

BY-LAWS

LAKE ERIE COUNTRY CLUB

ERIE, ILLINOIS

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS

ARTICLE I

This club is incorporated under the laws of the state of Illinois by the name and style of Lake Erie Country Club.

ARTICLE II

The object of this club is to promote and encourage social interaction and outdoor sports among its members and, in pursuance of that objective, to acquire, own, operate, and maintain a clubhouse and appurtenant grounds and such other property as may be convenient or necessary. (Amended 2019 # 17 annual meeting)

ARTICLE III

Section 1: The membership of the club shall consist of active, social, and special members. Membership of any classification shall be conferred only upon application to and approval by, the board of directors.

Section 2: Active Members: Any person 18 years of age, of good character may become an active member, when duly elected by the board of directors, upon payment of required membership fees and current dues; provided, however, that the number of active members shall at no time exceed 225. (Amended 2019 # 18 annual meeting)

Section 3: Social Members: Any person of good character may become a social member, when duly elected by the board of directors, by payment of the required current dues. Social members and the immediate families shall be entitled to the full use of the clubhouse and grounds, but not the golf course. The fee is set by the board. (Amended 2019 # 19 annual meeting)

Section 4: Special Members: the board of directors may from time to time by a majority vote establish special memberships for juveniles, college students, and ministers.

Section 5: The immediate family of a member shall consist of a person in a committed relationship that are co-habiting and their unmarried dependent children through the age of 22 as of April 1 of the membership year. (Amended Annual Meeting 9/24/2018 and 2019 # 20)

Section 6: None but members (and the members of their immediate families as hereinbefore set forth in this article) shall be entitled to the use of the clubhouse without paying the fees set forth by the board. (Amended 2019 #21 Annual Meeting)

ARTICLE IV – MEMBERSHIP FEE AND DUES

Section 1: All members shall pay a bond / certificate fee of \$500. The fee can be paid in full at any time or paid in installments of \$50 minimum. Once the fee is paid the member receives a membership bond/certificate. (Amended 2019 #22)

Section 2: The annual dues payable for each class of membership shall be determined by the board of directors

Section 3: Annual dues shall be payable in two equal installments. First half of annual dues are due March 1st and the second half June 1st. If they remain unpaid after 30 days grace, club privileges will be terminated. (Amended 9/27/1990 annual meeting)

Section 4: Any member whose dues, assessments, fees, or other proper charges remain unpaid for a period of twelve months shall thereupon cease to be a member and shall forfeit his membership, without action on the part of the club; provided however that any membership has been forfeited may request the board of directors, in writing to reinstate him, and the said board may, in its discretion, and for good cause shown, grant such reinstatement.

ARTICLE V – TERMINATION AND TRANSFER OF MEMBERSHIP

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

Section 2: Any active member who desires to withdraw from the club must surrender his certificate of membership no later than April 1 each year to the secretary and take his receipt thereof. No further charges for dues shall be made against a member whose certificate has been so surrendered, and such surrender shall be deemed a termination of membership upon the transfer by the board of such membership to a new member. The proceeds thereof shall be refunded to the withdrawing member. The club may apply said proceeds to any outstanding club dues or charges. Refund for membership certificates to be 80% of original price. (Amended Board-of-Directors Meeting 4/10/1973)

Section 3: Termination of membership from any cause whatever shall operate as a release of all right, title, or interest in the property of the club. Board action shall be mandatory to deny privileges of the club. (Amended annual meeting 9/5/1995)

ARTICLE VI – DIRECTORS

Section 1: General Powers: The business and affairs of the club shall be managed by its board of directors. The board of Directors cannot spend more than \$25,000 on any single purchase/decision without membership approval. (Amended Annual Meeting 9/24/2007)

Section 2: Number Tenure: The number of directors of the club shall be seven. The tenure of each director shall be three years and shall hold office during his term or until his successor shall have been elected. The expiration of the term of office of the board of directors shall be staggered with no more than three nor less than two directors leaving the board in any one year.

Section 3: Regular meeting: A regular meeting of the board of directors shall be held without other notice than this by-law, immediately after, and in the same place, as the annual meeting of the membership of the club. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than resolution.

Section 4: Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place for holding such a special meeting.

Section 5: Notice: Notice of any special meetings of the board of directors shall be given at least 48 hours previous to such meeting by written notice, or email, or text message delivered personally or mailed to each director at his business address. The directors present at such a special meeting who have not received notice may waive notice by the execution of a written waiver. (Amended 2019 #23 annual meeting)

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

Section 7: Manner of acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8: Vacancies: Any vacancies occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by election by an annual meeting or in a special meeting of shareholders called for that purpose.

Section 9: For the better execution of their powers and duties, said board shall appoint from their own number, or from members of the club, a house committee, a membership committee, and a grounds committee and such other committees as occasion may require and as they deem necessary.

ARTICLE VII – OFFICERS

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

Section 2: Election and term of office: The officers of the club shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new officers filled at any meeting of the board of directors. Each officer shall hold office until his/her successor shall have been duly elected or until his/her death or until he shall resign or have been removed in the matter hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract right.

Section 3: Removal: Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgement the best interest of the club would be served.

Section 4: Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5: President: The president shall be the principle executive officer of the club and shall in general supervise and control all of the business and affairs of the club. He/she shall preside at all meetings of the shareholders and the board of directors. He/she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, the various instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or these by-laws to some other officer or agent of the club or shall be required by law to be otherwise signed or executed; and in general shall perform all duties, incident to the office president and such other duties as may be prescribed by the board of directors from time to time.

Section 6: Vice president: In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president), the duties of the president and when so acting shall have all the power of and be subject to all the restrictions upon the president.

Section 7: Treasurer: If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as by the board of directors shall determine. He/she shall (a) have charge and custody and be

responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; (b) in general perform all the duties incident to the office of treasure and other duties as from time to time may be assigned to him by the president or by the board of directors. The treasure shall see that the accounting firm has all records needed to file taxes one month before taxes are due. (Amended 2019 # 24 and # 25 annual meeting)

Section 8: Secretary: The secretary shall (a) keep the minutes of the shareholders and of the board of directors meeting in one or more books provided for that purpose or an electronic file kept on the course computer and the club web site. (b) The secretary shall keep the by-laws updated with amendments. (Amended 2019 #26 annual meeting)

ARTICLE VIII REPORTS AND EXPULSION

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

Section 2: Expulsion, suspension, rules: The board shall have power to suspend or expel members for violation of the rules or for any conduct improper or prejudicial to the interest of the club; to make rules of conduct of the members of the club and for the use of club property; to fix and enforce penalties for the violation of the by-laws and rules; to remit penalties and dues; to prescribe rules for the administration of strangers and guest; to fix rates for use of the grounds by transient guest and rules covering such use; to call special meetings of the club to consider special subjects and to do and to perform such other duties as are usually performed by the board of directors of a corporation, except as herein otherwise provided.

ARTICLE IX-MEETINGS AND ELECTIONS

Section 1: The annual meeting of the club for the election of officers, the presentation of reports and the transaction of all other business shall be held the last week in September of each year at such hour and place the board of directors shall designate (Amended 9/27/2001 annual meeting)

Section 2: If no quorum is present at such meeting the members present may adjourn the meeting to a later date not more than thirty days thereafter.

Section 3: Special meetings may be called at any time by the board of directors or a written request of not less than ten active members, which shall state the object of such meeting.

Section 4: None but active members shall have a vote at the meeting of the club. Social members are not voting members.

Section 5: One-third (1/3) of fifty (50) active bond/certificate holder members shall constitute a quorum for the transaction of business at any meeting. (Amended 9/27/1990 annual meeting)
(Amended 2019 # 27 annual meeting)

Section 6: Notice of every annual and special meeting shall be mailed to each active member at least five days before the date of such meeting. The notice of a special meeting shall state the object for which such meeting was called and no other business than that specified in the notice shall be transacted at the meeting.

ARTICLE X – PROPERTY

No person shall take from the premises owned or occupied by the club any article belonging to the club except by permission of an officer thereof.

ARTICLE XI – GUEST

(DELETED)

Entire section deleted (per 2019 # 27 annual meeting)

ARTICLE XII – MEMBERSHIP Bond/CERTIFICATES

The board of directors shall provide membership bond/certificates evidencing the ownership of active memberships in the club and shall provide for insurance for the same. Such membership certificate shall not be transferable except as hereinbefore provided. Certificates were used to pay off debenture bonds in the past. These special certificates were allowed to be transferred one time. (Amended 2019 # 29 annual meeting)

ARTICLE XIII - SALE

Article XIII Section 1 In case of sale of Lake Erie Country Club all members holding membership certificates shall have the right to match any and all offers. This includes all dues paying members and debenture bond certificate holders. No one family may hold more than one certificate except in the case of inheritance of such. Lake Erie Country Club shall notify all certificate holders of pending sale and shall have 30 days to reply their intentions to participate in the purchase of the Club. Their certificate of membership will be worth \$500.00 toward the purchase price. (Amended 2019 # 30 annual meeting)

Article XIII Section 2 The active members are the owners of the Club and in the event of dissolution shall be divided equally among them. (To Read) The dues and non-dues paying

certificate holders are the owners of the club and in the dissolution shall be divided equally among them. This includes debenture certificates¹ (Amended 2019 #31)

Per Article XIII Section 3 The sole purpose of these amendments is to keep the community involvement and to insure that a few do not benefit from the donations of money, trees, labor etc. It is the wish of this membership that it remains a community involved project.

These amendments date Sept. 26, 1991 supersede all the by-laws known or unknown which conflict such, and become effective immediately. These amendments dated 9-26-91 cannot be changed, altered or amended without a majority vote of all certificate holders.

These amendments in no way provide for non-dues paying members to vote on additional issues. (Annual Meeting; Motion, Second w/ Motion Carried 9/26/1991)

XIV - AMENDMENTS

Those by-laws may be amended by a majority vote of the members present at any annual meeting or any adjournment thereof are at any special meeting called for that purpose

BY_LAW AMENDMENTS AND BOARD MEETING MOTIONS OF MERIT

1) Per 4/10/1973 Board-of-Directors Meeting; Motion, Second w/ Motion Carried

Refund for membership certificates to be 80% of original price.

2) Per 9/5/1975 Annual Meeting; Motion, Second w/Motion Carried.

Board action shall be mandatory to deny privileges of the club.

3) Per 9/27/1990 Annual Meeting; Motion, Second w/Motion Carried.

they remain unpaid after 30 days grace, club privileges will be terminated.

If

4) Per 9/26/1991 Annual Meeting; Motion, Second w/ Motion Carried

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¹ Certificates were used to pay of debenture bonds in the past. These special certificates were allowed to be transferred one time.

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These amendments in no way provide for non-dues paying members to vote on additional issues.

5) Per 9/26/1996 Annual Meeting; Motion, Second w/ Motion Carried

6) Article 5 Section3

7) Per 9/26/1996 Annual Meeting; Motion, Second w/ Motion Carried

8) Article V section 3

9) Per 9/26/1996 Annual Meeting; Motion, Second w/ Motion Carried

10) The board of Directors cannot spend more than \$25,000 on any single purchase/decision without membership approval. (Amended Sept. 24th, 2007 Annual Membership meeting)

11) Per 9/27/2001 Annual Meeting; Motion, Second w/ Motion Carried

12) Per 9/26/1996 Annual Meeting; Motion, Second w/ Motion Carried

Article IX Sec1

13) Per 9/24/2007 Annual Meeting; Motion, Second w/ Motion Carried

14) Article VI section1 The board of Directors cannot spend more than \$25,000 on any single purchase/decision without membership approval.

15) Per 9/24/2018 Annual Meeting; Motion, Second w/ Motion Carried

The final decision was to change the wording for the Bi-Law; Article III Section 5. The immediate family of a member shall consist of the member's wife, unmarried dependent children through the age of 22 as of April 1 of the membership year.

16) Per 2019 annual meeting entire document Any reference to He to He/She ; his to his/her ; certificate to bond / certificate also spelling errors

17) Per 2019 annual meeting Article II changed from "social intercourse" to " social interactions"

18) Per 2019 annual meeting Article III section 2 Any person 18 years of age,

19) Per annual meeting Article III section 2 added The fee is set by the board

20) Per 2019 annual meeting Article III section 5 ~~member's spouse,~~ a person in a committed relationship that are cohabitating and their unmarried dependent

21) Per 2019 annual meeting Article III section 6 None but members (and the members of their immediate families as hereinbefore set forth in this article) shall be entitled to the use of the clubhouse without paying the fees set forth by the board. ~~and grounds and of the golf course, except as hereinafter provided in Article XI.~~

~~21)22)~~

~~22)23)~~ **Per 2019 annual meeting Article IV Section 1:** All members shall pay a bond / certificate fee of \$500. The fee can be paid in full at any time or paid in installments of \$50 minimum.. Once the fee is paid the member receives a membership certificate. All members shall pay a membership fee of ~~\$500.00~~ that is established by the board on an annual basis.

~~23)24)~~ **Per 2019 annual meeting Article VI section 5** shall be given at least 48 hours previous to such meeting by written notice, or email, or text message

~~24)25)~~ **Per 2019 Annual Meeting Article VII section 7 deleted** the treasurer shall receive salary as set by the board of directors.

~~25)26)~~ **Per 2019 Annual Meeting Article VII Section 7** The treasure shall see that the accounting firm has all records needed to file taxes one month before taxes are due.

~~26)27)~~ **Per 2019 Annual Meeting Article VII section 8 changed** from “The secretary shall (a) keep the minutes of the shareholders and of the board of directors meeting in one or more books provided for that purpose” **to** - The secretary shall (a) keep the minutes of the shareholders and of the board of directors meeting in one or more books provided for that purpose or an electronic file kept on the course computer and the club web site. (b) The secretary shall keep the by-laws updated with amendments. (Amended 2019 #21 annual meeting)

~~27)28)~~ **Per 2019 annual meeting Article IX Section 5** One-third (1/3) of fifty (50) active bond/certificate holder members shall constitute a quorum for the transaction of business at any meeting.

~~28)29)~~ **Per 2019 annual meeting Article XI** entire article deleted since LECC is no longer a private club changing article numbers from this point on.

~~29)30)~~ **Per 2019 annual meeting added Article XI** added Certificates were used to pay of debenture bonds in the past. These special certificates were allowed to be transferred one time. (Amended 2019 annual meeting)

~~30)31)~~ **Per 2019 annual meeting created Article XII Section 1 from** This includes all dues and non-dues paying members. **To** This includes all dues paying members and debenture bond certificate holders

~~31)32)~~ **Per 2019 annual meeting created Article XII Section 2** added this includes debenture certificates.

Glossary

Bond: A written and signed promise to pay a certain sum of money on a certain date. Some members interchange the word bond for certificate and vice-versa.

Certificate: a document serving as evidence or as written testimony, as of status, qualifications, privileges, or the truth of something. At Lake Erie CC. an active member certificate holder is part owner of LECC. Non-active members can donate their certificate back to the course or sell it back at 80% value within one year of leaving.

Debenture Bond: a corporate bond unsecured by any mortgage, dependent on the credit of the issuer. Several debenture bonds were issued by LECC and after 10 years were paid off with two certificates.