2 – PUBLICATION.

- (a) Copies of all rules shall be posted, or otherwise made available for perusal, in conspicuous places in the Clubhouse and, to the extent deemed advisable, on the golf course and grounds. The Secretary shall distribute such copies and copies of these by-laws and of any and all amendments thereof to all Shareholders and members.

- (b) Failure of compliance with paragraph (a) of this Section shall not render any by-law, rule, penalty, or fine ineffective or unenforceable and shall not excuse any violation thereof.

Section 3 – ENFORCEMENT.

- (a) Each committee shall be primarily responsible for the enforcement of such by-laws and club rules as relate to its particular function.
- (b) By-laws, club rules, penalties and fines shall be enforced by the Corporation's officer, committees, and employees. Only the Board shall have authority to suspend the operation of any such rule or to pardon its infraction or to remit any such penalty or fine.

Section 4 – APPEAL.

Any member or employee shall have the right to appeal to the Board from the decision of any committee or officer involving interpretation or enforcement of any by-law or rule and the Board's decision in such matter shall be final.

ARTICLE IX.

Miscellany

Section 1 – SUGGESTIONS AND COMPLAINTS.

Any member wishing to do so may submit in writing to the President or to the Secretary for transmittal to the President a suggestion or complaint relative to the conduct of another member or guest or the conduct or performance of any officer committee or employee or regarding any phase or aspect of the operation of any club facility. The President shall consider and dispose of the suggestion or complaint or shall refer it, with or without comment, to the Board or Executive Committee for consideration and disposition.

Section 2 – BULLETIN BOARD.

A bulletin board shall be installed and maintained in the Clubhouse. Matter shall be posted on the bulletin board only by the Board, an officer, or committee, or as specifically authorized in these by-laws.

Section 3 – FISCAL YEAR.

- (a) The fiscal year of the Corporation shall begin April 1st each year and shall end March 31st of the next year.

- (b) The Board shall have power at any time to change the Corporation's fiscal year.

Section 4 – AMENDMENTS.

These by-laws may, upon proper notice as hereinbefore set out, be supplemented, amended, or repealed by a majority vote of the Shareholders present in person or by proxy at any annual or special meeting of Shareholders at which a quorum is represented and which is properly held and conducted in pursuance of valid and sufficient notice.

