

BROOKRIDGE COUNTRY CLUB GOLF ASSOCIATION, INC.

8161 HAMPTON STREET BROOKSVILLE, FL 34613

Telephone: (352) 596-3028 Fax: (352) 596-8428 e-mail: bcntryclub@tampabay.rr.com

BY-LAWS OF BROOKRIDGE COUNTRY CLUB GOLF ASSOCIATION, INC.

ARTICLE I

NAME. LOCATION. PURPOSE AND FISCAL YEAR

SECTION 1. The name of the Association is Brookridge Country Club Golf Association, Inc., a non-profit corporation, (hereinafter referred to as the Association) incorporated under Charter #757788 with the Florida Department of State on April 29th, 1981, and as amended June 10th, 1983

SECTION 2. The office of the Association is located at 8161 Hampton Street, Brookridge Community Brooksville, Florida, 34613. The Association Board of Directors may from time to time, relocate such office.

SECTION 3. The purpose for which the Association is formed is to operate and maintain for its members and their guests, without pecuniary profit, a golf course and such other physical and recreational facilities as may from time to time be approved by the Board of Directors.

SECTION 4. The fiscal year of the Association will be January 1st through December 31st.

ARTICLE II

MEMBERSHIP. DUES AND INITIATION FEES

SECTION 1. MEMBERSHIP. (See Amendment dated May 14, 2008) The number of membership certificates in the Association shall be limited to four hundred and fifty (450). (a) This number cannot be changed without a two-thirds (2/3rds) majority vote of the entire membership by written ballot. (b) No change in this By-Law can be accomplished without a two-thirds (2/3rds) majority vote of the entire membership by written ballot.

SECTION 2. CLASSES:

A. FAMILY MEMBERSHIP. (See Amendment dated Dec. 8, 2014) The basic regular membership in the Association is designated Family Membership. Any person of good moral character who is over the age of eighteen years and who owns a lot in the Brookridge Community (singly or jointly with another) and who has satisfactorily complied with such terms and conditions as may be prescribed from time to time by the By-Laws of the Association may be admitted to Family Membership. Purchasers under an agreement for deed or similar purchase agreement of a lot in Brookridge Community shall be deemed to be owner for the purposes hereof. All children of a Family Member between twelve and eighteen years of age residing in the same household may use and enjoy the Association's facilities, subject to such rules and regulations as may from time to time exist. No more than two (2) adult members from any household may be admitted to Family Membership. Two adult members from one household shall be deemed to hold a Family Membership. The Association shall have the authority to adjust annual dues of Family Membership wherein only one adult resident

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plays golf. The Association shall have the right to demand and receive proof of ownership of property in the Brookridge Community as a condition of membership. No person shall hold more than one membership.

B. SPECIAL MEMBERSHIP. The Association, through its Board of Directors, shall have the authority to establish special memberships.

SECTION 3. OWNERS OF UNIMPROVED LOTS. (See Amendment dated Dec. 8 2014) The Association shall require that an owner of an unimproved lot holding a Family Membership to construct a home on such lot within two years of the admission of such member to membership, or else suffer the termination of his or her membership in the manner provided in these By-Laws under Resignation.

SECTION 4. INITIATION FEES. Any change recommended by a majority of the Board of Directors in the amount, of initiation fees to be paid as a condition of admission to membership, or an increase or decrease thereof, shall be presented to the entire membership and voted upon for approval by a majority vote by written ballots received.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The management of the Association and its affairs and assets shall be vested in a Board of Directors (hereinafter referred to as the Board). The Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.

SECTION 2. NUMBER, TENURE & QUALIFICATIONS. (See Amendment dated March 18, 2010) The number of Directors shall be nine. Three directors shall be elected at each annual election of the members of the Association and each director shall hold office for three years and until his successor shall have been elected and qualified. Directors must be members of the Association in good standing and full time residents of Brookridge Community.

SECTION 3. REGULAR MEETINGS. Regular monthly meetings of the Board shall be held at the office of the Association on such dates as shall be designated by the Board. The time and date of such meetings shall be posted on the Associations' official bulletin board. The Board may adopt such rules and regulations for the conduct of their meetings as they deem proper, so long as the same are not inconsistent with the By-Laws, the Articles of Incorporation, or the laws of the State of Florida. Minutes of such meetings shall be made available in the annex.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President or any five (5) Directors. Minutes of such special meetings shall be posted on the official bulletin board of the Association.

SECTION 5. NOTICE. Notice of any special meeting of the Board shall be given at least five days prior thereto by written notice delivered personally or sent by mail or telephone call to each Director at his or her address as shown by the records of the Association. Such notice shall specify the business

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to be transacted at the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. QUORUM. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, subject to provisions of these By-Laws requiring in special cases the attendance or vote of a greater number. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the action of a greater number is required by law or by these By-Laws.

SECTION 8. VACANCIES. Any vacancy occurring on the Board shall be filled by appointment of the Board. A Director thus chosen to fill a vacancy shall serve only until the next following election of Directors. In the event of three or more vacancies at the same time, a special meeting of the membership shall be held for the purpose of filling such vacancies.

SECTION 9. ABSENCES. (See Amendment dated March 18, 2010) Any member of the Board who shall be absent without cause from either two consecutive monthly Board meetings or two regular meetings of the membership may be removed as a Director by the majority vote of the Board.

SECTION 10. POWERS. The Board shall have all the powers vested in a Board of Directors of a non-profit corporation by common law and the Statutes of Florida and by the Association's Articles of Incorporation. Specifically, the Board shall have the following powers and authority:

- A. To at any time remove any member of any committee with justifiable cause.
- B. (See Amendment dated March 18, 2010) To reprimand, suspend or expel any member for nonpayment of dues, fees or other financial charges or violations of these By-Laws and rules and regulations of the Association or for any conduct on the member's part considered by the Board to be prejudicial to the best interest and welfare of the Association. However, no member shall be expelled except upon the affirmative vote of six members of the Board.
- C. To remove a member of the Board for justifiable cause.
- D. To adopt and promulgate reasonable rules and regulations implementing and carrying out the provisions of the Association's Articles of Incorporation and these by-Laws.
- E. To make or authorize the purchase of material and supplies and to contract

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for whatever goods, supplies and services as may be reasonably required in the operation and maintenance of the golf course. Any and all expenditures exceeding the total of ten thousand dollars (\$10,000.00) in a fiscal year and not budgeted must be approved by a majority vote of the members present at a regular or special meeting of the membership.

F. To establish an annual budget for the Association showing projected revenues and expenditures, including properly noted increases or decreases in membership dues; assure that the proposed budget is mailed with a ballot to all voting members for approval. Each ballot is to be stamped with the Association's corporate Seal and mailed to the voting members at least thirty (30) days prior to the date of the special budget meeting in November. This special meeting of the membership shall be called by the Board of Directors for the sole purpose of discussing the proposed budget. No vote shall be considered at said meeting. The date and time of this special meeting shall be included in the cover letter with the proposed budget and ballots. A majority affirmative vote of the written ballots returned will authorize the proposed budget at the December meeting, including any increase or decrease in membership dues. If the budget is not approved, the Board will operate on the present budget limitations until a new budget is approved. The time and date for the written ballots to be returned will be stated in the cover letter mailed with the proposed budget.

G. To modify or discontinue any Association facility when deemed necessary or expedient.

H. To hire agents and employees and to fix their fees and salaries and decide their powers and duties.

I. Any assessment deemed necessary by the majority of the Board shall be presented to the entire membership and voted on and approved by a majority of the written ballots returned.

J. To enforce these By-Laws, as well as the rules and regulations of the Association, and the decision of the Board shall be final.

K. To provide for payment of dues by installments.

L. The Board shall have the authority to permit use of the Association's facilities by guests and tenants of the regular members at such fees and on such terms and conditions as the Board may from time to time decide.

ARTICLE IV
MEETINGS OF MEMBERS; ELECTION OF BOARD OF DIRECTORS; VOTING

SECTION 1. DECEMBER MEETING. The regular meeting held in December of each year shall be for the following purposes: The Report of the Election Committee, the report of the Budget results and the transaction of such other business as may be brought before the meeting.

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SECTION 2. SELECTION OF BOARD OF DIRECTORS.

A. (See Amendment dated Sept. 3, 2015) The Election of the Board of Directors shall be held in December of each year. At least forty (40) days before the election, the Secretary shall post on the Association's bulletin board the names and resumes of those persons nominated by the Nomination Committee for election as Directors. At least thirty five (35) days prior to such election, The Secretary shall post an additional list of the names and resumes of persons who have been nominated in writing by twenty-five (25) members in good standing, recognizing that there may be more than one member per certificate. Written notice shall be mailed to each member, such notice to include a ballot for the election of Directors in December, election procedure, an annual dues statement and notification of the date of the annual meeting in January. Such mailing is to be completed at least thirty (30) days prior to, the election and such notice shall be deemed to be delivered when deposited, in the presence of two (2) Board members, in the U.S. Mail addressed to the member at his or her last known address, with postage thereon prepaid.

B. **REPORT OF THE ELECTION COMMITTEE.** Thirty-five (35) days prior to the election, the President, with the approval of the Board, shall appoint a Chairperson and an Election Committee of not more than five to conduct an effective election and the Chairperson shall report the results of the election to the President. The Election Committee shall cause the polls to be open 20 days before the election and closed at 5 p.m. on the day of the meeting in December of each year. The envelope shall be marked "ballot" and received at the Associations' office or deposited in the ballot box provided before the close of the polls as stated above. The election results and counted ballots shall be preserved by the Secretary for a period of one year. The votes shall be counted before the opening of the meeting and the candidates receiving the highest vote corresponding to the number of openings or vacancies to be filled shall be declared elected. The three persons receiving the three highest number of votes shall fill the three year term first, then the unexpired two year terms, if any, and finally the unexpired one year terms, if any, in that order. The results of the election shall be announced as the first order of business at the meeting. Within twenty-four hours following the close of the December meeting, the new Board shall hold an organization meeting to enable them to assume their duties on January 1st. The Secretary shall post the names of the officers, directors and committee chairmen as soon thereafter as possible on the Association's bulletin board.

SECTION 3. ANNUAL MEETING. An annual meeting of the membership shall be held in January of each year. A formal installation of the incoming officers and directors shall be held at this time and such other business as may properly be brought before the meeting shall be transacted.

SECTION 4. REGULAR MEETINGS. Regular meetings of the membership shall be held in each April and December. Notice of regular meetings shall be posted by the Secretary on the bulletin board at least thirty (30) days prior to the meeting. Minutes of such meetings shall be posted on

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the official bulletin board of the Association.

SECTION 5. SPECIAL MEETINGS. Special meetings of the membership shall be called by the President acting on behalf of the Board or upon written request of 100 voting members in good standing filed with the Secretary. The notice of the special meeting must specify the business to be transacted and only such business as had been so specified may be considered. The membership must have at least a five (5) day notice of any special meeting; such notice being posted on the Association's bulletin board.

SECTION 6. VOTING AT MEETINGS. (See Amendment dated April 11, 2016) Only certificate holders in good standing may vote at any meeting of the membership and each certificate shall be entitled to one vote. The Secretary shall, at all time, have ballots available at meetings in case a written vote becomes necessary.

SECTION 7. VOTING BY MAIL. All mailed ballots shall reach the Association on or before the time designated on the ballot to be valid. The approval or rejection of the issue shall be determined by the required majority count of the number of valid ballots returned either by mail or deposited in the ballot box provided.

SECTION 8. PLACE OF MEETINGS. The Board shall designate the place for any meeting.

SECTION 9. QUORUM. (See Amendment dated April 11, 2016) Twenty-five percent of the membership shall constitute a quorum necessary for the transaction of business at any meeting. Absentee and mail ballots shall be counted in establishing a quorum for a vote on a specific subject.

ARTICLE V OFFICERS

SECTION 1. DESIGNATION OF OFFICERS. (See Amendment dated March 18, 2010)The officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board from among the nine elected Board members.

SECTION 2. ELECTION OF OFFICERS. (See Amendment dated April 11, 2016) The Officers of the Association shall be elected annually by the Board at the organizational meeting of each new Board and shall serve and hold office at the pleasure of the Board. An Officer may not hold the same office for more than two consecutive years, except the Secretary and Treasurer who may hold the office for three years.

SECTION 3. REMOVAL OF OFFICERS. Upon an affirmative vote of a majority of the Board, any Officer may be removed with justifiable cause, and his successor elected at any regular meeting of the Board or any special meeting of the Board called for such purpose, except that if the President shall be so removed, the Vice President shall assume that office for the remainder of the term until the next following election.

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SECTION 4. RESIGNATION OF OFFICERS. Any officer may resign by delivering in writing to that effect to the Secretary or if the Secretary shall resign, such writing shall be delivered to the President, and the successor to any resigning officer shall be elected at any regular or special meeting the Board calls for such purpose, except if the President shall resign, the Vice-President shall assume the office of President until the following election of Directors.

SECTION 5. PRESIDENT. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and the Board. He or she shall have all the general powers and duties which are usually vested in the office of the President of a non-profit corporation in the State of Florida. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall have the power, in the absence or disability of the Treasurer to sign checks and disburse funds of the Association as directed by the Board of Directors.

SECTION 6. VICE-PRESIDENT. In the absence or disability of the President, the Vice-President shall perform all duties of the President, and in so acting, shall have all powers of and be subject to all restrictions on the President, except ex-officio member of any committee. The Vice-President shall have the power, in the absence or disability of the Treasurer, to sign checks and disburse funds of the Association as directed by the Board of Directors.

SECTION 7. SECRETARY. (See Amendment dated April 11, 2016) The Secretary shall keep the Minutes of all meetings of the Board and the Minutes of all meetings of the Association. The Secretary shall also have charge of such books and papers as the Board may direct and shall perform all the duties normally incident to the office of the Secretary of an Association. The Minutes shall be available for inspection to all members of the Association and the Board. A recording secretary may be appointed to assist the Secretary as needed.

SECTION 8. TREASURER. (Revised by membership vote July 15, 1991) The Treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other depositories as may from time to time be designated by the Board. The Treasurer shall make a monthly report to the Board to be posted on the Association's official bulletin board. The books shall be audited, annually, by a certified public accountant, or by a committee composed of a chairperson and two members selected by the President, not members of the Board, from the Association membership and approved by the Board of Directors. The treasurer shall be responsible for signing checks. The Board may require two signatures.

SECTION 9. FUNDS. Funds of the Association may be invested only in the following securities: Bank or Savings & Loan Interest Bearing accounts up to \$100,000.00 (or the insured limit) in any

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one institution and obligations of the U. S. Government or its agencies in any amount. Any other investment will require review and approval of the majority of the Board of Directors.

ARTICLE VI COMMITTEES

SECTION 1. GENERAL. To assist the Board in the management and operation of the Association's affairs, there shall be the following standing committees: Finance Committee, Building & Planning Committee, Greens Committee, Golf Committee, Pro-Shop Committee, Rules & Grievance Committee and Public Relations Committee. An Ad Hoc Nominating Committee shall be appointed annually as provided for in these By-Laws and when and as the Board deems it advisable. Ad Hoc Committees such as a Legal Committee, By-Law Committee, and an Admission Membership Committee may be created by the Board. All Ad Hoc and special committees and their chairpersons shall be appointed by the President with the approval of the Board, and their reports and recommendations shall be made to the President, and to the Board.

SECTION 2. COMPOSITION. The members of a committee must be members of the Association and the Chairperson of each standing committee shall be a member of the Board.

SECTION 3. TERM OF OFFICE. A committee member shall serve until such time the committee is terminated, the chairperson of such committee is terminated or resigns, the member resigns or ceases to qualify.

SECTION 4. VACANCIES. Vacancies in the membership of any committee shall be filled by appointment of the committee chairperson with the approval of the Board.

SECTION 5. QUORUM. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. RULES. Each committee may adopt rules for its own government, not inconsistent with these By-Laws or the rules adopted by the Board.

SECTION 7. STANDING COMMITTEES.

A. Finance Committee. This committee shall be chaired by the Vice-President and shall have general responsibility to formulate recommendations to the Board as to financial policies and matters. This committee should be composed of at least three members.

B. BUILDING & PLANNING COMMITTEE. This committee shall regularly review the operation and maintenance of all Association Buildings and physical facilities and make appropriate recommendations to the Board. As directed by the Board, this committee shall oversee construction, improvements and alterations authorized by the Board. This committee should have at least five members.

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C. GREENS COMMITTEE. This committee shall oversee the maintenance of the golf course and the landscaping of the Association's property within guidelines approved by the Board; shall define out-of- bounds and fairway limits; shall recommend to the Board the purchase and repair of such tools, machinery and supplies as are necessary and make recommendations to the Board as to the employment, discharge and compensation of personnel employed by the Association. This committee shall see that the operation within its jurisdiction meets and complies with all governmental rules and regulations and report any deficiencies to the Board. This committee should have at least five members.

D. GOLF COMMITTEE. Unless the Board shall decide otherwise, this committee shall include the presidents or approved designated representatives of all men's and women's golf leagues. This committee shall arrange and conduct all Association sponsored tournaments and other golf events and entertainments. This committee should be composed of at least seven members.

E. PRO-SHOP COMMITTEE. This committee shall have general oversight of the operation of the Pro-Shop, locker rooms, rental golf carts and the refreshment facilities and the prices to be charged for all articles and supplies sold, subject to any guidelines or directions established by the Board. This committee should be composed of at least seven members.

F. RULES & GRIEVANCE COMMITTEE. This committee shall conduct investigations of all written and signed charges and complaints brought against any member for violations of these By-Laws, or the rules and regulations of the Association, or for any conduct on the part of a member considered to be against the best interest or welfare of the Association. This committee shall have the authority to conduct hearings on such charges and complaints pursuant to the rules and guidelines established by the Board and shall make its reports and recommendations to the Board for final resolution. This committee should be composed of at least five members.

G. PUBLIC RELATIONS COMMITTEE. Subject to guidelines and directions established by the Board, this committee shall be responsible for all publicity, advertising and general communications to the membership and media relating to the Association activities, such as tournaments, other events and new developments. This committee should be composed of at least three members.

SECTION 8. AD HOC NOMINATING COMMITTEE. Prior to the first Wednesday in September of each year, the President, with the approval of the Board, shall appoint a five member Ad Hoc Nominating Committee, one of which shall be designated as chairperson and none of whom shall be a member of the Board. The function of the Committee shall be to nominate from the membership a list of candidates for the Board of Directors. Such list is to include one or more candidates for each expected vacancy. Within five (5) days after the appointment of the committee, the Secretary shall post on the Association's bulletin board the name of the chairperson and committee members and solicit regular members to submit written application to the committee for consideration as a

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nominee. Such application will show the name, address and any background the applicant wishes to submit. All applicants shall be interviewed personally. At least forty (40) days prior to the election in December, the committee shall furnish its list of nominees to the Secretary and such nominees shall be placed on the ballot for the election, along with any nominees nominated directly by the membership as provided elsewhere in these By-Laws.

ARTICLE. VII INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

Every person who is now or hereafter shall be a Director or Officer of the Association shall be indemnified by the Association against all costs and expenses (including legal fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the Association, except in relation to matters: (a) as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer, or (b) with respect to which he or she has been guilty of willful malfeasance, bad faith, gross negligence or reckless disregard of his or her duties. The foregoing right of indemnification shall exist whether or not such Director or Officer at the time he or she is made a party to such action, suit or proceeding, or at the time such costs or expenses are incurred by or imposed upon him or her, as a Director or Officer of the Association and shall not be exclusive of other rights to which he or she may now or hereafter be entitled as a matter of law.

ARTICLE VIII TRANSFER OR FORFEITURE OF MEMBERSHIP

SECTION 1. RESIGNATION. Any member may resign his or her membership at any time with a signed surrender form accompanied by his or her certificate of membership. Upon receipt of such notice, and if the member is in good standing, the Association then shall proceed according to its then current rules and regulations to re-sell, at the current price, such membership in the order received to the first party on the waiting list or in the event there is no waiting list to the next qualified party, and the Association shall be entitled to impose a fee of \$250.00 for handling and processing such transfer.

SECTION 2. SALE OF PROPERTY. Should a member sell or transfer his or her interest in his or her Brookridge property, such member's membership in the Association shall then revert to the Association. If the selling member was a member in good standing at the time of sale, then his or her membership shall be reissued in the name of the purchaser if such purchaser so desires and is otherwise qualified, subject to the rules and regulations of the Association and the imposition of the fee provided in the preceding section.

SECTION 3. DELINQUENCY. Dues are due and payable on January 1st, each year, or as each Installment so provided becomes payable. When dues, any installment of dues, or other Indebtedness of any member shall remain unpaid for a period of fifteen (15) days after the due date, he or she

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shall be declared delinquent and his or her playing privileges and the use of the Association's facilities shall be suspended. If such indebtedness shall remain unresolved for a further period of fifteen days, his or her membership shall be terminated by the Board and he or she will cease to be a member of the Association and shall surrender his or her certificate at the then current price, less prorated dues and any other indebtedness and the imposition of the fee provided in Section 1, Resignation.

ARTICLE IX CERTIFICATES OF MEMBERSHIP.

SECTION 1. CERTIFICATES. The Board shall provide for the issuance of certificates evidencing membership in the Association, which certificates may be in such form as determined by the Board. Such certificates shall be signed by the President or Vice-President and Secretary. All certificates evidencing membership shall be consecutively numbered, and the name of each member and the date of issuance of the certificate shall be entered in the records of the Association. If any certificate shall be lost, mutilated or destroyed, a new certificate may be issued, therefor, on such terms and conditions as the Board may determine.

SECTION 2. ISSUANCE OF CERTIFICATES. When a member has been admitted to membership and has paid the dues and otherwise met all admission requirements, a certificate of membership shall be issued in his or her name.

ARTICLE X PURCHASE OR SALE OF REAL ESTATE

SECTION 1. No real estate shall be purchased or sold by the Association unless at least eighty (80) percent of the entire membership shall approve such purchase or sale, by written and signed ballot. No change in this By-Law shall be made except by a two-thirds (2/3rds) majority vote of the entire membership by written ballot.

ARTICLE XI AMENDMENTS

SECTION 1. With the exception of those By-Laws wherein it is specifically stated the procedure for amendment, these By-Laws may be amended by a two-thirds (2/3rds) majority vote of the members present at a regular or special membership meeting called for that purpose. Notice of any proposed amendment must be posted on the Associations' bulletin board and a mailing to the entire membership be made at least thirty (30) days before such meeting and must set forth the amendment(s) to be considered.

SECTION 2. When these By-Laws are amended, a copy of such amendment shall be made available to each regular member within thirty (30) days after adoption. .

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ARTICLE XII
ARTICLES OF INCORPORATION

SECTION 1. Proposals to amend the Articles of Incorporation shall be presented at a regular or special meeting of the membership. Following discussion, the members present shall be polled and, with a majority vote in favor, the Board of Directors shall cause the issuance of written ballots to the entire membership. A two-thirds (2/3rds) majority of the written ballots returned shall constitute approval or disapproval of the amendment/amendments.

SECTION 2. NOTICE TO STATE OF FLORIDA. The Secretary of the Association shall cause any amendment/amendments to the Articles of Incorporation to be filed with the Secretary of the State of Florida, accompanied with the appropriate filing fees.

ARTICLE XIII
BY-LAWS

SECTION 1. By-Laws Committee. The Board may, prior to taking any action on a proposal to amend these By-Laws, appoint an Ad Hoc By-Laws Committee to consider such proposal and make its recommendations to the Board within a specified time.

SECTION 2. Availability to Members. The Secretary shall at all times have available to members, free of charge, a copy of these By-Laws, showing all amendments thereto.

ARTICLE XIV
DISSOLUTION

In accordance with the Articles of Incorporation of Brookridge Country Club Golf Association, Inc. upon dissolution of Brookridge Country Club Golf Association, Inc., its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to the Brookridge Community Property Owners, Inc. if such Corporation continues its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Law; otherwise, the distribution shall be to a non-profit fund, foundation or corporation that does comply.

ARTICLE XV
PARLIMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

Becky Kline
Secretary.

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BROOKRIDGE COUNTRY CLUB GOLF ASSOCIATION, INC.

SUBJECT: By-Laws of Brookridge Country Club golf Association
(Revised April 10, 2000)

AMENDMENT 1: Dated May 14, 2008

ARTICLE II

SECTION 1. MEMBERSHIP: The number of membership certificates in the Association shall be limited to four hundred (400). (a) This number cannot Be changed without a two-thirds (2/3rds) majority vote of the entire Membership by written ballot. (b) No change in this By-Law can be Accomplished without a two-thirds (2/3rds) majority vote of the entire Membership by written ballot.

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By-Laws Amendment

ARTICLE III

BOARD OF DIRECTORS

Section 2. NUMBER, TENURE & QUALIFICATIONS. The number of Directors shall be ten (10). Either Three (3) or Four (4) Directors shall be elected at each annual election of Directors of the Association, depending on the number of terms being concluded. Each Director shall hold office for three (3) years, and until his successor shall have been elected and qualified. The number of Seasonal Directors may not exceed four (4) at any time. All Directors must be members of the Association in good standing and residents of the Brookridge Community.

Section 9. ABSENCES. Any full time resident member of the Board who shall be absent without cause from either two (2) consecutive monthly board meetings or two (2) regular meetings of the membership may be removed as a Director by the majority vote of the Board.

Seasonal Directors must be available, in person, for at least 150 days during the period falling between the third (3rd) Tuesday of October through the third (3rd) Tuesday of April of the following year – (26 weeks/183 days).

Section 10. POWERS.

B. To reprimand, and suspend or expel any member for nonpayment of dues, fees or other financial charges or violations of these By-Laws and rules and regulations of the Association for any conduct on the members part considered by the Board to be prejudicial to the best interest and welfare of the Association, However, no member shall be expelled except upon the affirmative vote of seven (7) members of the Board.

Article V

OFFICERS

Section 1. DESIGNATION OF OFFICERS. The Officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board from among the 10 elected Board members.

The above amendments were approved by the membership at a Special Membership Meeting on March 18, 2010 in accordance with By-Laws Article XI – Amendment

BY-LAWS OF BROOKRIDGE COUNTRY CLUB GOLF ASSOCIATION, INC.

ARTICLE II
MEMBERSHIP. DUES AND INITIATION FEES

SECTION 2. CLASSES:

FAMILY MEMBERSHIP. The basic regular membership in the Association is designated Family Membership. Any person of good moral character who is over the age of eighteen years and who owns a lot in the Brookridge Community (singly or jointly with another) and who has satisfactorily complied with such terms and conditions as may be prescribed from time to time by the By-Laws of the Association may be admitted to Family Membership. Purchasers under an agreement for deed or similar purchase agreement of a lot in Brookridge Community shall be deemed to be owner for the purposes hereof. All children of a Family Member between twelve and eighteen years of age residing in the same household may use and enjoy the Association's facilities, subject to such rules and regulations as may from time to time exist. No more than two (2) adult members from any household may be admitted to Family Membership. Two adult members from one household shall be deemed to hold a Family Membership. **If the second adult in a Family Membership is not a Brookridge resident they must be an immediate family member (i.e.: mother, father, son, daughter sister or brother and may not be a Brookridge property owner.** The Association shall have the authority to adjust annual dues of Family Membership wherein only one adult resident Plays golf. The Association shall have the right to demand and receive proof of ownership of property in the Brookridge Community as a condition of membership. ~~No person shall hold more than one membership.~~ **One full membership per Brookridge owned lot is permitted.**

SECTION 3. OWNERS OF UNIMPROVED LOTS:

~~The Association shall require that an owner of an unimproved lot holding a Family Membership to construct a home on such lot within two years of the admission of such member to membership, or else suffer the termination of his or her membership in the manner provided in these By Laws under Resignation.~~

The above amendments were approved by the membership at the December 8, 2014 Membership Meeting in accordance with:

By-Laws Article XL – Amendment

BY-LAWS OF BROOKRIDGE COUNTRY CLUB GOLF ASSOCIATION, INC.

ARTICLE IV
MEETINGS OF MEMBERS; ELECTION OF BOARD OF DIRECTORS; VOTING

SECTION 2. SELECTION OF BOARD OF DIRECTORS.

A. The Election of the Board of Directors shall be held in December of each year. At least forty (40) days before the election, the Secretary shall post on the Association's bulletin board the names and resumes of those persons nominated by the Nomination Committee for election as Directors. At least thirty five (35) days prior to such election, The Secretary shall post an additional list of the names and resumes of persons who have been nominated in writing by twenty-five (25) members in good standing, recognizing that there may **not** be more than one member per certificate **serving on the Board of Directors at the same time.** Written notice shall be mailed to each member, such notice to include a ballot for the election of Directors in December, election procedure, an annual dues statement and notification of the date of the annual meeting in January. Such mailing is to be completed at least thirty (30) days prior to, the election and such notice shall be deemed to be delivered when deposited, in the presence of two (2) Board members, in the U.S. Mail addressed to the member at his or her last known address, with postage thereon prepaid.

The above amendment was approved by the membership at the September 3, 2015 Special Membership Meeting in accordance with:

By-Laws Article XI – Amendment

BY-LAWS OF BROOKRIDGE COUNTRY CLUB GOLF ASSOCIATION, INC.

ARTICLE IV

MEETINGS OF MEMBERS; ELECTION OF BOARD OF DIRECTORS; VOTING

SECTION 6. VOTING AT MEETINGS. **With the exception wherein it is specifically stated otherwise within these By-Laws, a two-thirds (2/3rds) majority vote of the members present at any regular or special meeting shall be required for the approval or rejection of any business. Proxy, Absentee and Mailed ballots shall be counted for a vote on a specific subject(s).** Only certificate holders in good standing may vote at any meeting of the membership and each certificate shall be entitled to one vote. The Secretary shall, at all times, have ballots available at meetings in case a written vote becomes necessary.

~~SECTION 9. QUORUM. Twenty five percent of the membership shall constitute a quorum necessary for the transaction of business at any meeting. Absentee and mail ballots shall be counted in establishing a quorum for a vote on a specific subject.~~

ARTICLE V
OFFICERS

SECTION 2. ELECTION OF OFFICERS. The Officers of the Association shall be elected annually by the Board at the organizational meeting of each new Board and shall serve and hold office at the pleasure of the Board. ~~An Officer may not hold the same office for more than two consecutive years, except the Secretary and Treasurer who may hold the office for three years.~~

SECTION 7. SECRETARY. The Secretary shall keep the Minutes of all meetings of the Board and the Minutes of all meetings of the Association. The Secretary shall also have charge of such books and papers as the Board may direct and shall perform all the duties normally incident to the office of the Secretary of an Association. The Minutes shall be available for inspection to all members of the Association and the Board. A recording secretary may be appointed to assist the Secretary as needed. **The Secretary shall have the power, in the absence or disability of the Treasurer to sign checks and disburse funds of the Association as directed by the Board of Directors.**

The above amendments were approved by the membership at the April 11, 2016 Regular Membership Meeting in accordance with:

By-Laws Article XI – Amendment