

2022 BYLAWS THE MEADOWS COUNTRY CLUB, INC.

ARTICLE I NAME, PURPOSE, GENERAL POWERS

The name of the club is The Meadows Country Club, Inc., a not-for-profit corporation, (the "Club"). The purpose of the Club is to promote social enjoyment, golfing, tennis, fitness, swimming and other activities in an atmosphere of camaraderie and congeniality for Members and their invited guests, as a social club organized and operated to qualify for exemption from federal income taxes under Section 501 (c) (7) of the Internal Revenue Code.

Consistent with the foregoing, the Club reserves the right from time to time to limit, regulate and modify playing privileges for each category of membership, and to establish rules governing access and starting times with respect to the golf courses, the tennis courts and other recreational facilities of the Club. Notwithstanding the foregoing, the Club may temporarily limit or suspend playing privileges.

ARTICLE II OWNERSHIP, MEMBERSHIP, VOTING and RECIPROCAL CLUB AGREEMENTS

SECTION 1. OWNERSHIP and VOTING

A. Ownership .. All Annual Members shall be Owners of Club assets.

Voting .. Every Annual Member in good standing shall have one vote on all matters submitted to the Members for vote.

SECTION 2. MEMBERSHIP & RECIPROCAL PRIVILEGES

A. Membership Categories

The Board of Governors shall have the power to create membership categories, to limit the number of members permitted in each category of membership and to define the privileges associated with each membership category.

B. Family Memberships and Single Memberships

1. Family Membership allows the following to use the Club's facilities to the extent provided by the category of membership held.
 - a.) The Member.
 - b.) An additional adult who resides with the Member on a full time basis.
 - c.) Any unmarried children or grandchildren who are under age 21 and who reside with the Member on a full time basis;
 - d.) Any unmarried children or grandchildren who are under the age of 25 who reside with the Member on a full time basis and attend school on a full time basis.

C. Single Memberships include only the Member.

A single membership does not entitle a spouse, child or any other person who resides with the Member to use the Club's facilities except as a guest of the Member, who shall pay guest fees for such person.

D. Reciprocal Agreements.

The Board of Governors shall have the right to enter into reciprocal privilege agreements with other clubs.

ARTICLE III MEMBERSHIP APPLICATIONS, UPGRADES, DOWNGRADES, TERMINATION, TEMPORARY MEMBERSHIP TRANSFERS & GUESTS

SECTION 1. APPLICATIONS

An application for membership must be submitted to the Board of Governors (the "Board") in the form prescribed by the Board and under such terms and conditions as shall be established by the Board.

SECTION 2. MEMBER DOWNGRADE REQUESTS:

A. Downgrade Requests For Any Reason:

Requests to downgrade the Member's dues category for any reason must be submitted to the Secretary on or before November 30 and will become effective January 1 of the following year.

B. Downgrade Requests For A Medical Reason:

Requests to downgrade the Member's dues category because of a medical condition of the Member or anyone who has family membership privileges may be submitted to the Secretary at any time and will be forwarded to the Board for consideration. If approved, the downgrade will be subject to such terms and conditions as the Board may establish. Downgrading Members shall not be entitled to a refund of initiation fees but prepaid dues will be refunded on a pro rata basis.

SECTION 3. MEMBER UPGRADE REQUESTS:

A Member may advise the Secretary at any time of a desire to upgrade the Member's dues category and the upgrades shall become effective the first day of the following month so long as a vacancy exists in the desired category. An upgrading Member shall pay the total fees, in effect at that time for the new category less any credits which may be allowed by the Board for fees previously paid.

If there is no vacancy in the desired category, the Member's name shall be placed on a waiting list maintained by the Secretary and the Member shall continue to pay Dues for the present category until such vacancy exists and the change is made.

SECTION 4. MEMBER RESIGNATIONS AND DEATH:

A. Procedure for Resignation and When the Resignation becomes Effective:

Any Member or representative of a Member (such as the administrator or executor of the Member's estate) may resign from the Club by giving written notice of resignation to the Secretary. The resignation shall become effective, for dues paying purposes, at the end of the second month after the month in which the notice is given unless the Board allows the resignation to become effective at an earlier date.

B. Use of Club Facilities following Notice of Resignation:

Resigning Members may use the Club facilities during the period dues are paid and will be responsible for the payment of all applicable fees and charges.

C. Prepaid Dues Reimbursement:

When a Member resigns or dies, such person or estate will be reimbursed on a prorated basis for any prepaid Dues.

D. Death or Disability of the Member, Transferring a Membership to a Family Member:

If a Member dies or becomes disabled that person's membership may be transferred to a person with Family Membership privileges who has been designated by the Member to succeed to the membership. The designation shall be in writing and shall be filed with the Club. Within 60 days following the death or notification to the Club of the medical disability of the Member, the Designee shall advise the Secretary whether or not the Designee wishes to exercise the privileges of membership and if so, as a family or single Member. If the Designee does not elect to exercise the privileges of membership, the Dues shall cease at the end of the second month after the death of the Member or notification of medical disability. In the event a Member has not filed a written designation with the club, the membership may be transferred to a person who has been a Family Member. All membership transfers are subject to approval by the Board.

SECTION 5. TEMPORARY MEMBERSHIP TRANSFERS TO LESSEES OF RESIDENTIAL UNITS.

Article II Section 6 of the March 6, 2017 Meadows Country Club, Inc. Bylaws, which allowed Club memberships to be leased to monthly residential lessees, is effective; provided, however, any member who leased a membership to a non-member in 2020 or 2021 will retain those membership lease rights until December 31, 2023, at which time they will expire.

SECTION 6. GUEST PRIVILEGES:

Guests of a Member may be extended guest privileges in the Member's category of membership subject to applicable guest fees and charges. Members are responsible for the conduct of their guests and for all charges incurred by their guests. Guest rules and restrictions shall be determined by the Board of Governors and privileges may be denied, withdrawn or revoked at any time for reasons considered sufficient by the Board in its sole and absolute discretion.

ARTICLE IV... MEMBERS MEETINGS

SECTION 1. MEETING VENUE AND NOTICE

- A. Venue... The Venue for all member meetings shall be in Sarasota County, Florida.
- B. Notice of member meetings must be communicated to Members by mail or by electronic transmission (if the Member has consented to receiving notices by electronic transmission).
- C. The notice of meeting shall state the date, time, place and agenda.

SECTION 2. ANNUAL MEETINGS.

An annual meeting of the Members of the Club shall be held in the month of March. The annual meeting shall be held for the purposes of receiving reports of officers and others, electing governors, and for such other business as may properly be brought for consideration by the Members.

SECTION 3. ANNUAL MEETING NOTICE.

In scheduling the annual meeting the Secretary shall give reasonable notice to all Members and shall strive to give not less than thirty nor more than sixty days notice prior to the meeting and a copy of the notice shall be posted prominently in at least four different places on Club property.

SECTION 4. SPECIAL MEETINGS

A. Special meeting may be called:

- 1. By the President; or
- 2. By the Board on the written request of a majority of the members of the Board; or
- 3. By the written request of ten percent of the Members of the Club.

B. Special meeting requests by Members of the Board or by Members of the Club:

- 1. Shall be submitted to the President in writing and shall set forth the reason for the request; and
- 2. The President shall then:
 - a.) Schedule the meeting so that it is held within thirty days of receiving the request; and
 - b.) Give the Members reasonable notice of the time, date, place and purpose of the special meeting.

SECTION 5. QUORUM AND VOTING PERCENTAGE.

- A. **Quorum** The presence, either in person or by proxy, of Members having fifty percent of the votes then entitled to be cast shall constitute a quorum at any meeting of the Members.
- B. **Majority vote required to pass motion.**
The affirmative vote of a majority of the votes represented in person or by proxy at any meeting of the Members is necessary for the passage of any motion or taking any action by the Members unless otherwise provided in these Bylaws.

C. Amendments to the Bylaws

Amendments to these Bylaws shall require the affirmative vote of two-thirds of those Members voting in person or by proxy at a meeting in which a quorum is present.

ARTICLE V ... BOARD OF GOVERNORS

SECTION 1. BOARD RESPONSIBILITY FOR GOVERNANCE AND ADMINISTRATION:

The governance and administration of the affairs of the Club shall be vested in a Board of Governors.

SECTION 2. COMPOSITION OF THE BOARD:

The Board shall consist of twelve Members irrespective of membership category.

SECTION 3. TERM/VACANCIES

Governors shall be elected to serve a term of four consecutive years unless they are elected to fill a vacant Board position. When vacancies occur due to death, resignation, inability to perform duties, removal or otherwise, the Board shall fill such vacancies by appointment. An appointed Board Member shall be eligible for election to a four-year term.

SECTION 4. NOMINATING COMMITTEE TO SELECT BOARD CANDIDATES

- A. **When appointed.** The Board shall appoint a Nominating Committee before November 1 of each year.
- B. **Composition of Nominating Committee.** The Nominating Committee shall be composed of seven Members of the Club or their spouses or significant others. Two of the seven Nominating Committee Members shall be Members of the Board.
- C. **Guidelines for candidate selection.** The Nominating Committee, in its efforts to identify Club members as candidates for Governor, shall be guided primarily by the candidate's competence, capabilities, and commitment to the Club. The committee shall make every effort to recruit candidates who reflect, as much as possible, all categories of membership.
- D. **Term of Nominating Committee.** Members of the Nominating Committee shall serve for a term of one year or until their successors are appointed.
- E. **Report of the Nominating Committee.** The Nominating Committee shall, at least forty-five days prior to an Annual Meeting, submit to the Board the names of those Members of the Club recommended by the Committee to be elected to the Board at the annual Member meeting.

SECTION 5. PROCEDURE FOR CLUB MEMBERS TO NOMINATE BOARD CANDIDATES

Annual Club Members in good standing may nominate candidates for the Board of Governors by submitting a petition signed by fifty Members of the Club. The petition must reflect that the candidate is willing to serve and must be filed with the Secretary at least forty-five days prior to the Annual meeting. The names of any such nominees, shall be posted prominently in at least four different places on Club property and shall be included in any proxy mailing to the Members of the Club.

SECTION 6. ELECTION OF BOARD CANDIDATES AT ANNUAL MEETING.

Voting by Members may be in person or by proxy. There shall be no cumulative voting. Candidates on each slate receiving the highest number of votes required to fill a vacancy shall be declared elected.

SECTION 7. BOARD MEETINGS and SELECTION OF CLUB OFFICERS

A. Board Organizational Meeting An organizational meeting of the Board shall be held within 15 days after each Annual Meeting. At this meeting, the Board shall consider any matters before it and shall elect a President, Vice President, Secretary and Treasurer and such other officers having such duties as the Board from time to time determines to be appropriate.

B. Club officers

1. PRESIDENT. The president shall preside at all meetings of the Members and Governors and shall enforce observance of the provisions of these bylaws and all rules and regulations of the Club. The President may call special meetings of the Board, shall be an ex-officio member of all committees, and is authorized and empowered to execute all papers and documents requiring execution in the name of the Club.

2. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform and carry out all duties and responsibilities of the President.

3. SECRETARY. The Secretary shall keep records and minutes of all meetings of Members and of the Board and be responsible for giving all required notices of meetings. The secretary shall have custody of the Seal of the Club and all membership records shall be kept under the Secretary's supervision.

4. TREASURER. The Treasurer shall be Chairman of the Finance Committee. The Treasurer shall cause to be collected, held and disbursed, under the direction of the Board, all monies of the Club, and it shall be the Treasurer's duty to collect monies due the Club. The Treasurer shall keep or cause to be kept regular books of account and all financial records of the Club and shall submit to the Board a budget proposal for the next fiscal year in sufficient time for the Board to approve the next fiscal year's budget by October 31. The Treasurer shall submit financial statements monthly in the form requested by the Board. The Treasurer shall deposit or cause to be deposited all monies of the Club in accounts in the Club's name, in banks designated by the Board, and shall give a bond for faithful performance in the amount directed by the Board, the premium for which

shall be paid by the Club. Any person or persons having access to monies of the Club or its bank accounts shall be similarly bonded.

C. Who can be a Club Officer

The President and Vice President must be Governors. The Secretary and Treasurer do not have to be Governors.

D. Regular Board Meetings

The Board shall have at least six regular meetings in each year at such times and at such places in Sarasota County, Florida as the Board shall determine.

E. Special Board Meetings

Special Board meetings may be called either at the request of the President or at the request of at least three Governors. The Board shall be given at least ten day notice of any special meeting unless the exigencies of the moment require less than ten day notice.

F. Board Meetings, Quorum, Majority Vote

- 1) Quorum. The presence, either in person or through the use of any communication of a majority of the Board, whereby all Board Members participating may simultaneously hear each other during the meeting shall constitute a quorum for the purpose of any regular or special meeting.
- 2) Majority vote. The affirmative vote of a majority of the votes represented in person or by Board member simultaneous participation is necessary for the passage of any motion.

SECTION 8. BOARD POWERS AND DUTIES

The Board shall:

- A. Do all acts and things necessary to carry out the purposes of the Club (except that the Board shall not have authority to amend or change these Bylaws, which authority shall reside in the Members).
- B. Manage the Club's finances in a fiscally reasonable and responsible manner and set such dues, dues discounts and fees, including initiation fees, and such other charges as are appropriate for fulfilling that responsibility and shall strive to approve a budget for the next fiscal year by October 31 of each year.
- C. Approve committee chairpersons appointed by the President, employ managers and other employees and delegate such authority as is considered necessary for the proper operation and management of the Club.
- D. Adopt rules governing dress code, conduct, and club activities.
- E. Have the power generally to do all acts as lawfully permitted for not-for-profit corporations by law, statute, its charter and these bylaws, and to determine the interpretation or construction of Club by laws and rules.

SECTION 9. BOARD MEMBERS SERVE GRATUITOUSLY

Members of the Board of Governors shall receive no compensation from the Club for their services but can be reimbursed by the Club for Club related expenses.

SECTION 10. CONSENT TO BOARD ACTION WITHOUT MEETINGS

The Board may act on matters requiring Board approval without a meeting if 2/3 of the Governors consent to the proposed action in writing or by electronic communication. The consents executed under this provision shall be filed in the minutes of the proceedings of the Board.

SECTION 11. REMOVAL OF BOARD MEMBER

A Board member may be removed from office for malfeasance, misfeasance, non-performance or neglect of duties upon a 2/3 vote of the Board of Governors.

ARTICLE VI ... COMMITTEES

SECTION 1. STANDING COMMITTEES. The President each year, after the organizational meeting of the Board, subject to approval of the Board, shall designate the chairpersons of each of the following committees: Ambassador, Finance, Communications, Food and Beverage, Bylaws/Rules and Regulations, Tennis, Golf, Membership, Social, Women's Club, Pool and Fitness and Activities. The Chairperson of the Finance Committee shall be the Treasurer. In the event that the chairperson of any committee is not a Board Member, the President shall appoint a liaison from the Board to that committee.

SECTION 2. AD HOC COMMITTEES. The President, subject to the approval of the Board, may, from time to time, appoint Ad Hoc Committees, with such powers and composition as the President, with Board approval shall determine.

SECTION 3. SERVICES OF COMMITTEE MEMBERS. Committee chairs shall have the power to appoint committee members. The chairperson or any other member of a committee may be terminated at any time by the President with the approval of the Board.

ARTICLE VII... DUES AND ASSESSMENTS

SECTION 1. DUES.

- A.** The Board will strive to set the Dues to be charged to Members for the ensuing calendar year no later than by October 31. It is the policy of the Club that the annual and all other Dues, plus other receipts by the Club, shall be sufficient, insofar as possible to project, to meet the needs of the Club. The Dues, as they are established from time to time by the Board, shall, insofar as possible, reflect this stated policy.
- B.** A single Member shall pay 80% of the Dues payable by a family Member in the category in which the single Member holds a membership.

C. Dues plus any applicable taxes are payable in U.S. currency shall be due and payable monthly in advance. The Board may establish a discount available to any Member wishing to pay Dues in advance for the entire year, which payment shall be made before January 15.

SECTION 2. SPECIAL ASSESSMENTS.

Special Assessments may be levied by the Board when the Board, in its reasonable judgment, considers an assessment to be essential to operating the Club in a fiscally responsible manner; provided, however, expenditures requiring Special Assessments in excess of 20% of the total annual budgeted dues shall require the affirmative vote of two-thirds of the Members.

ARTICLE VIII ... DELINQUENCIES

An itemized statement of any Dues and assessments and other charges shall be sent monthly to each Member and any Member failing to pay the statement by the 25th day of the month in which the statement was sent shall be subject to such penalties of action as is determined reasonable and appropriate by the Board of Governors. The failure of any Member to make timely payments after appropriate notice and warning may result in forfeiture of membership in the Club by action of the Board.

ARTICLE IX ... DISCIPLINE

Any Member, family member, guest of such Member, or beneficial user of a membership whose conduct shall be deemed by the President to be improper or likely to endanger the welfare, safety, harmony or good reputation of the Club or its Member, may be reprimanded, suspended or expelled from the Club by action of the Board. The Board shall be the sole judge of what constitutes improper conduct or conduct likely to endanger the welfare, safety, harmony, or good reputation of the Club or its Members.

SECTION 1. BOARD ACTION. A Member shall be notified of proposed disciplinary action and shall be given an opportunity to be heard by the Board to show cause why such Member should not be disciplined. If the Member desires to be heard, the Board shall set a time and date not less than 20 days thereafter for a hearing before the Board. While the complaint is being considered by the Board, the Member shall enjoy all privileges of the Club to which otherwise entitled.

SECTION 2. SUSPENSION. The Board may suspend a Member and any family Member or guest of such Member from some or all privileges of the Club for a period of up to one year. Dues and other obligations shall accrue during such suspension and shall be paid in full before reinstatement of full privileges.

SECTION 3. RESIGNATION - REQUEST BY BOARD. The Board may, by a two-thirds vote of a quorum present, request the resignation of any Member of the Club for cause deemed sufficient by the Board. If the resignation is not submitted, the Member shall be expelled.

SECTION 4. EXPULSION. Any Member of the Club who has been expelled or has resigned under this Article shall not again be eligible for Membership or admitted to the Club's property. An expelled Member shall be notified by certified mail or electronic communication and shall forfeit all rights and privileges of membership. The expelled Member must surrender his/her membership identification.

ARTICLE X ... MISCELLANEOUS

SECTION 1. FISCAL YEAR. The fiscal year of the Club shall commence on the first day of January and conclude on the thirty-first day of December.

SECTION 2. SEAL. The Club may adopt a corporate seal.

SECTION 3. DEPOSITORIES. The depositories of the Club shall be the banks designated from time to time by the Board in which monies of the Club shall be deposited. Withdrawal of money from the accounts shall be only in accordance with procedures approved by the Board.

SECTION 4. CONFLICT BETWEEN BYLAWS AND ARTICLES OF INCORPORATION. In the event of a conflict between the terms of these Bylaws and the Articles of Incorporation, the latter shall prevail.

SECTION 5. DISTRIBUTION UPON LIQUIDATION. In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed pursuant to the terms of any then existing lease agreements between the Meadows Country Club and the Meadows Community Association.

ARTICLE XI ... INDEMNIFICATION

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as governor, officer or committee Member from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, governor, officer or committee Member of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such governor, officer or committee Member and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any claim or liability arising out of his or her conduct so long as that person has acted in good faith and in the reasonable belief that such action was in the best interests of the Club. The Club may purchase directors and officers liability insurance to at least cover the risks stated in this article and defense costs, including attorney's fees.

ARTICLE XII ... AMENDMENTS

These Bylaws may be altered, amended or repealed or new bylaws adopted by the affirmative vote of two-thirds of those Members voting in person or by proxy at a meeting at which a quorum is present.

ARTICLE XIII ... ANNUAL AUDIT

The Board shall retain a Florida licensed Certified Public Accountant to conduct an annual audit.

ARTICLE XIV ... DEFINITIONS

As used herein, the following terms wherever capitalized shall have the following meanings, except where the context clearly indicates that a different meaning is intended.

Annual Member shall mean a Member who has an obligation to pay dues throughout the year in order to maintain membership in the Club.

Board shall mean the Board of Governors of the Club.

Club shall mean The Meadows Country Club, Inc., a Florida not-for-profit corporation.

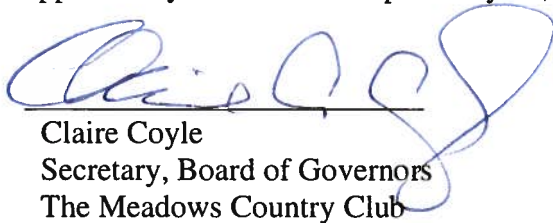
Consent in writing shall mean anything written, including electronic communications.

Dues shall mean the amount charged by the Club for the privilege of being a member of the Club.

Member shall mean an individual or family that pays dues in return for privileges as defined by the Board.

Significant Other shall mean a domestic partner or spousal equivalent.

ATTEST: I, Claire Coyle, Secretary of the Board of Governors, hereby attest these to be the By-Laws approved by the Membership on July 14, 2022.



Claire Coyle
Secretary, Board of Governors
The Meadows Country Club