

**“THE HIGH RIDGE CLUB INC.”
WINDHAM, NEW YORK**

BY-LAWS

October 8, 2018

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 private club for the recreation, pleasure and benefit of its members and their guests.

ARTICLE II

CLUB EMBLEM

The emblem of the Club shall be of a style and design to be approved by the Board of Directors. The use of the club logo is subject to the license agreement with the Club.

ARTICLE III

STOCKHOLDERS MEETING

1. Annual Meeting

An annual meeting of the Stockholders of the Club shall be for the purposes of receiving reports of officers and others, to elect directors and for such other business as may be properly brought before the meeting. Each annual meeting shall be held within thirteen months of the prior annual meeting.

2. Date and Place of Annual Meeting

The annual meeting of the Stockholders will be held Saturday of Columbus Day Weekend at 9AM at the Club’s Facilities or such other time and/or place as determined by the Board of Directors, subject to the notice requirement set forth in Article III Section 4 of these By-laws.

3. Special Meetings

Special meetings of the Stockholders may be called by (i) the President, (ii) a majority of the members of the Board of Directors or (iii) upon the written request (which written request may be by email to the President or Corresponding Secretary) of twenty percent (20%) or more of the votes of the Stockholders of the Club then entitled to be voted. Such request shall be submitted to the President or Corresponding Secretary and the President shall thereafter call a

special meeting within thirty (30) days (or as close thereto as reasonably practicable) of the date he/she receives such valid request. Notices of any special meeting must contain a statement of the purpose for which such special meeting is called and no other business may be transacted at that meeting.

4. Notices

The Corresponding Secretary shall give not less than ten (10) days nor more than sixty (60) days prior written notice (which notice may be by mail or email) or any meeting of the Stockholders to all Stockholders of the Club, stating the time, location and purpose of any meeting. Notice of any such meeting shall be posted on the official bulletin board at the Clubhouse as soon as reasonably practicable after the date of its mailing to the Stockholders.

5. Quorum

The presence, either in person or by proxy of Stockholders having a majority of the votes then entitled to be voted shall constitute a quorum at any meeting of the Stockholders.

6. Voting Percentage

A majority of votes cast is necessary for passage of any motion, other than an amendment to the By-laws where a two-thirds majority of the votes cast is required.

ARTICLE IV

BOARD OF DIRECTORS

1. Number and qualifications

The government and administration of the affairs and property of the Club shall be vested in a Board of Directors. The Board of Directors shall consist of 11 Stockholders.

2. Nominating

- a. At a meeting of the Board of Directors held not more than sixty (60) days before the annual Stockholders meeting, the Board of Directors shall appoint a Nominating Committee consisting of Three (3) Stockholders, one (1) of whom shall be a member of the Board of Directors. Members of the Nominating Committee shall serve for a term of one (1) year until their successors are appointed and qualified. Unless specifically requested by the Board of Directors, the Nominating Committee shall not nominate candidates to fill any vacancies occurring by reason of death, resignation or otherwise for an unexpired term.
- b. The Nominating Committee shall recommend to the Stockholders, at least thirty (30) days prior to the Stockholders' annual meeting, the names of Stockholders selected by a

majority vote of the Nominating Committee to be submitted to the Stockholders of the Club at their annual meeting for elections to the Board of Directors.

- c. Twenty Percent (20%) or more of the Stockholders in the Club who are not members of the Nominating Committee or the Board of Directors may also nominate candidates for the Board of Directors by petition signed by them and filed with the Corresponding Secretary at least thirty (30) days prior to the Stockholders annual meeting. The names of any such nominees, after having been certified by the Corresponding Secretary or any other officer that they are qualified for election and have been nominated in accordance with the provisions of these By-Laws, shall be posted on the official bulletin board of the Clubhouse and if such request is received prior to the mailing of the proxy to the Stockholders shall be included on any proxy mailing to the Stockholders.
- d. The Nominating Committee shall designate the term of office to be served for each nominee to comply with the provision of Article IV Section 3.C of these By-Laws.

3. Elections

- a. There shall be no cumulative voting, no voting by proxy and no pre-emptive rights.
- b. Voting shall be by ballot mailed, emailed or placed in a designated voting ballot box in the Clubhouse.
- c. The Stockholders shall annually elect Stockholders to serve on the Board of Directors for a period of up to three (3) years. No person may serve as a member of the Board of Directors for more than two (2) successive three year terms unless approved by a vote of 75% of the Stockholders. For the avoidance of doubt, subject to the restrictions on consecutive service above, a Stockholder may be elected to serve an unlimited number of terms as a member of the Board of Directors.
- d. The number of candidates necessary to fill the vacancies on the Board of Directors receiving the highest number of votes at the annual meeting of the Stockholders for each designated term shall be declared elected.

4. Indemnification

The Club shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by New York State.

ARTICLE V

BOARD OF DIRECTORS

1. Duties Prior to Annual Stockholders Meeting

The Board of Directors shall fix the membership contribution and terms for payment of all membership. Such price and terms will be in effect for the following membership year or until sooner changed by the Board of Directors.

2. Quorum

A majority of the Board of Directors present at any meeting shall constitute a quorum of the transaction of business. Action taken by a majority of the Board of Directors present at a meeting at which a quorum is obtained shall constitute an action of the Club unless a higher percentage vote of the Board of Directors is required in the Articles of Incorporation or these By-Laws.

3. Annual Meeting

Each year the Board of Directors shall hold its annual meeting to elect officers and to consider any matters as may be properly brought before the meeting. The annual meeting of the Board of Directors shall be held within ten (10) days after the annual meeting of the Stockholders.

4. Meetings

The Board of Directors shall have a minimum of four (4) regular meetings in each year at such times as the Board of Directors shall determine.

5. Powers of the Executive Committee

The Executive Committee shall have all powers delegated to it by the Board of Directors and these By-Laws.

ARTICLE VI

EXECUTIVE COMMITTEE

The Executive Committee, to be elected from the Board of Directors, shall be made up of Five (5) officers of the Club, the President, the Vice-President, the Corresponding Secretary, the Recording Secretary and the Treasurer.

ARTICLE VII

POWERS OF THE BOARD OF DIRECTORS

1. Management of the Club

The Board of Directors shall exercise all powers of the Club and do all acts and things necessary to carry out the purposes of the Club. Managing the daily operations of the Club to achieve stated objectives shall be the responsibility of the Executive Committee,

who shall direct and supervise employees or other delegates and shall report directly to the Board of Directors.

2. Duties and Powers

The Board of Directors shall:

- a. Elect the Officers of the Club;
- b. Appoint committees and assign duties;
- c. Fill vacancies on the Board of Directors due to death, resignation, inability to perform duties, or otherwise, until the next election of Directors by the Stockholders;
- d. Hire a club manager (or managers) and other employees and delegate such authority as is considered necessary for the proper operation of management of the Club.
- 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, interest on past due accounts and other charges;
- g. Any Director who shall fail to attend (50%) of the regular board meetings in person or by phone in any one (1) fiscal year shall be presumed to have resigned and shall be removed from their position as a Director unless otherwise determined by the members of the Executive Committee;
- h. Exercise all powers of the Club and do all acts and things necessary to carry out the purposes of the Club except that the board shall not have the authority to: sell or encumber any Club real property or borrow funds in excess of Five Thousand Dollars except upon approval of the Stockholders;
- i. Have the power to exchange rights to use the Club's Facilities with members of other clubs or providers of services to the Club;
- j. Initiate an independent review by a Certified Public Accounting Firm of the books and records of the Club. Said review shall be completed each year within ninety (90) days after the close of each fiscal year;
- k. Approve new members as nominated by the membership committee. Being a Stockholder does not guarantee membership in the Club;
- l. Revoke membership privileges (including but not limited to prohibition of use of the Club's facilities) for non-payment of monies due to the Club or other such reasons that the board may determine.

3. Issuance of Stock

The Board of Directors shall have sole authority to issue and cancel stock certificates prepared in form and content consistent with the provisions of the Articles of Incorporation and these By-Laws of the Club.

The Board of Directors shall have sole authority to limit the number of shares outstanding at any time. The number of shares outstanding shall be initially set at sixty (60) shares of Common Stock. Each share of Common Stock shall:

- a. Have one vote for all corporate purposes.
- b. Have equal rights on dissolution, corporate distribution and for all corporate purposes.
- c. Each member household is limited to holding one (1) share of stock in the Club.
- d. The funds received by the Club on sale of shares of stock will be used for capital improvements, debt repayments and other operating expenses as approved by the Board of Directors.
- e. The termination or transfer of Stock Certificate:
 - i. Any Stockholder in good standing may terminate membership by giving written notice of termination to the Secretary of the Club by registered mail return receipt requested. The Stock Certificate may be redeemed by the Club at the request of the holder of any such Stock Certificate, upon approval of the Board of Directors, and the member will thereafter cease to have any rights, privileges or obligations associated therewith. A Stock Certificate shall not be redeemed at the request of the Stockholder if there any outstanding dues, assessments, or other charges due to the Club with respect to the membership or if the Stock Certificate is not surrendered to the Corresponding Secretary of the Club, and the membership will not be placed on the chronological resigned list until the date that all outstanding amounts are paid.
 - ii. The redemption value shall be determined in the sole discretion of the Board of Directors within thirty (30) days after termination; provided that (i) if there are outstanding shares of Common Stock held by the Club, the redemption value shall be \$1.00; and (ii) if there are no outstanding shares of Common Stock held by the Club, and no extraordinary circumstances existing at the time of requested redemption, the redemption value shall be the issuing price at the time of redemption. During that thirty day period, the Stockholder shall surrender the Stock Certificate to the Corresponding Secretary and shall pay in full any outstanding dues, assessments or other charges due the Club. The Club shall pay the Stockholder the redemption value of the Stock Certificate as funds become available.

iii. A Stockholder in good standing may transfer the Stock Certificate upon approval of the Board of Directors. The Stockholder may not sell or transfer the Stock Certificate independent of the Club.

iv. Upon redemption or surrender of the Stock Certificate the Stockholder ceases to have any rights or privileges as a member.

4. Other Memberships

The Board of Directors may approve other classes of memberships and to establish fees and dues for each class of membership.

5. Compensation

No Director shall receive a salary or any other compensation whatsoever, but shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these By-Laws.

6. Interpretation of By-Laws

The Board of Directors shall have the corporate power to generally do everything permitted for corporations, by law, by statute, by Charter and by these By-Laws and to determine the interpretation or construction of the By-Laws, or any parts thereof, which may be in conflict or of doubtful meaning, and their decision shall be final and conclusive.

7. Action Without a Meeting

Any action which may be taking by the Board of Directors, or any committee thereof, may be taken without a meeting if consent in writing setting forth the actions to be taken, signed by all of the directors (including electronically by email), or all of the members of the committee, as the case may be, is filed in the minutes of the proceeds of the Board of Directors or of the committee. Such consent shall have the effect of a unanimous vote.

ARTICLE VIII

DUTIES OF OFFICERS

1. President

The President shall preside at all meetings and enforce observance of the provisions of these By-Laws and all rules and regulations of the Club. The President may call special meetings of the Board of Directors, and shall be an ex-officio member of all committees and is empowered to execute all papers and documents required execution in the name of the Club.

2. Vice President

In the absence or disability of the President, the Vice President shall perform and carry out all duties and responsibilities of the President. The Vice President shall be responsible for giving all required notices of all Board of Directors meetings. The Vice President shall be Chairperson of the Membership Committee.

3. Corresponding Secretary

The Corresponding Secretary shall be responsible for giving all required notices to the membership.

4. Recording Secretary

The Recording Secretary shall record and distribute minutes of all Board of Directors and membership meetings. The Corresponding Secretary shall have custody of the Seal of the Club and all Club records shall be kept under his/her supervision.

5. Treasurer

The Treasurer shall be Chairperson of the Finance Committee. The Treasurer shall cause to be collected, held, and disbursed under the direction of the Board of Directors, all monies of the Club, and it shall be the Treasurer's duty to collect monies due the Club from the issue of memberships, dues and charges from Club members and all amounts due from others. The Treasurer shall keep or cause to be kept regular books of account and all financial records of the Club, and shall prepare budgets and financial statements, when and in the form requested by the Board of Directors. The Treasurer shall deposit or cause to be deposited all monies of the Club in an account or accounts in the Club's name, in the bank or banks designated by the Board of Directors. The Board of Directors shall obtain a surety bond covering the Treasurer for faithful performance in the amount directed by the Board of Directors, 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. All Signatures shall conform to the requirements of the bank where the accounts are held.

6. Other Officers

The Board of Directors may appoint additional officers and assign their duties.

7. Duties of Officers

Any officer may be given additional assignments and duties by the Board of Directors.

8. Removal from Office

Any officer may be removed by a two-thirds (2/3) vote of the members of the entire Board of Directors.

ARTICLE IX
COMMITTEES

1. Standing Committees

Each year the President, subject to the approval of the Board of Directors, shall designate, subject to the provisions of Article VIII Section 4 that the Treasurer is Chairperson of the Finance Committee, and the Vice President is the Chairperson of the Membership Committee, the Chairperson and members of each of the following committees: Finance, House, Activities, Membership, Grounds, Marketing, Legal and Rules.

The Committees, subject to the approval of the Board of Directors, shall formulate programs and submit them with recommendations to the Board of Directors for approval. The Committees shall only act as a consultant and advisor to the Board of Directors and Officers.

2. Ad Hoc Committee

The President, subject to the approval of the Board of Directors, may, from time to time, appoint such Ad Hoc Committees, with such powers and composition as he or she with such approval, shall determine.

3. Powers of Committees

The several Committees shall act only as a committee and the individual members thereof shall have no power or authority. The Chairperson of each Committee may appoint such sub-committees as he or she deems desirable from the members of his or her Committee. Such sub-committees shall report directly to the Committee as a whole, which shall approve, amend or disapprove the report of the subcommittee.

4. Terms of Committee Chairmen and Committee Members

Except for the Treasurer serving as Chairperson of the Finance Committee and Vice President as Chairperson of the Membership Committee, no director or Share Holder may serve as Chairperson on any Committee for more than three (3) years consecutively.

Directors or Shareholders may again serve as Committee Chairmen after a lapse of one (1) year. The term of a Committee member may be terminated at any time by the President with the approval of the Board of Directors.