## CORPORATE BY-LAWS

OF
THE ROLLING HILLS CLUB, INC.
Amended: September 5, 2022

## ARTICLE I <br> Name, Legal Status and Fiscal Year

The Rolling Hills Club, Inc., "The Club," is a non-profit corporate organization incorporated and organized June 2, 1962 under the laws of the State of Michigan. The Club's fiscal year shall begin on the first day of January and end on the following $31^{\text {st }}$ day of December.

## ARTICLE II <br> Purpose and Definitions

Section 1 - Purpose. The Club is a cooperative organization existing solely for the recreation and relaxation of its members. To this end, improved real estate known as Rolling Hills, consisting of fifty acres, more or less, located in , is owned by The Club with the continuing development and maintenance performed or contracted for by its Members on a equal labor and cost-sharing basis.

Section 2 - Definitions.
A. The term "Member," as used herein, means any person, 21 years of age or older, who owned shares of capital stock in The Club on the date of adoption of the ByLaws herein or any person subsequently granted membership in The Club under the provisions of Article X, Section 1 thereof.
B. The term "Shareholder," as used herein, means any person who was registered owner of shares of capital stock on the date of adoption of the By-Laws herein or any person who subsequently becomes registered owner under the provisions of Article III, Section 3 hereof.
C. The term "Member" and "Shareholder," as used herein, shall be interchangeable; Members of The Club shall be Shareholders and Shareholders in The Club shall be Members, with the following exceptions:

1. A Member newly elected under the provisions of Article X, Section 1 hereof who has paid shares of capital stock as required under the
provisions of Article III, Section 6 hereof, shall be considered a Shareholder even though a certificate of shares has not yet been issued in his or her name.
2. A Shareholder whose letter of resignation from The Club has been accepted by The Club shall no longer be considered a Member even though a previously issued certificate of shares may still be outstanding in his or her name. Such Shareholder shall be responsible for $50 \%$ of the Members annual dues for The Club operations as set forth in Article IX, Section 1 until said Shareholder has complied with all the provisions of Article III, Section 7, Paragraph A., and The Club has purchased his or her shares. The total financial obligations of said Shareholder to The Club shall continue to accumulate until they equal the value of his or her shares as set forth in Article III, Section 8. At such time, said shares shall be considered voluntarily surrendered and no longer outstanding and said Shareholder shall comply immediately with the provisions of Article III, Section 7, Paragraph A.

Section 1 - Authorized and Issued . Capital stock of The Club shall be divided into three hundred (300) fully paid and non-assessable shares of five hundred dollars (\$500.00) per value each, of which no more than one hundred fifty (150) shares shall be issued and outstanding.

Section 2 - Certificates of Shares. Certificates of shares shall be in form consistent with The Club's Article of Incorporation as shall be approved by the Board of Directors. The certificates shall be signed by the President or, in his or her absence or temporary incapacity, by the Vice President and by the Secretary.

Section 3 - Issuance and Transfer. Certificates of shares may be issued in the name of an individual Member 21 years of age or older or in the names of legally married Member spouses of which one person is 21 years of age or older as joint tenants. Upon the death of a Member, all membership rights and privileges in jointly registered shares shall pass automatically to the surviving Member. If there is no surviving Member, The Club shall pay the Share Value, as defined in Section 8 below, to the deceased Member's estate within six months following receipt of a duly appointed executor's or administrator's written notice of intent to redeem the shares. Such shares shall not be transferable until they have first been offered to The Club.

In the event of a divorce of Member spouses as joint tenants, shares held as joint tenants can not be split in half per Article III Section 6 - regardless of what the divorce decree states. It is the Members responsibility to inform the attorney of record of this stipulation. If one of the
divorcing Members desires to remain a Member of The Club, the divorce decree must state in whose name the new stock certificate is to be reissued. The current stock certificate must be returned to the Club secretary according to Article III Section 7A. The remaining divorcing member can apply for any existing membership vacancy if desired. Only a current Member's personal property can remain on Club property.

Section 4 - Lien. The Club shall have a lien upon all capital stock for any debts due it by the owners thereof.

Section 5 - Dividends. There shall be no dividends payable at any time on any capital stock of The Club.

Section 6 - Stock Issued. The capital stock of The Club shall be owned by no more than thirty Shareholders, each Shareholder owning no more or less than five (5) shares.

Section 7 - Voluntary Termination.
A. In the event of voluntary termination of membership and surrender to The Club of the resigning Member's shares of capital stock, The Club shall pay the resigning Member the Share Value of said shares as defined in Section 8 below, less any unpaid amounts due The Club. Such payment shall be conditioned upon return of all sets of keys permitting access to Club property, removal or other disposition of his or her personal property or portion owned thereof, as the Board of Directors may reasonably deem appropriate.
B. A resigning Member's shares shall not be transferable until they have first been offered to The Club. In any event, The Club shall have a period of six (6) months following receipt of a written offer in which to exercise its option to purchase said shares.

Section 8 - Share Value. For purposes of purchase or sale of membership, the value of each share of capital stock in The Club shall be five hundred dollars (\$500.00).

## ARTICLE IV

Members' Meetings

Section 1 - Regular Meetings. The Annual Meeting of Members shall be held at ten o'clock A.M. local time on Memorial Day at Rolling Hills and the Labor Day Meeting of Members shall be held annually at ten o'clock A.M. local time on Labor Day at Rolling Hills. Only Members are permitted to attend official Member meetings..

## Section 2 - Special Meetings.

A. Special meetings of the Members may be called by the President or the Secretary, provided written notice specifying the purpose, place and time thereof is sent to all Members at least fifteen (15) days prior to the date set for the meeting. Only Members are permitted to attend.
B. A call for a special meeting shall be issued by the President or the Secretary at a written request of or by vote of a majority of the Board of Directors, or at the written request of or by vote of Members owning a majority of the then issued and outstanding shares of capital stock. Written notice of such call, specifying the purpose, place and time thereof, shall be sent to all Members at least fifteen (15) days prior to the date set for the meeting. Only Members are permitted to attend.

Section 3 - Change of Time or Place. A different place or time for any regular meeting may be designated by the Board of Directors or by the President, provided written notice thereof is sent to all Members at least fifteen (15) days prior to the date set for the meeting.

Section 4 - Quorum. At any regular or special meeting, Members owning a majority of the capital stock then issued and outstanding, present or represented by proxy, shall constitute a quorum. Meetings at which less than a quorom is present or represented may be adjourned to a time and place established by those Members present. Written notice of the time and place of such adjourned meeting shall be sent to all Members at least fifteen (15) days prior to the date set for such adjourned meeting.

## Section 5 - Voting.

A. On all matters requiring a vote, a Member or Shareholder shall be entitled to one (1) vote in person or by proxy. For the purposes of this section, a joint membership of spouses shall be considered a single membership and a joint ownership of capital stock shall be considered a single ownership.
B. Unless otherwise specified herein, an affirmative vote by a simple majority of Members voting in person or by proxy shall be sufficient to transact the business of The Club.
C. No capital improvement expenditure exceeding five hundred dollars (\$500.00) may be made unless approved in advance by an affirmative vote of Members owning at least two-thirds $(2 / 3)$ of the shares of capital stock then issued and outstanding, voting in person or by proxy.

Section 6 - Proxies.
A. A Member may appoint any other Member his or her Proxy for the purpose of voting on any matters requiring a vote, provided such appointment is given in writing, dated and signed or given as a printed email received from the appointing
member's known e-address, names the Proxy authorized to vote on the absent Member's behalf, states whether it is open or restricted, and is presented to the Secretary of the meeting prior to the Chairperson's call to order.
B. An appointment may be open, authorizing the Proxy to vote on any matter as he or she deems best, or it may be restricted, directing the Proxy to vote on any matter only as directed by the appointing Member.

Section 7 - Organization. The President shall call meetings of the Members to order and shall act as chairperson of such meetings, unless some other Member is elected acting chairperson of a meeting by a majority of Members present or represented by proxy. The Secretary shall act as secretary of a meeting but, in the absences or the inability of the Secretary to act, the chairperson or acting chairperson may appoint any other Member to act as secretary of the meeting.

## ARTICLE V

Directors
Section 1 - Board of Directors. The business and the property of The Club shall be managed and controlled by a Board of Directors consisting of five voting members - the President, the Vice President, the Secretary, the Treasurer and the Director at Large - and the Immediate Past President serving in an advisory capacity without vote.

## ARTICLE VI <br> Elections

Section 1 - Officers. At each Labor Day Meeting of the Members, the Members shall elect as officers: a President, a Vice President, a Secretary, and a Treasurer, each of whom shall serve for a term of one year or until their successors have taken office. No Member shall hold the same officer position for more than three (3) consecutive one-year terms.

Section 2 - Director at Large. At each Labor Day Meeting of the Members, the Members shall elect a Director at Large who shall serve for a term of one year or until a successor has taken office. No Member shall serve as Director at Large for more than three (3) consecutive one-year term.

Section 3 - Nominating Committee Member. At each Labor Day Meeting of the Members, the Members shall elect a member of the Nominating Committee to serve for a term of three years or until a successor has taken office.

Section 4 - Election Procedure. The Members shall elect from a slate of candidates presented by the Nominating Committee pursuant to Article XI, Section 1 hereof, or from additional nominations made at the Labor Day Meeting of the Members.

Section 5 - Assumption of Office. The officers, the Director at Large and the Nominating Committee Member shall assume office on January $1^{\text {st }}$ of the year following their election.

## ARTICLES VII Duties of Officers

Section 1 - Duties of President. The President shall be the chief executive officer of The Club and, in the recess of the Board of Directors, shall have the general control and management of The Club's business and affairs, subject, however, to the right of the Board of Directors to delegate and specific power, except such as may be by statute conferred exclusively on the President, to any other officer or officers of The Club. The President shall act as chairperson of all meetings of the Board of Directors and of The Club.

Section 2 - Duties of Vice President. The Vice President shall assist the President and shall perform such duties as the President or the Board of Directors may direct. In the absence of or temporary inability of the President to discharge the duties of office, said duties shall devolve temporarily upon the Vice President. If the office of President should become vacant for any reason, the Vice President shall, upon confirmation by a majority of the Board of Directors, assume the office of President and shall serve out the unexpired term of that office. The Vice President is responsible for the set-up and take-down of equipment necessary for all 'official' Club meetings and events. The Vice President is also responsible for maintaining an adequate and timely supply of paper products for use by members in George and Georgette and for supplies for 'official' meetings and events. (Note: Special Event Committees are responsible for set-up and take down of equipment and supplies for special events.)

## Section 3 - Duties of Treasurer.

A. The Treasurer shall have custody of and keep account of all The Club's financial assets in such bank accounts and evidence of indebtedness as the Board of Directors may authorize. Such assets shall be in the name of Rolling Hills Club, Inc.
B. The Treasurer shall deposit all Club funds only into authorized bank accounts and evidences of indebtedness and may, in the event checks or other instruments payable to The Club are received, endorse such items for deposit only.
C. The Treasurer shall disburse Club funds only in accordance with the provisions of Attachment No. 4 hereto, "Asset Withdrawal or Redemption Procedure."
D. The Treasurer shall exhibit his books of account upon the request of any reasonable time of a Director or of a member of the Audit Committee.
E. The Treasurer shall prepare and publish a comprehensive written annual financial report at the end of each fiscal year, such report to be presented at the Annual Meeting of Members and reproduced in sufficient numbers that every Member will be provided with a copy.
F. At the end of each fiscal year, the Treasurer shall prepare a financial forecast to determine the level of charges necessary to maintain The Club's solvency in the ensuing fiscal year. Such forecast shall be presented at the Annual Meeting of the Members along with the Treasurer's recommendations, if any, for adjustments of charges.
G. The Treasurer shall issue written notices of delinquency as provided in Article IX, Section 3 hereof.
H. The Treasurer shall perform such other duties as may be delegated by the President or the Board of Directors.

## Section 4 - Duties of Secretary

A. The Secretary shall keep minutes of all regular and special meetings of Members and of the Board of Directors meetings in books provided for such purposes. Minutes shall be prepared and distributed to the Members (regular and special meetings) and officers (board meetings) within 45 days of each meeting by USPS mail or email.
B. The Secretary shall attend to the giving of all notices of Members' meetings and to the receiving of appointments of proxies.
C. The Secretary shall have custody of the unissued certificates of capital stock and of the Club seal and shall issue or re-issue certificates as circumstances warrant. The Secretary shall also have custody of cancelled certificates of capital stock.
D. The Secretary shall sign the name of The Club, with the President or Vice President, certificates of capital stock and contracts or agreements authorized by the Board of Directors.
E. The Secretary shall maintain and update regularly a Roster of Current Members including names, addresses, phone numbers and e-addresses. The Secretary will inquire at the Annual Meeting for updates to the Roster information. The Roster
will be distributed to all Members within 45 days of the Annual Meeting. (It is the responsibility of each member to inform the Secretary of any changes in their information when it occurs during the year.)
F. The Secretary shall send timely 'e-Mail Blasts' to all Members containing important information at the direction of the President and/or Board.
G. The Secretary shall perform such other duties as may be delegated by the President or the Board of Directors.

## ARTICLE VIII <br> Amendments

Section 1 - Members' Authority. The Members may alter, amend, add to or repeal any or all of the By-Laws herein at a regular meeting or at a special meeting called for such purpose, provided prior written notification of the proposed changes has been sent to all Members at least fifteen (15) days prior to the date of the meeting at which such changes are to be considered.

Section 2 - Necessary Majority. An affirmative vote of Members owning at least a twothirds (2/3) of the then outstanding shares of capital stock, voting in person or by proxy, shall be required to change the By-Laws herein.

## ARTICLE IX Charges, Delinquencies and Cancellations

Section 1 - Charges. Members' annual dues for The Club operations and special assessments for capital improvements for the current fiscal year shall be established by vote at the Memorial Day Meeting of the Members/ Such dues and assessments are due and payable promptly after the vote and shall remain in effect according to stipulations, if any, established by such vote, or until they are changed, amended or repealed by vote at some later meeting.

Section 2 - Stock Purchase. Upon admittance to The Club, a new member shall purchase five (5) shares of capital stock at the Share Value set forth in Article III, Section 8 hereof.

Section 3 - Delinquency.
A. The Treasurer shall send a written notice of Delinquency to any Member delinquent three (3) or more months in the payment of dues or assessments, reminding such Member that his or her membership rights and privileges will lapse after a delinquency of six (6) months.
B. The Treasurer shall send a written notification to any Member delinquent six (6) or more months that his or her membership rights have been forfeited until the delinquency is fully satisfied.
C. In the event that a Member shall be delinquent one (1) year in the payment of dues or assessments, The Club shall have the right to purchase said Members' shares of capital stock at the Share Value set forth in Article III, Section 8 hereof, less any unpaid amounts due The Club. Such action shall be taken by the Board of Directors only after said Member has been provided written notice of a final opportunity to satisfy the delinquency.

Section 4 - Cancellation of Membership. The Club, upon affirmative vote at any regular or special meeting of Members owning at least two-thirds (2/3) of the shares of capital stock then issued and outstanding, voting in person or by proxy, shall have the right to cancel any Membership for reason or reasons other than delinquency in the payment of dues or assessments, and to pay said Member the Share Value set forth in Article III, Section 8 hereof, less any unpaid amounts due The Club, upon surrender of said Member's shares of capital stock. However, such action shall not be taken unless written notification of the proposed action has been sent to the said Member at least thirty (30) days prior to the date set for the meeting at which such action is to be taken.

## ARTICLE X <br> Club Policies and Rules

## Section 1 - Membership Application Policy.

A. The Board of Directors shall from time to time establish, alter, amend or repeal and publish all or part of a written "Membership Application Policy" governing the procedures for receiving membership applications and setting requirements and qualifications for membership in The Club. The policy shall be designated "Attachment No. 1."
B. Such action shall take immediate effect and remain in effect until it is affirmed, altered, amended or repealed by vote of the Members at any regular or special meeting.
C. In any event, the affirmative vote by written secret ballot of Members owning at least two-third $(2 / 3)$ of the shares of capital stock then issued and outstanding, voting in person or by proxy, shall be required to admit an applicant to membership in The Club.

Section 2 - Outside Group Visitation Policy
A. The Board of Directors shall from time to time establish, alter, amend or repeal and publish all or part of a written "Outside Group Visitation Policy" governing the conduct and use of The Club facilities by groups of persons who are invited guests of one or more Members. The policy shall be designated "Attachment No. 2"
B. Such action shall take immediate effect and remain in effect until it is affirmed, altered, amended or repealed by vote of the Members at any regular or special meeting.

Section 3 - Camp Rules.
A. The Board of Directors shall from time to time establish, alter, amend or repeal and publish all or part of a written "Camp Rules" governing, among other things, the conduct and use of The Club facilities by Members and their immediate families, waterfront safety, fire protection, size and location of trailers, porches and decks. The policy shall be designated "Attachment No. 3".
B. Such action shall take immediate effect and remain in effect until it is affirmed, altered, amended or repealed by vote the Members at any regular or special meeting.

## Section 4 - Asset Withdrawal or Redemption Procedure.

A. The Members shall from time to time establish, alter, amend or repeal and publish all or part of a written "Asset Withdrawal or Redemption Procedure" governing the receipt, management and disbursement and redemption of The Club's financial assets, such as checking or saving accounts or other evidences of indebtedness. This procedure shall be designated "Attachment No. 4".
B. The Procedure may be amended by a simple majority of the Members voting in person or by proxy at any regular or special meeting of The Club.

## ARTICLE XI

Committees

## Section 1 - Nominating Committee.

A. The Nominating Committee shall consist of three members, each of whom shall serve for a term of three consecutive years or until a successor has taken office, said terms to be staggered so that one member's term shall expire each year on the first day of January.
B. The Nominating Committee shall select a slate of qualified candidates for the offices of President, Vice President, Secretary and Treasurer and for the positions of Director
at Large and member of the Nominating Committee. The Nomination Committee shall present said slate at the Labor Day Meeting of the Members after having first presented said slate to the Board of Directors for its prior advice and consideration.
C. Upon occurrence of any vacancy on the Board of Directors, including the Presidency in the event the Board of Directors fails to confirm the elevation of the Vice President to that office under the provisions of Article VII, Section 2 hereof, the Nominating Committee shall nominate a candidate to serve the unexpired term of the vacated office. Said candidate shall assume office immediately following confirmation by a majority vote of the Board of Directors.

Section 2 - Buildings and Ground Committee. The President shall appoint a Building and Grounds Committee Chairperson who shall be responsible for the proper upkeep, maintenance, repair, improvement or use of Club property including, by way of illustration but not limitation, grounds, trees, fences, roads, buildings, beaches, docks, etc. All Members are considered to be members of this committee and are expected to assist the Chairperson in the discharge of his or her responsibities.

Section 3 - Auditing Committee. The President shall appoint an Auditing Committee Chairperson who shall serve for a term of one (1) year beginning with the Labor Day Meeting of the Members. The Chairperson shall be responsible for audits of the Treasurer's financial records. He or she shall audit the Treasurer's comprehensive annual report prior to the Memorial Day Meeting of the Members and shall submit a signed annual report. The Chairperson shall appoint one or more assistants who are not currently serving on the Board of Directors.

Section 4 - All Committees. Every committee is authorized and empowered to enforce any Club rules and regulations pertaining to its area of responsibility or concern.

## ARTICLE XII <br> Sale or Distribution of Assets of The Club

Section 1 - Sale of Real Property. None of The Club's real property may be sold unless such sale is approved in advance by an affirmative written vote of Members owning at least twothirds $(2 / 3)$ of the shares of capital stock then issued and outstanding. Such vote shall be taken at a regular or special meeting of Members or may be solicited via the mail by the Board of Directors.

Section 2 - Voluntary or Involuntary Dissolution. In the event of a sale or distribution of all or substantially all the assets of The Club or involuntary dissolution, the assets of The Club will distributed to then existing Shareholders and creditors according to
 $\square$. Specifically, all liabilities and obligations of The Club shall be paid and discharged or adequate provisions shall be made
therefore. All other assets not subject to conditional conveyance shall be distributed in equal portions to the Shareholders of record as of the date of dissolution.

AMENDED this 5th day of September, 2022 by Affirmative Vote of the Members/Shareholders.

## President

Secretary

## MEMBERSHIP APPLICATION POLICY

Membership is limited to 30 families at anytime. For a new applicant to become a member, the following procedure is required.
A. The applicant, 21 years of age or older, must submit a letter to the Board of Officers outlining their interest and bear the recommendation of a sponsoring Rolling Hills Member.
B. Upon receipt of this letter of interest and approval by the Board, the prospective applicant will be sent an application form for membership. The applicant must complete the form giving various items of information relative to family, hobbies, camping, sports, interest of The Club.
C. All applications other than the priority given member's children are to be considered for membership in chronological order based on the date of the original letter of interest. Each year prior to the annual Memorial Day Meeting, the applicant shall be asked by the Secretary to re-affirm in writing, their continued interest in membership.
D. Following recommendation of the Board, the Rolling Hills Club membership may vote to extend to the applicant the privilege of camping for one camping season (June 1 - September 30) under the following conditions:

1. A fee equivalent to three (3) months dues shall be collected by the sponsoring member and paid to the Treasurer.
2. The rights of the applicant are to be for camping privileges only and do not include full privilege of membership.
3. One of the requirements of qualifying for membership is that the applicant must camp at least four (4) weekends when at least six (6) member families are present during regular camping season, Memorial Day through Labor Day.
4. In order for new applicants to be qualified on camping requirements no more than two (2) recommended applicants may be permitted to camp for any one season when no membership openings exists. If membership openings do exist additional applicants may be permitted to camp as approved by the Board.
5. In qualifying for camping, applicants may camp in tents, campers or RV's at approved camp sites or with sponsoring member, in compliance with all regular camp rules.
E. Qualified applicants will not be considered for membership until a vacancy occurs.
F. Upon completing of above requirements, a secret ballot will be taken at a membership meeting to consider membership of the applicant. Approval for membership in the Rolling Hills Club must be by two-third majority vote of all members.
G. Upon approval for membership the applicant will be sold 5 shares of Rolling Hills Corporation stock for the price of $\$ 2500$ and will be subject to club dues henceforth.
H. Membership Children Priority.

One child of a member will have priority for the purchase of his parents' stock and membership when such stock and membership become available. The child must pick up the membership within ninety (90) days or forfeit the special priority. In addition, current members children will have first priority on qualifying for a vacant membership when one occurs. The child must also be voted on by the membership as stated in the membership policy statement, otherwise the normal provisions of this Membership Application Policy shall apply. Anyone becoming a member whether through transfer or purchase, must meet all terms of the qualification process.

## OUTSIDE GROUP VISITATION POLICY

Outside groups who wish to use the Club facilities must be invited by a member and must meet the policies governing group visitation.
A. They must submit a request in writing to the Board of Directors and obtain approval for use of all or a portion of the facilities as specified.
B. At least one member must sponsor the group and be present during the group's visitation.
C. The group must agree to abide by all Rules, Regulations and Courtesies in effect at Rolling Hills Club.
D. Adult chaperones must accompany the group if it is comprised of individuals who are under 18 years of age.
E. Individuals who are participating in such group visits are liable for damages inflicted on Club or individual member's property.

BY-LAWS
ATTACHMENT \#3

## CAMP AREA RULES and COURTESIES and WATERFRONT SAFETY POLICY

## Check List for Last Member Out of Camp OTHER COMMENTS

Attachment \#3 is published as a separate document.

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BY-LAWS
ATTACHMENT \#4
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## Asset Withdrawal or Redemption Procedure

This procedure governs the withdrawal of Club funds from Savings Accounts or similar instruments and the disbursal of Club funds using The Club's Checking Account.

Savings Accounts: Funds withdrawn from Club Savings Instruments shall require the signature of the Treasurer or any other authorized Officer of the Club. Any such funds shall be deposited immediately in The Club's Checking Account.

Checking Accounts: All Club Funds shall be disbursed using only the Checking Account. Checks drawn on The Club checking account shall require the signature of the Treasurer and any other authorized officer of the Club. The Treasurer shall disburse funds upon presentation of valid billing or proper vouchers as described below: For routine expenditures that are formally billed by the provider of the service (Utilities, Taxes, Insurance), only on signature of the Treasurer, or other authorized Board Member, is required. For all other expenditures, the Treasurer's records shall contain as completed "Disbursement Authorization Form". This form shall be designated as Attachment A to the Withdrawal or Redemption Procedure. Said forms shall be available from the Treasurer and shall be completed by the payee and signed by the Treasurer and one other Officer of the Club prior to the disbursal of Club funds to the payee.

## Disbursement Authorization Form

Date Description Amount

## Check Payable to

(Print Name)
(Signature)
$\qquad$ Amount: $\qquad$ Date: $\qquad$
Note: Appropriate receipts shall be attached to this form for each entry.

