

BY-LAWS OF
BUTTE DES MORTS COUNTRY CLUB, INC.

ARTICLE 1. PRINCIPAL OFFICE

The principal office of Butte des Morts Country Club shall be located in Appleton Wisconsin at 3600 West Prospect Avenue.

ARTICLE II. PURPOSE

The Club is organized pursuant to IRC Section 501(c) (7) with the purpose of providing golf and other recreation and entertainment opportunities to its members and their guests. No part of any net earnings of the Club shall inure to any member.

ARTICLE III. MEMBERSHIP

Section 1 - Membership shall be divided generally into two major classifications known as Golfing memberships and Social memberships as detailed in Appendix A. All membership applicants (with the exception of the Junior Associate category) must be at least 21 years of age.

It shall be presumed that the person who applied for membership is the member of record unless that person designates, in writing, his or her spouse as the member of record. If a member of record dies, his or her spouse shall be entitled to continue as a member without paying an initiation fee. The surviving spouse, however, will be subject to payment of the same dues, fees and assessments that any other member in that classification must pay.

In the event of the divorce of a member, the member of record may continue as a member in the same classification subject to the payment of dues, fees and assessments paid by any other member in that classification. The non-designated spouse shall have the privilege of applying for a membership in that classification and shall be subject to payment of the same fees, dues and assessments applying to membership in that classification. Initiation fees will be waived if the non-designated spouse applies for membership within six months of the divorce.

Section 2 – The Board of Directors may designate other classes of membership from time to time.

Section 3- The number of memberships in each class shall be limited from time to time as shall be determined by the Board of Directors.

Section 4 - No membership shall be subject to transfer by sales, assignment, inheritance, descent, or otherwise.

Section 5 - Membership may be terminated by voluntary resignation, death, or expulsion. Any voluntary resignation shall be in writing and must be received at the club by the 15th day of the current month to be effective at the end of that month. Any written resignations received at the club after the 15th day of the current month will be effective the last day of the following month. Termination of membership by resignation, death, expulsion, or otherwise shall operate as a release by the member of any and all rights to and interests in the property and assets of the club.

Section 6 - Any Golfing member who voluntarily resigns their membership or changes to a Social membership and is in good standing, and has kept current with all indebtedness, may rejoin Butte des Morts or return to a Golfing membership within 18 months of their exit by meeting the following criteria:

- 1) There is an opening in the membership category for which they are applying. (If there is not an opening, they move ahead of all new applicants on the waiting list, but behind any other reinstatements.)
- 2) They petition their request in writing to the Board of Directors and fill out a membership application.
- 3) They pay the equivalent of all dues, assessments, minimums, and other expenses that occurred during their absence or category change up to a maximum of the current initiation fee.

The Board of Directors must give final approval for all reinstatements.

Any former member wishing to rejoin Butte des Morts past the 18-month time frame noted above, will be treated like any other new applicant.

Any Social member who voluntarily resigns their membership and is in good standing, and has kept current with all indebtedness, may rejoin Butte des Morts by paying the equivalent of all dues, assessments, minimums, and other expenses that occurred during their absence up to the maximum of the current initiation fee for Social membership at the time of rejoining.

Section 7 - The Board of Directors may approve a demit (temporary leave of absence) of membership due to medical issues, relocation or financial hardship at their discretion. Demit requests shall be put in writing and submitted to the General Manager. All demits are subject to the following conditions:

- 1) The member must be in good standing with the Club.
- 2) The demit must be in 12-month increments.
- 3) During the demit period members may only use the Club as the guest of another member.
- 4) Returning to the Club in less than 12 months requires payments of all dues/fees equal to what all other members in that category paid during the period.
- 5) During a demit period, the membership and all conditions of the membership are temporarily suspended.

The demit is granted at the discretion of the Board. Under extraordinary circumstances, the payment of dues/fees as detailed in item number four above, may be modified at the discretion of the Board.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1 - The annual or any special meeting of the members shall be at such time and place as shall be designated by the Board of Directors.

Section 2 - At all meetings of members, a member entitled to vote may vote by proxy appointed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be deemed to have been withdrawn if the member shall be present at such meeting in person. Such proxy may be voted in accordance with its terms, and in the event of any dispute over the terms of said proxy, the person designated to cast such proxy vote shall be deemed to have the power to cast such vote as if said member were present in person.

Section 3 - Twenty members may call a special meeting of the Club by posting a written call over their signatures on the bulletin board at the clubhouse and mailing notice to all members. Special meetings of the Club may be called by order of the Board of Directors or by the President or Secretary of the Club. Ten days notice of all meetings shall be given by mail to the members of the Club having voting privileges. Notices of all special meetings of the Club shall state the purposes for which such special meeting is called, and at special meetings of the Club no business shall be transacted except such as shall have been included in the notice of call for such meetings.

Section 4 - Members holding one-tenth of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at a meeting of members.

Section 5 - A majority of the votes present, either in person or by proxy, shall be necessary for the adoption of any matter voted upon by members unless a greater proportion is required by these By-laws.

ARTICLE V. BOARD OF DIRECTORS, AND OFFICERS

Section 1 - The Board of Directors shall consist of thirteen voting members. Voting members shall be classified into three classes, the first consisting of 5 members including 3 Resident members, 1 Junior member and 1 Social member; the second consisting of 3 3 Resident members; the third consisting of 5 members including 3 Resident members, 1 Junior member and 1 Social member. All voting directors shall hold their offices for three years, except when elected or appointed to fill vacancies. Such directors shall be elected by ballot at the annual meeting of the Club in each year. No director shall serve more than two consecutive terms, or a total of six consecutive years. The Social and Junior directors shall be elected by their fellow members in their respective membership classifications. Any ties in votes cast shall be broken by a vote of the full Board of Directors.

Section 2 - Any vacancy occurring in the Board of Directors may be filled for the duration of the term of the director to be replacing by the affirmative vote of a majority of the directors then in office, though this may be less than a quorum. Vacancies occurring because of an increase in the authorized number of directors will be filled in like manner until the succeeding annual election.

Section 3 – Directors are expected to attend at least two-thirds of Board meetings each year and assume an active role in committee assignments.

Section 4 – A director may be removed from the Board in the event of inappropriate behavior or non-attendance at Board meetings by an affirmative vote of more than two-thirds of the remaining directors.

Section 5 – The Board shall annually elect a President, Vice-President, Secretary and Treasurer whose duties are:

- 1) The President presides over the Annual Meeting and meetings of the Board of Directors and Executive Committee. The President shall have authority to make decisions in the event of an emergency or other situation where a decision must be made before it is practical to call a meeting of the Board of Directors or Executive Committee.
- 2) The Vice-President shall discharge the duties of the President in his or her absence at meetings or if the President cannot be contacted in situations requiring an immediate decision.
- 3) The Secretary is responsible for maintaining a record of all meetings for members of the Board of Directors.
- 4) The Treasurer presides over the Finance Committee, which has administrative responsibilities for the financial affairs of Butte des Morts and meets as determined by the Treasurer to review the annual budget, monthly financial results, and interim forecasts.

Each officer's term shall begin upon election by the Board at the conclusion of the Annual Meeting and conclude at the end of the following year's Annual Meeting.

Vacancies in officer positions caused for any reason shall be filled by a simple majority vote of the Board.

ARTICLE VI. DIRECTORS MEETINGS

Section 1 – The Board of Directors will meet monthly with notice of the time and place of such meetings given by telephone or electronic mail at least two weeks prior to such meeting.

Section 2 – Special meetings of the Board of Directors may be called at any time by the President or Secretary upon twenty-four (24) hours notice, which notice may be given by telephone or electronic mail and such meetings may be held at the clubhouse or at such other place as may from time to time be determined by the Directors.

Section 3 - A majority of the Board of Directors shall constitute a quorum to transact any business.

Section 4 - A majority vote of the directors present shall be necessary for the adoption of any matter voted upon by the directors, except as otherwise provided by these By-laws.

Section 5 – Matters brought before electronic meetings require the affirmative vote of at least 10 of the 13 directors for approval.

ARTICLE VII. INDEMNIFICATION

Section 1 – In accordance with the Wisconsin statutes the Club shall indemnify a director or officer of the Club against liability incurred by such director or officer in a proceeding to which such director or officer was a party because he or she is a director or officer of the Club, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the Club and the breach or failure to perform constitutes any of the

following:

- 1) A willful failure to deal fairly with the Club in connection with a matter in which the director or officer has a material conflict of interest.
- 2) A violation of criminal law, unless the director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful.
- 3) A transaction from which the director or officer derived improper personal profit.
- 4) Willful misconduct.

Section 2 – The Club shall indemnify a director or officer of the Club for all reasonable expenses including any actual attorney fees incurred in a legal proceeding if he or she was a party because he or she is a director or officer of the Club, unless such expenses were incurred because the director or officer breached or failed to perform a duty he or she owes to the Club and the breach or failure to perform constitutes one of the four items enumerated under Section 1 above.

ARTICLE VIII. INSURANCE

Section 1 – As provided in the Wisconsin Statutes, the Club shall purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the Club against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, director or officer of the Club or arising from his or her status as an employee, agent, director or officer of the Club, regardless of whether the Club is required or authorized to indemnify or allow expenses to the individual against the same liability under Article VII.

Section 2 – The Club shall purchase and maintain insurance on behalf of the member who acts as agent for the subordinated note holders as Chairman of the Subordinated Notes Committee against liability asserted against or incurred by such member in his or her capacity as agent for the subordinated notes holders.

ARTICLE IX. STANDING COMMITTEES

Section 1. The President shall appoint directors to the following standing committees promptly following each annual meeting of the shareholders. In addition to the following standing committees, the Board of Directors may also appoint, from time to time, such other committees as it deems necessary or advisable for the management of the Club and its affairs. Except as otherwise specifically provided in these By-laws, the President, in his or her discretion, may appoint all committee members, but may delegate the appointment of other members of the committee to the committee chair.

Section 2 - The standing committees and their duties shall be as follows:

- 1) Golf Committee: The Golf Committee shall consist of not less than five (5) members, at least one of whom is a director and shall oversee all golf and golf related events. The Golf Committee shall also serve as the Club's Handicap Committee.
- 2) Grounds and Greens Committee: The Grounds and Greens Committee shall consist of not less than five (5) members, at least one of whom is a director and shall be in oversee the golf course and its maintenance.
- 3) Club Committee: The Club Committee shall consist of not less than five (5) members, at least one of whom is a director. The Club Committee shall have over-all advisory responsibility for all matters pertaining to the management, operation and maintenance of the clubhouse, pool, and tennis facilities and make appropriate recommendations to the Board and Directors for any improvements.
- 4) Membership Committee: The Membership Committee shall consist of not less than five (5) members, at least one of whom is a director and shall focus on obtaining, maintaining and approving membership.
- 5) Finance Committee: The Finance Committee shall consist of not less than five (5) members, including the Treasurer, who shall be the committee chair. The Finance Committee shall have administrative responsibility for the financial affairs of the Club.
- 6) Strategic Planning & Governance Committee: The Strategic Planning & Governance Committee shall consist of not less than five (5) members, including the members of the Executive Committee and a minimum of at least one at large member. Past Club Presidents shall be invited to be at large members. The Committee shall be responsible for (a) the maintenance of the Club's Strategic Plan, including an annual report to the Board on the progress under that plan, (b) the development of succession plans for Officer and Board positions, and (c) the annual maintenance of the Club's By-laws and rules.

Section 3 - It shall be the duty of each committee chairperson to submit a monthly report at each Board meeting, or designate another director or the General Manager o the Club to submit their committee report.

ARTICLE X. POWERS OF DIRECTORS

Section 1 - In addition to all powers conferred by law and the Articles of Association, the Board of Directors shall have power:

- 1) To appoint additional committees as it shall deem necessary for the proper administration of the affairs of the Club and to fix the duration and powers of such committees.
- 2) To fix the amount and times of payment of assessments, initiation fees and dues for the various classes of members, and from time to time as shall seem expedient or necessary, to alter the amounts and the time or times of payments.
- 3) To forfeit the membership of any member of the Club for non-payment of dues, assessments or any other indebtedness or for any misconduct. The Board of Directors shall be judge of what constitutes misconduct, but the term is intended to include sexual harassment, and abuse or intimidation of other members or members of the staff.
- 4) To impose fines upon members for misconduct, and the Board of Directors shall be judge of what constitutes misconduct.
- 5) To fill any vacancy which may occur in any office.
- 6) To admit visitors to the Club as appropriate.

- 7) To appoint and dismiss all employees of the Club or grant this power to the General Manager as appropriate.
- 8) To make rules for the use of the Club by its members and for their conduct in the clubhouse and on the grounds, and any other regulations consistent with the By-laws.
- 9) To fix and remit penalties for the violation of these By-laws or the Club Rules.
- 10) To call special meetings for considering specific subjects.
- 11) To have charge of all property, effects and assets of the Club.
- 12) To prescribe rules of procedure relative to application for membership in the Club.
- 13) To impose such restrictions regarding the use of the clubhouse and facilities of the Club by members and guests as the Board may from time to time deem advisable and consistent with the By-laws.
- 14) To exercise full discretionary power in all matters not provided for in these By-laws.

Section 2 – Absent a specific power, the Board is empowered to do everything necessary or advisable in the opinion of the Board, and not clearly inconsistent with the By-laws, in connection with the control of the property, funds, and affairs of the Club.

ARTICLE XI. EXECUTIVE COMMITTEE

Section 1 - The Board of Directors may from time to time provide for and elect from among the officers and directors of the Club an Executive Committee of such number and with such powers as the Board of Directors may annually prescribe. The President of the Club shall be a member of such Executive Committee and shall preside at all meetings. The Vice President shall preside at such meetings in the absence of the President. A simple majority of Executive Committee members shall constitute a quorum for the transaction of business.

Section 2 - Meetings of such Executive Committee may be called in like manner and upon like notice as is provided with respect to special meetings of the Board of Directors. A quorum of the Executive Committee may transact all business to be transacted by the Board of Directors, except such business as by the provisions of these By-laws requires a vote of a specific number of the Board of Directors.

ARTICLE XII. FISCAL YEAR

Section 1 - The fiscal year of the Club shall end on the 30th day of November in each year, and a statement shall be rendered prior to or at the annual meeting of the members of the Club.

ARTICLE XIII. CONSTRUCTION OF BY-LAWS

Section 1 - Upon all questions of construction of these By-laws the decisions of the Board of Directors, or, in the intervals between regular meetings, the decision of the Executive Committee, shall control.

ARTICLE XIV. AMENDMENT TO THE BY-LAWS

Section 1 - These By-laws may be amended from time to time by a majority vote of the resident members, at any annual meetings, or at any special meeting called for that purpose.

ARTICLE XV. CORPORATE FUNDS

Section 1 – All funds of the Club not otherwise employed shall be deposited in such banks, savings and loan associations or trust companies as the Board of Directors may from time to time determine appropriate.

Section 2 – All checks, drafts, notes and evidence of indebtedness of the Club shall be signed by the President and/or such other officer or officers of the Club as the Board of Directors from time to time may designate.

APPENDIX I. MEMBERSHIP CLASSIFICATIONS

Section 1 - GOLFING MEMBERSHIP – Full voting rights attach only to Resident Voting Membership, and the Non Resident B Voting Membership, hereinafter described. Subject to rules and regulations hereinafter set forth, a Golfing member, his or her spouse, significant other, children and guests are entitled to all of the privileges and uses of the clubhouse, golf course, tennis court and swimming pool (significant other defined as a non married couple in a committed relationship, including a same sex couple. The significant other needs to be designated in the beginning of the golf season and only one per season or year). Children of Golf members may participate in all children's activities upon payment of fees for each program set each year by the Board. Grandchildren of Golfing members may participate in children's activities, subject to availability, on a first come first served basis, but with Resident members having priority over Social members.

The golfing membership category is further sub-divided into the following:

- 1) **RESIDENT VOTING MEMBERSHIP** - Includes adult members who have been duly accepted into such membership and have paid the full initiation fee and dues and are in good standing. In the case of a married resident, voting member, either spouse may be designated as the member of record and therefore entitled to vote and hold office. Only one vote attaches to a resident voting membership. It shall be presumed that the person who applied for membership is the member of record unless that person designates, in writing, his or her spouse as the member of record.
- 2) **NON-RESIDENT MEMBERSHIP** - Includes two membership classifications:
 - a. **NON-RESIDENT A** - This is a closed membership. Current members in this category who have no residence of any kind, for any time period, either owned, leased, or rented within 50 miles of Appleton, Wisconsin are grandfathered with full use of the club's facilities.
 - b. **NON-RESIDENT B** - Is a voting membership category and is designed for those members who spend a minimum of five consecutive months at a residence beyond 50 miles of Appleton, Wisconsin and are fully retired. The regulations with regard to the determination of the membership eligible to vote, hold office, and succession

in the event of death or divorce, etc., are the same as those for the Resident Voting Membership.

- 3) **JUNIOR 21 MEMBERSHIP** - Is a non-voting membership and shall be limited to applicants who are between the ages of 21 to 36 years of age. In the event that the applicant is married, the age of the older spouse shall be used to determine eligibility for Junior 21 Membership. Junior 21 members automatically become a Junior 37 member effective the first day of the month in which they turn 37 years of age and with payment of all charges related to Junior 37 member status including the difference in the initiation fee applicable to each category (unless initiation fees were waived initially). Voting rights are limited to that related to the Junior classifications' director.
- 4) **JUNIOR 37 MEMBERSHIP**- Is a non-voting membership and shall be limited to applicants who are between the ages of 37 and 40 years of age. In the event that the applicant is married, the age of the older spouse shall be used to determine eligibility for a Junior 37 Membership and for change to a Resident membership. Junior 37 members automatically become Resident members effective the first day of the month in which they turn 41 years of age and with payment of all charges related to resident member status including the difference in the initiation fee applicable to each category (unless initiation fees were waived initially). Voting rights are limited to that related to the Junior classifications' director.
- 5) **JUNIOR ASSOCIATE/GRANDCHILD MEMBERSHIP** - The children and grandchildren of Resident voting members and Non-Resident B members, who pay the annual dues, may become Junior Associate members with full privileges according to the membership category of their parent or grandparent with the exception that the Junior Associate membership is non-voting. A Junior Associate would need to qualify under either of the following criteria:
 - a. Grandchildren under the age of 19, (must be accompanied by their grandparent at all times.)
 - b. Unmarried and their principal place of residence is identical to their parents and are 18 to 23 years of age, **or** Unmarried and full-time students and are 18 to 25 years of age.
 - c. Junior Associate Membership continues until the end of the year in which they reach the age of 23 under (a) above or the age of 25 under (b) above.
 - d. Children and grandchildren of Resident members and Non-Resident B members may submit their application to the membership committee for approval. The annual fee is to be included with the application.
 - e. If eligibility should change during the year, the Junior Associate fee will be refunded on a pro-rated basis.
- 6) **CLERICAL MEMBERSHIP** – This membership category is closed. Current members in this category are grandfathered and have full use of the Club's facilities (but do not have voting rights) and are restricted to ordained members of the clergy, who do not have another career outside of the clergy.

- 7) **CORPORATE GOLF** - This membership is closed. Current members in this category are grandfathered and have full use of all the Club's facilities (and have full voting rights).

Section 2 - SOCIAL MEMBERSHIPS - Entitles the member, spouse, children, children of the spouse, and guests of the member to the privileges of the clubhouse, tennis courts and swimming pool. Children of Social members and grandchildren of Social members may participate in all children's activities upon payment of fees for each program set each year by the Board. Social members shall be entitled to the privileges of the golf course only as paying guests of a golfing member and subject to the same limitations of play and payment of fees as prescribed in the yearbook for guest play except as Social members their privileges entitle them to:

- 1) Play golf three times each year and bring up to three guests each time without a golfing member (must pay all green fees.)
- 2) Play golf twice more each year, in the company of a golfing member (regular greens fees apply.)
- 3) Participate in golf events at normal entry fees at the Club Professional's discretion.
- 4) Take advantage of the Mill River Plan of which the annual fee is determined by the Board of Directors.
- 5) Take advantage of the Range Plan of which the annual fee is determined by the Board of Directors.

Children of Social members may participate in all children's activities upon payment of fees for each program set each year by the Board. Grandchildren of Social members may participate in children's activities, subject to availability, after considering requests relating to grandchildren of Golf members, on a first come, first served basis.

Voting rights are limited to that related to the Social classification's director.

Section 3 - CORPORATE CLUB MEMBERSHIPS - The Corporate Club membership is non-voting membership which allows corporate members and their family use of the Club's pool, tennis courts and clubhouse.

The requirements of a Corporate Club Membership are as follows:

- 1) There must be at least 3 members from a corporation, partnership or business.
- 2) Any applications must be approved by the Board of Directors.
- 3) Memberships are transferable within the corporation, partnership or business at a fee of \$175.00. Membership is open to all new members.