



Established 1964

RULES & BY-LAWS

*November 16th, 2023
Revision*

RULES OF BERKELEY HILLS COUNTRY CLUB

These rules are designed to insure the enjoyment of the entire membership and the proper use of the Club facilities. They shall not be waived, suspended or altered in any manner except by action of the Board of Governors. Notice of all changes in the Club rules approved by the Board of Governors shall be posted in the clubhouse and also be highlighted to the membership in the BERKELEY BULLETIN.

GENERAL RULES

1. HOURS AND HOLIDAYS

- (a) The Club shall be open daily except on Monday.
- (b) If a designated holiday falls or is celebrated on Monday, the Club shall be open on Monday and closed on Tuesday. Designated holidays are Memorial Day, July 4th and Labor Day.
- (c) The Club shall be closed from 2 p.m. Christmas Eve through Christmas Day.
- (d) The Club shall be closed on Thanksgiving Day and New Year's Day with the exception of the golf course, which shall be open until 2 p.m.
- (e) In the event that Christmas Day and New Year's Day fall on Sunday and are observed on Monday, the Club shall be open on Monday and closed on Tuesday.
- (f) The hours pertaining to individual departments of the Club are published in their respective sections.

2. GUESTS

Guest(s) of members may be extended guest privileges subject to applicable guest fees, charges, rules and regulations established from time to time by the Board of Governors. Guest privileges may be denied, withdrawn or revoked at any time for any reason considered sufficient by the Board of Governors in its sole and absolute discretion. A member shall be responsible for the conduct and charges of his guest(s).

3. RESPONSIBILITY AND LIABILITY

- (a) The Club assumes no responsibility for the personal property of any member or guest.
- (b) The Club assumes no responsibility for any accident resulting from the use of Club facilities.
- (c) A member shall be liable for any damage or loss, which he or his dependent(s) or guest(s) caused to Club property.

4. SIGNS

Signs or notices shall not be posted on Club property without approval of the Board of Governors. Posting is allowed on bulletin boards only.

5. FOOD

Food, refreshments or beverages shall not be consumed on Club property unless purchased from the Club.

6. ANIMALS

Animals are prohibited on Club property except with permission of the Board of Governors or animals assisting people with special needs.

7. TELEPHONE CALLS

Calls may be made from the clubhouse phones, subject to availability. Long distance calls shall not be charged to the Club.

8. **LIQUOR**
 - (a) All Federal, State, County and City regulations regarding the possession and consumption of all alcoholic beverages on Club property will be strictly enforced.
 - (b) Only members, their spouses and dependents of legal age who are entitled to use the facilities may sign for service of alcoholic beverages.

9. **GAMES**

All Federal, State, County and City regulations regarding gambling of any nature on Club property will be strictly enforced.

10. **SOLICITATIONS**

Raffles, advertising, solicitations nor subscriptions of a nature not pertaining to Club business shall not be permitted on Club property without approval of the Board of Governors.

11. **EQUIPMENT**

Equipment, furnishings or articles belonging to the Club shall not be displaced without prior approval.

12. **VEHICLE PARKING**

All vehicles not parked in designated areas are subject to be towed at the owner's expense.

13. **MEMBERS, DEPENDENTS AND GUESTS SHALL NOT:**
 - (a) Reprimand any employee.
 - (b) Give directions to an employee in conflict with Club Rules.
 - (c) Ask an employee to perform work, which may be considered of a personal nature and not in keeping with services generally rendered to all members.
 - (d) Send an employee off Club grounds.
 - (e) Litter Club property.
 - (f) Engage in any physical altercation with another member, guest or employee. Any reported and verified physical altercation is subject to immediate 30-day suspension for the parties involved, and a subsequent investigation by the Board of Governors which may involve the levying of additional penalties up to and including permanent termination of membership privileges.

14. **PAST DUE ACCOUNTS**

Accounts unpaid will be subject to the guidelines set forth in Section 5.4 of the By-Laws.

15. **VOLUNTARY DONATIONS, BEQUESTS AND MEMORIALS**

In recognition of the fact that Berkeley Hills Country Club can become the centerpiece of the social life of some of our members and these members and their families have considered making a donation or bequest to the Club so that they may have a memorial on the Club grounds, the Board of Governors has provided the following guidance:

It is advisable that any member considering making a donation or bequest notify the Board of Governors in writing before sending a check or listing the bequest in a will. The member should indicate the purpose of the donation or bequest and the amount to be given. The Board of Governors will refer the request to the appropriate committee who may suggest a specific fund dependent on the size of the donation. The Board of Governors may use a portion of the funds to provide recognition to the donor and a portion toward maintenance of that recognition for an appropriate amount of time.

The Board of Governors may consider requests from members to honor or memorialize current or former members who have made significant contributions to the growth and development of the Berkeley Hills Country Club. This will be on an individual basis.

16. WORK ENVIRONMENT

The Club respects the dignity of each employee and believes that each employee should be free to develop fully his or her potential, neither hindered by artificial barriers nor aided by factors that are not related to merit. It is our policy to maintain a positive work environment for all of our employees where performance is based on merit and is free of harassment (related to race, sexual orientation or religious affiliation), where:

- (a) Submission to the sexual advances of a member is a term or condition of hire, continued employment, or promotion; and
- (b) Non-submission affects the employee's or applicant's hire, continued employment, or opportunity for promotion.
- (c) Unwelcomed advances, physical contact or repeated comments and/or gestures create a hostile, offensive, or intimidating working environment or which interfere with the employee's work performance.

Our policy is not intended to discourage innocent activities, such as compliments on personal appearance, which may contribute to healthy working relationships, good morale, and Club unity. At the same time, certain conduct and comments that may not amount to unlawful harassment are inappropriate in the Club. We expect our Club members and Professional Staff to use good judgment at all times and avoid even the appearance of impropriety in all of their relationships with employees.

CLUBHOUSE RULES

1. HOURS

- (a) Winter hours for the clubhouse will normally be 7:30 a.m. to 8 p.m. (Friday evenings - open until 9 p.m.)
- (b) Summer hours for the clubhouse will normally be 7:30 a.m. to 9:30 p.m. (Friday evenings - open until 10 p.m.)
- (c) The Clubhouse Manager may close all clubhouse facilities at his/her discretion if unusual conditions should indicate such action is necessary.
- (d) These hours may be amended at the discretion of the Clubhouse Management with approval of the Board of Governors.

2. ROOM USE

- (a) The Bunker is reserved for men only each day during normal Club hours except for children 18 and over.
- (b) The Mixed Grill or dining room is reserved for members and their families during all hours of operation except in the event of a special adult function or private function.

3. DRESS

- (a) Dress throughout the Club is informal, unless dictated otherwise by the occasion. However, bathing attire, halters, cutoffs, tank tops, short shorts and bare feet are not permitted in the clubhouse. Dress code for Golf, Tennis and Swimming are found in the applicable activity rules.
- (b) It is expected that members will choose to dress in a fashion befitting the surroundings and atmosphere provided in the setting of our Club. It is also expected that members will advise their guests of our dress requirements.
- (c) Club management from time to time, for special activities and functions, may waive the dress standards of the Club.

4. RESTRICTED AREAS

- (a) Employees only are permitted in the kitchen and behind serving areas. Members are not allowed in the service department of the Club. This must be strictly observed in order to prevent interference with employees of the Club in the discharge of their duties.

- (b) Card playing shall be permitted at the Club only in the Bunker unless approved by the House Committee. Games shall terminate promptly at times established for Club closing.

5. RESERVATIONS

Reservations must be made through the office for any Club function. Any reservations not cancelled 48 hours prior to the day for which reservations are made will be charged to the member.

6. CHARGES

- (a) Members must provide his or her membership number for all purchases, including cart and greens fees, before service is obtained. In the Golf Shop, only lessons and merchandise may be paid for in cash. On special occasions, coupon books may be purchased for use in lieu of cash.
- (b) Members are not permitted to charge on other members' accounts for services received.
- (c) Guests are allowed to charge merchandise and green fees in the Golf Shop and House purchases on a credit card accepted by the Club.
- (d) It is customary that the Club will charge each member of record on May 31st, the Arbor Day Fund in an amount set by the Board of Governors, which payment will be voluntary and credited upon request. The Arbor Day Fund goes to grounds beautification.
- (e) In November, it is customary to send a letter from the President providing an opportunity for the members to contribute to a Holiday Fund for employees, and a suggested contribution, of which payment will be voluntary, and will be included on each member's November bill. As you know, the Club employs many people, and this Holiday Fund provides the membership with an opportunity to show our appreciation.

7. LOCKER ROOMS

- (a) No one under 16 years of age will be permitted in the men's' or ladies' locker rooms without the direct supervision of an adult member.
- (b) The Club does not accept responsibility for any articles placed in lockers or in storage. At the expiration of the period for which the locker has been rented, the member must remove his possessions from the locker. Articles left in the locker will be discarded.
- (c) Equipment other than items that can be stored in individual lockers shall not be permitted in the men's' and ladies' locker rooms. Also, members shall not keep Club property in their lockers.
- (d) The cost to repair/replace any damage in the locker room area will be charged to the member(s) who cause it.

GOLF RULES

1. HOURS

- (a) The Golf Shop will normally be open from Tuesday through Sunday. April 15 to October 31, the Golf Shop will be open from 7:30 a.m. to 7 p.m. on weekends, 8 a.m. to 7 p.m. on weekdays. From November 1 to March 31, the Shop will be open from 8 a.m. to 6 p.m.
- (b) The golf course and designated practice areas will be open for play during the hours posted in the Golf Shop. The Golf Professional or Grounds Superintendent may close the course at any time if, in their opinion, play would be harmful to the facility or dangerous to the membership.
- (c) All golf carts must be in before the time posted by the Head Golf Professional or no later than one-half hour after sundown.

2. GENERAL OPERATING POLICIES AND PROCEDURES

- (a) All players must register in the Golf Shop before beginning play.
- (b) USGA rules will apply at all times unless amended by local rule.
- (c) Proper golf etiquette will be observed at all times.
- (d) The Golf Professional or a member of his staff is in full charge of all golf play at all times.

- (e) Tee times will be set by the Golf Professional and the Golf Committee in agreement with the Golf Course Superintendent and will be posted on appropriate bulletin boards outside the men's and women's locker rooms, in the monthly bulletin and in the Golf Shop.
- (f) Fivesomes are allowed on the course only at the discretion of the Professional Golf Staff. Guests are not allowed to play in a fivesome.
- (g) Foursomes will have priority over all other groups. Every effort will be made to pair twosomes and singles with other groups.
- (h) Practice is permitted only in designated practice areas.
- (i) Each player is responsible for posting his/her own score.
- (j) Each golfer must have his/her own set of clubs and bag.
- (k) No player will be permitted on the course or practice facility without the proper attire, as defined by the Golf Committee and Head Professional. All adult golfers must wear appropriate shoes. Dress code includes: no jeans or cut-offs, shirts with collar or turtleneck for men, all shorts must be no more than three inches above the knee, no tee shirts, no bathing suits or athletic shorts.
- (l) Senior and Nonresident members are allowed to participate in Club tournaments only if there are open spots available after the sign up period afforded to eligible members has closed. Senior and Nonresident members will be required to pay the applicable guest fee for any round that takes place on a weekend or holiday. Neither Social nor Limited Social members are allowed to participate in any Club tournaments.
- (m) Such items as holiday tee times, weekday play/flow control, etc. shall be the responsibility of the Head Golf Professional in consultation with the Golf Committee.
- (n) Designated practice areas are considered part of the golf course.
- (o) During threatening weather and / or when lightning is present, the Golf Shop will sound the alert siren. All golfers 17 years of age and younger (except those being accompanied by a parent or guardian) must immediately cease play and seek shelter. Golfers 18 years of age and older may continue to play at their own risk, but by doing so agree to specifically release, indemnify and hold blameless Berkeley Hills Country Club for any and all damages incurred to person or property. Failure to adhere to this policy may result in a fine of up to \$100.
- (p) Member pedestrian traffic shall be allowed on the course from dawn until 30 minutes before the first tee time and in the evenings no earlier than 30 minutes prior to the official sunset and until dark. Non-member pedestrians are not allowed on the course at any time. For safety reasons, no pedestrian traffic shall be allowed on the golf course on Mondays at any time.
- (q) Members of record may play at any time the course is open, subject to tee time availability. (See 3.3 and 3.5 of the By-Laws.)

3. DESIGNATED TEE TIMES AND GENDER SPECIFIC PREFERENCES

- (a) Spousal Dependents
 - (1) The Board of Governors may establish starting times for golf on a gender or other similar basis. Spousal dependents can reserve tee times through the Golf Shop. Dependent golfers will have preference on the tee until 11 a.m. on Thursday and starting at 12:30 p.m. on Saturday on one nine designated by the Golf Shop. No such restrictions shall apply on weekdays, Sunday or holidays (unless the holiday falls on a Saturday in which case Saturday rules apply).
 - (2) Sign-up for the dependents designated starting 9, on Saturday afternoons for the following Saturday play, may only be made by dependents between 12:30 p.m. and 1 p.m. After 1 p.m., any open tee times may be reserved by anyone.
- (b) Youthful Dependents
 - (1) A youthful dependent golfer is any golfer 12 through 21 (23 if full-time student) years of age. Youthful dependent golfers are permitted the use of the course in accordance with the rules as prescribed for dependent golfers with the following exception: Any youthful dependent golfer with a posted handicap of 15 or less shall have the same golfing privileges as the member of record except for Saturday mornings. Dependents age 18 and over will be allowed to participate in all tournaments and Club functions, if eligible. Youthful dependent

golfers with established handicaps of 15 or less will be allowed to play in the Club Championship. They will not be allowed to participate in functions related to the Club Championship.

(2) Youthful dependents on or in the vicinity of the golf course are the complete responsibility of their parents.

(3) Golfers under 12 years of age must be accompanied by a golfing member at all times unless otherwise approved by the Golf Professional.

4. GUESTS

- (a) A maximum of three guests will be allowed in any one foursome and they must be accompanied by a member unless otherwise approved by the Golf Professional.
- (b) More than three guests per member will be considered an "outing" and will be subject to fees as established by the Board of Governors. Also, permission of the Head Golf Professional will be required before more than three guests per member can be accommodated.
- (c) An individual may be a guest a maximum of eight times per year excluding any Member-Guest tournaments. Members will be allowed a total of eight family guests in the calendar year. Guest information must be provided to the Golf Shop before play.
- (d) Guest fees will be determined by the Board of Governors and will be posted in the Golf Shop.
- (e) Guests of members may ride a cart, walk, use four-baggers or pull carts; however, the total guest fee charged to the member includes a guest fee and a riding cart charge.
- (f) Weekend/holiday rates will be in effect on all Saturdays and Sundays, as well as the following days: New Year's Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, the Friday following Thanksgiving Day and Christmas Eve.
- (g) A rain check policy for guests is as stated below. This policy will be in effect whenever the course is closed by the Head Golf Professional or Greens Superintendent; or the siren sounds to clear the course for safety reasons.

1-9 holes played	½ total cart and greens fees charged will be refunded.
10-18 holes played	No refund.

5. CARTS

- (a) No more than two persons are permitted to ride on a golf cart.
- (b) Keep all carts on cart paths when approaching tees or greens.
- (c) Members must adhere to all traffic indicators.
- (d) Routes around tees and greens must be followed at all times.
- (e) Carts must stay on paths when so directed by signs or the Golf Professional.
- (f) A valid driver's license is required to operate a cart.
- (g) Any defect or damage of golf carts should be brought to the attention of the Golf Professional.
- (h) Only golf and pull carts owned by the Club shall be permitted on the course with the exception of electric pull carts. Electric pull carts must be approved by the Head Golf Professional and will be subject to a mandatory annual fee.
- (i) Walkers that get on a golf cart to ride will be charged a "jump on fee" the equivalent of a nine hole cart fee.
- (j) Operation of a golf cart is at the risk of the operator. Cost of repair to the golf cart that is damaged by a member will be charged to the member or, in case of damage by a guest, to the sponsoring member. Members using the golf cart will be held fully responsible for any and all damages, including damages to the golf cart caused by the member or their guest(s). The member shall reimburse the Club and/or any operation of the Club for any and all damages the Club may sustain by reason of misuse.

6. MISCELLANEOUS

- (a) Generally accepted rules of etiquette, speed of play, etc. will be followed. Any questions on these subjects must be discussed with the Head Golf Professional or a member of his staff.
- (b) Local rules can be provided by the Head Golf Professional or a member of his staff.

7. ETIQUETTE

- (a) Courtesy on the course:
 - (1) In the interest of all, players should play without delay.
 - (2) No player should play until the players in front are out of range.
 - (3) When appropriate, allow faster groups to play through.
 - (4) When the play of a hole has been completed, players should immediately leave the putting green and record their scores at the next tee.
 - (5) No one should move, talk or stand close to or directly behind the ball or the hole when a player is addressing the ball or making a stroke.

8. SPEED OF PLAY

- (a) The pace of play is four hours or less for 18 holes and two hours or less for nine holes.
- (b) It is recommended that groups play ready golf.
- (c) Be prepared to play when it is your turn and avoid excessive practice swings.
- (d) Under cart path only conditions, always carry more than one club to ball.
- (e) Rake your own bunker promptly after play.
- (f) Leave carts at rear or side of green, not in front.
- (g) Study your putt while others are putting.
- (h) After holing out, move promptly off green. Mark scorecard at next tee.
- (i) Before putting out on par 3 holes, players may elect to wave following group up.
- (j) Groups that fall behind may be asked to move back into the proper position.

9. DAMAGE TO GREENS AND COURSE

- (a) Sand divots.
- (b) Repair ball marks.
- (c) Rake bunkers.
- (d) Clean shoes before entering putting surface.
- (e) Retrieve tees to prevent damage to mowers.
- (f) Observe 90-degree rule.

TENNIS RULES

1. GENERAL

- (a) The Tennis Professional is in charge of all tennis programs and facilities at all times. He will have complete authority to enforce the rules, assign any courts and determine if courts are playable.
- (b) The Tennis Shop will be open at hours set by the Tennis Professional, which will be posted on the door of the Tennis Shop.

2. OPEN PLAY

- (a) Everyone must sign up before play.
- (b) Courts 2, 3, 4, 5, 6 and 7 are available for open play and may be reserved up to a week in advance by one of the following means:
 - (1) In person - you may sign up for a court in the Tennis Shop during the posted hours of operation.
 - (2) Phone - reservations may be made by calling the Tennis Shop during the posted hours of operation.
- (c) Reservations will be for 90 minutes during open play. You may continue play if the court is not reserved and no one is waiting to play.
- (d) Play may be limited to doubles by the Tennis Professional, if the demand for courts is high.
- (e) Unclaimed court reservations are voided 15 minutes after reserved time. (If court time is in high demand, one person will not be able to hold a court.)

- (f) Court #1 is reserved for the use of the Club Tennis Professional. Court #1 will be considered the WALK-ON COURT, but the Tennis Professional may reclaim use of the court at any time.
- (g) Guest tickets must be filled out before taking the court or disciplinary action will result. Guest fees will be set by the Board of Governors. Guests are allowed to participate in clinics, private, semi-private or group lessons.
- (h) If you have a reserved court and cannot make it at the scheduled time, please call and cancel the court so that someone else may use it.
- (i) The Club is officially closed on Mondays. The courts may be used provided all heretofore mentioned are followed.
- (j) The last tennis players to leave the courts at night are responsible for turning off the lights.

3. ALTA AND USTA TEAM FORMATION

- (a) The Club Tennis Professional will provide information for league play as far as format, sign-up deadlines and playing times.
- (b) Former team captains need to find a replacement captain. The new captain will contact all the former members to determine how many people will be returning to the team.
- (c) New members and people who have not played at Berkeley should sign up for a team through the Tennis Pro.
- (d) The Tennis Pro and the captains will meet well in advance of the deadline to determine who is on the team.
- (e) The Tennis Pro/Tennis Committee reserves the right to alter the team formation if it benefits the tennis program.
- (f) Non-members will only be able to play on a Berkeley team if it serves the members of Berkeley Hills; i.e.
 - (1) If Berkeley members can field a team of ten for a USTA team or twelve for an ALTA team, non-members will **not** be allowed to play.
 - (2) Majority of members of the team must agree to have a non-member on the team.
 - (3) Non-members will be charged a playing fee.
 - (4) A non-member will only be allowed to play one season for a Berkeley team unless approved by the Tennis Professional.
- (g) It is the individual member's responsibility to sign up for a team. No member is guaranteed to be on any team.

4. TEAM OPERATION

- (a) It is up to the team captain to submit finalized rosters, playing schedules and arrange for refreshments from the clubhouse.
- (b) Teams will arrange for practice times and for lessons, if desired, from the Tennis Pro.
- (c) Captains will be responsible for weekly lineups, playing times, travel directions and communication with the Tennis Pro.

5. TEAM COACHING

- (a) Team coaching will be defined as working with five or more students.
- (b) Team coaching time will be at least an hour, and the minimum number of clinics will be eight for the season. Coaching time and number of clinics may be more depending on the team's wishes and the Tennis Professional's availability.
- (c) Billing for the team coaching will all be in advance. The team captain will submit a roster of those persons that are going to take clinics. The total cost will be divided among those individuals taking the clinic. Billing may be divided into two separate months on the individual's request.
- (d) Failure to attend a team coaching given by the Tennis Professional is the loss to the individual.
- (e) Make-ups for team coaching missed due to weather will be decided between the team captain and the Tennis Professional.
- (f) The team and the Tennis Professional are each allowed to cancel one regularly scheduled coaching during the season. The canceled clinic will be added on to the normal time or a

different time if agreed to by the team captain and the Tennis Professional.

- (g) The team and the Tennis Professional must obtain the other's permission to cancel a second coaching during the season.
- (h) The Tennis Professional will establish, with the best interest of the Berkeley teams involved, the times that the Tennis Professional is available for team coaching.
- (i) In the event two or more teams request the same time for team coaching and cannot be settled by the team captains and the Tennis Professional, it will be settled by a lottery to determine times for team coaching. The team winning number one will have the first choice of time and the number two team and so on having the next choice of available times.
- (j) Four or less players will be considered private lessons, and they and the Tennis Professional are not bound by team coaching rules.

6. ALTA AND USTA TEAM PRACTICES

- (a) Two courts may be reserved for two hours by each team once per week.
- (b) Team practices will be scheduled no earlier than four weeks prior to the start of the season.
- (c) The team captain will request a practice time five weeks before the season begins. If courts are not available for the time requested due to four or more teams requesting that time, the teams that had that time last season will be given priority. All other teams requesting a new time will be involved in a lottery.
- (d) Teams that know they will not be using their courts on any given week are to call the Tennis Shop to cancel.

7. ALTA AND USTA MATCHES

- (a) Berkeley Hills may have as many ALTA and USTA teams as needed by the membership.
- (b) All USTA and ALTA teams will have the use of two courts for the complete duration of a scheduled home match. Additional courts may be reserved by the respective teams three days in advance of play (NO EARLIER) if additional courts are open.
- (c) Make-up matches will have priority for reservations only on the date and time that ALTA or USTA sets for that given league. This applies only for those teams that had a match scheduled for home.
- (d) All other make-up matches will be scheduled within the rules applying to open play but will be allowed to finish if play extends beyond the reserved period.
- (e) Court #1 may be used for match play only with the Tennis Professional's permission.
- (f) Away matches may play at home only if there are unreserved courts. They do not have priority.

8. BERKELEY HILLS TENNIS ASSOCIATION SPONSORED SOCIALS

- (a) All courts may be reserved for socials or a tournament, if necessary.

9. CLUB LITTERING RULES WILL BE ENFORCED

- (a) Any cups, cans, ball cans or lids left on the playing surfaces will constitute littering. Towels should be put in the towel bin next to the Tennis Shop.

10. CHILDREN

- (a) Children under 10, in the proximity of the tennis courts, must be supervised. Those who are creating a distraction to players will be asked to leave. Non-playing children are not permitted on the courts.
- (b) Children 15 and under must yield courts to adults at any time on weekends and after 6 p.m. on weekdays when all courts are occupied.

11. ATTIRE

- (a) All players must wear a shirt that covers the midriff at all times.
 - (1) Men may wear non-collared shirts but no tank tops or shirts without sleeves.
 - (2) Women are not allowed to wear two-piece bathing suit tops or workout bra tops.

- (b) Bikini shorts by any player will not be allowed.
- (c) Non-marking tennis shoes must be worn by anyone entering the court.

12. **GENERAL INFORMATION**

- (a) Abusive or obscene language will not be tolerated.
- (b) Throwing of rackets, indiscriminately hitting balls, or abusing fellow players will not be tolerated.
- (c) Failure to show up or cancel a reserved court consistently may result in the loss of that playing time by that member or members.
- (d) No glass containers are allowed on the tennis courts.
- (e) Beverages may be restricted to water on the tennis courts if deemed necessary by the Tennis Professional.
- (f) Personal food and beverages are not permitted to be consumed on Club property except the days the Club is closed.
- (g) No smoking is requested on the tennis courts.

SWIMMING POOL RULES

1. **GENERAL OPERATION**

- (a) Hours:
 - (1) The pool will be open on or about Memorial Day and close on or about Labor Day.
 - (2) Pool hours will be established for each season and be posted. Swim team practices will be posted on the pool bulletin board and in the monthly newsletter if they conflict with the regular scheduled operating hours.
 - (3) The pool will be closed on Mondays except if it falls on a designated holiday.
 - (4) Pool personnel during inclement weather may close the pool for the day if within an hour of normal closing hours.
- (b) The aquatic staff has full authority to maintain conduct at the pool so as to afford the maximum enjoyment for all swimmers.
 - (1) The staff has the duty to enforce all pool rules and to limit the swim privileges for anyone disturbing the comfort and enjoyment of others.
 - (2) All aquatics staff personnel will use their best judgment in dealing with any behavioral or rule infraction issues.
 - (3) Any members or guests that are unable to comply with the rules may be asked to observe a "time-out" of the water or may be requested to leave the pool facility. Any member or guest that is requested to leave the pool facility will have a written report completed by the aquatic staff member and turned over to the Committee Board Liaison within 24 hours of the incident.
 - (4) The Committee Board liaison will immediately review the report and take whatever appropriate action is deemed necessary.
- (c) "Adult swim" will be once each hour for 10 minutes on the exact hour. Only those 18 years old and older, and the lifeguards, are allowed in the pool during adult swim.
- (d) Food, refreshments or beverages shall not be consumed on Club property unless purchased from the Club. No COOLERS are allowed in the pool facility. The only exception to this is during home swim meets.
- (e) All swimmers are required to stay "out" of the lap swim lanes and any swim lesson lanes and must stay off the diving blocks and lane line. This means no hanging, sitting, standing or pulling on the blocks or lane lines.
- (f) All persons using pool furniture are required to cover the furniture with a towel when using suntan lotions. The use of these preparations stain and damage the furniture.
- (g) Radio playing will not be permitted unless the individual uses "earphones".

2. PRIVILEGES

- (a) Only members and their guests are allowed use of the pool.
- (b) All members, guests and families must sign the register as you enter the pool. There is a separate sign-up sheet that is required to be completed to register any child that is left unattended at the pool in accordance with Safety rule 4(b). Your name and phone number must be left in case of an emergency.
- (c) Guests will be allowed any time provided they are accompanied by the member or the member's family.
- (d) Guest fees will be as set by the Board of Governors.
- (e) Special party requests by any member can be accommodated for a set-up fee in addition to the current food and beverage charges.

3. HEALTH

- (a) Everyone is required to take a cleansing shower prior to entering the pool.
- (b) Persons with fever, colds, skin, eye, nose or throat infections that are infectious or communicable diseases which can be transmitted by water, are not permitted to use the pool.
- (c) Untrained children are required to wear rubber pants in the pool. They may wear swim diapers, but they must also be covered by rubber pants at all times. If an accident occurs that causes the pool to be closed, the member(s) responsible will be charged for the pool cleanup fee.
- (d) Appropriate swimwear only may be worn into the pool.
- (e) Persons in street shoes are not allowed around the immediate perimeter of the pool.
- (f) Drinking and/or smoking in the pool is prohibited. Smoking is limited only to the designated smoking areas.
- (g) Food shall not be consumed on the pool deck, except in designated areas. Food and beverages may be ordered and brought into the pool area from the clubhouse.
- (h) Refuse must be thrown into the containers provided for that purpose around the pool.

4. SAFETY

- (a) No unruly conduct shall be permitted in or around the pool. This includes pushing, running, ducking, "chicken fights while in the pool" or any other acts that could annoy or endanger others.
- (b) Children:
 - (1) Children under 11 years of age must be supervised by a person at least 16 years of age at all times.
 - (2) All children under 11 years of age must pass a deep-end test in order to swim in the deep end and use the diving board. This test consists of a 25-yd swim and treading water for one minute. The test will be administered by the lifeguard on duty.
 - (3) All children must be judged as competent swimmers by the aquatic staff to be allowed in the main pool. Swimmers that are not able to touch the bottom of the main pool must wear a coast guard approved lifejacket.
 - (4) No inflatable safety flotation devices other than Coast Guard approved life jackets are allowed in the pool.
 - (5) Children over the age of five are not allowed in the main pool during adult swim. Children five and under are allowed in the main pool during adult swim if accompanied and held by an adult.
 - (6) No children over the age of five will be allowed in the baby "beach" entry pool. An adult must accompany all children in the baby pool area.
- (c) Diving
 - (1) One person on the board at a time.
 - (2) No double bouncing.
 - (3) No horseplay.

- (4) No swimming in the diving area when the diving board is open.
- (5) No flipping, turns or twists off the diving board.
- (d) Glass or breakable containers are prohibited in the pool area.
- (e) Beach balls and floats are allowed in the pool at the discretion of the aquatic staff.
- (f) In the event of lightning or thunder, the pool and pool area must be cleared immediately.
- (g) No one is to use the pool when it is officially closed or when no lifeguard is on duty.
- (h) The Aquatics Director and/or lifeguard on duty are in charge and will have complete discretion in deciding pool matters.
- (i) Any individuals unable to comply with the rules may be asked to observe a "time-out" of the pool or may be required to leave the pool area.

5. FACILITIES

- (a) Club towels are not permitted outside of the locker rooms at any time.
- (b) Bathers in swimming attire must remain in the pool and deck areas. They are not allowed in the clubhouse, Tennis Shop or at tennis courts in bathing attire.

DISCIPLINE

1. REPRIMAND, FINES, SUSPENSION OR EXPULSION

- (a) A member may be privately reprimanded or fined for cause by the appropriate Committee responsible for enforcing the rule that has been broken subject to approval by the Board. If the member wishes to appeal, he may do so in writing to the Board of Governors.
 - (b) A member may be suspended or expelled for cause pursuant to Section 4.2 of the By-Laws.
 - (1) This section shall not apply to delinquent accounts. See Section 5.4 of the By-Laws.
 - (c) Any member who has been suspended or expelled shall immediately and automatically forfeit his membership in the Club and shall thereafter have no rights or privileges unless and until he has been reinstated to good standing and his membership restored.
2. The Club Manager, Golf Professional, Grounds Superintendent or Marshal may eject any member, dependent or guest for disorderly conduct, or for violation of any Club rule which they deem appropriate. A written report will immediately be given to the Membership Chairman who will enact the provisions of the By-Laws and Rules.
 3. The Board of Governors, upon recommendation of a Standing Committee, by a majority vote may fine a member or member's dependents for repeated violations or a single major violation of the Rules and By-Laws with the fine not to exceed one month's dues for any given occurrence of infraction(s).
 4. The management staff and their assistants are given full authority by the Board of Governors to see that all rules and regulations are enforced uniformly. Violations are to be drawn to the attention of the members or guests and reported to the Board of Governors for appropriate action. Any person whose conduct is unbecoming or who knowingly breaks a Club rule may be denied service. In order to assure prompt consideration, all suggestions, complaints or requests relating to the Club's facilities, service or staff must be made in writing to the appropriate management personnel and/or Committee Chairman. Anonymous complaints will not be considered.

**BERKELEY HILLS COUNTRY CLUB
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CONSTITUTION AND BY-LAWS

ARTICLE I Name

This Club shall be known as "Berkeley Hills Country Club, Inc."

ARTICLE II
Purpose

The object and purpose of this Club is to operate and maintain a private Club, which shall provide social and recreational facilities for the benefit of its members.

ARTICLE III
Membership

Section 3.1 An invitation to membership must be made in writing by at least one club member in good standing and submitted to the Membership Director and Committee for consideration. The Membership Committee or the Board of Governors shall have the responsibility to consider the invitation and either accept or deny the invitation. The Membership Committee will carefully examine all applications and information and vote within thirty days of the prospect's application for membership and refer the application to the Board for approval. All proceedings regarding the Membership Committee on invitations to member shall be kept confidential.

- (a) It shall be the duty of each member of the Club possessed of any information derogatory to the character of a proposed member, or knowing of any good reason why membership should not be granted to such individual, to communicate the same to the Membership Committee in strictest confidence.
- (b) After election to membership, the President, Secretary or Membership Director shall notify the individual elected and furnish him or her with a copy of the Constitution and By-Laws and a copy of the Club Rules, and upon his or her subscribing to them and paying the Club the required initiation fee and dues, the member of record shall be entitled to the rights and privileges of membership.
- (c) Any person elected to membership who does not comply with the foregoing requirements within one month from the time of his or her election shall be considered to have declined to become a member.
- (d) No member or any other person shall have or acquire any property rights in the property, assets, or holdings of the Club, except as provided herein.
- (e) No membership shall be transferable except in accordance with Section 3.7 or by court order.
- (f) The classification of all married members shall be determined by the age of the oldest spouse.

Section 3.2 Member categories shall be classified as Regular, Social, Limited Social, Junior, Nonresident, Widow or Widower, Honorary, Legacy, Senior Golf, Corporate or Associate/Trial.

Section 3.3 A REGULAR MEMBER shall be at least 21 years of age. Those having joined as a REGULAR MEMBER under the age of 40 shall be permitted to request a change to Junior status at a subsequent date prior to reaching age 40. However, no refund of joining fees will be made except as otherwise provided by the then current pro-rata for resignations due to transfers. This member, his or her spouse, and his or her single children under 22 years of age, residing in his or her home and under his or her care and support, shall have, subject to the Club Rules, Constitution and By-Laws, all privileges afforded by the Club, except that the member of record shall be permitted the full use of the facilities at anytime the Club facilities are designated as open. Single children, under 24 years of age, of Regular Members who are residing outside the member's home for the purposes of attending school shall be deemed as being under the member's care and support and entitled to the privileges expressed above. Regular Members shall be voting members entitled to cast one (1) vote on any subject at any Club meeting. The total number of Regular members shall not exceed 375 at any one time. However, Clubhouse and Nonresident members who were previously Regular members who return to Regular status and Junior Members who upgrade, may cause the 375 Regular member limitation to temporarily be exceeded.

- (a) Once the Club has reached full Regular membership, a "prospective member waiting list" shall be

instituted on a first-come, first-serve basis. A refundable waiting fee of \$1,000 shall be collected at the time of application and held by the Club. The prospective member shall be told at the time he or she goes onto the list, and every six months thereafter, where he or she stands numerically. Upon request, the waiting fee shall be promptly returned in full without interest.

- (b) If the number of Junior members is less than seventy-five (75) then the number of Regular Members may exceed three hundred seventy-five (375) as long as the combined total of Regular and Junior Members does not exceed four hundred fifty (450). If the Regular category exceeds three hundred seventy-five (375), incoming Junior Members would have priority over Regular Members as openings become available, as long as the Junior category does not exceed seventy-five (75). Junior Members may not fill open Regular positions unless they agree to pay the Regular initiation fee structure.

Section 3.4 A SOCIAL MEMBER shall be at least 21 years of age. This member, his or her spouse, and his or her single children under 22 years of age, residing in his or her home and under his or her care and support, shall have, subject to the Club Rules, Constitution and By-Laws, all privileges afforded by the Club, except golf. Single children under 24 years of age, of Social Members who are residing outside the member's home for the purpose of attending school shall be deemed as being under the member's care and support and entitled to the privileges expressed above. Social members, who are members as of July 31, 2006, shall be voting members entitled to cast one (1) vote on any subject at any Club meeting or in any special mailing. Subsequently, members converting to Social from a full voting category shall be voting members entitled to cast one (1) vote on any subject at any Club meeting or in any special mailing. After July 31, 2006, new Social Members are subject to a fractional vote as outlined under Section 10.5. The total number of Social Members shall not exceed 300 at any one time. However, other membership categories that convert his or her membership to become Social members may cause the 300 Social member limitation to temporarily be exceeded.

Section 3.5 A JUNIOR MEMBER shall be at least 12 and under 40 years of age. This member, his or her spouse and his or her children shall have, subject to Club Rules, Constitution and By-Laws, all privileges afforded by the Club, except that the member of record shall be permitted the full use of the facilities at anytime the Club facilities are designated as open. Junior Members shall be voting members entitled to cast one (1) vote on any subject at any Club meeting. The maximum number of Junior Members will be determined by the Board of Governors. The son or daughter of a Member may apply for Junior Membership, if he or she is of proper age, and may be accepted regardless of Junior Member waiting lists or limits on the number of Junior members. (Also see Section 3.18(a).) A Junior Member will pay under the Junior Member dues schedule until age 40, at which time he or she will pay dues the equivalent of Regular Member dues. A Junior Member must either resign or convert his or her membership to either Regular or Social within thirty (30) days of his or her 40th birthday. To convert his or her membership, the member must pay in full all sums required to be paid under the Junior Member Acknowledgement.

- (a) Once the Club reaches full Junior membership, a "prospective junior waiting list" shall be instituted on a first-come, first-serve basis, subject to the limits in 3.13 and 3.5. A refundable waiting fee of \$250 shall be collected at the time of application and held by the Club. The prospective member shall be told at the time he or she goes onto the list, and at every six month interval thereafter, where he or she stands numerically. Upon request, the waiting fee shall be promptly returned in full without interest.

Section 3.6 A NONRESIDENT MEMBER is a current member who does not have a residence within 100 miles of the Club. Such member may keep all privileges of his or her membership classification, except voting rights, for use when visiting this area. It shall be such member's responsibility to inform the Membership Director immediately upon his or her change in residence within 100 miles of the Club for reclassification. Misuse of this classification is subject to Board cancellation of membership.

Section 3.7 A WIDOW or WIDOWER MEMBER is a spouse whose husband or wife was a member in good standing at the time of his or her death. He or she may elect to maintain this membership and may do so, upon payment of applicable membership dues.

Section 3.8 An HONORARY MEMBER shall be approved by the Board of Governors and shall be at least 21 years of age. An Honorary Member, spouse and children, shall have all privileges afforded by the Club. An Honorary Member shall not have voting privileges. Honorary memberships are to be reviewed annually by the Board of Governors and may be terminated by the Board of Governors.

Section 3.9 A SENIOR GOLF MEMBER is a previous Regular member or new member who volunteers for this classification. A Senior Golf Member and his or her spouse shall have, subject to Club Rules, Constitution and By-Laws, all privileges afforded by the Club every day of the week except golf privileges starting Friday at 12:00 p.m. through Sunday and on holidays. Should he or she elect to play golf on weekends or holidays, he or she will pay the established guest fees. He or she may play in weekend or holiday tournaments on a space available basis and will in addition pay the established guest fee. A Senior Golf Member may play in weekday tournaments. With the exception of those currently in this classification, each Regular Member who applies for this classification must be at least fifty-five (55) years of age. A Senior Golf Member's monthly dues will be less than a Regular Member's dues, as determined by the Board of Governors, but he or she shall remain fully responsible for all assessments levied on the Regular members. He or she shall retain his or her entitlement to cast one (1) vote on any subject at any Club meeting. If a Senior Golf member wishes to be reclassified as a Regular Golf Member, he or she must apply at the end of at least a one-year period and will be subject to a reclassification fee of one (1) month's current Regular member dues.

Section 3.10 A CLUBHOUSE MEMBER will now be called a Limited Social Member. A Limited Social Member is a previous member of any classification. A Limited Social member and his or her spouse shall be entitled to clubhouse dining privileges only and shall not be entitled to vote on Club matters. A Limited Social Member must be in good standing and must present evidence of financial or medical hardship showing an inability to participate in other membership categories. The change to this classification may be made with approval of the Board of Governors for up to a 12 month period. A Limited Social Member's dues will be less than a Regular member's dues, as determined by the Board of Governors, but he or she will not be subject to any assessments levied on other members. Before the expiration of 12 months after being approved as a Limited Social Member, such member may petition the Board to return to their previous membership category. Such a request must be presented to the Board in writing by the 20th day of the month and must include evidence of any change in circumstances as related to financial and/or medical hardship. Upon approval to the previous membership category, a reclassification fee of one (1) month's current dues for the corresponding membership category will be due. All assessments imposed by the Board during the period as a Limited Social member will also be due.

Section 3.11 A CORPORATE MEMBERSHIP shall be assigned to an organization, profit or non-profit, screened and recommended by the Membership Committee and approved by the Board of Governors. This is a non-voting category. Each Corporate Membership will have a "Primary Member" and up to three additional employees designated as "Associate Members" of Berkeley Hills Country Club. The Primary Member and each Associate Member, his or her spouse, and his or her single children under 22 years of age, residing in his or her home and under his or her care and support shall have, subject to Club Rules, Constitution and By-Laws, all privileges afforded by the Club, except that the Primary Member or the Associate Member of record shall be permitted the full use of the facilities at anytime the Club facilities are designated as open. Single children, under 24 years of age, shall be deemed as

being under the member's care and support and entitled to the privileges expressed above. The Primary Member and the Associate Members do not have a vote.

Among other things, organizations applying for Corporate Memberships must be involved in a verifiable operational business. Screening the applicant may include requesting tax returns, calling vendors, references, the Better Business Bureau and visiting the place of business. Along with the Corporate application, the organization must designate one person who will be the Primary Member and the organization's contact. All Associate Members must complete the standard Berkeley Hills application and go through the standard interviewing process of applying for membership. Associate Members, up to a total of three, may be added over time.

- (a) All initiation fees must be paid in full before a Member is entitled to the rights and privileges of membership.
- (b) This category will be limited to a total of 10 Corporate Memberships, which will allow for up to 40 members.
- (c) The organization may transfer a membership, either Primary or Associate, to another employee by paying an administrative fee. This may not occur more than once per year per Member, unless the Member's employment was terminated.
- (d) In the event that the Primary Member is no longer employed by the organization, the organization will have a period of six months to name a new Primary Member. During that time the organization will be directly responsible for the payment of monthly dues and fees associated with the membership.

Section 3.12 An ASSOCIATE/TRIAL MEMBERSHIP may be extended to a prospective member for a one (1) year period. The Trial Member shall be at least 21 years of age. This is a non-voting category. This Associate/Trial member, his or her Spouse, and his or her children under 22 years of age, residing in his or her home and under his or her care and support, shall have, subject to the Club Rules, Constitution and By-Laws, all privileges afforded by the Club, except that the prospective member shall be permitted the full use of the facilities at anytime the Club facilities are designated as open. Single children, under 24 years of age, of Associate/Trial Members who are residing outside the prospective member's home for the purposes of attending school shall be deemed as being under the member's care and support and entitled to the privileges expressed above. Based on age, the Associate/Trial Member's monthly dues will be the same as a Regular or Junior member's dues but he or she will not be subject to assessments during the one (1) year period. If an Associate/Trial Member is approved for a second year or more by the Board of Governors they will be responsible for any assessment on their membership category. The total number of Associate/Trial Members shall not exceed one hundred (100) at any one time.

Section 3.13 DOMESTIC PARTNER status requires presentation of evidence that must be approved by the Board of Governors. Upon approval, privileges and rules that apply to dependent spouses apply.

Section 3.14 A Regular Member may convert his or her status to a Social Member upon written notification to the Membership Committee, received or postmarked by the 20th of the month and must be in good standing. Such conversion must be for at least a one-year period and the member will be subject to a reclassification fee in the amount of one (1) month's current Regular Member's dues if he or she decides to revert back to Regular membership and for any initiation fee increases which became effective during the period he or she was a Social member.

Section 3.15 A Social Member may convert his or her status to a Regular or Junior Member upon

written notification to the Membership Committee and by paying an additional initiation fee which shall be the amount equal to the difference between the initiation fee paid for his or her Social membership and the Regular or Junior membership's initiation fee in effect at the time he or she became a Social Member, provided he or she becomes a Regular or Junior Member within twelve (12) months after becoming a Social Member. Otherwise, he or she must pay the initiation fee for a Regular or Junior membership at the time he or she elects to convert less the amount of the initiation fee paid for the Social membership. Subsequently, members converting to Social from a full voting category shall be voting members entitled to cast one (1) vote on any subject at any Club meeting or in any special mailing. Where the class of Regular or Junior Members is filled, a waiting list shall be established and memberships granted only as vacancies occur, with existing Social Members having preference over new applicants for Regular or Junior membership.

Section 3.16 Any increase in the total number of members having golf privileges must be approved by the Club membership voting at an annual or special meeting.

Section 3.17 The following policies shall apply:

- (a) The son or daughter of a member has no privileges that are not afforded to any other applicant for membership except that he or she may apply for Junior Membership if he or she is of the proper age, and may be accepted regardless of Junior member waiting lists or limits on the number of Junior members.
- (b) The Board of Governors has the prerogative to, from time to time, initiate special membership Incentive programs for the purpose of increasing new memberships.
- (c) The Board of Governors has the prerogative, for the purpose of increasing the sale of new membership, to define new categories, ages within categories, dues and other membership sales and marketing strategies and tactics for the express purpose of addressing changing markets and competition.

Section 3.18 A Legacy Member approved by the Board of Governors shall be 21 to 27 years of age and shall be the child of an existing member in good standing and has been a member for five (5) years or more. This member shall have, subject to the Club Rules, Constitution and By-Laws, all privileges afforded by the Club. A Legacy Member may convert his or her status to a Regular or Junior Member upon written notification to the Membership Committee and by paying an additional initiation fee which shall be the amount equal to the Regular or Junior membership's initiation fee in effect at the time. Legacy memberships are to be reviewed annually by the Board of Governors and may be discontinued by the Board of Governors.

ARTICLE IV Resignation and Expulsion

Section 4.1 A member may resign by written notification to the Membership Committee. Written notice must be received or postmarked before the 20th of the month and the resignation shall become effective on the last day of the month. All indebtedness to the Club is immediately due and payable.

Section 4.2 Any member may be removed from membership by a two-thirds (2/3) vote of the Board of Governors for conduct deemed prejudicial to the Club, provided such member shall first have been served with written notice of the accusations against him or her, and shall have been given an opportunity to produce his or her supporting witnesses, if any, and to be heard at the meeting at which such vote is taken.

Section 4.3 If an organization holding the Corporate Membership ceases doing business, the Corporate Membership will be terminated. If the Board of Governors determines the business of an organization holding the Corporate Membership has changed meaningfully from the type of business they were involved in when first approved by the Club, the Board may terminate the membership.

Section 4.4 If there is a change of control in the ownership of the organization holding a Corporate Membership, the Primary Member should notify the Club of the details. The Club will have a right to determine whether the Membership should continue to be extended; and if so, under what terms.

ARTICLE V Fees, Dues, Assessments and Default

Section 5.1 The amount of the initiation fees and dues for each class of members provided for herein shall be fixed and determined by the Board of Governors from time to time. The Board shall publish and provide a list of current initiation fees and dues structures to members upon request. Prior to any increase in monthly dues of 5.0% or more, the Board shall call a special meeting of the membership for purposes of explaining the reasons for such an increase and shall accept comments or presentations in opposition at such meeting.

Section 5.2 The Board of Governors shall establish initiation fees and dues for such other classes of membership as may be established hereafter.

Section 5.3 If the Board of Governors believes it imperative to levy assessments for the purpose of operating or maintaining the Club, it shall be authorized to levy such assessments from time to time not to exceed one month's dues for each class of membership for any one calendar year. All other assessments may be levied only after approval by two thirds (2/3) of the votes cast by a special mailing, at an annual meeting or a special meeting of the membership called for the purpose of considering such a recommendation by the Board of Governors.

Section 5.4 Settlement of delinquent accounts of the membership shall be governed by the following policies:

- (a) Any member becoming delinquent by not paying the balance due on his or her account by the 20th Of the month in which the bill was rendered shall:
 - (1) Be assessed a ten percent late fee for each month his or her balance remains unpaid.
 - (2) If not paid by the end of the month, be notified in writing by the Finance Manager or Treasurer of his or her delinquent status.
 - (3) If not paid by the 15th of the following month, the member's Club privileges may be Suspended, including using the facilities as a guest of another member.
- (b) A suspended member, as a condition of reinstatement, must pay his or her past due account in full to include charges for:
 - (1) All purchases and services owed the Club.
 - (2) All monthly dues for the period of delinquency.
 - (3) The accumulated late fees charged monthly during the period of delinquency.
 - (4) Any assessments levied on the membership during the period of delinquency.

- (c) After notice of suspension, any member using the Club facilities shall be subject to a fine to be imposed by the Board of \$150. This fine will be added to the past-due account balance.
- (d) Any member whose delinquency results in a third notice of suspension within a twelve (12) month period will be considered by the Board of Governors for expulsion in accordance with Section 4.2, Article IV.

Section 5.5 If any of the Club facilities are unavailable for membership use due to fire, casualty or other similar occurrence beyond the Club's control, the membership will continue to be liable for the payment of all dues.

Section 5.6 Any capital expenditure exceeding two hundred fifty thousand dollars (\$250,000) shall require approval by a majority vote of members cast by a special mailing, at an annual meeting or special meeting in accordance with Article X, Section 10.5. Further, any sale of any asset of the Club in excess of two hundred fifty (\$250,000) shall require approval by a majority vote of members cast by a special mailing, at an annual meeting or special meeting in accordance with Article X, Section 10.5.

Section 5.7 Any additional indebtedness exceeding two hundred fifty thousand dollars (\$250,000) shall require approval by a majority vote of members cast by a special mailing, at an annual meeting or special meeting in accordance with Article X, Section 10.5.

ARTICLE VI Government and General Management

Section 6.1 The government and general management of the Club shall be vested in a Board of Governors consisting of nine (9) elected members, which will include the six Officers of the Club, namely, a President, Vice-President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. All Board members shall be voting members of the Club in good standing and members of the Club for at least twenty-four (24) months (or as outlined in the member's Membership Agreement). The Board of Governors shall meet at least once each calendar month, and the decisions of the Board of Governors shall be final in all matters, subject only to appeals by the Club membership. At each monthly meeting of the Board of Governors, the Board shall designate the date, time and location of the next regular Board meeting for the following month. The Board shall have general control over all Officers and Committees, and shall have full power and authority to do any and all things that are proper to be done by the Club. No elected Officer or Director shall receive any remuneration for his official services. Any member of the Board of Governors may be removed with or without cause by a majority vote of the Club Membership. A member currently serving on the Board of Governors, his or her family members once removed, or any company owned in part or full by the member or his or her family as defined above, shall only be permitted to bid on the Club's business if the following conditions are met. This bid must be subject to at least two other bids and if not the lowest bid must include an explanation why the Finance Committee approved the submission to the Board of Governors. Approval by two-thirds of the Board of Governors is required.

Section 6.2 The Board of Governors may adopt such rules and regulations for the conduct of their meetings and the general management of the Club as they may deem proper, provided such rules and regulations are not in conflict with the Constitution and By-Laws or Articles of the Incorporation. A quorum for the conduct of any business is five (5) Board members.

Section 6.3 It shall be the duty of the President to preside at all meetings of the Board of Governors and the Club membership. He or she shall, with the Secretary, sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments, unless otherwise provided by the Board of Governors.

Section 6.4 In the absence of the President, or if he or she is unable to perform, the Vice President

shall perform his duties. In case of a vacancy in the Presidency, the Vice President shall perform the duties of the President until his successor has been appointed and designated by the Board of Governors as provided herein.

Section 6.5 It shall be the duty of the Secretary, and in his or her absence, the Assistant Secretary, to keep or to have kept a record of the proceedings of the Club, and with the President to sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments, and to discharge such other duties as may be entrusted to him or her by the Finance Committee or the Board of Governors. In addition, the Secretary and Assistant Secretary shall have such other duties and responsibilities as given either or both of them by the Board of Governors.

Section 6.6 The Treasurer, and in his or her absence, the Assistant Treasurer, shall receive the money of the Club, and shall be responsible for the keeping of regular accounts. Such accounts and financial records of the Club shall be subject to the inspection of the Finance Committee and the Board of Governors. In addition, the Treasurer and Assistant Treasurer shall have such other duties and responsibilities as given either or both of them by the Board of Governors.

Section 6.7 In case of a vacancy in the office of President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, or of a member of the Board of Governors, the Board shall fill such vacancy by appointment. The appointment shall be for the period of time remaining until the next annual meeting of the Club, at which time any vacancy for which an unexpired term remains shall be filled by election. If any member of the Board of Governors is absent from three consecutive Board meetings, the Board may remove him or her and declare a vacancy.

Section 6.8 The immediate past President of the Club shall, upon retiring from that office and from his or her term as a Board member, serve as an ex-officio member of the Board of Governors until such time as a successor President replaces him or her in the ex-officio capacity. As such ex-officio member, he or she may participate in all deliberations of the Board, but shall not vote nor exercise any official executive authority.

Section 6.9 The Board of Governors may require that any one or more Officers, members of the Board of Governors, or other Club employees be bonded in amounts determined by the Board. The cost thereof shall be paid by the Club.

Section 6.10

- (a) The annual meeting of the Club shall be held at the Club during the first month of each calendar year at a time and place designated in the notice of such meeting. Twenty percent (20%) of the members of record entitled to vote and in attendance shall constitute a quorum at any and all meetings of the Club and unless otherwise provided herein, a majority vote of the voting members, in person, by proxy, or by absentee ballot, shall decide all questions considered.
- (b) Absentee ballots must be picked up by the member of record or his or her spouse with written authorization of the member within ten (10) business days prior to any annual or special meeting, and returned, in person, to the Business Office prior to the hour of said meeting. A locked ballot box for absentee ballots shall be prominently placed in the Business Office. It shall be opened only on election night under the same security as is used for votes cast at the annual meeting.

Section 6.11 Special meetings of Club members may be called by the Board of Governors upon giving not less than ten (10) nor more than thirty (30) days' written or electronic notice to the members, which notice shall specify the purpose of the meeting. Further, the Board of Governors shall call a special meeting of the Club membership within forty-five (45) days after receipt of a written request signed by at least fifteen percent (15%) of the voting members.

Section 6.12 At each annual meeting of the Club membership, there shall be elected three (3)

members of the Board of Governors to serve for a three (3) year term. In addition, any Board vacancies for which an unexpired term remains shall be filled by election at the Annual Meeting of the Club Membership. The Board shall be elected by voting Members who are in good standing. The following member categories shall be eligible to serve on the Board: Regular, Junior (if 30 years of age or older as of January 31 of the first year of his/her Board term), Senior and Social. The Board shall be composed of voting members who are in good standing and members of the Club for at least twenty-four (24) months (or as outlined in the member's Membership agreement) and shall consist of not more than one (1) Social member and one (1) Junior member.

- (a) No Board member who has served two consecutive three-year terms shall be eligible for re-election as a Board member until after the expiration of one year from the termination of his previous three year term.
- (b) No person shall be eligible to serve as an officer in the same office for more than two (2) successive terms.
- (c) Within fourteen (14) days after each annual meeting of the Club membership, an organizational meeting of the new Board of Governors shall be called to elect from that body a President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer to serve a term of one (1) year. The Officers and Board members shall take office on February 1.
- (d) At least sixty (60) days prior to the annual membership meeting, the Board of Governors shall appoint a Nominating Committee of not less than two(2) nor more than six (6) voting members who are in good standing. The Board may appoint no more than one (1) of its own members as a member of the Nominating Committee. The Board shall announce the Nominating Committee members to the voting membership. The Nominating Committee shall elect its own Chairman and Vice Chairman from among its members.
- (e) The Nominating Committee shall prepare a list of nominees for expiring Board membership and for each unexpired Board term vacancy. At least thirty (30) days prior to the annual meeting, the Nominating Committee shall make a written report to the voting membership of its nominations by sending the notice electronically or mailing a copy to each Club voting member and by posting copies thereof on the Club bulletin boards. The Nominating Committee shall nominate at least the same number of nominees as the number of upcoming vacancies on the Board. All nominees shall be voting members of the Club in good standing and eligible to run in accordance with this Section, except that one (1) Associate Member may be elected to the Board.
- (f) The Nominating Committee may nominate no more than two (2) of its own members as candidates for election. The nomination of a Social or Junior Member will not be allowed if such nomination would place more than one (1) Social or one (1) Junior Member on the Board at any one time.
- (g) After the written report of the Nominating Committee is sent electronically or mailed to the voting membership and posted on the Club bulletin boards, further nominations may be made by petition of voting members, addressed to the Chairman of the Nominating Committee, containing the signatures of twenty-five (25) or more eligible voting members and requesting that a particular member or members therein named, not more than there are vacancies, be nominated in addition to the nominations previously made. However, the number of petitioned nominees shall not exceed the number of vacancies to be filled. Such petition or petitions must be received by the Chairman of the Nominating Committee at least seven (7) days before the day of the annual meeting and must contain the written consent of each nominee named. Such nominations must be posted on the Club bulletin boards. Nominations will not be accepted from the floor.
- (h) The above provisions are the only means by which a nomination for the Board of Governors can be made.
- (i) In the event of a tie vote at the annual meeting, a special "run-off" election of the candidates tied shall be held within one (1) week by written absentee ballot sent to the members of record or their proxy, to be mailed the following Monday morning (assuming annual meeting is on a Friday night) or no more than two (2) days following the annual meeting. Ballots may be returned by depositing them in the ballot box referenced in 6.10(b) through the Friday night of the annual meeting.

Section 6.13 It shall be mandatory for the Board of Governors to adopt a balanced operating budget

excluding depreciation and initiation fees for each fiscal year.

- (a) A capital expenditure is defined as an item (other than a routine repair) that costs more than \$500 and has a useful life of more than one (1) year.

Section 6.14 All Club Professional Staff shall perform their duties in a manner that is consistent with a positive work environment, as defined in the General Rules, 16 Work Environment. If a member of the Club's Professional Staff (General Manager, House Manager, Catering Manager, Chef, Head Golf Professional, Golf Course Superintendent, Head Tennis Professional, Finance Manager, Membership Director) is to be discharged, the General Manager and the responsible standing committee must make a full disclosure of the circumstances to the Board of Governors at the next regular Board meeting. Such discharge shall require a two-thirds majority approval of the Board. The reasons for the discharge shall be made a part of the permanent records of the Board of Governors via the General Managers monthly report to the Board. This information shall be held in confidence within the Committee and Board of Governors.

Section 6.15 Members or ex-employees who leave the Club under "adverse conditions", as defined by the Board of Governors, shall not be permitted back on Club grounds except at the Board's discretion and shall be notified in writing.

ARTICLE VII Standing Committees

Section 7.1 The Board of Governors shall delegate the "day-to-day" planning, organizing, managing, and operating of the Club's facilities and activities to the Club General Manager and Department Heads ("Professional Staff") and Advisory Committees. Each Committee is charged with a share of the responsibility for the Club's proper and orderly operation in the form of review, recommendation and advisory assistance. In the event the hiring of a Department Head, the respective Advisory Committee is responsible for presenting to the Board the hiring recommendation, including compensation and any, performance incentives that are to be aspects of the respective employment offer. Within thirty (30) days after taking office, the President shall announce the Board Advisor of each Committee, who shall serve for one (1) year. The Board Advisor of each Committee shall select the Chairperson and members of the Committee, who will also serve for one (1) year. The Board Liaison may designate himself or herself as the Chairperson of the Committee. The number of Members on a Committee shall be subject to the approval of the Board of Governors

Section 7.2 The FINANCE COMMITTEE shall work with the Finance Manager on these specific responsibilities:

- (a) Maintaining statistical data with respect to the financial condition and operating results of the Club, reporting monthly to the Board of Governors and the Committee concerned thereon.
- (b) Forecasting operating results and reporting quarterly thereon to the Board and the Committee concerned.
- (c) Receiving from all Staff and Committees projected budget requirements for the ensuing fiscal year and submitting same to the Board with recommendations for action thereon. Any proposed change in budgets approved by the Board must first be submitted to the Finance Committee by the Staff and Committee. If the proposed change(s) do not change expenditures in excess of the previously approved budget, such change may be put into effect upon approval by the Finance Committee. Where such change requires expenditures in excess of the previously approved budget, such change may be put into effect only after specific review by the Finance Committee and approval by the Board of Governors.
- (d) Obtaining from Staff and Committees a list of needed capital expenditures for the ensuing fiscal year at least ninety days prior to the annual meeting and submitting them to the Board; reviewing

capital expenditure requests during each fiscal year and submitting them to the Board with its analysis and recommendations for action thereon.

- (e) Reviewing overall personnel policies, including those relating to compensation and "fringe benefits," submitting them for approval of the Board of Governors and implementing all Board of Governors' approved policies with respect thereto.

Section 7.3 The GOLF COMMITTEE shall work with the Head Golf Professional on these specific responsibilities:

- (a) The constant review of needed capital improvements and additions within the scope of its responsibilities. Each proposed capital improvement expenditure is to be submitted to the Finance Committee which will review it and submit it to the Board of Governors for consideration. The Golf Committee is charged with the execution of approved projects.
- (b) The preparation of projected budget requirements for the ensuing fiscal year, which shall include an estimate as to the months in which such requirements will be needed.
- (c) The Golf Professional and his respective staff and operation of practice range and golf carts.
- (d) Developing and executing a continuing program of golf activities, including ladies' and junior participation. Subcommittees of golfing members should be appointed for specific programs or events.
- (e) Formulating and enforcing golfing rules and regulations.
- (f) All inter-club golfing activities, and the maintenance of membership in desirable golfing associations.
- (g) Developing and executing a comprehensive safety program, including all necessary inspection, equipment and supplies incident thereto.
- (h) Establishing, reviewing and supervising the handicapping system.
- (i) Such other matters as may from time to time be delegated by the Board of Governors.

Section 7.4 The GROUNDS COMMITTEE shall work with the Golf Course Superintendent on these specific responsibilities:

- (a) The constant review of needed capital improvements and additions within the scope of its responsibilities. Each proposed capital improvement expenditure is to be submitted to the Finance Committee which will review it and submit it to the Board of Governors for consideration. The Grounds Committee is charged with the execution of all approved projects.
- (b) The preparation of projected budget requirements for the ensuing fiscal year, which shall include an estimate as to the months in which such requirements will be needed.
- (c) The maintenance of the golf course and related areas.
- (d) The Grounds Superintendent and all golf course maintenance personnel.
- (e) The maintenance and appearance of the Club grounds.
- (f) Developing and executing a comprehensive safety program, including all necessary inspections, equipment and supplies incident thereto.
- (g) Such other matters as may from time to time be delegated by the Board of Governors.

Section 7.5 The HOUSE COMMITTEE shall work with the General Manager and/or House Manager on these specific responsibilities:

- (a) The constant review of needed capital improvements and additions within the scope of its responsibilities. Each proposed capital improvement expenditure is to be submitted to the Finance Committee which will review it and submit it to the Board of Governors for consideration. The House Committee is charged with the execution of the approved projects.
- (b) The preparation of projected budget requirements for the ensuing fiscal year, which shall include an estimate as to the months in which such requirements will be needed.
- (c) The coordination with other Committees of all social activities and special events utilizing the Club's

- facilities to insure that an appropriate cost of the activity is included in the planning process.
- (d) Formulating and enforcing house rules and regulations.
 - (e) The General Manager and/or Clubhouse Manager and his or her staff.
 - (f) The maintenance and appearance of all structures at the Club, including furniture, furnishings, locker rooms for golf, tennis, swimming and kitchen, bar and food service equipment. Excluded are: the Pro Shop operation, the pools, pool equipment, furniture and furnishings directly related to these areas, and the tennis courts, tennis equipment, furniture and furnishings directly related to these areas.
 - (g) Maintaining a proper atmosphere and decor in the Club.
 - (h) Sustaining and promoting sales of food and beverage.
 - (i) General supervision of the parking facilities and enforcement of rules pertaining to illegal parking.
 - (j) The maintenance of complete files and records with respect to property plats, surveys, utility connections, easements, building plan blueprints and similar information.
 - (k) Developing and executing a comprehensive safety program, including all necessary inspections, equipment and supplies incident thereto.
 - (l) Lending assistance when requested by other Committees.
 - (m) Such other matters as may from time to time be delegated by the Board of Governors.

Section 7.6 The MEMBERSHIP COMMITTEE shall be specifically responsible for:

- (a) Implementing all approved policies governing admissions, memberships, suspensions, resignations or other terminations of membership.
- (b) Maintaining active lists of current and desirable prospective members.
- (c) Reviewing and presenting to the Board of Governors all applications for membership, including their recommendations for action.
- (d) The preparation of projected budget requirements for the ensuing fiscal year, which shall include an estimate as to the months in which such requirements will be needed.
- (e) Such other matters as may from time to time be delegated by the Board of Governors.

Section 7.7 The TENNIS and SWIMMING COMMITTEE shall be specifically responsible for:

- (a) The constant review of needed capital improvements and additions within the scope of its responsibilities. Each proposed capital improvement expenditure is to be submitted to the Finance Committee which will review it and submit it to the Board of Governors for consideration. The Committee is charged with the execution of all approved projects.
- (b) The preparation of projected budget requirements for the ensuing fiscal year, which shall include an estimate as to the months in which such requirements will be needed.
- (c) Youth and teenage activities, including special events for these age groups.
- (d) Swimming pool, pool equipment, tennis courts, tennis equipment, furniture, furnishings and all equipment relating directly to these areas, including the maintenance thereof.
- (e) Developing and executing a continuing program of such activities.
- (f) Formulating and enforcing approved rules and regulations pertaining to such activities.
- (g) All inter-club activities in connection with the foregoing, and the maintenance of membership in desirable swimming and tennis associations.
- (h) The Directors, Supervisors and their staffs for these activities.
- (i) Such other matters as may from time to time be delegated by the Board of Governors.

Section 7.8 The President may appoint special Committees as deemed necessary. These Committees shall be formed to consider special projects which the President of the Board of Governors may, from time-to-time, consider of importance to the future well being of the Club. Such matters may include, but shall not be limited to:

- (a) Rules and By-Law changes.
- (b) Special program and or projects.

Section 7.9 The STRATEGIC PLANNING COMMITTEE shall be chaired by a member of the Board of Governors and preferably composed of Members having had previous experience with the various committees. The Committee shall be responsible for such matters that may from time to time be delegated by the Board of Governors.

ARTICLE VIII Notice

Section 8.1 Unless otherwise provided herein, notice of every meeting of the Club membership stating the place, day and hour of the meeting, and if a special meeting, the purposes thereof shall be delivered to each voting member electronically or deposited in the United States mail addressed to each voting member at the address shown by the books of the Club, with postage prepaid, not less than ten (10) nor more than thirty (30) days before each meeting.

ARTICLE IX Redeemable Membership Certificates

The first 500 members shall be given the opportunity to purchase a Redeemable Membership Certificate. Until the first 450 members, or April 27, 1984, whichever comes later, the face amount of the Regular Membership Certificate shall be \$3,000 and the face amount of the Junior or Social Membership Certificate shall be \$1,000. The Redeemable Certificate program will be eliminated after the membership reaches 500.

Said Certificates are redeemable by the Club as follows:

- 1) Upon the resignation of the member and only after the membership reaches full membership level, certificates will be redeemed in the order in which they are tendered for redemption as prospective members make application and are accepted by the Club.
- 2) Provided however, in the event of death or disability, certificates will be immediately redeemed.
- 3) A member may redeem his certificate for the purpose of applying the face value of said certificate toward the initiation fee of another member as approved by the Board of Governors.

Members who resign from the Club due to being transferred outside a 100-mile radius of the Club will be eligible to redeem his or her Certificate by receiving 50 percent of the face value upon the effective date of his or her resignation and the balance to be paid when the full membership level is reached.

The Club reserves the right to redeem the Membership Certificate, either before or after the membership reaches full membership level, provided said redemption would be advantageous to the Club.

These Certificates are redeemable only by Berkeley Hills Country Club, Inc. They do not appreciate nor bear interest and cannot be sold, pledged or assigned, except in accordance with Section 3 of this article.

The Club reserves the right to deduct from the Membership Certificate redemption value an amount equal to the indebtedness owed the Club by the member regardless of who tenders the certificate for redemption.

ARTICLE X Miscellaneous

Section 10.1 Any action that may be taken at a meeting of the Board of Governors may be taken without a meeting if written consent setting forth the action is signed by all Board members and is filed with the Secretary. Such consent shall have the same effect as a unanimous vote at a meeting of the Board of Governors.

Section 10.2 Any Board member present at a meeting of the Board of Governors shall be presumed to have assented to any action taken at such meeting unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting.

Section 10.3 The fiscal year of the Club shall begin on the first day of October of each year and end on the last day of September of each year.

Section 10.4 The seal of the Club shall be in the following form, to wit: and the seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

Section 10.5 Voting and Proxies. A voting member shall be determined by the member categories as specified in Article III. All members with voting rights that are in good standing shall be entitled to vote. For all member categories with voting rights, member voting rights will commence upon the member initiation date. Limited Social Members who are currently holding a Redeemable Membership Certificate are entitled to one (1) vote on any subject at any Club meeting. Social members joining after July 31, 2006 are entitled to a one quarter (1/4) fractional share vote, on any subject at any Club meeting or in any special mailing. Limited Social Members and Honorary Members who have not purchased a Redeemable Membership Certificate, Associate/Trial members and Corporate members and are not entitled to vote. At every meeting of the Club membership, any Club Member having the right to vote shall be entitled to vote in person, by absentee ballot, or by proxy granted to the spouse of such member.

Section 10.6 Following the close of each calendar quarter, the Board of Governors shall arrange to make available to the membership a financial statement reflecting the actual operating revenues and expenses of the Club for the year-to-date along with the comparable budgeted amounts.

ARTICLE XI Amendments

Section 11.1 The Constitution and By-Laws of the Club may be amended as deemed necessary, proper or expedient, and in the best interest of the Club, by resolution of the Board of Governors, subject further to the power of the voting membership under the following conditions:

- (a) The Board shall pass a resolution of intention to take such action, setting forth a copy of any By-Law to be repealed or adopted, and in case of an amendment, a copy of any By-Law intended to be amended, and of the By-Law as it will read when amended.
- (b) The Board will prepare the resolution in the form of a ballot requiring a "yes" or "no" vote on each proposed amendment, and mail such ballots to the voting membership.
- (c) Members will be requested to return their ballots to the Secretary of the Board of Governors within a period of thirty (30) days after the mailing of the proposal. For the mail-in vote to be valid, a quorum of fifteen (15) percent of the voting membership must respond. A two-third (2/3) majority of those voting will be required for approval of a proposed amendment.

Section 11.2 Proposals for amendments, repeal or the adoption of new By-Laws may be made by petition of fifteen percent (15) of the voting members in good standing, which proposal shall be transmitted in writing to the Board of Governors, and upon receipt it shall be the duty of the Board of

Governors to subject the petition to the conditions set forth in Section 11.1, paragraphs (a), (b) and (c).

ARTICLE XII Dissolution

Section 12.1 The Club may dissolve and wind up its affairs in the following manner:

- (a) The Board of Governors shall adopt a resolution recommending that the Club be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon. Notice of such meeting shall be given the members in accordance with Section 6.11 of these By-Laws. A resolution to dissolve the Club shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting, or voting by absentee ballot as described in Section 6.10(b), or by proxy, are entitled to cast.
- (b) Upon adoption by the members of a resolution to dissolve the Club, the Club shall cease to conduct its affairs except insofar as may be necessary for the winding up of such affairs, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor and member of the Club, and shall proceed to collect its assets and apply and distribute them as provided in Section 12.2 of these By-Laws.
- (c) Upon the adoption by the members of a resolution to dissolve the Club, a Statement of Intent to Dissolve shall be executed by the Club and filed with the Secretary of State of Georgia as provided in Georgia Nonprofit Corporation Code, Section 14-3-211(c) and (d).
- (d) Upon filing of the Statement of Intent to Dissolve, the Club shall cease to carry on its business, except insofar as may be necessary or appropriate for winding up thereof, but its corporate existence shall continue until such time as a Certificate of Dissolution is issued by the Secretary of the State of Georgia.

Section 12.2 Upon filing of the Statement of Intent to Dissolve as provided in Section 12.1(c) of these By-Laws, the assets of the Club shall be applied and distributed as follows:

- (a) All liabilities and obligations to include redeemable membership certificates shall be paid and discharged, or adequate provisions shall be made therefore.
- (b) Assets held by the Club upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.
- (c) Any remaining assets shall be distributed in accordance with the provisions of Section 12.3 of these By-Laws.

Section 12.3 As soon as practical after the filing of the Statement of Intent to Dissolve by the Club, a plan providing for the distribution of assets, not inconsistent with these By-Laws, shall be adopted by the Club in the process of dissolution for the purpose of authorizing any transfer or conveyance of assets as set forth in Section 12.2(c) of the By-Laws.

- (a) The Plan of Distribution shall provide for the distribution of assets as follows:
 - (1) The assets described in Section 12.2(c) of these By-Laws shall be liquidated to cash or its equivalent in accordance with a plan to be adopted by the members of the Club as provided in Section 12.3(b) of these By-Laws and, thereafter, the cash or its equivalent generated from such liquidation shall be distributed, and the Plan of Distribution to be adopted by the members of the Club as provided in Section 12.3(b) of these By-Laws shall so provide for distribution thereof, as follows:
 - (A) The current members as of the date of filing of the Statement of Intent to Dissolve the Club shall each receive out of such cash or its equivalent, a pro rata refund of any monthly dues paid by such member for the month in which such dissolution occurs, which pro rata

refund shall be determined by multiplying the amount of such member's monthly dues for such year by a fraction, the numerator of which is the number of days remaining in the month, and the denominator of which is the total number of days contained in the month in which the dissolution occurs.

- (B) Any current member as of the filing of the Statement of Intent to Dissolve the Club shall be reimbursed in full for any initiation fee paid to the Club upon joining the Club. If the remaining assets to be distributed as outlined in section 12.3 are insufficient to reimburse member initiation fees in full, then assets shall be liquidated and paid on a pro rata basis (the numerator being the member initiation fee paid and the denominator being the total assets available.) Remaining cash or its equivalent shall be distributed as follows: The current voting members as of the filing of the Statement of Intent to Dissolve the Club shall each receive a pro rata of such cash or its equivalent to be distributed, which pro rata share shall be determined as follows:
 - (1) Regular Members, Senior Golf Members and Widow or Widower Members, who were Regular Members at the time they changed the current status, will receive one (1) share. Limited Social members and any Honorary members who are currently holding a Redeemable Membership Certificate will receive one (1) share.
 - (2) Social Members and Widow and Widower Social Members shall receive one (1) share.
 - (3) Junior Members and Widow or Widower Junior Members shall receive one (1) share.
- (C) The value of each share to be distributed under the provisions above shall be determined by dividing the total value of the distributable assets by the total number of shares as determined under Section 12.3(a)(1)(B)(1), (2) and (3).

(b) The Plan of Distribution shall be adopted in the following manner:

- (1) The Board of Governors shall adopt a resolution recommending a Plan of Distribution, not inconsistent with the provisions of Section 12.3(a) of these By-Laws, and directing the submission thereof to a vote thereon, which may be either an annual or a special meeting. Notice of such meeting shall be given the members in accordance with Section 6.11 of these By-Laws. Such Plan of Distribution shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting, or voting by absentee ballot as described in Section 6.10(b) or by proxy are entitled to cast, provided; however, any Plan of Distribution as adopted shall contain provisions consistent with Section 12.3(a) of these By-Laws.