

THE BRIARWOOD BYLAWS

(WITH CURRENT REVISIONS THROUGH MAY 2022)

ARTICLE I. - CLASSES OF MEMBERS AND MEMBERSHIP

Section 1. Definitions.

- A. **Gender.** Members may be either male or female. When "he" or "his" is used in these Bylaws, the designation shall apply equally to a female member.
- B. **Spouse.** The term "spouse" shall hereafter apply equally to married partners or "significant others", if applicable.

Section 2. Classes of Membership.

The membership of the Club shall consist of the following classes of membership:

A. Equity Members (Equity Certificate Holders)

All Equity Memberships listed hereunder shall be entitled to vote, to serve on the Board of Directors of the Club, to have a right, title or interest in the property or assets of the Club in the event of a dissolution of the Club and shall have a right to all Club facilities and privileges. The Equity Member's family, including spouse and unmarried children under the age of twenty-one (21) years (23 if attending college) may enjoy the privileges of the Club subject to such rules and regulations as the Board of Directors may adopt. The Equity Member categories are:

1. Proprietary Resident Members.

Persons who have purchased an equity certificate in the Club and have been approved for such membership by the Board of Directors.

2. Single Members.

One individual who has purchased an equity certificate in the Club and has been approved for such membership by the Board of Directors.

Membership inclusive of unlimited golf and all clubhouse amenities for that one individual.

3. Business Members.

a. Business memberships are certificates held in the name of an individual representing or owning an active corporation, company or small business. The Business for which the certificate represents shall be entitled to offer employees or officers and their families the opportunity to join as Members underneath the Business Membership. Each Business membership shall have only one vote. Monthly dues, capital fees, club charges and assessments are applicable to each Membership individually, along with the Business certificate holder for payment.

b. In the event of a proposed change of ownership of a Business membership certificate, application must be approved by the Board of Directors.

c. **Business Qualifications:** a small business eligible for such membership must be a single, legal entity, e.g. ABC Small business, not ABC Business and its sub-contracting vendors.

Small Businesses must have minimum of 10 employees.

B. Young Professionals Membership

Must be between the ages of 22-32.

Membership inclusive of unlimited golf and all clubhouse amenities, no voting rights.

Upon turning 32 years of age a one-time conversion option will be available.

Members wishing to convert to an Equity Certificate Membership will be required to pay an initiation fee on their conversion date.

If the existing Young Professional Member options not to convert, his obligation to Briarwood Golf Club will be satisfied.

C. Elite Activity Membership

Elite Social Members and their families shall be persons elected to such membership by the Board of Directors. This membership is inclusive of all clubhouse amenities and limited golf. This membership shall be allowed a maximum of two 18-hole rounds of golf per calendar month. Restrictions may apply to playing times. They shall not be entitled to vote, serve on the Board of Directors of the Club, or to have any right, title or interest in the property or assets of the Club in the event of the dissolution of the Club; nor shall they have any right of redemption as provided by these Bylaws. Number of Elite Social memberships allowed may be changed at the discretion of the Board of Directors.

D. Non-Resident Members.

1. A Non-Resident membership shall consist of a person who neither resides nor has a regular place of business within one hundred (80) paved road miles of Billings, MT. and who has been elected to such membership in accordance with these Bylaws. Such Member shall be entitled to all the privileges of the Club except that he may play a maximum of four rounds of golf in any calendar month.
2. A Non-Resident Member who re-establishes his residency or business within one hundred (80) paved road miles of Billings, MT for a period of sixty (60) days shall lose his Non-Resident membership. If he wishes to continue his privileges he must, within said sixty (60) day period, purchase an equity certificate or make application for a Social membership.
3. It shall not be necessary for such Non-Resident Member to again be approved for membership by the Board of Directors.
4. Any Non-Resident Member applying for membership must pay all equity and initiation fees that are then being required of all applicants for said memberships.

E. Founder Members.

1. There shall be up to fifteen (15) Founder memberships allowed. The holder of such memberships shall have all of the rights and privileges granted holders of Equity memberships, except for property and redemption rights.
2. Founder Members will not be required to pay initial initiation fees or equity fees but shall pay any and all user fees or special assessments that may be assessed against all Equity Members.
3. Founder memberships shall be granted a one time right to transfer and convert their memberships into an Equity membership by payment of the then existing fees as established by the Board of Directors for Equity membership.

F. Legacy Members

1. A Legacy Member must be an Equity Certificate Holder Member in good standing and be of a minimum age of 62 years.
2. Legacy Members shall receive a Life-Time credit for monthly dues, capital fees, and cart usage privilege fees in exchange for a specified lump sum payment. There will be an additional lump sum payment for cart usage for the Spouse. The Legacy Membership fees shall be determined by the Board of Directors and may be subject to change.
3. Legacy Members/Equity Certificate Holder Members shall continue to be subject to the minimum charge on food purchases per quarter, outstanding assessment obligations, and any future Board approved special assessments.
4. Legacy memberships shall be granted a one-time right to transfer to the Surviving Spouse provided the Surviving Spouse is a minimum age of 62 years. Should the Surviving Spouse be less than 62 years of age, the Surviving Spouse may elect to continue as an Equity Certificate Holder Member and pay the current monthly dues, capital fees, and cart usage fees until the age of 62. At that age, the Surviving Spouse may resume the Legacy membership of the Spouse.
5. Legacy membership payments shall be used for Capital Improvements and Debt Reduction and are not intended to be used for operation expenses.

G. Activity Membership

Social Members and their families shall be persons elected to such membership by the Board of Directors. This membership is inclusive of all clubhouse amenities and Pool access. They shall not be entitled to vote, serve on the Board of Directors of the Club, or to have any right, title or interest in the property or assets of the Club in the event of the dissolution of the Club; nor shall they have any right of redemption as provided by these Bylaws.

Number of Social memberships allowed may be changed at the discretion of the Board of Directors.

Section 3. Membership Application Process

A. Application for Membership

1. The applicant, who shall be recommended in writing by at least two (2) members who are personally acquainted with the applicant, shall sign all applications for membership.
2. All applications for membership shall be referred to the membership committee. The membership committee shall, with its recommendations, transmit to the Board of Directors all such information as it shall have acquired about an applicant and the recommendation of such committee shall be referred and acted upon by the Board of Directors, whose proceedings thereon shall be secret and final. Two negative votes of the Board of Directors shall exclude any applicant from membership. No persons failing to be elected shall be again proposed for membership until after the expiration of one (1) year from the time of such action.

3. The names and residences of persons proposed for membership, together with the names of Members recommending them, shall be posted on the bulletin board of

the Club upon the date when their applications are received in the Club office and such posting shall continue for at least ten (10) days before an application may be acted upon by the Board of Directors.

B. Applicant Members

1. An applicant for membership in The Briarwood, upon final approval for membership as approved in these Bylaws, and in the event of a full quota of the desired membership category, shall be placed on a waiting list for said membership classification and simultaneously will become applicant Members upon payment of the initiation fee for the membership.

Section 4. Voting and Property Rights.

- A. Only Equity and Founder Members shall be entitled to vote.
- B. There shall be only one vote per membership on any issue being decided by the Club. In the case of conflict between two Members on the same Certificate, the vote of the first person listed thereon shall prevail.
- C. Both Members on a Certificate shall be allowed to serve on committees and on the Board of Directors. However, only one person per Certificate may hold office on the Board of Directors except during the sixty (60) day overlap period as set forth in these Bylaws.

Section 5. Membership Certificates.

- A. There shall be created Membership Certificates numbering 1 (one) through 450 (four hundred fifty). These certificates shall be issued to all existing Equity Members in order of seniority, the lowest number being the most senior.
- B. The Club shall list, on each Certificate, the name of the person and spouse or corporation currently owning said Certificate. When ownership of a Certificate is changed, the name of the former owner(s) shall be crossed out and the name of the new owner(s) shall be affixed thereto. In the event that a single Member marries or designates a significant other, that new person's name must be submitted to the Membership Committee and the Board of Directors for approval as provided for new Members under Article I. Section 12.
- C. Membership Certificates shall be held in the custody of the Club. Copies, clearly marked, "copy," may be given to the person named on the Certificate.
- D. Certificate owners may sell or give their Certificate to another person. The new prospective Equity Member must then apply to the Briarwood for membership, be subject to all screening procedures and standards currently in effect for all new members and must pay all transfer and/or initiation fees as established by the Board of Directors.
- E. A Member selling or transferring his Certificate shall be responsible for all dues, assessments and charges to his account up until the date that the Certificate purchaser has been approved by the Board of Directors. The Certificate transfer will not be approved until all such debts have been paid.

Section 6. Suspension/Expulsion of Membership.

Any Member who fails to maintain his or her account in good standing or is guilty of misconduct may be expelled or suspended from the Club.

1. A Member may be suspended or expelled from the Club for delinquent indebtedness to the Club as described in Article III of these by-laws.
2. Any Member guilty of any misconduct or conduct injurious and prejudicial to the Club or who shall violate the Bylaws or Club rules may be expelled or suspended from the Club. Any such expulsion or suspension shall be by the affirmative vote of not less than two-thirds (2/3) of the Members of the Board of Directors.
3. A Member under consideration for suspension or expulsion shall be given a minimum ten (10) days' written notice that the Board of Directors is considering such action. The notice shall state the time and place where the Board of Directors will consider the charges, and such Member shall be given the opportunity to appear before the Board of Directors if he so desires.
4. If a Member is expelled under Section 6, his or her certificate will be immediately surrendered to the Club. The Club will then make a reasonable effort to sell the certificate. Any funds realized from the sale, less all expenses incurred from marketing the certificate, transfer fees, and all indebtedness owed to the club by the expelled Member, shall be returned to the expelled Member. In the event the funds realized, from the sale or lack of sale of the certificate, are not sufficient enough to off-set all indebtedness to the club, the club retains the right to pursue any and all remedies to collect such indebtedness.
5. Any person who for any cause shall cease to be a Member shall immediately thereafter forfeit all membership privileges.

Section 7. Transfer of Residence.

An Equity Member, who transfers both his residence and business (if applicable) more than one hundred (100) paved road miles from Billings, MT may elect to:

1. Continue his existing membership.
2. Resign, subject to all provisions in these Bylaws.
3. Sell his Certificate or surrender same to the Club and apply to the Board of Directors for Non-Resident membership in which case all initiation fees paid shall remain with the Club.

Section 8. Equity Repurchase Fee

- A. The equity repurchase fee is \$2,800 (or actual amount of equity payments if less than \$2800) for resigned Members that joined the Club prior to January 6, 1999. The equity repurchase fee is \$100 for resigned Members that joined the Club after January 5, 1999. Equity repurchase fees shall be paid at the times and in the manner or installments set by the Board of Directors. Any assessments for capital improvements which have been prepaid by a Member may, with the affirmative vote of not less than two-thirds (2/3) of the Board of Directors, be added to a Member's equity repurchase fee.

B. A Member who resigned, after March 14, 2000, has been placed on a Reimbursement Waiting List. He shall receive his first Equity Repurchase Fee when his name has risen to the top of that list, the Voting membership is 425, all Members whose resignations were received by the Club prior to March 15, 2000 have received the Equity Repurchase Fees to which they are entitled, and the Club thereafter receives Certificate purchase fees and initiation fees from a new Member(s) equal to, or greater than, the resigned Member's Equity Repurchase Fee.

1. The Club shall be responsible for the maintenance of the Reimbursement Waiting List
2. Resigned Members names have been placed on the Reimbursement Waiting List in the order in which they were received, in writing, by the Club. The Board of Directors has determined the amount of Equity Repurchase Fee for which the resigning member is eligible, in accordance with these Bylaws, and that amount has been posted with the Member's name on the Reimbursement Waiting List.
3. The Reimbursement Waiting List shall track all new equity and initiation fees received from new Members by the Club after the total Voting membership reaches 425. These monies shall accumulate to the credit of the resigned Member at the top of the Reimbursement Waiting List. When these credited monies are equal to, or greater than that resigned Member's approved Equity Repurchase Fee, that resigned Member shall be paid his Equity Repurchase Fee. Should any new Equity or Initiation fee overage exist after such Equity Repurchase Fee disbursement, those overages shall be credited to the next resigned Member on the Reimbursement Waiting List. If, however, there is no name on the Reimbursement Waiting List the overages shall be retained by the Club.
4. Former Equity Members whose names appeared on the Club's Reimbursement Waiting List prior to December 12, 2003 be given 2 (two) options:
 - a. Remain on the Reimbursement Waiting List
 - b. Receive an Equity Certificate in exchange for removal of their name(s) from the Reimbursement Waiting List, therefore discharging the Club from any reimbursement obligations. They shall have the following rights:
 1. Resume Equity membership in the Club by paying monthly dues and future assessments and thereby having the right to sell or transfer their Certificate to another at a later date.
 2. Sell or transfer the Certificate to another person by January 1, 2005 without having any membership privileges and not being liable for any dues or charges. If the Certificate holder is unable to sell or transfer the Certificate, it shall be surrendered to the Club.

Section 9. Resignation.

- A.** Resignations by Members shall be presented in writing to the Board of Directors and shall not take effect before the end of the month in which they are received.
- B.** An Equity Member who resigns and does not wish to sell or transfer his or her certificate shall immediately surrender the equity certificate to the Club and all indebtedness to the Club is immediately due and payable
- C.** Any such Member who resigns and who at a later date makes application for membership as an Equity Member must pay all fees in effect at the time of re-admission.

Section 10. Membership Limitations

The number of Members allowed for each class of membership may be raised or lowered by the affirmative vote of not less than two thirds (2/3) of the Board of Directors.

Section 11. Transfer of Membership

A Member may transfer his membership between classes of membership upon written request, the submission of a transfer fee and approval as set forth by the Board of Directors.

ARTICLE II. - INITIATION FEES AND ASSESSMENTS

Section 1. Fees

Members shall pay membership fees and initiation fees as determined by an affirmative vote of not less than two-thirds (2/3) of the Board of Directors.

Section 2. Assessments

- A.** In addition to membership fees, upon a two-thirds (2/3) vote of the Board of Directors, the Directors may make an assessment of all of the membership for (a) capital improvements; (b) operating costs; or (c) amounts to be used for purchase of the golf course and related facilities or for debt service thereon. Prior to making any assessment, the Board of Directors shall give notice to the Members of its intention and allow the Members the opportunity to provide input to the Board at the next regularly scheduled meeting.
- B.** All Equity Members shall be assessed the full amount of any assessment. All other Members, may, at the discretion of the Board of Directors, be assessed the full amount of, or a lesser amount of, the assessments levied on Equity Members.

ARTICLE III. - MONTHLY DUES AND PENALTY FOR FAILURE TO PAY

Section 1. Monthly Dues

Members shall pay monthly dues and food minimums as determined by an affirmative vote of not less than two-thirds (2/3) of the Board of Directors.

Section 2. Unpaid Indebtedness

- A.** Monthly dues shall be payable in advance on or before the 10th day of each month. Members may pay dues quarterly, semi-annually or annually in advance if they so desire.
- B.** On the 15th day of each month, which is forty-five (45) days after the initial billing, a notice of the amount of the dues and all other charges shall be posted as delinquent on the bulletin board of the Club and the membership credit privileges shall be suspended until such indebtedness is paid. When such indebtedness remains unpaid for a period of two (2) months after the statement covering such dues and/or other indebtedness is sent, such Member shall be suspended. Any Member who does not discharge all his indebtedness within thirty (30) days after such suspension shall thereupon be expelled from the Club and his membership certificate shall be forfeited upon a vote of two-thirds (2/3) of the Board of Directors present at any meeting of the Board.
- C.** Any Member suspended or expelled from the Club as provided in this Section shall not be admitted into the Clubhouse or the grounds thereof unless reinstated or re-elected to membership.
- D.** Any Member suspended from the Club as provided in this Section shall not be eligible to be a candidate for the Board of Directors.

Section 3. Hardship Circumstances

- A.** A Member, with a temporary personal hardship, may apply to the Board of Directors for a voluntary suspension of membership privileges and accrual of dues and fees without permanent loss of membership.
- B.** Any such approval shall be by the affirmative vote of not less than two-thirds (2/3) of the Members of the Board of Directors.

ARTICLE IV. - MEETINGS AND ELECTIONS

Section 1. Annual Meeting

- A.** The annual meeting of the Club shall be held either on the second Tuesday in March or the Board has the discretion to select a new date via 2/3's vote and move the annual meeting to any date it wishes. The Board of Directors can designate the annual meeting to be held at the Clubhouse or at such other convenient place as the Board of Directors may lawfully designate.
- B.** The Secretary shall give ten (10) days' notice by mail or electronic mail of the date, hour and place of the annual meeting to every Voting Member at his last known post office address or email address, as the same appears upon the records of the Club.

Section 2. Special Meetings

The President may, and upon request of a majority of the Board or twenty-five (25) Voting Members of the Club, call a special meeting by posting a written call upon the bulletin board of the Club and notifying the Secretary. Such call shall set forth the purpose of the meeting and notice thereof shall be mailed by the Secretary to each Voting Member at his last known post office address or email address, as the same appears upon the records of the Club, not less than ten (10) day prior to the time of such meeting. No business other than that specified in the call and notice shall be transacted at said meeting.

Section 3. Quorum

Forty (40) or more voting Members in good standing shall constitute a quorum at any annual or special meeting of the Club. Duly executed Proxies shall count toward the quorum provided that the person(s) holding said proxy(s) is (are) present.

Section 4. Elections

A. Nominating Committee.

1. During the month of February of each year, the President shall appoint a nominating committee that shall consist of two (2) Members of the Board of Directors and three (3) Members of the Club at large. Such committee shall nominate not less than two (2) candidates for each vacancy among the Board of Directors to be filled at the ensuing election and said list of nominees shall be posted on the Club bulletin board on or before at least 10 days prior to the annual meeting.
2. Nomination for the Board of Directors may also be made by ten (10) or more Voting Members in good standing and such nomination shall be presented to the Secretary in writing and signed not less than twenty (20) days before the date of the annual election. Such nomination shall thereupon be posted upon the Club bulletin board.

B. Ballots.

1. The Secretary shall mail/email ballots to all Voting Members at least ten (10) days prior to the annual meeting. Such ballot shall contain thereon the names of all the candidates for the Board of Directors and shall be in such form as the Board of Directors may determine.
2. All ballots mailed or received by any Officer or Member of the Board of Directors prior to or at the annual election shall be counted.
3. Voting Members may vote at all meetings, either in person or by proxy appointed in writing and signed by members.

C. Election.

1. Prior to the annual election the President shall appoint three Proprietary Resident Members, who are neither Board Members nor candidates for the Board, as tellers to receive and count the ballots cast and, then, announce the results to the Members present.
2. Candidates receiving the highest number of votes shall receive the longest Directorship tenures available for assignment. Some annual elections will have more than three Directorships to fill due to vacancies that may have occurred on the Board. In such cases, the three candidates receiving the most votes shall be assigned to the three-year term vacancies. The fourth highest vote receiver shall be assigned to the longest remaining available term. If even more vacancies are to be filled, they shall be assigned in descending order of votes received. Should a Board vacancy occur after election ballots have been mailed to the Membership for an upcoming election, that vacancy shall be filled from the list of candidates already running for office in that election in the manner prescribed in this paragraph.

3. In the event of a tie between two candidates, there shall be a show of hands vote by the Members present to determine the winner.
4. Any protests to the election must be filed in writing with the Board within 72 hours of the announcement of the election.
5. A person filing a protest shall be allowed to monitor a recount of the ballots by the tellers. If the protester is still not satisfied with the election results after the recount, he may file a letter with the Board stating the reasons for his dissatisfaction and shall accept the Board's decision thereon as final.
6. After 72 hours after the election, if there are no protests pending, the Club secretary shall destroy all ballots and all lists of Members' votes and retain only the final tallies for each candidate.

ARTICLE V. - GOVERNMENT

Section 1. Board of Directors

The control and management of the Club and its affairs and properties shall be entrusted to a Board of Directors consisting of nine (9) Voting Members, that shall include the President, Vice President and Secretary. The number of Directors to serve on the Board may be increased or decreased by an amendment to these Bylaws approved in accordance with Section 1 of Article VIII. The Treasurer may or may not be a Member of the Board of Directors, depending upon whether he is elected from the membership of the Board.

Section 2. Tenure of the Office

- A. The nine Directorships shall be numbered "one" through "nine" and their tenure in office shall be for three years each. Directorships numbered 1, 2 and 3 shall serve their terms concurrently and shall stand for election together every three years. Directorships 4, 5 and 6 shall be identical to 1, 2 and 3 above, except that their tenure and election shall follow Directorships 1, 2 and 3 by one year. Directorships 7, 8 and 9 shall, likewise be identical to 1, 2 and 3, except that their tenure and election shall follow Directorships 1, 2 and 3 by two years.
- B. At each annual election new Directors shall be elected to replace Directors whose terms are expiring. The newly elected Directors shall serve terms of three (3) years commencing sixty (60) days after they are elected. During this sixty (60) day period they shall serve as unofficial (nonvoting) Directors and the outgoing directors shall serve until sixty (60) days after the election of their replacement Directors.

Section 3. Vacancy

- A. Any vacancy in the Board of Directors shall be filled with an Equity Member approved by a majority of the remaining Directors at any regular meeting of the Board or at any special meeting, specifically called for such purpose, and the Director so appointed to fill the vacancy shall serve until the next annual meeting at which time the Club shall elect a Member by ballot to serve for the non-expired term.

Section 4. Meetings of the Board

- A. The regularly monthly meeting of the Board of Directors shall be held at the Clubhouse or at such other convenient place as may be lawfully designated at a time and day of the week approved by the Board. Board meetings shall be open to all classes of membership.
- B. Special meetings of the Board of Directors may be called at the request of the President or any three (3) of the Directors upon at least four (4) days' notice, either oral or in writing, being given to each Director of the time and place of such meeting.

Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum

Section 6. Duties and Powers

In addition to, and not in restriction or limitation of, the usual powers of like bodies, the Board of Directors shall have the power to admit Members and to suspend and expel Members by ballot, to fill any vacancy that may occur in any office or in the membership of the Board until the next succeeding annual meeting or until his or their successor or successors are elected and qualified; to appoint, direct and dismiss all employees of the Club; to make and amend rules for the admission of visitors; to make and amend rules for the use of the Club by its Members and for their conduct while in the Clubhouse and grounds, and such other rules and regulations, not inconsistent with these Bylaws or the Articles of Incorporation, that they may deem necessary, and to fix and remit penalties for the violation of the Bylaws and rules.

Section 7. Committees

- A. The President shall appoint such committees, as he shall deem necessary for the better execution of the Club activities and duties, provided that the following standing committees shall be among those designated and appointed:

- Golf
- House
- Finance
- Grounds
- Membership
- Long Range Planning
- Bylaws

- B. Each standing committee shall have one or more Members of the Board of Directors appointed thereto.
- C. The committees so appointed by the President shall perform such duties as the President and the Board of Directors shall designate.

Section 8. Annual Report

The Board of Directors shall present to the Club at each annual meeting a report as to the condition of the Club and of its property and an account of the financial transaction of the past year.

ARTICLE VI. - OFFICERS

Section 1. Officers

- A.** The Officers of the Club shall be a President, Vice President, Secretary and Treasurer who shall be elected by the Board of Directors at the first meeting following the Annual Meeting and shall serve until and including the following Annual Meeting. All officers other than the Treasurer must be Members of the Board of Directors.

Section 2. Duties of Officers

- A.** President. The President shall preside at all meetings of the Club and of the Board of Directors and shall have general supervision over the affairs of the Club, its property and employees. By and with the approval of the Board of Directors he/she shall make and execute all contracts for and on behalf of the Club. Immediately after the election of officers each year, he/she shall appoint the standing committees named in these Bylaws, and, from time to time, appoint such other committees as he/she shall deem advisable.
- B.** Vice President. In the absence of the President, the Vice-President shall perform his duties. Should neither be present at any meeting, a chairman shall be elected by those present.
- C.** Secretary. The Secretary shall keep the records of the meetings of the Club and of the Board of Directors, the corporate seal of the Club and the list of Members, and shall perform such other duties as may, from time to time, be fixed by the Board. He/she shall mail notices of all meetings of the Club and of the Board to Members thereof, as provided by the Bylaws, and shall conduct all correspondence, except that pertaining to other officers. He/she shall bill all Members for any indebtedness owed to the Club.
- D.** Treasurer. The Treasurer shall (1.) have charge and custody of and be responsible for all funds and securities of the Club, receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust companies or other depositories, and (2.) in general, perform all of the duties as from, time to time, may be assigned by the President and all of the duties incident to the office of Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

ARTICLE VII. - INTERPRETATION

The Board of Directors shall decide all questions of interpretation of the Bylaws or rules of the Club.

ARTICLE VIII. - AMENDMENTS

Section 1. Amendments

These Bylaws may be amended at any regular or special meeting of the Voting Members of the Club by a two-thirds (2/3) vote of a quorum present.

Section 2. Notice

At least ten (10) days written notice of any special or regular meeting at which a proposed amendment is to be voted upon shall be given by the Secretary of the Club to all Voting Members specifying the time and place of the meeting and the proposed amendments to be voted upon.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being the Board of Directors and Secretary of Briarwood Golf Club, do hereby certify that the foregoing Code of Bylaws appearing on page 1 to 11, both inclusive, of this record constitute the Book of Bylaws of the said corporation and that the said Bylaws were duly amended at a meeting of the Board of Directors of said corporation on March 30, 2021 and were further passed, approved and adopted by the Members of the said corporation at a meeting held March 11, 2014, April 3, 2012, March 10, 2009 and March 8, 2005, and that the same constitute the Bylaws of the said corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of May, 2022.

Brandon Hurst
Casey Conlon
Pat Scott

Mikel Garcia
Tom Hewett
Kris Brester

Bobby Johnson
Jasey Hermanson
Gary Elenburg

X _____

X _____

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X _____

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X _____

ATTEST: Secretary

X _____