

Fulton Country Club, Inc. By-Laws

Updated: October 2010

This is an unsigned copy and should only be used for general information.

ARTICLE I - NAME

This club is incorporated as a not for profit corporation under the laws of the State of Illinois under the name of Fulton Country Club, Inc.

ARTICLE II - PURPOSE

The purpose of this club is to promote and encourage the game of golf and social interaction, and the corporation shall have the power to acquire, own, pledge, and dispose of real and personal property, and to borrow money, and all other powers given by statute, in furtherance of said purpose.

ARTICLE III - ADDRESS

The principal place of business shall be the clubhouse at 20727 Cattail Road, P.O. Box 48, Fulton, Illinois 61252.

ARTICLE IV - MEMBERSHIP

Section 1 CATEGORIES... There shall be two categories of regular memberships, family and grandfathered singles. The membership shall be increased to 350 members. No more single memberships shall be introduced.

Section 2 REGULAR MEMBERS – FAMILY... A family membership shall be required of any married person and any single person who has one or more children who are legal dependents under the age of 19 or a dependent child who is a qualifying student under the age of 24. A qualifying student is a child who is a full-time student at a school for at least five (5) calendar months out of the current year. A school shall include a technical, trade or mechanical school. A school shall not include an on-the-job training course, correspondence school, or school offering internet courses only. A family membership shall entitle the family unit to one vote, and in the case of married persons, that vote may be exercised by either the husband or the wife. In the case of married persons, either the husband or the wife may hold office. In the case of a single person with golfing children, the vote may be exercised only by the parent, and only the parent may hold office.

In the event that a family unit is disrupted by dissolution of marriage or legal separation, then only one spouse shall be allowed to retain membership, and the other shall have only the right to sign up on the regular waiting list. It shall be the duty of the divorcing members to present the secretary with either a court approved stipulation, a court order, or a written agreement designating the entitled spouse. In the absence of such stipulation, order, or agreement, neither shall be entitled to membership, and their membership certificate must be surrendered for cancellation. The parties shall have six months after the divorce decree is entered to comply with this provision.

Henceforth, all new family members shall be charged one \$225.00 refundable admission fee per family. Grandfathered singles who have paid a refundable admission fee are entitled to vote and hold office. Grandfathered singles who have paid a non-refundable admission fee are not entitled to vote or hold office.

Section 3 SPECIAL MEMBERS... Special memberships are granted on a year-to-year basis as a privilege and do not entitle the special members to any preference in becoming regular members. There are three categories of special members: Junior, College and Clergy. Special members may not vote or hold office. The board of directors shall set guidelines for access to the course, the clubhouse, and determine membership fees.

Section 4 JUNIOR MEMBERS... Any person between the ages of 8 and 18, who is not the child of a regular member, may be admitted as a junior member.

Section 5 COLLEGE MEMBERS...Any person who is a full time college student between the ages of 18 and 22, who is not the child of a regular member, may be admitted as a college member.

Section 6 CLERGY MEMBERS...Any person who is an active, ordained minister or priest may be admitted as a clergy member.

Section 7 WAITING LISTS...The board secretary shall maintain two waiting lists, designated the regular waiting list and the preferred waiting list. The regular waiting list shall consist of all applicants for membership who have submitted their applications in writing to the board secretary. The order shall be determined by the date of the postmark, in the case of a mailed application, or the date of the actual receipt by the board secretary in the case of a delivered application.

The preferred waiting list shall consist of those children of regular members who have reached their 19th birthdays, and those children of members, which children have been full time college students, but who no longer attend college. The order shall be determined by the date of the 19th birthday or the first date the student no longer attends college. It shall be the child's duty to call the same to the attention of the board secretary, in writing, in a timely fashion. If a child is passed over for failure to so inform the secretary he/she shall be offered the next available membership. Once a child in the preferred category is offered membership, he/she must accept the membership, or his/her position will be lost, and he/she will not be entitled to any further preference.

The preferred waiting list shall have priority over the regular waiting list. No person on the regular waiting list shall be admitted if any person is on the preferred waiting list.

Section 8 CERTIFICATES... Membership shall be evidenced by certificates, signed by the board president and board secretary, and membership shall be duly noted on the membership rolls. No penalty shall attach for the loss or destruction of such certificates, and upon request, replacement certificates may be issued, in which cases they shall be marked "replacement."

Section 9 DISSOLUTION... Regular members are the owners of the club, and upon dissolution, the net assets available for distribution shall be divided among the membership equally.

ARTICLE V - DUES, CHARGES AND ASSESSMENTS

Section 1 ASSESSMENTS...An assessment charge to the membership may be made only at a meeting of the membership as herein provided in ARTICLE X.

Section 2 ANNUAL DUES AND CHARGES...The amount of annual dues payable, and the charge for locker rental, green fees, cart sheds and related times shall be determined by the board of directors. All dues and charges are payable when billed.

Section 3 UNPAID DUES, ETC...Any member whose annual dues, assessments or other charges (cart shed, lockers, etc.) remain unpaid on March 1 shall cease to be a member and shall forfeit his membership.

ARTICLE VI - TERMINATION AND TRANSFER OF MEMBERSHIP

Section 1 EXPULSION...Any member whose membership shall become detrimental to the welfare of the club, may be suspended or expelled by the board of directors after giving such member an opportunity to present a defense. Appeal from such expulsion may be taken by an expelled member to the membership of the club at the next annual meeting of the club.

Section 2 WITHDRAWAL...Any active member who desires to withdraw from the club must surrender his certificate of membership no later than April 1 each year to the secretary who shall give a receipt therefor. No further charges for dues shall be made against a member whose certificate has been so surrendered, and such surrender shall be deemed a termination of membership upon the transfer by the board of such membership to a new member, at which time the retiring member's refundable membership fee shall be refunded in the amount actually paid by the member for his membership. The club may deduct any outstanding club dues or charges from such refund.

Section 3 RELEASE...Termination of membership for any cause whatever shall operate as a release of all right, title or interest in the property of the club.

Section 4 NOT TRANSFERABLE...Memberships are not transferable and shall not descend to the heirs or beneficiaries of a decedent.

ARTICLE VII - DIRECTORS

Section 1 GENERAL POWERS...The business and affairs of the club shall be managed by its board of directors. The board shall have power to suspend or expel members for violation of rules or for any conduct improper or prejudicial to the interest of the club; to make rules of conduct for the members of the club; and for the use of the club property; to fix and enforce penalties for the violation of the by-laws and rules; to remit penalties and dues; to prescribe rules for the admission of strangers and guests; to fix rates for the use of the grounds by transient guests and rules covering such use; to call special meetings of the club to consider specific subjects and to do and to perform such other duties as are usually performed by the board of directors of a corporation, except as herein otherwise provided.

Section 2 NUMBER TENURE...The number of directors of the club shall be nine. The tenure of each director shall be three years and he/she shall hold office during his term or until his/her successor shall have been elected. The expiration of the terms of office of the directors shall be staggered, with no more than three directors leaving the board each year. A person who has been appointed to fill an unexpired term may be elected to fill the remainder of that term.

Section 3 REGULAR MEETING...An organizational meeting of the board of directors for the purpose of electing officers and transacting any other business shall be held without other notice than this by-law, immediately after, and at the same place, as the annual meeting of the membership of the club. The board of directors may provide, by resolution, the time and place for the holding of additional regular monthly meetings without other notice than that resolution.

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 of directors may fix any place for holding such a special meeting.

Section 5 NOTICE...Notice of any such special meetings of the board of directors shall be given at least 48 hours previous to such meeting by written notice delivered personally or mailed to each director. The directors present at such a special meeting who have not received notice may waive notice by the execution of a written waiver.

Section 6 QUORUM...A majority of the number of directors fixed by these by-laws shall constitute a quorum for transaction of business and any meetings of the board of directors, provided that if less than a majority of such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7 MANNER OF ACTING...The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8 VACANCIES...Any vacancies occurring on the board of directors shall be filled by the remaining directors by their majority vote, the new director to serve only until the next annual meeting or special meeting of the membership called for the purpose of electing a successor.

Section 9 COMMITTEES...For the better execution of their powers and duties said board shall appoint from their own number, or from other members of the club, a house committee, a membership committee, a finance committee, grounds committee, a By-Laws committee and such other committees as occasion may require and as they may deem necessary. Said committees should be "standing committees" so as to increase the continuity from year to year. Committees shall have no power to expend club funds without board authorization.

Section 10 REMOVAL OF DIRECTORS...Upon the vote of two-thirds of a quorum of regular members, the membership may remove one or more directors from office, at which point, an election shall be held immediately to elect a replacement or replacements to fill the unexpired portion of the term or terms, at any annual meeting or at any special meeting called for that purpose.

ARTICLE VIII - OFFICERS

Section 1 NUMBER...The officers of the club shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a treasurer, and a secretary, with such offices being combined at the discretion of the board of directors. These officers may be elected or appointed by the board of directors. Any two or more offices may be held by the same person except the offices of president and secretary. The treasurer may be appointed from outside the board of directors.

Section 2 ELECTION AND TERM OF OFFICE...The officers of the club shall be elected annually by the board of directors at its first meeting, held immediately after the annual meeting of the members. Vacancies may be filled or new offices filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3 REMOVAL...Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the club would be served thereby, by a simple majority.

Section 4 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.

Section 5 PRESIDENT...The president shall be the principal executive officer of the club and shall in general supervise and control all of the business and affairs of the club. He 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, the various instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the club or shall be required by law to be otherwise signed or executed; and in general shall perform all duties, incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. The president shall be entitled to a regular family membership and be exempted from payment of annual dues.

Section 6 VICE PRESIDENT...In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated) 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.

Section 7 TREASURER...If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. The premium for said bond shall be paid by the club. He shall (a) have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors and give a monthly report to the board of directors; and (b) in general perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. The treasurer shall receive salary as set by the board of directors.

Section 8 SECRETARY...The secretary shall perform the duties commonly imposed upon the secretary of a corporation. He/she shall keep the minutes of the meetings of the membership and of the board of directors meetings in one or more books provided for that purpose and shall keep the membership rolls.

ARTICLE IX - REPORTS, MISCELLANEOUS

Section 1 REPORTS...At the annual meeting, the board shall make a full report of its acts during the preceding year and shall recommend such measures as it may deem advisable for the good of the club.

Section 2 LIMITATIONS...The board shall not purchase additional real estate nor incur indebtedness that cannot be paid out of current funds without approval of the membership as herein provided in Article X.

Section 3 FISCAL YEAR...The club's fiscal year shall be a calendar year.

ARTICLE X - MEETINGS AND ELECTIONS

Section 1 DATE AND PLACE...The annual meeting of the membership for the election of board members, a nominating committee and for the presentation of reports and the transaction of all other business shall be held on the second Wednesday in October, at the clubhouse or at such other place and at such hour as the board of directors may designate.

Section 2 QUORUM...Fifty regular members appearing in person, by proxy or by absentee ballot shall constitute a quorum at the annual board meeting of the members. If no quorum is present at such meeting the members present may adjourn the meeting to a later date not more than thirty days thereafter.

Section 3 SPECIAL MEETINGS...Special meetings may be called an any time by the board of directors or by written request of not less than ten regular members.

Section 4 PROXIES...None but a regular member shall have a vote at meetings of the membership, either in person or by designating another regular member as his or her proxy. In these by-laws, "present" at a meeting means in person or by proxy.

Section 5 NOTICE...Notice of every annual and special meeting shall be mailed to each regular member at least ten (10) days before the date of such meeting. The notice of a special meeting shall state the object for which such meeting was called, and no other business than that specified in the notice shall be transacted at such meeting.

Section 6 ROBERT'S RULES OF ORDER...Meetings of the membership shall be conducted according to the then-latest revision of Robert's Rules of Order.

ARTICLE XI - CLUB PROPERTY

USE BY PERMISSION ONLY...No person shall take from the premises owned or occupied by the club any article belonging to the club except by express permission of any officer thereof.

ARTICLE XII - GUESTS

Section 1 USE OF HOUSE AND GROUNDS...None but members and guests, except as otherwise herein provided, shall be admitted to the clubhouse or grounds.

Section 2 INTRODUCTION OF GUESTS...A regular member may at any time introduce a guest and shall register his name and address in a book to be provided for such purpose. Such introduction shall not confer upon the guests the right of entrance at any other time. The board of directors will set fees for guests.

Section 3 OUTSIDE GROUPS...Special arrangements may be made for outside groups and organizations to use the clubhouse and golf course with the approval of the board of directors.

ARTICLE XIII - AMENDMENTS

Section 1 AMENDMENTS...The by-laws of the corporation may be amended only by resolution passed at the October Annual Membership Meeting and a two-thirds vote of the members present shall be required to approve any proposed by-law amendment. Amendments to the by-laws may be proposed by any member of the board of directors, but any proposed by-law amendment must be submitted, in writing, to the secretary of the board of directors no later than the first Monday of September each year.

Section 2 PRINTING...The board of directors of the Fulton Country Club is authorized to print these by-laws as amended and distribute copies of the same to the membership.

President, Board of Directors
Fulton Country Club, Inc.

ATTEST:

Secretary