

BYLAWS
OF
UNION COUNTY COUNTRY CLUB

ARTICLE I.

NAME, OFFICE, PURPOSE, SEAL

SECTION 1. Name.

The name of the Corporation shall be Union County Country Club.

SECTION 2. Location.

The principal office of the Corporation shall be located at Anna, in the State of Illinois.

SECTION 3. Purpose.

The purpose of the Club is to encourage athletic exercises and to promote tourism, community growth and development, social intercourse, and to encourage, promote, establish, and manage a Youth Golf Program. Hereby to be known as the "UCCC Youth Golf Program." This program will be an introduction of the game of golf to the youth of Union County.

Union County Country Club shall operate on resources generated solely from the business or otherwise donated or contributed to Union County Country Club. The Board of Directors, members, or employees of Union County Country Club shall have no authority to borrow money or otherwise cause Union County Country Club to become indebted other than in the regular course of conducting business.

SECTION 4. Seal.

The seal of the Corporation shall be circular in form and bear the words as follows: "Union County Country Club, State of Illinois." The form of the seal may be changed by the Board of Directors at their pleasure.

ARTICLE II.

MEMBERS

Members shall belong to one of the below classes of membership.

- a. Single
- b. Family
- c. Senior (60-Up)
- d. Senior Family
- e. Young Adult II (26 thru 30)
- f. Young Adult (19 thru 25)
- g. Out of County Single
- h. Out of County Family
- i. Corporate
- j. Student members shall be two classes of memberships

1. Student members between the ages of 16 and 19 years of age; shall have no voting rights but for the designated membership dues shall have use of the course for normal play.
2. Junior members between the ages of 7-15 years of age; shall have use of the course on designated days upon completion of the UCCC Youth Golf Program. These Junior members shall incur no costs or fees for the summer session if they have been certified by the GP or camp director for completing the UCCC Youth Golf Program. However, on non-designated golf days they may golf for the normal fee if accompanied by an adult. The Junior membership has no voting rights, and is subject to reasonable rules and restrictions as designated by the Board of Directors.

In addition, the Board of Directors is authorized to designate and set qualification for such additional classes of memberships as it shall determine are necessary or convenient

SECTION 2. Voting Rights.

All Classes other than Family, Senior Family, Out of County Family and Corporate shall be entitled to one vote on each matter submitted to a vote of the members. Family, Senior Family, Out of County Family and Corporate shall be entitled to 2 votes. Members of any additional class designated by the Board of Directors shall not be entitled to vote at any meeting of the members but are entitled to participate in such meetings. In order to be eligible to vote, a member must be 18 years of age or older and in good standing.

SECTION 3. Termination of Membership.

The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, if any.

SECTION 4. Resignation.

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 5. Reinstatement.

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

SECTION 6. Transfer of Membership.

Membership is not transferable or assignable except between husband and wife, and terminates upon death, resignation, or expulsion.

SECTION 7. Family Membership.

Family membership shall be regular members limited to husband, wife, and other dependents under 25 years of age, still living at home, and with the approval of the Board, may also include dependent college student who are pursuing a college education full time through the date of graduation.

SECTION 8. Limitation.

Limitation of the regular membership of any class shall be regulated by the vote of the regular members upon recommendation of the Board of Directors, except that the Board of Directors may extend membership in the event of divorcing family members to both members upon application and may take into account anticipated attrition in admitting new members.

SECTION 9. Leave of Absence.

Leave of absence may be granted upon written request of a member at the discretion of the Board of Directors with such remission or requirements or requirements of dues and fees as the Board of Directors may determine, but no such leave of absence shall be granted for longer than one calendar year.

SECTION 10.

Any person seeking an application for membership, irrespective of the class of membership sought, may upon request be provided with a then current copy of these bylaws, and any existing member may obtain a copy of bylaws upon satisfying all membership obligations.

ARTICLE III.

MEETINGS OF MEMBERS

SECTION 1. Annual Meeting.

The annual meeting of the membership shall be held each year as designated by the Board of Directors in Union County, Illinois, for the purpose of electing the Directors and for the transaction of such other business as may come before the meeting.

SECTION 2. Special Meetings.

Special meetings of the member may be called either by the President or the Board of Directors or upon the written request of any 15 regular members.

SECTION 3. Place of Meeting.

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors so long as the place of the meeting is in Union County, Illinois.

SECTION 4. Notice.

Except when notice is waived as hereinafter provided, electronic mail, written or printed notice of any meeting shall be sent by the Secretary to all members by mailing the same, postage prepaid, at least fourteen days prior to the meeting, addressed to the member at their respective preferred addresses, either electronic or physical mailing address, as recorded upon the books of the club. Such notice shall state the place, day and hour of the meeting and except for regular meetings, the purpose or purposes for which the meeting is called. No notice of regular or special meeting of the members is required if all regular members file with the records of the meeting, written waivers of such notice. In the absence or disability of the Secretary, notice as provided for herein may be sent by any officer of the club as may be designated by the Board of Directors. If mailed, notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the record of the corporation with postage thereon prepaid. If sent via electronic mail, notice shall be deemed delivered when sent. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. Fixing of the Record Date.

For the purpose of determining the members entitled to notice of or of regular members entitled to vote at any meeting of the members, or to make a determination of members for any other purpose, the Board of Directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of regular meeting. If no record date is fixed for the determination of members entitled to notice and vote at a meeting of members, the date of which notice of the meeting is delivered shall be the record date for such determination of members.

SECTION 6. Quorum.

The holders of at least 25% of memberships which may be cast at a meeting of the corporation, represented in person or by proxy, shall constitute a quorum for the consideration of such matter of any meeting of members; provided that, if less than that number are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time to another time and place and date without further notice. If a quorum is present, the affirmative vote of the majority of the votes represented at the meeting shall be the act of the members. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7. Proxies.

Each member entitled to vote at a meeting of members may authorize another person to act for him or her by proxy.ⁱ Proxies shall be in writing and a copy shall be presented to the Secretary of the Board of Directors prior to the start of the first meeting where the vote by proxy shall be exercised and shall be kept on file by the Secretary in the club records for the duration of the proxy, not to exceed 12 months, or as stated in the proxy.

SECTION 8. Vote.

Each regular member shall be entitled to one vote in each matter submitted to vote at a meeting of members, but only one vote shall be permitted to be cast for each regular family membership. A regular member

may vote only for Directors by absentee ballot in such form as may be designated from the time to time by the Board of Directors.

SECTION 9. Inspectors.

At any meeting of member, the Chairman of the meeting may, or upon the request of any regular member, shall appoint one or more persons as inspectors for such meeting. The inspector shall ascertain and report the number of votes represented at the meeting based upon their determination of the validity and effect of proxies; count all votes, and for elections of the Board of Directors, count also absentee votes, and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all members.

If there is more than one inspector, the vote' of a majority of the inspectors shall constitute the report of the inspectors.

SECTION 10. Voting by Ballot.

Voting on any question or in any election may be by voice vote unless the Chairman of the meeting shall order, or any member shall request, that voting be by ballot.

ARTICLE IV.

BOARD OF DIRECTORS

SECTION 1. General Powers.

The affairs of the corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors shall control and manage all affairs, property and expenditures of the club and may exercise all of the powers of the club except such as are expressly prohibited or reserved by the By-Laws. They shall present an annual budget at the annual meeting for the coming year for approval or rejection by the members. No expenditure above the budget can be made without the approval of the regular member, except as stated in Article VIII herein. The Board shall appoint all committees necessary for conducting the affairs of the club. The Board of Directors are empowered to employ individuals necessary for the proper operation of the golf course including a golf professional or other individuals to oversee daily play and tournaments and a course superintendent and staff. The Board of Directors shall recommend the rates and condition of miscellaneous income such as green fees, equipment and shed rentals, and the Board of Directors shall appoint all committees necessary for conducting the affairs of the club.

SECTION 2. Number, Tenure and Qualifications.

The number of Directors shall be seven. Each director shall hold office for the term for which he is elected and until his successor shall be elected and qualified, absent such Director's death, resignation or removal.

Directors shall be elected for a three year term. The terms of the directors shall be staggered so the two directors will be elected one year, two the next and three in the following year at the annual member's meeting. Directors in office at the time of the adoption of the bylaw revision shall finish the three year term for which they were elected under the prior bylaws.

SECTION 3. Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than these by-laws at the next monthly meeting. Regular meetings of the Board of Directors shall be held monthly as set by a majority vote of the Board of Directors and shall be open to attendance by the regular members. Notice of said meeting shall be posted in the clubhouse seven days in advance.

SECTION 4. Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as a place for holding any special meeting of the Board called by them

SECTION 5. Notices.

Notice of any regular or special meeting of the Board of Directors shall be given by the Secretary to each member of the Board except when notice is waived. Noticed mailed or emailed, depending upon member preference, to a member of the Board at his usual or last known place of business or residence shall be given two days in advance. Any meeting may be held upon waiver of notice by attendance at such meeting. The Secretary shall endeavor to give such advance notice as is reasonable to each member of the Board under the circumstances.

SECTION 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 7. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by statute, the bylaws or the Articles of Incorporation. No director may act by proxy on any matter. However, a member of the board of directors may be present via telephonic communication or any other electronic medium so long as the individual is able to be heard and is able to hear the other directors as if he were physically present.

SECTION 8. Vacancies.

A Director elected or appointed, as the case may be, to fill a vacancy, shall be elected for the unexpired term of his or her predecessor in office and notice of such election shall be posted at the clubhouse as soon as practicable thereafter.

Vacancies occurring in any month other than the month that the annual meeting is occurring shall be filled by appointment by the Board of Directors. A Director elected or appointed, as the case may be, to fill a vacancy, shall be elected for the unexpired term of his or her predecessor in office and notice of such election shall be posted at the clubhouse as soon as practicable thereafter

SECTION 9. Resignation and Removal of Directors.

A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause as specified by statute.

SECTION 10. Informal Action by Directors.

The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitles to vote.

SECTION 11. Compensation.

The Board of Directors shall serve without compensation and shall pay dues as required of regular members.

SECTION 12. Presumption of Assent.

A Director of the corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her descent shall be entered in the minutes of the meeting or unless he or she shall file his or her written descent to such action with the person acting as Secretary of the meeting before adjournment.

SECTION 13. Establishment of Volunteer Program.

The Board of Directors can establish and designate rules, regulations, privileges and procedures for a volunteer program for the purpose of providing assistance to the Union County Country Club golf professional of superintendent in the day to day operation and maintenance of the golf course. The Board of Directors in its discretion can establish any other volunteer programs or activities as it deem necessary or convenient to promote marketing or community involvement.

ARTICLE V.

OFFICERS

SECTION 1. Designation.

The officers of the corporation shall be a President, a Vice President, a Treasurer and a Secretary. The Treasurer and the Secretary may be, but are not required to be, members of the Board of Directors. The officers shall be elected by the Board of Directors. All officers shall hold offices for one year and until their successors are elected and qualified. Any officer may be removed by the Board of Directors for cause. Vacancies in any office may be filled by the Board of Directors for the unexpired term of the office. *No two offices may be held by the same person.*

SECTION 2. President.

The President shall be the chief executive officer of the club. That President shall preside at all meetings of the members and the Board of Directors at which he/she may be present and shall sign such instruments as the Board of Directors may prescribe or as may be imposed upon him/her by law.

SECTION 3. Vice President.

The Vice President shall perform the duties of the President in his absence or disability.

SECTION 4. Treasurer.

The Treasurer shall have general charge of the financial affairs of the club subject to the supervision and control of the Board of Directors with authority in the name and on behalf of the club to collect all fees, dues, assessments and other accounts due to the club, to pay all bills on such approval as may be directed by the Board of Directors. The Treasurer shall have authority in the name and on behalf of the club to sign and affix the corporate seal when necessary to deeds, contracts, bonds, agreements and other documents; he the Treasurer shall keep all funds in banks in the name of the club; he shall keep regular books of accounts of the club whenever requested to do so by the Board of Directors and at each annual meeting. The Treasurer shall give bond for the faithful performances of his/her duties if the Board of Directors may so require in such form and in such sum and with such sureties as the Board may determine. The Treasurer shall have custody of all the financial records and documents and the seal of the club, provided, however, that in the event that a bond is required of the Treasurer by the Board of Directors, such bond shall be kept by the Secretary.

In the case of absence or disability of the Treasurer, the Board of Directors may appoint an Assistant Treasurer.

SECTION 5. Secretary

The Secretary shall attend all meetings of the members and of the Board of Directors and keep a detailed record of all votes and business transacted thereat in a book to be kept for that purpose and of which the Secretary shall have custody but which shall be at all times open to inspection by any of the Board of Directors. The Secretary shall conduct the correspondences of the club and shall give notices of all meetings of the shareholders and of the Board of Directors. The Secretary shall keep the rolls of the classes of membership, receive all requests for application for membership, and notify the Admission Committee of such applications. The Secretary shall notify the Treasurer of all persons elected to membership; the Secretary shall perform other duties as the Board of Directors may prescribe or as may be imposed upon him/her by law.

In case of absence or disability of the Secretary, the Board of Directors may appoint an Assistant Secretary.

ARTICLE VI.

COMMITTEES

The Board of Directors shall appoint the following committees for conducting the affairs of the club:

SECTION 1. Grounds Committee.

Subject to the ultimate authority of the Board of Directors, this committee shall consist of three regular members of the club of whom at least one shall be a member of the Board of Directors. It shall have charge and control of the ground and all club property and employees that are not placed in charge of the House Committee. It shall perform such other duties as shall be delegated to it by the Board of Directors.

SECTION 2. House and Golf Committee.

Subject to the ultimate authority of the Board of Directors, this committee shall consist of three members of whom at least one shall be a member of the Board of Directors. The House Committee shall have charge and control of the club house, its contents and the employees connected with the club house. In addition, this committee shall be in charge of all matters pertaining to the playing of golf upon the property of the Union County Country Club. It shall perform such other duties as shall be delegated to it by the Board of Directors.

SECTION 3. Other Committees.

The Board of Directors may appoint such other committees as to them seem necessary and proper for the administration of the club's affairs.

SECTION 4. Term, Officers of Committee Members.

The term of office for any committee member shall be one year. Vacancies in committees may be filled by the Board of Directors.

ARTICLE VII.

FEES, DUES AND ASSESSMENTS.

SECTION 1.

Membership fees shall be decided by the Board of Directors out of determination of necessity or convenience.

Annual dues, cart, private cart privilege fees and assessments — Annual dues shall be recommended by the Board of Directors to the regular membership for approval or rejection and shall be payable as follows:

One-half shall be paid by February 1 of each year and the balance by May 1 of each year.

The Board of Directors has authority to modify the dates upon which all annual dues, assessments, private cart privilege fees are due, and has authority to designate that said payments can be made on a quarterly basis, if such a payment schedule is deemed advisable by the Board of Directors.

SECTION 2. Special Assessments.

Special assessments may be fixed from time to time by the membership upon recommendation of the Board of Directors. No special assessment shall be effective until approved by the members.

SECTION 3.

Private Carts — Members of any class, regular or otherwise, may, upon payment of the sum set by the membership, maintain and operate privately owned golf carts. Payment of the private cart privilege fee shall entitle the member to have the use of a cart shed for storage of said golf cart for the year for which the fee was paid, and may use the golf cart at any time that the golf cart is not closed to

golf cart use. The Board of Directors has authority to designate reasonable rules and policies pertaining to the use of private carts by the members.

SECTION 4. Indebtedness of Members to the Club.

All financial obligations to the club must be paid by the members, irrespective of class, within 30 days of the due date. Lists of members in default shall be posted, and the Board of Directors may suspend the playing privileges and cart shed rental space of any member whose name is so posted. If the default continues for more than 30 days after the posting of the list of members in default, the Board of Directors may take action upon the indebtedness for the purpose of enforcing collection by any additional action including, but not limited to, revoking a membership as to any member who does not meet the financial obligations to the club incurred by membership.

SECTION 5.

Any member whose membership has been revoked for failure to meet his or her financial obligations to the club incurred by membership, shall be notified, in writing, addressed to the last known mailing address or email address as reflected in the club membership list, of such revocation. Said member may have his membership reinstated upon payment of the full amount due.

ARTICLE VIII.

EXPENDITURES OF THE CLUB

SECTION 1. Expenditures

No cumulative expenditures, not already provided for in the Annual Budget, in excess of \$50,000.00 shall be made by the Board of Directors without the approval of at least two-thirds of the regular members of the club in attendance at a regular or special meeting to consider such expenditure.

The Board of Directors shall be responsible for the everyday expenditures of the Union County Country Club, subject to the provision of these bylaws.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the club shall begin on the 1st day of January and shall terminate on the 31st day of December.

ARTICLE X.

AMENDMENTS

SECTION 1.

These bylaws may be altered at the annual meeting at which there is an affirmative vote of two-thirds of the regular members present, a total number of members which must be greater than or equal to twenty-five percent of the of the memberships of the corporation. Alternatively, if any member feels that an amendment to the bylaws is necessary at any time other than the annual meeting, said member shall propose the amendment to the bylaws at any meeting of the Board of Directors of UCCC, at which time the board will consider and vote on whether or not to call a special meeting for the purposes of amending the bylaws. A simple majority of the Board of Directors shall determine whether to call a special meeting for the purposes of amending the bylaws. The standard for amending the bylaws at a special meeting is the same as the annual meeting described above.

i Section 7., Proxies, was restated at the special meeting held on February 23, 2017 due to its ambiguity and contradictory nature. As it was written, UCCC could not comply with its own bylaws due to the contradictory conditions as to when proxies could be used. The previous section read: Each member entitled to vote at a meeting of members may authorize another person to act for him or her by proxy for the purpose of electing Directors only. This was contradictory to Section 6, Quorum.