



Restated Articles of Incorporation & By- Laws of Wahkonsa Country Club

2020

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2358 Vermont Ave

Durant, IA, 52747
(563) 785-6328

**To the Original Board of Directors and Incorporators,
we shall always be grateful.**

Original Incorporators

L.R. Buroker

E.R. Moylan

W.R. Rabedeaux

Russell H. Swartz

Nyle Wegener

John H. Wilson

John S. Zdychnec

These men gave a lot of their time and money to make your Club possible.

The Restated Articles of Incorporation of Wahkonsa Country Club

TO THE SECRETARY OF STATE OF THE STATE OF IOWA: Pursuant to the provisions of Section 39 of the Iowa Nonprofit Corporation Act, (Section 504A.39, Code of Iowa, 1996) the undersigned corporation adopts the following Restated Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be **Wahkonsa Country Club**.

ARTICLE II

PURPOSE

The purpose, objectives, and general nature of the business of this corporation shall be to establish, develop, maintain and operate all lawful types of recreational purposes for the use and benefit of its members and not for the purpose of pecuniary profit or other direct financial gain to the corporation itself or its members.

These purposes may include, but are not limited to, a golf course or courses, a swimming pool or pools, a tennis court or courts, a park and playground and other related facilities including the serving of foods and beverages and the doing of all things necessary to or associated with the operation and management of such recreational facilities.

ARTICLE III

SEAL

This corporation shall have a seal, which seal shall contain the corporation name, Iowa, and the word "corporate seal".

ARTICLE IV

MEMBERSHIPS

All words used in the masculine gender shall apply to female members.

1. Certificate Memberships

The memberships are evidenced by Certificates signed by the President or Vice President and Secretary or acting Secretary of the Club under the seal and are hereinafter referred to as "Certificate Members". Bonafide registered owners of such certificates have a pro-rata interest in the Club and are entitled to all privileges of the Club, including the sole right to vote and hold office. Any members who hold Certificates of Membership on the date of adoption of these Restated Articles are deemed Certificate Members. Proprietary interest in the physical properties of the Club is confined solely to the Club, but in the event of dissolution, the bonafide registered holders of such certificates shall share ratably in the proceeds of such dissolution.

2. Transfer of Membership Certificates

Should a Certificate member desire to relinquish his or her certificate or sell same or should the rights of any Certificate Member be terminated on any cause, the membership certificate shall be left with the Secretary together with a written notice of the member's intention to withdraw on that date, or a future date, and the Secretary will thereafter as soon as reasonably practicable sell such membership certificate to a qualified applicant accepted by the membership committee. Except for the termination of membership for cause by action of the Board of Directors no withdrawal shall be effective unless and until the withdrawing member delivers his or her certificate of Membership to the Secretary, or delivers to the Secretary an affidavit, notarized, containing a statement that he desires to withdraw and that his or her certificate is lost, destroyed, or cannot be found.

3. Junior Memberships

In accordance with Article IV of the Articles of Incorporation, any applicant, regardless of sex, unmarried, and under the age of 26 may take out a "Junior Membership". Junior Memberships may be issued to any applicant seeking membership with privileges that fall under the Junior Classification. This classification will include privileges for the applicant only. These memberships will be issued at the discretion of the Board. A Junior Member may participate in the affairs of the Club as a Certificate Member but shall have no pro-rata interest in the Club, shall have no voting rights, and shall not be eligible to serve upon the Board of directors. On the 1st day of January following their 26th birthday, they shall be required to purchase a certificate to continue their membership.

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4. All non-members whose legal residence is within the ten miles radius of the road entrance shall not be allowed the use of the course between the dates of April 30 and October 1

ARTICLE V

1. The affairs of this Corporation shall be managed by a Board of Nine Directors to be elected by and from the members thereof and shall serve for two years and until their successors are elected. The size of the Board may not be changed except by amendment to these articles. The majority of the Board of directors shall reside in rural areas and incorporated communities with a population of 4,500 or less. At the first annual election three (3) Directors were elected for a term of one year; three (3) Directors were elected for a term of two years, and three (3) Directors were elected for a term of three years. Thereafter, Directors shall be elected for terms of two years.
2. The Board of Directors shall fill vacancies occurring in its own membership by appointment of qualified members to hold office until the next annual meeting at which meeting a member shall be elected to fill the unexpired term.
3. A majority of the Directors must be present at a meeting to conduct the business of the corporation
4. Until the next annual election, the following persons shall be directors:
5. The Board of Directors shall have their annual meeting immediately after the annual meeting of member hereinafter provided for, at a time and place to be designated by the President, and will elect from their own number a President, Vice-President, Secretary and Treasurer. However, the offices of Secretary and Treasurer may be combined into one office.
6. The Board of Directors shall have such other meetings as provided in the By-Laws
7. So long as the corporation is indebted to or has an obligation insured by the Farmers Home Administration (FHA), United States Department of Agriculture, the written consent of the FHA must be obtained before the Articles of Incorporation, By-Laws of the Corporation, or laws of the State of Iowa. The Board of Directors shall have full authority to fix all dues, fees, special assessments, and any other changes to be made by the association subject to the By-Laws.

ARTICLE VI

MEETINGS

1. The annual meeting of the members of the corporation for the purpose of electing directors and transacting such other business as may properly come before it at such time shall be held on the 3rd Tuesday in October of each year at the time and place specified by the Board of Directors
2. Special meetings of the members of this corporation may be called by the President at any time or place within the ten-mile radius area upon giving each of the members, a notice in writing mailed to his postal address as it appears in the corporation records at least ten (10) days prior to such meeting, and such meeting shall be called by him at any time upon written demand of the majority of directors, or of any one hundred thirty (130) members and in case of his neglect or refusal to call such meetings such directors or members shall unite in calling such meetings, which shall be the same as though called by the President. If the purpose of the meeting is to amend the Articles, then the notice of meetings signed by the Secretary shall set forth the proposed amendment in substance. Articles may be amended by a two-thirds vote of the certificate members present at such a meeting or voting by proxy.

ARTICLE VII

BY-LAWS

Subject to Article V, the Corporation may make and amend By-Laws at its pleasure through its Board of Directors.

ARTICLE VIII

STATEMENT

Theses Restated Articles of Incorporation: (1) correctly set forth the provisions of the Articles of Incorporation of the corporation as hereby restated; (2) have been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of the Corporation dated September 15, 1965; amendments of September 21, 1971; and those changes made on October 15, 1996.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 15th day of March 2002.

WAHKONSA COUNTRY CLUB

President

Dick Ballou

Vice President

Tim Anderson

Secretary

Marci Carpenter

Treasurer

Floyd Schrodt

Directors

Dick Grunder

Tom Maurer

Randy Johannsen

Tracy Johannsen

Gary Gray

BY-LAWS OF WAHKONSA COUNTRY CLUB

ARTICLE I

SECTION I, MEMBERSHIP

The membership of the Association shall consist of 300 certified members. All voting privileges shall be restricted to members holding membership certificates as provided in Article IV of restated Articles of Incorporation approved by the membership on March 15, 2002.

SECTION II, MEMBERSHIP FEES AND RESTRICTIONS OF MEMBERSHIP

Certificate Purchase

The fee to purchase the membership certificate shall be two hundred dollars (\$200); which can be paid in one lump sum or divided into two-year payments of one hundred dollars (\$100) per year for the first two years. If upon the second year of which payment for the certificate is due, such member decides not to join; the first year's payment of one hundred dollars (\$100) will be forfeited to the corporation and said certificate will be turned into the Secretary or if not turn in - null and void in the eyes of the corporation.

1. Certificate Family Membership

Certificate Family Memberships may be issued to any applicant seeking membership with privileges that fall under the Family Status Classification. This classification will include privileges for the applicant, their spouse, and children under the age of 21 who are unmarried and living at home or who are full-time students at an approved school and under the age of 24 years. These memberships will be issued at the discretion of the Board. Children under the age of 17 will have restricted golf privileges.

2. Certificate Single Membership

Certificate Single Memberships may be issued to any applicant seeking membership with privileges that fall under the Single Status Classification. This classification will include privileges for the applicant only. These memberships will be issued at the discretion of the board.

3. Junior/College Membership

In accordance with Article IV of the Articles of Incorporation any applicant regardless of sex, unmarried, and under the age of 24; may take out a "junior membership". Junior memberships; may be issued to any applicant seeking membership with the privileges that fall under the Junior Classification. This classification will include privileges for the applicant only. These memberships will be issued at the discretion of the Board. A Junior Member may participate in the affairs of the Club as a Certificate Member but shall have no pro-rata interest in the Club, shall have no voting rights, and shall not eligible to serve upon the Board of Directors. On the 1st day of January following their 24th birthday, they shall be required to purchase a certificate to continue their membership at Wahkonsa Country Club.

4. Honorary Membership

All ordained members of the clergy who hold a degree in theology and presently are full-time employees at an active church may enjoy the privileges of Wahkonsa Country Club upon application and Board approval. They shall have no pro-rate interest in the club, shall have no

voting rights and shall not be eligible to serve upon the Board of Directors. Honorary Memberships shall not be transferable in any way.

5. Century Membership

Century Memberships are offered for persons having a legal residence that is 100 or more miles from the entrance to Wahkonsa Country Club and shall include all privileges of the club but shall have no pro-rata interest in the club, shall have no voting rights, and shall not be eligible to serve upon the Board of Directors. Century Memberships shall not be transferable in any way.

6. High School/Junior High Membership

High School/Junior High Memberships are being offered to all students through the senior year of high school. Eligibility for this membership shall end on the 31st day of December of the applicant's graduation year. The applicants may enjoy the privileges of Wahkonsa Country Club upon application and board approval. They shall have no voting rights and shall not be eligible to serve upon the Board of Directors. The High School/Junior High Membership shall not be transferable in any way. Play under this membership shall be restricted to the following times: Available tees are - Monday & Tuesday until 5:00 PM; Wednesday through Friday until 12:00 noon; and no weekends.

7. Social Memberships

Social Memberships are being offered to anyone wishing to enjoy all the Club privileges except golf. The applicants may enjoy the privileges of Wahkonsa Country Club upon application and Board approval. They shall have no voting rights and shall not be eligible to serve upon the Board of Directors. Social Memberships shall not be transferable in any way.

Guest Green Fees tags are limited to three (3) guest fees per certificate membership per year. If the guest is from inside the ten-mile membership radius, he or she can only be a guest three times per year from April 30th to October 1st each year. If the guest is from outside the ten-mile radius, he or she can be a guest unlimited times but can only receive guest fees three times during that year, after which the guest will pay full green fees.

SECTION III, ANNUAL DUES AND FEES

All annual dues shall be due January 31st of each year with the first half of certificate and associate dues becoming delinquent on the 15th day of March, and the second half is due on the 1st of May and becomes delinquent on the 1st of June.

All other dues and fees are due January 31st and considered delinquent after March 15th.

In fairness to those who pay on schedule, members who are delinquent cannot enjoy the privileges of the Club. **NO EXCEPTIONS.**

SECTION IV, DAMAGE TO PROPERTY

Any member who causes physical damage to the property or the association or abuses the privileges of the association shall be subject to suspension or dismissal with no refund of dues or certificate.

SECTION V, POSTING OF MEMBERS

Names of all members shall be posted in a conspicuous place in the clubhouse on or before May 1st of each year.

ARTICLE II

SECTION I, BOARD OF DIRECTORS MEETING

In addition to the meeting provided for in Article V of the restated Articles of Incorporation, the Board of Directors will hold regular meetings each month on a date agreed upon by the Directors at a time and place designated by the President. The Date, Time and Place should be posted a minimum of one month in advance and listed in the newsletter.

Such other meetings of the Board of Directors may be called as necessary to conduct the business of the association.

SECTION II, ANNUAL MEETING OF MEMBERS

Nominations and election of Directors to the Board of Wahkonsa Country Club shall be through certificate members. The majority of the Board of Directors shall reside in rural areas and incorporated communities with a population of 4,500 or less.

ARTICLE III

SECTION I, BOARD OF DIRECTORS

The Directors shall have full authority to fix all dues, fees, assessments, and any other charges to be made by the association subject to the provisions of these By-Laws and restated Articles of Incorporation.

It shall be the duty of the Board of Directors to carry out the object and purposes of the association, subject to the By-Laws and restated Articles of Incorporation. They shall have the power to admit members and suspend or expel members by ballot; to fill a vacancy that may occur in any office or in the membership of the Board until the next succeeding annual meeting or until his or her successor or successors are elected and qualified to appoint, direct and dismiss all employees of the association; to make and amend rules for admission of visitors; to make and amend rules for the use of the association by its members and for their conduct while in the Clubhouse and Grounds, and such other rules and regulations; not inconsistent with these By-Laws, that they may deem necessary and to fix and remit penalties for the violation of the bylaws and rules.

SECTION II, OFFICERS

The offices shall be elected by the Directors at their first meeting following the annual meeting of the association, shall hold office for a term of one year and further, shall hold office until their successors are elected.

No officer, except the secretary, shall hold his or her office for more than two terms and the treasure shall hold that office for more than two years. If any person is appointed to fill the unexpired term, he or she can then be elected for a full two-year term.

At any time notices are sent to the members regarding an annual meeting or special meeting of the members - each member should receive a proxy to be used in the event they cannot be present at the meeting being called.

SECTION III, PRESIDENT'S DUTIES

The President, or in his absence, the Vice President, shall preside at all meetings of the association. If the President and Vice President are absent, the members may elect a presiding officer pro-term.

SECTION IV, SECRETARY'S DUTIES

The Secretary shall keep the minutes of all meetings, he shall give notice of all meetings to the members, and he shall prepare reports for presentation at the annual meeting, and perform such other duties as may be directed by the Board of Directors.

SECTION V, TREASURER'S DUTIES

The Treasurer shall take charge of all funds of the association. He or she shall disburse such funds as directed by the Board of Directors. He shall submit an annual statement showing the financial condition of the association at the annual meeting. The Treasurer shall also bank all Club receipts and revenue at regular weekly intervals.

The Board of Directors will instruct the Treasurer to obtain adequate property and personal liability insurance. The association shall pay the premium for such insurance.

The Treasurer shall furnish a fidelity bond with the amount of \$20,000.00. The association shall pay the premium for such insurance.

No bill over two hundred and fifty dollars shall be paid without the consent of the Board of Directors with the exception of regular contracted services.

ARTICLE IV

SECTION I, COMMITTEES

The President shall appoint the following committees and shall designate one member as chairman:

1. MEMBERSHIP

A membership committee shall consist of three (3) qualified members. This committee shall be responsible for obtaining applicants for membership. Approval of any application shall be made by a resolution adopted by a majority of the Board of Directors. The reasons for rejection of any application will be recorded in the Minutes of the Board Meeting.

2. GROUNDS

This committee shall consist of three (3) qualified members of whom one at least shall be a member of the Board of Directors. This committee shall have charge and control of the grounds and all Association property and employees that are not placed in charge of the

House Committee. It shall perform such other duties as shall be delegated to it by the Board of Directors.

3. HOUSE

This committee shall consist of three (3) members each of whom must be a member of the Board of Directors. The house Committee shall have charge and control of the Clubhouse, its contents and the employees connected with the Clubhouse. It shall perform such other duties as shall be delegated to it by the Board of Directors.

4. FINANCE

This committee shall consist of three (3) members each of whom must be a member of the Board of Directors. It shall be the duty of the Finance Committee to advise with the Treasurer on the financed of the Association, to prepare budgets and to review the financial condition of the Association for the Board of Directors.

5. GOLF

This committee shall consist of three (3) members to have charge of all matters pertaining to the playing of golf upon the property of the Association.

6. POOL

This committee shall consist of three (3) members to have charge of all matters pertaining to the use of the swimming pool upon the property of the Association.

The Board of Directors may appoint other committees, which it may deem necessary from time to time. Members are to address appropriate committees with complaints and suggestions at suitable times and under no circumstances should they be taken directly to the employees.

ARTICLE V

Should a certificate member desire to relinquish his certificate or sell name or should the rights of any certificate member be terminated for any cause, the membership certificate shall be left with the Secretary together with written notice of the member's intention to withdraw on that date, or a future date, and the Secretary will thereafter as soon as reasonably practicable sell such membership certificate to a qualified applicant accepted by the membership committee. Except for termination of membership for cause by action of the Board of Directors no withdrawal shall be effective unless and until the withdrawing member delivers his certificate of membership to the Secretary, or delivers to the Secretary an affidavit, notarized, containing a statement that he desires to withdraw and that his certificate is lost, destroyed, or cannot be found. No membership certificate shall otherwise be transferred upon the books of the

Association. Out of the money received from such sale of the membership certificate there shall first be deducted any amount owing by the member to the Association for unpaid dues and duly levied assessments, the remainder to be paid to the retiring certificate member or his representative. Any certificate member who desires to relinquish his membership should notify the Secretary in writing on or before March 1st of that membership year. Failure to do so will make it necessary to deduct the dues for that membership year for forfeiture of certificate. There shall be no guarantee that any certificate will be refunded if it cannot be replaced.

ARTICLE VI

SECTION I, RULES AND REGULATIONS

The Board of Directors shall meet and publish rules and regulations for the conduct of the Association and membership no inconsistent with the restated Articles of Incorporation and its By-Laws.

SECTION II, BUDGET

The Board of Directors at the commencement of each year shall prepare and submit to the members, budget estimates of all Association expenditures to be made during the year separated into headings to conform to the various accounts of the Association.

SECTION III, RESOLUTION OF THE BOARD OF DIRECTORS

The Board of Directors shall have full authority to fix all dues, fees, special assessments and any other charges to be made by the Association subject to the Articles of Incorporation and the By-Laws. The Board may adopt such rules and regulations for the conduct of their meetings and management of the affairs of the corporation as they may deem proper and not inconsistent with the Articles of Incorporation, the By-Laws, or the laws of the State of Iowa.

ARTICLE VII

SECTION I, DISSOLUTION

In the event of dissolution, either voluntarily or pursuant to order of court of competent jurisdiction, and after the payment of all outstanding liabilities and the repayment to each member (then a member of record in good standing) of the amount of membership certificate received from each such member by the corporation, all remaining assets shall be transferred to

one or more corporations, clubs, or other legal entities organized and operated exclusively for charitable, recreational, or educational purpose, or any combination of such purposes, on a not-for-profit basis.

ARTICLE VIII

SECTION I, GENERAL

Violation of this By-Laws may result in the membership being reprimanded, fined, suspended for a period of times, or having his membership canceled, at the discretion of the Board of Directors.

The Secretary is to report the names of members delinquent in dues payment on the delinquent date, specified in By-Laws, Article I, Section III, Annual Dues and Fees.

Robert's Rules of Order shall be the authority upon which all questions of order arising in the corporation shall be decide; unless the point is ruled by express provisions of the foregoing By-Laws.

The Board of Directors can make and amend the By-Laws at its pleasure through a majority vote of its directors.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 15th day of March 2002.

WAHKONSA COUNTRY CLUB

President

Dick Ballou

Vice President

Tim Anderson

Secretary

Marci Carpenter

Treasurer

Floyd Schrodt

Directors

Dick Grunder

Tom Maurer

Randy Johannsen

Tracy Johannsen

Gary Gray

GOLF ETIQUETTE

The Club Manager (and/or Club Pro) shall have complete control of the golf course. Report all violations or infractions to him for corrective action. All criticisms and constructive suggestions should also be given to him.

All players that intend to play golf must register at the clubhouse and arrange for a tee time.

Every player must have an up-to-date tag displayed on each bag indicated whether they are a member or a green fee guest.

GOLF CARTS

No person shall be permitted to operate a motorized rental golf cart that does not have a valid driver's license. Also, only two golf bags and two players per cart. The Club Manager and/or Greenskeeper shall determine when carts cannot be used or restricted.

Private carts are operated under course rules as far as restricted or not to be used.

The owner is responsible for all other uses on the course - drivers, bags, etc.

No player shall play from the tee or fairway until the players in front are out of range or shoot for the green until the players in front have moved on to the next tee.

GREEN CARE

1. All motorized cars shall be kept sixty (60) feet from the front of the green and minimum of thirty (30) feet from the sides and rear of the green.
2. Repair all ball and scuff marks on the green before leaving the green. No bags should be placed or dropped on the green or fringe. The flag and all clubs should be gently placed on the green and not dropped because of possible damage.

3. As you play, please replace or fill divots and rake sand traps after use.
4. Limit you practice swings on tees and fairways and do not use the tees or greens for practicing.
5. Follow the five-minute rule for lost balls and mark your scorecard on the next tee - not on the green.
6. Please use the containers that are provided around the Clubhouse and Course for all wastepaper, refuse, cans, bottles, etc. - this is your course.

GOLF COURSE RESTRICTIONS

All golfers are required to wear shirts and other appropriate clothing.

LADIES DAY

Every Wednesday starting May 1st until September 1st is Ladies Day. No men or children 17 or under are allowed on the course after 12 noon. No green fee players allowed only guests of Club Members.

MENS DAY

Every Thursday starting May 1st until September 1st is Mens Day. No women or children 17 or under are allowed on the course after 12 noon. No green fee players allowed only guests of Club Members.

Note: if a holiday should fall on a Wednesday or Thursday, the regularly scheduled Ladies or Mens Day shall be canceled. Any special event scheduled by the golf committee or the program committee for the holiday will prevail and playing restrictions will be governed by the special event so scheduled.

RULES FOR CHILDREN UNDER 14

No member shall allow his or her child on the course until such child has been instructed thoroughly in, and understands, and agrees to abide by the following rules:

1. Etiquette and courtesy of the game.

2. Care of trees, fairways, sand traps, and greens.
3. Proper respect and care and use of all club facilities.

All children under 14 will be required to attend a Club sponsored Golf Etiquette School which will be scheduled at two separate days to accommodate the Members' children.

The hours and conditions under which children can play are as follows:

1. Unaccompanied by a parent or another adult, children can play on Monday and Tuesday - sunrise to 5:00 P.M. Wednesday, Thursday and Friday - sunrise to 12 noon. No weekends.
2. Accompanied by a parent or adult, children can play at all hours except:

Hours of Ladies and Mens Day

Special Club Events

Saturday and Sunday before 12 noon

Before May 1st and after September 1st, unaccompanied children can golf Monday through Friday - sunrise to 5:00 PM and weekends after 12 noon, except when special events are scheduled.

GREEN FEE PLAYERS

No greens fee players are allowed on either Ladies or Mens Day unless a guest of a member. No green fee players will be allowed on the course on the weekends until after 10:00 AM.

COURSE RULES

1. If a greens fee player or child has started to play before Ladies or Mens Day started, if they finish 9 holes and it is after 12 noon on Ladies or Mens Day; they may not continue to play anymore on that day.
2. Fivesomes or less at all times.
3. All golfers will start on #1 (exception - with Manager's approval and no golfers approaching or on the green on #6, golfers can start on #7)
4. Slow play will not be tolerated. All golfers and fivesomes should be capable of playing nine (9) holes in 2 hours and 15 minutes or less (4 hours and 30 minutes or less for 18 holes). If you have an open hole in front of you - please allow the group behind you to play through.
5. Play only one ball. A mulligan is only allowed on the first tee.

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6. When leaving hole #9 and heading to #1 for your second nine holes; groups must alternate with groups on #1. This means the group coming off of #9 will be the second group to tee off on #1 when they arrive at #1 - they must be present and stay on the tee to keep their slot (so stop at the clubhouse and do your business before placing your group as second on the tee when you arrive there.)