

OWOSSO COUNTRY CLUB

BY-LAWS

(As in effect **October 23, 2008**)

ARTICLE I

Membership

Section 1.01 Membership in the Owosso Country Club, a Michigan non-profit corporation (the “**Club**”), shall be divided into classes as set forth in these By-laws. Every Member of the Club shall be elected in the manner hereinafter provided and shall pay before admission any amount for membership as may be required by the Board of Directors as a condition thereof.

The attached **Annex A** sets forth the name and type of Active Membership of each person who is an Active Member of the Club as of **October 25, 2006** (the date that these By-laws were adopted).

The attached **Annex B** sets forth the name and type of Privileged Membership of each person who is a Privileged Member of the Club as of **October 25, 2006** (the date that these By-laws were adopted).

(a) Ownership in the Club shall consist of Active Members only. Active Membership shall consist of Active Senior Membership, Active Family Membership, Active Single Membership, Active Special Golf Membership, Active Special Social Membership, and Active Employee Membership. Each Active Member shall be an individual and the owner of one share of the Capital Stock of the Club and no one may own more than one such share. Active Members shall be the only persons eligible to own Capital Stock of the Club and to have an ownership interest in the assets of the Club. Active Members shall be the only persons eligible to vote on matters affecting the Club, including the election of Directors of the Club.

The number of Active Memberships shall be limited to 250.

(1) An **Active Senior Membership** may be granted only by the Board of Directors and only to an Active Member who either (i) had been an Active Member of the Club for a period of 25 years before January 1, 1992 and has attained the age of 62 or (ii) has been an Active Member of the Club for a period of 25 consecutive years and attained the age of 65.

The number of Active Senior Memberships shall be limited to 25.

Upon the death, resignation or other termination of Active Membership by an Active Member who holds an Active Senior Membership, such Active Member (or his or her estate representatives) shall promptly surrender his or her share of Capital Stock to the Secretary of the Club. Such share shall thereupon be redeemed by the Board of Directors for a redemption amount equal to the sum of (i) the initiation fee actually paid by him or her in connection with his or her Active Membership and (ii) 75% of the stated par value of such share. From such redemption value, the Treasurer shall retain for the Club all amounts for which the former owner of such share of Capital Stock is then liable and shall pay the remaining balance, if any, to such former owner. However, upon death, if the surviving spouse wishes to remain a stockholding member of the Club, the stock can be reissued in the surviving spouse's name.

(2) An **Active Family Membership** may be granted only by the Board of Directors and only to an individual over 18 years of age and, at the time such Active Family Membership is granted, is married.

Upon the death, resignation or other termination of Active Membership by an Active Member who holds an Active Family Membership, such Active Member (or his or her estate representatives) shall promptly surrender his or her share of Capital Stock to the Secretary of the Club. Such share shall thereupon be redeemed by the Board of Directors for a redemption amount equal to the sum of (i) the initiation fee actually paid by him or her in connection with his or her Active Family Membership and (ii) 75% of the stated par value of such share. From such redemption value, the Treasurer shall retain for the Club all amounts for which the former owner of such share of Capital Stock is then liable and shall pay the remaining balance, if any, to such former owner. However, upon death, if the surviving spouse wishes to remain a stockholding member of the Club, the stock can be reissued in the surviving spouse's name.

(3) An **Active Single Membership** may be granted only by the Board of Directors and only to an individual over 18 years of age who, at the time such Active Single Membership is granted, is not married.

Upon the death, resignation or other termination of Active Membership by an Active Member who holds an Active Single Membership, such Active Member (or his or her estate representatives) shall promptly surrender his or her share of Capital Stock to the Secretary of the Club. Such share shall thereupon be redeemed by the Board of Directors for a redemption amount equal to the sum of (i) the initiation fee actually paid by him or her in connection with his or her Active Single Membership and (ii) 75% of the stated par value of such share. From such redemption value, the Treasurer shall retain for the Club all amounts for which the former owner of such share of Capital Stock is then liable and shall pay the remaining balance, if any, to such former owner.

(4) An **Active Special Golf Membership** may be held only by a person listed on the attached **Annex C**. No Active Special Golf Memberships shall be issued from and after November 1, 2004.

Upon the death, resignation or other termination of Active Membership by an Active Member who holds an Active Special Golf Membership, such Active Member (or his or her estate representatives) shall promptly surrender his or her share of Capital Stock to the Secretary of the Club. Such share shall thereupon be redeemed by the Board of Directors for a redemption amount equal to the sum of (i) the initiation fee actually paid by him or her in connection with his or her Active Golf Membership and (ii) 75% of the stated par value of such share. From such redemption value, the Treasurer shall retain for the Club all amounts for which the former owner of such share of Capital Stock is then liable and shall pay the remaining balance, if any, to such former owner. However, upon death, if the surviving spouse wishes to remain a stockholding member of the Club, the stock can be reissued in the surviving spouse's name.

(5) An **Active Special Social Membership** may be held only by an individual listed on the attached **Annex D**. No Active Special Social Memberships shall be issued from and after November 1, 2004.

Upon the death, resignation or other termination of Active Membership by an Active Member who holds an Active Special Social Membership, such Active Member (or his or her estate representatives) shall promptly surrender his or her share of Capital Stock to the Secretary of the Club. Such share shall thereupon be redeemed by the Board of Directors for a redemption amount equal to the sum of (i) the initiation fee actually paid by him or her in connection with his or her Active Social Membership and (ii) 75% of the stated par value of such share. From such redemption value, the Treasurer shall retain for the Club all amounts for which the former owner of such share of Capital Stock is then liable and shall pay the remaining balance, if any, to such former owner.

(6) An **Active Hold Membership** may be granted only by the Board of Directors and only to an Active Member who has requested such membership in writing to the Board of Directors. A majority vote of not less than five members of the Board of Directors is required to grant such a membership. The maximum length of time for any given member to be classified as an Active Hold shall be one year. Situations that may warrant consideration for an Active Hold Membership include, but are not limited to, an injury that prevents the member from playing golf, a serious medical condition, or temporary relocation out of state. All written requests will be analyzed on a case-by-case basis. A \$500 fee will be charged for the year in which a member retains this membership, but all other dues, assessments and minimums pertaining to the original membership classification will be waived.

The number of Active Hold Memberships shall be limited to 5.

(b) Privileged Membership shall consist of Life Membership, Special Golf Membership, Family Membership, Social Membership, Corporate Golf Membership, Corporate Social Membership, Single Membership, Surviving Spouse Membership, Active Pending Membership, and Honorary Membership. Privileged Members (i) shall own no Capital Stock in the Club, (ii) shall have no right to attend meetings of the Active Members of the Club, (iii) shall not be eligible to serve as Directors or Officers of the Club, and (iv) shall have no ownership interest in the assets of the Club. One member of the Privileged class of membership will be selected by the Board of Directors to represent all Privileged members. That one member will be given a vote, which will serve as the collective vote for the entire class of privileged memberships and that one member shall be allowed to vote on the same issues stockholding members vote on.

The number of Privileged Memberships shall be limited to 300.

(1) A **Life Membership** may be granted only by the Board of Directors and only to an Active Member who has been an Active Member of the Club for a period of 25 consecutive years and attained the age of 65.

The number of Life Memberships shall be limited to 25.

As to any Life Membership, the Board of Directors may waive, in whole or in part, any membership fees or assessments otherwise payable with respect to such Life Membership.

To become eligible for Life Membership, an Active Member must, after he or she has met the length of service and age requirement for Life Membership, and shall at the time he or she is eligible and elected by the Board of Directors to fill a vacancy among the number of Life Memberships permitted hereunder, surrender his or her share of Capital Stock to the Secretary of the Club. Such share shall thereupon be redeemed by the Board of Directors for a redemption amount equal to the sum of (i) the initiation fee actually paid by him or her in connection with his or her Active Membership and (ii) 75% of the stated par value of such share. From such redemption value, the Treasurer shall retain for the Club all amounts for which the former owner of such share of Capital Stock is then liable and shall pay the remaining balance, if any, to such former owner.

(2) A **Special Golf Membership** may be granted only by the Board of Directors and only to an individual over 18 years of age. A Special Golf Membership shall have a stated term, which term shall not exceed 11 consecutive calendar months.

As to any Special Golf Membership, the Board of Directors may waive, in whole or in part, any membership fees or assessments otherwise payable with respect to such Special Golf Membership.

(3) **Family Membership** may be granted only by the Board of Directors and only to an individual who is over 18 years of age and who, at the time such Family Membership is granted, is married.

The number of Family Memberships shall be determined by the Board of Directors.

(4) A **Social Membership** may be granted only by the Board of Directors and only to an individual over 18 years of age. Unless the Board of Directors otherwise determines, a Social Membership shall not have any right to use the Club's golf course or other golfing facilities.

The number of Social Memberships shall be determined by the Board of Directors.

(5) A **Corporate Golf Membership** may be granted only by the Board of Directors and only to a corporation, co-partnership, limited partnership, limited liability company, business trust or other business entity. Use of a Corporate Golf Membership shall be limited to those individuals who are agents of the person holding such Corporate Golf Membership and who have been specifically identified to, and approved in advance by, the Board of Directors (each, an "**Approved Corporate Golf Participant**"). As to any membership fees or assessments charged to Corporate Golf Memberships, such membership fees or assessments shall be equal in amount for all Corporate Golf Memberships and charged without regard to the number of individuals who are entitled to use a particular Corporate Golf Membership.

The number of Corporate Golf Memberships shall be limited to 10.

(6) A **Corporate Social Membership** may be granted only by the Board of Directors and only to a corporation, co-partnership, limited partnership, limited liability company, business trust or other business entity. Use of a Corporate Social Membership shall be limited to those individuals who are agents of the person holding such Corporate Social Membership and who have been specifically identified to, and approved in advance by, the Board of Directors (each, an "**Approved Corporate Social Participant**" and together with Approved Corporate Golf Participants, the "**Approved Corporate Participants**"). As to any membership fees or assessments charged to Corporate Social Memberships, such membership fees or assessments shall be equal in amount for all Corporate Social Memberships and charged without regard to the number of individuals who are entitled to use a particular Corporate Social Membership. Unless the Board of Directors otherwise determines, a Corporate Social Membership shall not have any right to use the Club's golf course or other golfing facilities

The number of Corporate Social Memberships shall be limited to 20.

(7) A **Single Membership** may be granted only by the Board of Directors and only to an individual over 18 years of age.

The number of Single Memberships shall be determined by the Board of Directors.

(8) A **Surviving Spouse Membership** may granted only by the Board of Directors and only to a widow or widower of an Active Member who died prior to September 25, 2002. A Surviving Spouse Membership shall automatically terminate upon such widow or widower's re-marriage.

As to any Surviving Spouse Membership, the Board of Directors may waive, in whole or in part, any membership fees or assessments otherwise payable with respect to such Surviving Spouse Membership.

With respect to any Surviving Spouse Membership resulting from the death of an Active Member, the widow or widower of such deceased Active Member must surrender the deceased Active Member's share of Capital Stock to the Secretary of the Club. Such share shall thereupon be redeemed by the Board of Directors for a redemption amount equal to the sum of (i) the initiation fee actually paid by such deceased Active Member in connection with his or her Active Membership and (ii) 75% of the stated par value of such share. From such redemption value, the Treasurer shall retain for the Club all amounts for which the former owner of such share of Capital Stock is then liable and shall pay the remaining balance, if any, to such former owner's surviving spouse.

(9) An **Active Pending Membership** may be granted only by the Board of Directors and only to candidates for Active Membership who are recognized by the Board of Directors as Active Pending members but for whom no share of Capital Stock is currently available.

The number of Active Pending Memberships shall be determined by the Board of Directors.

(10) An **Honorary Membership** may be granted only by the Board of Directors and only to an individual as shall, for outstanding service or because of unusual consideration, be deemed entitled thereto by the Board of Directors. Each and every Honorary Membership and shall be terminable at the will of the Board of Directors. If an Honorary Membership is granted to an Active Member and he or she accepts such Honorary Membership, then he or she shall surrender his or her share of Capital Stock to the Secretary of the Club and the redemption value of such share of Capital Stock shall be determined and paid in the same manner as if he or she were transferring into a Life Membership status.

The number of Honorary Memberships shall be limited to five.

(11) A **Privileged Membership** may be granted only by the Board of Directors to a previous stockholding member who resigned his/her membership in the Owosso Country Club on or after October 27, 2004. If the previous Shareholder member applies for a Privileged Membership within two years of his/her resignation, all dues and fees associated with the new membership will be the same as then established for the active family rate of the current year and for each subsequent year of membership.

A former Active member who is returning to the Club as a Privileged Member, after at least two years of non-membership, may pay the privileged rate of all dues and fees associated with the privileged classification of membership for the current year and for each subsequent year of membership. .

Any former stockholding member returning to the Club will not be considered a new member in regards to any new member discounts.

Non-Transferability and/or Assignability of Active and Privileged Membership

Section 1.02 Neither Active Membership (including, without limitation, any share of Capital Stock of the Club associated therewith) nor Privileged Membership is transferable, assignable or capable of being placed in trust except to the extent permitted by the Board of Directors. Except as otherwise expressly provided herein, all Active Memberships and all Privileged Memberships shall terminate upon the death, resignation or termination of such Member. Nothing contained herein limits termination of Active or Privileged Membership as stated elsewhere in these By-Laws or in accordance with Rules and Regulations approved by the Board of Directors.

Membership Fees and Dues

Section 1.03

(a) Membership fees and dues for the various classifications of membership shall be paid by Members in such amounts and at such times as may be fixed and determined from time to time by the Board of Directors.

(b) Unless the Board of Directors otherwise determines, the dues and membership fees payable by any Special Golf Member shall be no less than 55% of the dues and membership fees required of an Active Member.

(c) The Board of Directors shall determine the fees, if any, to be paid by guests making use of the Club's facility.

Rules and Regulations and Club Utilization

Section 1.04 The Board of Directors shall adopt rules and regulations regarding the use of the Club by the various classes of Members, by Approved Corporate Participants, and by guests of Members and Approved Corporate Participants. Privileges of the Club are extended to Members, Approved Corporate Participants, and the Immediate Families of Members in accordance with membership classification. The term “**Immediate Families of Members**” includes only the spouse of any Member who is not an Active Single Member or a Single Member or a Corporate Golf Member or a Corporate Social Member and the unmarried children of such Member and his or her spouse that are either (i) under 24 years of age and a full-time student or (ii) under 22 years of age and residing at home. A surviving spouse holding a Surviving Spouse’s Membership and the members of such surviving spouse’s Immediate Family shall not be entitled to any greater privileges of the Club than he, she or they enjoyed pursuant to his or her deceased spouse’s Active Membership status at the time of his or her death. Each Member shall be personally responsible for the actions of, and indebtedness incurred by, guests introduced by them.

Candidates for Membership

Section 1.05 Candidates for membership in the Club will be elected in the following manner: Subject to the procedures established by the Board of Directors, each candidate for membership must be proposed by three Active Members which shall consist of a proposer and two sponsors. The Board of Directors may then elect the candidate at any regular or special meeting thereafter. The affirmative vote of seven Directors shall be required to admit the candidate to membership. The person so elected shall become a Member upon complying with the conditions of membership and the payment of any membership fee or assessment as may be required by the Board. All communications to the Board of Directors and all proceedings of the Board of Directors relating to proposals for membership shall be private and confidential. The submission of a proposal for membership shall not create any rights in the candidate, proposer or sponsors. The Board of Directors shall notify the proposer of the action taken on a membership proposal.

Accounts of Members

Section 1.06

(a) All accounts of Members for dues or other indebtedness, whether personally incurred by a Member, a person for whom he or she is responsible (including, without limitation, an Approved Corporate Participant), or by a guest or other person whom said Member has introduced to the Club, shall be payable on or before the last business day of the month in which the bill is presented to the Member by mail or otherwise. Members who are delinquent in the payment of their accounts shall be subject to such actions and penalties as may be taken or imposed by the Board of Directors in its

discretion. Such actions and penalties may include, but are not limited to, imposition of a service charge on any checks that are returned unpaid, the suspension of his or her membership or the recall of his or her Capital Stock for the non-payment of such dues or indebtedness, if he or she is a Active Member, or the termination of his or her membership if he or she is a Privileged Member. The Board of Directors may in its discretion at any time limit, extend or entirely withdraw the credit which may be extended to any or all Members of the Club. Nothing contained herein restricts the authority of the Board of Directors to authorize delinquent service fees or “posting” the names of delinquent Members. The actions authorized by this Section 1.06 are in addition to the remedies provided by law. In the event a claim against a Member is litigated and reduced to judgment in favor of the Club, such Member must pay a reasonable attorney fee and any costs incurred by the Club.

(b) The dues of all classes of membership shall be set by the Board of Directors. Dues for life memberships, special golf memberships, family memberships, corporate golf memberships, single memberships, surviving spouse memberships, active pending memberships, honorary memberships and former active memberships, may be paid in twelve equal installments, billed on the last day of each month, commencing in January until December. Dues for social memberships and corporate social memberships shall be due when billed. Members of each class of memberships on the roles as of April 1st are responsible for the entire year of membership dues, initiation, assessment and minimum spending applicable to such class of membership.

(c) Dues and other billings owing to the Corporation shall be considered delinquent when payment has not been remitted within 30 days of the monthly statement date. A delinquent fee will be charged on all outstanding balances over 30 days in an amount not to exceed that permitted by law. Members in default shall forthwith be suspended from all rights and privileges of the club, without notice, until the account has been paid in full. Suspension will be posted in both the pro shop and clubhouse without prior notice to the members.

(d) Claims of any inaccuracy, unsatisfactory service or products, or any other claim of error said to be appearing on the Member’s statement must be presented to a representative in the business office within 30 days of the monthly statement date in which said error is claimed to have appeared. Otherwise, the Club will consider all charges to be accepted by the Member as correct and therefore due and payable by the due date indicated on the statement.

(e) Any member who is over 60 days late in more than two months during any year will be required to prepay the annual membership dues, initiation fee and assessment for his or her class of membership. Such member may also be required to prepay, an amount which is to be determined by a representative of the Club, in expectation of dining and/or golfing charges to be incurred, or such member may lose his or her charging privileges.

(f) The Board of Directors may assess any or all classes of members capital improvement assessments or special assessments. Assessments shall apply to all of the members of the affected class of members who are on the rolls as of April 1st of the fiscal year in which assessed. Neither capital assessments nor special assessments shall be used for operational deficiencies.

(g) The Board of Directors may assess any or all classes of Active and Privileged Memberships operating assessments. Assessments shall apply to all of the members of the affected class of Active and Privileged Members who are on the rolls as of April 1st of the fiscal year in which assessed. Operating assessments shall not be used for capital improvements.

Resignation, Reprimand, Suspension and Expulsion

Section 1.07

(a) A Member may resign by delivery of a written notice to the Club's business office at least 30 days prior to the end of the month when the resignation is to become effective. All of the resigning Member's indebtedness to the Club becomes due and payable upon the effective date of resignation. The resignation of an Active Member shall be accompanied by tender to the Secretary of the Club of the share of Capital Stock held by the Active Member, properly endorsed to the Club; such share of Capital Stock shall be redeemed in accordance with the provisions of Section 6.07 of these By-Laws.

(b) Any Member may be suspended or expelled by the Board of Directors for non-payment of indebtedness to the Club as provided in Section 1.06 of these By-Laws.

(c) For any other cause, the Board of Directors may, upon the vote of seven Directors, reprimand, suspend or expel a Member, or any of such Member's Immediate Family, or take such other action as the Board of Directors deems appropriate and proper.

(d) The term "cause" for purposes of subparagraph (c) of this Section 1.07 shall include, but not be limited to, disorderly conduct at the Club, conduct harmful or prejudicial to the order, welfare, best interests, character or reputation of the Club or its Members, and conduct in violation of the Club's By-Laws, Rules or Regulations. For purposes of this subparagraph, "conduct" shall include conduct of a Member and the conduct of the Immediate Family and guests of such Member.

(e) A hearing by the Board shall be required for suspension or expulsion. Notice in writing of such hearing stating the grounds for the proposed suspension or expulsion or action and notifying such Member of a right to be heard at such hearing must be mailed at least five business days before such hearing to such Member at such Member's last address carried in the records of the Club or provided by personal delivery at least two days before such hearing. Failure of the Member to appear at such hearing shall not prohibit the Board from conducting the hearing and taking such action as it deems appropriate.

(f) Following the hearing referred to in subsection (e), above, the Board of Directors shall notify the Member in writing of the action taken by the Board, stating the reason such action was taken. Unless the Member shall request reconsideration of the Board's action pursuant to subsection (g) below, the action of the Board shall be final.

(g) The Member may, within five days of receipt of such written notification from the Board of Directors, request in writing that the Board reconsider its action. Such request shall explain why the Member believes the action of the Board was not appropriate. Following receipt of such request the Board shall reconsider its action and may, in its discretion, hold an additional hearing. Following such reconsideration, the Board may, by a similar vote, affirm its action, rescind such action and reinstate the Member, upon or without conditions, or take such other action as the Board deems appropriate, at its discretion. The decision of the Board upon reconsideration shall be final.

(h) All actions pursuant to this Section 1.07 are vested in the sole discretion of the Board of Directors. No action taken by the Board of Directors pursuant to this Section 1.07 shall be the basis for or give rise to any claim or action by the Member or other person against the Club, its directors, officers, members, employees or agents or other persons.

(i) During a period of suspension, the suspended Member shall continue to be responsible for applicable dues and assessments but shall not have any Club privileges.

(j) The Board may also prohibit the introduction by a Member of a guest to the Club who has violated any of the provisions of subparagraph (d) of this Section 1.07.

ARTICLE II

The Board Of Directors And Club Management

Section 2.01 The Club shall be managed by a Board of Directors comprised of nine Directors, which is referred to herein as the **Board of Directors**. Only an Active Member who resides in the State of Michigan shall be eligible to serve as a Director of the Club. The Board of Directors shall be elected by the Active Members of the Club at the Annual Meeting of said Active Members as more fully described in Article IV of these By-Laws. The terms of each Director shall be, except in the case of a Director elected to fulfill an unexpired term, three years. The terms of three Directors shall expire at each annual meeting and three Active Members shall be elected to the Board of Directors to succeed them.

Section 2.02 In the event of a vacancy on the Board of Directors caused by the death, resignation or withdrawal of an Active Member thereof, the Board of Directors shall appoint the Active Member receiving the next highest number of votes for Director of the Club at the immediately preceding Annual Meeting of the Active Members, who is eligible and willing to serve, to fill such vacancy. In case of a tie, that Active Member with the longest term of Active Membership will be appointed to the vacancy. In the event no such Active Member is eligible or willing to serve as a Director of the Club, the vacancy shall be filled by the Board of Directors. The term of such an appointment shall be until the next Annual Meeting of the Active Members. Such appointment shall be made as soon as feasible after said vacancy occurs.

Section 2.03

(a) The Board of Directors shall control and manage all the business and affairs of the Club, shall adopt such rules and regulations as it deems necessary to govern use of the Club's facilities by members and their guests, shall have all powers not reserved to Club Members, and take cognizance of all infractions of its By-Laws and Rules and Regulations. The Board of Directors shall have the power and authority to do and perform all acts and functions not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Michigan.

(b) Rules and regulations may be adopted for each class of member shall apply equally to all members of a class.

(c) All proposals for expenditures for capital additions, replacements and major repairs shall be submitted for preliminary approval to the Board of Directors. Those exceeding \$20,000 shall be accompanied by detail plans and/or specifications. Upon preliminary approval by the Board of Directors, the proposed project shall, when practical, be submitted for competitive bidding. The Board will not finally approve any acquisition, by purchase, lease or otherwise, of real or personal property, or any project for the maintenance, alteration or improvement of the Club, involving an expenditure totaling \$20,000 or more in the aggregate, without securing the approval thereof of the Active Members as provided in these By-Laws.

(d) No Committee shall make any disposition or alternation to any part of the physical properties of the Club or its appurtenances without express and detailed authorization of the Board of Directors. No Committee, without express authority of the Board of Directors, shall make an expenditure or incur any debt on behalf of the Club.

(e) Any expenditure over \$20,000 must be approved in advance by the Active Members pursuant to a vote conducted in accordance with these By-Laws. No sale of assets of the Club shall be made without the approval of the Board of Directors. Any sale of real estate or personal property in excess of \$10,000 must be approved in advance by the Active Members pursuant to a vote conducted in accordance with these By-Laws.

(f) Capital assessments may be made for, but not limited to, major repairs or replacements and additions to land, buildings, or equipment. Unspent capital assessment funds must be accounted for and may not be used for operations.

Section 2.04 A quorum of the Board shall consist of a majority of its Members. The Board of Directors may meet or take action in any manner authorized under the laws of the State of Michigan. A Director may vote by proxy on any matter before the Board of Directors.

Section 2.05 The fiscal year of the Club shall commence on the first day of January in each year and end on the 31st day of December in the following year. An outside review of the Corporation is required at the end of each fiscal year with the result to be presented to the members by the last day of February following the fiscal year-end. The funds of the Club shall be disbursed by checks of the Club and signed by whoever shall be so authorized by the Board of Directors.

ARTICLE III

Election and Responsibilities of Officers

Section 3.01

(a) The Board shall meet within 10 days after the Annual Meeting of the Club and elect from its number a Chairman of the Board, President, one or more Vice-Presidents, a Treasurer and a Secretary. The Chairman of the Board, President, Vice-President, Secretary and Treasurer shall perform the duties usually pertaining to such officers. The Board of Directors may appoint such other officers and agents as they may deem necessary for the transactions of the business of the Corporation.

The Board shall have the power to declare vacant any of the elective offices and to elect a new officer to fill the vacancy, or to change the membership of any committee appointed or elected by it or appointed by the President.

The Board of Directors may remove an officer or an agent whenever, in their judgment, the best interest of the Corporation will be served thereby. Removal shall require a majority vote of the Board of Directors.

(b) All officers of the Club shall be Active Members of the Club; provided, however, that at the discretion of the Board, the Secretary may be a person who is not an Active Member.

The president of the Corporation shall preside at all meetings of the members of the Corporation and shall perform other duties prescribed by the Board of Directors.

The vice president shall perform the duties of the president when the president is absent or unable to perform the duties of office. The duties of the vice president shall then be administered by the chairman of the Board of Directors.

The treasurer shall have charge of the funds of the Corporation and shall collect and remit such funds for the purpose of operation of the Corporation under the direction of the Board of Directors.

The secretary shall keep a permanent record of all the business transpired at all meetings of the members of the Corporation; the secretary shall be the custodian of the records, certificate book, and seal of the corporation. The secretary shall give notice of all meetings to the members of the Corporation in accordance with the by-laws: the secretary shall conduct all general correspondence under the direction of the Board of Directors, and perform such other duties as may be from time to time prescribed by the Board of Directors. The secretary shall further provide all new members with copies of the Corporation by-laws, rules and regulations, and board policy, as directed by the Board of Directors. The secretary may appoint one or more persons to assist the secretary in performing the duties of the office,. At the discretion of the Board of Directors, the office of secretary may be held by a person who is not an Active Member.

(c) The Board of Directors may secure the fidelity of all officers and agents by bond or otherwise.

Rules and Regulations

Section 3.02 The Board shall from time to time make Rules and Regulations on matters not herein determined. The interpretation of the By-Laws, Rules and Regulations shall rest with the Board of Directors in its discretion.

ARTICLE IV

Meetings Of Active Members

Section 4.01

(a) There shall be an Annual Meeting of the Active Members of the Club for the election of the Board of Directors and for such other business as may properly come before it. The Annual Meeting shall be held subsequent to January 1st, but not later than the second Saturday in February, at the discretion of the Board of Directors.

(b) Order of Business:

The Order of Business at the Annual Meeting shall include:

1. Call the order by presiding officer.
2. Roll call.
3. Reading and approval of minutes of previous meeting.
4. Reports of Officers and Board of Directors.
5. Reports of Committees.
6. Election of Directors.
7. Special business.
8. Miscellaneous business.

The announcement of the result of the election shall be made at any convenient time after being received and before adjournment.

(c) The Directors of the Club to be elected at the Annual Meeting shall be chosen by ballot. For each vacancy on the Board of Directors, regardless of whether the vacancy occurred pursuant to the expiration of a term or a vacated unexpired term of a Director, there shall be placed in nomination the names of at least two Active Members. Active Members may also be nominated to run for Board vacancies by a written nomination endorsed by at least 10 Active Members and filed with the Secretary of the Club at least 30 days before the date of the Annual Meeting. The Secretary shall notify all Active Members, by mailing or posting in the Clubhouse, of the names of those persons nominated prior to the Annual Meeting.

The Secretary shall, at least 10 days (but not more than 30 days) before the date of the Annual Meeting, mail to each Active Member of the Club entitled to vote, a ballot on which shall be printed the names of all candidates nominated in accordance with the provisions of these By-Laws. No other form of ballot than the one so provided by the Secretary shall be used or counted by the tellers appointed by the Board. Each Member voting shall mark his or her ballot opposite the names of the nominees for whom he or she desires to vote. No ballot shall be counted upon which a greater or lesser number of candidates are voted for than there are vacancies to be filled. All ballots shall be returned to the Secretary at any time up to the hour fixed for the commencement of the Annual Meeting. All ballots received by the Secretary shall be securely kept by the Secretary and delivered by him or her on the date of the Annual Meeting to the tellers appointed by the Board. No ballot shall be opened or examined prior to the Annual Meeting by anyone other than the Secretary and such tellers.

Active Members receiving the highest number of votes will fill the expired term vacancies. Thereafter, any unexpired terms will be filled by the candidate(s) in priority of votes received. In case of ties, that Active Member with the longest term of Active Membership will be awarded the vacancy.

(d) At the Annual Meeting, the Board of Directors shall make a report of the affairs of the Club and of its financial condition and shall have available the report of the Treasurer for the preceding fiscal year and as of the close of the last fiscal year.

Section 4.02 The Board of Directors on its own motion may call a Special Meeting of the Active Members of the Club at any time. On the written request of at least 10% of the Active Members, the Board of Directors shall call a Special Meeting of the Active Members within 60 days of receipt by the Board of Directors of said request. In either case the notice of the Meeting shall be mailed to each Active Member at his or her last known address at least 10 days prior to the date set for said Meeting.

Section 4.03 Ten percent of the Active Members of the Club, present in person or by proxy, shall constitute a quorum at all Annual or Special Meetings. No business may be conducted at any Annual or Special Meeting without a quorum of Active Members present.

Section 4.04 In lieu of a Meeting of Active Members, the Board of Directors may submit any proposal or proposals for a mail vote by the Active Members. Any mail vote shall be conducted in the same manner as that provided for the election of Directors of the Club in Section 4.01, above, and any such proposal shall be approved upon a majority vote of ballots cast, provided that at least 10% of the Active Members of the Club cast ballots.

Section 4.05 At every Meeting of the Active Members, any Active Member having the right to vote shall be entitled to vote in person or by proxy, provided, however, that such proxy must be given to another Active Member entitled to vote who is in attendance at the Meeting. There shall be no voting by proxy for election of the Board of Directors or for mail votes.

Section 4.06 Preceding the annual meeting, the Board shall appoint three Active Members to serve as tellers of the election. These Active Members shall not be members of the Board, or a candidate for the office of the Board. The tellers shall receive unopened ballots from the secretary, examine them, and count the votes for each candidate.

ARTICLE V

Committees and Organizations

Section 5.01 The President shall, with the approval of the Board of Directors, at the first meeting after his or her election appoint a Member of the Board of Directors to serve as liaison to oversee the activities of those committees as may be authorized by the Board of Directors. These committees may include, but are not limited to, the following:

1. House Committee;
2. Grounds Committee;
3. Golf Committee;
4. Finance Committee;
5. Membership Committee; and
6. Committees for all other purposes as may be authorized by the Board.

Section 5.02 The Board of Directors may authorize the organization of such groups within the Club as are necessary or beneficial to the enjoyment or use of the Club by the Members. Rules and regulations of such groups must be submitted to and approved by the Board of Directors.

Section 5.03 All employees shall report to the Committee governing their employment department. Reviews of the each department manager shall be conducted by his/her governing Committee chairman, and at least one other member who serves on a committee or on the Board of Directors and who is mutually acceptable to both parties. The Business Manager or the equivalent thereof shall be reviewed by the President and at least one other member who serves on a committee or on the Board of Directors and who is mutually acceptable to both parties. Each Committee is responsible for their assigned department and it is their responsibility to report to the Board of Directors. The manager of each department is ultimately responsible for and held accountable for the day-to-day management decisions and overall performance of their department. The performance of the department is to be reviewed by the governing Committee.

ARTICLE VI

Capital Stock

Section 6.01 The Capital Stock of the Club shall be represented by a Capital Stock of \$25,000 divided into 250 shares, with each share having a par value of \$100 each. Active Members may at the Annual Meeting or at any Special Meeting called for this purpose, authorize an increase or decrease in the dollar amount of Capital Stock, the number of shares of Capital Stock, and the par value of each share of Capital Stock, pursuant to a vote conducted in accordance with these By-Laws.

The Club's stockholder equity paid prior to January 1, 1993 is grandfathered. Accordingly, each Active Member who was an Active Member prior to January 1, 1993 and paid a special assessment to the Club prior to that date will be paid an amount equal to 75% of such paid special assessment at the time that such Active Member's share of Capital Stock is redeemed by the Club. Each person who becomes an Active Member of the Club on or after January 1, 1993 shall, as a condition to becoming an Active Member, contribute a non-refundable fee to the Club's capital improvement fund. The amount so payable by such person shall be determined by the Board of Directors. This contribution is in addition to any other fees and assessments payable by such person in connection with his or her becoming an Active Member.

Section 6.02 Each certificate evidencing a share of Capital Stock shall contain the following: This share of Capital Stock is issued to the owner as a certificate of membership in the Owosso Country Club with the express understanding that such share can only be owned by this person who has been elected to Active Membership. Any sale, assignment, or transfer of the same, whether voluntary or involuntary, by operation of law or otherwise, to any person, including the representative of a deceased owner, shall be prohibited; and such share of Capital Stock shall only be owned, used and enjoyed, and shall be subject to redemption, as governed and determined by the By-Laws and Rules and Regulations which shall be adopted from time to time by the Board of Directors. The divorce of a Member shall not result in the transfer of any legal or equitable interest in such Member's Capital Stock to or for the benefit of the non-member spouse.

Section 6.03 The stock book and membership records of the Club shall be kept, and issuance of Capital Stock shall be made, by the President and Secretary under the direction of the Board of Directors. No redemption value for any share of Capital Stock shall be paid until all dues and indebtedness to the Club, chargeable against said Capital Stock, shall have been paid, and no issuance of any share of Capital Stock shall be made until the new Active Member purchasing the share of Capital Stock shall have paid the Treasurer of the Club the entire amount due for such share of Capital Stock, as determined from time to time by the Board of Directors.

Section 6.04 The Club shall have a lien upon the Capital Stock of each Active Member for all dues and indebtedness of such Member to the Club, enforceable as provided in Section 6.06 of this Article.

Section 6.05 Upon the death, resignation (in the event that the share of Capital Stock of a resigning Active Member has not been tendered to the Secretary of the Club in accordance with Section 1.07(a) of these By-Laws) or expulsion of any Active Member, or upon the Board of Directors calling for the Capital Stock of any Active Member to be redeemed for non-payment of dues or other bills, the Board of Directors shall at a time in its discretion notify such Active Member or his or her personal representative to deliver to the Secretary of the Club the certificate(s) evidencing the Capital Stock held by such Active Member properly endorsed.

Section 6.06 In the event of the failure of any Active Member or his or her personal representative to deliver his or her Capital Stock pursuant to such notification, then such Capital Stock shall become null and void, and of no force and effect, and the Club may issue another share in its place. Any such share and any share delivered to the Secretary as aforesaid shall thereupon be redeemed by the Board of Directors for such redemption value as the Board of Directors shall, from time to time, determine. From such redemption value, the Treasurer shall retain all amounts for which the former owner of the Capital Stock was liable to the Club at the termination of his or her membership and shall pay the remaining balance to such former owner, or his or her representatives, but such payment shall not be made until the old certificate has been surrendered, duly endorsed, or indemnity provided to protect the Club in the event the certificate has been lost; provided, however, that, in the case of a resigning Active Member, in the event that there is no applicant immediately awaiting Active Member status, the payment of the redemption value shall be deferred until such time as an applicant is admitted to Active Member status. Shares of Capital Stock shall be redeemed, and the redemption value paid, in the order in which shares of Capital Stock are tendered to the Secretary of the Club. Upon the redemption of the any of the Capital Stock of any Active Member, he or she shall cease to be a Active Member of the Club.

Section 6.07 The Club in the discretion of its Board of Directors may redeem any Capital Stock as it may deem advisable.

ARTICLE VII

Amendment and Repeal of By-Laws

Section 7.01 The By-Laws of the Club may be amended (or repealed and new By-Laws adopted) at any Annual Meeting of the Active Members of the Club by a vote of two-thirds of the Members present at such Meeting; or, between Annual Meetings of the Active Members of the Club, by mail ballot, by a vote of two-thirds of the Members voting, providing at least 10% of the Active Members vote by mail. If a By-Law amendment is proposed within two months in advance of an Annual Meeting, the vote thereon shall be taken at the Annual Meeting provided timely notice thereof can be given. The Board of Directors may call a Special Meeting to explain the effect of any proposed By-Law amendments and, if amendments have been proposed by Active Members in accordance with Section 7.03 of this Article and such proposal requests a Special Meeting for the purpose of explaining the effect of the proposed By-Law amendments, shall call a Special Meeting for such purpose. In any event, any proposed By-Law amendments to be voted upon at other than the Annual Meeting of the Active Members of the Club shall be voted upon by mail ballot.

Section 7.02 If the proposed amendments are to be voted on at an Annual Meeting of the Active Members of the Club, or to be discussed at a Special Meeting called for that purpose, the text of the proposed amendments shall be included in the

notice to call such Meeting. If the proposed amendments are to be voted on by mail, the Secretary shall, at least 10 days before the date set for the count of the ballots, mail to each Active Member entitled to vote a letter stating the text of the proposed amendment, and the date on which the ballots are to be counted. With said letter shall be sent a ballot stating the substance of the proposed amendment with space for marking a favorable or unfavorable vote, and two envelopes for use in mailing the marked ballot in a manner similar to that provided in Section 4.01 of Article IV relative to election of Directors. Upon receipt at the Club, envelopes containing marked ballots shall be deposited unopened in a locked ballot box provided for that purpose. In lieu of mailing his or her ballot a Member may deposit it personally in said ballot box. Following receipt of the last mail on the day set for the count of the ballots, the ballot box shall be delivered to tellers, appointed by the Board of Directors, who shall count the ballots and advise the Secretary in writing of the results of the count. The Secretary shall present the tellers' report at the next meeting of the Board of Directors to be incorporated in the minutes of said meeting and shall thereafter advise the Members of the result of the vote.

Section 7.03 Amendment or repeal of the By-Laws of the Club may be proposed by the Board of Directors or by any 20 Active Members of the Club, in writing, filed with the Secretary.

ARTICLE VIII

Indemnification

Section 8.01 The Club shall indemnify each member of the Board and each Officer of the Club at any time in office, whether prior or subsequent to the adoption of this By-Law, 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, by reason of the fact that he/she is or was a director or officer of the Club, against expenses (including legal fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding if he/she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proc by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/ she reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, shall not have had reasonable cause to believe that this conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification of any such director or officer, or any employee or other person acting for or in the interests of the Club, to which such director, officer, employee or other person may be entitled by law or by virtue of any document or agreement, or

which may be legally provided or afforded by or under any action by the members and/or directors of the Club. All rights of indemnification shall inure to the benefit of the heirs, executors and administrators of the person involved.

Notwithstanding any limitation in the indemnification provisions above set forth, and in order to broaden the indemnity provisions set forth above, the following indemnification provisions shall also apply:

Each person who is or was an officer of the Club, or a member of its Board of Directors, or serves or has served on a standing committee for the Club, and each person who serves or who has served at the request of the Club as a director, officer, partner, trustee, employee, a or committee member of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Club to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The Club may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of that person's status as such, whether or not the Club would have the power to indemnify him/her against such liability under the laws of the State of Michigan. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of that person.

ARTICLE IX

No Claim or Cause of Action Created; Binding Arbitration

Section 9.01 Nothing contained in these By-Laws or in the Rules and Regulations of the Club, nor any actions of the Board of Directors, Officers or Members taken under the By-Laws or Rules and Regulations, shall create any claim or cause of action in any Member or third party. All disputes arising out of or under the By-Laws, Rules and Regulations or actions of the Board of Directors shall be submitted to the American Arbitration Association for binding arbitration in accordance with the Commercial Arbitration Rules of that organization.

ARTICLE X

Liquidation

Section 10.01 On liquidation of the Club, the assets shall be divided equally among the Active Members.