

RESTATED BY-LAWS OF RIDGEVIEW COUNTRY CLUB REVISED JUNE 2010

Article I Membership

Section 1. Membership in this Club shall consist of Stock Holding memberships and Non Stock Holding memberships, in good standing, and such other classes of memberships as the Governing Board may from time to time authorize.

Section 2. Membership in the Club shall be by invitation only and must be made by a member in good standing.

Section 3. The Governing Board (convened with a quorum) shall approve invitations for membership by a two-thirds (2/3) vote.

Section 4. No person shall own or have interest in more than one membership of the Club at any one time.

Section 5. Only Stock Holding members in good standing shall have rights in the property, assets or holdings of the Club. Stock Holding members shall participate in the assets of the Club in case of dissolution or liquidation and shall be entitled to such other rights, powers and privileges as by law are conferred or vested in members of nonprofit corporations organized under the laws of the State of Minnesota.

Section 6. Any member may be removed from membership by a two-thirds (2/3) vote of the Governing Board for conduct deemed detrimental to the Club, provided such member shall have been: first, served written notice of the accusation(s) against him; second, given an opportunity to produce witness(es) and evidence to be heard at the meeting at which such vote is taken.

Section 7. Each Stock Holding member shall be issued one share of no par value stock as evidence of stockholding club membership. The one name in which the stock is issued shall be the Stock Holding member. The Governing Board shall have the authority to: determine the charge for issuing stock; establish initiation fees; and establish charges and fees for other classes of memberships as may be hereafter established.

Section 8. Stock shall not be transferable, cannot be hypothecated, and shall have no monetary value. The Governing Board may, however, at its discretion, make surrender refunds.

Section 9. No invitation for Stock Holding membership shall be extended which would cause the number of Stock Holding members to exceed 400, but the total for all membership classifications must not exceed 490 members.

Section 10. No member shall be denied access to the Club facilities because of the category of membership to which he or she belongs. This provision shall not restrict the authority of the Governing Board to establish fees and charges for Club services and use of Club facilities.

Section 11. Any member wishing to resign from the Club shall submit their resignation in writing to the Governing Board. When all current charges, assessments and dues have been paid, the member will be considered resigned. The Governing Board may forgive indebtedness if in the opinion of the Governing Board the debt would cause a hardship on the resigning member through no fault of the resigning member.

Article II Dues

Section 1. The amounts payable for dues and/or fees for all classes of membership shall be determined annually by the Governing Board. The Governing Board shall notify each Stock Holding member of the Club at least ten (10) days prior to the date of the meeting of the Governing Board when proposed changes of dues and/or fees are to be determined. The dues year runs April 1 through March 31 of the following year. Dues are considered payable on or before April 1, but the Governing Board may adopt rules and regulations to allow payment of dues on an installment basis.

Section 2. New memberships approved by the Governing Board after the normal annual dues cycle date shall pay prorated annual dues in full. In addition the new member agrees to be responsible for the payment of a full year's dues.

Section 3. The Governing Board shall have the sole authority to levy assessments upon each class of membership, as it deems necessary. Before an assessment may be levied, the Governing Board shall give each Stock Holding member

written notice at least ten (10) days prior to the date of the meeting of the Governing Board at which the proposed assessment is to be levied. The Governing Board will submit a report of the conditions which necessitate said levy. A two-thirds (2/3) vote of the Governing Board shall be required to authorize any assessment.

Section 4. Any member forty (40) days in default in the payment of dues, authorized assessments, or accounts due the Club shall be automatically suspended from all privileges of membership and may be fined, or otherwise penalized, at the discretion of the Governing Board. If, after ninety (90) days, the member has not fully paid or made accommodations deemed suitable to the Governing Board, membership of such member shall automatically cease and terminate.

Article III Government

Section 1. The government and management of the Club shall be vested in the Governing Board, which shall consist of: the duly elected President and Vice President of the Club; nine (9) directors, (who shall be Stock Holding members of the Club or their spouses in good standing); and one (1) representative elected by the Ladies' League. Decisions of the Governing Board shall be final in all matters, subject only to appeals by a majority of the stockholding members of the Club. The Governing Board shall have general control over all officers, non-elected functionaries, and committees, and shall have full power and authority to do any and all things that are proper to be done by the Club. The Governing Board may not do or cause to be done anything contrary to these by-laws or other governing statute. No elected officer or director shall receive remuneration for official services.

Section 2. The Governing Board will hold regular meetings to transact any business relative to the affairs of the Club. The Governing Board may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Club as they may deem proper, provided such rules and regulations do not conflict with the by-laws. A quorum shall be constituted by a majority of the voting members of the board. When quorum is present, action may be taken only upon the affirmative vote of a majority of the members presents.

Section 3. The executive officers of the corporation shall be a President and a Vice President, each of whom shall be a Stock Holding member in the corporation. The President and Vice President shall each be elected at the annual election meeting to serve for a term of one (1) year. The Governing Board at its first meeting following the annual meeting shall appoint a Secretary and a Treasurer as non-executive officers. The offices of Secretary and Treasurer may be held by the same person and may be member(s) of any membership class.

Section 4. It shall be the duty of the President to preside at all meetings of the Governing Board and the Club. The President, with the Secretary, shall sign all obligations, contracts, deeds, mortgages, promissory notes and other instruments.

Section 5. In the absence or incapacity of the President the Vice President shall perform the duties of President.

Section 6. The Treasurer shall receive the money of the Club and shall be responsible for the keeping of regular accounts. Such accounts and financial records of the Club shall be subject to review by the Governing Board.

Section 7. It shall be the duty of the Secretary to keep a record of the proceedings of the Club, and with the President, sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments, and to discharge such other duties as may be entrusted to him by the Governing Board.

Section 8. In case of a vacancy in the office of President, Vice President, Secretary, Treasurer or of a directorship, the Governing Board shall fill such office or directorship by appointment. The appointment shall be for the remaining term.

Section 9. The immediate Past President of the Club shall, upon retiring from that office, serve as an ex-officio member of the Governing Board. He may participate in all deliberations of the Governing Board, but shall not vote or exercise any official executive authority.

Section 10. The Governing Board shall contract with the PGA golf professional, Superintendent of Greens, and Club Manager for their services.

Section 11. The Governing Board shall not make any decision to sell or acquire any real estate, dissolve the Club, or dispose of material assets of the Club without calling a special meeting of the membership.

Section 12. Any Governing Board member shall recuse himself in any matter which could result in personal gain or gain of any corporation or business in which he may hold a significant interest.

Section 13. Governing Board Members may vote if present at the meeting.

If the Governing Board Member is absent and has requested of the Secretary or other officer the right to cast an absentee ballot, he/she may cast an absentee vote on any motion in any manner approved by the Secretary i.e. by phone/mail/email subject to the requirements and conditions stated herein. The Secretary shall make reasonable efforts to accommodate the absent board member in so voting and the absent board member shall take reasonable efforts to be available and to cast the absentee vote in a manner that is timely and not disruptive to the voting process. All absentee votes must be cast prior to or during the meeting at which the motion is considered and voted on by the Governing Board members who are physically present at the meeting. The failure of the absentee member to request the right to vote an absentee ballot or to make himself/ herself available by phone, by electronic media or to cast the absentee ballot within the time specified above shall constitute a waiver of his or her right to cast an absentee ballot. The voting and passage of any motion properly before the Governing Board shall not be delayed beyond the close of the meeting to accommodate absent members or to acquire absentee votes unless it is a vote on an amended motion following a tie vote as described below or unless otherwise agreed to by a vote of two-thirds of the Governing Board members present at the meeting.

The President shall not vote on matters coming before the Governing Board except in the event of a "tie vote of the Governing Board". In the event of a "tie vote of the Governing Board", the President shall vote to break the tie vote. A "tie vote of the Governing Board" authorizing the President to vote shall be declared after a properly seconded motion has been called for a vote resulting in a tie vote and after the first tie vote the board is given the opportunity for further discussion of the motion and then the same motion is called for a second vote of properly voting members of the Governing Board and the second vote again results in a tie vote. Absentee ballots provided prior to the meeting shall be counted in the second vote unless the person casting the absentee ballot is immediately available to recast their vote and is afforded the opportunity to do so. After the first tie vote, the motion may not be amended or tabled without a two-thirds majority of those voting. If amended, the vote of those who voted on the original motion by absentee ballot must be afforded the opportunity to vote on the amended motion even if it requires the calling of a special meeting.

ARTICLE IV Membership Meetings

Section 1. The annual meeting of the Stock Holding membership of the Club shall occur on the third Tuesday of May each year. Twenty (20) Stock Holding members in attendance shall constitute a quorum. A vote of Stock Holding members present at the meeting, those represented by specific proxy, and the remaining available votes (which by default accrue to the Governing Board) shall decide all questions considered except those of election to the Governing Board, which will be determined by the by-laws specific to elections.

Section 2. Special meetings of the membership may be called by the Governing Board upon giving at least ten (10) days written notice to the Stock Holding members, and such notice shall specify the purpose of the meeting. Further, the Governing Board shall call a special meeting of the membership upon written request of at least ten (10) percent of the Stock Holding members. A vote of Stock Holding members present at the meeting, those represented by specific proxy, and the remaining available votes (which by default accrue to the Governing Board) shall decide all questions considered.

Section 3. The President and Secretary shall be Chairperson and Secretary, respectively, at any meeting of the members of the Club. In the absence of both the President and Vice President, the voting members present shall select one of the quorum members as Chairperson of the meeting, pro tem. In the absence of the Secretary at any meeting, the Chairperson of the meeting shall select from among the members a Secretary pro tem, whose duty shall be to keep a full and proper record of the meeting.

Section 4. At the annual meeting of the Club, the order of business shall be as follows: reading of the minutes of the last meeting reports of officers and committees election of officers for the ensuing year election of directors new business

The rules contained in the current edition of "Roberts' Rules of Order Newly Revised" shall govern the conduct of membership meetings of the Club in all applicable cases, and in which they are not inconsistent with these by-laws and any special rules of order the Club may adopt.

Section 5. Each Stock Holding member of the Club shall be entitled to one (1) vote and may vote such share either in person or by proxy. A proxy, to be voted at a meeting, must be signed by the stock holder; bear a date not more than six (6) months prior to the date of such meeting; and be deposited with the Club Secretary for examination no later than 5 p.m. one (1) day prior to the meeting. The Secretary will certify the validity of each proxy and the number of shares represented. The remaining available votes, by default, accrue to the Governing Board (except in election of executive officers and directors.) Where a corporation holds the sole voting stock (and there are additional nonvoting memberships associated with said membership) the corporation will provide a broad resolution stating specifically which real person (who must be a Ridgeview member of an authorized classification) will vote the share.

ARTICLE V Elections

Section 1. At the organizational meeting of the Club there shall be elected a President, Vice President and nine (9) directors. Three (3) directors shall serve for one (1) year; three (3) directors shall serve for two (2) years; and three (3) directors shall serve for three (3) years. At each annual meeting thereafter there shall be elected a President and Vice President to serve for a term of one (1) year, and three (3) directors to serve for a term of three (3) years to replace those directors whose terms have expired.

Section 2. The Governing Board shall, at its regular meeting (held not less than sixty (60) days prior to the annual meeting), appoint a nominating committee consisting of at least three (3) of the six (6) directors whose terms do not expire at the current election date, and up to two (2) additional Stock Holding members in good standing. The nominating committee shall prepare the following list of nominees from Stock Holding members in good standing: at least one (1) each for the offices of President and Vice President and at least three (3) for fullterm directors. No later than thirty (30) days prior to the annual meeting of the membership, the nominating committee shall make available to the membership a written report of its nominations and post it on the Club bulletin board.

Section 3. The nominating committee may not nominate a member of the nominating committee.

Section 4. Any Stock Holding member of the Club, outside of the nominating committee, may nominate a candidate for any and all of the positions to be filled at the annual meeting. Such nominations shall be in writing, signed by the person(s) making the nominations and shall be delivered to the Secretary of the Club at least twenty (20) days prior to the annual meeting. Nominations will close twenty (20) days prior to the annual meeting. The Secretary shall post on the Club bulletin board the names of such candidates, together with the names of those members nominating them.

Section 5. At the expiration of the time within which nominations may be made, the Secretary shall prepare the official ballot. Such ballot will include the names of all nominees in alphabetical order for the respective positions to be filled. The official slate of candidates shall be posted on the Club bulletin board and mailed to all Stock Holding members in good standing of the Club at least fifteen (15) days prior to the annual meeting. A notice of the annual meeting shall accompany the official slate of candidates.

Section 6. At the annual meeting the following procedure for election of officers shall be as follows:

a) The ballot may be cast, as the eligible voter may choose, either in person at the membership meeting, by mail or other delivery to the Secretary provided that any ballot mailed or delivered to the Secretary is received by that officer no later than the beginning of the annual meeting. The election of the officers of the Club and the directors shall be by plurality.

b) Candidates receiving the highest number of votes from the membership – up to the number of vacancies on the board to be filled – shall be elected to the board. If two candidates tie for the last position the Past President will preside over a coin toss to determine the winner.

Three (3) judges of election, appointed by the President, shall have charge of the election and the Secretary shall furnish the judges with a complete list of the Stock Holding members in good standing and thus entitled to vote at the annual meeting.

ARTICLE VI Amendments

Section 1. The Governing Board, by two thirds (2/3) vote of those present at any meeting of the board, so long as there is a quorum, may amend the by-laws as long as notice of both meeting and proposed amendment shall be

mailed to each Stock Holding member at least ten (10) days in advance of the meeting.

In addition the proposed changes shall be posted on the Club bulletin board, emailed to each stockholding member and printed in the monthly newsletter mailed to members of all classes prior to the meeting date where amendments to the bylaws are to be changed.

ARTICLE VII Miscellaneous

Section 1. Where appropriate, references made in these bylaws to the masculine include the feminine. The singular includes the plural and vice versa.

Section 2. Members of the Ladies' League shall be participants in any Wednesday morning or afternoon league. At an organizational meeting of the Wednesday Ladies' League there shall be elected one (1) representative that shall serve for two (2) years as League representative to the Governing Board shall be elected. At each annual meeting thereafter, one (1) representative shall be elected to serve for a term of two (2) years, replacing the representative whose term has expired. The representative who is in the second year of her term shall have the director's vote.

Section 3. Where appropriate, reference to mailing of any kind will now include sending course information and notices via email or U.S. Mail.

Section 4. Where referenced, dependent children shall mean those children under the age 24 provided the children resides with the stock holding members and/or continues as a fulltime student.

ADDENDUM:

Stock Holding Classes
Active
Family Membership Class

Eligibility

Any person of good moral character and legal age shall be eligible for Stock Holding membership.

Rights

Family Class members and, upon registration, their significant other or spouse and their dependent children*, shall be entitled to the full use of the facilities of the Club as set by the Governing Board.

Family Class members shall participate in the assets of the Club in case of dissolution or liquidation and shall be entitled to such other rights, powers and privileges as by law are conferred or vested in members of nonprofit corporations organized under the laws of the State of Minnesota.

Single Membership Class

Eligibility

Any person of good moral character and legal age shall be eligible for Stock Holding membership.

Rights

Single Membership Class members and, upon registration, their dependent children*, shall be entitled to the full use of the facilities of the Club as set by the Governing Board.

Single Membership Class members shall participate in the assets of the Club in case of dissolution or liquidation and shall be entitled to such other rights, powers and privileges as by law are conferred or vested in members of nonprofit corporations organized under the laws of the State of Minnesota.

Inactive
Business Corporate Class

This member class is no longer available. No additions to this class are allowed. Limited to those businesses that held membership on October 1, 2001.

Rights

Business Corporate Class members in good standing shall be entitled to vote. The Business owning such membership shall designate in writing to the Club the employee who shall have the voting rights. This member and his spouse shall be entitled to hold office.

Business Corporate Class members shall participate in the assets of the Club in case of dissolution or liquidation and shall be entitled to such other rights, powers and privileges as by law are conferred or vested in members of nonprofit corporations organized under the laws of the State of Minnesota.

Non-Stock Holding Classes Active Associate Family Membership Class

Eligibility

Any person of good moral character between the ages of 24 - 34, inclusive, shall be eligible for Associate Family Class membership. When a couple applies for membership, the older applicant's age shall be the determining age.

Rights

Associate Family Class members and, upon registration, their significant other or spouse and their dependent children*, shall be entitled to the full use of the facilities of the Club as set by the Governing Board.

Associate Single Membership Class

Eligibility

Any person of good moral character between the ages of 24 - 34, inclusive, shall be eligible for Associate Single Class membership.

Rights

Associate Single Membership Class members and, upon registration, their dependent children*, shall be entitled to the full use of the facilities of the Club as set by the Governing Board.

Junior Class

Eligibility

Any person of good moral character age 18 - 23 and younger shall be eligible for Junior Class membership. When a couple applies for membership, the older applicant's age shall be the determining age.

Rights

Junior Class members and, upon registration, their spouses and their dependent children*, shall be entitled to the full use of the facilities of the Club as set by the Governing Board.

Social Class

Eligibility

Any person of good moral character shall be eligible for Social Class membership.

Rights

Social members and, upon registration, their spouses and their dependent children*, shall be entitled to the restricted use of the facilities of the Club. These restrictions allow six (6) rounds, plus any other Club-sponsored events provided all entry fees are paid, of golf during the golf season. Dependent children under the age of 18 are restricted to play as mentioned under Rule C. Use of the clubhouse is not restricted other than what is set by the Club rules.

Honorary Class

Eligibility

Honorary membership shall be automatically terminated at the end of each calendar year of the Club and may be reconfirmed for any succeeding year by a two-thirds vote of the Governing Board.

Rights

Honorary membership entitles a member and, upon registration, their spouse and dependent children*, to full use of all the facilities of the Club as set by the Governing Board.

An Honorary member shall be exempt from the payment of dues and assessments levied by the Club upon the membership. An Honorary member shall not be entitled to vote or to hold office.