

**BY-LAWS
OF THE
SPRINGBROOK GOLF AND COUNTRY CLUB
ADOPTED SEPTEMBER 19, 1995
RATIFIED JANUARY 30, 1996**

**ARTICLE I
BOARD OF DIRECTORS**

SECTION ONE: The government of the club shall be vested in its Board of Directors and Board of Directors shall have all the powers, not otherwise reserved by these by-laws, to operate, manage, control and supervise the club premises, its employees, tenants and agents; to pass rules for the management and government of the club and to fix and enforce penalties for the breach of club by-laws and rules. The Board shall have full power to make all contracts necessary for the operation of the club and to do such other acts as it may deem necessary for the welfare of the club, including the authority to fix and require membership dues, initiation fees and any and all other methods of raising revenue for the fiscal management of the club. The Board may, at its discretion, delegate administrative authority to designated committees, agents and employees. Any action of the Board, however which contravenes these by-laws, shall be a nullity.

SECTION TWO: The Board of Directors shall consist of twelve (12) members of the club, to be elected as hereinafter provided: of which seven (7) shall constitute a quorum. The affirmative vote of not less than the majority of Board members present shall be required for binding action of the Board unless otherwise stated in these by-laws.

SECTION THREE: The Board shall convene monthly and shall by resolution, fix a regular date of meetings, provided however, the President may, by due notice of at least twenty-four hours, call any special meeting. A special meeting of the Board shall also be called upon written request of three or more members of the Board.

SECTION FOUR: *SELECTION OF DIRECTORS* – A nominating committee consisting of an equal number of members currently serving on the Board of Directors and members from the membership at large shall be appointed at the regular August board meeting for the purpose of nominating candidates for directors. The President shall appoint the chairman of this committee.

At or prior to the regular September meeting the aforesaid committee shall present to the President a slate of four (4) candidates to serve a three year term or until their successor is elected; provided however, in the event of vacancies on the Board, for any cause, which have not been filled as hereinafter provided in this Article I, Section Ten, the nominating committee may be asked by the Board of Directors to nominate additional candidates in accordance with the number of vacancies. Each candidate must be a

member in good standing and must have agreed to accept the responsibilities of a directorship.

SECTION FIVE: *PUBLICITY OF NOMINATIONS* – Upon receipt of the report of the Nominating Committee, the President shall cause the membership to be notified by mail, no later than October 1, of the names of the persons nominated as candidates for directors, and the right of petition.

SECTION SIX: *NOMINATION BY PETITION* – Additional names of candidates for directors may be nominated by petition bearing the genuine signatures of at least ten (10) members in good standing of the club. Such petition shall be filed with the President within ten (10) days after the notice has been given of the names of those nominated. The petition shall be accompanied by a signed form stating the nominee's willingness to serve on the Board. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

SECTION SEVEN: *ELECTION OF DIRECTORS* – If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of four (4) candidates shall be declared elected by the Board of Directors at their regular October meeting.

If a legal petition shall present additional candidates, the names of all the candidates shall be arranged on a ballot in alphabetical order. Instruction will be given to vote for four (4). The President shall cause this ballot to be mailed to the members of the club within fifteen (15) days after the closing date for nominations. The ballot shall be marked in accordance with instructions printed on the ballot and returned to the club office no later than November 1.

A committee on election, composed of three (3) members of the club appointed by the President and not standing for election, shall count those ballots that have been returned by the stated time and submit the results thereof in a written report to the President, said report being certified by the signature of each member of said committee. Those four (4), or as more as provided in Article I, Section Four hereinabove, nominees receiving the highest number of votes shall be elected. In the event of a tie vote, the committee on election shall determine the successful candidate by lot.

The Board of Directors shall at their regular November meeting declare the four (4) candidates with the greatest number of votes elected and the President shall cause the newly elected directors to be notified of the time and place of the December meeting of the board.

SECTION EIGHT: *SEATING OF DIRECTORS* – All newly elected Board members shall be seated at the regular December meeting of the Board. New officers shall be elected as provided in Article II, Section Two hereinafter at the January meeting of the Board. Retiring directors shall continue to serve without vote until the annual meeting of the membership.

SECTION NINE: The retiring President shall preside at the annual meeting of the membership and shall at such meeting announce the names of the newly elected directors and officers and at such time shall transfer the mantle of office to the incoming officers.

SECTION TEN: Vacancies on the Board of Directors, for any cause, shall be filled for the unexpired term to which the director was elected within sixty (60) days of the vacancy by a majority vote of the Board of Directors, provided however, the vacancy has not been filled as provided in the Article I, Section Four.

ARTICLE II OFFICERS

SECTION ONE: The officers of the club shall be a President, a Vice-President and a Secretary/Treasurer.

SECTION TWO: The Board of Directors shall elect the aforesaid officers from among their number at the January meeting of the Board. Officers elected, shall hold office until the January meeting of the next year or until their successors are elected.

SECTION THREE: In the event of a vacancy in the office of the Presidency, the Vice-President shall automatically become the President for the remainder of the term and a vacancy shall arise in the Vice-Presidency. A vacancy in the office of Vice-President or Secretary/Treasurer shall be filled by election of the Board of Directors for the remainder of the term for which the officer was elected.

ARTICLE III DUTIES OF OFFICERS

SECTION ONE: The officers of the club shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by the club. The duties of the respective officers shall include, but not be limited to, the following descriptions:

- a) **PRESIDENT** – The president of the club shall serve as the executive head of the club. He shall preside at all meetings of the membership, Board of Directors and Executive Committee, appoint all committees with the exception of the nominating committees, select all committee chairmen, and exercise general supervision and control over all affairs of the club.
- b) **VICE-PRESIDENT** – The Vice-President shall exercise the powers and perform the duties of the President in the absence or disability of the President. The Vice-President shall, at the discretion of the President, have immediate jurisdiction of all committees assigned by the President.
- c) **SECRETARY/TREASURER** – The Secretary/Treasurer shall cause to have recorded the minutes of all meetings of the club, the Board of Directors and the Executive Committee. He shall be responsible for the safeguarding of all funds

received by the club and shall cause such funds to be deposited in such bank or banks as may be designated by the Board of Directors. The Secretary/Treasurer shall keep financial records and shall make monthly reports to the Board of Directors. At the close of each fiscal year, as set forth in Article IX, Section Three of these by-laws, or at the annual meeting of the membership the Secretary/Treasurer shall present a report of the financial status of the club to the Board and to the membership. He shall cause the monies of the club to be disbursed by check bearing two signatures authorized by the Board of Directors and shall, along with the Finance Committee, be responsible for preparing a budget to be presented at the regular November meeting of the Board as provided in Article XII, Section One of these by-laws.

ARTICLE IV EXECUTIVE COMMITTEE

SECTION ONE: The President, Vice-President, Secretary/Treasurer and one other member elected from the Board of Directors shall constitute the Executive Committee.

SECTION TWO: The Executive Committee shall have general supervision of the affairs of the club between meetings of the Board of Directors and shall have power to act in the event of an absence of a quorum at meetings of the Board. The Executive Committee shall fix the hour and place of its meetings, make recommendations to the Board, and shall perform such other duties as are specified by these by-laws. No acts of the Executive Committee shall conflict with the action taken by the Board of Directors.

SECTION THREE: Three members of the Executive Committee shall constitute a quorum.

SECTION FOUR: Meetings of the Executive Committee may be called by any member of the committee by giving a twenty-four (24) hour notice. Said committee may or may not meet on a regular basis, and at its discretion may set the dates of such meetings.

ARTICLE V COMMITTEES

SECTION ONE: *STANDING COMMITTEES* – Standing Committees shall include, but not be limited to, a House Committee, a Finance Committee, a By-Laws Committee, a Pool Committee, a Tennis Committee, a Golf Committee, a Grounds Committee, a Social Committee and a Membership Committee.

SECTION TWO: Any committees, standing or special, with the exception of the Nominating Committees, shall be appointed by the President. The President shall be ex-officio a member of all committees except the Nominating Committees.

SECTION THREE: No committee has the power to institute major changes in established procedure or make any changes in buildings or grounds without the approval of the Board of Directors.

SECTION FOUR: The chairman of each committee, with the approval of the President, shall have the power to designate the number of members constituting such committees.

ARTICLE VI MEMBERSHIP

SECTION ONE: There shall be six classes of membership as follows:

- a) **FULL MEMBERSHIP** – Any adult person shall be eligible, if in all other respects qualified and approved to hold Full Membership. A Full Membership entitles the member and his family to participate in all activities of the Club including Golf, Tennis, Swimming, Clubhouse privileges and any other activity subject to appropriate rules.
- b) **SOCIAL MEMBERSHIP** – A Social Membership entitles the member and his family to participate in Clubhouse activities, Swimming and Tennis in accordance with policy set forth by the Board of Directors. (Adopted February 25, 2011 Annual Meeting that no Social Non Resident Membership Category be available.)
- c) **CLUBHOUSE MEMBERSHIP**– (Adopted February 12, 2010 Annual Meeting) The Clubhouse Membership will provide Dining Room benefits only to the member and will include dependants as defined in the By-Laws (spouse and child(ren) living in the household). This membership contains no included access to the pool, tennis courts or the golf course. There will be no non-resident discount and will be subject to all assessments and dues increases.
- d) **JUNIOR NON CHARGING MEMBERSHIP** – (Adopted April 3, 2009 Annual Meeting) Any person under the age of 35 years shall be eligible, if in all other respects qualified and approved, to hold a Junior Membership. A Junior Membership entitles the member to all participation activities of a Full Membership, with the exception of charge privileges. The Board of Directors, for Junior Members, will set dues at 40% of Full Members dues for all of 2009. Upon reaching his/her thirty-fifth birthday the Junior Member shall then pay the same dues as a Full Member and have full privileges.
- e) **WIDOW / WIDOWER MEMBERSHIP** – (Adopted February 12, 2010 Annual Meeting) The individual must be age 65 or older with 20 years of consecutive full membership in good standing. Membership will provide full benefits to the widow / widower individually and will not include any dependants, other family members or significant others. (No dependant additions available – they can however elect to change status to Full Resident with no penalty or waiting period.) There will be no non-resident discount and will be subject to all assessments and dues increases.
- f) **INTERMEDIATE MEMBERSHIP** – (Adopted February 25, 2011 Annual Meeting) Any person under the age of 40 years shall be eligible, if in all other

respects qualified and approved, to hold an Intermediate Membership. An Intermediate Membership entitles the member to all participation activities of a Full Membership, with a discounted rate. Upon reaching his/her fortieth birthday the Intermediate Member shall then pay the same dues as a Full Member.

- g) **COMPANY MEMBERSHIP** – A Company Membership shall be held only by a legally recognized company having a place of business in the six county areas of McMinn, Monroe, Polk, Bradley, Loudon and Meigs. Such membership shall be considered void and the membership nontransferable, when the company becomes inactive, inoperative, or otherwise ceases normal business operations. Any company owning a Company Membership may designate three (3) employees of that company for membership in the club. Any person designated by the company for one of its employee memberships shall be a full time employee of the company and shall be subject to the approval of the Board in the usual manner of applicants for membership. The company shall be responsible for any and all fees, dues and charges not paid by the designated employee member. An employee membership may be transferred from one full-time employee to another full-time employee, again subject to the approval of the Board in the usual manner of applicants, and in accordance with any financial terms which may be adopted by the Board. Such members may participate in all activities of the club. A Company Membership may not be transferred in any fashion to another company or individual, provided however, that any previous employee who has used a corporate membership for five (5) continuous years shall be granted a personal membership without paying any initiation fee regardless of any other policy of the club. Any employee thus granted such personal membership shall be regarded as a personal member for the entire five or more years and children of such members shall have the rights afforded other members children. The Board of Directors shall establish an initiation fee for a Company Membership at three (3) times the membership fee for a Full Membership.

SECTION TWO: Members, whether full or social members, may be resident or non-resident members, defined as follows and effective henceforward from the date of the adoption of these By-Laws:

- a) **RESIDENT MEMBERS** – All members of the club who reside within the following Tennessee counties: McMinn, Monroe, Polk, Bradley, Loudon and Meigs.
- b) **NON-RESIDENT MEMBERS** – All members of the club whose usual residence and legal domicile is located outside the resident membership area hereinabove defined.

SECTION THREE: Any existing classes of membership provided by previous By-Laws or decisions of the Board of Directors and not included in these By-Laws shall continue as to members presently within these classes. Upon resignation, death or other termination by such member or members the classification shall cease to exist. No new members or any reinstatement of membership shall be received into the club under any of these “grandfathered” classes of membership.

SECTION FOUR: *OTHER MEMBERSHIP* – The Board may, from time to time, establish other member classifications, except in taking such action, the vote of the Board must be unanimous.

SECTION FIVE: *MEMBERSHIP BENEFITS* – The benefits of members shall inure to the member, spouse and any children or dependents under the age of twenty-five (25) years residing in the household of the member.

- a) Any child or dependent of a member who graduates from college or reaches the age of twenty-five (25) years, or becomes married, whichever comes first, shall no longer be eligible to use the club facilities under the membership of a parent.
- b) Any child or dependent of a member who is physically or mentally handicapped to the extent that he is expected to remain a dependent of the parents or guardian shall be eligible to use the club facilities under the membership of parents or guardian regardless of the age of the child.
- c) Children or dependents of current members (members who have been a continuous member for at least five (5) years in good standing, may prior to attaining their thirtieth (30th) birthday apply for membership without paying an initiation fee. This benefit is available only once per child or dependent. It shall not apply to any subsequent application for membership. For purposes of other sections of these by-laws, a member who joins under this subsection shall be treated as if they have paid an initiation fee.
- d) Gratuities to employees shall not be mandatory and shall be at the discretion of the member.

SECTION SIX: *NEW MEMBERS* – Applicants for all memberships must file with the Secretary, a written application upon a form approved by the Board of Directors, accompanied by a check for necessary fees, stating applicant's residence, business address and occupation. The application must have three resident members of the club as endorsers who must recommend the applicant, state the qualifications of such applicant, and state how long they have personally known the applicant.

- a) All applicants shall be referred to the Membership Committee. It shall be the duty of said committee to thoroughly investigate such applications for membership, and to report the findings as to fitness to the Board of Directors. Upon approval or rejection by the Board of Directors of an applicant for membership, said applicant shall be notified by mail of his acceptance or rejection. Following notification of his acceptance the new member shall be accorded all privileges, duties, and obligations of the membership in the Club.

SECTION SEVEN: *VOLUNTARY TERMINATION OF MEMBERSHIP* – A member desiring to terminate his membership shall notify the Board of Directors in writing and the resignation shall be accepted by the Board of Directors effective the postmark date of the letter of resignation or, if hand delivered, the date said resignation is received. The member shall be liable for all dues accrued until his resignation is received, provided however, any resignation received before the member becomes

delinquent in dues shall be judged to be a resignation in good standing and no dues shall accrue.

SECTION EIGHT: *INVOLUNTARY TERMINATION OF MEMBERSHIP* – Memberships may be terminated or suspended under the following conditions and procedures:

- a) Any member guilty of misconduct and any member whose conduct shall be injurious to the character or interest of the Club, or who shall violate the by-laws or established rules, may be terminated or suspended from the Club by the affirmative vote of not less than two-thirds of the members of the Board of Directors. The Board of Directors shall be the sole judge of what constitutes misconduct, what conduct is injurious to the character of the club, and what constitutes a violation of the by-laws and/or established rules of the Club.
- b) Before any member can be terminated or suspended for misconduct ten (10) days notice in writing that such action will be considered by the Board of Directors at a time and place mentioned in said notice, together with a written specification of the charge against said member shall be personally delivered to said member, if practicable. In the event that personal delivery of said notice is impracticable, the notice may be mailed by Certified Mail, Return Receipt Requested, to the member's last known address. Said member has the right to appear before the Board of Directors at the specified time if he so desires.
- c) (Adopted April 3, 2009 Annual Meeting) Any member of the Club who is delinquent in his financial obligations for sixty (60) days past due from the statement date, shall be notified by the Board of Directors or its duly authorized agent that:
 1. Any further Member charge privileges will be immediately terminated.
 2. Further use of the Club or facilities in any capacity will be prohibited.
 3. All Club charges; fees and dues are immediately due and payable.Until the member account is fully paid in total of any and all outstanding amounts the above conditions of membership apply. If at any time in the next thirty (30) days, not to exceed ninety (90) days in total from statement date, the member account is brought current, all privileges will be restored. If the account is not brought to current status within the ninety (90) day period, the Board of Directors shall cancel said membership and the member be so notified.
- d) Any person who, for any cause, shall cease to be a member shall immediately thereafter forfeit his membership privileges.

SECTION NINE: *CHANGE OF MEMBERSHIP STATUS* – A member may request of the Board of Directors a change of membership status if the following conditions are applicable:

- a) If a non-resident member shall move within the resident membership area the member shall report to the club secretary at the time of his change of residence and apply for resident membership.

- b) If a resident member should move outside the resident membership area and its desirous of becoming a non-resident member, the member shall ascertain that there are no fees owing against his membership and, by request to and approval of the Board of Directors, may be granted a non-resident membership.
- c) If a member desires to change his/her membership status to any other classification of membership it shall be necessary for the member to apply to the Board of Directors, and such application shall be considered at the next regular meeting of the Board.
- d) A company membership is not available to individuals and no membership held by an individual under any classification can be changed to a company membership.

SECTION TEN: REINSTATEMENT OF PREVIOUS MEMBERS – Members who have resigned from the club or have been involuntary terminated from the membership in the club may be reinstated by approval of the Board of Directors under the following terms and conditions:

- a) Persons who have been members of the club previously, and either have been members for five (5) years or have paid an initiation fee, and have resigned from membership in good standing for reasons of health, military service, job relocation or any acceptable reason at the discretion of the Board of Directors, not to include personal preference, may, upon application to and approval of the Board of Directors, be reinstated as a member one time only without paying any additional initiation fee.
- b) Persons who have been involuntarily terminated from membership in the club shall not be considered for reinstatement until one full year has elapsed from the date of termination and until all previous financial obligations to the club have been paid in full. Such previous members shall be required to pay the then in effect initiation fee whether or not they have owned stock or have previously paid an initiation fee to the club.

SECTION ELEVEN: GUEST POLICY – All guests shall be sponsored by a member for any club visit. The conduct of the guest will be the responsibility of the host member of the club and any quest guilty of misconduct may be barred from the club by affirmative vote of 2/3 of the members of the Board of Directors. Guests living with the resident membership area as defined in Article VI, Section Two (a) shall be limited to three (3) visits of any nature per calendar year to the club.

ARTICLE VII RESOLUTION OF COMPLAINTS

SECTION ONE: Complaints by the membership shall be in writing and shall be addressed to the committee chairman supervising the area of the complaint. It shall be the responsibility of the committee chairman to resolve complaints, if practicable, and

respond to the complainant within thirty (30) days of receipt of the complaint. If said committee chairman is unable to resolve a complaint, for any reason, he shall bring said complaint to the attention of the Board of Directors at its next regular meeting and the Board shall act on said complaint and respond to complainant within thirty (30) days of said board meeting.

SECTION TWO: In the event resolution of a complaint by a committee chairman does not meet the satisfaction of the complainant, complainant may appeal, in writing, to the Board of Directors. The Board shall act on the complaint at the next regular meeting of the Board of Directors following receipt of the complaint and shall respond to the complainant within thirty (30) days of said meeting. All decisions by the Board of Directors on such complaints shall be final.

ARTICLE VIII MEETINGS

SECTION ONE: *ANNUAL MEETING* – Unless otherwise ordered by the Board of Directors, the annual meeting of the membership shall be held at the club facility on the third Tuesday in January at such hour as may be designated by the Board. Ten percent (10%) of the total membership shall constitute a quorum.

SECTION TWO: *SPECIAL MEETINGS* – The Board of Directors may, upon its own motion, and shall, upon written request of fifty (50) club members, call a special meeting of the membership. At least ten (10) days notice shall be given by mail and a notice posted in a conspicuous place in the clubhouse. The purpose of the meeting shall be stated in the call and no business shall be transacted except that stated in the call.

SECTION THREE: All business at any regular or special meeting of the membership may be transacted by a majority vote unless otherwise stated in these by-laws.

SECTION FOUR: *VOTING RIGHTS* – All members in good standing shall have full voting privileges at any meeting of the membership.

ARTICLE IX BUDGET AND ADMINISTRATION

SECTION ONE: An annual budget shall be prepared by the Secretary/Treasurer, along with the Finance Committee, prior to the November meeting of the Board of Directors and shall be adopted by the Board at its regular December meeting. In the preparation of the budget, the Board may require each committee desiring to have funds allocated during the year prepare and submit an itemized statement of expenses anticipated for the coming budget year and the Board may, at its discretion, change or deny all or any such requests.

SECTION TWO: After adoption of the budget by the Board of Directors, the budget may not be revised upward except upon the affirmative vote of the majority of the directors and only then if funds are available in the club treasury, and not otherwise appropriated, insufficient amount to meet the proposed upward revision. The Board may reduce any part of the budget, and it shall be its duty to do so, if it reasonable appears that the income of the club will not be equal to the budget for the succeeding months.

SECTION THREE: *FISCAL YEAR* – The fiscal year of the club shall be the calendar year.

SECTION FOUR: *ANNUAL STATEMENTS* – There shall be an annual statement of a nature to be determined by the Board of Directors prepared by a firm or an individual selected by the Board of Directors. A report from the named firm or individual shall be given to the Finance Committee who shall present it to the Board of Directors. Upon request, the Board of Directors shall make such annual statements available to all members of the club.

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION ONE: The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconstant with these by-laws and any special rules of order the club may adopt.

ARTICLE XI AMENDMENTS

SECTION ONE: These by-laws may be provisionally amended by a two-thirds vote of the Board of Directors. The Board may operate under the provisional amendment(s) shall be presented for ratification to the membership of the club. Prior to said annual meeting of the membership, a notice shall be mailed to each member of the club listing the amendment(s) to be presented for ratification. Ratification by the membership shall require two-thirds of the votes cast, a quorum being present. Failing such ratification, the provisional amendment(s) shall be declared null and void and the Board shall return to the original procedures as set forth in these by-laws.

ARTICLE XII PRECEDING BY-LAWS

SECTION ONE: All by-laws previously adopted by the club are hereby repealed and abolished.

