

BY LAWS
SHADY OAKS COUNTRY CLUB, INC
577 N. U.S. RT 52
SUBLETTE, ILLINOIS, 61317
SEPTEMBER 28, 2011

ARTICLE I

SECTION 1.

The objects, purpose and scope of this Shady Oaks Country Club, Inc. shall be:

- a The encouragement of recreation and athletics, and of out-door sports and pastime among the members of the corporation.
- b The enjoyment of recreational and social amusements.
- c The playing of golf, and other lawful games.
- d The cultivation of ability in sports.
- e And, as incidental to said objects and to facilitate the same, establish and maintain a club, club house and grounds and furnish such accommodations as the members require.

SECTION 2.

Non-pecuniary. This club is not organized for business purposes nor pecuniary profit, and no part of the net earnings thereof shall inure to the benefit of any member or individual, but shall inure exclusively to the benefit of the club strictly as an athletic, social and a sporting organization, but for the purpose aforesaid, this corporation may acquire and hold real estate and buildings adequate for its use.

ARTICLE II

SECTION 1.

A stockholder is defined as follows:

- a Any person more than 18 years of age, not exceeding 400 in number, may become a stockholder. A certificate of stock shall be issued all stockholders upon payment of an initial fee of One Thousand no/100 Dollars (\$1000.00) and upon such terms and conditions as the Board of Directors, or the proper committee, may order. Each certificate of stockholder-ship shall be subject to the By-Laws in force at the time of issuance thereof, and to any amendments thereto, and such By-Laws and amendments together with any rules and regulations of the Board of Directors of the proper committee, in connection therewith, shall be considered as an essential part of the contract of issuance and acceptance of such certificate.

Only stockholders shall be entitled to vote on any of the affairs of the club. Only one vote is allowed per certificate. A certificate held jointly shall only be entitled to one vote.

SECTION 2.

Stock shall be transferable at all times except that the Board of Directors shall have the right of first refusal to purchase of stock; any stockholder desiring to transfer his stock shall first offer it to the Board of Directors at the price of his bona fide offer. The Board of Directors shall, within ten (10) days thereafter, notify said stockholder of its decision to purchase or not to purchase said Stock. No one person, individual or corporation, may own more than 2 shares of the total issued stock at any one time.

SECTION 3.

Stock shall, upon the death of the stockholder , pass to his or her legal representatives. Stock may be held , in joint tenancy, with his or her spouse.

ARTICLE III

SECTION 1.

The board will define the various classes of membership for stockholders and non stockholders. The annual dues to be paid for various classes of memberships, together with regulations outlining the privileges, limitations and other conditions applicable to each class, shall be fixed by the Board of Directors, or by a proper committee appointed by said Board.

ARTICLE IV

SECTION 1.

The business of this corporation shall be managed by it's Board of Directors nine (9) in number all of which must be stockholders. The Board reserves the right to appoint by unanimous vote non-stockholder persons to the Board of Directors. Three Directors shall be elected by the stockholders at the annual meeting of stockholders of the corporation and each director shall be elected for the term of 3 (three) year terms and until his successor shall be elected and shall qualify or until his earlier resignation or removal.

- a Any Director who retires or resigns his or her position during the calendar year, the Board of Directors will appoint a stockholder to serve on the Board of Directors the remainder of the calendar year. At which time the vacancy will be filled by election at the Annual Stockholders Meeting to complete the remainder of the original term.

SECTION 2.

Special call meeting of the Board of Directors shall be held as the President, and/or any two Directors shall call at a time and place designated with not less than twenty four hours. The call notice to the Directors shall be in the most direct and efficient manner available and acceptable to the members of the Board.

All meetings of the Board of Directors and/or stockholders meetings shall be conducted in accordance with Roberts Rules of Order. The President shall appoint a parliamentarian to interpret said rules of order.

Except as herein otherwise provided, a majority of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 3.

The Board of Directors shall make and enforce rules of the Clubhouse, grounds and other buildings, and

- a Shall expel by a two-thirds vote of the stockholders any person who, in the opinion of the Board, is detrimental to the welfare and good name of the club; and
- b Shall have all such powers and authority as are necessary and incidental to the efficient control and management of the Club; including hereby the authority to borrow amounts up to \$75,000.00 when such borrowing is required in the normal course of operations of the Club. (The total outstanding balance of all loans at anytime shall not exceed \$75,000); and
- c Shall exercise general supervision over the golfing and social activities of the Club, provided for the appointment and proper functioning of the various committees; and
- d Should the usual income of the Club be found to be inadequate for reasonable and needed improvements, or the preservation of Club property, the Board shall call a special meeting of the stockholders of the Club to obtain approval of a loan, with or without mortgage security, but for a larger amount or longer term than provided in sub-section b. of this Section; and upon obtaining such approval, the Board shall then proceed to make the necessary arrangements for said loan.

ARTICLE V

SECTION 1.

The officers of the Club shall be a President, a Vice-President, a Secretary and a Treasurer. At the option of the Board of Directors, the offices of the Secretary and Treasurer may be combined in one individual. The President and Vice-President shall be elected by the Board of Directors from its own Number at the first meeting of the Board of Directors following the annual meeting of the stockholders. The Secretary and Treasurer shall be elected by the Board of Directors at said meeting. The officers shall hold office for one year or until their successors have been duly elected and qualified.

SECTION 2.

The duties of the officers shall be such as are customarily incident to the proper discharge of each office and such other duties as may be prescribed by the Board of Directors.

ARTICLE VI

SECTION 1.

The fiscal year of said Club shall be from November of each year through October 31st of the next succeeding year.

SECTION 2.

The annual meeting of the Club shall be held at the Clubhouse on the second Thursday in December of each year, or at such other time and at such other place as the President of the Board of Directors shall appoint.

SECTION 3.

Except as herein otherwise provided, 15% of the stockholders shall constitute a quorum for the transaction of business at any meetings, annual or special, of the Club.

SECTION 4.

A special meeting of the Club may be called at any time by the Board of Directors, and shall be called by the Board of Directors upon written request of fifteen (15) stockholders. The notice of such special meeting shall state the purpose for which the meeting is called.

SECTION 5.

At all meetings of stockholders, a stockholder may vote by proxy duly executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Club before or at the time of the meeting. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 6.

At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors; (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors; or (c) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before the meeting by a stockholder (other than the nomination of a person for election as a director, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive office of the corporation 60 days prior the annual meeting. The chair of the annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 6. And if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

ARTICLE VII

Whenever said Club shall cease to exist or for any reasons be dissolved or disbanded, the property and assets thereof shall be distributed equally pro rata among the then owners of stock, provided however, that any indebtedness to the club on the part of any individual stockholder shall be deducted from his pro rata share.

ARTICLE VIII

The Board of Directors shall have power to make, amend and repeal the By-Laws of the corporation, by vote of a majority of all of the directors, at any regular or special meeting of the board.

Passed by Board of Directors
November 14th, 1991
Revised December 21st, 2006
Revised September 28th, 2011