



Whitewater Country Club Bylaws



**WHITEWATER COUNTRY CLUB
BYLAWS**

UPDATED AS OF July 23, 2009

**ARTICLE I
BOARD OF DIRECTORS**

The Board of Directors shall have full management, direction, and control of the business and affairs of the Club and shall consist of six (6) members.

Section 1.

A. The Board of Directors shall have the authority to borrow money in the name of the Club and to pledge the assets of the Club as security therefore. The authority of the Board to borrow in the name of the Club shall be limited to an amount not to exceed 1/4th of the previous fiscal year's gross income from dues, fees, and assessments in any one fiscal year.

B. Borrowing of money in the name of the Club in an amount greater than 1/4th of the previous year's gross income from dues, fees, and assessments and/or pledging of the Club's assets as security thereof shall require the approval of a majority of active owner-members present at an Annual Meeting and of those voting by written proxy registered with the Secretary before the meeting, provided that notice of such action shall have been contained in the notice of such meeting.

Section 2.

A. The president may appoint such special committees and such special committee chairpersons as is deemed advisable with the approval of the Board of Directors.

B. All committees shall be subject to the control of, and may be disbanded, replaced, and reorganized by the Board of Directors at any time.

G. Except as provided by this section, no certificate(s) of membership is in any way transferable in any fashion. In the event any member shall transfer the membership certificate(s) in violation of the provisions of this section, such certificate(s) shall be void and canceled on the books of the Corporation. All certificates issued shall contain the following notice written across the front of the certificate:

"Not transferable except as provided by Bylaws."

**ARTICLE XI
FEES, DUES AND ASSESSMENTS**

Section 1.

The Board of Directors shall have the power to fix the amount of dues, house charges, fees, and other charges for all classes of membership. The Board of Directors shall notify the owner-members in writing of current charges in force and their effect and of all changes in such charges as may have been determined by the Board of Directors. Service charges shall be determined by the Board of Directors for each year and shall be payable with the annual dues.

Section 2.

The Board of Directors may at its discretion remit the dues, fees, and assessments of any owner-member, in part or in whole, as the Directors in their judgment may deem proper. Such dues, fees and assessments shall be refundable by a two-thirds (2/3) vote of the Board of Directors.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be abrogated or amended by the affirmative vote of two-thirds (2/3) of the active owner-members present at any regular or special meeting of the Corporation provided that notice of the proposed abrogation or amendment shall be contained in the notice of such meeting.

D. Membership certificate(s) requested to be placed on the redemption list per the bylaws, shall be valued at \$125.00, less any and all amounts owing to the Club. Membership certificate (s) shall be placed on a the Redemption list pending payment in the order they are received, except that membership certificates surrendered due to the death of an active owner-member will be given priority over other voluntary surrenders. These certificates shall be paid to the resigning owner-members in the order in which they reside on the list, and to the extent that the remaining membership certificates issued and outstanding are not less than 675 (six hundred seventy five). The Board of Directors, at its sole discretion, may approve redemption of additional canceled membership certificates pending payment, temporarily reducing the number of certificates issued and outstanding to less than 675 (six-hundred seventy-five). Each membership certificate(s) on the Redemption list is valued at \$125.00

E. Any membership certificates held by a resigned or expelled owner-member that are not presented for redemption within sixty (60) days of the date of termination shall be canceled on the records of the Corporation and the former owner-member shall forfeit his or her redemption rights.

F. An active owner-member, current with all dues, fees, and assessments, who expects to be unable to use his/her membership for a period of time (generally a year), may request the Board of Directors to approve his/her status as an inactive owner-member for such stated time period. Inactive owner-members will be exempt from all dues and fees while they are absent and will have no membership rights or privileges. Inactive owner-members can restore their active status by paying the then current dues and fees, including any assessments levied during their period of inactivity, and shall be exempt from paying an initiation fee. Inactive owner-members who fail to restore their active status by the end of their stated period of inactivity will be considered to have resigned as of that date and will be treated in accordance with the other provisions of this section.

Section 3.

A. The Board of Directors shall conduct at least one regular meeting in each calendar month, the time and date of such meeting to be established by the Board of Directors at each preceding monthly meeting. The president or any three (3) directors may call a special meeting of the Board on three (3) days' written and/or electronic notice to all members of the Board.

Section 4.

A. A majority of the Board of Directors shall constitute a quorum.

Section 5.

A. The Board of Directors, by a majority vote cast at any meeting, shall within sixty (60) days of the occurrence of any vacancy fill any such vacancy that occurs in its membership or in any office of the Club.

Section 6.

A. A majority of the Board of Directors is sufficient to take any action, pass any motion, or do anything within the power of the Board of Directors including expelling its own members, except as is specifically otherwise stated in these Bylaws or in the Articles of Incorporation.

Section 7.

A. The authority of the Board to commit the Club to any project, acquisition, or capital expenditure shall be limited to an amount not to exceed 1/4th of the previous year's gross income from dues, fees and assessments in any fiscal year.

B. Any action to commit the Club to any project, acquisition, or capital expenditure in an amount greater than 1/4th of the previous year's gross income from dues, fees and assessments shall require the approval of a majority of active owner-members present at an Annual or Special meeting and of those voting by written proxy registered with the secretary before the meeting, provided that notice of such action shall have been contained in the notice of such meeting.

**ARTICLE II
ELECTION AND DUTIES OF OFFICERS**

Section 1.

A. The officers of the Club shall be a president, a vice-president, a secretary and a treasurer. They shall hold office for a term of one (1) year, and until their successors have been elected and qualified. The offices of secretary and treasurer may not be held simultaneously by the same person.

Section 2.

A. Immediately following the annual meeting, a meeting of the newly elected Board of Directors shall be conducted to elect for a term of one (1) year a president, a vice-president, a secretary and a treasurer in accordance with the Articles of Incorporation.

Section 3.

A. The duties of the various officers shall be those as set forth in Article V of the Articles of Incorporation.

Section 4.

A. It shall be the duty of the secretary to give notice of any meeting of the members or of the Board in accordance with the provisions of these Bylaws upon call of the meeting as provided; and in the event of the absence or disability of the secretary, such duties shall be carried out by any other officer of the Corporation.

**ARTICLE III
NOMINATION FOR BOARD OF DIRECTORS**

Section 1.

A. Candidates for the Board of Directors of the Club shall be nominated by a nominating committee consisting of three (3) active owner members who will be appointed by the President of the Board of Directors at least sixty (60) days before the annual election that is to be held upon the date of the annual meeting. The nominating committee shall within fifteen (15) days thereafter nominate at least one (1) but not more than three (3) candidates for each vacancy to occur. The president shall deliver to the secretary the committee's nomination of candidates for election to the Board

expulsion, the member's obligation to pay further dues to the corporation shall cease, the member's certificate(s) shall be canceled on the books of the Corporation, and the member shall surrender said certificate(s) to the Secretary of the Corporation. Such member shall receive the cost of such shares from the Corporation for said certificate(s), less deduction for any and all amounts owing to the Club. In the event of a suspension, the Board of Directors shall determine the time and the terms and conditions of the suspension, including liability for any fees, dues, assessments, or other charges accruing during the suspension. The two-thirds (2/3) vote of the Board of Directors for suspension must include all terms and conditions of the suspension voted upon within one (1) motion.

Section 6. Transfer of Membership:

A. Upon the death of an active owner-member, the surviving spouse of the deceased member shall, at his or her option, automatically qualify for membership and shall, upon surrender of the old certificate(s), be issued a new certificate(s) in the name of the surviving spouse, or at said spouse's option, may surrender the certificate(s) as hereinafter provided.

B. Any active owner-member may request transfer the certificate (s) of membership in the name of the owner-member to that member's spouse by filing a written request with the secretary of the Club, and shall upon Board of Directors' approval receive a new certificate(s) in the name of the spouse upon transfer of the old certificate(s).

C. An active owner-member, current with all dues, fees, and assessments may resign from membership in the Club; but no resignation shall release such member from obligation to pay the regular dues, fees, assessments, and other expenses, as the same shall accrue until the membership has been canceled in accordance with the provisions of this section. Immediately upon the resignation of a member, such member shall surrender his or her membership certificate(s) to the Board of Directors and the certificates shall be canceled on the records of the Corporation.

1. A minimum of four (4) Directors shall be present for such hearing related to alleged misconduct or unfitness of any member of the Club.
2. Such member(s) shall have the right to be represented by counsel, legal or otherwise.
3. A vote of two-thirds (2/3) of the Directors present.
4. The Board of Directors shall be the sole judge of what constitutes unfitness or misconduct, and their decision shall be final.
5. Any owner-member, regardless of classification, who shall have been expelled, shall immediately and automatically forfeit his/her membership to the Club, and if suspended, shall thereafter have no rights or privileges in the Club unless and until they shall have been reinstated to good standing and their membership restored by action of the Board of Directors.

B. Any owner-member who fails to pay dues, fees, or assessments by the Annual Meeting of any year shall automatically become suspended from the Club until such time as all of such charges, together with any late fees, to be determined by the Board of Directors are paid in full unless said member has obtained prior permission from the Board of Directors to delay payments. Notices shall be sent to delinquent member(s) at the last known address, notifying them of the suspension and the payment required to reinstate their privileges. If the member(s) fail to pay such indebtedness as herein provided, the Board of Directors shall proceed as is provided in subparagraph A and C of this Section 5.

C. Any owner-member may be suspended or expelled from the Club by a two-thirds (2/3) vote of the Board of Directors for failure to pay accounts owing to the Club, including dues, fees, or assessments, or for violation of these Bylaws or other rules and regulations of the Club as established by the Board of Directors, upon the Board of Directors' own motion or upon the written petition signed by twelve (12) or more active members presented to the Board of Directors. The Board of Directors shall have the sole power to either suspend or expel the member. In the event of

of Directors. A printed ballot containing the names of such nominees for the office of directors shall be mailed with the notice of the annual meeting.

Section 2.

A. Other nominations for candidates for the Board of Directors may be made orally from the floor at the annual meeting provided that each such nomination shall be made by an active owner-member and seconded by at least two (2) active owner-members of the Club.

Section 3.

A. Membership in the Board of Directors shall be restricted to Category 1 (family/couple), Category 2 (single), Category 3 (social) and Category 4 (intermediate) of membership listed in the Bylaws Article X.

ARTICLE IV ELECTIONS

Section 1.

A. The Directors shall be elected by secret ballot of the active owner-members present at the annual meeting in person and by written proxy registered with the secretary before the annual meeting.

Section 2.

A. At the annual meeting, the secretary and the club manager shall collect and count the ballots for the office of Director. After ballots and proxy ballots have been counted, the secretary shall announce the total number of votes cast and the number for each candidate. A majority of votes shall elect and in case of a tie between two or more candidates for the office of Director a run-off election shall be held immediately.

The secretary shall record the election results, i.e. the total number of votes cast and the number for each candidate, and immediately report the results to the president in writing. The president shall certify the results as official and final. Thereafter the Secretary shall destroy the ballots.

Section 4.

A. New Directors shall be elected to hold office for a term of three (3) years.

**ARTICLE V
NOTICE OF MEETINGS**

Section 1.

A. Notice of each annual meeting of the Club shall be mailed to each owner-member at least fourteen (14) days before the date of such meeting.

Section 2.

A. Notice of each special meeting of the Club shall be mailed to each owner-member at least five (5) days before the date of such meeting. Such notice shall state the object for which the meeting is called and shall state that the meeting is called under the provisions of Article VII by the president, or if written request, by twelve (12) owner-members; their names shall be listed in the notice of such special meeting.

**ARTICLE VI
ANNUAL MEETING**

Section 1.

A. The annual meeting of the Club shall be held at the Clubhouse or such other place within the County of Walworth designated by the Board of Directors on the last Sunday of April each year at 2 P.M.

Section 2.

- A. At such meeting, the order of business shall be:
 1. The minutes of the previous annual meeting.
 2. Reports of Officers, Board of Directors and Committee Chairpersons.
 3. Unfinished business.
 4. Balloting for Directors.
 5. Announcement of election of Directors.
 6. New business.

Class B membership certificates shall be issued to each dues-paying member who voluntarily agrees to pay \$1,000.00 per certificate. This Class B membership certificate will have no voting rights and no additional membership privileges. The proceeds received for said Class B certificates are restricted for future land acquisition and may not be used for any other purpose. The Board of Directors shall segregate any funds received from the general operating fund of the Corporation. Redemption of the Class B certificate(s) will be at the sole discretion of the Board of Directors. All certificates issued are subject to all restrictions on transfer, hereinafter provided in the Bylaws.

Section 4. Privileges and Restrictions:

A. Each owner-member shall enjoy the rights and privileges of the Club, appropriate to the classification of membership, and each owner-member shall be subject to such restrictions, limitations and regulations in the use of the Club and its facilities as may, from time to time, be established by the Board of Directors.

B. Any owner-member, regardless of classification, shall be fully responsible for all indebtedness to the Club incurred by members of his or her own immediate family and guests.

C. No guest residing within thirty (30) miles of the Club shall be allowed to golf on more than five (5) days per year. All guests shall be subject to the fees and restrictions as established by the Board of Directors.

Section 5. Suspension or Expulsion:

A. No active owner-member or spouse shall be suspended or expelled for any period of time or have their membership or privileges pertaining thereto terminated for unfitness or misconduct until such member(s) shall have been given an opportunity to be heard in his/her own defense by the Board of Directors. Such meeting of the Board of Directors shall be subject to the following conditions:

Payment of the fees, dues, and assessments on behalf of an active owner-member shall entitle the member to all of the rights and privileges of the Club and its facilities without any family affiliation. Ages to qualify for an intermediate membership are 21 to 30 years.

B. Junior Members:

Junior memberships shall be available to individuals up to and including 20 years of age under terms and conditions as annually determined by the Board of Directors. Junior members are not considered owner-members of the Corporation and shall only be accorded the privilege to use the facilities of the Club at such times and under such conditions and terms designated by the Board of Directors.

C. Standby Members:

The secretary of the Club shall maintain a list of standby owner members, which shall consist of those applicants when no additional active memberships are available. The order of consideration by the Board of Directors from the standby list shall be by date of submitting the application to the Club, except that first priority shall be given to persons who were either members or spouses of members in good standing in the calendar year prior to submission of the application.

D. Other Members:

The Board of Directors may, from time to time, establish such other classes of memberships with restrictions and limitations as determined by the Board of Directors.

Section 3. Membership Certificates:

An appropriate form of membership certificate shall be issued to each active owner-member for the number of paid membership certificates upon full payment of all appropriate membership fees. The cost of each membership certificate shall be one-hundred twenty-five dollars (\$125). All certificates issued are subject to the restrictions on transfer, hereinafter provided in the Bylaws.

**ARTICLE VII
SPECIAL MEETINGS**

A special meeting of the owner-members of the Club may be called at anytime by the Board of Directors or upon written request of twelve (12) owner-members filed with the president for that purpose, specifying the business to be transacted at such meeting. The president shall, within fifteen (15) days after such notice has been filed with him, call a special meeting of the members of the Club in accordance with Article V of these Bylaws.

**ARTICLE VIII
FISCAL YEAR**

Section 1.

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

**ARTICLE IX
QUORUM, RIGHTS AND DISSOLUTION**

Section 1.

A quorum is defined as is provided in Article 7 of the Articles of Incorporation (twelve owner-members).

Section 2.

Subject to the provisions of Article X of the Bylaws, only active owner-members and their spouses, as hereafter provided in these Bylaws, shall be entitled to vote at all meetings of the Club, hold office, serve on committees, and serve on the Board of Directors.

Section 3.

In the event of dissolution, only active owner-members shall be entitled to share in any distribution of the assets of the club, or the proceeds of the sale thereof. The Board of Directors shall have the absolute discretion of distributing said assets, or making a fair market distribution in cash.

Any such distribution shall be made as follows: the owners of any membership certificates that are, prior to the time of distribution, placed on the Redemption List either voluntarily or involuntarily

shall not be entitled to share in any distribution beyond the sum of \$125.00 per such share. While every active member in good financial standing at that time shall participate in any such distribution both as to the receipt of the sum of \$125.00 per active membership certificate owned as well a fractional part of the whole net distributive sum, which fraction shall be derived by taking as its numerator the number of active owner certificates so held and its denominator the total number of such shares participating in the distribution.

In the event the total assets available for distribution are less than \$125.00 per each certificate (active as well as those on the redemption list), then all membership certificates will be redeemed pro rata.

ARTICLE X MEMBERSHIPS

Section 1. Admission of Owner-Members:

A. All applications for memberships of any class shall be signed by the applicant. Applications shall be submitted on forms approved by the Board of Directors and supplied by the Club and shall contain such information as is therein requested.

Section 2. Classes of Memberships:

A. Active Owner-Members:

Active owner-members shall consist of persons each of whom shall own a membership certificate or certificates issued in accordance with the Bylaws, excluding resigned, suspended or expelled members. There shall be no more than 325 memberships. Active memberships shall consist of four (4) separate classifications as follows:

1. Family/Couple Membership:

Family/Couple members must purchase four (4) membership certificates. Membership certificates may be purchased one (1) certificate per year over the first four years.

Payment of the fees, dues, and assessments on behalf of an active owner-member shall entitle the member and his or her spouse to

all of the rights and privileges of the Club and its facilities. The active owner member and spouse, but not both at the same time, shall be entitled to vote, hold office, serve on committees, and serve on the Board of Directors. Further, unmarried children of the active owner member or spouse, up to and including the age of 23 years, provided they are full-time students in an accredited educational institution, shall be entitled to the use of the facilities of the Club.

2. Single Membership:

Single members must purchase four (4) membership certificates. Membership certificates may be purchased one (1) certificate per year over the first four years.

Payment of the fees, dues, and assessments on behalf of an active owner-member shall entitle the member to all rights and privileges of the Club and its facilities, and shall entitle the member to vote, hold office, serve on committees, and serve on the Board of Directors so long as the single membership is maintained. Spouses of single members shall have the status and rights of a social membership.

3. Social Membership:

Social members must purchase one (1) membership certificate.

Payment of the fees, dues, and assessments on behalf of an active owner-member shall entitle the member and spouse to all the rights and privileges of the Club and its facilities, except the use of the golf course, locker room, and any other future recreational facility hereafter erected on the premises of the Club and shall entitle the active owner-member and spouse, but not both at the same time, to vote, hold office, serve on committees, and serve on the Board of Directors.

4. Intermediate Membership:

Intermediate members must purchase two (2) membership certificates. Membership certificates may be purchased one (1) certificate per year over the first two years.