

Rolling Hills Country Club, Inc.
Paducah, Kentucky

As of January 2019

Bylaws as adopted and approved by the Board of Directors and the Voting
Membership of Rolling Hills Country Club.

ARTICLE 1

ORGANIZATION

- Section 1: **Name**
This club is incorporated under the laws of the Commonwealth of Kentucky as “Rolling Hills Country Club, Inc.”
- Section 2: **Object**
The nature of the business, and the objects and purposes for which this corporation is formed, is to conduct and maintain a country club, and to encourage recreational pool and social activities including a clubhouse, grounds, swimming pool, golf course, tennis courts and other outdoor games and such other premises and equipment as shall be necessary in the operation of a Club; to buy, rent, lease, or sell real estate and such other things as may be necessary or proper for the operation of a Club.
- Section 3: **Address**
The address and principal place of business of the Club shall be at its clubhouse, located at 701 Lakeview Drive, Paducah, McCracken County, Kentucky.
- Section 4: **Club Year**
The business year of the Club shall be January 1 through December 31, both inclusive.
- Section 5: **Title of Property**
- A. The 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. This includes, but is not limited to, all cart stalls, which are only leased to the Club members for storage of personal golf carts.
 - B. Carts stalls cannot be sold by the Lessee. Ownership of the shed is maintained by the Club and upon termination of such lease; possession will be reverted by the Club for lease to next member on the waiting list. The leasers may not sublet the shed to others. If this occurs, the Board may cancel the lease and not have any obligations to the member for fees that may be due.
- Section 6: **Adoption and Interpretation of Bylaws and Rules of Conduct**
- A. The Bylaws of Rolling Hills Country Club, Inc. may only be modified, altered, amended, or repealed by the method prescribed in Article VIII.
 - B. It shall be the sole responsibility of the Board of Directors to adopt, amend, or rescind all Rules of Conduct for the use of Club facilities.
 - C. On any questions as to interpretation of such Bylaws or Rules of Conduct, **the** decision of the Board of Directors shall be final.
- Section 7: **Directors’ Meeting**
- A. The Board of Directors shall hold regular monthly meetings on the second (2nd) Monday of each month. The Presiding Officer may call special meetings whenever the need arises. Additionally, a meeting shall take place on the first day of November as an induction and organizational meeting of the new Board members. An election of the new officers will take place at this meeting.

- B. A majority of the duly elected Officers and Directors shall constitute a quorum. All Officers and Directors shall have one (1) vote each, with the exception of the Presiding Officer, who shall vote only in case of a tie.
- C. The regular meeting held on the first (1st) month of each calendar quarter (January, April, July and October) shall be designated as an open membership meeting, to which all members shall be urged to attend.
- D. The general membership may attend all oard meetings, with the exception of those meetings dealing with personnel matters which will be held in Executive Session.
- E. An electronic meeting is acceptable provided a quorum of duly elected Officers and Directors respond.

ARTICLE II

MEMBERSHIP CLASSIFICATION

Section 1: General

- A. There will be eight (8) classes of membership in the Club. These are Regular, Senior, Company, Corporate, Associate, Swim and Court, Non-Resident, and Social. .
- B. The term "Member" used herein shall refer to all such classes collectively, unless qualified to one or more classes, and further excludes all persons entitled to Club privileges hereunder, other than the person to whom issued.

Section 2: Application for Membership

- A. No person shall become a member, or be entitled to any rights or privileges thereof, unless recommended and elected to membership in the manner herein provided.
- B. All applications for membership shall be signed by the applicant, and by one Regular or Company Member, and presented to the President of the Club, or the chair of the membership committee. All applications shall be submitted to, and if deemed necessary, be investigated by the Board of Directors.
- C. The applicant will be notified when he has been approved for membership; if the applicant declines the offered membership, he can only be reconsidered for membership by submitting a new application at a later date.
- D. The vote of the Board of Directors on each application shall be final; and three (3) negative votes shall constitute exclusion of the applicant. No person failing of election to membership may be again proposed for membership for one (1) year.
- E. The applicant, upon approval of the Board of Directors and acceptance of membership, shall be given a copy of the RHCC Bylaws and its Rules of Conduct.

Section 3: Regular Membership

- A. Any individual approved for membership under Article II, Section 2 will make payment of the applicable initiation fee, as set by the Board of Directors, immediately or according to established payment options.
- B. A regular membership conveys one vote per membership.

Section 4: Senior Membership

- A. Any individual approved for membership under Article II, Section 2 will make payment of the applicable initiation fee, as defined in the yearly budget, immediately or according to established payment options.
- B. A Senior membership conveys one vote per membership.
- C. A Senior member will be classified as a Regular member or new member who is 70 years old or older. A valid form of identification is needed.
- D. Fees for Senior membership will be designated by a percentage of the current regular monthly dues set by the Board annually.
- E. Fees for Senior membership will be adjusted beginning the month of the Member's birthday.

Section 5: Company Membership

- A. Any active business, regardless of type of organization, approved for membership under Article II, Section 2 above, will make payment of the applicable initiation fee. immediately or according to established payment options.
- B. A Company Membership may be created only by the company filing an application for membership. Company memberships shall be limited to four (4) persons per company.
- C. Upon payment of the initiation fee, the delegated company official shall submit to the Club President the name of the employee to whom the Company Membership is to be assigned.

Whenever a Company Membership is reassigned, the applicable transfer fee must be paid, and the person to whom the membership is to be assigned must be approved by the Board.

- D. Upon termination of active business operated as a proprietorship or partnership, the owner, partner members, may retain the Company membership then in their name(s). Any membership assigned to an employee shall be returned to the Club, and the employee may make application for Regular Membership under Article II, Section 2.
- E. Upon termination of active business by a Corporation, all Company Memberships shall be returned to the Club, and the employees to whom the memberships were assigned may make application for Regular Membership under Article II, Section 2.
- F. A Company Membership conveys one (1) vote per membership.

Section 6: Corporate Limited Member

- A. Any active business, regardless of type of organization, approved for membership under Article II, Section 2 above, will make payment immediately or according to established payment options.
- B. A Corporate Limited Membership may be created only by the Company filing an application for membership. Upon payment of the initiation fee, individual employees of the Company may apply for membership under the Corporate Limited Membership.
- C. Upon the filing of an application for membership and approval by the Board, the employee shall be entitled to full use of the Club facilities upon the payment of the regular monthly dues.
- D. Memberships obtained by the Company employees under this section are non-transferable and may be terminated.
- E. A Corporate Limited Membership conveys no voting rights.

Section 7: Associate Member

- A. This class of membership is limited to children of Regular members and former spouses of Regular Members, who in the immediate past were entitled to all Club rights and privileges, but due to circumstances are no longer so entitled. Such circumstances are a child of a member becoming self-supporting or the divorce of a couple holding a Regular Membership.
- B. Application for membership under this Section must be made within a reasonable length of time from the date of the loss of Club privileges.
- C. Any person qualifying under this Section and approved for membership under Article II, Section 2 above, will, upon payment of the applicable fee as described below, be entitled immediately to all Club rights and privileges.
- D. Payment of the applicable fee under this Section may be accomplished by either of the following methods:
 - a. Payment in full of the initiation fee then in effect, results in the issuing of a Regular Membership.
 - b. Payment of a reinstatement fee of one hundred dollars (\$100.00), which fee will be credited toward the Regular Membership initiation fee in effect when the Associate Member becomes a Regular Member. The full balance of the initiation fee is due and payable within five (5) years from the date the individual qualified for the Associate Membership. If at the end of the five (5) year period the entire initiation fee has not been paid, the membership will be terminated, and no refund will be issued.
- E. Associate Memberships shall convey no voting rights, shall not be transferable, and shall be terminated without refund, upon failure to pay the balance of the initiation fee when due.

Section 8: Social Membership

- A. Social membership provides unlimited privileges for clubhouse and social privileges for the individual and/or family with **no** golf course, court, or pool privileges. The membership will not have voting rights and will not be eligible to hold elected office, but the member may serve on standing committees. Fees for the membership will be designated by a percentage of the current initiation fees and current regular monthly dues set by the Board annually at the same time the Budget is prepared. These memberships will be in addition to our regular membership.

Section 9: Swim and Court Membership

- A. Swim and Court membership provides unlimited privileges for use of courts (tennis, pickleball, etc.), pool, clubhouse, and social privileges for the individual and/or family with **no** golf course privileges. The membership will not have voting rights and will not be eligible to hold elected office, but the member may serve on standing committees. Fees for the membership will be designated by a percentage of the current initiation fees and current regular monthly dues set by the Board annually at the same time the Budget is prepared. These memberships will be in addition to our regular membership.

Section 10: Non-Resident Membership

- A. Non-Resident Memberships to Rolling Hills Country Club (RHCC) are available for individuals and/or families living outside a 100-mile radius of the club.
- B. Fees for new Non-Resident Memberships are: Initiation fee will be 40-percent of the current initiation fee for Regular Membership; Monthly dues will be 40-percent of the Regular Membership monthly dues; Monthly debt reduction fee will be 40-percent of any existing monthly debt reduction fee; Assessments will be at 40-percent of any assessment fee that RHCC implements.
- C. RHCC waives the initiation fees for past Regular Members who leave in good standing and wish to convert to a Non-Resident Membership within 12-months of moving outside the 100 mile radius area. After 12 months of leaving RHCC, a former member is subject to the same fees as a new Non-Resident Member.
- D. A Non-Resident member that converts to a Regular Membership will be granted a reduced initiation fee. This reduced initiation fee will be 60-percent of the Regular Membership initiation fee enforce at time of membership conversion.
- E. A proof of residency is required for a Non-Resident Membership. Proof of residency includes:
 - i. Two (2) utility bills and/or lease-rental agreement with the address proving that the potential member resides at the location provided for membership.
 - ii. Valid driver's license or state issued identification card that matches the address of utility bills / rental agreement noted above. The driver's license or state issued identification card must be verified by visual presentation to the Board.
- F. A Non-Resident Member observes all privileges of a Regular Member of RHCC, but has no voting rights, nor can a Non-Resident Member hold club/league office.
- G. Final approval of the Non-Resident Membership will be made by the discretion of the RHCC Board of Directors. The Board can reject any request based upon circumstances the Board determines does not meet the spirit of this class of membership. The Non-Resident Membership is subject to RHCC Board of Directors approval and governed by Article II, Section 2 of the Bylaws.

Section 11: Club Privileges

- A. Memberships in each of the classifications described in Article II, Sections 3,4,5, and 6 shall entitle the member, his or her significant other and all dependent children of their marriage to use all facilities, services, and conveniences of the Club, subject to such

restrictions and limitations as may be established by the Board of Directors of the Club. A dependent child is defined as one that resides in the member's household until age 26 or is classified as a disabled dependent.

- B. Further, reserved to above restrictions, Club rights and privileges are granted to all dependent children by former marriages of either spouse when such dependent children reside in the home of the member and spouse, and to other dependent children by former marriage not residing in the home of the member and spouse on any day or days during which the member or spouse has custodial or visiting rights until the child reaches the age of 26.
- C. Vacations, college, or other short periods of absence shall not be considered as termination of residence of dependent child in the home of the member and spouse.
- D. Additionally, unmarried dues paying members may extend full Club privileges to a date when accompanied by the member, and any charges normally prescribed for guests shall be waived in such instances.

Section 12: Guest Privileges

- A. A member of any classification is granted guest privileges for use of Club facilities by any non-member who is not a resident of McCracken County, Kentucky. A non-member resident of McCracken County may be granted use of Club facilities, but not to exceed one (1) time in any month with a maximum of six visits per calendar year. The member granting any such privileges must accompany the guest, be accountable for his or her actions while on Club Property and be responsible for paying any guest fees.
- B. Club functions to which non-member guests may be invited does not count against local guest for once a month use of club facilities.
- C. Unmarried dues paying members may extend full club privileges to a date, when accompanied by the member, and any charges normally prescribed for guest shall be waived.
- D. The areas of the Club defined for use by the member in Article 2 shall also apply for guest of members, dates of children of members, and dates of dues paying members.

Section 13: Members Liability

- A. Each member is responsible for, and liable to the Club for payment of dues, any other charges or fees, and for damage to any property owned or leased by the Club, incurred or caused by the member, any person entitled to club privileges under the membership, and by any guest to whom club privileges have been extended.
- B. Dues/fees are due and payable by the 10th of the month. "Payable", shall for the purpose of this bylaw, mean, in the hands of the Treasurer. Post marked by the 10th is "late". Members joining Rolling Hills after January 1, 2007 shall be required to sign up for automatic withdrawal for dues payment.

Members paying dues/fees on a monthly or bi-monthly basis shall be notified, by letter or electronic communication, when their dues are not received by the last day of the month due. If these dues/fees are not paid within 45 days of the due date, all membership privileges will be suspended and require a one month penalty for reinstatement fee be paid before privileges will be restored. These "Delinquent Dues/fees" membership names will be posted in the Pro Shop and on the website.

Members paying dues/fees on a quarterly, semi-annual, or annual basis shall become "Late Dues" on the 10th of the month. These dues/fees shall become Delinquent Dues on the last day of the month they are due. As with the monthly and bi-monthly dues, "Delinquent Dues/fees shall have privileges suspended and require a one month dues penalty to have privileges restored.

Any membership reaching "late dues" status two times shall be required to go on automatic withdrawal to retain membership. Monitoring and documenting dues/fees payments shall be the responsibility of the Board member responsible for Membership.

- C. A member shall be billed for any damage to club property, owned or leased, when caused by the member, any person entitled to club privileges under the membership, or by any person granted guest privileges under the membership. The member and all persons granted club privileges shall be denied all club privileges from date of notification and billing to date paid. Further, if not paid within 60 days, the membership will be terminated.

ARTICLE III

MEMBERSHIP

Section 1: General

- A. All persons approved for Regular or Company Membership by the Board of Directors, upon payment of the applicable fee(s), shall be recorded as a Regular or Company Member in the Club's records. Regular or Company memberships conveys voting rights on all issues which are subject to a vote of the membership.
- B.

Section 2: Transfer

- A. A Regular Membership can be transferred to only his or her spouse.
- B. A Company Membership can only be transferred by the company upon application to the Board of Directors for transfer from one (1) employee to another employee.

Section 3: Termination

- A. Any request for termination of membership must be in writing and delivered to either the Club President or Chairperson of the Membership Committee.
- B. Membership Certificates owned prior to April 1989, by members in good standing who have dropped their membership, may be repurchased by the Club if the authorized certified membership level of five hundred (500) is maintained.
- C. Membership Certificates will be eligible for redemption in the same order in which they were originally terminated, with the first to have been canceled also to be the first to be redeemed.

ARTICLE IV

REVENUES AND PENALTIES

Section 1: Dues

- A. Members of all classes shall pay monthly dues to the Club, at the rate established by the Board of Directors. Such dues are payable in advance, are due by the tenth (10th) of each month, and are considered delinquent if not paid by the last day of the month.
- B. In the event a member in good standing is called to active duty and leaves the area, the member can request the membership dues be waived until the member returns home. This decision will be made by the Board and will be final.

Section 2: Purchase Accounts

- A. No purchase of food or drink at the bar or snack bar may be made for other than cash or credit card. The Board of Directors may include other forms of payment with a two-thirds majority vote of all directors.

Section 3: Miscellaneous Charges

The Board of Directors may, at its discretion, establish or re-establish rates for all classes of membership, dues, locker rentals, golf cart storage, golf cart usage fees, green fees, special parties where exclusive use of all or any part of the Club's facilities are required, or any other charges of a similar nature.

ARTICLE V

SUSPENSION

Section 1: Suspension by the President

- A. The President shall have the power summarily to suspend any member, any member of a member's family, or any guest of a member from the privileges of the Club, for conduct which is, in his judgment, unbecoming to a lady or gentleman or prejudicial to the good order, peace or interest of the Club. Such suspension to be effective immediately and to continue until the next meeting of the Board of Directors.
- B. The President shall call a special Board meeting no later than seven (7) days after the suspension, at which time he shall present a report thereof. The Board of Directors may then elect to either continue the suspension for a specific time, or order that the suspended person or persons be restored to full rights and privileges.

Section 2: Suspension or Termination by the Board of Directors

- A. Any member, any member of a member's family, or guest of a member found guilty by the Board of Directors of any violation of the Bylaws of the Club, or any rule adopted pursuant thereto by the Board, or of conduct injurious to the welfare or reputation of the Club may be suspended for such time as the Board may determine, or may be terminated from membership.
- B. Before a person may be terminated under this provision, he shall be given notice of the charges made against him and a full opportunity to be heard by the Board. The decision of the Board following such hearing, or opportunity for hearing if refused, shall be final and conclusive.
- C. For purposes of this section, each member shall be responsible for members of his or her family and his or her guests.
- D. Termination of a member shall automatically terminate members of his family. Suspension of a member or any member of a member's family may or may not be extended to other members of the family, at the discretion of the Board.
- E. Suspension for any reason of a member, or a member of his or her family, shall not relieve the member of any obligation to pay monthly dues, or any other charges of any nature which may be chargeable to him during such suspension period.

ARTICLE VI

BOARD OF DIRECTORS AND ELECTIONS

Section 1: Board of Directors

- A. There shall be nine (9) member Board of Directors, each of whom shall meet the membership requirements of Article II, Section 3 or Section 4. The nine (9) member Board of Directors shall consist of an Executive Committee (comprised of the President, Vice President, Secretary and Treasurer) and five (5) other regular members. Each member of the Board of Directors shall be elected by the "Voting Membership."
- B. Each member of the Board of Directors shall serve a term of three (3) years. There shall be no limit to the number of terms a director may serve except that no director may serve more than two (2) consecutive terms. The term of each member of the Board of Directors shall be staggered so that no more than three (3) terms will expire in the same year. Elections for the members of the Board of Directors shall be held on the day of the October membership meeting with the terms to begin on November 1. The individual(s) receiving the most votes shall be elected to the Board. A tie vote shall be broken by lot.
- C. It is expected that each Director participate and be active in their position. This includes attendance at the regularly scheduled Board meeting. If a Director misses three (3) consecutive Board meetings, or three (3) of four (4), the Director will be automatically terminated from the Director position and that position will be filled in accordance with Article 6, Section 2, Item D.
- D. A Board Member shall be considered "present" if they can join the meeting via teleconference.

Section 2: Officers:

- A. The Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer. The office of Secretary and Treasurer may be combined and held by one person. These officers must be elected from the nine (9) directors elected by the membership.
- B. Officers shall be elected by a simple majority of the entire Board of Directors. A director may obtain an absentee ballot if he is to be out of town on the date of the election. The absentee ballot may be obtained from the Secretary and returned during the forty-eight (48) hours preceding the date of the election. Absentee ballots must be signed by the Director using it and must be sealed in the appropriate envelope.
- C. Officers shall be elected for a term of one (1) year. There shall be no limit to the number of terms an officer may serve. Election of the officers shall be held at the Board of Directors' meeting held on November 1st of each year with the term to begin at the close of that meeting.
- D. In the event of a vacancy of an office, the election for a replacement to fill an unexpired term will take place at the next regular monthly Board meeting. In no event shall this election take place less than one (1) month after creation of the vacancy. In the event the vacant office is the Presidency, the succession to the Presidency will be: first, the Vice President; second, the Secretary; and third, the Treasurer. This succession will only be for the interim period until an election can be held.
- E. The Board of Directors may elect such other officers as it deems necessary to conduct the business of the corporation. Any such additional officer so elected shall be a member of the Board of Directors only if elected from the body of the Board.

Section 3: Nominations

- A. The President shall appoint a Nominating Committee. The Nomination Committee shall consist of one (1) member of the Board of Directors and two (2) voting members of the

- corporation who are not members of the Board of Directors. This Nominating Committee shall be appointed at the December Board Meeting and shall serve a term of one (1) year.
- B. The Nominating Committee shall post the names of those nominees in the Clubhouse, at least ten (10) days prior to the general membership meeting at which the election is to take place. It shall be the responsibility of the Nominating Committee to name at least two (2) nominees more than the number of vacancies to be filled. Additionally, the names of the nominees shall appear in the club bulletin for the month in which the election is to be held.
 - C. The general membership may petition the Nominating Committee to place other individuals' names in nomination. In order to nominate someone other than an individual nominated by the Nominating Committee, a petition may be presented to the Nominating Committee which shall contain the signatures of at least ten (10) voting members. This petition must be presented to the Nominating Committee by the twentieth (20th) of the month preceding the election. If the Nominating Committee finds that the persons signing the petition meet the qualifications for membership under Article II, Section 3 or Section 4 of these Bylaws, it shall be the responsibility of the Nominating Committee to see that these nominees' names are included on the Nominating Committee's list of candidates, as well as the name being posted in the Clubhouse and being placed in the club bulletin for the month in which election is to be held.

Section 4: **Voting**

- A. Voting by the general membership for the position of a member of the Board of Directors shall take place annually on the day of the October general membership meeting. Voting may be done at any time during the day, from the time the Clubhouse regularly opens until 7:00pm. At 7:00pm the ballot box shall be closed, and the ballots shall be counted by the Nominating Committee. Upon completion of the tabulation of the votes, each nominee's name and the number of votes received by the nominee shall be posted by the Nominating Committee on the bulletin board. In all voting for the members of the Board of Directors, each "Voting Member" shall have one (1) vote, with the person comprising that membership unit being responsible for deciding who shall cast that membership vote.
- B. In the event of a vacancy on the Board of Directors, the election of a replacement to fill the unexpired term will take place at the next general membership meeting following the creation of the vacancy. In no event shall this election take place less than one (1) month after creation of the vacancy. For example, a vacancy created during the month of June may not allow the Nominating Committee a full month to prepare recommendations for the July meeting; consequently, the election will take place at the regular October meeting.
- C. All ballots shall be secret and must be completed in person or by absentee ballot. The absentee ballot may be obtained from the Secretary or an assignee with a signature from the member. Ballot must be returned at any time preceding the day of the election. The Secretary or an assignee will have the responsibility of safe keeping of the absentee ballots making sure the absentee ballots are placed in the voting box to be counted with the rest of the ballots. Voting by proxy will not be accepted.
- D. The General Membership, at any time, may request a recall vote of any Board member, by presenting to the President or Secretary of the Board a petition containing the signatures of at least twenty (20) percent of the existing voting membership. The recall vote shall be held the day of the next quarterly open Board meeting, following receipt of the petition. Any election held pursuant to this section will be handled in the same manner as specified under Article VI, Section 4, Subsection B regarding filling a vacant Board of Director's position.

- E. In order that a recall vote will succeed, there must be at least a simple majority of the memberships voting, voting in favor of the recall.
- F. If the recall vote is successful, the general membership will vote to fill the Director's position, with this election being held as stated in Section 4 above.

ARTICLE VII

OFFICERS AND DIRECTORS ASSIGNMENTS

Section 1: General

- A. There shall be the following appointments known as House, Buildings and Grounds, Golf Course, Swimming Pool, Tennis, Snack Bar, Pro Shop, Golf Tournaments, Membership, Summer Golf Activities, Club's Employee Policies, Children and Junior Activities, Social Activities, Men's Night, Capital Improvements, Financial Committee, and Bar.
- B. Officers and Directors receiving these appointments may request the President to name members to assist in these duties. The assignee to the various areas shall formulate and enforce rules of conduct governing the use of his area.

Section 2: Appointment and Removal

- A. All assignments and removals will be made by the President, subject to approval of the Board.
- B. All "New Directors" upon being elected to the Board will be given their assignments within thirty (30) days of their election. Additional assignments may be given at any time as prescribed in Section 2A above.

Section 3: Powers and Duties

- A. All assignees shall have such powers and perform such duties as may be prescribed by these Bylaws or as may be specifically delegated by the Board.
- B. No assignee shall incur any debt or authorize any capital expenditure for such assignments without prior approval of the Board.
- C. All "Capital Improvement Projects" over five hundred dollars (\$500.00) must be submitted in writing to all Board members prior to the meeting at which a vote is to be taken. This written proposal must include all information pertinent to the project.
- D. All prices for articles and services sold are subject to the approval of the Board of Directors.
- E. The Secretary of the club shall have the responsibility of maintaining the bylaws binder by inserting amendments that have been approved by the general membership as provided in Article VIII.

Section 4: Building and Grounds

This assignee shall have general charge and supervision of the Clubhouse, cart sheds, and all other buildings, including shelter houses on the golf course and the parking areas but excluding the pump house.

Section 5: House

- A. This assignee shall have general supervision over the purchase of inventories for the Clubhouse, the fixing of prices for articles and services sold and the employment of Clubhouse employees, excluding all function related to the bar operation.
- B. This assignee shall formulate Rules of Conduct relating to the use of Club Manager.
- C. This assignee may delegate portions of his responsibilities to the Club Manager but shall have no authority to employ or discharge the Club Manager.

Section 6: Golf Course

- A. The assignee shall have general charge and supervision of maintaining the golf course, the Superintendent's building, the storage barn and all equipment provided for the maintenance of such areas.

- B. This assignee shall have the supervision of the purchasing of all supplies and materials required for such areas of activity, and the employment and discharge of employees required therefore.
- C. This assignee may assign portions of his responsibilities to the Superintendent and the Board of the Directors.
- D. This Assignee and the Superintendent share responsibility of setting golf course usage rules in inclement weather, or any condition that threatens the well being of the course, players, or spectators.

Section 7: **Swimming Pool**

- A. This assignee shall have general supervision over the operation, management, maintenance, and the care of the swimming pool including pump house, filter system, the furniture and other equipment associated with areas adjacent to the swimming pool.
- B. He shall employ and discharge employees connected with these activities.

Section 8: **Tennis**

- A. This assignee shall have the general supervision over the operation, maintenance and care of the tennis courts.
- B. The assignee shall coordinate with the golf course assignee for the golf course employees to maintain the grounds adjacent to the tennis courts, including the grass and trash.
- C. This assignment includes the summer tennis activities including men's, ladies', juniors', twilight tennis and tennis tournaments.

Section 9: **Snack Bar**

- A. This assignee shall have general supervision over the purchase of inventories of the snack bar, the fixing of prices for articles and services sold, and the employment of employees.
- B. This assignee shall act as liaison between the Board and the Manager. He may delegate portions of his responsibilities to the Manager.

Section 10: **Pro Shop**

This assignee shall have general supervision over the Golf Professional (Pro) and Pro Shop Supervision. This shall include recruiting and preparing employment contract(s) or letters of agreements for the professional staff for presentation to the Board of Directors for approval. In the event the Pro does not operate the merchandise portion of the Pro Shop, the chairperson would oversee purchases of inventories of golfing merchandise and setting of prices for articles and services sold.

Section 11: **Club Tournaments**

This assignee shall have full supervision and responsibility for all Club Tournaments and men's tournaments, excluding functions sponsored by the Ladies' Golf Association.

Section 12: **Summer Golf Activities**

These assignees shall each have full supervision and responsibility for all ABCD scrambles, mixer scrambles, and twilight golf. There shall be an assignee for each, and these assignees shall coordinate dates for the summer golf activities.

Section 13: **Social Activities**

- A. This assignee shall have full charge of all Club entertainment and social events.
- B. This assignee shall plan dances and other activities, book bands, assume responsibility for decoration of the Clubhouse, employ musicians and entertainers for regular or special engagements, and supervise special events.

- Section 14: **Men's Night**
This assignee shall coordinate the activities of men's night. He shall make the purchases and arrange Club employees to assist him.
- Section 15: **Children and Junior Activities**
This assignee shall coordinate all activities for children and juniors.
- Section 16: **Club Employee Policies**
- A. This assignee shall coordinate with other assignees who hire employees.
 - B. This assignee shall write and maintain job descriptions on all employees, keep personnel files on all employees, and determine salaries, fringe benefits, and other related employee policies.
 - C. This assignee will be chairperson of a committee with other assignees who have employees in their assignments.
- Section 17: **Membership**
This assignee shall keep proper records for the Club membership. He shall follow Article II and Article III of the Bylaws.
- Section 18: **Financial Committee**
- A. This assignee and members of the financial committee with the Treasurer shall approve all expenditures.
 - B. This committee shall obtain bids, oversee special projects, and determine the best utilization of Club's monies.
 - C. This committee shall be responsible for the preparation of the budget for the Club's operation each year.
- Section 19: **Capital Improvements**
- A. This assignment shall be to all members of the Board. The President shall act as chairperson of this assignment.
 - B. It shall conduct a continuing survey of the Club's plan and assets and shall from time to time review the funds available for the acquisition or construction of Capital Improvements.
 - C. No member shall commit the Club to acquisition or construction of Capital Improvements prior to approval by the Board.
- Section 20: **Bar**
- A. This assignee shall have general supervision over the purchase of inventories of the bar, the fixing of prices for articles and services sold, and the employment of bar employees.
 - B. This assignee shall formulate Rules of Conduct relating to the use of the Bar area.
 - C. This assignee may delegate portions of his responsibilities to the Bar personnel.
- Section 21: **Nomination Committee**
The nominating committee is charged with the responsibility of presenting to the membership the most qualified candidates available for election to the Board of Directors.

ARTICLE VIII

BYLAW CHANGES

Section 1: Amendment of Bylaws

- A. These Bylaws, or any part thereof, may be modified, altered, amended, or repealed by the affirmative vote of a majority of all members of the Board at any regular meeting of the Board; provided, however, that the modification, alteration, amendment, or portions to be repealed must be served on each Board member at least seven (7) days prior to the meeting at which such action is to be taken. This time table cannot be waived.
- B. Any modification, alteration, amendment or repeal of the Bylaws, or any part thereof, by the Board shall not be effective until ratified by an affirmative vote of a majority of the "Voting Membership" voting as prescribed in Section 1C below; provided, however, that copies of the sections so modified, altered, amended or repealed by the Board shall be available to the regular membership at the Clubhouse at least ten (10) days prior to the day in which the vote shall take place.
- C. Voting by the general membership for such approval shall take place on the day of any of the four (4) regular quarterly Board meetings (January, April, July, and October). Voting may be done at any time during the day, from the time the Clubhouse regularly opens until 7:00 pm. At 7:00 pm the ballot box shall be closed, and the ballots shall be counted by the Bylaws Committee. Upon completion of the tabulation of the votes, the committee will announce the results and post the vote count on the bulletin board. In all voting for such changes, each "Voting Membership" shall have one (1) vote, with the person comprising that membership unit being responsible for deciding who shall cast that membership's vote.

Section 2: Board Authority

- A. The Board of Directors of Rolling Hills Country Club, Inc. shall have the authority to conduct all business involving Rolling Hills Country Club, Inc and to make all decisions affecting Rolling Hills Country Club, Inc. Such authority may be delegated to individual members of the Board of Directors who are responsible for particular areas, subject to the final approval of the Board of Directors.
- B. Any decision by the Board of Directors of Rolling Hills Country Club, Inc. to sell, lease, or otherwise grant any easement or other interest in property of Rolling Hills Country Club, Inc., or any decision granting an individual an honorary membership, shall not be binding upon the corporation until such time as the action of the Board of Directors has been approved by a vote of the majority of all regular members present and voting at the next regular quarterly Board meeting; providing, however, that copies of the resolution passed by the Board shall be available to regular members at the Clubhouse at least ten (10) days prior to the quarterly open Board Meeting at which the vote shall be taken.