

BY-LAWS OF METROPOLIS COUNTRY CLUB

ARTICLE 1 Title and Object

Section 1. The name of this organization shall be Metropolis Country Club.

Section 2. The objects and purposes of this organization shall be as follows:

- (a) To operate and maintain facilities for a family type Country Club for the benefit of the membership;
- (b) To encourage and promote recreational and social activities and programs of interest to the membership;
- (c) To operate and maintain the buildings, grounds, equipment and facilities necessary for and incident to the Club programs; and,
- (d) To conduct all of its activities in a manner compatible with high standards of family living.

ARTICLE II Government of the Club

Section 1. The Government of the Club shall be vested in a Board of Governors consisting of ten members of the Club.

Section 2. The By-Laws governing this Club shall not be altered or amended except by a two-thirds vote of the active members present at an annual or special meeting of the members of the Club to be held not less than ten days after the membership has been notified by the Secretary that such alteration or amendment is to be presented for consideration and vote.

Section 3. The Board of Governors shall control the funds of the Club; they shall have the power to receive and redress complaints, admit, suspend, expel or reinstate members, but members suspended or expelled shall have the right or appeal from decision of the Board of Governors, as provided in Article VIII.

Section 4. Meetings of the Board of Governors may be called by the President, or by request of any two Board Members, or upon written request of ten or more members of the Club, and in case of special meetings called upon request of members, the same shall be called within ten days after said request has been filed with the President and the purpose for which such meeting is called shall be stated in a notice given to all Board Members. A special membership meeting shall be called upon written request of a minimum of one-third of membership.

Section 5. A majority of the Board of Governors shall constitute a quorum.

Section 6. Each Board member is expected to attend all meetings of the Board of Governors. In the event a Board member misses four meetings in a calendar year, the member shall be removed from the Board of Governors and a replacement identified. Exceptions may be requested and approved by the President of the Board.

**ARTICLE III
Election of Officers and Board of Governors**

Section 1. The annual meeting of the members of the Club shall be held at the Club House at 2 o'clock P.M. on the second Sunday in November of each year and only active members shall be entitled to vote as herein set forth.

Section 2. The active management of the Club shall be vested in a Board of Governors, consisting of ten members of the Club. Board members shall be elected for a two-year term; five members will be elected each year. Vacancies in Board membership shall be filled for the duration of the unexpired term of the Board member involved by vote of the Board of Governors.

Section 3. The elected Board, at their first meeting following their election, shall elect a President, Vice-President, Secretary and Treasurer. The Secretary and Treasurer need not be an elected member of the Board of Governors and may be the same person.

Section 4. The Secretary shall poll in writing all Active Members each year in order to get candidates for election to the Board of Governors. All candidates willing to serve will be listed on the ballot for the next year. The Secretary shall prepare written ballots, listing all nominees for use at the election. The election shall be conducted on the date of the annual meeting. The polling table and ballot box shall be open from 12 noon until 2 PM and shall be attended by two Board members. Each voting member may cast one vote for any number of candidates up to five but may cast only one vote for any one candidate. The five candidates receiving the highest number of votes shall be elected. A tie vote shall be broken by lot.

ARTICLE IV

Section 1. The President shall be the principal executive officer of the organization. The President shall preside at all meetings of the membership, and of the Board of Governors, sign records thereof, and together with the Secretary shall sign all certificates of membership, contracts, leases, notes and other legal instruments or papers executed by this organization, and perform generally all the duties performed by presidents of like organizations. The President shall, with the approval of the Board of Governors, appoint the chairmen of all committees, and shall be a member ex-officio of all committees.

Section 2. The Vice President shall perform the duties of the President in case of the absence or disability of the latter. In the event both the President and Vice President are absent or unable to perform their duties, the membership or Board of Governors, as the case may be, may appoint a president pro-tempore.

Section 3. The Secretary shall keep minutes of all the proceedings of the membership and Board meetings and make a proper record of the same which shall be attested by the Secretary. The Secretary shall keep such records as may be required of the Secretary by the Board of Governors, and shall issue and attest all certificates of membership, contracts, leases, notes and other legal instruments or papers executed by this organization, and generally perform such duties as may be required of the Secretary by the membership or the Board of Governors.

Section 4. The Treasurer shall receive and have in charge, all money of the organization and keep an accurate record of receipts and expenditures; shall pay out funds only as authorized by the Board of Governors and have all checks countersigned by either the President or the Secretary; shall present a statement of accounts at each meeting of the Board and of the membership, and make a full financial report at the annual meeting of the membership. The Treasurer's accounts shall be audited annually.

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Section 5. The Officers and Board members of the organization shall be responsible for conducting the club activities and business in keeping with the objects of the organization and shall see that all rules and regulations necessary therefor are established and enforced. Any sale or purchase of real estate must be reviewed and approved by the Active membership by majority vote.

Section 6. The President and Secretary shall be the proper persons to sign and issue all certifications of membership, contracts, leases, notes and all other legal instruments or papers executed by this organization and upon which the organization is to be bound. Legal instruments relating to this organization shall be executed by the President and Secretary only upon prior approval by a majority vote of the Board of Governors.

ARTICLE V Committees

Section 1. The President, with the approval of the Board of Governors, shall appoint such committees as deemed necessary for the efficient operation of the Club.

ARTICLE VI Membership

Section 1. Application for membership shall be in writing and no application shall be considered until the same has been vouched for by at least two active members in good standing and upon approval by a majority of the Board of Governors shall be admitted to membership of the Club. The number of members of the Club shall be fixed from time to time by the Board of Governors.

Section 2. There shall be seven kinds of members, namely: Active Members, Associate Lady Members without dependants, Associate Lady Members with dependants, Social Members, Junior Members, Honorary Members, and Corporate Membership.

Section 3. Active Members shall be over 18 years of age. A full time student over 18 years of age and a dependent of an Active member shall be accorded Club privileges as determined by a Board of Governors and all dependent children, as defined by the IRS shall be accorded Club privileges as determined by the Board of Governors. Each new member shall pay an initiation fee of \$400, which may be altered at the Board's discretion, and annual dues as defined in Schedule A, payable quarterly in advance. Members who are of the age 62 or older and a member in good standing for at least five consecutive years, effective November 14, 2004, may at any time elect to have their annual dues locked at the quarterly rate in which such election is made. Any such member making this election will relinquish all voting rights but will be eligible to serve as a Board member and shall retain voting rights during their term of service on the Board of Governors. Members may make this election in the quarter in which they turn age 62.

Section 4. Effective 12/01/2008 the membership classification of Associate Lady Members will be eliminated. Those current Associate Lady Members shall be granted the opportunity to retain their status or upgrade their membership to Active Member with appropriate change in dues and voting status. Recent widows/widowers of an Active Member shall have the initiation fee waived.

Section 5. Ordained ministers will be afforded Club privileges by paying annual dues.

Section 6. It is imperative that all members pay their dues promptly and on time, as this is the only source of revenue with which the Club can be operated. The Board shall have the power and authority to expel any member for non-payment of dues.

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Section 7. It shall be the duty of the Secretary of the organization to furnish the Board a list of all persons who may be delinquent in their dues for as long as thirty (30) days after the quarter begins. The Board of Governors may, in their discretion, post this list on the bulletin board at the Clubhouse.

Section 8. Members in good standing of this Club, who for business reasons or other reasons are forced to take up their residence outside the area, shall upon their return to residence or business in the area be allowed to resume their membership in this Club upon paying the back dues during their absence, provided, however, said back dues shall not exceed dues for two years or the initiation fee for membership in the Club, whichever amount is less. Members in good standing, who are called to active military duty shall have their dues/fees suspended without harm until such time as their tour of duty is complete.

Section 9. Social Members shall be over 18 years of age. The club privileges of a Social Member and his or her dependents (dependents being defined as those dependents allowed by the IRS) shall extend only to the Clubhouse and Swimming Pool. The Club privileges of a Social Member and his or her dependents shall not extend to the Golf Course. Each Social Member shall pay an initiation fee of \$100 and annual dues as defined in Schedule A, payable on March and June billing cycles, in advance.

Section 10. A Junior Member is age 12-18, except if a Junior Member over 18 goes to college, he/she may remain a Junior Member provided he/she carries at least 24 credit hours per school year. He/she may qualify as a Junior Member until their 24th birthday. Each new Junior Member shall pay initiation fee of \$200 and annual dues as defined in Schedule A, payable quarterly in advance.

Section 11. An Honorary Member shall be an Active Member in good standing who is determined by the Board of Governors to be worthy of an Honorary Membership. Widows of deceased Honorary Members shall be accorded club privileges by maintaining Associate Lady dues.

Section 12. Corporate Membership allows for as few as one person up to a maximum of eight people. The corporation must be a legitimate registered corporation, limited liability company, or partnership. No entity formed for the purpose of obtaining a corporate membership will be considered eligible. The corporate member, or designee, is entitled to the use of the golf course at anytime during the week when open golf is allowed, and restricted use of the course during weekends and holidays. Before starting play, the member or designee must check in at the golf shop and present membership cards for the number of players. Rental carts will be available; however, the member or designee must call ahead to reserve said cart. A billing for green fees, carts, food, etc., will be provided to the corporate member on a monthly basis. Annual memberships are valid December 1 through November 30, and will be evaluated annually by the Board of Governors to ensure compliance with the corporate membership program. Failure to follow the rules and By-laws of the Metropolis Country Club can lead to non-renewal of the membership with forfeiture of initiation fees. Initiation fees, quarterly dues, and green fees will be defined by the Board of Governors. Corporate membership dues shall not be less than the Active membership dues.

Section 13. The Board of Governors retains the option to annually increase the dues of all members by 2% annually in order to maintain sufficient funds to operate the Metropolis Country Club. This increase shall be rounded to the nearest whole dollar per quarter.

ARTICLE VII Guest Rule

Section 1. A guest is any person who does not reside in Massac County. In addition, members residing in counties other than Massac may not bring guest from their home county. A guest must be accompanied by a

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member or a member must show in writing that the person is a bona fide guest of the member and they are unable to be present with them. Members shall be responsible for green fees of said guest as determined by the golf committee. Members may bring guests from their home county to snack bar only.

Section 2. A guest also means any paid-up member of another Country Club that extends guest privileges to the members of Metropolis Country Club upon presentation of his Metropolis membership card. These guests do not have to be accompanied by a member of the Club but must show evidence of being paid-up members of another Country Club, not a public course, and must pay the required green fee.

Section 3. The Board of Governors has the authority under the By-laws to relax the Guest Rule for any Club function, and grant permission to members of the Club for private functions, for a fee as determined by the Board, which would include persons who are not entitled to be guests of the Club under the rules as defined, except by permission granted by the Board of Governors with such permission not to impair the rights of other members. The Board, under the By-laws, may also grant the privilege of the use of the facilities of the Club to any bona-fide applicant for membership for not more than three times.

Section 4. An unmarried Active Member may bring a non-member of the opposite sex to the Club and such a guest shall be accorded the use of all club facilities and the guest fees shall be waived. Associate Ladymembers may also bring a non-member of the opposite sex to the Club and such a guest shall be accorded the use of all Club facilities and all applicable guest fees shall be paid. There shall be no restrictions as to the residency of these guests. Dependents of Active Members may bring a non-member of the opposite sex to the Club for the purpose of attending social affairs; use of the golf course, swimming pool, or any other recreational facilities is prohibited.

Section 5. One caretaker of member's dependents, with proper payment of fees, will be allowed pool privileges while accompanying said dependents.

ARTICLE VIII Appeals

Section 1. From a decision of the Board of Governors suspending or expelling a member, said member shall have a right to appeal to the whole membership of the Club, but this right of appeal shall be exercised only as follows: The member aggrieved shall notify the President of the Club, in writing, that he or she intends to exercise the right of appeal to the whole Club, and the President shall call a meeting of the Club for this purpose, not less than ten or more than thirty days after the receipt of such notice. At such meeting, the aggrieved member shall have a right to be present and be heard. The appeal shall be decided by a two-thirds majority of members present.

ARTICLE IX

Section 1. Fees for golf cart sheds and their use shall be determined by the Board of Governors.

ARTICLE X Indemnification

Section 1. The Club shall indemnify its officers (including its President, Vice-President, Secretary and Treasurer) all members of its Board of Governors and all members of its Committees appointed pursuant to its By-Law, its former officers (including its President, Vice-President, Secretary and Treasurer) all former members of its Board of Governors and all former members of its Committees appointed pursuant to its By-Law, for all sums which they, or any of them, shall become legally obligated to pay as damages, and for expenses actually and necessarily incurred by them in connection with the defense or settlement of any cause of action, suit or proceeding in which

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they, or any of them, are made parties, or a party, by reason of being or having been an officer or a member of its Board of Governors as a Committee of the Club, notwithstanding that the allegations of any cause of action, suit or proceedings may be false, fraudulent, or groundless. If the Board of Governors so authorizes, any person entitled to the benefits of this Club's indemnification may be indemnified for expenses actually and necessarily incurred prior to the final adjudication of any such action, suit or proceeding.

Schedule A. Dues Structure

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<u>Classification</u>	<u>Quarterly</u>	<u>Annually</u>
Active	\$237.00	\$948.00
Associate Lady	\$105.00	\$420.00
Junior	\$105.00	\$420.00

<u>Classification</u>	<u>1st Installment March 1</u>	<u>2nd Installment June 1</u>
Social	\$108.00	\$108.00