

BYLAWS OF BOIS BE SIOUX COUNTRY CLUB

ARTICLE I. MEMBERSHIP

Section 1. Qualifications. The members of this corporation shall consist of all persons ~~and parties to whom membership certificates have been issued and which have not been terminated and all other~~ who pay for seasonal memberships or pay green fees. All of the foregoing persons and parties who participate in the activities of this corporation, must abide by ~~its~~ the corporation's rules and regulations, and pay such dues or fees as may be required by the Board of Directors.

Section 2. Voting Privileges. Every member of this corporation shall be entitled to only one (1) vote ~~without regard to whether or not he is the holder of previously issued full or fractional certificate of membership or any number of the same~~ at all membership meetings. Proxy voting is not allowed.

~~Section 3. Transfer of Certificates of Membership. Any individual holding a full or fractional membership certificate may transfer the same to his spouse or child by properly endorsing and surrendering his membership certificate to the corporation whereupon a new certificate shall be issued. A spouse or child of a member who inherits a full or fractional membership from an individual member may be issued a membership certificate in his own name upon surrendering his properly endorsed membership certificate to the corporation. No other membership may be transferred. No transfer of any membership certificate may be made where the member seeking to transfer the certificate is under suspension.~~

Section 3. Certificates of Membership. All stock certificates of membership are cancelled and of no further force and effect.

Section 4. Members' Addresses. All members of the corporation are required to keep on file with the secretary of the corporation a current mailing address and to notify the secretary of the corporation of any change in their mailing address.

ARTICLE II. EXPULSION AND SUSPENSION OF MEMBERS

Section 1. Suspension for Failure to Pay Fees or Debts. Any person who fails to

pay a fee or debt due to the corporation when due, including any annual fee or ~~dues~~ which ~~is are~~ assessed against such person by action of the Board of Directors, may be declared delinquent by the Board of Directors and shall upon such declaration be ~~automatically~~ suspended and denied all clubhouse ~~and,~~ playing privileges, and voting privileges until such time as full payment has been made. ~~No additional action by the Board of Directors shall be necessary to put the suspension into effect except in cases of disputed bills in which case no suspension shall take place until such time as the particular member is given an opportunity for a full hearing before the Board of Directors in the same manner as hearing are held to consider suspension for other causes.~~

~~Section 2. Suspension for Failure to Maintain Mailing Address. Any member who shall fail to keep on file with the secretary of this corporation a current mailing address may be suspended by the Board of Directors. The fact that notices mailed to such member over a period of two years have been returned undelivered shall be sufficient evidence to justify suspension for this cause. Such suspension may be lifted at any time within 10 years if the member furnishes the secretary of the corporation with a current mailing address. After such suspension has been in effect for 10 years the Board of Directors may order the member's name stricken from the rolls of membership and in such case such member shall no longer be a member of this corporation and shall no longer have any rights or privileges or interest in this corporation.~~

~~Section 3. Expulsion and Suspension for Other Causes. The Board of Directors shall have the authority to expel or suspend by a 6/8ths vote of all of the directors any member of this corporation whose actions violate club rules or are determined to be detrimental to the welfare or good name of this corporation.~~

~~Section 3. Suspension. Before any such expulsion or suspension of a member, a hearing must be held by the Board of Directors. At least 10 days prior to said hearing a written notice shall be sent to the member whose expulsion or suspension is to be considered stating the time, place and purpose of such hearing, and the nature of the charges against him the member and inviting him the member to attend. A member who is expelled from the corporation shall lose all rights and privileges and interest in the corporation. Suspensions may only occur by the affirmative vote of not less than six members of the Board.~~

~~Section 4. Appeal. Any member who has been expelled or suspended by action of the Board of Directors or otherwise may appeal such suspension or expulsion to the members~~

~~of this corporation by filing a request for such appeal with the president or secretary of this corporation. Upon receiving such request the Board of Directors shall put such appeal on the agenda of the next annual or special meeting of the members of this corporation for reconsideration by the members at such meeting.~~

ARTICLE III. FEES AND DUES

Section 1. Membership Fees, Dues and Other Payments. All fees, dues and other payments required to be paid by members of this corporation shall be determined by the Board of Directors acting in accordance with the Articles and Bylaws of this corporation.

Section 2. Annual Fees and Dues. ~~Each year,~~ the Board of Directors shall fix the annual fees and dues of the members of this corporation as soon as practicable ~~after the annual meeting of the members of this corporation. At such time the Board of Directors shall also determine the date at which time such fees and dues must be paid in order to avoid delinquent payment, but never later than January 15 of each year.~~

ARTICLE IV. DIRECTORS

Section 1. Number, Qualifications and Term of Office. The governing body of this corporation shall consist of a board of eight directors. The president of the ladies auxiliary of the Bois de Sioux Country Club shall be a director and all directors holding office at the time this Bylaw takes effect shall continue to hold office until the expiration of their terms. With the exception of the president of the ladies auxiliary, when vacancies occur new directors shall be elected at the annual meeting of the members of this corporation for three-year terms. All directors must be members of the corporation. All directors shall hold office until their successors are elected and qualify.

Section 2. Meetings. The Board of directors shall meet at the call of the president or any director and must hold at least one meeting every month. Except for regular meetings of the board where the time and place of such meetings has been fixed in advance by action of the board of directors, all directors shall be given reasonable notice of the meetings of the board.

Section 3. Quorum. Five members of the board of directors shall constitute a quorum for the transaction of any business.

Section 4. Vacancies. In the event that any director dies or resigns, the remaining directors shall appoint another person to fill the office of such director for the balance of ~~his~~said

director's unexpired term.

Section 5. Committees. The board of directors may appoint such committees as they deem necessary-, which committee members need not be members of the board of directors.

ARTICLE V. OFFICERS

Section 1. Officers. At the first meeting of the board of directors immediately following the annual meeting of the members of this corporation, the following officers shall be elected for a term of one year: a president, a vice president, a secretary and a treasurer. The board of directors may also appoint such other officers as it may consider necessary including an executive secretary. The president and vice president must be a member of the board of directors. Other officers need not be members of the board of directors.

Section 2. President's Duties. The president shall preside at all meetings of the directors and at all meetings of the members of this corporation. ~~He~~The president shall have the general charge and control over the affairs of this corporation subject to the action of the board of directors and the members of this corporation.

Section 3. Vice President's Duties. The vice president shall perform the duties of the president in the absence or disability of the president.

Section 4. Secretary's Duties. The secretary shall keep minutes of all meetings of the members and directors, shall keep a complete list of all of the members of this corporation and their mailing addresses and shall mail all notices when notices are required and shall perform all other duties pertaining to that office.

Section 5. Treasurer's Duties. The treasurer shall receive all monies collected and keep the funds of the club in such depositories as may be approved by the board of directors and perform all other duties normally pertaining to such office.

Section 6. Assistants. The board of directors may appoint such assistants to the officers as it deems necessary and these assistants need not be members of the board or members of the corporation.

Section 7. Delegation of Duties. In cases where an officer is absent or disabled, the board of directors may delegate the duties of such office to any other person.

ARTICLE VI. EXECUTION OF INSTRUMENTS

Section 1. ~~Documents Requiring Seal.~~ All documents which require the seal of the corporation shall be signed by the president or vice president and either the secretary or treasurer of the corporation. Seal. The use of a corporate seal is not required on any corporate signed document.

Section 2. Checks. Checks shall be signed by such persons as the board of directors may authorize.

ARTICLE VII. CORPORATE SEAL

Section 1. Corporate Seal. This corporation ~~shall~~does not have or use a corporate seal ~~which shall be in such form as the board of directors may determine.~~

ARTICLE VIII. MEETINGS OF MEMBERS

Section 1. Quorum. Twenty-five members shall constitute a quorum to transact any business at any meeting whether annual, special or regular, of the members of this corporation.

Section 2. Annual Meetings. The members of this corporation shall meet annually during the months of ~~November and December~~March or April of each year and the date, place and time of such meeting during such month shall be determined by action of the board of directors.

Section 3. Special Meetings. Special meetings of the members of this corporation may be called by the president, any two directors or any ten members of this corporation.

Section 4. Regular Meetings. The members of this corporation at any annual or special meeting may direct regular meetings of the members of this corporation be held in addition to the annual meeting.

Section 5. Notice. ~~Public notice by radio announcement and newspaper publication through the Wahpeton radio station and the Wahpeton Daily News, or their successors~~Notice of the meeting, stating the place, day, hour of the meeting and, in the case of a special meeting or special resolutions at annual meetings, the purpose or purposes for which the meeting is called shall be given not less than ten (10) nor more than fifty (50) days before the date of

the meeting by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. No notice need be given of a regular meeting whose date, place and time is established by the members of this corporation at any special or annual meeting. Meeting notices shall be given by mail and email to members who have provided to the corporation their mailing address or email address, and one public announcement in the Richland County legal newspaper and which notice shall also be included on the corporation's website.

ARTICLE IX. AMENDMENT OF ARTICLES AND BYLAWS

Section 1. Amendment of Articles. The Articles of Incorporation shall be amended in the manner provided for by the laws of the State of North Dakota.

Section 2. Bylaws. Bylaws and Amendments to Bylaws may be drafted and approved by the board of directors and submitted to the members of this corporation for their approval at any annual or special meeting of the members of this corporation. At such meeting, the members of this corporation may either approve or disapprove such proposed Bylaw and may make amendments to the proposal submitted by the board of directors. No Bylaw or Amendment shall become effective until it is approved by a majority vote of the members voting upon such Bylaw or Amendment at the meeting where it is considered. Whenever the board of directors proposes a new Bylaw or an Amendment to an existing Bylaw, a notice of the annual or special meeting where such Bylaw or Amendment is to be considered by the members shall contain the revised Bylaw or Amendment or a general summary of the proposal to be voted upon.

ARTICLE X. SALE, EXCHANGE, MORTGAGE AND ENCUMBRANCE OF REAL ESTATE

Section 1. Sale, Exchange, Mortgage or Encumbrance of Real Estate. The board of directors may sell, exchange, mortgage or encumber any real estate owned by the corporation only with the approval of the members of this corporation at a special or annual meeting of the members. Any such sale, exchange, mortgage or encumbrance of real estate shall be proposed by the board of directors and submitted to the members for their approval. A notice of the meeting where the matter is to be considered by the members of this corporation shall contain a statement of the action proposed or recommended by the board of directors. Notwithstanding the foregoing, the board of directors shall not need the approval of the members to lease or sublease any real property owned or leased by the corporation for a period not in excess of three years, to grant utility or road easements or street easements to any municipality or municipal corporation when they deem it is in the best interests of the corporation to do so, and to make and execute plats.

ARTICLE XI.

EFFECTIVE DATE OF THESE BYLAWS

Section 1. Effective Date. From and after the date of their adoption the foregoing Bylaws consisting of Articles from I to XI inclusive shall be in full force and effect and shall supersede and replace in their entirety all previously existing Bylaws and Amendments thereto.

CERTIFICATE OF ADOPTION

WE HEREBY CERTIFY, that the foregoing Bylaws of the Bois de Sioux Country Club consisting of Articles numbered from I to XI inclusive were duly approved and adopted at a special meeting of the members of the Bois de Sioux Country Club at which a quorum was present on the ~~14th~~ 16th day of ~~April, 1982~~ November, 2026.

BOIS DE SIOUX COUNTRY CLUB

By /s/
~~David — Conzemius~~ Fred Strege,
President

By /s/
~~Fred — Strege~~ Carla Broadland,

Secretary

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