

CONSTITUTION AND BY-LAWS OF WATERLOO COUNTRY CLUB, INC.

ARTICLE I - NAME

The name of this Corporation is: Waterloo Country Club, Inc. and hereinafter referred to as the "Club".

ARTICLE II – OBJECT

The object for which this corporation is formed is to own, operate, and maintain a country club for pleasure, athletic, and social purposes, and all things usual and customary in the operation of country clubs.

ARTICLE III – FISCAL YEAR

The fiscal year shall begin on the first day of January and end on the thirty first day of December each year.

ARTICLE IV – MEMBERSHIP

Section 1. Voting Membership. The voting membership of the Club shall consist of Full Equity members and shall not exceed 300 members. Upon recommendation of the Board of Directors (hereinafter "the Board") and approved by the membership this number may be increased or decreased.

Section 2. Full Equity. The Club will provide for Full Equity membership and shall be evidenced by a no-par-value Certificate of Membership (stock) issued under the name and seal of the Corporation. Certificates shall be contained in a certificate book, issued in consecutive order, and shall be numbered and registered in the order in which they are issued. A Certificate of Membership of the Corporation can only be transferred upon the books of the Corporation and all certificates exchanged or returned to the corporation shall be cancelled by the Secretary and such cancelled certificates pasted in their original place in the book and no new certificate shall be issued until the old certificate has been cancelled and returned to its original place in said book, unless lost and satisfactory evidence of such loss is furnished to the Secretary.

In the event of a requested transfer, when membership is below 275 (or such transfer would reduce membership below 275), no such transfer will be allowed until such time as a replacement member is secured.

Full Equity members will pay dues, restaurant minimums, and assessments approved by membership.

Section 3. Non-Equity. The Club will provide for Non-Equity membership obtained upon a non-refundable signup fee. This membership will enjoy all the privileges and obligations of a Full Equity member but will not have an equity interest.

Non-Equity members have no voting privileges and cannot serve as members of the Board of Directors.

Non-Equity members will pay dues, restaurant minimums, and assessments approved by membership.

The signup fee for Non-Equity members will be put in escrow to meet the obligations to former equity members.

Section 4. Emeritus. The Club will provide for an Emeritus membership which will be available for members at least 75 years of age and have a consecutive length of Full Equity membership, that when added to age is equal to or greater than 100. A member requesting this level must be a Full Equity member in good standing at time of making application.

Upon transition to Emeritus Membership, the Full Equity Certificate of Membership will be surrendered to the Club with full reimbursement, less any outstanding dues or fees. Optionally, the member may elect to transfer the Certificate of Membership to an immediate family member, but a stock transfer fee will be charged.

Emeritus members will have full use of the Clubhouse and pool.

Emeritus members will retain golf privileges provided applicable green fees and cart fees are paid accordingly.

Emeritus members will be allowed to participate in WCC sponsored golf leagues provided all associated league fees, green fees, and/or golf cart fees are paid.

Emeritus members have no voting privileges and cannot serve as members of the Board of Directors.

Emeritus members will pay dues, restaurant minimums, and assessments approved by membership.

Emeritus Membership is limited to 10% of the total current active Full Equity membership.

Section 5. Social. The Club will provide for a Social membership at a number to be determined by the Board of Directors. Social members will have full use of Club facilities other than golf privileges.

Social members will pay a one-time signup fee.

Social members will pay dues, restaurant minimums, and assessments approved by membership.

Social members have no voting privileges and cannot serve as members of the Board of Directors.

In the event of a waiting list for Full Equity membership, Social members in good standing will be given priority status based on membership enrollment date.

Section 6. Junior. The Club will provide for a Junior membership. This membership is available for single individuals between the ages of 21-31 years. Membership requires a non-refundable one-time initiation fee that will be applied to the purchase of stock upon becoming a Full Equity member.

This membership will enjoy all the privileges and obligations of a Full Equity member but will not have an equity interest.

Junior members have no voting privileges and cannot serve as members of the Board of Directors.

Junior members will pay dues, restaurant minimums, and assessments approved by membership.

Junior members may transfer to Full Equity membership at any time or must transfer when his/her marital status changes or upon attaining age 32. Upon transferring to Full Equity membership, the Junior member will pay the remaining stock value after the credit of initiation fee.

In the event of a waiting list for Junior Membership, family members of Full Equity members receive priority status.

In the event of a waiting list for Full Equity membership, Junior members in good standing will be given priority status.

Section 7. Age Eligibility. Anyone over the age of 18 shall be eligible for membership. All single men and women up to the age 25 living in a member's home and treated as a dependent for income tax purposes shall be entitled to the privileges of the club.

Section 8. Suspension of Membership. The Board shall have power by vote of two-thirds of the membership thereof:

- A. To fine, suspend for a designated period of time not in excess of six (6) months, or to expel from the Club any member or any other person who enjoys the privileges of the Club pursuant to Article IV for any conduct on the part of such person which is likely, in the sole discretion of the Board, to endanger the welfare, interest, or character of the Club or for any conduct in violation of the rules of the Club, provided, however, that no such suspension or expulsion shall be voted upon until after such person has had notice in writing of the charge made and has had an opportunity to be heard thereon. When a Full Equity member is expelled, the Club shall be obliged to allow such member

to transfer the Certificate of Membership, subject to the payment of any unpaid dues, restaurant minimums, assessments, or other indebtedness then due the Club, or which may thereafter become due and payable pending transfer, and further subject to the Constitution and By-Laws of the Club with respect to transfer. A suspended member shall not be entitled to vote during the period of suspension.

- B. To forfeit any Full Equity Certificate of Membership or revoke other membership when dues, restaurant minimums, assessments, or other indebtedness due the club shall be due and remain unpaid of a period of thirty (30) calendar days after such member has been notified in writing by mail or email at his or hers last known mailing or email address, of such member's delinquent indebtedness due the club and of the impending date set forth for forfeiture, or revocation should the delinquent indebtedness, together with any additional dues or assessments which have since occurred, remain unpaid.

Notwithstanding the above, should the delinquency arise from the death of a Full Equity member, the Club shall allow such member's next of kin, executor, or legal representative to transfer the Certificate of Membership within the period of (30) days after notification of the delinquency.

All forfeitures, revocations, and transfers as herein provided shall at all times be subject to the payment of any unpaid dues, restaurant minimums, assessments, or other indebtedness due the Club at the time of said forfeiture, revocation, or transfer and further subject to the Constitution and By-Laws of the Club with respect to transfer. In no event shall a forfeited membership be entitled to any privileges of the Club.

Section 9. Registration. Membership registration may be in single name or joint name, if joint registration is used, both persons must be of the same household, as the privileges of the Club are limited to one vote per membership.

Membership registration includes the signing of the Code of Conduct approved by the Board of Directors.

Section 10. Code of Conduct. The intention of the Code of Conduct is to establish clear and acceptable behavior expectations for the Waterloo Country Club members, guests, and employees. It is not intended to restrict the rights of anyone but to ensure that all members, committee members, guests, and employees can expect to be treated with dignity and respect while playing, working, or volunteering at the Waterloo Country Club.

Upon the violation of Code of Conduct, members will be subject to the penalties defined therein.

Article V – Certificate of Membership (Stock)

Section 1. Value. The value of a Certificate of Membership issued by the Club shall be determined by the Board subject to approval of the membership. The initiation and/or transfer fee for new members and the method of payment therefore shall be determined by the Board.

Section 2. Transfer Clause. Upon the face on the back of the Certificate of Membership there shall be printed the following legend:

“The membership evidenced by this Certificate is transferable upon request upon approval of the Board of Directors and this Certificate shall be surrendered to said Corporation upon the termination of membership as provided in the Constitution and By-Laws of said corporation. This Certificate is subject to the provisions of the Constitution and By-Laws of the Corporation and all amendments that may be made from time to time and as such is subject to forfeiture as provided in said By-Laws.”

Article VI – Meeting of Members

Section 1. Annual Meeting. The annual meeting of the Members shall be held at the Waterloo Country Club on the fourth Monday in February in each year, at 7 o'clock p.m., for the purpose of electing Directors and such other business as may properly come before said meeting.

Section 2. Quorum. A quorum at a meeting of members shall consist of members in person or by proxy, holding at least one-third of the non-forfeited outstanding Certificates of Membership. If one-third of the Certificates of Membership shall not be represented in person or by proxy, such meeting shall be adjourned from day to day, not to exceed thirty (30) days.

Section 3. Questions. All questions shall be decided by the holders of a majority of the certificates present at a meeting in person or by proxy.

Section 4. Voting. At any meeting of the members, as provided herein, each member, unless he or she shall then be a suspended member or a forfeited member, shall be entitled to one vote.

A member vote may be given personally or by proxy authorized electronically or in writing and signed by the member. The instrument authorizing a proxy to act shall be delivered to the secretary before or at the meeting.

Section 5. Special Meetings. A meeting may be called at any time during the interval between the annual meetings, either by the Board of Directors or by the written petition of five (5) percent of the membership to the Board of Directors.

Section 6. Auditing Committee. At the regular annual meeting, the members shall elect an auditing committee to consist of five (5) non director members. It shall be the duty of this committee during the month of February each year, before the annual meeting, to audit the books and accounts of the Secretary and Treasurer and make a report thereof at the annual meeting.

Article VII – Board of Directors

Section 1. Corporate Powers. All the corporate powers of the Club shall be vested in and exercised by a Board of nine directors, who shall be Full Equity members of the corporation, and who shall be divided into three classes of three each; and three shall be elected at each meeting of the members for a term of three years.

The directors shall in all cases function as a Board, and the individual directors shall have no individual power. Any of the directors may be removed by the vote of two-thirds of all the outstanding voting membership of the corporation at a regular meeting or at any special meeting of the members called for that purpose.

The Board can approve capital projects, not exceeding cash on hand allocated for capital projects, with a majority vote of the directors. If new loans are required, the Board may approve net annual loans for capital projects up to 25% of the previous year's gross revenue, after donations have been considered, with a majority vote of the directors.

Any debt beyond this amount requires a resolution to be voted on by the shareholders with a simple majority vote required to pass. This vote may take place at the annual meeting or a special meeting of the shareholders.

A 60% majority vote by the shareholders is required for the Board to buy or sell any WCC held property in excess of \$250,000.

Section 2. Class. The first board of directors shall classify themselves in such a manner that there shall be three directors in each class. Those belonging to the first class shall go out of office on the Fourth Monday of February after the first annual meeting of the members. Those in the second class shall go out of office on the fourth Monday of February after the second annual meeting of the members and those of the third class shall go out of office on the fourth Monday of February after the third annual meeting of the members, and accordingly thereafter.

Section 3. Quorum. The presence of five directors at any meeting shall constitute a quorum for the transaction of business.

Section 4. Vacancy. Any vacancy in the board may be filled by the remaining directors by the vote of the majority present at any meeting. A director so elected shall serve until the next annual meeting of the members, at which time the members shall elect a director to serve the unexpired term. In case of a vacancy on the Board, the remaining directors shall continue to act. If at any time the number of directors is reduced to less than five, it shall be their duty forthwith to fill the vacancies so as to constitute a quorum, or to call a special meeting of the members for that purpose.

Section 5. Meetings. There shall be a meeting of the Board of Directors on the fourth Monday in February after each annual meeting, or as soon thereafter as convenient. Thereafter the Board of Directors shall meet monthly on a day to be fixed by the members thereof, or a special meeting shall be held as the president or any two of the directors shall call, giving at least one day's notice thereof, personally or by letter. Notice of a meeting of the Board of Directors need not be given to directors who may be absent from the United States, or who may waive notice.

Section 6. Miscellaneous Authority. The Board of Directors shall have power from time to time to make and enforce rules and regulations concerning member conduct and the use and privileges of the Club House and Grounds not herein otherwise provided.

Section 7. Absence. Any director absent from five consecutive meetings of the Board without permission of the president shall be considered to have resigned the office and the Board shall proceed to fill the vacancy in the manner prescribed by the Constitution and By-Laws.

Section 8. Term Limitation. No director of the Club shall be elected for more than two consecutive 3-year terms.

Article VIII – Officers

Section 1. Election of Officers. The Board of Directors shall at the first meeting held after the regular annual meeting of the Members in each year, or as soon thereafter as convenient, elect or appoint the following officers: a President, a Vice President, and a Treasurer, who shall be members of the Board of Directors.

The Board will also elect a Secretary from the Board or appoint a Secretary who is not a member of the Board.

The Board may also appoint a general manager, manager, a superintendent, and such other officers or agents as they deem proper.

All officers, agents and employees shall hold office at the pleasure of the Board. The board may select one person to function as both the Secretary and Treasurer. It shall require a majority of the Board of Directors to elect or appoint any officer.

Section 2. President. The President shall be the chief executive of the Club. It shall be the duty of the President to preside at all meetings of the members and Board of Directors.

The President shall be an ex-officio member of all committees but shall not vote upon any question before any committee except in case of a tie vote of the other members present.

The President, with the Secretary, shall sign all Certificates of Memberships, deeds, mortgages, or other instruments under seal and all promissory notes. In case of the absence or the inability of the President to act, the Vice President may assume all the powers and perform the duties of the President during such absence or inability.

Section 3. Secretary. It shall be the duty of the Secretary to keep all records of the Club in books belonging to it, to issue all notice of meetings, to note the proceedings of the same, to enter them upon the minute book, and cause to be published all notices which by law or by the Constitution and By-Laws are required to be published.

The Secretary shall also conduct the general correspondence of the Club and Board of Directors and have the custody of the Seal, Charter, Constitution and By-Laws, Membership Books, and other records of the Club, all which shall be open at all reasonable times to the inspection of the members.

The Secretary shall collect all dues and fees, together with any and all assessments made.

Section 4. Treasurer. The Treasurer shall have charge of the funds of the Club and shall keep the same in such trust company, bank or banks as the Board of Directors shall from time to time designate.

Proper accounts shall be kept in the treasurer's office of all receipts and disbursements made by the Treasurer for the Club, with vouchers in support thereof.

The Treasurer shall, at all times, be subject to the control of the Board of Directors and shall perform such duties as it shall from time to time direct.

The Treasurer may be required to give a bond in such amount and with such sureties as the Board may from time to time direct.

At the annual meeting of the members each year, the Treasurer shall present a complete balance sheet showing the financial condition of the Club, and full report in detail of the receipts, disbursements and expenses of the fiscal year just closed, which balance sheet and report shall have been previously printed and distributed to the members at least three (3) days prior to the meeting.

Section 5. Representatives. The general manager and superintendent shall be the representatives of the Board of Directors as administrators of the Club House and Grounds, respectively.

Article IX-Committees

Section 1. Appointments. The president of the Board of Directors shall appoint annually the necessary committees designated by the Board.

Section 2. Nominating Committee. On or before the first day of January in each year the Board shall appoint a Nominating Committee which shall consist of five (5) non-Board full members including a past Board president. This Committee shall within thirty (30) days nominate a list of candidates to fill the expiring terms of Board members to be voted for at the next meeting and to fill any vacancies on the Board at such time.

The Nominating Committee shall forward the names of all applicants that they feel are well qualified to serve on the Board of Directors. After the Board receives the Nominating Committee report, the Board shall notify the shareholders of the candidates put forward by the Nominating Committee at its earliest convenience. The Nominating Committee may elect to share the names of those serving on the Committee with Shareholders at their discretion.

Article X – Visitors

Section 1. Privileges. All privileges extended to visitors and guests shall be subject to such rules and regulations as the Board of Directors may from time to time prescribe.

Section 2. Member Responsibility. Every member shall be responsible for the conduct and indebtedness of all visitors introduced to the Club.

Article XI – Dues & Fees

Section 1. Approval. Dues and fees for all members shall be determined by the Board and approved by membership.

Section 2. Increase in Dues/Fees. In addition to, and separate and apart from the provisions of Section 1 of this Article, the Board of Directors may, by a vote of a majority of directors, either at a regular or a special meeting of the Board of Directors, vote to submit to the membership at a regular or special meeting of the membership, the making of a Special Assessment against each member in such amount as may be necessary to liquidate all or part of an outstanding indebtedness of the Corporation, plus an amount not in excess of \$2,500.00 for a working cash fund and when so voted by a majority of the members voting on the proposition, such assessments shall, on or before the date fixed by the Board of Directors for the payment thereof, become due and payable by each member.

Section 3. Payment Schedule. Dues are due and payable in equal quarterly or monthly installments on the first day of each quarter/month. The restaurant food & beverage minimum is a monthly spending requirement and members are responsible for any shortage of the minimum requirement which will be billed on the monthly statement. Assessments and the like are due as directed by the Club. Members with fees, restaurant minimums, assessments, and the like that are 30-days past due will surrender their rights to charge against their account and will be placed on a cash only basis for payment of goods and services.

Article XII – Mailing Addresses

Section 1. Mailing Address. Every member shall furnish his/her post office address to the Secretary for the purpose of mailing notices and shall promptly notify the Secretary of any change thereto.

Section 2. Email Address. Every member shall furnish his/her email address to the Secretary for the purpose of electronic notices and shall promptly notify the Secretary of any change thereto.

Article XIII – Construction of By-Laws

Upon all questions of construction of the Constitution and By-Laws, the decision of the Board of Directors shall control.

Article XIV – Order of Business (Agenda)

Section 1. Meeting Agenda. The order of business (agenda) at all *annual* meetings of *shareholders* shall comply with Roberts Rules of Order and will include the following:

1. Confirmation of Quorum (1/3 of full equity members)
2. Call to Order & Roll Call of Board of Directors
3. Approval of previous annual meeting minutes
4. Appointment of two inspectors of election
5. State of the Club and Financial Overview
6. Report of Auditing Committee
7. Report of Nominating Committee
 - a. Election of Directors (*)
8. Unfinished Business
9. New Business
 - a. Resolutions (**)
 - b. Election of Audit Committee (5 Non-Board Members)
10. Adjournment.

(*) If there are more nominees for the Board of Directors than open positions, there will be a paper ballot provided. Each shareholder shall vote for the number of candidates to fill the open positions. The nominees with the highest number of votes will join the Board of Directors in the new Class. If a person holds proxy votes, the proxy votes will count as per the member's vote who holds the proxies.

(**) The initial vote for Resolutions will be by a digital or paper ballot vote at the discretion of the Board. Shareholders may make a motion to vote for resolutions by a voice vote.

Section 2. Amended Agenda. The order of business (agenda) for a meeting of members may be changed by the vote of the majority of the certificates represented in person or by proxy at the meeting.

Article XV – Seal

The seal of the Club shall be a circle in form and shall have engraved in its margin the words “WATERLOO COUNTRY CLUB, INC” and in the center, the word “Seal”.

Article XVI – Amendments

Section 1. Amendments. The Constitution and By-Laws may be altered, amended, or repealed by a vote of a majority of members eligible to vote at an annual meeting or special meeting called for that purpose, provided a copy of such proposed amendment, alteration or repeal has been mailed or emailed to each member or delivered in person ten (10) days prior to such meeting.

Article XVII – Miscellaneous

Section 1. Entertainment Use. Members desiring the use of the Club for general entertainment must first secure permission from the General Manager.

Section 2. Nuisance. No nuisance of any kind will be permitted under any circumstances.

Section 3. Suggestions & Complaints. All suggestions and complaints shall be made in writing and signed by the member or members making them, prior to submission to the Board of Directors.

Addendums to Bylaws

26 February 2024

Amended By-Laws to add the option to allow notification by email
(Article IV Section 8 Item B - Suspension of Membership)

06 November 2023

Amended By-Laws to clarify Board spending powers and ability to put the Club in debt or buy/sell property
(Article VII Section 1)

Amended By-Laws to clarify the Nominating Committee responsibilities
(Article IX Section 2)

Amended By-Laws to clarify the food and beverage spending requirement billing
(Article XI Section 3)

Amended By-Laws to delete the table showing current membership dues and fees
(Article XI Section 3)

Amended By-Laws to change the agenda of the annual meeting to remove requirement to read previous minutes

(Article XIV Section 1)

Amended By-Laws to clarify the Board election process and Resolution voting procedure
(Article XIV Section 1)

27 February 2023

Updated Membership Dues & Fees table

1. To reflect Resolution #1 approval of dues increase for all membership types
2. Correction of Sign-up fee for non-equity memberships from \$1325 to \$1625

Diane Degener, Vice President

28 February 2022

Update the Constitution and By-Laws to remove redundant and conflicting information, re-sequence articles, paragraphs, and sections, and remove scrivener errors.

Added Emeritus Membership.

Updated Annual Meeting agenda format.

Rich Maue, President & Wes Hoeffken, Vice President

22 February 2021

Amended By-Laws to limit Full Membership to 300.

Rich Maue, President & Wes Hoeffken, Vice President

24 February 2020

Amended By-Laws to clarify Order of Business, clarify classification of various memberships throughout, restore Junior membership rules to pre-2016 by-laws, remove duplicate paragraphs, and other scrivener errors.

Rich Maue, President & Wes Hoeffken, Vice President

14 February 2016

Amended By-Laws to reflect creation of Non-Equity, Non-Voting Class of Member.

Brian Smith, President & Chris Sandheinrich, Vice President