



*HASTINGS COUNTRY CLUB
BY-LAWS*

AMENDED NOVEMBER 2009

DEFINITIONS

The corporation, DBA, The Hastings Country Club, will be hereafter referred to as “the club.”

Vested Status is defined as equal ownership among other vested members of the corporation by the payment of dues as determined by the Board of Directors.

Non-Vested Status is defined as a non-ownership annual membership.

A member in good standing is a member who is current with the payment of any and all membership dues and is current on all club financial obligations as determined by these by-laws.

A club function will be defined as events that require membership or invitation by a member to participate in.

A Board of Director will hereafter be a vested member of the club and a member in good standing.

The management team will consist of no less than the Director of Operations, Retail Manager and Grounds Superintendent.

The complete sale of the Corporation and its assets shall constitute Dissolution of said Corporation.

Voting Rights is defined as one (1) vote per vested membership.

ARTICLE I – MEMBERSHIP

Application

Section 1. The members of this corporation are those persons having membership rights in accordance with the provisions of these By-Laws and who have been accepted on application to the Board of Directors in accordance with their resolutions.

Section 2. This Corporation has one class of vested membership (see section 4 f or vested qualifications), which is designated as follows:

- A. Class A (Vested Ownership): A vested membership may be an individual or a family. If applied for as an individual, the member will receive use of the golf course and facilities (as designated by the Board of Directors). If the corporation decides to offer credit lines, this class of membership qualifies. If applied for as a family (defined as a married couple with exceptions made by the Board of Directors with good cause shown) the membership allows the family use of the golf course and facilities (as designated by the Board of Directors). The rights of children terminate upon their marriage, attaining the age of 24 years if enrolled in college full time (minimum of 12 credits per semester), or otherwise upon attaining the age of 18 years. If the corporation decides to offer credit lines, this class of membership qualifies.

Section 3. This Corporation also has classes of non-vested memberships:

- B. Class NVF (Non-Vested Family): This class of membership allows the family (defined as a married couple with exceptions made by the Board of Directors with good cause shown) use of the golf course and facilities (as designated by the Board of Directors). The rights of children terminate upon their marriage, attaining the age of 24 years if enrolled in college full time (minimum of 12 credits per semester), or otherwise upon attaining the age of 18 years. If the corporation decides to offer credit lines, this class of membership will not qualify.
- C. Class NVC (Non-Vested Couple): This class of membership allows the Couple (defined as a married couple with exceptions made by the Board of Directors with good cause shown) use of the golf course and facilities (as designated by the Board of Directors). If the corporation decides to offer credit lines, this class of membership will not qualify.
- D. Class NVS (Non-Vested Single): This class of membership allows the individual the use of the golf course and facilities (as designated by the Board of Directors). If the corporation decides to offer credit lines, this class of membership will not qualify.

- E. Class NVJ (Non-Vested Junior): This class of membership allows the individual member use of the golf course and facilities (as designated by the Board of Directors). Only persons that are 18 years of age through 24 years of age if enrolled in college full time (minimum of 12 credits per semester) are eligible for this membership. If the corporation decides to offer credit lines, this class of membership will not qualify.
- F. Class NVNG (Non-Vested Non-Golfing): This class allows the member or members use of the clubhouse (as designated by the Board of Directors). Any single adult and also any adult couple (defined as a married couple with exceptions made by the Board of Directors with good cause shown) are eligible for this membership. If the corporation decides to offer credit lines, this class of membership will qualify.
- G. Class NVO (Non-Vested Out of Area): This membership allows an individual use of the clubhouse, golf course and facilities (as designated by the Board of Directors). This class of membership is available to those individuals who live outside of the contiguous counties of Barry County. If the corporation decides to offer credit lines, this class of membership will qualify.
- H. Class NVN (Non-Vested National): This membership allows the individual use of the clubhouse, golf course and facilities (as designated by the Board of Directors). This class of membership is available to those individuals who live outside of the State of Michigan. If the corporation decides to offer credit lines, this class of membership will qualify.

Dues

Section 4. The annual dues payable to the corporation by members is the amount with respect to each class determined from time to time by resolution of the Board of Directors. Vested Annual dues shall be payable in advance or in full by April 1. Vested Semi-Annual dues shall be payable in advance with one-half due by April 1, and the balance by June 1. Vested Monthly Dues shall be payable in advance or shall be payable with 20% due by December 31 and the remaining amount due split equally over the following 10 months with monthly balances due by months end accordingly. Non-Vested Annual dues shall be payable in full upon acceptance of membership application to the corporation. All dues may be prorated as determined by the Board of Directors.

Section 5. A member in good standing is a member who is current with the payment of any and all membership dues and is current on all club financial obligations as determined by these by-laws.

Section 6. All dues, charges, assessments shall be due and payable the month after they are incurred. If not paid in full in the month in which a billing is received, the following progression occurs:

- A. If not paid by the end of the month in which a billing is received, and the balance exceeds \$25.00, the member will be sent a letter with the current billing stating that the privilege of charging, use of the course and voting has been suspended and if the account is not paid in full by the 15th of the current month there shall be the inclusion of 3% interest per month. If necessary, other action as the Board of Directors determines may be enacted.

Assessments

Section 7. Vested Memberships are subject to assessment on resolution by the Board of Directors that declares a particular need to be extraordinary and specifies the particular assessment for its support. The assessment may only go into effect after 30 days' notice to the membership and will not be effective as to any member resigning or terminated within that period. Any member thereafter resigning or terminated will not be relieved of liability for the full amount of assessment.

Meetings

Section 8.

- A. Meetings of vested members will be held at the clubhouse or such other place designated by the Board of Directors.
- B. The annual meeting of the vested members will be held at a time to be determined by the Board of Directors.
- C. Special meetings of the vested membership authorized to vote may be called by the President of the Board of Directors.

Notice

Section 9. Written notice stating the day, place, and hour of the meeting and the purpose of a special meeting, shall be delivered personally or mailed to each vested membership entitled to vote by a number of days preceding the meeting, not fewer than ten (10) nor more than sixty (60). Mailed notice shall be regularly processed through the United States mail and/or other means if applicable, and sent to the member at the last address appearing on file for that person.

Voting

Section 10. Each Vested Membership shall be entitled to a single vote. In the in the case of couples, if both people wish to vote, each will be entitled ½-vote totaling the whole vote for that vested membership. No other class of membership is entitled to vote. Cumulative voting is prohibited. Voting by proxy is permissible in accordance with Michigan Law. Proxy voting will only be accepted using the Hastings Country Club proxy form. Persons whose vested membership has been suspended by the Board of Directors are not eligible to vote.

Quorum

Section 11. 60% of the vested membership, in person or by proxy, shall constitute a quorum.

Approval

Section 12. The vote of a majority of vested members entitled thereon and present in person or by proxy at a meeting is necessary for approval by vested members on any matter submitted to vested membership vote unless a greater percentage is required by law.

Transfer

Section 13. Membership (vested and non-vested alike) in this corporation is nontransferable and non-assignable.

Termination

Section 14. Membership (vested and non-vested alike) will terminate in this corporation on any of the following events:

- A. Receipt by the Board of Directors of the written resignation of a member, executed by the member or a duly authorized attorney-in-fact.
- B. The death of a member.
- C. The failure of a member to pay dues, assessments, charges or fines on or before their due date as outlined in Article 1 Section 6.
- D. The failure of a member to retain the incidents of qualification for membership as described in these By-Laws.
- E. For any other cause, inconsistent with membership, after due notice, hearing and determination thereof by the Board of Directors or a duly delegated committee.

Reinstatement

Section 15. If it is possible to correct or change the conditions leading to termination of membership before the Board of Directors adopts a formal resolution affirming the termination after determination thereof, regardless of the passage of time or events occurring during that time, the member will be deemed automatically reinstated unless the Board of Directors within 30 days of reinstatement holds a hearing, with notice, to confirm, for good cause shown, that membership should remain permanently terminated as a result of the terminating circumstances.

ARTICLE II – DIRECTORS

Section 1. The property and affairs of the Club shall be managed and controlled by the Board of Directors, consisting of nine vested members, elected from the vested membership at the first annual meeting, three of whom shall serve for one year, three for two years, and three for three years. At each annual meeting thereafter, three Directors shall be elected to serve for a term of three years, or until their successors shall have been elected and are qualified. However, should the retiring President's board term expire, that person shall remain on the Board of Directors without vote for one year following his or her term of office should his or her term as a member of the Board of Directors have expired.

Section 2. The Board of Directors may make rules for their own governance and fix the time of their own meetings and method of calling same and shall have power to make rules and regulations on matters not otherwise herein determined. Five Directors shall constitute a quorum for the transaction of business and the affirmative vote of a majority present shall authorize action by the Board.

Section 3. The Board of Directors shall have power to suspend or expel any member for non-payment of dues or other obligations to the Club according to Article 1, Section 6 or for any conduct which the Board of Directors deem improper or prejudicial to the interest of the corporation, and to fix and enforce penalties for violations of the By-Laws and any rules of conduct. No member shall be expelled except by unanimous vote of at least five Directors after said member has been given a reasonable opportunity for hearing. No person whose membership shall have been forfeited shall be allowed to participate in club functions.

Section 4. The Board of Directors shall fill vacancies in their own number until the next annual election.

Section 5. The Board of Directors shall be subject to the By-Laws, specify the duties and powers of committees, and regulate and control the amount of their expenditures. The Directors shall not incur any indebtedness whose annual debt

service exceeds 20% of the estimated cash receipts of the Club for the current year without first receiving authority to do so by a majority of the members present at a meeting of the members.

ARTICLE III – OFFICERS

Section 1. The officers of the club shall be a President, Vice-President, a Secretary, and a Treasurer, to be elected from and by the Board of Directors. They shall hold their respective offices for one year, or until their successors are elected and qualified. Board of Directors must be vested members in good standing and be subject to Article 1, Section 6 of these By-Laws.

Section 2. The President, or in their absence, the Vice-President, shall preside at all meetings of the Club and of the Board of Directors and shall have general supervision over the affairs of the club, its property and employees. If both President and Vice-President are absent from any meetings, the Board members present may elect a chairman pro ten. The President shall be an ex officio member of every committee.

Section 3. The Secretary of the Board shall:

- a. Maintain a bulletin board upon which all notices and news of importance to the club members shall be posted during the golfing season.
- b. Place in the Club House and Pro Shop any rules and regulations instituted by the Board of Directors for general observance.
- c. Maintain a file located in the Club House containing an up-to-date record of all activities of the Club. The file shall be open to all members of the Board of Directors upon request.

Section 4. A recording secretary, not necessarily a member of the Board of Directors, will be appointed at the meeting immediately following the Annual Meeting. The Recording Secretary shall keep the records of the meetings of the Club and of the Board of Directors, and shall perform such other duties as may from time to time be fixed by the Board. The Secretary shall be custodian of all records of the corporation, including an alphabetical list of all members entitled to vote.

Section 5. The Treasurer shall collect and distribute the funds as directed by the Board and shall keep the accounts in books belonging to the club which shall at all times be open to the Board of Directors. They shall also make an annual written or printed report consisting of a statement of the receipts and disbursements during the year and the debts and funds on hand at the end of the year.

- A. In so far as the duties outlined above is the responsibility of the Treasurer, they may in fact be delegated to one or more accounting persons or firms as hired by the Board of Directors.
- B. The Treasurer and accounting persons shall be bonded.

ARTICLE IV – COMMITTEES

Section 1. The President shall appoint annually, subject to the approval of the Board of Directors, a Grounds Committee, Membership Committee, a Finance Committee, a Sports Committee, and may also appoint, subject to the approval of the Board of Directors, such other committees as shall act under the direction and control of the Board of Directors.

Section 2. The Grounds Committee shall have charge of the grounds and equipment of the golf course. No major alterations of the grounds of the club shall be made without the approval of the Board of Directors. Major alterations shall include at least the following: 1) Planting or removing trees; 2) Placing or removing traps; 3) Tees; 4) Greens.

Section 3. The Sports Committee shall encompass the Pro-Shop and Rules responsibilities, and shall be responsible for the scheduling, organizing, and running of golf events. It shall establish all handicaps, keep a record thereof, and post such handicaps on a bulletin board on a consistent regular basis.

Section 4. The Finance Committee shall be their duty to audit the books of the club at such times as may be directed by the Board. The Finance Committee shall have such other duties, as the Board of Directors shall specify, including preparation of an annual budget and recommendations for the setting of fees and dues.

Section 5. The Membership Committee shall encompass all Marketing and Social events, and shall use its best efforts to secure a desirable membership for the club and do such other work as the Board of Directors may designate.

Section 6. The Board of Directors shall have power to remove any member of any committee for cause, by a majority vote.

ARTICLE V – DIRECTOR OF OPERATIONS or CLUB MANAGER

Section 1. There may be a Director of Operations or Club Manager of the Hastings Country Club.

Section 2. There may be a management team of the Hastings Country Club.

Section 3. The Director of Operations or Club Manager, in cooperation with the Hastings Country Club Board of Directors, shall be in charge of the operation of the Hastings Country Club and shall be responsible for the successful execution of the policies and regulations of the Hastings Country Club with respect to the operation of the Hastings Country Club.

- A. The Director of Operations or Club Manager shall be appointed by the Board of Directors to serve a 1 year term and may be renewed as such.
- B. The Director of Operations or Club Manager shall serve in a volunteer or paid capacity as deemed by the Board of Directors.
- C. The Director of Operations or Club Manager shall be responsible for the assembly of the management & volunteer personnel.
- D. The Director of Operations or Club Manager shall work with the Board of Directors to establish the salary of paid management.
- E. The Director of Operations or Club Manager will assist and advise the Board of Directors in creating the Club's annual budget.
- F. The Director of Operations or Club Manager shall be the liaison between paid staff, volunteer management team and the Board of Directors.
- G. The Director of Operations or Club Manager shall work with the Board of Directors when evaluating & supporting the Hastings Country Club staff.
- H. The Director of Operations or Club Manager shall oversee the entire "management team" of the Hastings Country Club, both paid staff and volunteers.
- I. A majority vote of the entire Board of Directors may remove the Director of Operations or Club Manager before the term is fulfilled.

ARTICLE VI – GUESTS

Section 1. Vested members may invite guests to the use of the club house and grounds by registering the guests in the register at the club house provided for that purpose. The Board of Directors shall make such regulations and set such fees for guests, as they may deem advisable.

Section 2. Vested members are liable for the indebtedness of their guests.

Section 3. Vested members may charge services at other clubs to their account at Hastings Country Club, and will be charged a service fee by Hastings Country Club to be determined by the Board of Directors.

ARTICLE VII – MICELLANEOUS

Section 1. All complaints and/or concerns from the membership shall be made in writing to the Director of Operations.

Section 2. Only the President and the Director of Operations shall reprimand any employee of the Club.

Section 3. Vested members shall be liable for property damaged or removed by them from the house or grounds.

ARTICLE VIII – AMENDMENTS

Section 1. In case a proposed change is to be submitted at other than an annual meeting, notice of the proposed change shall be given to members according to Article 1, Section 9, and said notice shall include the specific proposed By-Law changes. These By-Laws may be added to, altered or amended by a two-thirds vote of the vested members present at the called meeting.

ARTICLE IX – GOLF RULES

Section 1. The rules of the U.S.G.A. shall be the rules of the game for this club, supplemented by such local rules as the Rules Committee may from time to time adopt, as required, in their judgment, by the nature of the club or course.

ARTICLE X – HOUSE RULES AND RULES OF CONDUCT

Section 1. The Board of Directors shall adopt such house rules and Rules of Conduct as they may deem necessary to the operation of the Club. Any such rules adopted shall be placed in a directory, and posted in the Clubhouse and Pro Shop.

ARTICLE XI – DISSOLUTION

Section 1. Upon dissolution, the assets of the corporation remaining after payment of all liabilities of the corporation shall be distributed equally to current vested members in good standing at the time of dissolution.

I, _____ (**Print**), Secretary, do hereby certify that the above is a true copy of the Hastings Country Club By-Laws adopted by the Hastings Country Club Board of Directors on _____ 20____.
Signed: _____ (**Secretary, Board of Directors**)