

BYLAWS
CASEY COUNTRY CLUB INC.

Casey Country Club Bylaws

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ARTICLE I

Purpose

The purposes of the corporation as stated in its certificate of incorporation are for: recreational, educational, and athletic activities for the community of Casey, Illinois, in conjunction with the golf course, clubhouse and other community projects of general interest to the community by way of education, recreation and athletic activity.

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II

Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the board of directors may from time to time determine.

ARTICLE III

Classes of Members

SECTION 1 – CLASSES OF MEMBERS

That there shall be but two classes of membership and members of the Casey Country Club, namely Class A and Class B.

Class A membership shall consist of all persons who have been members of the club prior to January 1, 1956, and who shall have paid all dues and tax for the year 1956 on or prior to July 15, 1956 and members of the club who have been confirmed by a two-thirds vote of the Board of Directors and have paid in full the fees applicable to secure Class A membership after July 15, 1956.

Class A members shall have the right to vote and participate in the management of said club and its affairs and in the event of the dissolution of the club or the sale or conversion of the club assets, Class A members shall share equally in said assets or the proceeds from their sale or conversion.

Class A memberships shall be limited in number to 100. The dues for Class A memberships shall be in such amount, as the Board of Directors shall from time to time determine.

Class A members shall be assessable from time to time by action of the Board of Directors for the purpose of paying the debts and expenses of the operation of the club, and the failure by any Class A member to pay any and all dues, tax and assessments when due and payable shall forfeit such member's membership to the club. The club shall have the right to issue and sell all forfeited Class A memberships to any other person, who shall thereupon become a Class A member.

Class A social members shall have all rights of members except they shall not have the right to play golf upon the club's course.

After July 15, 1956, the club shall issue to each Class A member a suitable certificate of membership, either playing or social. Class A membership certificates may not be transferred or sold.

Class B memberships shall be divided into two groups, namely playing and social, and Class B membership shall have all the rights of Class A memberships except that they shall have no vote in the management of the affairs of the club, nor any right or interest in the club's assets or property. They shall not pay less than the dues of Class A memberships to be from time to time determined by the Board of Directors, and shall be subject to the same assessments as Class A memberships, except for any bonded or mortgage debt of the club.

Class B memberships may be created and terminated by action of the Board of Directors at any time, in sole discretion of the Board.

That this amendment to the bylaws shall not be changed or amended except upon the affirmative vote of not less than two-thirds of members owning Class A memberships at any time any change or amendment is proposed and to be voted upon by Class A members.

SECTION 2. - ELECTION OF MEMBERS.

Members shall be elected by the board of directors. An affirmative vote of two-thirds of the directors shall be required for election.

SECTION 3. - VOTING RIGHTS.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. - TERMINATION OF MEMBERSHIP.

The board of directors by affirmative vote of two-thirds of all of the members of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these bylaws.

SECTION 5. - RESIGNATION.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay annual dues theretofore accrued and unpaid.

SECTION 6. - REINSTATEMENT.

Upon written request signed by the former member and filed with the Secretary, the board of directors may by the affirmative vote of two-thirds of the members of the board reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

SECTION 7. - TRANSFER OF MEMBERSHIP

Membership in this corporation is not transferable or assignable.

ARTICLE IV

Meetings of Members

SECTION 1. - ANNUAL MEETING.

An annual meeting of the members shall be held on the third Tuesday in January of each year beginning at the hours of 6:30 o'clock, PM., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

SECTION 2. - SPECIAL MEETING.

Special meetings of the members may be called either by the president, the board of directors, or not less than one-tenth of the members having voting rights.

SECTION 3. - PLACE OF MEETING

The board of directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. - NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than (5) five nor more than (45) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. - INFORMAL ACTION BY MEMBERS.

Any action required to be taken at the meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. - QUORUM.

The members holding one-tenth of the votes, which may be cast at any meeting, shall constitute a quorum, at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. - PROXIES.

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after (11) eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V

Board of Directors

SECTION 1. - GENERAL POWERS.

The affairs of the corporation shall be managed, by its board of directors.

SECTION 2. - NUMBER, TENURE AND QUALIFICATIONS.

The number of directors shall be seven. Each director shall hold office for a term of three (3) years or until his successors shall have been elected and qualified. Directors need not be residents of Illinois or members of the corporation.

SECTION 3. - REGULAR MEETINGS.

A regular annual meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the board without other notice of such resolution.

SECTION 4. - SPECIAL MEETINGS.

Special meetings of the board of directors may be called by or at the request of the president of any (2) directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.

SECTION 5. - NOTICE.

Notice of any special meeting of the board of directors shall be given at least (2) days previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. - QUORUM.

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

SECTION 7. - MANNER OF ACTING.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provide by law or by these bylaws.

SECTION 8. - VACANCIES.

Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of members.

SECTION 9. - COMPENSATION.

Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VI

Officers

SECTION 1. - OFFICERS.

The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any (2) or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. - ELECTION AND TERM OF OFFICE.

The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. - REMOVAL.

Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. - VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the un-expired portion of the term.

SECTION 5. - PRESIDENT.

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the board of directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and other such duties as may be prescribed by the board of directors from time to time.

SECTION 6. - VICE PRESIDENT.

In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice president in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 7. - TREASURER.

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article VIII of these bylaws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 8. - SECRETARY.

The secretary shall keep the minutes of the meetings of the members' and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 9. - ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.

If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge for their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VII

Committees

SECTION 1. - COMMITTEES OF DIRECTORS.

The board of directors, by resolution adopted by a majority of the directors in office may designate one or more committees, each of which shall consist of (2) two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

SECTION 2. - OTHER COMMITTEES.

Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the president of the corporation shall appoint the member thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. - TERM OF OFFICE.

Each member of a committee shall continue as such until the next annual meeting of the member of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. - CHAIRMAN.

One member of each committee shall be appointed chairman.

SECTION 5. - VACANCIES.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. - QUORUM.

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. - RULES.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

SECTION 1. - CONTRACTS.

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. - CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer and officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or and assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. - DEPOSITS.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. - GIFTS.

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Certificates of Membership

SECTION 1. - CERTIFICATES OF MEMBERSHIP.

The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed a new certificate may be issued therefore upon such terms and conditions as the board of directors may determine.

SECTION 2. - ISSUANCE OF CERTIFICATES.

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section I of this article.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall begin on the eighteenth day of January and end on the seventeenth day of January each year.

ARTICLE XII

Dues

SECTION 1. - ANNUAL DUES.

The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

SECTION 2. - PAYMENT OF DUES.

Dues shall be payable on or before March 15th and not later than May 1st of the calendar year.

SECTION 3. - DEFAULT AND TERMINATION OF MEMBERSHIP.

When any member of any class shall be in default in the payment of dues for a period of two months from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the board of directors in the manner provided in Article III of these bylaws.

ARTICLE XIII

Seal

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XIV

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least (2) two days written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting; subject, however, to the approval of the members at the next annual meeting.