



BY-LAWS  
OF  
ROLLING IN GOLF CLUB INC  
(A Michigan Non-Profit Corporation)

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OF  
ROLLING IN GOLF CLUB, INC  
(A Michigan Non-Profit Corporation)

ARTICLE I  
Non-Profit Organization

Section 1.1 Incorporation as a Non-Profit Organization: The operation of this non-profit corporation shall be primarily governed by the Article of Incorporation, dated August 20, 2012, and the provisions of these By-Laws as amended from time to time.

Section 1.2 Interpretation: These By-Laws are intended only to supplement the Articles of Incorporation as may be amended, and they shall be construed in a manner consistent with the Articles of Incorporation and Michigan law governing non-profit corporations. In the event of any conflict between the Articles of Incorporation, as amended and these By-Laws, the Articles of Incorporation as amended shall control.

Section 1.3 Organized as 501(c)(3) Non-Profit Corporation: The Rolling In Club, Inc. is organized exclusively for charitable, educational or scientific purposes, including for such purposes the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 1.4 Distribution of net earnings: No part of the net earnings of the Rolling In Club will inure to the benefit of, or be distributable to, it's members, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 1.5 No political activities: No substantial part of the activities of the Rolling In Club will involve carrying on of propaganda or otherwise attempting to influence legislation, and the organization will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.

Section 1.6 Non-exempt activities: Notwithstanding any other provision of these By-Laws, the Rolling In Club will not

carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 1.7 Dissolution of corporation: Upon the dissolution of the Rolling In Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in Oakland County (or such county in which the principal office of the organization is then located), exclusively for such purposes to such organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE II BOARD OF Directors

Section 2.1 Number and Term of Board of Directors: The business, property and affairs of this corporation shall be managed by a Board of Directors composed of seven (7) persons including five (5) officers and two (2) members at large. The term of office of a Director shall be three (3) years. The term of office shall commence with the close of the annual meeting at which such Director is elected. At the end of each three (3) term or when a vacancy exists due to resignation or removal of a Board member a slate of nominees for such vacancy shall be presented to the general membership for election at the annual meeting.

Section 2.2 Vacancies: Vacancies on the Board of Directors during the course of a year shall be filled by election by the remaining Directors at any meeting of the Board. A Director elected to fill a vacancy occurring by reason other than expiration of his term shall be elected for the unexpired term of his predecessor in office, or to fill an unfilled vacancy existing on the Board at that time.

Section 2.3 Annual Meeting: An annual meeting of the Board of Directors shall be held just prior to the annual meeting of the full members of the Rolling In Golf Club at such time and place as a majority of the Board of Directors may select. Following the annual meeting of the full membership the Board shall meet to elect

Officers of the Board for such year and to transact such other business as may properly come before the Board.

Section 2.4 Notice of Annual Meeting: Each Director shall be given written notice of the time and place of the annual meeting at least thirty (30) days prior to the date such annual meeting is to be held.

Section 2.5 Regular Meetings: The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. The Board shall have a minimum of one meeting in the spring and one meeting following the conclusion of the regular golf season. A list of such regular meetings shall be circulated to all members of the Board by the Board Secretary following the annual meeting and election of Board Officers.

Section 2.6 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President of the Board or by a majority of the Board members. The person or persons authorized to call special meetings of the Board may fix any place within the metropolitan Detroit area as the place for holding any special meeting of the Board called by them. Written Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior to such special meeting and shall contain the matters to be considered at such special meeting.

Section 2.7 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. At any meeting where a quorum does not exist, the minutes of that meeting shall be recorded. The corporation shall not take any action pursuant to a resolution of the Board at said meeting until written consent to such action is first obtained from a majority of all Board members entitled to vote.

Section 2.8 Manner of Acting: The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation as amended, or these By-Laws.

Section 2.9 Proceedings: All meetings of the Board of Directors shall be presided over by the President, or in the absence

of the President, by the First Vice President, or in the absence of the First Vice President, by the Second Vice-President, or in the absence of the Second Vice President by such other member as the President shall designate. All meetings of the Full Board and Executive Committee shall be attended by the Secretary who shall record the minutes of such meetings. In the absence of the Secretary, the President or other presiding Officer shall designate a member Director to act as Secretary.

Section 2.10 Action by Unanimous Written Consent: If and when the Directors shall, severally or collectively, unanimously consent in writing to any action to be taken by this corporation, such action shall be valid corporate action to the same extent as if it had been authorized at a meeting of the Board of Directors.

Section 2.11 Power to Change By-Laws: The Board of Directors shall have power at any annual meeting or at any special meeting called for that purpose to amend or repeal any By-Law or By-Laws by a vote of two-thirds (2/3) of the members of the Board of Directors; provided that any such amendment or repeal shall not be inconsistent with or contrary to the Articles of Incorporation as amended.

Section 2.12 Power to Elect Officers: The Board of Directors shall have power to elect all its own officers and to appoint other officers or agents of this corporation in accordance with the provisions of ARTICLE III of these By-Laws.

Section 2.13 Power to Appoint Executive Committee: The Board of Directors shall have power to appoint by resolution an Executive Committee composed of the then serving officers of the Board of Directors and such other regular members of the Rolling In Golf Club as the Board shall deem appropriate. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of this corporation between meetings of the Board.

Section 2.14 Power to Appoint Other Agents and Committees: The Board of Directors shall have the power to appoint by resolution other agents and committees.

Section 2.15 Golf Related Activities: The Board of Directors shall have exclusive control over the golf related activities and policy of this corporation as is more generally provided for in the Articles of Incorporation as may be amended. The Board shall have authority over the qualification and admission of members into the club and the suspension, discipline and termination of members. It shall select and have jurisdiction over all golf related activities sponsored by the Rolling In Golf Club including but not limited to scheduling of golf courses for member golf play, the assigning of

tee times and member pairings for play, the conduct of club tournaments, the awarding of golf championships and representative status to members on behalf of the Club for participation in GAM and other sponsored competition and events, the recognition of members for their special contributions to the Club and all other activities related to the participation of members in such golf play, competition, and Club membership. It shall direct and prescribe the courses of play and the rules of competition for such play with the authority to enforce such rules; it shall communicate to members of the club the greens and cart fees to be paid by club members attending each golf play or competition in advance of each such event; it shall grant under the seal of this corporation, and the signature of its President of the Board such trophies, awards, or honors to members in recognition of their golfing achievements during club competition or in recognition of their other contributions to the club.

### ARTICLE III OFFICERS

Section 3.1 Officers: The officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer who are members of the Board of Directors. The Board of Directors may elect or appoint such other officers, Chairman of Committees and agents, as it shall deem desirable. Such other officers, Chairmen, and agents shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 3.2 Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at their first regular meeting following the annual meeting of the general members of the Club or as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the next annual meeting or until his or her successor shall have been duly elected.

Section 3.3 Removal: Any officer or agent may be removed by the Board of Directors, with or without cause, whenever in the judgment of the Board of Directors the best interests of this corporation will be served thereby.

Section 3.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term at any regular meeting of the Board.

Section 3.5 President: The President shall preside at all meetings of the general membership of the club and at all meetings of the Board of Directors of this corporation. The President or his designee shall serve as the club delegate to the Golf Association of Michigan (GAM). The President shall also have such other powers and duties as may from time to time be prescribed by the Board of Directors.

Section 3.6. Vice President: The Vice President shall preside at all meetings of the general membership of the club and all at all meetings of the Board of Directors in the event the President is unable to attend such meeting(s). In the event the Vice President is unable to attend in the absence of the President, another officer selected by the President shall instead preside at such meeting. The Vice President and/or other officer presiding over a meeting shall have the authority of the President when presiding at such meetings in accordance with the powers and duties as may be prescribed by the Board of Directors.

Section 3.7 Secretary: The Secretary shall attend all meetings of the full Board of Directors and shall make and cause to be preserved in books belonging to this corporation, minutes of all such meetings. He shall give or cause to be given, notice of all meetings of the Board of Directors for which notice may be required. He shall affix his official signature to all instruments that may require such signature.

Section 3.8 Treasurer: The Treasurer shall regularly review the financial operations and policy of this corporation and its financial statements and advise the Board of Directors and provide an annual report to the general membership on an annual basis during the annual meeting of the full membership. The Treasurer shall have power to make disbursements and shall notify the President and the full Board of Directors of such disbursements on a regular basis.

Section 3.9 Rules Chairman: A member of the club shall be appointed by the Board to serve as Rules Chairman who shall familiarize himself with the Rules of Golf published by the United States Golf Association (USGA) and any rules promulgated by the Golf Association of Michigan (GAM) and by the RIGC Board of Directors. He shall be called upon by the Board from time to time to provide an interpretation of a rule as it may relate to golf play by members or as to a point in contention during member competition or a club tournament. His rule interpretation shall be in the nature of an advisory opinion subject to the ultimate ruling of the Board of Directors which shall issue a binding ruling based upon a majority vote following the consideration and discussion by the Board of a rule in contention.

Section 3.10 Handicap Chairman: A member of the club shall be appointed by the Board to serve as Handicap Chairman subject to his having completed, or arranging to complete, educational conferences or classes on golf handicaps sponsored by the Golf Association of Michigan (GAM). The Handicap Chairman shall be responsible for maintaining a record of a handicap recognized by GAM for each member for purposes of club membership play and competition.

Section 3.11 Membership Chairman: A member of the club shall be appointed by the Board to serve as Membership Chairman who shall be responsible for maintaining a roster of all members of RIGC and keeping a record of the annual membership fee for each member. He shall keep a record of those members who shall qualify by reason of age of 50 years or greater to the roster of regular members who shall be eligible to vote on matters before the general membership and a separate record of those members who shall qualify by reason of age of less than 50 years of age to the roster of junior members with such eligibility to vote on matters before the general membership as shall be prescribed by the Board of Directors. He shall consult with the full Board in connection with any matters of member admission, suspension, discipline, or termination which shall be ultimately decided upon by a 2/3 vote of the Full Board.

Section 3.12 Tournament Director: A member of the club shall be appointed by the Board to serve as Tournament Director with such duties and authority over the scheduling, rules, and qualifications of members to participate in tournaments as shall be prescribed by the Board of Directors.

ARTICLE IV  
Indemnification of Officers,  
Directors, Employees and Agents

Section 4.1 Indemnification: Each person who at any time is a Board Director, officer, employee or agent of this corporation and 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 (including actions by or in the right of this corporation) by reason of the fact that he or she is or was a Board Director, officer, employee or agent of this corporation or served at the request of this corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any such action, suit or proceeding to the full extent permitted under the Articles of Incorporation, as amended, or these By Laws and Michigan



law, as the same exists or may hereafter be amended. Nothing contained in this ARTICLE shall limit any rights to indemnification to which persons other than Directors and officers may be entitled by contract or otherwise by law.

Section 4.2 Former Directors, Officers, Employees or Agents: The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

Section 4.3 Insurance: This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation or who is or was serving at the request of this corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

#### ARTICLE V EXECUTION OF INSTRUMENTS

Section 5.1 Checks, Etc.: All checks, drafts and demands for payment of money and notes shall be signed in the name of this corporation and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 5.2 Deposit of Funds: All funds not otherwise employed shall be deposited from time to time to the credit of this corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may from time to time designate.

Section 5.3 Contracts, Conveyances, Etc.: All contracts, conveyances or other instruments made by this corporation except as herein otherwise provided shall be executed in the name of this corporation by the President and the Secretary or Treasurer thereof. The Board of Directors shall have power to designate the First Vice President or other officers and agents who shall have authority to execute any instrument on behalf of this corporation.

Section 5.4 Corporate Signatures: The execution of any instrument made by this corporation may be in the following form:

ROLLING IN GOLF CLUB INC

By \_\_\_\_\_

Its \_\_\_\_\_

ARTICLE VI  
CORPORATE SEAL

Section 6.1 Corporate Seal: The Corporation shall have a corporate seal and the President or his designee shall be custodian thereof, with full power to affix the same to such instruments as shall require its use either by law, by resolution or by custom. The seal shall be in the form of a circle bearing the corporate name and the words "A Michigan Non-Profit Corporation" and within the circle the words "Corporate Seal".

ARTICLE VII  
FISCAL AFFAIRS

Section 7.1 Books and Records: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its full Board of Directors. The Secretary of the corporation during the term of his office or the Corporation's legal counsel shall keep in safe custody the corporate minute books containing the original minutes of the proceedings of its Board of Directors. Each succeeding Secretary shall receive from the preceding acting Secretary the corporate minute books.

Section 7.2 Fiscal Year: The fiscal year of this corporation shall commence on January 1 and end on December 31 of each year.

I, Rodney Cooper, Secretary of Rolling In Golf Club Inc., do hereby certify that the foregoing By-Laws as herein recorded are the full, true, exact and authentic By-Laws adopted by the Board of Directors of said corporation at the regular meeting of said Directors held on the \_\_\_ day of \_\_\_\_\_, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_ day of \_\_\_\_\_, 2015.

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Rodney Cooper, SECRETARY

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