

Brookridge Country Club Golf Association, Inc
8161 Hampton Street, Brooksville, Fl 34613

ARTICLE I

NAME. LOCATION. PURPOSE AND FISCAL YEAR

SECTION 1. The name of the Corporation 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 Corporation is located at 8161 Hampton Street, Brookridge Community Brooksville, Florida, 34613. The Corporation Board of Directors may from time to time, relocate such office.

SECTION 3. The purpose for which the Corporation 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

MEMBERS

1. (a) ***Voting members refer to certificate holders and are limited to one vote per certificate.***
- (b) Subject to the restrictions contained in this section, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of

suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(c) The right or interest of a member shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of the Corporation.

(d) The number of **certificate memberships** shall be limited to four hundred (400). This number cannot be altered and this provision cannot be amended without a two-third majority (2/3rds) vote of the entire membership by written ballot. The Board shall provide for the issuance of certificates evidencing membership in the Corporation, 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 Corporation. 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.

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.

CLASSES of MEMBERSHIP

(e) **Full Membership:** The basic regular membership in the Corporation is designated as a **Full** Membership. Any person of good moral character who is over the age of eighteen years and who owns a single family home in the Brookridge Community (singly or jointly) and who has satisfactorily complied with such terms and conditions as may be prescribed from time to time by the By-Laws of the Corporation may be admitted to **Full** Membership. Purchasers under an Agreement for Deed or similar purchase agreement of a single-family home in the Brookridge Community shall be deemed to be an owner for the purpose of this provision. All children of a **Full** Member between twelve and eighteen years of age residing in the same household may use and enjoy the Corporation'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 a 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, then they must be an immediate family member (i.e. mother, father, son, daughter, sister, brother) and may not be a Brookridge property owner. The Corporation shall have the authority to adjust annual dues of a 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. One full membership per Brookridge owned lot is permitted.

(f) Special Memberships.

The Corporation, through its Board of Directors, shall have the authority to establish special memberships.

(g) 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 **voting** membership and voted upon for approval by a majority vote by written ballots received.

MEETINGS OF MEMBERS

2. (a) Any Annual or Special Meeting of Members may be held in the Brookridge Community or within a 1-mile radius of the Brookridge Community Business Office at a place as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(b) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that Directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(c) Unless specified otherwise in these By-Laws written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of Directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Written notice of Annual Meetings and Special Meetings shall be provided to the members by hand delivery, electronically (provided member consents, in writing, to receipt of electronic notice at the address to which electronic notice is provided) by first class mail or as otherwise authorized by Florida Statute, not less than 10 days nor more than 50 days before the date of the meeting, to each member at his or her address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been provided on the date the notice is hand delivered,

electronically transmitted (provided member consents, in writing, to receipt of electronic notice at the address to which electronic notice is sent) or as otherwise provided by Florida Statute. Notice provided by first class mail shall be deemed to have been given 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. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of Directors, shall set forth any amendments to the By-Laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

(d) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3. Meetings of the members shall be presided over by the following officers, in the order of President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the remaining directors in attendance. The Secretary of the Corporation shall act as Secretary of every meeting. When the Secretary is not available, the Chairman may appoint a Secretary of the meeting.

4. Every member may authorize another member to act for him/her by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

5. The Directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his/her ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and

determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report to the Board in writing of all matters determined by them with respect to such meeting.

6. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of Directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

7. A Members' Meeting shall be held in November in each year for the following purpose:

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 Members' Meeting, including any increase or decrease in membership dues. If the budget is not approved, the Board will operate on the current budget limitations until a new budget is approved.

8. 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 Corporation'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, (one member per certificate) 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 provided to each member, by hand delivery, electronically (provided member consents, in writing, to receipt of electronic notice at the address to which the electronic notice is provided), by first class mail or as otherwise authorized by Florida Statutes. Such notice shall include a ballot for the election of Directors in December, election procedure, and notification of the date of the annual meeting in January. Notice to members shall be completed at least thirty (30) days prior to, the election. Notice shall be deemed to have been provided on the date the notice is

hand delivered, electronically transmitted, (provided member consents, in writing, to receipt of electronic notice at the address to which electronic notice is provided) or sent otherwise as provided by Florida Statute. Notice provided by first class mail shall be deemed to have been given 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. In the event the number of candidates running is equal to, or less than the number of openings, the Board by motion may waive the distribution of ballots. If so waived each candidate running shall be declared elected by consensus for three (3) year terms. The Board shall fill any remaining openings (if any) by appointment for a one year term or until the next election, whichever comes first. If however number or candidates running are equal to the number of openings and the terms to be filled are different there must be an election.

9. A Members' Meeting shall be held in December of each year 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.

10. REPORT OF THE ELECTION COMMITTEE. At Least 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 (none of whom shall be a member of the Board) 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 "Election" and received at the Corporations' 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. Subject to paragraph 17 the persons receiving the highest number of votes shall fill the three-year terms 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 by the Election Committee 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 and Directors **and his/her appointed position** as soon thereafter as possible on the Corporation's bulletin board.

11. 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.

12. 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 retained in the pro-shop annex.

13. 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 (one member per certificate) 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 fifteen (15) day notice of any special meeting; such notice being posted on the Corporation's bulletin board.

14. 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.

15. VOTING BY MAIL. All mailed ballots shall reach the Corporation 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.

ARTICLE III

BOARD of DIRECTORS

16. The Corporation shall be managed by a Board of Directors. Each Director shall be at least 18 years of age, and shall be a full member of the Corporation during his/her Directorship. The Board of Directors shall consist of 10 persons. The number of Directors constituting the entire Board shall be no less than nine as required by the amended and restated Articles of Incorporation. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members of the corporation. The number of Directors may be increased or decreased by action of the members of the corporation, provided that any action to affect such increase or decrease shall require the vote of a majority of the entire **voting** members of the corporation. No decrease shall shorten the term of any Director then in office.

17. At each December Meeting of the Members, the membership shall elect Directors to hold office until the next December Meeting. Either Three (3) or Four (4) Directors shall be elected at each annual election of Directors of the Corporation, depending on the number of terms being concluded. Each Director shall hold office for three (3) years, and until his/her successor shall have been elected and qualified. The number of Seasonal Directors may not exceed four (4) at any time. ***For the purposes of these By-Laws, a Seasonal Director shall be a Full Member who has not resided in the Brookridge Community for an average of more than 185 days in each of the previous 2 calendar years.*** Seasonal Directors should 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).

OPERATIONS of the BOARD

18. **ABSENCES.** Any 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 a vote of 7** of the Board. ***For greater clarification a Director who participates in any meeting by teleconference or videoconference shall be deemed to be present for the purposes of this provision.***

19. A Director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

20. Vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. A Director elected to fill a vacancy caused by resignation, death, or removal 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.

21. (a) An organization meeting of the Board of Directors shall be held immediately following the December Meeting of the Members to enable them to assume their duties on January 1st. The Secretary shall post the names of the officers and directors as soon thereafter as possible on the Association's bulletin board. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or by a majority of the Directors then in office.

(c) Written, electronic, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him/her.

22. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

23. The President shall preside and, if there be no President or in his absence, the Vice President shall preside and if there is no Vice President or in his absence, any other Director chosen by the Board, shall preside.

24. The Board of Directors, subject to paragraphs 34 through 40-H, may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

25. 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 Corporation'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) 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 Corporation for any conduct on the members part considered by the Board to be prejudicial to the best interest and welfare of the Corporation, However, no member shall be expelled except upon the affirmative vote of seven (7) 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 Corporation's Articles of Incorporation and these By-Laws.
- (e) To make or authorize the purchase of material and supplies and to contract 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 thirty thousand dollars (**\$30,000**) 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 Corporation showing projected revenues and expenditures, including properly noted increases or decreases in membership dues; and assure that the proposed budget is distributed with a ballot to all voting members for approval, by hand delivery, electronically (provided member consents, in writing, to receipt of electronic notice at the address to which the electronic notice is provided), by first class mail or as otherwise authorized by Florida Statutes 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 and Corporation 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 **voting** 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 Corporation, 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 Corporation'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

OFFICERS

26. DESIGNATION OF OFFICERS. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board from among the ten elected Board members.

27. ELECTION OF OFFICERS. The Officers of the Corporation 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.

28. REMOVAL OF OFFICERS. Upon an affirmative vote of seven (7) of the Board, any Officer may be removed with justifiable cause, and his/her successor elected at any regular meeting of the Board or any special meeting of the Board called for such purpose.

29. 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.

30. PRESIDENT. The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation 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 Corporation as directed by the Board of Directors. ***The President may not be a Seasonal Director.***

31. VICE-PRESIDENT. In the ***temporary*** 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 Corporation as directed by the Board of Directors.

32. SECRETARY. The Secretary shall keep the Minutes of all meetings of the Board and the Minutes of all meetings of the Corporation. 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 a Corporation. The Minutes shall be available for inspection to all members of the Corporation 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 Corporation as directed by the Board of Directors. ***The Secretary may not be a Seasonal Director.***

33. TREASURER. The Treasurer shall have responsibility for Corporation funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. 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 Corporation'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 Corporation membership and approved by the Board of Directors. The Treasurer shall be responsible for signing checks. ***The Board shall require two signatures on any amounts over two thousand dollars (\$2,000).*** The Treasurer may invest funds of the

Corporation only in the following securities: Bank or Savings & Loan Interest Bearing accounts up to \$100,000.00 (or the insured limit) in any 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. ***The Treasurer may not be a Seasonal Director.***

ARTICLE V

COMMITTEES

34. GENERAL. To assist the Board in the management and operation of the Corporation'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. A 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 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.***

35. COMPOSITION. The members of a committee must be members of the Corporation and the Chairperson of each standing committee shall be a member of the Board.

36. 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.

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

38. 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.

39. RULES. Each committee may adopt rules for its own government, not inconsistent with these

By-Laws or the rules adopted by the Board.

40. **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 Corporation 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 **three** members.

C. GREENS COMMITTEE.

This committee shall oversee the maintenance of the golf course and the landscaping of the Corporation'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 Corporation. 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 and should include the course superintendent.

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 Corporation sponsored tournaments and other golf events and entertainments. This committee should be composed of at least **three** 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 **five** members and should include the Pro-Shop manager.

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 Corporation, or for any conduct on the part of a member considered to be against the best interest or welfare of the Corporation. 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 **three** 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 Corporation activities, such as tournaments, other events and new developments. This committee should be composed of at least three members.

H. 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 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 Corporation'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 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 VI**MISCELLANEOUS**

41. INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

Every person who is now or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation 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 Corporation, 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 Corporation and shall not be exclusive of other rights to which he or she may now or hereafter be entitled as a matter of law.

42. TRANSFER OR FORFEITURE OF MEMBERSHIP

(a) 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 Corporation 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 Corporation shall be entitled to impose a fee of \$250.00 for handling and processing such transfer.

(b) 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 Corporation shall then revert to the Corporation. If the selling member was a member in good standing at the time of sale, then his or her membership may 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 Corporation and the imposition of the fee provided in the preceding section.

43. **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 shall be declared delinquent and his or her playing privileges and the use of the Corporation'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 Corporation 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 45(a) Resignation.

44. **PURCHASE OR SALE OF REAL ESTATE** No real estate shall be purchased or sold by the Corporation unless at least eighty (80) percent of the entire **voting** 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.

45. **ARTICLES OF INCORPORATION** 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 **voting** membership. A two-thirds (2/3rds) majority of the written ballots returned shall constitute approval or disapproval of the amendment/amendments.

46. **NOTICE TO STATE OF FLORIDA** The Secretary of the Corporation 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.

47. 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.

48. 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.

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

50. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

51. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

52. AMENDMENTS 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 Corporations' bulletin board **and furnished directly to each member in person, by telephone, electronic communication, or by mail** at least thirty (30) days before such meeting and must set forth the amendment(s) to be considered.

53. BY-LAWS COMMITTEE The Board **shall**, 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.

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