

**BY-LAWS OF  
WINDRIDGE COUNTRY CLUB, INC.**

**ARTICLE I**

**Organization**

Section 1. Name. This Club is incorporated under the laws of the Commonwealth of Kentucky as "WINDRIDGE COUNTRY CLUB, INC."

Section 2. Object. The object and purpose for which the Club is formed is to promote and encourage athletic sports and amusements, particularly golf, swimming and tennis; to conduct social events; and to provide facilities for dining and entertainment; exclusively for its Members, members of their families and their guests, and any other object and purpose as set forth by Article III of the Articles of Incorporation.

Section 3. Address. The address and principal place of business shall be at its Clubhouse located at Route 2, Millers Mill Road, Owensboro, Daviess County, Kentucky 42303.

Section 4. Fiscal Year.<sup>1</sup> The fiscal year of the Club shall be October through September, both inclusive.

Section 5. Seal. The seal of the Club shall consist of a curved line on which a flag shall rest on the upper portion and the word "Windridge" shall be inscribed along the lower portion of said curved line and the letters "C.C." below the lower curved line.

Section 6. Title to Property. Legal title to all the property, effects and assets of the Club shall be vested in and held by the Club in its corporate name.

Section 7. Adoption and Interpretation of By-Laws and Rules of Conduct.<sup>2</sup> The By-Laws shall be made, adopted and altered as set forth in Article XIII of these By-Laws. The Board of Directors shall have the authority to interpret said By-Laws for the conduct of affairs of the Club and to make, alter and approve the Rules of Conduct for the use of said Club facilities. On any questions as to interpretation of said By-Laws or Rules of Conduct, the decision of the Board shall be final.

<sup>1</sup> This Section was amended with the Ninth Amendment to the By-Laws, November 17, 1996.

<sup>2</sup> This Section was amended with the Twelfth Amendment to the By-Laws, February 15, 1987.

Whenever the words "member", "membership", "person", or "corporation" appear in these By-Laws, can be considered and interpreted singularly or plural in the event a situation dictates all to the exclusive authority of the Board of Directors.

**ARTICLE II**

**Membership**

Section 1. General. There shall be seven classes of membership in the Club. They are: regular, junior, associate, widow, non-resident, honorary, and special. The term "member" used herein shall refer to all such classes, collectively, unless qualified to one or more classes.

Section 2. Application for Membership. No person shall become a member, or be entitled to any rights or privileges thereof, unless recommended and elected to membership in the manner described herein. All application for membership shall be signed by the applicant and by one nominating and one seconding regular member, both of whom are personally acquainted with the applicant. Said application shall be presented to the Secretary of the Board of Directors. The application shall state the applicant's name, age, residence and post office address of applicant if different from applicant's residence and said application shall be accompanied by payment of dues pro rated to the next billing date for dues. The vote of the Board of Directors on each applicant shall be secret, confidential and final and three negative votes shall constitute exclusion of the applicant. No person failing an election to membership shall again be proposed for membership until after the expiration of three months. If the applicant is not elected, the amount so paid as indicated above shall be returned to applicant. If said applicant is elected, the Secretary of the Board of Directors shall at once inform each applicant of his election and will issue to him a certificate of membership and a membership card upon the payment of the applicant's membership fee to the Club.

Section 3. Regular Members.<sup>3</sup> Any individual 21 years of age or older, except unmarried sons or daughters of a regular member or a corporation, may become a regular member upon application approved in the manner prescribed in

<sup>3</sup> This Section was amended with the Tenth Amendment to the By-Laws, February 13, 1987, and the Fourteenth Amendment, January 1, 1997.

**By-Laws  
Windridge Country Club, Inc.**

Section 2, Article II, above. Upon the acceptance of said applicant as a regular member, such person or corporation shall pay an initiation fee of \$1,000.00 for the cost of the certificate of membership, plus the first month dues.

No corporation may hold more than five certificates of membership. Each corporation must designate each individual certificate of membership to a particular individual and no other individual may use that certificate of membership unless so designated by the corporation holding the certificate of membership. The Club should immediately be notified by the corporation of any changes in the designees of any certificate of memberships held by the corporation.

Any individual or corporation holding certificate or certificates of membership will be entitled to only one vote in the business matters of the Club.

Certificates of membership are issued to only one individual or corporation and in the event husband and wife are applying for membership, designation of one spouse must be indicated upon the certificate of membership and that spouse will be entitled to the one vote in all business matters of the Club.

Section 4. Honorary Members. A person over 21 years of age who, in the opinion of the Board of Directors, has rendered distinguished service to the nation, state or Club may be extended a membership entitling him to the privileges of the Club. Said membership shall be awarded for a specific period of time with the member being subject to regular dues but shall have no right to vote in the affairs of the Club. Honorary memberships shall not be transferable and shall terminate upon the expiration of the stated term, upon the transfer of the member out of Daviess County, Kentucky, or upon the death of said member. Honorary memberships are limited to five percent of the total membership of the Club and for a specified period not to exceed one year.

Section 5. Junior Members. Single persons between the ages of 18 and 21 years may be extended a junior membership entitling him to the privileges of the Club. The dues shall be \$240.00 per year payable upon election as a member of this Club. In addition, there shall be an initiation fee of \$100.00 payable upon the submission of an application which will be refunded in the event the applicant is not approved for membership. Persons having a junior membership shall not have the right to vote concerning Club business nor receive a certificate of membership. Junior members will be billed on a

monthly basis for any food or drink purchased during the previous month. The Board of Directors shall have the power to limit the number of junior memberships and in no event shall the junior membership exceed five percent of the total membership of the Club.

Section 6. Special Members. The Board of Directors may extend Club privileges to an individual and/or his family for services rendered to the Club. Membership extended shall be for a period not to exceed one year and the members shall not be subject to dues nor the right to vote in any Club affairs. All special members will be liable for purchases of food and beverage and shall pay for same when billed.

Section 7. Associate Members.<sup>4</sup> A person over 21 years of age whose application was approved by the Board of Directors may become an associate member upon paying the sum of \$500.00 initiation fee for the first year, plus \$250.00 a year for each succeeding year until the total sum of \$1,000.00 has been paid in full. After the total sum of \$1,000.00 has been paid in full, the associate member will receive a regular certificate of membership in the Club conveying all the rights and privileges of a regular member.

Associate members shall not have the right to vote on Club matters nor be issued a certificate of membership until the total sum as indicated above has been paid in full.

Associate memberships are not transferable and in the event an associate member wishes to discontinue his membership with this Club, all sums of money previously paid shall be retained by said Club.

Associate membership dues shall be payable monthly when billed.

Associate members shall have first option to purchase new regular memberships which may be offered by the Club and any sums previously paid by the associate towards certificate of membership shall be credited to the purchase price of said certificate of membership.

Associate memberships shall be limited to 30% of the total regular membership of the Club.

<sup>4</sup> This Section was amended with the Eleventh Amendment to the By-Laws, February 15, 1987, and the Fourteenth Amendment, January 1, 1991.

**By-Laws  
Windridge Country Club, Inc.**

**Section 8. Widowed Members.** Any widow or widower of a person who was a regular member at the time of death shall be eligible to become a widowed member without application for membership and without the payment of initiation fees. The widowed spouse may, at his or her discretion, sell the deceased's regular membership and purchase a widowed membership from the Club for the sum of \$200.00. Widowed members must purchase said membership within six months following the date of transfer of the regular membership certificate or following the death of the regular member, whichever event occurs first. If said purchase is not made within six months time, eligibility for a widowed membership shall be forfeited. Widowed memberships shall terminate upon the death or remarriage of the member and shall have no voting rights and said membership shall not be transferable. Memberships of this class shall not be limited in number. Widowed membership dues shall be one-half of the regular membership dues.

**Section 9. Non-Resident Members.** Any individual or corporation who has neither a residence nor any place of business within 50 miles of the Club may be elected as a non-resident member upon application duly made and approved as specified herein. Upon acceptance of a non-resident member, such member shall pay an initiation fee of \$50.00. Non-resident members shall have no voting rights and will not be issued a certificate of membership. Said membership shall terminate upon death or resignation of the member. Non-resident memberships shall not be transferable. Non-resident membership dues shall be \$50.00 per month, payable when billed. All purchases from the Club are to be paid either in cash or by check.

**Section 10. Special Sponsored Member.**<sup>5</sup> Any individual 21 years of age or older may become a Special Sponsored Member upon application approved in the manner subscribed in Section 2, Article II, of the By-Laws.

Upon acceptance of said applicant as a Special Sponsored Member, such person shall pay initiation fee and monthly dues as set by the Board of Directors in its discretion.

All initiation fees and first month dues are payable in advance and all subsequent monthly dues are to be paid within thirty (30) days from the date of billing.

<sup>5</sup> The Special Sponsored Member class of membership was created with the 1<sup>st</sup> Amendment to the By-Laws, effective September 3, 1981.

Special Sponsored Members will not be issued a certificate of membership and each member will be liable for purchases of food and beverage and subject to minimum food and lounge charges as though a regular member. Same shall be paid when billed.

Special Sponsored Members shall not have the right to vote on Club matters, but otherwise, shall have full access to all Club facilities.

Membership applicants must be sponsored by two regular members. Special Sponsored Members are subject to all rules, regulations and By-Laws of the Club as of the date the applicant is accepted.

**Section 11. Club Privileges of a Member's Immediate Family and Guests.**<sup>6</sup> Membership in each of the classes described in Sections 1 through 9 above shall entitle the member, the member's spouse, all unmarried sons and daughters living in a parents' household and not yet 23 years of age, or not yet 25 years of age and a fulltime student, to use Club facilities, services and conveniences subject to such restrictions and limitations as may be established in the Rules of Conduct approved by the Board. Additionally, any unmarried son or daughter of a member who qualifies for Club privileges may extend full Club privileges to a guest when accompanied by the member, member's spouse, or unmarried son or daughter. Any expenditures incurred by a guest shall be billed to or paid by the member. All members are liable for any charges or other expenditures incurred by a guest whom they have invited to use the Club facilities and services.

**Section 12. Guest Privileges.** A member of any classification or members of his family as stated above may extend guest privileges to any person for the use of Club facilities but said privileges shall be limited for a specified period of time and shall be subject to those charges or fines as are set forth in the Rules of Conduct and/or these By-Laws. The member extending such privileges shall be accountable for the actions of the guest while on Club property.

**Section 13. Members' Liability.** Each member shall be responsible for and liable to the Club for all charges and other obligations to the Club incurred by the members of his or her family as described in Section 10 above, or by his guest as defined in Section 11 above and such charges and other obligations as shall be included in such

<sup>6</sup> This Section was added with the Fifth Amendment to the By-Laws, in 1983.

By-Laws  
Windridge Country Club, Inc.

member's indebtedness to the Club. Additionally, each member shall be liable and shall pay for all damage to property of the Club negligently or willfully caused by the member, members of his or her family or guests.

ARTICLE III

Certificates of Membership

Section 1. General. All certificates of membership shall be signed by both the President and Secretary, sealed with the corporate seal, numbered and entered into the books of the Club as they are issued. They shall exhibit the holder's name and membership certificate number. Only one certificate of membership shall be issued to any one individual and up to a maximum of five certificates of membership to any one corporation. The certificate of membership book shall show the approved applicant's name, address and certificate number, the issue date and the number of the surrender certificate which the new certificate is issued to replace, if any. If the certificate is an original issue or is issued to replace a lost or destroyed certificate, such fact shall be noted in the certificate of membership book. Certificate of membership is defined as "a document authorized by the Board of Directors of the Windridge Country Club indicating a person's association to the Club as a member entitling said member to all the benefits afforded to that member by the Club consistent with the articles of incorporation and the certificates of incorporation issued by the Secretary of State, Commonwealth of Kentucky."

Section 2. Limitation of Membership.

There shall not be more than 325 certificates of memberships issued to regular members in the Club. In the event a waiting list for membership occurs, the Board of Directors, in its discretion, may issue a maximum of 10 new regular memberships each year until the Club has a maximum membership of 400 regular members.

This article may not be revised, canceled or deleted from the By-Laws, unless it is done by a majority vote of the regular membership.

Section 3. Transfer of Membership.<sup>7</sup>

A regular member holding a certificate of membership in the Club, must first give the Club the

exclusive option to purchase said certificate of membership. In the event the Club does not exercise its exclusive option to purchase said certificate of membership, the regular member may, secondly, offer the certificate of membership for sale to the general public for whatever price obtainable, subject to the \$600.00 transfer fee and the prospective purchaser being approved as a member by the Board of Directors.

The regular member will be required to pay any monthly dues, food minimums, or other assessments of any nature during the period of time the regular member is offering his membership for sale.

The regular member shall have nine (9) months to sell said certificate and if unable to do so at the expiration of nine months, the member's certificate shall be declared null and void and all sums of money due and owing the Club shall be paid immediately. Once the certificate has been declared null and void, the member shall receive no value for said certificate.

Section 4. Lost Certificate. Any member holding a certificate of membership claiming a certificate of membership to be lost or destroyed shall make or cause to be made an affidavit or affirmation of the fact, which affidavit or affirmation shall contain a recitation holding the Club harmless from any loss or damages resulting therefrom. On receipt of such affidavit or affirmation, a new certificate of membership may be issued for the alleged lost or destroyed certificate subject to the approval of the Board.

Section 5. Members Transferred Out of Daviess County and Sale of Deceased Regular Member's Certificate.

A regular member holding a certificate of membership who is being transferred out of Daviess County because of employment requirements or the spouse of a deceased regular member desiring to transfer said regular membership must first give the Club the exclusive option to purchase said certificate of membership at the same price for which the regular member paid for said certificate. In the event the Club does not exercise its exclusive option to purchase said certificate of membership, the regular member may, secondly, offer the certificate of membership for sale to the general public for whatever price obtainable subject to the \$600.00 transfer fee and the prospective purchaser being approved as a member by the Board of Directors. The Club will in such cases upon request by the transferring member or the spouse of the deceased member, attempt to sell said certificate of membership on behalf of said member or spouse.

<sup>7</sup> This Section was amended with the Eighth Amendment to the By-Laws, February 23, 1986, and with the Eighteenth Amendment, November 22, 1994.

**By-Laws  
Windridge Country Club, Inc.**

However, in no event shall the transferring member or the spouse of a deceased members sale be given priority over any other certificate of membership by any other regular member of this Club nor new certificates that may be offered by this Club to the general public.

The transferring member or the spouse of the deceased member will not be required to pay monthly dues, food minimums or other assessments of this nature during the period of time the regular member is offering his membership for sale.

The transferring member shall have nine months to sell said certificate and the spouse of the deceased member shall have six months to sell said certificate and if either are unable to do so at the expiration of the time limit indicated above, the certificates shall be declared null and void. Once the certificate has been declared null and void, the member shall receive no value for said certificate.

In the event the transferring member returns to Daviess County within the nine month period for which he offered his certificate of membership for sale and wishes to continue to hold his certificate in the Club, all monthly dues, food minimums and any other assessments of whatever nature shall become immediately due and payable retroactive to the date on which he placed his certificate of membership for sale.

**Section 6. Certificate of Membership Split.\*** Any person or corporation who is a regular member effective February 1, 1987; shall receive free of charge of other costs, additional certificate(s) equal to the number of certificate(s) presently held by those regular members.

A regular member will be issued a certificate or certificates in his, her or its name by whatever disposition that regular member so chooses. The regular member may retain the certificate or certificate of membership permanently and will not be assessed monthly dues on that certificate. The regular member may transfer at any time its certificate or certificates of membership to any person or corporation for whatever purchase price a regular member may obtain. However, the purchaser of said certificate must pay a \$600.00 transfer fee approved by the Board of Directors as a member;

\* The Section was amended with the Thirteenth Amendment to the By-Laws, February 15, 1987, and the Fifteenth Amendment, January 1, 1991.

and begin paying monthly dues and assessments from the date the said approval is effective.

Associate members who have paid \$1,000.00 or more towards their certificate of membership shall receive, without paying any further purchase price, two regular certificates of membership from the Club conveying to them all of the rights and privileges of a regular member who shall henceforth be considered a regular member of Windridge Country Club.

Effective February 1, 1987, any associate member who has not paid at least \$600.00 towards the purchase of a regular certificate of membership will not be extended this consideration; however, when that associate member pays the total sum of \$600.00 one regular certificate of memberships shall be tendered to that associate member.

In recognition of their loyalty and dedication to Windridge Country Club, the following special sponsored members will be given one regular certificate of membership entitled them to all of the rights and privileges of a regular member. The individuals are as follows: David Blackston, Paul Booth, Susan Crump, Ron Daniel, Randall Epperson, Bobo Foster, Rick Guy, Ed Horlacher, Joseph James, Carol McIntosh, Denny Modlinski, Chris Pace, John Pace, Larry Parr, James Turner, Lucian Turner, and Larry White.

Effective January 1, 1991, those regular members holding Class B certificates of memberships shall have 60 days from January 1, 1991, to dispose of their Class B certificate of membership or relinquish it to Windridge Country Club for which said Class B certificate can then be disposed of in whatever appropriate manner the Board of Directors so deems.

**ARTICLE IV**

**Revenues and Penalties**

**Section 1. Revenues and Penalties.<sup>9</sup>**

Each member shall pay dues to the Club at the following rates, which shall include all applicable excise taxes: Regular members - \$145.00 per month; Honorary Members - \$145.00 per month; Associate Members - \$145.00 per month; Widowed Members - \$72.50 per month; Non-Resident Members - \$50.00

<sup>9</sup> This section has been amended with by the Second Amendment, August 1, 1984, the Seventh Amendment, November 21, 1985, the Sixteenth Amendment, January 1, 1991, the Twentieth Amendment, November 30, 1997, the Twenty First Amendment, January 1, 2002, the Twenty-Second Amendment, March 1, 2003, and the Twenty-Fifth Amendment, December 1, 2003.

**By-Laws  
Windridge Country Club, Inc.**

per month. Members shall not be charged monthly for a food minimum. Dues specified at monthly rates shall be billed in advance on the first day of each month. Dues specified at an annual rate shall be billed in advance on the first day of January of each year; provided, however, that persons approved for membership during a fiscal year and billed yearly will be billed initially for the pro-rata portion of the year between the date of approval and December 31<sup>st</sup> of that fiscal year.

**Section 2. Purchase Accounts.** Accounts for dining room, lounge and other charges incurred by each member, or by members of his or her family or his or her guests, shall be closed on the last day of each month, or as soon thereafter as is practicable. In the event a member does not purchase the minimum requirement, that member will be billed for the difference at the time specified in Article IV, Section 1. Honorary and special members are responsible only for the amount of purchases incurred during each month.

**Section 3. Miscellaneous Charges.** The Board may, at its discretion, establish rates for initiation fees, locker rental, mechanical cart storage use and/or rolling fee, and special parties where use of all or any part of the Club's facilities are required and any other charges of a similar nature. Such charges shall be billed in conjunction with the regular monthly billing or at such times, as the Board may establish in its Rules of Conduct concerning such activities. The Board may also levy fines and/or service charges against members for continued violation of these By-Laws or of the Rules of Conduct described hereunder. Charges made by the golf professional, tennis professional, pool manager or other authorized employee, even though billed separately, shall be considered Club accounts. Failure to pay such accounts will subject the member to the same penalties as set forth herein for other Club charges.

**Section 4. Payment Date.** Statements for dues, purchase accounts and miscellaneous charges rendered to members by the Club are due and payable upon receipt and become delinquent upon the expiration of thirty days from the date of said statement or on the date on which the next month's statements are issued, whichever date comes first.

**Section 5. Delinquent Accounts.**<sup>20</sup> Any duly elected officer of the Club, including the

President, Vice-President, Secretary or Treasurer, is authorized to write delinquency letters to any member of any class who has not made payment on an account rendered after expiration of a period of thirty days from the date such account is rendered or on the date of the next monthly statement, whichever event occurs first. Such letter shall call the failure to pay to the attention of the member and shall further cite the provision of the By-Laws. If, within fifteen days of the mailing of such letter of notification, either (1) payment in full for the account is not received, or (2) the delinquent member has not satisfied the proper officers of the Club of the existence of extenuating circumstances which warrant deferral of suspension, then any two of the above named officers may declare the delinquent member suspended from the privileges of the Club, and post notice of suspension at the Club, concurrently notifying the member of such suspension by letter. Such suspension shall not relieve the member of any obligation to pay monthly dues, assessments or other charges of any nature, which may be chargeable against his account during such suspension period. Such suspension shall continue until the delinquent amounts are paid in full, or until the member is expelled by the Board of Directors pursuant to provisions of Article V, Section 1 of these By-Laws. In addition to the penalties as provided in this Section 5, a mandatory fine or penalty shall be levied against a member of any class whose account becomes delinquent or who is suspended according to the procedure as provided for in this Section, unless the officers of the Club are satisfied that such fine may be waived because of extenuating circumstances. The fine or penalty for a delinquent account shall be \$30.00 per month until said account has been paid in full.

Non-payment of dues, assessments and other charges of a member subjects a member to suspension and/or expulsion as outlined in Article V, Section 2, herein.

**Section 6. Service Charge for Bad Checks.** When a check submitted to the Club by any member is returned to the Club after being deposited because of insufficient funds or for any other reason, the member's account shall be charged \$10.00 as a service charge for reprocessing of such check.

**Section 7. Assessment.**<sup>20</sup> Each member shall be assessed a one time \$100.00 assessment

<sup>20</sup> This Section was amended with an amendment to the By-Laws on November 25, 2001. Effective January 1, 2002.

<sup>20</sup> This Section was added with the Third Amendment to the By-Laws, July 2, 1984, and subsequently amended with the Seventh Amendment, November 21, 1985, and the Seventeenth Amendment, January 1, 1992.

By-Laws  
Windridge Country Club, Inc.

payable in one amount during April, 1992 or in two (2) installments: \$50.00 during April, 1992, and \$50.00 during July, 1992. This assessment will be used exclusively for the purchase of two (2) pieces of equipment to maintain the golf course.

ARTICLE V

Complaints and Disciplinary Measures

Section 1. Suspension or Expulsion by the Board of Directors. Any member of any classification who should be found guilty of conduct unbecoming a member of the Club, and especially a member whose conduct may be injurious to the character and interest of the Club, or who shall willfully violate the By-Laws or established rules and policies of the Club, may be suspended for such time as the Board may determine or may be expelled from membership. Expulsion from the Club requires a two-thirds vote of the Board of Directors present at any meeting of the Board. Before any member can be expelled, ten days written notice to the member that such action will be considered by the Board of Directors at a particular time and place mentioned in said written notice, together with a written specification of the charge against him shall be given to that member, either by personal delivery or by registered or certified mail at the member's last known address. The member may present his defense in writing and request a hearing in the manner provided by the Board, if he so desires. The action of the Board shall be final.

The Club will not refund the expelled member's par value or purchase price for his regular certificate of membership. Said certificate of membership upon expulsion will be considered null and void and may not be offered for sale to anyone. Any outstanding indebtedness the expelled member owes the Club must be paid upon surrender of his certificate of membership.

In the event of suspension of a member non-payment of accounts rendered by the Club within thirty days following suspension of the member shall be considered grounds for expulsion. Suspension of a member for non-payment of accounts within the prescribed time limit set out above is automatic without notice to that member. However, before a member may be expelled under this provision, he shall be given written notice of the charges made against him, and a full opportunity to be heard thereon by the Board. The decision of the Board following such hearing, or opportunity for hearing if refused, shall be final and conclusive.

For the purpose of this Section, each member shall be responsible for the members of the member's family and/or their guests. Expulsion of a member shall automatically expel members of the member's family. Suspension of a member or any member of the member's family may or may not be extended to other members of the family at the discretion of the Board. Suspension for disciplinary reasons shall not relieve the member of any obligations to pay monthly dues, assessments or other charges of any nature which may be chargeable against his account during such suspension.

In order for an expelled member to become a member of the Club, an application must be submitted to the Club for membership as a new member and if elected for membership, that member must pay all past indebtedness to the Club, if any.

If the expelled member fails to so deliver his or her certificate of membership within the prescribed time period indicated above, it shall, by action of the Board, be declared canceled, and reissue thereof may be had upon sale by the Club, provide that the proceeds accruing to the Club from such reissue, reduced by any indebtedness owed to the Club by such member, shall be paid to the person formerly owning the certificate of membership and the expelled member shall be bound to accept whatever amount the Club may so tender as a result of such reissue.

ARTICLE VI

Elections

Section 1. Nominating Committee. At least six weeks prior to each annual meeting of the shareholder members, the President of the Club shall appoint, from a list of regular members in good standing, with the approval of a majority of the Board, a nominating committee consisting of at least three regular certificate members, one of whom shall be a member of the current Board of Directors. Such committee shall nominate, in writing, regular certificate members for the office of Director who has consented to serve. The list of nominees to be selected for the Board of Directors shall be at least eight regular certificate members in good standing and who has consented to serve if so elected. At least two weeks prior to the annual regular certificate members' annual meeting, the list of nominees shall be posted in the Clubhouse and/or distributed in any other manner as the Board so deems.

**By-Laws  
Windridge Country Club, Inc.**

**Section 2. Other Nominations.** After the list of the candidates proposed by the nominating committee has been posted or distributed in another manner by the Board of Directors, any other regular certificate member in good standing who desires to add a candidate to the list of nominees may do so by petition in writing. The petition shall contain the name of the nominee and the signatures of at least 15 regular certificate members in good standing with the Club. The petition must be returned to one of the members of the nominating committee at least one week prior to the date of the regular certificate members' annual meeting. The name of the nominee by petition shall be posted on the Clubhouse bulletin board or distributed to the voting members in any other fashion so deemed by the Board. No nominee shall be listed on the ballot to be used at the annual regular certificate members' meeting unless he or she shall have been nominated and he or she's name posted in one or the other manner herein provided.

**Section 3. Ballots.** Voting for the office of Director at the annual meeting shall be by written or printed ballot. Such ballot shall be prepared by the Secretary, shall list the names of the candidates nominated in advance in alphabetical order, with no indication as to the method by which each candidate was nominated. All regular members in good standing present at the annual meeting shall be entitled to vote.

**Section 4. Judges of Election.** Prior to the annual meeting of the regular certificate members, the President shall appoint three judges of election to act at said meeting. No Director or candidate for Director shall be qualified to act as judge of the election. The judges of elections shall determine the presence of a quorum, distribute ballots to qualified voters, receive and count all ballots, and certify the results of the election to the Secretary of the Board.

## **ARTICLE VI**

### **Certificate of Membership Meetings**

**Section 1. Place of Meeting.** All meetings of the regular certificate members of the Club shall be held on Club property unless otherwise ordered for good cause by the Board.

**Section 2. Annual Meeting.** The annual meeting of the regular certificate members shall be held at the Clubhouse on the 15<sup>th</sup> of November or as near to said date as circumstances will permit. The meeting shall begin at 8:00 p.m. prevailing local

time, unless otherwise ordered for good cause by the Board. Two weeks prior to said meeting, notice of the time and place of the annual meeting, along with a summary of the proposed business to be conducted at said meeting shall be mailed by the Secretary of the Club to each regular certificate member. In addition, said notice shall include an alphabetical list of the candidates for Director.

**Section 3. Order of Business.** The order of business at the annual meetings of the Club shall be as follows:

- a. Ascertain the existence of a quorum.
- b. Reading of the minutes.
- c. President's report.
- d. Treasurer's report.
- e. Committee reports.
- f. Old business.
- g. Election of directors.
- h. New business.

**Section 4. Special Meetings.** Special meetings of the regular certificate members shall be called at any time by the order of the President or by four members of the Board of Directors or by fifty regular certificate members. Such request shall state briefly the nature of the business to be transacted at such meeting, and shall be signed by the person or persons making the call. Upon receipt of such call by the Secretary of the Club, the Secretary shall prepare and mail to all regular certificate members entitled to vote, a notice stating the date, time and place of said meeting and the business to be transacted. Said notice shall be mailed to each regular certificate member in good standing, entitled to vote at least fourteen days prior to the date set for said meeting. No business shall be considered at a special meeting except such business as is referred to in the call and the notice of the meeting.

**Section 5. Voting Rights.**<sup>11</sup> Only regular certificate members, not under suspension pursuant to Section 5 of Article I, or Sections 1 or 2 of Article VI hereinabove, shall be entitled to vote or to attend any annual or special meeting. Only regular certificate members in good standing may vote at any Club meeting whether annual or special. Voting must be in person or by absentee ballot; however, a spouse of a regular certificate member may, in that member's absence, attend the meeting and vote in the member's place. The Club does not accept proxy votes. Unless otherwise required by law or specified in these By-

<sup>11</sup> This Section was amended by the Twentieth Amendment to the By-Laws, November 30, 1997.



By-Laws  
Windridge Country Club, Inc.

Laws, all questions shall be decided by a majority of the regular certificate members in attendance at any meeting or any member who has executed their absentee ballot and that ballot has been delivered to any current Board member or the Club office by 8:00 a.m. on the day of the meeting. All amendments to the By-Laws and the election of Directors must be resolved by secret balloting. Voting will be on a non-cumulative basis.

Section 6. Quorum.<sup>12</sup> One-third of the regular certificate members either in attendance at the Club meeting, or members who have executed and delivered their absentee ballot as prescribed in Section 5 above, whether at an annual or special meeting, shall constitute a quorum. In the event a quorum is not present, the meeting shall be rescheduled at a future place, date and time with written notice of the rescheduled meeting being mailed to the regular certificate members in good standing.

## ARTICLE VIII

### Board of Directors

Section 1. General Control, Election and Tenure.<sup>13</sup> The control and management of the Club and its affairs and property shall be entrusted to a Board of Directors consisting of seven members, each being a regular certificate member. Each director shall be elected to serve for a term of three years with four directors being elected on odd numbered years and three directors being elected on even numbered years. No member of the Board shall be elected for more than three consecutive terms.

Section 2. Removal. Any director who shall fail to attend three successive meetings of the Board without being excused in advance by the President, or any director who shall have been found guilty of conduct prejudicial to the interest of the Club by a vote of 2/3 of the members of the Board, shall be deemed to have resigned from the Board, and shall be replaced at the next regular meeting of the Board in the manner hereinafter provided.

Section 3. Vacancies. Any vacancy occurring upon the Board resulting from death, resignation, removal or otherwise shall be filled by the remaining directors by the election a regular

certificate member to serve until the next annual meeting, at which time a qualified regular certificate member shall be elected in the usual manner to serve the unexpired term.

Section 4. Meetings. The directors shall meet for organization and for the election of officers within ten days following the annual meeting. Regular meeting will be held at least monthly on a date, time and place in the discretion of the Board subject to reasonable advance notice. Special meetings of the Board may be called by the President or by any four directors. The Secretary shall notify each director, in writing, of the date, time and place of a special meeting at least three days before the date of such meeting.

Section 5. Quorum. Six members of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn a duly called meeting from time to time. The act of the majority of the directors present at any meeting of the Board at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, by the Articles of Incorporation, or by these By-Laws.

Section 6. Duties and Powers. The Board shall be charged with the duty of carrying out the objects of the purposes of the Club, subject to these By-Laws. The Board shall manage and supervise all the affairs, property and effects of the Club, shall determine the amount of expense which may be incurred by all committees, purchase or authorize the purchase by others of all supplies or other property necessary or desirable for the operation or maintenance of the Club, shall approve all contracts, notes, mortgages, leases, options, bonds, deeds of trust, and other instruments appropriate and proper in connection with the encumbrance, control and management of the Club's property, and shall approve and provide for the enforcement of rules of conduct for the Clubhouse, golf course, and other facilities of the Club by its members, members of their families and their guests.

Section 7. Compensation. The Directors shall not receive any salary for their services as a member of the Board of Directors.

Section 8. Indemnification. Each person who is now or hereinafter becomes a director or officer of the Club shall be indemnified by the Club against expenses reasonably incurred by him in connection with any action, suit or proceeding in which he may be involved by reason of his being or

<sup>12</sup> This Section was also amended by the Twentieth Amendment to the By-Laws, November 30, 1997.

<sup>13</sup> This Section was amended with an Amendment to the By-Laws, effective December 1, 2003.

**By-Laws  
Windridge Country Club, Inc.**

having been a director or officer of the Club except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be personally liable. The foregoing right of indemnification shall be in addition to any other rights to which any such director or officer may be entitled as a matter of law.

**Section 9. Major Employees.** The Board may, in its discretion, employ a Club manager, golf professional, grounds superintendent, pool manager, tennis professional and bookkeeper and shall directly set fixed rates of compensation for such employees. These employees may be employed or discharged only by the Board. All other employees shall be employed by, or their compensations fixed by the Chairman of the appropriate committee involved, or by employees to whom such Chairman has delegated authority; provided, however, that the Board shall have the right to review and change any such action.

**Section 10. Annual Report.** The Board shall present to the members of the Club at each annual meeting an annual report covering the financial condition of the Club, and printed copies of such report shall be available at such annual meeting.

**Section 11. Qualifications of Members for Board of Directors.** All Board of Director members shall be 25 years of age or older at the time of their elections, and shall have been a regular certificate member of the Club, for at least twelve months prior to their election to the Board of Directors.

**ARTICLE IX**

**Officers**

**Section 1. Elective Officers.** The Officers of the Club shall be a President, Vice-President, Secretary and Treasurer, each of whom shall be elected annually by and from the directors at their organizational meeting following the annual meeting, to serve for a term of one year and/or until their successors have been duly elected and qualified.

**Section 2. Vacancies.** Any vacancy in any office of the Club, caused by death, resignation, inability to act or otherwise may be filled by the Board of Directors at any meeting of the Board, regular or special. Said newly elected officer shall be elected for the unexpired term of the vacating officer.

**Section 3. Qualifications of Officers.** All officers shall be at least 25 years of age or older at the time of their election, and may not succeed themselves more than once. No member of the

Board shall be elected President unless he has at any time served on the Board of Directors for at least one year.

**Section 4. President.** The President shall preside at all meetings of the Club and of the Board of Directors and shall have general supervision over the affairs of the Club, its property and employees. He shall be an ex officio member of all committees. He shall execute all written contracts and all other written instruments in the name of the Club when authorized by the Board, and shall perform such other duties as the Board may prescribe or as he may be authorized by these By-Laws.

**Section 5. Vice-President.** The Vice-President shall exercise all powers and perform all the duties of the President during the absence of the President, during his inability to act, or while a vacancy exists in that office, and, in addition, shall perform such other duties as he may be assigned to perform, from time to time, by the Board. In the absence or inability to act of both the President and Vice-President, the Board may elect a President pro tem.

**Section 6. Secretary.** The Secretary shall attend all meetings of the Club and the Board and shall record the votes and records of such meetings in a book or books to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the Club and of the Board, and, subject to the supervision of the President, shall conduct all of official correspondence of the Club. He shall have custody of the Club's seal, and when duly authorized by the Board of Directors, sign with the President and Vice-President and affix with the Club's seal all written instruments requiring the seal and attestation of the Secretary. He shall have official custody of the minutes and records of the Club, other than those in charge of the Treasurer, shall keep a list of the members of the Club, perform such other duties as may be assigned to him by the Board of Directors, and in general perform all duties usually regarded as incident to the office of Secretary.

**Section 7. Treasurer.** The Treasurer shall receive all fees, dues and other revenues of the Club, deposit such funds in one or more banks designated and approved by the Board, and disburse the same as directed by the Board. He shall keep accounts of his receipts and disbursements and shall submit a report thereof to the Board at each Board meeting. A summary of his detailed report of the financial transactions of the Club for the preceding fiscal year shall be embodied in the annual report of the Board.

By-Laws  
Windridge Country Club, Inc.

His books and accounts shall be audited at the Board's option, at least once each year by a Public Accountant or other qualified party selected by the Board. He shall be authorized to recommend employment of one or more bookkeepers or auditors and to delegate portions of his duties to such employees; provided, however, that authority to employ, discharge and fix rates of compensation for such employees shall rest in the Board. He shall perform such other duties as may be assigned to him by the Board or as are usually regarded as incident to the office of Treasurer. He may be required by the Board to give bond, at the expense of the Club, in the faithful performance of his duties. His books shall be open for inspection by the Board of Directors at all times. He shall report the names of delinquent members and the amount owed by each in accordance with the By-Laws.

ARTICLE X

Committees<sup>14</sup>

Section 1. Committees, Standing and Special. There shall be eight (8) standing committees known as the House, Golf & Tournament, Grounds, Pool, Ways & Means, Tennis, Finance and Long Range Planning. Special committees may be appointed from time to time for such period of time and with such duties and powers that the Board may determine.

Section 2. Personnel, Appointment and Removal. The Chairman of each standing committee, with the exception of the Long Range Planning Committee, shall be a member of the Board, but unless otherwise provided in these By-Laws, all members of the Club in good standing shall be eligible to serve as committee members. Members of all committees shall be appointed by the President, with the approval of the Board. Only one person annually will be appointed to the Long Range Planning Committee, unless an opening occurs due to a resignation. All such appointments (to the Long Range Planning Committee) shall be for a term of five (5) years, unless it is to replace an opening due to resignation or death, in which case the appointment shall be for the remainder of the original term. This person shall not be a member of the Board of Directors and will not serve as a Board member and retain this committee membership. The Chairman of the Golf and Tournament and of the Grounds Committees shall serve on each other's

committee. Similarly, Chairman of the House and of the Ways & Means Committees shall serve on each other's committees. The Board shall have the power by majority vote to remove any member of any committee, including the Chairman thereof.

Section 3. Powers and Duties. All committees shall have such powers and perform such duties as may be prescribed by these By-Laws or as may be specifically delegated by the Board. No tournament, entertainment or special function involving exclusive use of all or any portion of the Club's facilities shall be booked or planned without prior approval of the Board; and no committee shall incur any debt or authorize any expenditure outside the scope of the approved budget for such committee without prior approval of the Board.

Section 4. House Committee. This committee shall have the general charge and supervision of the Clubhouse and its contents, including all appurtenant structures not specifically assigned to other committees, and of the dining room, bars and all other areas where food and drink are served. The committee shall have general supervision over repairs and maintenance of such buildings and contents, and over the purchase of supplies, the fixing of prices for articles and services sold and the employment of Clubhouse employees. It shall formulate rules of conduct relating to the use of the Clubhouse facilities by members, guests and the public. The committee may delegate portions of its responsibilities to the Club manager, but shall have no authority to employ or discharge such employee. The Chairman of this committee shall act as liaison between the Board and the Club manager.

Section 5. Grounds Committee. This committee shall have general charge and supervision of maintaining the golf course, the parking lots and drives, the lawn areas around the Clubhouse, the storage and shop buildings, picnic and play areas (except the Clubhouse and swimming pool), and all equipment provided for maintenance of such areas. It shall have the supervision of purchasing and the charge of maintenance of all supplies, materials and equipment required for such areas of activity and the employment and discharge of all employees therefore. The committee may delegate portions of its responsibility to the grounds superintendent, but he shall have no authority to employ or discharge such employees. The Chairman of this committee shall act as liaison between the Board and the Grounds Superintendent.

<sup>14</sup> This Article was amended with the Fourth Amendment to the By-Laws, November 26, 1984.

By-Laws  
Windridge Country Club, Inc.

Section 6. Golf and Tournament Committee. This committee shall have entire charge of play on the Club's golf course and shall conduct all tournaments held on the Club's course except those enumerated in the Professional's contract, if any. The committee shall supervise the operation and maintenance of mechanical golf carts and shelters which have been provided therefore, as well as the operation and maintenance of the golf shop, consistent with the Professional's contract. The committee shall decide all questions which may arise concerning the rules of golf, adopt and enforce rules of conduct pertaining to the use of the course for play, supervise all matters relating to Men's Gold Handicap, make and enforce rules concerning the starter, caddies and supervise all special golf events of the Club. The committee may delegate portions of its responsibility to the Golf Professional, but shall have no authority to employ or discharge such employee. The Chairman of this committee shall act as liaison between the Board and the Golf Professional.

Section 8. Pool Committee. This committee shall have general supervision over the operation, maintenance, management and care of the tennis courts, including the furniture and other equipment associated with the areas adjacent to the tennis courts. The committee shall formulate and enforce rules of conduct governing the use of the tennis courts and employ and discharge employees connected with these activities. It shall conduct tennis meets and tournaments and shall settle all disputes in connection therewith. The committee may delegate portions of its responsibilities to a Tennis Professional who will have no authority to employ or discharge such employees. The Chairman of this committee shall act as liaison between the Board and the Tennis Professional.

Section 9. Ways and Means Committee. This committee shall have full charge of all Club entertainment and social events not delegated to other standing committees. The committee shall plan dances and other activities, book bands and assume responsibility for decoration of Clubhouse, employing musicians and entertainers for regular or special engagements and supervise special events. This committee shall have charge and supervision of any Club publication issued periodically by the Club in conjunction with the Secretary and Treasurer of the Club, and shall be responsible for all advertising, statements to the press and news releases concerning the Club and its activities.

Section 10. Finance Committee. This committee shall be an advisory committee to the Board of Directors on all matters pertaining to Club finances and will perform all other functions as directed by the President and/or the Board of Directors.

Section 11. Appointment of Committees. The President of the Club shall appoint the standing committees as enumerated above with the approval and consent of the Board of Directors. In addition, the President shall have the power to appoint other committees with approval from the Board of Directors and shall designate and define its duties.

Section 12. Removal of Committee Members and Expenditures by Committees. The Board of Directors shall have the power to remove any member of any standing or special committee for good cause. All expenditures of any committee shall first have the approval of the President and/or the Board of Directors. Expenditures include, but are not limited to, the purchase of materials, equipment and services. All expenditures shall be paid upon presentation of an itemized bill. Reasonable and prudent expenditures of a committee related to and in the normal course of business of that committee need not be approved in advance by the Board of Directors, regardless of the amount of expenditure. Expenditures of a committee unrelated and not in the customary, normal course of business of that committee, must be approved by the Board of Directors at its regularly held meetings. All expenditures must be drawn against the corporation's account and countersigned by the President or Treasurer. In the absence of the President, the Vice-President may sign on his behalf.

Section 13. Long Range Planning Committee. This committee shall consist of five (5) members, each appointed for a five (5) year term with one member rotating off of the committee annually. The committee shall be responsible for recommending long range plans for the improvement of the Club. The committee shall elect its own Chairman annually. A report shall be submitted to the Board of Directors semi-annually, at least, and to the membership at the annual membership meeting.

## ARTICLE XI

### Assessment and Damage to Property

By-Laws  
Windridge Country Club, Inc.

Section 1. Membership Assessments.

The Board of Directors shall have the power and authority to place a general assessment on the membership irrespective of class. No assessment will be placed upon the general membership unless it has been passed at an annual or special meeting of the regular certificate members by a 2/3 vote of those members present.

Section 2. Damage to Club Property. In the event Club property sustains a damage beyond the normal wear and tear which is caused by a Club member or any member of his immediate family, the Board of Directors shall, upon diligent investigation, hold the Club member liable and responsible for payment of the reasonable cost of repair or replacement of said property.

ARTICLE XII

Members and Guest Privileges of the Club

Section 1. Member Privileges.<sup>15</sup>

Membership in the Club entitles the member and his immediate family the right to utilize the Club facilities and to participate in the social activities consistent with all rules and regulations of the Club not necessarily enumerated in these By-Laws.

Unmarried children under the age of 25 years and a full time student who reside permanently at their parents' home and who are not self-sufficient, shall be entitled to the privileges of the Club as an immediate member of the member's family; however, the parent or guardian shall be responsible and liable to the Club for the child's actions for the reimbursement of reasonable cost for damage sustained by the actions of said child to Club property.

Section 2. Privileges of Member's Guests.<sup>16</sup> Any member in good standing may invite a guest and his immediate family at any reasonable time. However, a member or any other member may not have that same person and his immediate family as a guest at the golf course more than once a month if they live in Daviess County. No member will be allowed to have more than five (5) guests and their immediate family during a thirty day period. This limitation on the number of guests in a thirty day

<sup>15</sup> This Section was added with the Fifth Amendment to the By-Laws, 1983.

<sup>16</sup> This Section was added with the Sixth Amendment to the By-Laws, November 26, 1984, and was further amended by the Ninth Amendment, February 23, 1986.

period will include guests invited by the Club member, his or her spouse or other immediate members of his or her household.

All guests will be expected to pay for the use of all facilities at the Club in cash or to charge those fees and purchases to his or her hosts. The guest may not use the facilities of the Club unless accompanied by their host. A member shall be responsible to the Club for his or her guests' charges for service and purchases and for all costs as a result of damage to the Club property caused by the actions of the guest and/or his immediate family.

ARTICLE XIII

Amendments

Section 1.<sup>17</sup> Amendments to these By-Laws, except those specifically enumerated portions heretofore set out that are inconsistent with this section, may be made at any annual or special membership meeting provided they are passed by a simple majority of all votes cast whether the member is in attendance or by absentee ballot and provided there is a quorum present. A detailed notice of the proposed amendments must be sent to each regular member with notice of such meeting.

Section 2. Dues and Assessments of Members. Any amendment to these By-Laws which changes the level of dues paid by members of the Club, or any resolution of the Board which levies an assessment of any type against members of the Club must be approved by the shareholder members at an annual or special meeting.

Section 3. Rules of Conduct. Any rules of conduct prescribed by any of the committees described in Article X hereof and duly approved by the Board may be modified, altered, amended or repealed by the committee prescribing such rule or by the Board, subject only to the approval of the Board if such changes are made by the committee.

Section 4. Roberts Rules of Order.

Roberts Rules of Order shall be used to conduct any Board of Directors meetings, annual meeting of the regular membership or any special meeting of the regular membership.

*Revised January 18, 2006, to incorporate all twenty five amendments to the By-Laws.*

<sup>17</sup> This Section was amended with the Twentieth Amendment to the By-Laws, November 30, 1997.