

**AMENDED AND  
RESTATED BYLAWS  
OF  
INDIANOLA COUNTRY  
CLUB**

(Approved by Board of Directors December 14, 2004)

**AMENDED AND RESTATED  
BYLAWS OF INDIANOLA COUNTRY CLUB**

**ARTICLE I. OFFICES**

The principal office of the corporation in the State of Iowa is located in the City of Indianola, County of Warren. The corporation may have other offices as the Board of Directors may determine or as the affairs of the corporation may require.

The corporation shall maintain in the State of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Iowa Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II. MEMBERSHIPS**

**A. Total Golfing Memberships.**

1. Total Golfing Memberships shall not exceed 400 without approval of the members. The Board of Directors will maintain a membership level, currently 350 Golfing Memberships, consistent with providing reasonable access to the golf course. This number may be increased or decreased at the discretion of the Board of Directors, provided that the number does not exceed the maximum of 400 Golfing Memberships.

2. The Memberships shall include the following classes of Memberships: Family Memberships, Single Memberships, and Honorary Memberships. The number of Social Memberships shall be unlimited.

**B. Classes of Memberships:**

The corporation shall have four (4) classes of Memberships. The designation of the class and the qualifications and rights of the members of the class shall be as follows:

**1. Family Membership**

a) Each Family Membership includes the following:

(1) A legally married husband and wife ("Family Member"); and

(2) Unmarried children of the Family Member living with the Family

Member and either under 18 years of age or attending high school full time, (including three months after graduation).

(3) Exception – Unmarried children of the Family Members living with the Family Member and under 23 years of age and attending college. He/she must be carrying a full load of course work toward a college undergraduate degree in order to qualify for this exception.

(4) Other exceptions may be considered by petition to the Board of Directors.

- b) Each Family Membership entitles the family members to full use of all of the facilities of the Clubhouse and golf course;
- c) Each Family Membership is entitled to one (1) vote on any matter which comes before the membership of the corporation.
- d) Heritage Status - granted in recognition of a member's long standing membership, who is at least 65 years of age AND the member's age plus years of current continuous membership must total 90 or more. Heritage Status annual dues shall be \$20/month less than Family Memberships. New Heritage Status memberships may be granted until April 1, 2009, when the Board of Directors will review the practice.

## 2. Single Membership

- a) This Membership consists of a single (unmarried) person ("Single Member").
- b) There shall be two categories of Single Membership: Members under age 30, and Members over age 30.
  - c) Each Single Membership entitles the Single Member to full use of all of the facilities of the Clubhouse and golf course.
  - d) Each Single Membership entitles the Single Member to ONE (1) vote on any matter which comes before the membership of the corporation.
- e) Heritage Status - a Single Member may be granted Heritage Status in recognition of the member's long standing membership. A Heritage Status member must be at least 65 years of age AND the member's age plus years of current continuous membership must total 90 or more. Heritage Status annual dues shall be \$20/month less than Single Memberships. New Heritage Status memberships may be granted until April 1, 2009, when the Board of Directors will review the practice.

### 3. Social Membership

- a) Each Social Membership entitles the member to the full use of all of the facilities of the Clubhouse, but NOT the golf course
- b) Social Memberships shall not have any interest in the corporation assets, nor any voting rights.
- c) Members with Family or Single Membership who drop to Social Membership status may return to Family or Single Membership status as follows:
  - (1) If the member has had a Social Membership for less than 12 months the member must either pay back the dues assessed for Family or Single Membership, or pay a new Initiation Fee.
  - (2) If the member has had a Social Membership for more than 12 months, the member may return to a Family or Single Membership by paying a Fee equal to the difference, if any, between the current Initiation Fee and the Initiation Fee in effect at the time the member dropped to a Social Membership.
  - (3) In each case, if there is a waiting list for membership, the member shall be placed on the list as if the member was a new member.

### 4. Honorary Membership

- a) Honorary Memberships are limited to residents of Warren County, Iowa, and shall not exceed five (5) Family or Single Memberships.
- b) Honorary Memberships must be conferred by a unanimous vote of the Board of Directors at any regular meeting.
- c) Honorary Membership shall have all of the privileges of Family Membership including use of the Clubhouse and golf course, but shall not have any interest in the corporation assets, nor any voting rights.

## **ARTICLE III. VOTING RIGHTS**

Each Family Membership and each Single Membership shall be entitled to one

vote on each matter submitted to a vote of the members. The other classes of membership shall have no voting rights.

#### **ARTICLE IV. APPLICATION FOR MEMBERSHIP**

A. Applications for Membership shall be filled to replace vacancies created by resignations on a first received, first approved basis. Applications for membership shall be signed by the applicant, who shall be recommended in writing by at least two (2) members who are personally acquainted with the applicant. The application shall state the residence, home address and telephone number of the applicant.

B. The Board of Directors, by majority vote of all of the members of the Board, may approve an Application for Membership.

C. If any applicant approved for membership shall not, within thirty (30) days after notice of his/her approval for membership, signify his/her acceptance and pay the Initiation Fee, he/she shall be deemed to have forfeited his/her acceptance for membership.

D. When children of a family membership become ineligible to participate under that family membership, they do not have to pay an initiation fee if they apply within 3 months for full membership. They will receive the next open membership slot by going to the top of the waiting list.

#### **ARTICLE V. TERMINATION, RESIGNATIONS, LEAVES OF ABSENCES, REINSTATEMENTS & TRANSFER OF MEMBERSHIP**

A. Termination.

1. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, shall have full power to refuse to accept, renew, terminate, suspend or cancel the membership of any member for any reason, except on the basis of race, color or religion, provided that the procedure used is fair and reasonable and in good faith.

2. Prior to terminating, suspending or cancelling a member's membership, the Board of Directors shall do all of the following:

a) Give the member at least fifteen days' prior written notice of the expulsion, suspension, or termination and the reasons therefor. Notice must be given by first class or certified mail to the last address of the member shown on the corporation's records.

b) Give the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination. If the member requests to be heard, the Board must consider all relevant facts and circumstances surrounding the expulsion, suspension, or termination by a member. Any termination, suspension or cancellation shall not take place less than five (5) days after the Board votes to terminate, suspend or cancel a membership.

3. If an Ex-member challenges a termination, suspension or cancellation of membership, the Ex-member must commence the proceeding within one year after the effective date of the termination, suspension, or cancellation. A member whose membership has been terminated, suspended or cancelled may be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to the termination, suspension or cancellation.

4. In the event of the termination of a member's membership, all rights and privileges of the member and the member's family shall immediately terminate with respect to the use of the golf course, clubhouse and the participation in any golf tournament.

#### B. Resignation and Leaves of Absence.

##### 1. Resignation.

Any member may resign by filing a written resignation with the President, but a resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid, unless approved by the Board of Directors.

##### 2. Leave of Absence.

Any member may request a leave of absence in writing and each request will be reviewed by the Board of Directors on an individual basis.

C. Reinstatement.

Upon written request signed by a former member and filed with the Secretary of the corporation, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

D. Transfer of Membership.

Membership in the corporation is not transferable or assignable, unless approved by the Board of Directors.

**ARTICLE VI. INITIATION FEES AND ANNUAL DUES**

Initiation Fees and Annual Dues shall be set by the Board of Directors, and may be adjusted from time to time, at the discretion of the Board of Directors.

**ARTICLE VII. DELINQUENCIES**

A. All dues are due on the following dates:

1. The first day of the month, if paid monthly;
2. The first day of the new quarter; if paid quarterly;
3. The first day of the year and on July 1st, and if paid semi-annually; and
4. The first day of the new year, if paid annually.

B. Once a member is sixty (60) days delinquent on dues payment, a late payment charge of \$15.00 shall be added. A written Notice shall be sent to the member advising the member of the total amount now due, including the \$15.00 late payment charge. The Notice shall be sent to the member by first class or certified mail to the last address of the member shown on the corporation's records.

C. If payment in full is not made within 120 days from the original due date of the payment, a Notice shall be sent to the member advising the member that if full payment

is not received within 15 days from the date of the Notice, the board will act to terminate their membership. The Notice shall be sent to the member by first class or certified mail to the last address of the member shown on the corporation's records. Failure to pay by the deadline constitutes grounds for termination following the procedures in Article V, Paragraph A.2. of these By-Laws. Reinstatement shall normally require the payment of an Initiation Fee as well as payment of all back dues and late payment charge.

D. Any dues unpaid for ninety (90) days after resignation or termination may result in the corporation filing suit in Small Claims Court.

E. Ex-members who leave the corporation owing dues are indebted to the corporation and therefore are not eligible to use the facility as guests of members in good standing, nor can they participate in Club-sponsored tournaments. Payment of the debt will lift the restriction.

#### **ARTICLE VIII. RESTRICTIONS ON USE OF CLUBHOUSE AND GROUNDS**

The holders of all forms of membership shall, together with the member's families, be subject to such special restrictions in the use of the Clubhouse and grounds, as the Board of Directors may, from time to time, deem to impose.

#### **ARTICLE IX. GUESTS**

A. Non-members living in Warren County, Iowa, or in any contiguous county, may be a guest for a total of four (4) times when accompanied by a member. Guests outside of these geographical boundaries may play golf as a guest with a member more than four (4) times.

B. Green fees for non-members shall be the responsibility of the member who issued the invitation to play.

C. Reciprocity privileges are extended to members of other Clubs who show evidences of membership in another Club and pay green fees applicable for the day.

#### **ARTICLE X. CART FEES AND GREEN FEES**

A. Cart Fees

1. Members may store their carts in the corporation's storage facility provided that the member is current in payment of Annual Dues and Cart Fees.

2. Cart Fees shall be determined by the Board of Directors, and may be adjusted from time to time.

3. Cart fees shall be billed on April 1 and must be paid in full no later than May 1 of each year. Cart fees not paid by June 1 shall preclude the use of the cart on the golf course.

4. Statements and letters shall be sent in the months of May and June to advise the cart owner of a delinquency.

5. If a Cart Fee is not paid by July 1 of each year, a written Notice shall be sent to the member advising the member to remove the cart from the Corporation property.

B. Green Fees

The Board of Directors shall determine the Green Fees, which may be adjusted from time to time.

## **ARTICLE XI. MEETINGS OF MEMBERS**

A. Annual Meeting.

The Annual Meeting of members shall be held on the third Sunday in January of each year, unless otherwise approved by Resolution of the Board of Directors. At each Annual Meeting the election of the Directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the following Saturday. If the election of Directors shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently possible.

B. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or not less than 30 members or ten percent (10%) of the membership

with voting rights, whichever is greater.

C. Place of Meeting.

The place of the meetings shall be at the Clubhouse, unless the Board of Directors designate another place, either within or outside of the state of Iowa.

D. Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, to the members entitled to vote at such meeting as follows:

1. personally or by U.S. mail not less than 10 nor more than 60 days before the date of such meeting. The notice shall be deemed to be delivered in accordance with the terms and conditions set forth in Article XXV. of these Bylaws.
2. by electronic transmission not less than 30 days before the meeting date. The notice shall be deemed to be delivered upon delivery or transmission of the Notice.

E. In case of a Special Meeting, or when required by statute or by these Bylaws, the purposes for which the meeting is called shall be stated in the Notice.

F. Action by Written Ballot of Members.

1. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter which sets forth:

- a) each proposed action;
- b) indicate the number of responses necessary to meet quorum requirements;
- c) indicate the percentage of approvals necessary to approve each matter other than an election of Directors;
- d) specify the time by which the ballots must be received by the corporation to be counted.

2. A written ballot may be delivered and a vote cast on that ballot by electronic transmission, provided that the ballot contains or is accompanied by information indicating that a member authorized the transmission of the ballot.

3. Unless otherwise required by these Bylaws or by resolution of the Board of Directors, all matters submitted to the members by written ballot must be approved by a majority of the members submitting a written ballot, provided that the number of ballots submitted equals or exceeds the quorum requirements as set forth herein.

G. Quorum.

A quorum at any meeting , or for purposes of action by written ballot, shall be at least 20 members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

H. Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

I. Voting by Mail.

Where Directors or Officers are to be elected by members or any class or classes of members, the election may be conducted by U.S. mail or electronic mail in the manner that the Board of Directors shall determine.

## **ARTICLE XII. ORDER OF BUSINESS**

A. The order of business at all meetings of the corporation and the Board of Directors shall be as follows:

1. Reading of the Minutes
2. Reports of Committees
3. Accountant's Report
4. Elections

5. General Business

B. Robert's Rules of Order shall govern the meeting of the corporation and of the Board of Directors.

**ARTICLE XIII. BOARD OF DIRECTORS**

A. Purpose.

The Board of Directors shall carry out the object and purposes of the corporation, subject to the Bylaws and Articles of Incorporation. They shall have the power to admit members and to suspend and expel members; to fill any vacancy which may occur in any office or in the membership of the Board until the next succeeding annual meeting or shall have the duty to appoint, direct, and dismiss all employees of the corporation. Other duties are as follows: to make and amend rules for the admission of strangers and visitors; to make and amend rules for the use of the Club by its members and for their conduct while in the Clubhouse or on the grounds, and to amend such other rules and regulations, not inconsistent with these Bylaws that they may deem necessary; and to fix and remit penalties for the violations of the Bylaws and rules.

B. Membership

1. The Board of Directors shall be comprised of nine (9) members: eight (8) elected Directors including the Vice-President of the Club; and the representative of the Ladies' Golf Association.
2. The immediate past President of the Club shall be an ex-officio member of the Board of Directors (in an advisory capacity).

C. Terms.

1. Terms of the office for all Directors is currently staggered over two (2) years, but by January 1, 2007, the term of office shall be staggered over three (3) years. The transition shall be made as follows:

a) January, 2005:

2 Board Members with highest votes      3 years

2 Additional Board Members                      2 years

b) January, 2006:

3 Board Members with highest votes              3 years

1 Additional Board Member                      1 year

c) January, 2007:

All Board Members                                      3 years

2. The representative of the Ladies' Golf Association shall serve until replaced by the Ladies' Golf Association.

3. All Directors shall serve until their term expires or until their successors are elected and qualified.

D. Regular Meetings.

The regular meetings of the Board of Directors shall be held on such dates as the Board of Directors shall by resolution specify and may be held without notice. An Annual Meeting of the Board of Directors shall be held on the same date, time and place as the February Regular Meeting. The Board of Directors may provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution. A Director may waive any notice in writing signed by the Director and filed with the minutes. A Director's attendance at a meeting shall be considered a waiver of notice.

E. Special Meetings.

Special Meetings of the Board of Directors may be called at the request of the President or by twenty percent of the members of the Board of Directors. Notice of any Special Meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail or electronic transmission to each Director at the Director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with

postage prepaid. If notice is given by electronic transmission, it shall be deemed to be delivered when successfully transmitted to the recipient's electronic mailbox at the recipient's last "E-mail" address registered with the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

F. Quorum

A quorum shall consist of five (5) members of the Board of Directors.

G. No Alcoholic Beverages.

No alcoholic beverages or beer shall be consumed during a board meeting and all meetings of the board will be smoke-free.

H. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

I. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of a vacancy or increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

J. Compensation.

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum for specified expenses incurred by a Director on behalf of the Board or corporation. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

K. Written Consent In Lieu of Meeting.

Any action required by 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 out the action so taken, shall be signed by all of the Directors. The Consent may be delivered by personal delivery, U.S. mail or electronic transmission. The action must be approved by a majority of the Board of Directors., unless these Bylaws provide otherwise.

L. Removal of Directors.

The members of the corporation may remove one or more Directors of the corporation without cause at a meeting called for the purpose of removing the Director, upon notice to all members entitled to vote. A Director elected by the Board of Directors to fill a vacancy may be removed without cause by a vote of two-thirds of the Directors then in office. A Director whose term commences after the effective date of these Bylaws may be removed by the vote of a majority of Directors for failing to attend four (4) meetings of the Board of Directors within a twelve-month period.

#### **ARTICLE XIV. OFFICERS**

A. Officers.

The Officers of the corporation shall be a President, one or more Vice-presidents (the number to be determined by the Board of Directors), a Secretary, and such other Officers as may be elected in accordance with the provisions of this Article. The members shall elect the President for a three-year term. The Board of Directors may elect or appoint the other Officers, including one or more Assistant Secretaries, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person.

B. Elections

Elections shall be held by the Board of Directors at the regular annual meetings of the Board of Directors. If the election of Officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. Each Officer shall hold office until their successor has been elected and has qualified.

C. Term of Office

All Officers shall be members of the corporation and shall serve for the following terms of office or until their successors are elected and qualified:

President	3 years (effective 1/1/2005)
Vice-President	1 year
Secretary	1 year

D. Removal

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors, without cause, whenever in its judgment the best interests of the corporation would be served by such Officer's removal.

E. Vacancies

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

F. President.

The President shall be the principal executive Officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation 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 shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or Agent of the corporation; 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 appoint a nominating committee of not less than four (4) voting members, normally consisting of the outgoing members of the Board of Directors, but the President may include other members with Family or Single Memberships on the nominating committee. The nominating committee shall nominate persons for any openings for President, Board of Directors or Board of Trustees, to be voted on at the Annual Meeting.

G. Vice-President.

In the absence of the President or in event of the President's 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 may be assigned by the President or by the Board of Directors. The Vice-President shall serve as a member of the Board of Directors.

H. Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address, an "E-mail" address, if any, of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors. The duties of the Secretary may be assigned, in full or in part, to a professional entity, at the discretion of the Board of Directors.

I. Professional Accountant

The Board of Directors shall assign the duties normally conducted by a Treasurer to a professional accountant approved by the Board of Directors. Said accountant shall serve at the discretion and direction of the Board of Directors and shall have charge and custody of, and be responsible for, all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all the duties normally conducted by a Treasurer and such other duties as may be assigned by the President or by the Board of Directors. The accountant shall maintain books of accounts which shall be available for inspection by the Board of Directors. The accountant shall prepare monthly statements of all money received, all funds paid out, and the amount of funds on hand, and submit the reports to the Board of Directors.

**ARTICLE XV. NOMINATION OF OFFICERS, BOARD OF DIRECTORS  
AND BOARD OF TRUSTEES**

A. A Nominating Committee appointed by the President shall place a slate before the Annual Meeting of the Members for any opening for the offices of President, Board of Directors or Board of Trustees. In addition, a representative of the Ladies' Golf Association shall serve on the Board of Directors until succeeded.

B. Any person nominated to hold any elected seat must currently be in good financial standing with the corporation for a minimum of the two (2) previous quarters (six months).

## **ARTICLE XVI. BOARD OF TRUSTEES**

A. Purpose.

The Board of Trustees shall oversee the long-range management of the corporation. The Board of Trustees shall fulfill its role and responsibilities by completing the following tasks:

1. Approve all capital expenditures exceeding \$10,000.00.
2. Approve all requests for loans from lending institutions.
3. Be responsible for the development and maintenance of all long-range plans for Club maintenance and physical change (any activity requiring more than one (1) Board of Directors' "year" to complete.
4. Oversee the Indianola Country Club Endowment Fund as follows:
  - a) The Board of Trustees may, from time to time, accept gifts of money or property upon such terms as it shall approve, and may hold such gifts of money or property in the name of the Club and may collect and receive the income from such gifts and devote the principal and/or the income from such gifts for such activities of the corporation as the Board of Trustees may determine.
  - b) The Board of Trustees may establish an Endowment Fund in the name of the Club for the purpose of securing the financial future of the Club. The initial principal amount of each gift or bequest to the Endowment Fund shall be invested and unavailable for disbursement, except for payment required by 1) court order, 2) bankruptcy, 3) foreclosure, or 4) dissolution of the Club pursuant to the Amended and Restated Articles of

Incorporation. The income and capital appreciation derived from the investment of the gifts and bequests in the Endowment Fund may be expended for any purpose designated by the donor. Otherwise the income and capital appreciation may be expended at the discretion of the Board of Trustees, provided that same shall not be used for the normal and routine operational needs of the Club. The Board of Trustees is authorized to enter into an agreement with any donor to receive money or property for an endowment whereby the income and capital appreciation from the investment of the gift or bequest may be designated for such particular purpose(s) as the donor may specify, provided that such purpose(s) are duly approved or ratified by Resolution of the Board of Trustees. The control, management, investment or disposition of the gift or bequest, and income derived therefrom, shall be exclusively vested in the Board of Trustees, or as the Board of Trustees shall, from time to time, determine or delegate, in whole or in part, to one or more trust companies, securities or brokerage companies or banks duly authorized to conduct such activity in the State of Iowa. The Board of Trustees may, by Resolution, adopt and establish one or more endowment accounts for the investing of gifts and bequests to the Club, provided that the Board of Trustees adopts written Policies regulating the investment of such endowment accounts.

#### B. Meetings.

Meetings shall be held at least quarterly to review budget/financial statements and the year's plan of action by the Board of Directors. Suggested meeting times are the 2nd Tuesdays of the months of February, May, August and November at 6:00 pm at the clubhouse. It is strongly suggested that the trustees select one of their members to attend each monthly Board of Directors meeting.

#### C. Membership

1. The Board of Trustees shall consist of a five (5) members, each serving a five-year term.
2. Each year there shall be a new member added to the Board of Trustees.
3. The out-going corporation President shall automatically become the newest member of the Board of Trustees, and there will be no election in that year. In years when there is no out-going President, the membership, at the Annual

Meeting, shall elect a Board of Trustees' member

NOTE: A president who runs for reelection and fails to be reelected is not considered an out-going president under this clause and shall not automatically become a member of the Board of Trustees.

4. In the event a Trustee resigns, or leaves the Board of Trustees before the end of his term, the Board of Directors shall at their next meeting elect a person to fill the vacancy.

## **ARTICLE XVII. COMMITTEES**

### **A. Committees of Directors.**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing, or recommending to the members, the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

### **B. Term of Office.**

Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

C. Chair.

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

D. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

E. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

F. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE XVIII. INDEMNIFICATION OF DIRECTORS**

A. Mandatory Indemnification

The corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because the Director is or was a Director of the corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

B. Permissible Indemnification

1. The corporation, if approved by a majority of the disinterested members of the Board of Directors, may indemnify an individual who is a party to a proceeding if the individual is a Director, against liability incurred in the proceeding if all of the following apply:

- a) The individual acted in good faith;
- b) The individual reasonably believed either of the following:
  - c) In the case of conduct in the individual's official capacity, that the individual's conduct was in the best interests of the corporation; or
  - d) That the individual's conduct was not opposed to the best interests of the corporation.
2. In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
3. The termination of a proceeding by judgment, order, settlement, conviction, is not, of itself, determinative that the Director did not meet the relevant standard of conduct described above.

#### C. No Indemnification

The corporation shall not indemnify an individual for any of the following:

1. In connection with a proceeding by or in the right of the corporation, except for reasonable expenses as required by the Mandatory Indemnification provisions set forth hereinabove;
2. In connection with any proceeding with respect to conduct for which the Director was adjudged liable on the basis that the Director received a financial benefit to which the Director was not entitled, whether or not involving action in the Director's official capacity.

### **ARTICLE XIX. INDEMNIFICATION OF OFFICERS AND TRUSTEES**

#### A. Mandatory Indemnification

The corporation shall indemnify and advance expenses to an Officer or Trustee of the corporation who is a party to a proceeding to the same extent as to a Director. The corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

## B. Permissible Indemnification

The corporation may indemnify an individual who is a party to a proceeding if the individual is an Officer or Trustee and the majority of disinterested Directors approves indemnification of the Officer or Trustee against liability to the same extent as to a Director. The corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

## C. No Indemnification

The corporation shall not indemnify an individual for any of the following:

1. In connection with a proceeding by or in the right of the corporation, except for reasonable expenses as required by the Mandatory Indemnification provisions set forth hereinabove;
2. Receipt by the Officer or Trustee of a financial benefit to which the Officer or Trustee is not entitled;
3. An intentional infliction of harm to the corporation;
4. An intentional violation of criminal law

## **ARTICLE XX. DISSOLUTION OF THE CORPORATION**

The corporation may be dissolved pursuant to the provisions set forth in Iowa Code Section 504.2502 through Section 504.1406, as amended.

## **ARTICLE XXI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### A. Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All instruments affecting real estate shall be executed by the President and the Secretary.

B. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, drafter's notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the professional accountant for the corporation.

C. Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the Board of Directors may select.

D. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

### **ARTICLE XXII. PERSONAL LIABILITY**

A Director, Officer, employee, or member of a corporation, and the property of the Director, Officer, employee or member of the corporation, is not liable for the corporation's debts or obligations and a Director, Officer, member, or other volunteer is not personally liable in that capacity, to any person for any action taken or failure to take any action in the discharge of the person's duties except liability for any of the following:

A. The amount of any financial benefit to which the person is not entitled;

B. An intentional infliction of harm on the corporation or the members;

C. A violation of Iowa Code Section 504.834 involving the person's nonpayment of any loan to the corporation;

D. An intentional violation of criminal law.

### **ARTICLE XXIII. BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the

registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE XXIV. FISCAL YEAR**

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

#### **ARTICLE XXV. NOTICE AND WAIVER OF NOTICE**

A. Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation, the Amended and Restated Articles of Incorporation, or the Bylaws of the corporation, written notice is effective at the earliest of the following:

1. When received;
2. Five (5) days after its deposit in the United States mail;
3. if mailed correctly addressed and with first-class postage affixed, on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

B. Whenever any notice is required as stated above, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

#### **ARTICLE XXVI. AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any Regular Meeting or Special Meeting of the Board of Directors by a vote of a majority of members present at the meeting. An amendment to the Bylaws may be approved by the written consent of all of the Directors, as set forth in Article VIII. of these Bylaws. In addition any amendment, alteration or repeal of any provision in the Bylaws or any new Bylaws shall be approved by the members if the change would do any of the following:

- A. Affect or change the rights, privileges, preferences, restrictions, or conditions of the voting members as to voting, dissolution, redemption or transfer of memberships;
- B. Increase or decrease the number of memberships authorized for the members or for any class of the members;
- C. Authorize a new class of memberships