

ELY GOLF CLUB CORPORATION BYLAWS

Adopted March 1958
First Amendment September 2008
Second Amendment July 2014
Third Amendment August 2015
Fourth Amendment October 2020

ARTICLE I

OFFICE

Section 1. Principal Office

The principal office of the corporation is located at **Ely Golf Club, 2399 Hwy 21 North, PO Box 507**, Ely, Minnesota 55731, St. Louis County, and State of Minnesota.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date above, and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

ARTICLE II

PURPOSES

Section 1. IRC Section 501(c)(7) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (7) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

1. To operate as a nonprofit organization and as a public recreational facility.
2. To stimulate interest in golf at Ely Golf Club.
3. To promote and foster among the members a closer bond and affiliation for their joint and mutual benefit and to promote and conserve the best interests and true spirit of the game of golf.
4. To encourage conformance to the USGA Rules of Golf by creating a representative authority.
5. To maintain a uniform system of handicapping as set forth in the USGA Handicap System and to issue USGA Handicap Indexes to members.
6. To provide an authoritative body to govern and conduct club competitions.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility

Membership shall be available to all men and women 18 years of age or older.

Section 2. Memberships

1. Memberships in the club are individual and non-transferable.
2. Voting memberships available are Adult, Married Couple, and Single. Non-voting memberships are purchasers of a ten round playing card and Student memberships.
3. An Ely Golf Club member is a person who has purchased a season membership in one of the three categories aforementioned.
4. All memberships must be paid in full by the first round of golf for the season.
5. Membership confers no voice in the operation of the golf course, clubhouse or any facilities of the course.
6. Memberships in the club are for a calendar year only, with all memberships expiring on December 31st.
7. The Board of Directors shall establish all membership dues in such amounts as they deem to be adequate to operate and maintain the club. All monies collected shall accrue to the benefit of the membership.
8. Members shall have the right to inspect the articles of incorporation and bylaws and have the right to inspect the books and records and papers of the corporation at any reasonable time.

Section 3. Fiscal Year

The fiscal year for the club will be January 1 to December 31.

Section 4. Voting Rights

Those eligible paid in full members are deemed voting members. Non-voting members are persons who have purchased a ten round playing card or a student membership.

Section 5. Honorary Memberships

The Board of Directors may confer honorary memberships upon those whom they feel have contributed to the advancement of golf. The unanimous affirmative vote of the Board shall be required to approve such action.

Section 6. Suspension or Dismissal of a Member

In the event that any member of the club shall commit any act which reflects discredit or disrepute thereon or shall refuse or neglect to comply with the rules and regulations adopted by the Board of Directors or the duly appointed officers, such member shall be subject to suspension or expulsion after ten days written notice and the right to be heard by a vote of two-thirds of the Board of Directors at any regular meeting or special meeting called for such purpose.

ARTICLE IV

MEETINGS

Section 1. Annual Meeting

1. The annual meeting of eligible members of the Ely Golf Club (hereafter called members) shall be held each year in September at a date set by the Board of Directors at such place within the corporate limits of the Town of Morse as designated by the Board of Directors.
2. Notice of the Annual Meeting shall be given in one or more of the following ways:
 - (a) By publication in a local newspaper not less than ten days or more than thirty days before the date of such a meeting.
 - (b) By mailing written notice of such meeting to each member.
 - (c) By notice delivered via electronic communication to the membership.

- (d) By a posting in the clubhouse.
- (e) Failure to do so or any irregularity in such notice shall not affect the validity of any annual meeting or any proceeding had at such meeting and, in such, even the bylaws shall be sufficient notice of such meeting.

Section 2. Special Meetings

1. Special meetings of the members shall be called by a Resolution of the Board of Directors or the president. The Board of Directors shall provide for the holding of such other meetings as may be deemed necessary or desirable and they shall call special meetings upon written petition signed by not less than ten percent of the membership.
2. Notice of any special meetings shall be given similarly but failure to do so or any irregularity in such notice shall not affect the validity of any meeting or any proceeding had at such meeting, and in such event, the bylaws shall be sufficient notice of such meeting. Only such business shall be acted upon at special meetings of members as shall have been specified in the notice of such meeting.
3. All notices of either annual or special meetings shall specify the day, hour and place, and, in the case of special meetings, the business to be considered.

Section 3. Legal Quorum

A legal quorum at any meeting shall be constituted by a majority of the number of members present. Each active member shall be entitled to one vote.

Section 4. Voting

1. At each meeting of members, every voting member shall be entitled to vote in person or by absentee ballot for any item requiring a vote of the membership. If so requested, the secretary will make available a complete list of all members entitled to cast a vote at such meeting.
2. A list of open positions for the Ely Golf Board of Directors shall be posted in the Ely Golf Clubhouse and via electronic communication no later than the second week in August. Members shall have a minimum of three weeks to vote. Voting shall end at the September Annual Meeting.
3. A committee of three persons, none of whom is a Board member, shall be appointed by the president to tally the ballots. The ballots shall be destroyed after the election, but the results must be retained in case of a Board resignation or other situation.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall exercise all powers of management of the club not specifically excepted by these bylaws.

Section 2. Board Membership

1. The Board of Directors of the Ely Golf Club Corporation shall consist of seven persons in good standing chosen by the members at the Annual Meeting in accordance with the provisions of the Articles of Incorporation and the bylaws.
2. Board Members of the Ely Golf Club may not be employees of the Corporation.

Section 3. Term of Office

1. The members of the Board of Directors shall serve a three year term unless, in the case of a disproportionate number of vacancies occurring for one election cycle, the Board may elect to have a shortened term of one or more of the Directors.
2. In the case of any vacancy through death, resignation, disqualification or other cause, the remaining directors shall elect a successor to hold office for the unexpired term of the director whose place shall be vacant. This replacement shall serve only the remainder of the unexpired term.
3. A director, within their elected term, may request one 6 to 12 month absence due to personal or family circumstances. Any request beyond a year will be considered a disqualification. If such request is approved by the board, the majority of remaining directors shall elect an interim successor to hold office for the full approved term.

Section 4. Meetings of the Board

Regular meetings of the Board of Directors shall be held as such time and place as determined by the President. All regular meetings of the Board are open to the membership and will be announced one week prior to the meeting via electronic communication and/or a posting in the Ely Golf Clubhouse. Special meetings of the Board may be called at any time by the President or by any three Directors on at least one day written notice to all directors.

Section 5. Quorum

Four directors shall constitute a quorum for the transaction of all business except the alienation of any of the real or personal property of the corporation or the suspension or discharge of any officer or appointee of the Board, for which latter purposes a quorum shall be five members of the Board. Should any director be absent from four consecutive regular meetings without having been excused therefore by a vote of the Board Members, such absence may be construed as a resignation, which may be accepted by the Board. The Board of Directors is invested with complete and unrestricted authority in the management of all the affairs of the corporation.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. The Board of Directors

The Board of Directors at its first meeting after each Annual Meeting shall elect a President, Vice President, Secretary and Treasurer from its own numbers to hold office for one year next ensuing and until their successors are qualified and elected. The Board of Directors may fill any vacancy in any of the offices in accordance with provisions in Article V, Section 3. The Board of Directors may from time to time by resolution appoint assistants to said offices of this corporation. In addition, the Board of Directors may from time to time by resolution employ such other persons and agents of the corporation as it shall deem advisable, prescribe their duties and fix their compensation, if any. All such appointive offices, agents and employees shall be subject to removal at any time by the Board of Directors.

Section 2. Director's Inspection Rights

Every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 3. President

The President shall be the Chief Executive Officer of the corporation and shall have the supervision and subject to the control of the Board of Directors, the direction of the corporation's affairs with full power to execute all

resolutions and orders of the Board of Directors not especially entrusted to some other officer. The President shall preside at all meetings of the Board of Directors and of the members.

Section 4. Vice President

The vice president shall be vested with all the powers and perform all the duties of the president in his/her absence or inability to act. The vice president shall perform such other duties as shall be prescribed by the Board of Directors.

Section 5. Treasurer

The treasurer shall have the custody of all funds and securities of the corporation except as the Board of Directors may, by resolution, determine otherwise. The treasurer shall keep accurate accounts of all such funds and securities received and paid on accounts whenever required by the Board. The treasurer shall perform all acts incident to the position of the treasurer. The treasurer shall furnish a bond at the expense of the corporation, if the Board so requests the same, and in such amount as the Board may require for the faithful performance of the treasurer's duties.

Section 6. Secretary

The secretary shall keep a record of all meetings of the members of the corporation and all of its Board of Directors and attest the same by his/her signature. The secretary shall enter into the records all contributions to the corporation, keep a list of all members of said corporation, and familiarize the newly elected members of the Board of Directors with the bylaws and rules. The secretary shall compile an annual report consisting of minutes of all meetings and generally perform all acts incident to the position of secretary

ARTICLE VII

STANDING COMMITTEES

Section 1. Standing Committees

There shall be the following standing committees, of which the members shall be appointed annually by the president, or as soon as practical, at the first meeting of the Board after the Annual Meeting. The members of each standing committee shall hold office for one year after which they may be reappointed. Each committee should consist of at least three persons, one of whom shall be a member of the Board. The Chairman of each Standing Committee, with the exception of the Junior Golf Committee, shall be a Board member. The duties and powers of the committee shall be advisory to the Board and not administrative unless especially delegated by resolution of the Board.

(a) **Finance Committee**

A Finance Committee shall advise upon questions relating to the business administration of the corporation's affairs, methods of accounting and investments, devise measures for increasing the financial resources of the corporation and for increasing the interest of the community in the corporation's affairs.

(b) **Building and Grounds Committee**

A Building and Grounds Committee shall advise upon all questions relating to construction, alteration, or maintenance of the buildings, grounds, equipment and furnishings belonging to the corporation. Subcommittees may be formed to help advise the affairs of this committee. This committee shall recommend to the board the acquisition by gift and/or purchase of any said items deemed necessary for the maintenance of the golf course and needed for the Golf Club to carry out the Club's activities. Items donated or purchased for general use by the members become the property of Ely Golf Club. No such donated or purchased items owned by the Ely Golf Club shall be disposed of without permission of the Board.

(c) Junior Golf Committee

One or more Board members shall oversee the junior golf program and appoint necessary advisors to successfully run this program.

(d) Handicap Committee

For a club to be authorized by USGA and meet Rules of Handicapping and the Handicapping Index requirements, including course rating/slope, a handicap committee must be appointed. A board member may be appointed to oversee the committee but has no voting privileges.

Section 2. Other Committees

The President or the Board has the option to create other committees as deemed necessary for the operation of the corporation and all its business.

ARTICLE VIII

CORPORATE RECORDS, REPORTS, AND SEALS

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office or at a site determined by the Board of Directors the minutes of all meetings of the Board of Directors and the Annual Meeting which shall contain the time and place, type of meeting, names of those present and the proceedings thereof. It shall also keep adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

No part of the net earnings of this corporation shall inure to the benefit or be distributable to its members, directors, officers, or other private persons.

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the law.

ARTICLE IX

RULES

The Board of Directors may prescribe additional rules not inconsistent with these By-Laws, which may be altered or amended at any meeting of the Board by majority of those present.

ARTICLE X

AMENDMENTS

These bylaws may be amended at any annual meeting of the members of the corporation or by unanimous vote of the Board of Directors present at any regular or any special meeting called for that purpose; and any amendment of these bylaws by vote of the Board of Directors shall continue in force thereafter unless at the next annual meeting of the corporation such amendment shall be disapproved.