



Huron River Hunting and Fishing Club

FARMINGTON, MICHIGAN

BY-LAWS

Amended and Restated November 24, 2015

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ARTICLE I
PURPOSE

Section 1: Purpose of the Club: To establish and maintain a club and club facility where members may meet and engage in social and educational activities, discuss current events and other matters of interest to the members; to maintain and operate a place to serve food and refreshments.

ARTICLE II
MEMBERSHIP

Section 1: General: Membership in the Club shall consist of eight classes: Regular, Corporate, Intermediate, Past President, Non-Resident, Twenty-Five Year, Forty Year and Surviving Spouse.

All classes of members shall enjoy the privileges of the Club as described in the following descriptions of members.

No person under the age of 21 years shall be eligible for membership in the Club.

Section 2: Regular Member:

- A. Any natural person residing or having a place of business within 100 miles of the Club shall be eligible for regular membership and shall be ineligible for non-resident membership. Regular Members shall have the right to vote at any meetings of the Club, to serve as an officer of the Club, and to serve on the Board of Directors providing that they are in good standing. Regular Members shall be entitled to all of the privileges of the club. The number of such members shall not exceed 600.

- B. Regular Members shall pay to the Club such dues as shall from time to time be fixed by the Board of Directors and shall be entitled to all privileges of the Club, subject to such rules, regulations and restrictions as the Board of Directors may, from time to time, fix or adopt.

Section 3: Corporate Member:

- A. Any lawfully formed corporation or limited liability company that is in good standing in its state of formation, that has a place of business within 100 miles of the Club, and that has a legitimate business or charitable purpose shall be eligible for corporate membership. Formation for the purpose of obtaining membership shall not be deemed a legitimate business or charitable purpose. Corporate Members shall not have the right to vote at any meetings of the Club or, through its designees, to serve as an officer or director of the Club.
- B. Corporate Members shall pay to the Club such dues as shall from time to time be fixed by the Board of Directors. The Corporate Member's designees shall be entitled to all privileges of the Club except as otherwise set forth in this section and subject to such rules, regulations and restrictions as the Board of Directors may, from time to time, fix or adopt.
- C. Corporate Members shall, not more than once annually, designate in writing up to three designees who may use the Club. Designees must be 21 years of age or older and must be actively engaged as a shareholder, member, officer, director and/or employee of the Corporate Member. The Membership Committee shall have full and final discretion to determine whether a designee satisfies these requirements and may, from time to time, require written documentation of the designee's status. Additional designees may exercise the corporate membership only upon prior approval of the House Committee. Designees shall be individually responsible to comply with all House Rules, and either or both the Corporate Member and the designee may be disciplined pursuant to the House Rules. Designees shall be jointly and severally liable with the Corporate Member for dues and/or charges owed to the Club by the Corporate Member.
- D. The total number of Corporate Members shall not exceed 5% of the total permissible Regular Members of the Club.

Section 4: Intermediate Member:

- A. Any natural person residing or having a place of business within 100 miles of the Club who is at least 21 years of age but not more than 30 years of age and who is a descendant or spouse of a descendant of a Club Member shall be eligible for intermediate membership. Intermediate members shall not have the right to vote at any meetings of the Club or to serve as an officer or director of the Club. Intermediate Members shall otherwise be entitled to all privileges of the Club, subject to such rules, regulations and restrictions as the Board of Directors may, from time to time, fix or adopt.
- B. Intermediate Members may continue as members beyond age 30 by becoming Regular Members and paying the difference between the amount originally paid as an Intermediate Member initiation fee and the required initiation fee of a Regular Member at the time the Intermediate Member seeks to become a Regular Member.

Section 5: Past President Member:

- A. Qualifications for designation as a Past President Member shall be measured by meeting each of the following requirements:
 - i. A member shall have been in good standing in the Club for at least the most recent five years, and
 - ii. The member shall have served as President of the Club.
- B. Past President Members shall pay no dues to the Club and shall retain all rights and privileges of a Regular Member.

Section 6: Non-Resident Member:

- A. Qualification for non-resident membership shall comprise all that shall hereafter qualify and be elected to such membership by the Board of Directors. In order to qualify as a Non-Resident Member, the person must meet one of the following criteria:
 - i. A current member who is in good standing, that has been a Regular Member for a minimum of two years and whose primary residence is 100

miles or more from the Club. (Determined by a voter registration card or driver's license.)

- ii. A current member who is in good standing, that has been a Regular Member for a minimum of two years and that resides at least 100 miles or more from the Club six months or more out of the year.
- B. Non-Resident Members shall pay to the Club such dues as shall from time to time be fixed by the Board of Directors and shall be entitled to all privileges of the Club, subject to such rules, regulations and restrictions as the Board of Directors may, from time to time, fix or adopt but shall not have the right to vote, hold office or have any voice in the administration of the Club.

Section 7: Twenty-Five Year Member: Qualifications for twenty-five year membership shall be a Regular Member in good standing for a period of 25 consecutive years. The Twenty-Five Year Member shall retain all rights and privileges of a Regular Member. Twenty-Five Year Members shall pay to the Club 50% of such dues for a Regular Member, as shall from time to time, be fixed by the Board of Directors.

Section 8: Forty Year Member: Qualifications for forty year membership shall be a member who, having reached twenty-five year membership status shall have continued as a member in good standing of the Club for an additional 15 year period. The Forty Year Member shall retain all rights and privileges of a Regular Member. Forty Year Members shall not be required to pay annual dues.

Section 9: Surviving Spouse Member:

- A. Upon the death of any Regular, Past President, Twenty-Five Year, Forty Year, or Non-Resident Member, his/her spouse, should one survive him/her, shall be entitled to all rights and privileges of the Club as a Surviving Spouse Member and shall have the option to use the facilities of the Club thereafter on payment of the appropriate corresponding dues, subject to such rules, regulations and restrictions as the Board of Directors may, from time to time, fix or adopt but shall not have the right to vote, be an officer or director or have any voice in the administration of the Club.
- B. If a Surviving Spouse Member remarries and continues membership under the surviving spouse membership category, his or her rights and privileges as a Surviving Spouse Member shall terminate upon the death of the Surviving Spouse

Member. Any surviving spouse of the deceased Surviving Spouse Member shall not be eligible for surviving spouse membership.

Section 10: Admission to Membership: Except as otherwise provided in these Bylaws, the following rules shall apply to the admission of members:

- A. Membership in the Club shall be limited to those of good standing in the community and of good moral character. An application of a prospective member for membership shall be sponsored by a member in good standing and shall be endorsed by at least two additional members in good standing in order to be an eligible for consideration as a new member.
- B. A prospective new member shall be required to complete an application for membership. Upon receipt of an application, a committee of at least two members in good standing in the Club, selected by the chair of the Membership Committee of the Board of Directors, shall conduct an interview of the applicant. The applicant's sponsor shall be invited to participate in the interview. After conclusion of the interview, the committee shall make a recommendation to the Board of Directors to either approve or deny membership to the applicant. The Board of Directors shall then consider the application of the prospective member for membership in the Club and shall either approve or deny such application in its sole discretion, except as may be prohibited by law. Approval shall require the unanimous vote or consent of the Board of Directors. If approved for membership, and upon payment of the membership initiation fee and dues for the current year (prorated by thirds unless differently established by the Board of Directors), the applicant shall be admitted as a member of the Club, to hold such classification of membership as shall be designated by the Board of Directors, subject to such rules, regulations and restrictions as the Board of Directors may, from time to time, fix or adopt.

Section 11: Notice to Members upon Election: Upon admission as a member, notice thereof shall be provided to such member along with the Club's roster, By-Laws, menu and calendar of events.

Section 12: Notice of Change of Address: All members must immediately notify the Club in writing of any change of address. Failure to do so shall be deemed a waiver of any notice provided for under the Bylaws and rules of the Club, but not of the Club's rules requiring timely payment of charges due.

Section 13: Termination of Membership: Membership in the Club may be terminated by action of the Board of Directors as follows: (a) by voluntary resignation to be tendered in writing to the Club; (b) for non-payment of any indebtedness beyond the period allowed by the rules of the Club; and (c) for causes set forth in Section 14 of this Article.

Section 14: Suspension or Termination of Member: Any member charged with conduct harmful or prejudicial to the order, peace or interest of the Club or its members, or that causes or may tend to cause injury or embarrassment to the Club, or in violation of its Bylaws and rules, shall be subject to citation to appear before the House Committee or special committee appointed by the Board of Directors to investigate the matter. If the House Committee or such special committee, after full investigation, determines that the conduct in question of such member is prejudicial to the best interests of the Club, the House Committee or special committee may, by resolution, either censure such member or refer the matter to the Board of Directors for such action as the Board of Directors may deem appropriate and proper under the circumstances. Pending action by the Board of Directors, the House Committee or special committee, may temporarily suspend such member from enjoying the rights and privileges of the Club. Upon a matter being referred to the Board of Directors, the Board of Directors shall inform such member, in writing, of the nature of the matter or complaint against such member, giving the member not less than five days' notice to appear before the Board of Directors to answer thereto, and if thereafter, the Board of Directors shall be satisfied of the truth of the charges or complaint, the Board of Directors may censure or suspend such member or if, in its judgment, the interests of the Club demand such action, the Board of Directors ask such member to resign or the Board may suspend or terminate such member's membership in the Club. The unanimous vote or consent of the Board of Directors shall be necessary for the any censure, suspension or termination of a member of the Club. The action of the Board of Directors shall be final and conclusive and such member shall have no right of appeal from its decision.

Section 15: Memberships not Transferable: No membership shall be transferable.

Section 16: Termination of Rights: Termination of membership, for any cause whatsoever, shall operate as a release of any and all rights and privileges in the Club.

Section 17: Reinstatement to Membership after Resignation, Suspension and/or Termination: Any person having resigned membership, or having had membership suspended or terminated, and wishing again to become a member, must apply for reinstated membership and be approved according to the procedures set forth in Section 10 of this Article otherwise

applicable to new members, unless the Board of Directors, shall deem it proper to reinstate that applicant as a member with the vote or consent of two-thirds of the Board of Directors. A member who is reinstated will have all prior years of membership counted toward the member's total years of membership.

ARTICLE III MEMBERSHIP FEES, DUES, MINIMUM AND ACCOUNTS

Section 1: Initiation Fees: The Board shall have the right and authority from time to time to determine and fix the amount of fees to be paid by members of all classes upon being admitted as a new member.

Section 2: Dues: The Board shall, subject to the provisions of Section 3 of this Article, have the right and the authority, from time to time, to determine and fix the amount of dues to be paid by members of all classes of membership and the manner in which payable. Each Regular Member, Non-Resident Member, Twenty-Five Year Member, or Spouse of a Regular Member, Non-Resident Member or Twenty-Five Year Member shall pay annual dues in an amount fixed by the Board of Directors, on or before January 31 of each year. Dues may be paid in two instalments, with payment of one half the annual dues, plus an additional service charge as determined by the Board, due by January 31, and the remaining balance due by June 30. Past President Members, Forty Year Members and the surviving spouses of Past President and Forty Year Members shall not be required to pay annual dues.

Section 3: Dues Increase: The right and authority of the Board of Directors, pursuant to Section 2 of this Article, to determine and fix the amount of dues is subject to the limitation that the total amount of dues increase in any calendar year shall not exceed ten (10) percent of the annual rate of dues in effect at the beginning of such calendar year. Any dues increase in excess of that amount must be submitted to the voting membership for approval at a regular or special meeting of the membership.

Section 4: Food And Beverage Minimum: The Regular Members of the Club shall be subject to a food and beverage minimum on food and beverages purchased only at the Club, not to exceed a total of \$250 per four month period as follows: members with the first initial in their last names beginning with A – G will have the following periods: January – April, May – August, and September – December. Members with the first initial in their last name beginning with H – P will have the following periods: February – May, June – September, and October – January. Members with the first initial in their last name beginning with Q – Z will have the following periods: March – June, July – October, November – February. Corporate Members

shall be subject to a food and beverage minimum on food and beverages purchased only at the Club, not to exceed a total of \$500 per four month period. Intermediate Members shall be subject to a food and beverage minimum on food and beverages purchased only at the Club, not to exceed a total of \$150 per four month period. Corporate Members and Intermediate Members shall follow the same four month alphabetical schedule as Regular Members. These are minimum amounts of food and beverage that must be purchased by each Regular Member per each four month period. If and to the extent a Regular Member fails to spend such minimum amount, in the amount and time required, such amount shall be charged to such member.

Section 5: House Accounts: House accounts of members shall be due and payable upon receipt of the monthly statement from the Club and shall be paid by the 20th day of the month received. Any member whose house account is not paid by the fifteenth day of the following month in which it was due shall be suspended by the Board of Directors from all rights and privileges in the Club until his account is paid in full.

Section 6: Good Standing: Failure to pay annual dues, house accounts, minimum or assessment if any, when due shall automatically place a member not in good standing.

Section 7: Non Payment Consequences: Any member who shall neglect or refuse to pay their annual dues, house account, minimum or assessment, if any, as set forth in Sections 2, 4 and 5 of this Article, after having been given notice thereof by the President or General Manager by mail (return receipt requested) to the member's usual mailing address, shall summarily be suspended by the Board of Directors from all rights and privileges in the Club, and shall upon passing of an additional 45 days after suspension, be terminated from the membership without further notice.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1: Annual Meeting: The election of Directors shall take place at the annual meeting of the membership held each year on the last Tuesday in November or no later than the first Tuesday in December, at such time and place as may be designated in the notice thereof. Ten days written notice shall be given to members in good standing and entitled to vote at such meeting. The polls shall be open and votes may be cast from 8:00 A.M. until the time of the meeting at the Club on the day of such meeting or by voting in person at the meeting.

Section 2: Special Meetings: A special meeting of the membership may be called by the President or by the Board of Directors or upon written request signed by ten members in good standing and entitled to vote. Any such request shall specify the purpose of such meeting. Ten days written notice shall be given to the members, in good standing and entitled to vote, by mail,

stating the time, place and purpose of such special meeting. The polls shall be open and votes may be cast from 8:00 A.M. until the time of the meeting at the Club on the day of such meeting or by voting in person at such meeting.

Section 3: Quorum: At any meeting of the membership, the number of voting members present and in good standing, if in excess of 35 shall constitute a quorum for the transaction of business.

Section 4: Order Of Business: The order of business at the annual meeting of the Club shall be as follows:

1. Call to order
2. Moment of Silence for Members that passed away during past year
3. Introduction of Parliamentarian
4. Appointment of Sergeant-At-Arms
5. Roll Call
 - i. Establishment of Quorum
 - ii. Introduction of Board Of Directors
 - iii. Acknowledgement of Past Presidents in attendance
6. Approval of minutes of previous meeting
7. Nominating Committee Report and Close of Nominations
8. Presentation of any matter submitted to vote of Members other than election of new Board Member
9. Treasurer's Report
10. Voting closed
11. Committee Reports
 - i. House Committee
 - ii. Membership Committee
11. Voting results announced
12. Introduction of new Board Member and new President
13. Old Business
14. New Business
15. Adjournment

Section 5: Proxies: Voting by proxy, fax or email is not permitted at any meeting.

Section 6: Required Vote: The vote of a majority of all votes cast by members in good standing and eligible to vote, at or during the day of the meeting as prescribed by this Article, shall be required to elect any officer or director or approve any other action submitted to a vote of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1: Directors: The Board of Directors shall govern and oversee the management of the Club and its property, and shall control the appropriation of its funds and the authority to make or enter into contracts, sales and purchases in the Club's behalf, except to the extent specifically limited by other provisions of these Bylaws. Each year at its annual meeting, the membership shall elect a new director to the Board of Directors to serve a five year term commencing January 1. A candidate for the Board of Directors must be a Regular Member in good standing for the three years preceding election in order to be eligible for election to the Board of Directors. The Board of Directors shall consist of five members holding the offices of the President, the Vice-President, the Secretary, the Treasurer, and the Immediate Past President. The President, Vice-President, Treasurer and Secretary shall move up in succession on January 1 of each year, after serving an initial one year term as Secretary.

Section 2: Committees: Standing committees under the authority of the Board of Directors are the House Committee chaired by the Immediate Past President and the Membership Committee chaired by the Vice-President. For the better execution of its powers and duties, the Board of Directors may, from its own number and/or from other members of the Club, establish such other committees as it may deem appropriate, and shall define the duties and authority thereof.

Section 3: Rules and Regulations: The Board of Directors shall prescribe such rules (including House Rules) regulating the use and occupancy of and conduct in facilities of the Club, and the care and protection of its property as it shall from time to time deem appropriate.

Section 4: Meetings of the Board: Regular meetings of the Board of Directors for the transaction of business shall be held at 6:00 P.M. on the third Tuesday of each month unless otherwise determined by the unanimous vote or consent of the Board of Directors.

A special meeting of the Board of Directors may be held at any other time at the request of the President or any three members thereof, provided reasonable notice stating the purpose of the

meeting shall be given each member of the Board of Directors before the appointed time of the meeting.

The presence of three members at a regular or special meeting of the Board of Directors shall constitute a quorum.

A director may participate in any meeting of the Board of Directors by telephone or other device so long as all of the participants in the meeting shall be able to hear each other. Unless otherwise provided in these Bylaws, the affirmative vote of a majority of the directors at a meeting at which a quorum is present shall be required to adopt any resolution or approve any other action submitted to the Board of Directors at a meeting. Notwithstanding the foregoing, any resolution may be adopted or any other action may be approved by the Board of Directors in lieu of a meeting, if the Board of Directors unanimously consents thereto, in writing.

Section 5: Annual Report of Board: At the annual meeting of the Club membership each year, the Board shall make a full report of its proceedings during the preceding year and recommend such measures as it may deem advisable that shall require a vote of the members eligible to vote.

Section 6: Vacancies: The Board of Directors shall fill any vacancy among the officers or directors with a person otherwise eligible to be a member of the Board of Directors. The person so appointed shall hold such position until the next annual meeting of the membership when his/her successor shall be elected.

A vacancy shall be deemed to occur when an officer or director: (a) shall cease to be a voting member of the Club, (b) shall submit a resignation as an officer or director of the Club, (c) shall be absent from three consecutive regular meetings of the Board of Directors, unless permission to do so has been previously obtained from the Board of Directors or the President or at the regular meeting of the Board of Directors immediately following the third consecutive meeting absent, a satisfactory excuse for the absence is accepted by the Board of Directors.

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1: Nominations: Nominations for officers and directors shall be made by a nominating committee consisting of the President, two members of the current Board of Directors, two at-large Past Presidents of the Club and one at-large Regular Member. All members of the nominating committee are to be designated by the President who shall serve as chairperson of the nominating committee. The nominating committee shall present to the Board of Directors, no

later than the October board meeting, the name(s) of one or more eligible candidates for the combined office of Secretary and director for the board's approval. Additional nominations for such position may be made by members at the Annual Meeting or at any duly called special membership meeting.

Section 2: Notice: At least ten days prior to the date of the Annual Meeting of the Club, the Secretary shall mail to each member, the name or names of the candidates for such position along with notice of the Annual Meeting.

Section 3: Voting: Elections shall be by secret ballot on a form approved by the judges of election for such purpose. Each voting member shall plainly indentify the name of each candidate for whom he/she votes and only the judges of election shall count the ballots. No ballot shall be counted unless deposited by the voting member in person in a designated ballot box. No member who is under suspension shall be entitled to vote.

Section 4: Judges of Election and Certification of Results: At the beginning of the Annual Meeting, the President shall appoint not less than three members entitled to vote who shall not be candidates, members of the Board of Directors and nominating committee themselves who shall act as judges of election. In his/her discretion, the President may appoint a representative of the Club's auditing firm as an addition judge of election. The judges of election shall count the ballots and announce the results to the President or Secretary and the President shall then announce the winner who shall be the candidate receiving the most votes.

ARTICLE VII DUTIES AND POWERS OF OFFICERS

Section 1: President: The President shall preside at all meetings of the Club and of the Board of Directors, be an ex-officio member of all committees, and enforce all Bylaws and regulations of the Club.

Section 2: Vice-President: In the absence of the President, the Vice President shall perform the President's duties. Should neither the President nor Vice President be present at any meeting, a chairperson shall be chosen by vote of those present. The Vice President shall serve as chairperson of the Membership Committee.

Section 3: Secretary: The Secretary shall conduct all official correspondence of the Club, keep a record of all meetings of the Club and Board of Directors, issue all notices to members required by these Bylaws or by the board and perform such other duties as may be assigned to him/her by these Bylaws, the Club or the Board of Directors.

Section 4: Treasurer: The Treasurer shall be responsible for assuring that the Club maintains appropriate financial records, accounts, and controls; the Treasurer shall, at each monthly meeting of the Board, make a statement of the financial condition of the Club, and, at the Annual Meeting of the Club, submit a detailed report, audited by an independent Certified Public Accountant, of the financial transactions of the Club for the preceding fiscal year. The Treasurer shall also perform such other duties as may be assigned to him/her by these Bylaws or the Board of Directors.

Section 5: Past President and Other Officers: The Past President shall chair the House Committee.

Section 6. Other Appointments The Board shall appoint a General Manager and may appoint such other agents to such positions as it deems advisable and may prescribe their respective duties, powers and reporting relationships. The Board of Directors may also fix the terms and compensation of the General Manager and any other agents as appointed.

Section 7: Contracts and Conveyances: When deemed necessary by the Board of Directors, written contracts and conveyances shall be executed by the President or Vice President and Secretary.

Section 8: Records of the Club; The record books of the Club shall be available for examination by and open to any member and law enforcing authorities and agencies at all reasonable times.

Section 9: Audits: The financial reports of the Club shall be audited annually by a Certified Public Accountant selected by the Board of Directors, and a report of such audit shall be submitted at each Annual Meeting of the membership.

ARTICLE VIII CLUB OPERATION

Section 1: Operation of the Club: The Club shall be operated in a good and businesslike manner, and all benefits thereof are to be used exclusively for the advancement of Club purposes only. The Board of Directors shall have the authority to make assessments to the membership for any deficiency or deficiencies in the operation of said Club, or for Club improvements not to exceed \$1,000 per member, or for any other good and reasonable purpose. No member shall have any right, title or interest in the assets or property of the Club. No benefits or dividends shall be paid to the benefit of any individual member, and in the event of dissolution, the assets of the

Club shall be contributed to a non-sectarian charitable organization or organizations designated by the Board of Directors. The Board of Directors at this Club shall be charged with the duty to operate the Club in accordance with local, state and federal laws and regulations.

Section 2: Capital Improvement and Replacement Fund: A segregated account shall be established hereinafter referred to as the Capital Improvement and Replacement Fund. The source of funds for such account shall be by appropriation from the Unrestricted Net Assets of the Club. The Board of Directors shall have the right and the authority, from time to time, to determine and fix the amount of the Fund. The Fund shall be used for capital improvement and replacement for major nonrecurring projects not directly related to the current operating needs of the Club that would not be expected to be covered by dues or other operating revenue. The Board of Directors shall be limited to a maximum capital expenditure of \$100,000 on any single project not previously approved at the Annual Meeting or a special membership meeting.

ARTICLE IX AMENDMENTS OF BY-LAWS

Section 1: Amendments to Bylaws: The Directors of the Club shall have the power to enact, amend or revise the By-Laws of the Club, provided that such enactment, amendment or revision shall be reasonable and not conflict with the Articles of Association. Any enactment or changes referred to above shall be passed upon and approved by the membership at their next regular or special meeting, by a majority of the members present.

ARTICLE X FISCAL YEAR OF CLUB

Section 1: Fiscal Year: The fiscal year of the Club shall be from September 1 to August 31, inclusive each year.

ARTICLE XI INDEMNIFICATION

Section 1: Indemnification of Directors and/or Officers - General: Unless otherwise provided by law or its articles of incorporation, the Club shall indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Club, by reason of the fact that the person is or was a director and/or officer of the Club or is serving at the request of the Club as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic

corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club or its members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful.

Section 2: Indemnification of Directors and/or Officers – Derivative Action: Unless otherwise provided by law or its articles of incorporation, the Club shall indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that the person is or was a director and/or officer of the Club, or is or was serving at the request of the Club as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club or its members. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Club unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 3: Advancement of Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 of this Article shall be paid by the Club in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director and/or officer to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Club. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.