

**FREMONT HILLS COUNTRY CLUB, INC.**

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**BYLAWS:  
FREMONT HILLS COUNTRY CLUB, INC.**

**ARTICLE I: NAME, OFFICE AND DEFINITIONS**

**Section 1. Name and Purpose**

1.01 The name of this Corporation shall be Fremont Hills Country Club, Inc. (FHCC)

1.02 The purpose of Fremont Hills Country Club, Inc. is as a 501c7 not-for-profit recreational and social organization.

1.03 The name and purpose of this Corporation may be limited or modified as required by the Board.

**Section 2. Principal Office**

2.01 The principal office of the Corporation in the State of Missouri shall be located within the established city limits of the City of Fremont Hills, Christian County, Missouri.

**Section 3. Registered Office and Agent**

3.01 The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office.

**Section 4. Definitions**

4.01 Bylaws: The term *Bylaws* shall mean these Bylaws, as amended from time to time by the Membership; as permitted by these Bylaws.

4.02 Board of Directors or Board: The terms *Board of Directors* and "Board" shall mean the elected individual appointed as permitted by these Bylaws or elected by the Members, who are Members in good standing and charged with the responsibility of managing and directing the policies and of the organization.

4.03 Member: The term *Member* shall mean an individual, corporation or firm who is a Regular, Associate, Junior, Corporate, Non-Resident, Social, or Social Dining Member, who/which is entitled to the rights, privileges and use of the Club, as provided by these Bylaws.

4.04 Club: The term *Club* shall mean the private golf, swim, tennis and social club known as *Fremont Hills Country Club, Incorporated*, which has been incorporated under the laws of the State of Missouri and is governed according to its Articles of Incorporation and these Bylaws. The Club may use the name *Fremont Hills Country Club* in all instances except those which require the full corporate name.

**ARTICLE II: MEMBERS**

**Section 1. Membership**

1.01 Fremont Hills Country Club is a private golf, tennis and social club designed and operated for the exclusive pleasure of its Members and their guests.

1.02 Fremont Hills Country Club, Inc. is a Missouri not-for-profit corporation whose Members enjoy exclusive rights to use club facilities. Members and guests are subject to the rules and regulations set forth in FHCC Bylaws and/or by the duly elected Board of Directors.

1.03 Membership is by invitation only upon approval by majority vote of the Board. The Board may limit the number of memberships, of any classification.

1.04 No person shall be denied Membership on the basis of race, color, creed or sex.

1.05 Persons entitled to use of the Club facilities and appropriate privileges shall include the named Member, such Member's spouse and the Member's dependents except as otherwise delineated in the By-Laws, see Article II, Section 2.025, Corporate Memberships and Section 2.04, Non-Resident Memberships. Effective: 10-10-2011

## **Section 2. Classification of Members**

2.00 **Categories of Membership:** The following Membership categories comprise the Membership body of FHCC. All categories are afforded voting rights (Sec. 3.01) and are eligible to share in assets of the Corporation upon Dissolution (Sec. 3.02). All Members must be approved by the Board of Directors upon entry into the Club and are held responsible for all debts, dues, and other obligations they may incur during membership. The Board of Directors will have power to settle all matters of conduct, dress codes, and policies enacted by the Club and have the capability of holding all Members to those standards and obligations. The Board shall maintain the right to set/limit the number of Members in any Membership Category. All categories are required to meet any purchasing requirements set by the Board unless exemption consideration is given to that Membership category.

2.01 **Regular Membership:** Regular Members and their families may enjoy all recreational and social aspects of the Club. Regular Memberships shall have priority over all other types of Memberships and are accorded Voting and Dissolution rights (Sec. 3.01 & 3.02). They are eligible to serve as Directors and Officers of the Club.

2.02 **Business Membership:** Business Memberships shall be issued in the name of the Corporation, partnership or other business organization sponsoring the Membership. A Business Sponsor may designate any individual employee, director, officer, executive or partner to be available for use of the membership. The Business Sponsor must limit the use of this offer to employees, directors, officers, executives or partners of the business who can be verified with check stubs, papers of incorporation, or appropriate IRS documentation. The families of each employee, director, officer, executive or partner shall have the same rights of membership as do the families in any similar membership category as other individual members. The Business Sponsor will present payment for individuals for whom they choose to pay. The other individuals on the list must pay the balance of their dues or the total amount, based on the designated scale adopted and approved by the Board of Directors each year. That scale shall include all categories of membership and shall be discounted according to the number of individuals presented. When the list of individuals is presented to the Board for approval, the discounted rate shall be set at that number of individuals. Additions may be submitted but will cause no further discounting. Additional members will receive the benefits of discounting of dues as do other membership of that business category. The club shall deal directly with the member in terms of club rules and collection of monthly charges. This membership will not be granted the right of monthly payment of dues. Voting and Dissolution rights will apply (Sec. 3.01 & 3.02).

Effective 08-09-2013

2.025 **Corporate Membership:** A *Corporate Membership* shall be issued in the name of the Corporation, partnership or other business organization purchasing the Membership. All rights

and privileges of the Membership are the property of the corporation or firm purchasing the Membership. The Corporate Membership shall be defined as one Membership with the option of naming two (2) individuals (Corporate Affiliates) for use under that Corporate Membership. Corporate Memberships shall designate one (1) "Corporate Agent" to be the responsible party of the Corporation, partnership or other business organization purchasing the Membership. The Corporate Agent shall be the only voting Member. The Corporate Agent will designate two (2) (Corporate Affiliates), one of which could be him or her self. The 2 (Corporate Affiliates) name for use must have a direct and true business relationship with the Corporation (owners, partners, direct employees, or other employee/employer relationship --- Family members are not permitted unless they also meet the above criteria. The names of the Corporate Affiliate may be changed, with written notice to the Club office, by the Corporate Agent without fee, limited to one (1) change per quarter, four (4) changes per year total. Club management will have the right to accept or decline a Corporate Affiliate and will notify Corporate Agent upon acceptance. Voting and Dissolution rights will apply (Sec. 3.01 & 3.020) to the Corporate agent.

Effective 06-08-2009

2.03 **Associate Membership**: Applicant must be under the age of 40 at the time of application. *Associate Memberships* must convert to a Regular Membership on or before the first renewal date after their 40 birthday or the Membership must be relinquished. If the Associate Membership includes a Member and a spouse, the age used for initial qualification and for conversion from an Associate to a Regular Golfing Member will be the age of the older of the two proposed Members. Voting and Dissolution privileges will apply (Sec.3.01 & 3.02)

Effective 08-09-2013

2.035 **Junior Membership**: Applicants must be between the ages of 15 and 29 at the time of application. Applicants under the age of 18 must have an adult co-signer who insures payments of dues and debts incurred. Junior Memberships must convert to either an Associate or Regular Membership on or before their renewal date of the year after becoming 30 or the Membership must be relinquished. If the Junior Membership includes a Member and a spouse, the age used for initial qualification and for conversion from a Junior to an Associate or Regular Golfing Member will be the age of the older of the two proposed Members. Voting and Dissolution privileges will apply directly or to, in case of a minor to the co-signing adult (Sec.3.01 & 3.02)

Effective 08-09-2013

2.04 **Non-Resident Membership**: Any person residing more than 75 miles from FHCC can apply for this type of Membership. If the place of residence changes to under the 75-mile limit, the Non-Resident Member must convert to a Membership category meeting the individual's demographic data. Voting and Dissolution privileges do apply (Sec. 3.01 & 3.02)

Effective 10-10-2011

2.05 **Social Membership**: This is a Membership category representing individuals and their families that are entitled to use all aspects of the Club, excluding the privilege of golf. Voting and Dissolution privileges do apply (Sec. 3.01 & 3.02).

2.06 **Dining Social Membership**: This membership category will have access to all dining (food/beverage) facilities and must sign a Membership Agreement to abide by the current food/beverage minimum monthly charges. No recreational privileges of the Club are available to this membership. Voting Rights and Dissolution privileges do apply (Sec.3.01 & 3.02)

Effective 8-10-2012

### **Section 3 Voting Rights and Distribution upon Dissolution**

**3.01 Voting Rights:** All Memberships shall have the right to cast votes on all issues coming before the Membership of the Club requiring such action. The following criteria shall apply:

1. Regular and Corporate Members shall have the right to cast twelve (12) votes in block form on any membership voting issue. For Corporate memberships, the Corporate Agent will cast the vote.

2. Associate and Social Members shall have the right to cast five (5) votes in block form on any membership voting issue.

3. Junior, Non-Resident, Social Dining, and all other Members shall have the right to cast one (1) vote on any membership voting issue. Junior Members under the age of 18 shall be represented by their co-signing adult.

The Board shall cause the vote allocation as stated herein to be reviewed by category of memberships periodically to insure the best possible voting balance. Adjustments may be made as needed by a vote of the Board. Any Member who is on approved leave and who is not paying dues at the time of a vote shall not be eligible to vote until they are reinstated as members in good standing.

**3.02 Distribution of Assets upon Dissolution:** In the event of dissolution of the Corporation (the Club), all assets shall be liquidated and all indebtedness shall be paid in full. The remaining balance shall be distributed to respective membership per the following formula. The FHCC Board of Directors shall maintain the right to supervise and disperse such equity and to act on behalf of the Club concerning dispute or challenge.

1. Each Regular and Corporate member shall be paid his proportionate share of ninety-four percent (94%) of the remaining balance. For Corporate members the equity payment shall be made to the "Corporate Agent".

2. Each Associate and Social Member shall be paid his proportionate share of five percent (5%) of the remaining balance.

3. Each Junior, Non-Resident, Social Dining, and all other members shall be paid his proportionate share of one (1%) of the remaining balance. For Junior Members under the age of 18, the equity payment shall be made to the guarantor of the membership contract.

The Board shall cause the distribution of assets as stated herein to be reviewed by category of membership periodically to insure the fairness of equity levels. Adjustments may be made as needed upon approval of the Board. Members who have resigned their membership prior to dissolution of the Club have voluntarily forfeited any right to a share of equity.

This statement of equity distribution does in fact make the members the owners of the Club. This statement does not intend to pass liability of the Club on to members, but instead liability shall be the responsibility of the Corporation.

### **Section 4. Waiting Lists**

4.01 Waiting lists may be established separately for each classification of membership when maximum memberships are achieved in that membership classification. These lists will be established in chronological order of application. Upon approval and invitation by the Board, the first applicant on each list of each type of membership will be given the opportunity to exercise the option to apply for a membership in that classification of membership. In the event no option is exercised as available, options will be offered to the second name on the waiting list and so forth.

4.02 Refusal by an applicant to exercise the option of entry as extended by the Board will result in deletion from the waiting list and the forfeiting of any consideration that may be set as requirements of being on the waiting list. Applicants on the waiting list may request that they be repositioned as the last name on the waiting list at any time prior to the invitation of entry without penalty.

#### **Section 5. Election of Members**

5.01 New Members may be elected by invitation to Membership at any meeting of the Members or at any meeting of the Board of Directors.

#### **Section 6. Voting Rights**

6.01 Each Membership type shall be entitled to vote on each matter submitted to a vote of the Members. The number of votes allocated per membership type is described in Section 3.01 Voting Rights. Equity distribution of Club assets in case of dissolution of the Club is described in Section 3.02 Distribution of Assets Upon Dissolution.

#### **Section 7 Termination or Suspension of Membership**

7.01 If a Member has repeatedly been in noncompliance of Club policy, or a single act deemed as a serious offense, the Board may suspend or terminate said Member's Membership by a two-thirds (2/3) vote of the Board present at a Board meeting.

#### **Section 8. Transfer of Membership**

8.01 Transfer of Membership will be defined as a transferring of Membership from one Membership in good standing with all liabilities and assessments current to a Non-Member of the Club. The result of such transaction being that the former Membership will be null and void and the receiver will be a Member in good standing of FHCC with all privileges and responsibilities of Membership.

8.02 FHCC, with its Board acting on its behalf, shall have the first right of purchase or refusal of any transaction, such requiring the majority vote of the Board.

8.03 The Board of FHCC acting in behalf of FHCC cannot be forced to purchase a Membership from any Member. However, it may do so if it acts in the best interest of the Club.

8.04 The Board of FHCC cannot be held liable or accountable for nonpayment of a transaction nor can it be made to act as a seller of such Memberships unless it so desires.

8.05 The Board shall have prior knowledge and approval of all transactions. The transfer shall be witnessed and signed by the President of the Board of FHCC. The prospective Member shall not become effective until such signature occurs.

8.06 Upon sale, full payment of initiation fee and prorated annual dues received by the Club and transfer of Membership, the original Member will receive an amount of twenty-five (25) percent of the dollar value of the initiation fee in effect at the time of the transfer.

#### **Section 9. Death of a Member**

9.01 In the event of a Member's death, the heirs and personal representatives of the Member shall be liable, to the extent permitted by law, for dues accrued and charges incurred by the

Member until the date of his/her death. The death of a Member shall not obligate the Club for refund of the decedent's Membership fees or dues.

9.02 The spouse of a deceased Member may file a new application for Membership in the Club, requesting in writing that the deceased Member's Membership be transferred to the spouse. Such request must be made, if at all possible, within ninety (90) days following the Member's death. Provided the spouse would otherwise qualify for Membership as determined by the Board and the deceased Member's account is current, the Membership shall be transferred and issued in such spouse's name, without any additional payment to the Club. The spouse shall thereafter be entitled to all the privileges of the Membership classification so acquired.

### **ARTICLE III: MEETING OF MEMBERS**

#### **Section 1. Annual Meetings and Informal Actions**

1.01 The annual meeting of the Members of the Club shall be held on the *second* Friday in the month of August of each year, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

1.02 At least twenty (20) days prior to the annual meeting date, the Board shall prepare and make available to all Members a ballot of all issues and business including the election of Board Members, proposed changes in Club Bylaws, and other pertinent topics. Only issues detailed in writing and sent to all voting Members at least twenty (20) days prior to any meeting may be voted upon (in person, by mail or by proxy) at that meeting. Informal balloting of Members present at the meeting on other issues is permissible for assistance to the Board as an opinion poll only.

1.03 Each ballot must clearly exhibit the appropriate Membership number and the name and address of the receiving Member. The ballot shall list in alphabetical order the names of Members nominated and willing to serve on the Board of Directors of the Club. The ballot shall request the receiving Member to vote for the requisite number of nominees as Directors. The ballot shall then be dated and returned to the Board of Directors in an enclosed return envelope by mail or by person prior to the "Call to Order" of the stated meeting. The ballot shall also contain all proposed changes in Club Bylaws, and Members will be asked to mark *yes* or *no* on each proposed Bylaw change. The ballot may contain other issues of Club concern, and the Members may be requested to express individual viewpoints on such matters of interest.

1.04 At the annual meeting, all written ballots returned to the Board, as well as those cast in person by Members present, shall be tabulated and the number of nominees, equal to the number of Directors to be elected, receiving the highest number of votes shall be declared elected as Directors of the Board.

#### **Section 2. Special Meetings**

2.01 Special meetings of the Members of the Club may be called by the President at the request of any three (3) Directors, or by not less than one-tenth (1/10) of the Membership.

#### **Section 3. Place of Meetings**

3.01 Membership meetings shall be held at the Club facilities, except the Board of Directors may by resolution designate a meeting place not more than twenty-five (25) miles from Fremont Hills, Missouri as an alternate site.

**Section 4. Notice of Meetings**

4.01 Written or printed notice stating place, date and hour of the meeting, along with the agenda and purpose, shall be delivered to all voting Members in person or mailed at least twenty (20) days in advance. All mailing addresses will be as such as appear on the records of the corporation.

**Section 5. Proxy Voting**

5.01 Any Member may sign a Board approved proxy form that appoints the majority of the Board at any annual or special meeting to cast a ballot on their behalf in support or non-support of any voting issue, other than balloting for the selection of Members of the Board.

**Section 6. Quorum**

6.01 Twenty-five (25) percent of the Members entitled to vote at the meeting shall constitute a quorum at any annual or special meeting of the Club Members. Total Members present, plus ballots and proxies received, constitute the total Member count in establishing a quorum at such meetings.

**Section 7. Membership Voting Regulations**

7.01 Only sealed, mailed and delivered ballots, properly signed, dated, with the appropriate Membership number clearly shown, and all proxies, properly signed, dated and with the appropriate Membership number, received prior to the *Call to Order* of any annual meeting shall be tabulated. The Secretary shall hold all such ballots and proxies in confidence until the time of appropriate tally of ballots. Other voting issues, except election of Board nominees and Bylaw changes, require a simple majority of the quorum.

**ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. Powers of the Board**

1.01 The property and business of the Club shall be controlled and managed by the Board, which may exercise all such powers of the Club and do all such lawful acts and things.

**Section 2. Number, Tenure, Qualifications**

2.01 The total number of Directors shall be fifteen (15). All must be Regular Members in good standing. All shall be elected for three (3) year terms in a staggered fashion, five (5) new Directors shall be elected each year.

2.02 Any vacancy on the Board occurring for any reason other than a completed term may be filled by a simple majority vote of the remaining Directors as such may occur. Directors shall be elected for the unexpired term of the predecessor.

**Section 3. Regular Board Meeting**

3.01 Regular Board meetings shall be held on a regular basis and notification of date, time and place shall be conveyed to all Members as a matter of policy.

3.02 Regular Board meetings shall be held at the Club facilities or at a designated place within twenty-five (25) miles of Fremont Hills, Missouri; however, no such alternate meeting place shall be utilized except in circumstances as the Club's facilities be unusable due to damage or otherwise uninhabitable.



3.03 Votes of members of the Board of Directors at meetings may be by roll call vote with the vote of each Director being properly noted in the official minutes of the meeting.

3.04 Unapproved minutes of the Board of Directors meetings shall be prominently posted in the Clubhouse within ten (10) days of the meeting.

3.05 No meeting, or portion thereof, may be closed to the Club Members except under the following circumstances:

- a. Litigation or potential litigation in which the corporation is a direct party.
- b. Consideration of sale or purchase of real estate, wherein knowledge of such would adversely affect the corporation.
- c. Discussion of personnel actions consistent with Missouri Sunshine Laws statutory provisions for political subdivisions.

#### **Section 4. Quorum**

4.01 A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### **Section 5. Special Board Meetings**

5.01 Special Board meetings may be called as required by the President or any two (2) Directors. Regular Board meeting site restrictions apply.

5.02 All Directors must be notified by personal contact or by written notice at least two (2) days prior to the special meeting date. A majority of the Board must be present in order to conduct any business.

#### **Section 6. Manner of Acting**

6.01 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. The Board may also act by written consent or approval of all the Directors of the Corporation setting forth the action taken.

#### **Section 7. Compensation**

7.01 Directors as such shall not receive any compensation for their services as a Director.

#### **Section 8. Directors' Residuary Powers**

8.01 The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation except those specifically granted or reserved for the Members by law, the Articles of Incorporation, or these Bylaws shall be vested in the Board.

#### **Section 9. Directors - Removal of Office**

9.01 A Director may be removed from office, for cause, by the vote of not less than three-fourths (3/4) of the Members present at the meeting of the Members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the charges against him/her at least ten (10) days before such meeting. The Director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a Director shall be filled by a majority vote of Members, which may be taken at the same meeting at which such removal shall take place.

**Section 10. Legal Action**

10.01 In the event that any legal claim is made against a Director for any action taken by said Director while acting in an official capacity as Director, the Board shall have the authority to authorize payment and pay any or all legal fees and expenses in defending such claim. The Board may not, however, pay any judgment that might be entered as a result of such claim that is not also a judgment against the Corporation.

**ARTICLE V: OFFICERS**

**Section 1. Officers**

1.01 The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, each of which shall be elected by the Board. Such other officers as may be deemed necessary may be elected or appointed by the Board. The offices of Secretary and Treasurer may be combined and held by the same person.

**Section 2. Election and Term of Office**

2.01 The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board held after such annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor shall have been elected or appointed and qualified or until he/she shall have been removed in the hereinafter provided.

**Section 3. Removal**

3.01 Any officer or agent elected or appointed by the Board may be removed by the Board by a two-thirds (2/3) vote of the remaining Directors whenever, in the Board's judgment, the best interest of the Corporation would thereby be served. However, such removal shall be held without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies**

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

**Section 5. President**

5.01 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. He shall, when present, preside at all meetings of the Members and of the Board. He shall sign with the Secretary, or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments, which the Board has authorized to be executed. Except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. 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 from time to time.

**Section 6. Vice-President**

6.01 In the absence of the President or in the event of his/her death, 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 restriction upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board.

**Section 7. Secretary**

7.01 The Secretary shall keep the minutes of the Members' meeting and of the Board meetings in one or more books provided for that purpose and shall see that all notices are fully given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the corporate records and of the seal of the Corporation and shall see that the seal of the Corporation is affixed to all documents authorized by the Corporation to be executed under its seal. The Secretary shall keep a register of all Members and their post office addresses, and shall prepare and cause to be delivered to the Secretary of State, between the first day of January and the first day of March of each year, an annual report in compliance with the provisions of the Statutes of the State of Missouri, The secretary will perform all duties incident to the office of Secretary, and such other duties as from time to time (such as maintaining updates to the Policy & Bylaws) may be assigned by the President or by the Board.

**Section 8. Treasurer**

8.01 The Treasurer shall give a bond for the faithful discharge of duties in such sum and with surety or sureties, as the Board shall determine. The Treasurer shall have charge and custody of 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 money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VIII of these Bylaws; and in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

**ARTICLE VI: ORDER OF BUSINESS**

**Section 1. Order of Business**

1.01 The order of business at any regular or special meeting of the Members or of the Board shall be:

- A. Reading and disposal of any unapproved minutes.
- B. Reports of officers and committees.
- C. Unfinished business.
- D. New business
- E. Adjournment

**Section 2. Parliamentary Procedure**

2.01 On questions of parliamentary procedure not covered by these Bylaws, a ruling by the President shall prevail.

**ARTICLE VII: COMMITTEES**

**Section 1. Committees of Directors**

1.01 The Board, by resolution adopted by a majority of the Directors in office, may designate one or more Directors and may include general Members, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board in the management of the Corporation; but the designation of such committees and delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed bylaw.

**Section 2. Other Committees**

2.01 Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Board. Except as otherwise provided in such resolution, Members of each committee shall be Members of the Corporation and the President of the Corporation shall appoint the Members thereof. The person thereof may remove any Member or persons authorized to appoint such Member whenever in their judgment the best interests of the Corporation shall be served by such removal.

**Section 3. Term of Office**

3.01 Each member of a committee shall continue to serve as such until the next annual meeting of the Members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such Member is removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

**Section 4. Chairman**

4.01 One Board Member on each committee shall be appointed Chairman by the person or persons authorized to appoint the Members of such committee.

**Section 5. Vacancies**

5.01 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.

**Section 6. Quorum**

6.01 Unless otherwise provided in the resolution of the Board 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.

**Section 7. Rules**

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

**ARTICLE VIII: CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contract**

1.01 The Board may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**Section 2. Loans**

2.01 No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.**

3.01 All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined

by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Treasurer of the Corporation.

**Section 4. Deposits**

4.01 All Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

**Section 5. Gifts**

5.01 The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for general purposes or for any special purpose of the Corporation.

**Section 6. Capital Improvements**

6.01 No capital project or improvement project involving the golf course and/or its facilities, which would cost in excess of Fifty Thousand Dollars (\$50,000) and/or remove one or more holes of play from use by the Members for longer than a four (4) week period shall be contracted, initiated or commenced without a vote of approval of such project by a majority of a quorum of Members of the Club at an annual or special meeting of the Membership. A quorum of Members for voting issues is defined in Article III, Section 6.01.

**ARTICLE IX: BOOKS AND RECORDS**

**Section 1. Books and Records**

1.01 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, the Board and committees having any of the authority of the Board. The Corporation shall keep at the registered or principal office a record giving the names and addresses of all the Members. Any Member, or his/her agent or attorney may inspect all books and records of the Corporation, for any proper purposes at any reasonable time. The Board shall cause an audit of the records of the Corporation to be made each year by a competent auditor.

**ARTICLE X: FISCAL YEAR**

**Section 1. Fiscal Year**

1.01 The fiscal year of the Corporation shall begin on the first day of March and end on the last day of February in each year.

**ARTICLE XI: ANNUAL DUES**

**Section 1. Initiation Fee**

1.01 In order to provide the Corporation with money for accomplishments of its purposes and payments of its debts, the Board shall determine, fix and collect from each prospective Member of the Corporation, an initiation fee, payable by the prospective Regular, Business, Corporate, Associate and Non-Resident Member in accordance with payment options approved by the Board. Such fee shall be non-refundable and non-transferable except as outline in Article II, Section 7. Effective 10-10-2011

**Section 2. Annual Membership Fees**

2.01 In order to provide money for the accomplishment of the purposes and payment of the debts of the Corporation, the Board shall determine from time to time the amount of an annual membership fee, if any, payable to the Corporation by the Members.

**Section 3. Assessments**

3.01 In order to provide for the accomplishments of the purposes of the Corporation, the Board may determine from time to time the amount of assessments, if any, payable to the Corporation by the Members. Assessments shall not exceed Three Hundred Dollars (\$300.00) in any one fiscal year, and each assessment shall be applicable in an equal amount to all classifications of Membership except Social Memberships. Social Memberships may, upon Board approval, receive an assessment up to 2/3 of any amount assessed to the other classifications of Memberships. Effective 08-13-2009

3.02 Assessments shall be due and payable upon the date fixed by the Board. Past due amounts from assessments will be treated like any other charge and will be handled within the collections procedures and penalties as outlined in these By-Laws and in corresponding Policies. Effective 08-13-2009

**Section 4. Payment of Annual Membership Fees and Assessments**

4.01 The annual membership fee of a new member shall be due and payable in full and in advance on the date of submitting a signed application or in quarterly or monthly installments as approved by the Board. If the application date is on or before the 15<sup>th</sup> day of the month, the membership shall be considered to have started on the first day of that month. If the date is on or after the 16<sup>th</sup> day of the month, the membership shall be considered to have started on the 1<sup>st</sup> day of the following month. The age of the member on this date will determine the membership category and the membership anniversary in the future. Effective 08-15-2015

**ARTICLE XII: DEFAULT OF PAYMENT TO THE FHCC CORPORATION**

**Section 1. Annual Dues**

1.01 Payment of annual dues over the Board approved number of monthly installments is a privilege extended to FHCC Members. Members who are two (2) months in arrears in those monthly annual dues payments will have their Club privileges suspended. In order to reinstate their Club privileges, the Member must pay all outstanding monthly payments plus any remaining annual dues as of that date.

1.02 If a Member fails to be reinstated within six (6) months of their suspension date, their Membership will be terminated. The Member, however, shall remain liable to the Corporation for all such charges, Membership fees and special assessments due and owing on the said termination of Membership.

**Section 2. Pro-Shop, Bar and Grill and Misc. Charges**

2.01 As a convenience to its Members, FHCC extends the privilege of charging purchases in the Pro-Shop, Bar & Grill and other approved miscellaneous charges. Payment of these charges in a timely manner is essential to maintain a proper cash flow for the Club operation. Effective 08-15-2015

2.02 Charges over one (1) calendar month are assessed an interest charge.

2.03 Nonpayment of a charge(s) which is (are) in default for a period of sixty (60) days after the payment of such is due and payable will result in the suspension of charging privileges for the remainder of the fiscal year (March 1 - Feb 28). Members whose charging privileges have been suspended for the remainder of a fiscal year must, upon Membership renewal for the following fiscal year, petition the Board for reinstatement of charging privileges if they wish to take advantage of that Membership privilege.

2.04 Nonpayment of charges, which are in default for a period of one hundred twenty (120) days after the payment of such, are due and payable will result in the suspension of Club privileges.

2.05 Nonpayment of charge(s) which is(are) in default for a period of one hundred eighty (180) days after the payment of such is due and payable will result in the termination of the Member's Membership. The Member, however, shall remain liable to the Corporation for all such charges, membership fees and special assessments due and owing on the said termination of membership.

### **ARTICLE XIII: SEAL**

#### **Section 1. Seal**

1.01 The Board shall provide a Corporate Seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of Incorporation and the words "Corporate Seal".

### **ARTICLE XIV: WAIVER OF NOTICE**

#### **Section 1. Waiver of Notice**

1.01 Unless otherwise provided by law, whenever any notice is required to be given to any Member or Director of the Corporation under the provision of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of each notice.

### **ARTICLE XV: REPEAL OR AMENDMENT OF BYLAWS**

#### **Section 1. Repeal or Amendment of Bylaws**

1.01 These Bylaws may be altered, amended or repealed at any annual meeting, special meeting, or a special ballot prepared and approved by the Board. All meetings or special ballots shall meet the timelines, policies, guidelines, and quorum requirements specified in Article III, Sections 1 thru 6 on all matters relative to that meeting or mailing. All such changes or additions regulating and managing the affairs of the Corporation shall not be inconsistent with Chapter 355 of the Revised Statutes of Missouri, or the Articles of Incorporation or any amendment thereto. The Board of Directors shall confirm that any such amendments, changes or repeals do meet the above requirements of law and the Articles of Incorporation.

This copy of the Bylaws represents an update approved by the Members as of 01-04-2017 and will supersede all previous form of the Bylaws.