



BY-LAWS

March 28, 2021



BY-LAWS OF SPRUCE CREEK COUNTRY CLUB, INC.

TABLE OF CONTENTS

ARTICLE	PAGE
I Purpose of the Corporation	3
II Club Name, Emblem and Seal	3
III Members Meetings	3
IV Board of Governors	4
V Meetings of the Board of Governors	5
VI Powers of the Board of Governors	6
VII Officers	8
VIII Duties of Officers	8
IX Committees	9
X Memberships	11
XI Guest Privileges	14
XII Dues, Fees and Minimums	14
XIII Delinquencies	14
XIV Discipline	15
XV Miscellaneous	16
XVI Sale or Dissolution of the Club	17
XVII Amendments	17



BY-LAWS OF SPRUCE CREEK COUNTRY CLUB, INC.

ARTICLE I

PURPOSE OF THE CORPORATION

The nature and purpose of the Corporation (hereinafter referred to as the "Club") is to own and operate a country club for the recreation, pleasure and benefit of its members and their guests. The Club has been formed as a Florida not-for-profit corporation and shall be operated accordingly.

ARTICLE II

CLUB NAME EMBLEM AND SEAL

The name of the Club shall be Spruce Creek Country Club, Inc. The emblem of the Club shall be two spruce branches of similar style to the logo used by Spruce Creek Property Owners Association. The Club seal shall be in the form impressed on this document.

ARTICLE III

MEMBERS' MEETINGS

1. ANNUAL MEETING

An annual meeting of the Equity Members of the Club shall be held in March of each year at such time and place as the Board of Governors (hereinafter referred to as BOG) may designate. The purpose of the meeting shall be to elect the members of the BOG, receive reports from Officers, Committee Chairmen, General Manager (hereinafter referred to as GM) and for such other business as may be properly brought before the meeting.

2. SPECIAL MEETINGS

Special meetings may be called at any time at the request of persons holding at least ten percent (10%) of the total votes allocated to members of the Club, by resolution of the BOG, or the President. The purpose of each special meeting shall be stated in the notice, and may only include purposes that are lawful and proper for the members to consider.

3. NOTICE OF MEETING

Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by mail, or electronic delivery, not less than 10 days before the date of the meeting. Notice shall be given either by or at the direction of the President or the Secretary or by the person calling the meeting, to each Equity Member of record entitled to vote. The business of a special meeting shall be confined to the matter or matters set forth in the notice calling the meeting.



4. MEMBER QUORUM AND VOTING

The presence, either in person or by proxy, of members holding at least thirty five percent (35%) of votes allocated to Members entitled to vote shall constitute a quorum. If a quorum is not present at any meeting, the meeting may be adjourned to a subsequent date and time. If a quorum is present, the affirmative vote of a majority of votes held by Members at the meeting entitled to vote shall be the act of the Members, except for the election of members of the BOG which shall be decided by plurality.

ARTICLE IV

BOARD OF GOVERNORS

1. NUMBER AND QUALIFICATIONS

The government and administration of the affairs of the Club shall be invested in the BOG comprised of no less than seven persons and no more than nine persons, who are Equity Members in good standing.

- a. Each candidate shall be elected for a term of three (3) years.
- b. No person having been duly elected a governor for two consecutive three-year terms shall be eligible for re-election for at least one year after the expiration of the term.
- c. No more than one member from the same immediate family may serve on the BOG at the same time.

2. NOMINATING

- a. At a meeting of the BOG held not less than 60 days prior to the Annual Meeting of the Membership, the President shall appoint a Nominating Committee, subject to Board approval, consisting of three (3) to five (5) other Equity Members excluding members of the Board. The Past President may not be on the Nominating Committee in the year immediately following his or her presidency.
- b. The Nominating Committee shall prepare a list of nominees for election to the Board. Not more than sixty (60) or less than thirty (30) days prior to each annual meeting, the Nominating Committee shall make a written report to the BOG of its nominations. The Secretary shall certify as to the good standing of the proposed candidates and have the list disseminated to all Equity Members in good standing.
- c. After the candidates selected by the Nominating Committee have been published, further nominations may be made by petition of voting Members, addressed to the Chairman of the Nominating Committee, containing the signatures of fifteen (15) or more Equity Members and requesting that a particular Member or Members, be nominated in addition to nominations previously made. Such petition or petitions must be received by the Chairman of the Board of Governors at least thirty (30) days before the date of the Annual Meeting and must contain the written consent of each nominee so named. Such nominations must also be disseminated to all Equity Members. No other method of nomination shall be considered at the annual



meeting. At least ten (10) days before the annual meeting, all Equity Members shall receive a ballot, profit and loss statements and balance sheet, and minutes from the last annual meeting.

3. ELECTIONS

- a. There shall be no cumulative voting.
- b. At every meeting of the Club Members, any Club Member having the right to vote shall be entitled to vote in person or by proxy, provided the proxy is given either to the spouse of such member or another voting Club Member. Such spouse or other voting member must attend the meeting in person in order to be entitled to vote.
- c. Should there be more candidates than vacancies on the Board, the candidates receiving the highest number of votes shall be declared elected. If term vacancies are of varied length, the largest vote recipient shall be appointed to the longer term. In the case of a tie for the election to the last vacancy on the Board, a run off election shall ensue immediately. A majority of those present and eligible to vote shall determine the successful candidate.
- d. Elections shall be by secret ballot on a form prescribed by the BOG. Any dispute as to the validity of any ballots shall be resolved by the incumbent Executive Committee.
- e. Should there be insufficient candidates to fill all vacancies on the incoming BOG to meet the required minimum number of Governors, the BOG by majority vote shall appoint a person to fill the full term.

ARTICLE V

MEETINGS OF THE BOARD OF GOVERNORS

1. ANNUAL MEETINGS

The first meeting of the Governors chosen at each Annual Meeting and of those remaining in office shall be held for the purpose of election of officers. This meeting shall take place immediately following such Annual Meeting at the same place at which such Annual Meeting is held. The last official act of the then current President is to chair the meeting. Should the President not be present, the meeting will be chaired by the Vice President.

2. QUORUM

A majority of the BOG at any meeting shall constitute a quorum for the transaction of business. There shall be no proxy voting at meetings of the BOG.

3. MEETINGS

The BOG shall meet once a month at a time and place determined by the Board, and notification of time, date and place shall be published at least seven (7) days in advance of such meeting. Emergency meetings of the BOG may be called by the President or Vice President upon twenty-four (24) hours' notice. Governors may participate



in meetings with the BOG by means of conference telephone or similar communication equipment (by which all persons can hear each other at the same time), and participation by such means shall constitute presence in person at such meetings.

ARTICLE VI

POWERS OF THE BOARD OF GOVERNORS

1. MANAGEMENT OF THE CLUB

The BOG is the governing body of the Club. They shall also have the right to hire a General Manager (hereinafter referred to as GM) to manage all day to day operations which includes the employment and training of the staff and providing expertise in improving club operations and amenities. The Board is at all times required to maintain oversight in all areas of operation and to monitor and advise any GM.

2. AUTHORITY AND DUTIES

The Board shall have full power and authority to do any and all things that it deems proper and in the best interests of the Club, excepting only those powers that are specifically reserved to the membership in these By-laws. The powers of the BOG shall include but are not limited to:

- a. Election of officers of the Club.
- b. Approve committee appointments.
- c. Fill vacancies on the BOG due to death, resignation, inability to perform duties or otherwise. Appointment shall be for the balance of the individual governor's term of office.
- d. If a GM is not employed the BOG shall appoint managers and other employees considered necessary for the proper operation and management of the Club and all employment contracts must be approved by the BOG.
- e. Adopt, alter, amend or repeal the General Club Rules governing use of the Club and all its facilities by members and their guests.
- f. Determine the amount of dues, fees and other charges.
- g. The Board of Governors may replace any governor who shall fail to attend fifty percent (50%) of the regular Board Meetings in one membership year.
- h. Have the power to exchange rights to use the Club facilities with members of other country clubs.
- i. The Club may have a Long-Range Capital Plan, which is supported by assessments to the membership. Such a Plan is approved by a majority vote of the Equity members and the funds collected dedicated to the projects included therein. The Board may determine the schedule of the projects.



- j. Shall have the sole authority to collect and disburse club monies, make contracts and to create indebtedness (subject to restrictions in paragraphs k, l, m, and n, below).
- k. Shall approve, for the current budgetary year, the capital projects to be undertaken. Such approvals shall constitute authorization to the Treasurer and/or the GM for disbursement of approved funds.
- l. Shall have the authority to create mortgage debt. However, any change from the current mortgage level must be approved by the membership.
- m. Shall have authority to obtain a Bank Credit Line.
- n. Shall have the authority to expend from operating funds up to \$100,000 annually for capital expenses and for unseen capital expenses.

3. ISSUANCE OF MEMBERSHIPS

The BOG shall have the sole authority to create, issue, cancel and transfer memberships and shall have membership certificates prepared in form and content consistent with the provisions in the Articles of Incorporation and the By-laws of the Club.

4. COMPENSATION

No elected Officer or Governor shall receive any remuneration for his or her official services, but may be reimbursed for reasonable expenses incurred if approved by the Board. No Officer or Governor shall use his or her position for personal gain. Such activity shall be deemed a conflict of interest and shall be cause for removal.

5. INTERPRETATION OF BY-LAWS

The BOG shall have the corporate power to generally do everything permitted for not-for-profit corporations by law, by statute, by Articles of Incorporation and by these By-laws. If there is a conflict between the statutes, Articles of Incorporation or the By-laws, the statutes shall have priority, with the By-laws second and the Articles of Incorporation third. If there is a conflict or doubtful meaning between the Articles of Incorporation and the By-laws, the BOG shall have the authority to resolve the difference or interpret the provision in question.

6. ACTION WITHOUT MEETING

Any action which may be taken by the BOG or any committee thereof, may be taken without a meeting if consent in writing setting forth the action to be taken, signed by all the governors, or all the members of the committee as the case might be, is filed in the minutes of the proceedings of the BOG or of the committee. Signed consent forwarded by electronic transmission shall be considered the same as the original document. Such consent shall have the effect of a unanimous vote.



7. REMOVAL FROM OFFICE

Any Governor is subject to removal from office when his or her conduct is detrimental to the Board's effort to attain certain goals which, in the opinion of the Board, would enhance the Club's posture or when his or her outside activities or conduct cast a damaging image on the Board or the Club. Charges must be brought by one or more members of the Board and must be presented in writing. Removal shall require a majority vote of the members of the Board. The charged member must recuse themselves from this deliberation. The Governor shall have the right to a hearing before the BOG prior to any vote for removal.

ARTICLE VII

OFFICERS

The BOG at each Annual Meeting shall elect to serve for the term of one (1) year and until their successors shall be elected, a President, a Vice President, a Treasurer, and a Secretary and such other officers as the BOG from time to time determines appropriate. Preferentially, the President shall be chosen from those governors who have served a minimum of one year on the present BOG.

ARTICLE VIII

DUTIES OF OFFICERS

1. PRESIDENT

The President shall be the Chief Executive Officer of the Club and shall preside at all meetings of the Board and the membership. The President shall, with the Secretary, sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments as approved by the BOG unless otherwise provided by the By-laws. The President shall supervise the activities of the GM involved in the management of the Club in accordance with the policies of the Club as set forth by the BOG. The President shall, with the approval of the BOG, appoint chairmen for the various committees authorized by the BOG, except Finance, and such other committees as the President shall deem necessary and the President shall be an ex-officio member of all committees.

2. VICE PRESIDENT

The Vice President shall perform the duties of the President when the President is absent or unable to perform such duties and shall perform such other duties as may, from time to time, be assigned by the President.

3. SECRETARY

It shall be the duty of the Secretary to keep a record of the proceedings of the Club and with the President, to sign all obligations, contracts, deeds, mortgages, promissory notes and other instruments. The Secretary shall be responsible for giving all required notices of meetings. The Secretary shall have custody of the Seal of the Club, all deeds, building plans, easements and legal documents and membership records. The Secretary is responsible for ensuring that all irreplaceable legal and other documents be maintained in a manner that will prevent damage



by fire or other disaster. The Secretary may delegate any of the foregoing duties to the GM acting as Assistant Secretary as the BOG approves.

4. TREASURER

The Treasurer shall be elected by the BOG and shall serve as Chairman of the Finance Committee. He or she shall be responsible for exercising control over all matters involving the Club's financial interests. He or she shall cause to be collected, held, controlled and disbursed, subject to policies approved by the BOG, all monies of the Club. The Treasurer may delegate any of the foregoing duties to the GM, acting as Assistant Treasurer or otherwise, as the BOG approves. The Treasurer shall give a Surety Bond, or equivalent for faithful performance in the amount directed by the BOG. Such Surety Bond Premium shall be paid by the Club. Any other person or persons having access to monies of the Club or its bank accounts shall be similarly bonded. The Treasurer shall insure that adequate external audit procedures are performed and reported to the Finance Committee independent of a GM.

5. DUTIES OF OFFICERS

Any officer may be given additional assignments and duties by the BOG.

ARTICLE IX

COMMITTEES

1. Each year the President shall designate the chairman of each of the Standing Committees except the Finance Committee, subject to the approval of the Board. The committee chairperson shall appoint the committee members and so notify the President. If it is deemed advantageous to the operation of the Club, at his or her discretion, the President may combine committees. Any Equity Member including Board Members may serve as chairperson of any committee. If the chairperson is not on the Board of Governors, a liaison will be assigned from the Board of Governors. Committees shall act only in an advisory role and only Equity Club Members in good standing may serve on Committees. The President has the power to determine the terms of office of the chairpersons and members and to terminate their services at any time with the approval of the BOG.

2. The role of committees is to develop policy options and recommendations, which if approved by the BOG become the responsibility of the GM to implement. Committees should monitor implementation and communicate their assessment to the BOG. Every Committee Chair shall present minutes of committee meetings to the Board of Governors for approval. Once approved, the minutes shall be made available to the general membership.

3. The following committees shall report directly to the BOG:

a. The Executive Committee shall consist of the President as Chairman, the Vice President, the Secretary, the Treasurer and one other member from the BOG. The Executive Committee shall have the power of the BOG during the interval between Board meetings. Actions and resolutions shall require unanimous approval of the entire committee. Said actions shall be signed by each member of the Committee and a copy of the same shall be forwarded to each remaining member of the BOG who shall have the right to have his or her vote recorded



in the official minutes of the Executive Committee Meeting. Said vote must be cast and recorded before the next ensuing regular Board meeting.

b. The Finance Committee shall have the Treasurer act as Chairman. It shall be responsible for advising and assisting the Treasurer in the performance of his duties. These duties include exercising responsible control over all matters involving the Club's financial interests and oversight of the GM's administration of the Club's financial assets (physical and monetary). Specific duties:

- (1) The Finance Committee shall consist of three (3) to five (5) members to the Committee.
- (2) The Committee shall receive from the GM not later than October 1st, the proposed operating budget and capital program for the coming fiscal year. It shall recommend revision and/or acceptance to the BOG no later than December.
- (3) The Committee shall recommend to the BOG the selection of an independent accounting firm.
- (4) The Committee shall approve the establishment of accounting, banking, insurance, investment, borrowing and disbursement policies and practices and shall monitor adherence thereto.
- (5) The Committee shall receive and review any proposed Long-Range Capital Expenditure Programs and recommend revision and/or acceptance to the BOG.
- (6) The Committee shall meet monthly with the GM to review the current fiscal results and shall report these at the next BOG meeting. This report will be available to all equity members.

c. The Legal and By-laws Committee shall consist of not more than five (5) members and will report to the BOG. This committee shall be charged with the publication and interpretation of the General Club Rules and By-laws and, generally, with all matters of a legal nature pertaining to The Club.

d. Ad-Hoc Committees, including a Long-Range Planning Committee may be appointed from time to time by the President, subject to approval by the BOG, with such powers and composition as the President, with such approval, shall decide.

e. The Golf Committee shall consist of at least four (4) members. The Committee shall oversee the GM's operation of the Pro Shop, golf activities, golf carts, the promulgation and administration of playing rules for members and their guests, the programming of golf events and the maintenance of member's handicaps. The Committee shall work with the GM in the scheduling of outside events and tee times to achieve a reasonable balance between revenue needs and members' rights

f. The Greens Committee shall monitor the Golf Course Superintendent and make recommendations on the maintenance of the golf course, roads and facilities and the equipment used in connection therewith.

g. The House Committee shall monitor all food and beverage operations, and all associated equipment, furnishings and property. The Committee shall consult with and advise the GM of Members' comments and requests in these areas..



h. The Sports Committee shall monitor the operation and maintenance of the tennis, pickle ball, and fitness facilities. The Committee shall promulgate playing rules for members and their guests and the programming of tennis events. The Committee shall give advice on conditions of the tennis courts, fitness equipment and related facilities and make recommendations concerning necessary repairs and improvements thereto

i. The Membership Committee shall monitor the Membership Manager's programs to promote and increase the Club's membership and support of membership retention. The Committee shall review membership applications and report to the BOG with their recommendations for approval or disapproval of each applicant.

j. The Building and Grounds Committee shall give advice and recommendations on matters concerning the maintenance and repair of all buildings both exterior and interior, the supervision of all building construction, the maintenance, repair and supervision of all water and electrical lines, and the facilities and equipment used in connection therewith except those directly related to the golf course or tennis facilities. The trees, fences, parking lots, lawn, garden and shrubbery areas of the Club grounds which are not within the scope of the Greens Committee shall come under the jurisdiction of this committee.

k. The Social Committee shall give advice and recommendations to the GM concerning the social activities and entertainment of members and their guests and shall organize special functions with the authorization by the BOG. They shall coordinate a yearly calendar of special membership events with the GM

ARTICLE X

MEMBERSHIPS

1. MEMBERSHIP CATEGORIES:

- a. The Club membership shall consist of the following categories: Equity, Non-Equity, and Invitational.
- b. Membership in each category shall be further designated as Family, Single, and Corporate sub categories.
- c. Membership sub categories can be further defined by their scope of privileges as delineated by the BOG.

2. EQUITY MEMBERS

- a. Equity Members have the privilege of voting on the BOG annual election, running for election to the BOG, serving on committees and participating in special Club competitions, (i.e. Member tournaments) or Club Member organized events. Equity Members also have obligations to the Club as outlined in Article XIII,
- b. Every Equity Member shall pay an initiation fee for membership and shall receive a membership certificate. Such certificate shall be in a form approved by the Board of Governors, and the certificate shall state that the certificate is issued subject to the By-Laws of the Club, as they are now or as from time to time amended. The certificate shall be signed by the President and Secretary under the seal of the Club. Assets of the club are owned by the Equity Member certificate holders.



c. Membership certificates are not redeemable or transferable except as specifically provided by these By-Laws, and then only through the Treasurer of the Club. Whenever any person shall cease to be an Equity Member, whether by death, resignation, expulsion, or other provision of these By-Laws, such cessation shall authorize the Treasurer of the Club to effectuate the redemption, cancellation, purchase, or sale of the membership certificate of such member in accordance with the manner prescribed by these By-Laws. Each membership certificate shall be printed with the legends in substantially the following form: "This certificate is subject to certain restrictions on transfer and cannot be pledged, hypothecated, or otherwise encumbered for any purpose."

3. NON-EQUITY MEMBERS

Do not possess Equity Member privileges as outlined above (Article X2) but do have obligations to the Club as outlined in Article XIII.

4. INVITATIONAL MEMBERS

The BOG may approve Invitational Members as well as their rights and privileges. The purpose of these Memberships is to offer a way for potential Equity Members to experience the Club and its facilities. The BOG may impose limitations as to how long a person may remain an Invitational Member. Invitational Membership is a one-time offer and this membership does not possess Equity Member privileges as outlined above (X2).

5. MEMBERSHIP DEFINITIONS & POLICIES

a. Family Membership includes a member and spouse and unmarried children under the age of twenty-one (21) living at home, and under the age of twenty-six (26) if attending school full time.

a. (1) Two unrelated persons occupying the same residential unit, who otherwise do not qualify under the family definition listed above, may purchase and own a Family Membership.

b. A Single Membership permits only the person holding the membership to use the Club facilities.

c. Utilization of Club amenities will determine the cost of membership. The BOG will determine, from time to time, which amenities are included in the following levels of membership: Golf, Tennis, Social Wellness, Dining, and Other if delineated in the future.

6. VOTING

Upon all matters requiring a vote, voting is limited to Club Equity Members in good standing. (See Article X2A). Golf or Platinum Members shall be entitled to five (5) votes, Tennis, Sports or Gold Members three (3) votes, any other Equity Members including Social or Silver Members, one (1) vote.

7. RESIGNATION-REDEMPTION OF MEMBERSHIP



- a. Resigning members are responsible for payment of dues, charges, and assessments through the end of their termination notice period. Resignations will be effective at the end of the third calendar month following the date of written notice, or until the membership is sold, whichever comes first.
- b. An Equity Member shall not sell or otherwise transfer a membership other than to the Club. The Club will be obliged to repurchase a membership only if an individual, who is acceptable to the Club, is willing to acquire the retiring Member's membership, or a higher category of membership, and has paid the required amount for a certificate as established by the BOG from time to time.
- c. The Club may, but shall not be required to, repurchase a membership prior to another individual acquiring a Member's membership. The membership shall be placed on a waiting list and will be sold by category on a first resigned, first to be sold basis. Under no circumstance shall the Club be obliged to sustain a loss on the sale of the resigned member's equity certificate.
- d. When the resignation becomes effective, the Member shall deliver their certificate to the Secretary, properly endorsed by the resigning member.

8. TRANSFER UPON DEATH OR DIVORCE

- a. When a certificate holding member dies, the spouse of the deceased may have the certificate transferred to them without a fee. If there is no spouse, then the legatee or heir of the certificate holder shall have the right to acquire the deceased member's category without additional payment, conditioned on their application for membership being made no later than sixty (60) days after they acquire the right to possession of the certificate, further conditioned by their payment of any debt service and assessments outstanding on the deceased member's account, in addition to payment of any annual dues and other applicable charges. If the legatee or heir does not apply for membership within sixty (60) days after acquiring the right to possession of the certificate, the membership shall be surrendered to the Club and thereafter the Club may reissue the member certificate. Upon payment for the certificate in full by the succeeding BOG approved member, the Club shall pay to the estate of the deceased member, the full amount received. Under no circumstance shall the Club be obliged to sustain a loss in the reissuing of a deceased member's certificate.
- b. In the event Members are legally separated or divorced, title to the membership certificate issued in the name of either spouse, including all of its rights and benefits given to the holder thereof, shall vest in the spouse awarded the membership certificate. In the absence of a court decree or separation agreement, the rights and benefits of membership shall vest in the registered owner of the Membership certificate.

9. REINSTATEMENT

A person who has resigned their Club membership and whose certificate is presently on the resignation list to be sold, may apply for reinstatement. A request for reinstatement must be submitted to the Secretary in writing and shall be subject to BOG approval. Reinstatement will require a reinstatement fee as determined by the BOG, and in addition, all outstanding dues, charges, and assessments must be paid at the time the reinstatement is requested.

10. APPLICATIONS



- a. All applications for Equity Membership shall be in the form prescribed by the BOG and signed by the applicant. All applicants must be approved by vote of the BOG. Three (3) dissenting votes of Board members shall constitute disapproval.
- b. If the Secretary receives an application for a category of membership that is fully occupied, the Secretary shall add the applicant's name to the waiting list for said category, and shall notify the applicant of his or her position on the list and of any other category of membership that may be vacant. Any applicant approved by the BOG who fails to pay the membership contribution and dues within thirty (30) days after notice that it is due may forfeit his or her right to membership.
- c. Comments from members with respect to prospective members shall be privileged communications and only the BOG (and no one else) shall have access to such communications.
- d. Applications for membership in any category by current members in other categories will be given priority consideration over new members.

ARTICLE XI

GUEST PRIVILEGES

Guests of members may be extended guest privileges subject to applicable guest fees, charges and rules and regulations established from time to time by the BOG. Guest privileges may be denied, withdrawn or revoked at any time for reasons deemed sufficient by the BOG at their sole discretion.

ARTICLE XII

DUES, FEES AND MINIMUMS

1. Initiation Fees for each class of membership shall be set by the BOG. The BOG also reserves the right to waive initiation fees from time to time.
2. Dues. All members of the Club shall pay regular dues plus applicable taxes in such amounts as determined by the BOG. The BOG will establish dues and fees for the coming fiscal year concurrently with the approval in December of the Operating Budget and Capital Expenditure program.
3. Required food and beverage purchase minimums will be set by the BOG from time to time.

ARTICLE XIII

DELINQUENCIES

1. Statements. An itemized statement of any dues, assessments and current charges shall be mailed the first of each month to each member.



2. Non-Payment. If members or persons granted Club privileges fail to pay monies legitimately owed the Club within thirty (30) days of the billing date, a notice shall be sent notifying them that the payment is due immediately and that a finance fee as established by the BOG will be charged on the outstanding balance. Until such payment is received, a member shall be considered to be not in good standing. If full payment is not received by the end of sixty (60) days a Certified Letter shall be sent notifying the member that failure to pay the account in full within ten (10) days will result in immediate suspension from the Club. The Treasurer and or GM shall inform the BOG at each meeting the status of delinquent accounts and suspended members. Upon the payment of all delinquencies members will be automatically reinstated.

3. Liens. The Club shall have a lien against each membership for any unpaid dues or other charges made by any member of the Club, which shall also accrue reasonable attorney fees incurred by the Club. All costs associated with the collections of these liens shall be the responsibility of the Member. The said lien may, but need not be, recorded among the public records of Volusia County, Florida. Such claims of lien shall be signed by an officer of the Club. Upon full payment, the member shall be entitled to be reinstated as a member of the Club in good standing and shall be entitled to a satisfaction of the lien at the members' expense. All such liens may be foreclosed by the Club, in any action at law or in equity, or without legal proceedings upon five (5) days prior written notice of intended foreclosure. The Club may also, at its option, sue to recover a money judgment for unpaid dues or other charges, without thereby waiving the lien securing the same. After twelve (12) months, if all charges are not paid in full, the member's certificate becomes Club property in settlement of the lien.

ARTICLE XIV

DISCIPLINE

Any member or family member or guest whose conduct shall be deemed by the appropriate committee to be improper or likely to endanger the welfare, safety, harmony or good reputation of the Club or its members, may be reprimanded, fined, suspended or expelled from the Club by action of the BOG. The BOG shall be the sole judge of what constitutes improper conduct.

1. BOARD ACTION

Any such member shall be notified of such proposed action and shall be given an opportunity to be heard by the BOG to show cause why he or she should not be disciplined in accordance with this Article. If a charged Member is a member of the BOG, he or she must recuse themselves from this deliberation. If such a member desires to be heard and gives written notice, the BOG shall set a time and date, not less than ten (10) days thereafter for such hearing. While such complaint is being considered by the Board, the member shall enjoy all privileges of the Club to which the member was entitled prior to such complaint.

2. SUSPENSION

The BOG may suspend a member and/or his or her family and/or his or her guests from some or all of the privileges of the Club for a period of up to one (1) year. Dues and other obligations shall accrue during such suspension and shall be paid in full before reinstatement to full privileges.

3. EXPULSION



Any member of the Club who has been expelled shall not again be eligible for membership nor be admitted to the Club property under any circumstances. An expelled member shall be notified by certified mail and shall have the obligation to surrender his or her Membership Certificate and shall forfeit all of his rights and privileges of.

4. RESIGNATION-REQUEST BY BOARD

In lieu of these actions, the BOG may, by a two-thirds (2/3) vote, request the resignation of any Member of the Club for cause deemed sufficient by the Board.

ARTICLE XV

MISCELLANEOUS

1. FISCAL YEAR

The Club's Fiscal Year will commence on the first (1st) day of January and conclude on the thirty-first (31st) day of December. It is the responsibility of the BOG to annually address any deficits.

2. ASSESSMENTS

a. The BOG may find it necessary from time to time to make assessments, or other operating changes, in addition to annual dues, to cover operating deficits, if any. Assessments to cover operating deficits shall be made no more frequently than quarterly and shall not exceed \$500.00 per vote in any calendar year. Each member shall be required to pay such assessment within one month from the date they are declared to be due or payable.

b. There shall be no assessment for Capital Expenditures unless a majority of the Equity Members votes in favor of a Capital Expenditure. This particular assessment would only be used to pay off the capital expenditures voted upon.

3. CONFLICT BETWEEN BY-LAWS AND ARTICLES OF INCORPORATION

In the event of conflict between the terms of these By-laws and the Articles of Incorporation, the former shall prevail.

4. RULES OF ORDER

Robert's Rules of Order, Newly Revised, shall govern the business of the Club in all cases that are applicable and not inconsistent with these By-laws.



ARTICLE XVI

SALE OR DISSOLUTION OF THE CLUB

1. Any resolution for the dissolution of the Club as a Corporation must be approved by at least seventy-five percent (75%) of the votes, cast in person or by proxy at any general or special meeting called for this purpose.
2. In the event of sale, dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, among its Equity Members only, in proportion to the number of votes entitled by the individual' Equity Membership Certificate.

ARTICLE XVII

AMENDMENTS

1. The By-laws and Articles of Incorporation of Spruce Creek Country Club, Inc. may only be amended at a meeting of Equity Members which has been duly called by written notice that includes the proposed amendments. Approval of the proposed amendment or amendments shall require a majority vote by ballot of a quorum of members present at the meeting, either in person or by proxy.
2. Proposals for amendments may be submitted for Equity Membership approval by (1) an affirmative vote by a majority of the BOG or (2) by a petition signed by Equity Members holding at least ten percent (10%) of the votes allocated to Equity Members, such signers to be other than those members serving on the BOG or on the Legal and By-laws Committee.
3. The petition shall be presented to the Secretary of the Club who shall, in not less than thirty (30) or more than sixty (60) days, give notice to each Equity Member of such proposed amendment or amendments.
4. All notices of proposed amendments, whether by the BOG or by petition, shall include the date, time and place of the membership meeting at which proposals will be considered and voted upon. No proposed amendment, however, shall be acted upon at any meeting unless the amendment has been posted and mailed to members not less than thirty (30) or more than sixty (60) days prior to the date of the meeting at which the amendment or amendments are to be voted upon.