

CONSTITUTION AND BY LAWS OF THE EUREKA COUNTRY CLUB

ARTICLE I

Name – Location - Purpose of Club

The name of the corporation shall be The Eureka Country Club. The office of the corporation shall be located in Greenwood County, Kansas, post office address, Eureka, KS 67045. The purpose of this corporation is the maintenance of a club for social enjoyment and the promotion of indoor and outdoor sports and other forms of amusements, and to acquire by purchase or otherwise, and to maintain or sell such real or personal property, as may be necessary to carry out such objects and purposes.

ARTICLE II

Directors and Officers

Section 1: The corporate powers of this club shall be vested in a Board of Directors. The Board of Directors will consist of no more than 7 Stockholders. Directors will be elected by the membership holding voting privileges, at the annual stockholders meeting. Directors will be elected as follows: At the first election – three directors shall be elected for a term of three years – three directors shall be elected for a term of two years – three directors shall be elected for a term of one year. Thereafter director position to be filled, will be for a 3 years term. A term will commence at the Annual Stockholders meeting at which the individual was elected to the Board of Directors and end at the Annual Stockholders meeting in the year in which the term expires. Directors cannot self-succeed. The Board of Directors may fill a director position which becomes vacant between Annual Stockholders meetings. Individual appointed to a vacant position will complete the term of the original Board member. A Stockholder or their spouse may be elected a Director. A Stockholder and their spouse cannot serve on the Board at the same time. A majority of the Board of Directors shall constitute a quorum. It is expected that at all times the Directors will make decision based on the best interest of Club. The Board of Directors when elected shall qualify by subscribing to the usual oath of office.

Section 2: The Board of Directors shall elect from their number the following officers: President, Vice-President, Secretary and Treasurer. The elected officers will serve for a period of one year: Officers may self-succeed.

ARTICLE III

Stock

The stock of Eureka Country Club shall consist of two hundred shares of NON-PAR stock and shall be issued to the stockholder members of the Club upon payment of the \$100.00 initiation fee.

ARTICLE IV

Membership

Section 1: All applications for membership must be presented to the Board of Directors. All applications for membership must be at least 21 years of age. There are no residence requirements for membership. However there are residence requirements for guest privileges. See the Article on Guest Privileges. The majority vote of the Board of Directors is necessary to elect a member. An annual membership card shall be issued to each Club member in good standing, signed by the President and the Secretary of the Club.

Section 2: The Stockholder Membership shall consist of the one hundred and thirty-five Charter Members who have subscribed their names prior to incorporation, and such additional persons as shall be elected to membership thereafter and subscribe for one share of stock. The share of stock will be issued after the payment of \$100.00 for each share of stock. These individuals will be considered the Stockholders of the Club. Only one share of stock may be purchased by each Stockholder. These members will have full access to all facilities, functions and activities of the Club. The membership dues for this class of members shall be regulated by the Board of Directors and payable in advance.

Section 3: Associate Members: The membership may also consist of associate members, who may be elected as members of the Club under the following conditions. Associate members will be subject to all the Rules and By-Laws of the Club, but will not have any interest in the property of the Club nor have any vote in its management, nor can they hold office. The Associate membership is valid

for two years after which time the member must advance their membership status to full Stockholder by purchasing stock or resign from the Club. These members will have full access to all facilities, functions and activities of the Club. The membership dues for this class of members shall be regulated by the Board of Directors and payable in advance.

Section 4: Social Members: The membership may also consist of social members, who may be elected as members of the Club under the following conditions. Social members will be subject to all the Rules and By-Laws of the Club, but will not have any interest in the property of the Club nor have any vote in it management, nor can they hold office. This is a restricted membership. The social member will only have use of the clubhouse and pool facilities. This member may advance to the Associate or Stockholder membership at any time upon approval of the Board of Directors. The membership dues for this class of members shall be regulated by the Board of Directors and payable in advance.

Section 5: The Board of Directors may from time to time, as they see fit, provide for a special summer golf membership and assess fees as required.

Section 6: Honorary Members. At any scheduled meeting the Board of Directors may elect Honorary Members. The total number of which shall not exceed five at any one time. Honorary Members shall pay no initiation fees or dues.

ARTICLE V

Membership Dues

Section 1: Monthly Dues: When assessing monthly dues and fees the Board of Directors may take into consideration the number of individuals covered under the membership. As a minimum two dues category, Family, and Single will be established.

Section 2: The Family category is defined as the member, the member's spouse and children under the age of 21 living at home. Full-time students enrolled in an accredited university will retain these privileges until age twenty-two. An individual who performs the duties and responsibility of a traditional spouse is considered to be the member's spouse. The spouse is also defined as an individual who meets the legal term for a spouse under Kansas Law. Children who

reaches the age of 21 and or 22 must acquire their own membership to continue having club privileges.

Section 3: The Single category is defined as the member only.

Section 4: Any member who fails to pay their dues within one month after they are notified of the amount due will be brought to the attention of the Board of Directors.

Section 5: Any member who fails to pay their dues for two consecutive months will be notified by the Board of Directors of their default. Notification may be written or in person.

Section 6: Any member who fails to pay their dues for three consecutive months will be suspended from the Club and legal action will be pursued to collect the amount due. The Board of Directors have the discretion, for good cause, to extend the time of payment for the delinquency and to waive the suspension.

Section 7: Any member who is 60 days past due in payment of membership dues will be charged a finance charge of \$12.50 per month until they are within the 60 day time frame. Finance charge applies to all active members.

Section 8: A suspension is not a relief from the obligation of the monthly dues or finance charge.

ARTICLE VI

Reprimand - Suspension – Expulsion

Section 1: The Board of Directors shall investigate any violation of the By-Laws or rules of the Club, and may punish by fine, reprimand, suspension, or expulsion any member found guilty of infraction of the same, or any conduct unbecoming a member of the Club. A two-thirds vote of the entire Board of Directors shall be necessary for the expulsion of a member, and no member shall be expelled until after he/she has been given a reasonable opportunity to be heard in his/her own defense.

Section 2: The Board of Directors will establish the procedures and process for actions against member who do not pay monthly dues and charges in a timely

manner. A suspension is not a relief from monthly dues. The Board of Directors may forfeit a member's membership for non-payment of dues.

Section 3: The Board of Directors may levy fines for any infraction of the By-Laws or rules of the Club. The fine will not exceed \$50.00. The fine become a lien against the issued Stock if applicable.

ARTICLE VII

Resignation and Reinstatement

Section 1: The resignation of a member can only be accepted by the Board of Directors upon payment of all dues and indebtedness due the Club up to the date of resignation. The member must surrender all property of the Club that he/she may have in his/her possession including his/her membership card and stockholder certificate if applicable.

Section 2: Any member who resigned their membership and then later request reinstatement, in a time period of less than six months, may be reinstated after paying all past dues and fees for the six months period of time. If not reinstated within the six months period they may not apply for membership for at least twelve months. During this time they may not receive any club privileges as guests of a current member. If the membership is dropped due to moving out of the area, the twelve month waiting period to enjoy guest privileges may be waived by the board.

Section 3: Any member whose membership was forfeited for nonpayment of dues may be reinstated by the unanimous vote of the Board of Directors present at any meeting within fifteen days after such forfeiture. To be reinstated, the member must make application, pay all sums due to the Club and comply with all the requirements for the admission of new members.

ARTICLE VIII

Duties of the Directors

Section 1: The Directors will be responsible for the day to day operation of the Club. It shall be their duty to carry out the objectives and purpose of the Club, and to this end they may exercise all the powers of the Club.

Section 2: The Board of Directors will establish rules, policy and procedures for the efficient operation of the Club.

Section 3: The Directors shall control the expenses of the Club and may hire an outside agency to handle the financial accounting responsibility of the club.

Section 4: The Directors will establish rules for the operation of the Club House (including the swimming pool) and Golf Course.

Section 5: The Directors shall investigate any violation of the By-Laws or rules of the Club or any conduct unbecoming a member of the Club.

Section 6: The Board of Directors shall meet monthly on the call of the President.

Section 7: An individual elected or appointed to the Board of Directors is expected to take an active part in the performance of the duties of the Board of Directors. Continued failure to attend the scheduled Board of Directors meeting, will be cause for removal from the Board. The Board of Directors shall remove any Director from the Board who misses three consecutive Board of Directors scheduled meeting. The vacant position then will be filled in accordance with ARTICLE II Section 1.

ARTICLE IX

Duties of Officers

Section 1: The duties of the President shall be: to preside at all meetings and exercise general supervision over the affairs of the Club. Appoint committees as necessary for a smooth operation of the Club. The President shall appoint as a minimum a member of the Board as Head of House and a member as Head of

Grounds. Duties for these positions will be established by the Board. Other appointments may be made as deemed necessary.

Section 2: The Vice-President shall discharge the duties of the president when necessary, and shall exercise the duties of the President during his/her absence.

Section 3: The Club Secretary shall keep a record of all meetings of the Stockholders and Directors. Issues notices of the time and place of meetings (Stockholders and Board of Directors) at least two week in advance of the date.

Section 4: The Treasurer will perform the duties necessary to insure a fiscally sound Club. If an outside agency is contracted to manage the financial accounting for the Club, the Treasurer will be the liaison for the Board of Directors. The compensation for any outside agency will be set by the Board.

ARTICLE X

Certificate of Indebtedness

Power is delegated to the Board of Directors to borrow money for the purchase or improvement of the real property or equipment, for an amount not to exceed 50 percent of its capital stock. No money shall be borrowed unless necessary, until the entire amount of the capital stock shall have been exhausted. In pursuance of this authority the Board of Directors may issue Certificates of indebtedness in such sum or sums as they may deem advisable, such certificate so issued to be first claimed against the assets of the Corporation, except any mortgage indebtedness which may be incurred in the purchase of a site for Corporation grounds, or for the making of any permanent improvements thereon. Members of the Club shall be given the first privilege of purchasing such certificates.

ARTICLE XI

Guest Privileges

Section 1: All Members have Guest Privileges. Children of Members (regardless of age) do not have Guest Privileges, except for specific activities in the Club House (Prom night dates for dinner).

Section 2: The Eureka School District (USD 389) boundaries will define the residential area for Guest Privileges. Persons living inside of this area will be considered resident Guests. Persons living outside of this area will be considered non-resident Guests. Guests must be accompanied by the inviting member.

Section 3: Members shall be responsible for the Guests behavior and any debt incurred by their guest.

Section 4: Guests must pay fee as set by the Board of Directors for use of the club house, swimming pool and golf course.

Section 5: The Board of Directors will establish additional rules for the guest of members.

Section 6: Guests/Social Privileges for the Club House and Swimming Pool: Members may invite both resident and non-resident Guest to enjoy the privileges of the Club House and Swimming Pool. There is no limitation on the number of times a Guest may enjoy the Club House and Swimming Pool privileges. Guests must be accompanied by the inviting member. Members shall be responsible for the Guests behavior and any debt incurred by them.

Section 7: Guest/Social Privileges for the Golf Course: Members may invite both Resident and Non-Resident Guests to enjoy the privileges of the Golf Course. A Resident Guest is limited to one (1) Golf Course Guest privilege per calendar year. There is no limit on Non-Resident Guest Golf Course privileges. All Resident/Non-Resident Guest must pay Golf Course fees as established by the Board of Directors. (Greens fees, Cart rental, Trail fee) Open tournaments sponsored by the Club or outside organization will not be considered in the limitation for Resident Guests. Weekly play by the men's and women's group of the Club are not open tournaments and will be counted in the limitation for Resident Guests.

Section 8: Guest/Social Privileges for Members of Reciprocal Country Clubs: A member of a reciprocal country club is entitled to all Guest Privileges without limitation. They are required to provide evidence of Club membership. They are required to pay all fees established by the Board of Directors for Guests. They are not allowed to establish a charge account.

ARTICLE XII

Annual Meeting

The annual Stockholder meeting for the election of Directors and Officers shall be held on the first Thursday in February of each year after the year 1920.

ARTICLE XIII

Quorum

Twenty percent of the stockholder of the Club shall constitute a quorum at annual or called meetings. Only those attending the Stockholder meeting are eligible to vote.

ARTICLE XIV

Amending By-Laws

The By-Laws shall not be altered or amended, except by a two-thirds vote of the members present at a regular annual meeting or at a special meeting called for that purpose, provided that written notice of such proposed change shall have been filed with the Secretary and posted in the Club House for at least ten days before such meeting.

RULES AND REGULATIONS

Ground Rules – Golf

Play on the course of the Eureka Country Club will be in accordance with the rules as established by the United States Golf Association (USGA).

Members who pay the quarterly fee for golf cart storage at the Club will not be required to pay trail fees, for that specific golf cart. All other golf carts used at the Club, including golf carts of member that do not pay the quarterly golf cart storage fee, are required to pay trail fees. Private organization that sponsor golf tournaments and bring in additional rental golf carts will be required to pay a trail fee for each golf cart.

Anyone under the age of 16 will not be allowed to rent or operate a Club owned golf cart.

Club House

Good order and decorum must be observed by all when using the Club House and swimming pool. The Head of House is required to report to the President of the Club all violations of these rules and the names of the offenders.

The Board of Directors may grant permission for private parties. This does not guarantee the exclusive use of the Club House. The Head of House will make such reservation of space as it may deem proper for the accommodation of the Club members when such parties are given. Club members shall not be excluded at any time from the freedom of the Club House.

A rental fee of \$100.00 will be charged for the use of the Club House for private parties. A rental fee of \$50.00 will be charged for non-member rentals of the swimming pool for private parties.

This Constitution and By-Laws when approved in accordance with Article XIII supersedes all previous published Constitution and By-Laws for the Eureka Country Club.

All previous published Constitution and By-Laws will be retained as historical documents.

Approved on _____ by a two-thirds vote of the Stockholders present.

President

Secretary