

**PROPOSED AMENDMENTS TO THE BY-LAWS OF
THE MEADOWS COUNTRY CLUB, INC. DATED MARCH 6, 2017.**

Please read the following summary of the proposed Bylaw amendments and rationale. You may vote on the proposed amendments by completing the Proxy form or by Ballot at the March 9, 2020 Annual Meeting.

SUMMARY OF AMENDMENTS:

Article II: Ownership and Membership:

Section 1. Ownership: The word "equity" has been removed in its entirety throughout the By-laws.

Article III: Members Meetings has been amended to read "Article III: Membership"

There will be five (5) categories of Voting Members which will be Full, Silver Golf, Tennis, Social and Sports members. The maximum number of voting memberships will remain at 1550 which total will include both family and single memberships in each category, but in no event may the number of Tennis Members exceed 300.

The Board of Governors may continue to establish or eliminate categories of Special Non-Voting Memberships and shall determine the dues, fees and privileges for such Special Memberships.

Article IV has been amended to address "Members Meetings".

Article IV: Board of Governors has been amended to read "Article V: Board of Governors"

Section 1. Numbers: The number of members of the Board will be reduced to nine members and will consist of nine (9) Annual Members without regard to membership category. The Nominating Committee, in its efforts to identify Club members as candidates for Governor, shall be guided primarily by the candidate's competence, capabilities, and commitment to the Club. The Nominating Committee, in selecting candidates for the Board, shall make every effort to recruit candidates who reflect the diversity of club membership categories. In addition, wording has been added in the event a Board Member may be removed from office for malfeasance, misfeasance, non-performance or neglect of duties upon a 2/3 vote of the Board of Governors.

Section 2. Term/Vacancies: All Governors will be elected to serve a term of three years and each will have the option to serve an additional term of three years if they so wish. A Governor who has served two terms of three consecutive years is ineligible for service again until after a lapse of one year. Provisions relating to those Governors serving a shorter term remain unchanged.

Article V: Officers has been amended to read "Article VI: Officers"

The following sentence has been added to Section 1. Number and Term. "The Board, in its discretion, may appoint the immediate past President as a non-voting member of the Board for a term of one year."

Article VI: Committees has been amended to read "Article VII: Committees"

Section 1. Standing Committees: Added are Activities and Communications, deleted are Building Maintenance, Personnel, and The Greens Committees (which has been integrated with the Golf Committee).

Article VII: Dues and Assessments has been amended to read "Article VIII: Dues and Assessments"

Section 1. Dues: The former provision that "dues to be paid in each membership category be a designated percentage of the Full membership dues" has been deleted. The Board will determine dues to be assessed for each member category.

Section 2. Special Assessments: All "Voting Members" shall be subject to any Assessment deemed essential and levied by the Board.

Article X: Miscellaneous has been amended to read “Article XI: Miscellaneous”

Section 5. Distribution upon Liquidation: In the event of dissolution or final liquidation of the Club all of the property and assets of the Club, after payment of debts, shall be distributed equally among its Voting Members.

RATIONALE

The 2019-2020 Board of Governors reviewed in detail and approved the proposed amendments as described in the above Summary on November 21, 2019 and January 28, 2020. It is the belief of the Board of Governors that the above noted proposed amendments more accurately serve the Club as it exists today.

The removal of the word “equity” throughout the By-laws and its replacement of “Voting Members” provides an opportunity to additional membership categories to vote on the governance of the Club. The reduction in the number of Board Members from 12 to 9 as well as the requirement that the Nominating Committee, in selecting candidates for the Board, shall make every effort to recruit candidates who reflect the diversity of club membership categories, will create efficiency in decision making applicable to all areas of the Club. The deletion of all dues to “be paid be a designated percentage of the Full Membership Dues” will allow the Board to determine a fair assessment for each membership category.

The proposed amendments to the By-laws dated January 28, 2020 can be reviewed in full by visiting the Club’s Member Web Site under “My Club” “By-Laws”.