

Bylaws

Of

Western Sportsman Club, Inc.

**Bylaws of Western Sportsman Club, Inc.
(A Delaware Corporation) October 13, 2000**

AMENDMENTS

October 30, 2004	Article III - Directors, B. Number, Election and Term of Office, <u>1. Number of Directors Determined by Shareholders; Term Limitation</u>
November 13, 2005	Article III - Directors, B. Number, Election and Term of Office, <u>1. Number of Directors Determined by Shareholders; Term Limitation</u> Article XIII - Amendments, <u>A. Who May Amend</u>
November 11, 2007	Annex-A - Rules and Regulations, <u>Number 23</u>
November 14, 2010	Annex-A - Rules and Regulations, <u>Number 24</u> Annex-B – Lake and Water Rules and Regulations, <u>Number 6</u>
November 10, 2013	Annex-B - Lake and Water Rules and Regulations, <u>Numbers 7, 8 & 9</u>
November 14, 2014	Article X - Execution of Contracts, <u>B. Checks and Drafts</u>
March 13, 2015	Annex-A - Rules and Regulations, <u>Number 23</u>
May 1, 2015	Annex-A - Rules and Regulations, <u>Number 21</u>
May 12, 2015	Article IX - Shares of Stock, A. Classes of Stock: Numbering; Issuance, <u>3. Class 'A' Cap; Issuance; Cancellation; Numbering of Class 'B' Shares; Annual Fee</u>
September 11, 2015	Annex-A - Rules and Regulations, <u>Number 11</u>
December 8, 2015	Article III - Directors, <u>C. Qualifications</u>
March 11, 2016	Article VIII - Assessments, D. Payment of Assessments, <u>Numbers 1, 2, 3 & 4</u> Article XII - Notices, <u>C. Shareholder Address</u>
May 13, 2016	Article IX - Shares of Stock, A. Classes of Stock: Numbering; Issuance, <u>3. Class 'A' Cap; Issuance; Cancellation; Numbering of Class 'B' Shares; Annual Fee</u>
November 13, 2016	Annex-A - Rules and Regulations, <u>Number 23</u>
August 11, 2017	Annex-A - Rules and Regulations, <u>Number 25</u>
June 8, 2018	Annex-A - Rules and Regulations, <u>Number 15</u>
November 11, 2018	Article III – Directors, B. Number, Election and Term of Office, <u>1. Number of Directors Determined by Shareholders; Terms Limitation</u> Article VIII – Assessments, <u>H. Attorney and/or Collection Fees</u>
December 14, 2018	Article IX – Shares of Stock, A. Classes of Stock; Numbering; Issuance, <u>3. Class 'A' Cap; Issuance; Cancellation; Numbering of Class 'B' Shares; Annual Fee</u>

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February 8, 2019	Article VIII – Assessments, D. Payment of Assessments, <u>1. Collection Agency</u> Article VIII – Assessments, D. Payment of Assessments, <u>2. Gate Cards</u> Article VIII – Assessments, <u>E. Loss of Privileges</u> Annex-A - Rules and Regulations, <u>Numbers 6, 7, 8, 9, 10, 15, 23 & 25</u>
April 12, 2019	Annex-A - Rules and Regulations, <u>Number 18</u>
May 10, 2019	Annex-A - Rules and Regulations, <u>Number 23</u>
June 14, 2019	Article IX - Shares of Stock; C. Record of Shareholders, Transfer Shares; 3. Transfer of Stock, <u>d.</u>
July 12, 2019	Article VIII – Assessments, D. Payment of Assessments, <u>3. Boat Dock Space</u>
August 9, 2019	Annex-A - Rules and Regulations, <u>Number 18</u> Annex-A - Rules and Regulations, <u>Numbers 6 & 7</u>
September 13, 2019	Annex-B – Lake and Water Rules and Regulations, <u>Number 4</u> Annex-A - Rules and Regulations, <u>Numbers 17, 18, 20 & 26</u>
November 10, 2019	Article X – Execution of Contracts; <u>A. Contracts</u> Article XI – Miscellaneous; F. Inspection of Corporate Records; <u>4. Attorney's Opinions</u> Article XIII – Amendments; <u>A. Who May Amend</u> Annex-A - Rules and Regulations, <u>Number 21</u>
August 14, 2020	Article XIII – Amendments; <u>A. Who May Amend</u> (removed 2 nd paragraph, conflicted with Charter)
September 11, 2020	Article XIII – Amendments; <u>B. Shareholder Amendments</u> Annex-A - Rules and Regulations, <u>Number 26</u>
November 8, 2020	Article III – Directors, E. Resignations, <u>5. Two Year Wait Time</u> Article III – Directors, <u>O. Fees and Compensation</u> Annex-A - Rules and Regulations, <u>Numbers 2, 21 & 26</u> Annex-B – Lake and Water Rules and Regulations, <u>Number 3</u> Annex-B – Lake and Water Rules and Regulations, <u>Added Numbers 4, 5, 7, 12</u> Annex-B – Lake and Water Rules and Regulations, <u>Renumbered 4 thru 13</u>
April 9, 2021	Annex-A – Rules and Regulations, <u>Numbers 21</u>
December 10, 2021	Annex-A – Rules and Regulations, <u>Numbers 11, 15 & 17</u>
February 10, 2023	Annex A – Rules and Regulations, number 17
March 14, 2023	Annex A – Rules and Regulations, Number 27 Noise Ordinance
June 20, 2023	Annex B – Lake and Water Rules and Regulations, number 6, Dock Spaces

January 1, 2024	Annex B – Lake and water Regulations, number 3, Boat Stickers 1
February 9, 2024	Annex B – Lake and water Regulations, number 6, Dock Spaces

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ARTICLE I – OFFICES

- A. **Principal Office.** The registered office of the corporation is located:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

The principal office for the transaction of the business of the corporation is hereby fixed and located:

20975 Pearl Lane
Hinton, Oklahoma 73047

- B. **Other Office.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business, or the business of the corporation may require.
- C. **Change of Location of Office.** The Board of Directors is hereby granted full power and authority to change the principal location from one location to another. Any such change shall be noted in the Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

ARTICLE II – MEETINGS OF SHAREHOLDERS

- A. **Place of Meeting.** All annual meetings of shareholders and all other meetings of shareholders shall be held either at the principal office of the corporation or at any other place within or without the State of Delaware as may be designated either by the Board of Directors pursuant to authority hereinafter granted to said Board of Directors or by the written consent of the shareholders entitled to vote at each meeting holding at least a majority or more of such shares given either before or after the meeting and filed with the Secretary of the corporation.
- B. **Annual Meetings**
1. **Date and Time.** The annual meetings of shareholders shall be held on the second Sunday of November of each year. Any such annual meeting may be held at any other time, which may be designated in a resolution by the Board of Directors or by the written consent of the shareholders entitled to vote at such meeting holding at least a majority or more of such shares.
 2. **Business**
 - a. **General Matters.** At such annual meeting, directors shall be elected, reports of the affairs of the corporation shall be considered and any other business may be transacted which is within the powers of the shareholders to transact and which may be properly brought before the meeting.
 - b. **Assessment; Annual Budget.** At such annual meeting, the shareholders shall fix an annual assessment on each share of stock, which said assessment shall be paid by the shareholder during the next ensuing year of the corporation. The assessment is to be based on the budget actually voted upon and approved. The Board of Directors will submit a written budget to the shareholders. The budget will be for the next fiscal year of the Corporation and will provide for the maintenance and upkeep of the roads, lakes, and common properties, and for operational expenses of the corporation. When less than a legal quorum is present at the annual meeting of shareholders or when adjournment occurs before an assessment and/or a budget is approved, the assessment last fixed at an annual meeting of shareholders shall be determined to be the assessment fixed for the next ensuing year.

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c. Nominating Committee. A nominating committee consisting of five (5) shareholders shall be elected at each annual meeting of shareholders. The nominating committee will elect a chairperson from among its members and meet as necessary to select candidates whose name will be placed on the ballot at the next annual meeting of shareholders for election as directors of the corporation. The chairperson will present to the Secretary of the corporation the names of the candidates who are to be placed on the ballot for election as a director at the annual meeting of shareholders by October 1. The names of the persons nominated shall be placed on the ballots to be distributed to shareholders at the annual meeting and in the notice of calling the annual meeting to be sent to each shareholder. At the annual meeting of shareholders, any shareholder in good standing and entitled to vote may inquire of the nominating committee the reasons why the committee recommended each candidate. Notwithstanding the foregoing, any shareholder in good standing and entitled to vote at a meeting duly called to elect one or more directors may place the name of any shareholder before the meeting to be elected as a director and if seconded, said name shall be added to the ballot. A candidate standing for election as a director, whether selected by the committee or nominated from the floor, must be a shareholder in good standing and entitled to vote.

d. Shareholder Proposals. Any shareholder resolutions to be submitted to the shareholders for a vote at the annual meeting of shareholders shall be submitted to the Secretary of the corporation by October 1 and any such resolutions so submitted shall be listed on the agenda for the meeting.

3. Notice. Written notice of each annual meeting, including a copy of the annual budget for the ensuing fiscal year of the corporation prepared by the Budget Committee shall be given to each shareholder entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such shareholder at the address appearing on the books of the corporation or given by the shareholder to the corporation for the purposes of notice. All such notices shall be sent to each shareholder, entitled thereto, not less than ten (10) nor more than sixty (60) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

C. Special Meetings

1. Method of Calling

a. Directors; President. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President, or by resolution of the Board of Directors.

b. Shareholders. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by one or more shareholders in good standing and entitled to vote holding not less than twenty-five percent (25%) of the issued and outstanding voting shares of the corporation, or such meeting may be held at any time without call or notice upon unanimous consent of the shareholders.

2. Business. Business transacted at any special meeting of shareholders shall be limited to the purpose or purposes stated in the notice.

3. Notice

a. Content. Notices of any special meeting shall state, in addition to the place, day and hour of such meeting, the purpose or purposes of the meeting.

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b. Call by President or Directors. Except in special cases where other express provision is made by statute, notice of such special meetings called by the President or by resolution of the Board of Directors, shall be given in the same manner and pursuant to the same notice provisions as for annual meetings of shareholders as provided in Section B3 of Article II.

c. Call by Shareholders. Notice of such special meeting called by one or more shareholders in good standing and entitled to vote holding not less than twenty-five percent (25%) of the issued and outstanding voting shares of the corporation, shall be given as follows:

(1) Date Fixed by Corporation. Upon request being made by written notice to the President, or in his absence or disability to any Vice-President, or in the absence of a Vice-President, to the Secretary, by any person or persons herein empowered to call a special meeting, if such officer is the Secretary, he/she shall give notice to the shareholders, or if such officer is other than the Secretary, he/she shall cause the Secretary to give notice to the shareholders that such meeting has been called for the purpose or purposes stated in such request and is to be held at a specified time, which time as fixed by such officer shall not be less than ten (10) nor more than sixty (60) days after the receipt of such request.

(2) Date Fixed by Shareholders. If notice of such meeting be not given to the shareholders within seven (7) days after the receipt of such request, such person or persons making such request may fix the time of such special meeting and give notice thereof in the same manner as herein provided for notice of special meetings of shareholders.

D. Voting List

1. List of Shareholders. The officer or agent who has charge of the share ledger of the Corporation shall, before each shareholder's meeting, prepare a list of all persons entitled to represent shares at such meeting, arranging the names alphabetically, with the number of shares entitled to be voted by each shareholder set forth opposite their respective names. However, such officer or agent shall not be required to prepare and produce a list of shareholders in any case where the share ledger reasonably shows in alphabetical order by classes of shares all persons entitled to represent shares at such meeting with the number of shares entitled to be voted by each shareholder.

2. Inspection of List of Shareholders. Such officer or agent shall produce the share ledger or a duplicate thereof, together with such list and shall keep it open either at a place where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held during the business hours of at least ten (10) full days immediately preceding the convening thereof and until the close of such meeting, and it shall be subject to inspection at any time during such period by any shareholder or person representing shares.

E. Quorum

1. Defined. The holders of one third (1/3) or more of the stock issued and outstanding and entitled to vote thereat, present in person, or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation of the corporation or these Bylaws. For the purpose of establishing a quorum, shares which have been called for redemption or on which any assessment call has not been paid in full or arrangement for the payment thereof made prior to the annual meeting of shareholders shall not be counted for purposes of establishing a quorum.

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2. Approval of Action when a Quorum is Present. Except when voting on the assessment for corporate obligations and debts, when a quorum is present at any meeting, a majority or more of the shares represented thereat and entitled to vote thereat shall decide any question brought before such meeting. When voting on the assessment for corporate obligations and debts at any meeting two-thirds (2/3) of the shares represented thereat and entitled to vote thereat shall be required to decide said annual assessment brought before such meeting.

3. Continuation of Meeting. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

F. Adjourned Meeting and Notice Thereof

1. Adjournment. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

2. Notice of Adjournment. When any shareholders' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

G. Order of Business. The order of business at the annual meeting, and so far as practicable at all other meetings of the shareholders, shall be as follows:

- Calling meeting to order;
- Calling of roll and checking proxies;
- Proof of notice of Meeting;
- Reading of any unapproved minutes;
- Report of Officers;
- Reports of Committees;
- Unfinished business;
- New business;
- Election of directors; and
- Adjournment.

H. Voting

1. Number of Votes. At each meeting of shareholders each shareholder entitled to vote shall vote in person or by proxy and he shall have one (1) vote for each share standing registered in his name at the closing of the transfer books for such meeting, or the record date fixed for such meeting by the Board of Directors, as the case may be.

2. Written Ballot. The voting at all such meetings of shareholders may be viva voce but any qualified voter may demand a share vote by written ballot, whereupon such share vote shall be taken by written ballot each of which shall state either the name of the shareholder voting or the lot number and the number of shares voted by said shareholder, and if such ballot be cast by proxy, it shall also state the name of the proxy.

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I. Consent of Absentees. The transaction of any meeting of shareholders, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting, each of the persons entitled to vote, not present in person, or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

J. Action without Meeting

- 1. Number of Shares Necessary for Action without a Meeting.** Any action which, under any provision of the laws of the State of Delaware or under the provision of the Certificate of Incorporation or under these Bylaws may be taken at a meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote if a consent in writing be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take action at a meeting at which all shares entitled to vote thereon were present and voted.
- 2. Consent.** Such consent shall be filed with the Secretary of the corporation and made a part of the corporate records.
- 3. Notice of Action without a Meeting.** Prompt notice of the taking of the corporate action without a meeting shall be given to those shareholders who have not consented in writing.

K. Proxies

- 1. Appointment; Eligible Agent.** Any shareholder in good standing and entitled to vote or execute consents shall have the right to do so either in person or through one or more eligible agents authorized by proxy. An eligible agent duly authorized to act as a proxy is any person other than a shareholder of the Corporation who is not in good standing and entitled to vote.
- 2. Form of Proxy.** The appointment of a proxy shall be in writing and signed by the shareholder but shall require no other attestation and shall be filed with the Secretary of the corporation at or prior to the meeting.
- 3. Multiple Proxies.** If any shareholder appoints two or more persons to act as proxies and if the instrument does not otherwise provide, then a majority of such persons present at the meeting, or if only one shall be present, then that one shall have and may exercise all of the powers conferred by such instrument upon all of the persons so appointed; and if such proxy be equally divided as to the right and manner of voting in any particular case, the vote shall be divided among the proxies.
- 4. Representative and Agents.** Any person holding shares in a representative or fiduciary capacity, which he may represent in person, may represent the same by proxy and confer general or discretionary powers upon such a proxy.
- 5. Termination of Proxy**
 - a.** The authority of a proxy, unless it states it is irrevocable and is coupled with an interest, may be terminated at will.
 - b.** Unless otherwise provided in the appointment, the proxy's authority shall cease one (1) year after the appointment.

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- c. The termination of a proxy's authority by act of the shareholder shall, subject to the time limitation herein set forth, be ineffective when written notice of the termination has been given to the Secretary of the corporation.
- d. Unless otherwise provided therein, an appointment filed with the Secretary shall have the effect of revoking all proxy appointments of prior date.
- e. **Death or Incapacity.** A proxy's authority shall not be revoked by the death or incapacity of the maker unless before the vote is cast or the authority is exercised written notice of such death or incapacity is given to the corporation.

L. Inspectors of Elections

1. **Appointment by Board of Directors.** In advance of any meeting of shareholders, the Board of Directors may appoint Inspectors of Election to act at such meeting or any adjournment thereof.
2. **Appointment by Chairman of Meeting.** If Inspectors of Election be not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting.
3. **Number of Inspectors.** The number of Inspectors of Election shall be one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present shall determine whether one or three Inspectors of Election are to be appointed.
4. **Refusal of Inspector to Act.** If any person appointed as Inspector of Election fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the Chairman.
5. **Persons Eligible to be Inspectors.** An Inspector of Election need not be a shareholder of the corporation, but no person who is a candidate for office of the corporation shall act as an Inspector of Election.
6. **Duties.** The duties of such Inspectors of Election shall include:
 - Determining the number of shares outstanding and the voting power of each
 - The shares represented at the meeting;
 - The existence of a quorum;
 - The authenticity, validity, and effect of proxies;
 - Receiving votes, ballots or consents;
 - Hearing and determining all challenges and questions in anyway arising in connection with the right to vote;
 - Counting and tabulating all votes or consents;
 - Determining result; and
 - Doing such acts as may be proper to conduct the election or vote with fairness to all shareholders.
7. **Good Faith.** The inspectors of Election shall perform their duties impartially in good faith, to the best of their ability, and as expeditiously as is practical.
8. **Majority Rule if more than One Inspector.** If there be three Inspectors of Election, the decision, act, or certificate of a majority shall be effective in all aspects as the decision, act, or certificate of all.

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ARTICLE III – DIRECTORS

A. Powers

1. **General Power.** Subject to limitations of the Certificate of Incorporation, of the Bylaws of the Corporation and of the laws of the state of Delaware as to action to be authorized or approved by the shareholders, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed and conducted by, the Board of Directors.
2. **Specific Powers.** Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers: to-wit:
 - a. **Appointment and Removal of Officers.** To select and remove all officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Certificate of Incorporation or the Bylaws.
 - b. **Place of Meetings; Corporate Seal; Form of Certificates of Stock.** To designate any place within or without the State of Delaware for the holding of any shareholder's meeting or meetings; and to adopt make and use a corporate seal and to prescribe the forms of certificates of stock, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.
 - c. **Issuance of Stock and Consideration Therefor.** To authorize the issue of shares of stock of the corporation from time to time, upon such terms as may be lawful, in consideration of money paid, labor done or services rendered, debts or securities cancelled, or tangible or intangible property received, or in the case of shares issued as a dividend against amounts transferred from surplus to capital.
 - d. **Borrowing Money and Incurring Debt.** To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities, therefore.
 - e. **Promulgation of Rules and Regulations; Publication; Easements.** To make and promulgate reasonable rules and regulations for the maintenance, care, and preservation of the Cedar Lake Area as they may deem to be necessary and in the best interests of the corporation and its shareholders. Such rules and regulations shall be attached hereto, made part hereof and marked as Annex-A and Annex-B. To designate a common area easement which easement shall be held and kept for the use of all shareholders except where established property lines encroach on the easement. Such common area easement is attached hereto, made a part hereof and marked as Annex-C. A copy of Annex-A, Annex-B and Annex-C shall be posted in public places as determined by the Board of Directors and any new rules or regulations or changes in the common area easement shall be published in the official news medium of the corporation.

B. Number, Election and Term of Office

1. **Number of Directors Determined by Shareholders; Term Limitation.** The number of directors, which shall constitute the whole Board of Directors, shall be not less than three (3) and no more than seven (7). Subject to the foregoing limitation, the shareholders at any meeting shall determine the number which shall constitute the Board of Directors and the number so determined shall remain fixed until changed at a subsequent meeting. No person may serve as a director of the corporation for more than two (2) consecutive terms; *amended November 13, 2005*. Any person may be elected to the Board again, after a period of one year between consecutive terms; *amended November 11, 2018*.

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- 2. Election of Directors.** There shall be two classes of directors. There shall be four (4) class one directors who shall be elected at the annual meeting of the shareholders held in each even calendar year and three (3) class two directors who shall be elected at the annual meeting of shareholders held in each odd year, provided, however, if any such annual meeting is not held or the first or second class directors, as the case may be, are not elected thereat, then the first or second class directors, as the case may be, may be elected at any meeting of shareholder held for that purpose.
- 3. Term of Office.** Each director shall hold office for two (2) years or until said director's successor is elected and qualified.
- C. Qualifications.** A director must be a shareholder of the corporation. As of *January 1, 2016*, any director who is in arrears on their quarterly assessments, by the amount of two quarterly assessments, shall no longer be considered qualified to serve on the Board of Directors and their position shall immediately be considered vacated. Emergency requests may be honored when payment arrangements for the delinquent assessments have been made with the corporation prior to reaching this amount owed.
- D. Vacancies**
 - 1. Defined.** A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail, at any annual or special meeting of shareholders at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting. The Board of Directors shall declare vacant the office of a director if he be declared of unsound mind by an order of court or convicted of a felony or may do so within sixty (60) days after notice of his election if he does not accept such office in writing or does not attend a meeting of the Board of Directors.
 - 2. Vacancy filled by Board of Directors.** Vacancies in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office for the remainder of the term of the director he or she replaces until said director's successor is elected at an annual or a special meeting of the shareholders.
 - 3. Vacancy filled by Vote of Shareholders.** The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.
 - 4. Effect of Reduction in Number of Directors.** No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.
- E. Resignations**
 - 1. Manner of Resignation.** Any director may resign at any time by giving written notice of said director's resignation to the Board of Directors or Chairman of the Board of Directors or the President or the Secretary.
 - 2. Time Resignation Effective.** Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt.
 - 3. Acceptance of Resignation not Required.** Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
 - 4. Effect of Acceptance on Power to Elect Successor.** If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, the Board of Directors shall have power to elect a successor to take office when the resignation is to become effective.
 - 5. Two Year Wait Time.** Any director resigning from his/her position on the Board of Directors, must wait two years before he/she is eligible to serve on the Board of Directors again; *added November 8, 2020.*

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F. Removal. The entire Board of Directors or any individual director may be removed from the Board of Directors and any officer may be removed from office with or without cause by a vote of shareholder holding a majority or more of the outstanding shares entitled to vote at any annual or special meeting of shareholders. If the entire Board of Directors or any one or more directors be so removed, new directors may be elected at the same meeting of shareholders.

G. Regular Meetings

- 1. When Held.** A regular annual meeting of the Board of Directors for the purpose of election of officers of the corporation and the transaction of any other business coming before such meeting shall be held each year following the adjournment of the annual shareholders' meeting and no notice of such meeting to the elected directors shall be necessary in order to legally constitute the meeting, provided a majority of the whole Board of Directors shall be present. If a majority of the Board of Directors shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the consent, in writing, of all the directors. Thereafter regular meetings of the Board of Directors shall be held on the second Friday of each month unless prior written notice is posted at the offices of the corporation at least five (5) calendar days prior to said regular meeting.
- 2. Place of Meeting.** Regular meetings of the Board of Directors shall be held at the office of the corporation or any place within or without the State of Delaware, which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors.

H. Special Meetings

- 1. When Held.** Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or, if he is absent or unable to act, by any Vice-President or by any director.
- 2. Business.** No business shall be considered at any special meeting other than the purpose of purposes mentioned in the notice given to each director of the meeting, except upon the unanimous consent of all directors.
- 3. Place of Meeting.** Special meetings of the Board of Directors may be held either at a place so designated or at the principal office.
- 4. Notice.** Written notice of the time, place and the purpose or purposes of all special meetings shall be delivered personally to each director or sent to each Director by mail or by other forms of written communication, charges prepaid, addressed to him/her at his/her address as shown on the records of the corporation, or if it is not shown on such records or is not readily ascertainable, at the place where the meetings of directors are regularly held and a copy of said notice shall be posted on the bulletin board of the Western Sportsman's Club, Inc. at least twenty-four (24) hours in advance of said special meeting. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least two (2) business days prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal, and personal notice to such director.

I. Meetings; Shareholder Proposals; Executive Sessions; Emergencies

- 1. Meetings.** All meetings of the Board of Directors shall be open to all shareholders unless the Board of Directors adjourns to an executive session at which time the meeting will be closed to all persons other than the directors.

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- 2. *Shareholder Proposals.*** Any shareholder desiring to bring an item before the Board of Directors for discussion must submit a written description of the item to be discussed to the President, Secretary, or office personnel prior to the start of the meeting and if said item has been properly submitted then it will be placed on the agenda for said meeting and the shareholder shall be recognized by the President and shall be allowed adequate time to discuss said item.
- 3. *Executive Sessions.*** Upon the majority vote of the Directors then present the meeting will be closed to all persons other than the directors and the directors may consider any matters during said executive session; provided, however, the topic(s) discussed in the executive session shall be reported to the open meeting. The minutes shall reflect the topic(s) of all meetings, including the executive sessions.
- 4. *Emergencies.*** In the case of emergency or unusual situations requiring Board of Directors action in intervals between the regularly scheduled meetings, the President may poll the directors by telephone in order to arrive at a decision. If such action occurs, the item must appear on the agenda of the following meeting of the Board of Directors so that the action will be recorded for the record in the minutes of the Board of Directors meeting.
- J. *Publication of Minutes.*** The minutes of all meeting of the Board of Directors shall be posted in the office of the corporation within two (2) weeks after said minutes are approved.
- K. *Waiver of Notice.*** Any actions taken or approved at any meeting of the Board of Directors, however called, and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. If a director does not receive notice of a meeting, but attends and participates in the meeting, he shall be deemed to have waived notice of the meeting.
- L. *Quorum***
 - 1. *Defined.*** At all meetings of the Board of Directors, a quorum shall consist of a majority of the entire number of directors.
 - 2. *Acts of Board of Directors when a Quorum is Present.*** At all meetings of the Board of Directors as which a quorum is present the acts of the Board of Directors shall be the acts of the Board of Directors except as may otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws and except to adjourn as hereinafter provide.
 - 3. *Adjournment***
 - a. *Quorum.*** A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour.
 - b. *Majority of Directors Present.*** In the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured.
 - c. *Business Transacted upon Resumption of Meeting.*** At any adjourned meeting at which a required number of directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
 - d. *Notice of Adjourned Meeting.*** Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

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- M. Telephonic Meetings.** Members of the Board of Directors may participate in a meeting of such Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participating in a meeting pursuant to this section shall constitute presence in person at such meeting.
- N. Action without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing. Such written action by unanimous consent shall have the same effect as action taken at a meeting of the Board of Directors and shall be filed with the Secretary of the corporation and made a part of the minutes of proceedings of the Board of Directors.
- O. Fees and Compensation.** Directors and members of committees shall not receive compensation for their services; provided, however, a director may be reimbursed for expenses the director incurs in furtherance of the business of the corporation, not to exceed \$100 per incurrence. All reimbursements must be approved by the Board of Directors at the regular monthly Board meeting and accompanied by documentation and original receipts. This shall be included in the Treasurers monthly report(s); *amended November 8, 2020.*

ARTICLE IV – EXECUTIVE COMMITTEE

- A. Discretion of Board of Directors; Minimum Number of Members.** The Board of Directors, may if it deems necessary, acting by resolution adopted by a majority of the number of directors fixed by these Bylaws, elect from their own members an Executive Committee composed of up to five (5) voting members.
- B. Duties**
- 1. Authority to Manage the Corporation.** The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation in the interval between meetings of the Board of Directors, subject to the control and direction of the Board of Directors, except to the extent, if any, such authority shall be limited by the resolution appointing the Executive Committee and except the power to declare dividends and to adopt, amend or repeal the Bylaws and where action of the Board of Directors is required by law.
 - 2. Minutes of Meetings.** It shall keep regular minutes of its proceedings that shall be reported to the directors at their next meeting.
- C. Meetings.** The Executive Committee shall meet at such times as may be fixed by the Committee or on the call of the President. Notice of the time and place of meeting shall be given to each member of the Committee in the manner provided for the giving of notice to member of the Board of Directors of the time and place of social meetings of the Board of Directors or in such other manner as the Executive Committee by resolution may proscribe.
- D. Quorum**
- 1. Defined.** A majority of the member of the Executive Committee shall constitute a quorum for the transaction of business.
 - 2. Majority Action.** The act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.
 - 3. Voting.** At all meetings of the Executive Committee, each member present shall have one (1) vote which shall be cast by him/her in person.

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- E. Waiver of Notice.** Any actions taken or approved at any meeting of the Executive Committee, however called, and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof.
- F. Removal.** The entire Executive Committee or any individual member thereof may be removed from the Committee with or without cause by a vote of a majority of the whole Board of Directors.
- G. Vacancies.** The Board of Directors shall fill all vacancies in the Executive Committee that may occur from time to time.
- H. Action without Meeting; Telephonic Meeting.** Action may be taken by the Executive Committee in the manner allowed by the Board of Directors pursuant to Sections M and N of Article III.

ARTICLE V - BUDGET COMMITTEE

- A. Discretion of Board of Directors; Minimum Number of Members.** The Board of Directors shall, acting by resolution adopted by a majority of the number of directors fixed by these Bylaws, appoint a Budget Committee. The Budget Committee shall consist of three (3) or more members at least two (2) of who must be directors.
- B. Duties**
- 1. Preparation of Budget.** The Budget Committee shall have and exercise all of the authority of the Board of Directors in the preparation of the budget for the corporation for the next ensuing fiscal year of the corporation. The budget shall be presented to the Board of Directors on or before the first day of October of each year. The budget shall be used to fix the annual assessment for each shareholder for the next ensuing fiscal year of the corporation.
 - 2. Minutes of Meetings.** It shall keep regular minutes of its proceedings, which shall be reported to the directors at their next meeting.
- C. Meetings.** The Budget Committee shall meet at such times as may be fixed by the Committee or on the call of the President. Notice of the time and place of meeting shall be given to each member of the Committee in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors or in such other manner as the Budget Committee by resolution may prescribe.
- D. Quorum.**
- 1. Defined.** A majority of the members of the Budget Committee shall constitute a quorum for the transaction of business.
 - 2. Majority Action.** The act of the majority of the members of the Budget Committee present at a meeting at which a quorum is present shall be the act of the Budget Committee.
 - 3. Voting.** At all meetings of the Budget Committee, each member present shall have one (1) vote which shall be cast by him/her in person.

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- E. Waiver of Notice.** Any actions taken or approved at any meeting of the Budget Committee, however called, and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof.
- F. Removal.** The entire Budget Committee or any individual member thereof may be removed from the Committee with or without cause by a vote of majority of the whole Board of Directors.
- G. Vacancies.** The Board of Directors shall fill all vacancies in the Budget Committee which may occur from time to time.
- H. Action without Meeting; Telephonic Meeting.** Action may be taken by the Budget Committee in the manner allowed by the Board of Directors pursuant to Sections M and N of Article III.

ARTICLE VI – COMMITTEES

- A. Discretion of Board of Director; Minimum Number of Members; Name.** The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, in addition to the Executive Committee provided for in Article IV and the Budget Committee provided for in Article V hereof, each committee to consist of at least one (1) director of the corporation, which to the extent provided in the resolution, shall have and may exercise the powers designated by the Board of Directors in the resolution establishing said committee, except where action of the Board of Directors is required by law, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.
- B. Procedural Rules.** Each committee shall comply with the same procedural rules set forth in Sections C through H, both inclusive, of Article IV of these Bylaws that are applicable to the Executive Committee.

ARTICLE VII – OFFICERS

A. Officers in General

- 1. President; Secretary; Treasurer.** The officers of the corporation shall be a President, Secretary, and a Treasurer.
- 2. Other Officers.** The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board of Directors, Executive Vice-President and one or more Vice-Presidents.
- 3. Assistant and/or Subordinate Officers.** The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.
- 4. Multiple Offices.** One person may hold two or more offices; provided, however, no person shall at the same time hold more than one of the offices of President, Executive Vice-President, and Vice-President.
- 5. Appointment; Term of Office.** The officers of the corporation, except such officers as may be appointed in accordance with the provisions of paragraph 3 and 7 of this Section A, shall be chosen annually by the Board of Directors, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected and qualified. No person shall serve more than two (2) consecutive terms in any office.

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6. *Removal and Resignations.*

a. *Removal by Board of Directors.* Any officer may be removed from office, either with or without cause by the Board of Directors, at any regular or special meeting thereof.

b. *Resignation.* Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

B. *Chairman of the Board of Directors.* The Chairman of the Board of Directors, if any, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the Board of Directors or prescribed by the Bylaws. The Chairman of the Board of Directors must be a director of the corporation.

C. *President.* Subject to such powers and duties, if any, as may be assigned by the Board of Directors to the Chairman of the Board of Directors, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation, including:

1. *Authority to Preside at Meeting.* The President shall preside at all meetings of the shareholders. In the absence of the Chairman of the Board of Directors, or if there be none, the President shall preside at all meetings of the Board of Directors.

2. *Reports to Shareholders and Board of Directors.* At the annual meeting of the shareholders, the President shall submit a complete report of the operations of the corporation's affairs as existing at the close of each year and shall report to the Board of Directors from time to time all such matters coming to his/her attention and relating to the interest of the corporation as should be brought to the attention of the Board of Directors.

3. *Other Powers.* The President shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of the corporation's business and shall, with the Secretary, sign the minutes of all shareholder's and director's meetings over which the President may have presided. The President shall execute bonds, mortgages and other contracts requiring a seal under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

4. *Member of Board of Directors.* The President shall be a member of the Board of Directors and an ex-officio member of all standing committees, including the Executive Committee, if any, and the Budget Committee, and the President shall have such usual powers and duties of supervision and management as may pertain to the office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall be a member of the Board of Directors, provided, however, that the President shall continue to hold office until said officer is removed or a successor has qualified after being appointed or elected notwithstanding an earlier termination of said officer's position as a member of the Board of Directors.

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- D. Executive Vice-president.** The Executive Vice-President, if any, shall be the executive officer of the corporation next in authority to the Chairman of the Board of Directors and the President, both of whom said Executive Vice-President shall assist in the management of the business of the corporation and the implementation of orders and resolutions of the Board of Directors. In the absence of the Chairman of the Board of Directors and the President the Executive Vice-President shall preside at all meetings of the shareholders and of the directors and shall exercise all other powers and perform all other duties of the Chairman of the Board of Directors and the President; the Executive Vice-President shall be ex-officio a member of all standing committees; and shall perform such other duties as the Board of Directors may from time to time prescribe. The Executive Vice-President shall have all the authority conferred upon a Vice-President by these Bylaws.
- E. Vice-President.** In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by the Bylaws.
- F. Secretary**
- 1. General Powers**
- a. Minutes of Corporation.** The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and shareholders, with the time and place of the holding, whether regular or special, and, if special, how authorized, the notice thereof.
- b. List of Shareholders; Inspection.** The Secretary shall keep, or cause to be kept, at the principal office of the corporation or at the office of the corporation's transfer agent, a share ledger or a duplicate share ledger showing the names of the shareholders and the number and classes of shares held by each. The Secretary shall allow any shareholder in good standing and entitled to vote, upon written request, during normal business hours, to inspect the share ledger.
- c. Notice of Meetings; Seal.** The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors required by the Bylaws or by law to be given, and he/she shall keep the seal of the corporation in safe custody.
- d. Execute Instruments and Documents.** The Secretary shall also sign, with the President or Vice-President, all contracts, deeds, licenses, and other instruments when so ordered.
- e. Reports.** The Secretary shall make such reports to the Board of Directors as they may request and shall also prepare such reports and statements as are required by the laws of the State of Delaware and shall perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.
- f. Other Duties.** The Secretary shall attend to such correspondence and perform such other duties as may be incidental to his office or as may be properly assigned to him/her by the Board of Directors.
- 2. Assistant Secretary.** The Assistant Secretary, if any, shall perform the duties of the Secretary in the case of the absence or disability of the Secretary and such other duties as may be specified by the Board of Directors.

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G. Treasurer

1. General Powers.

a. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director.

b. Deposit and Disburse Funds. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of said officer's transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

2. Assistant Treasurer. The Assistant Treasurer, if any, shall perform the duties of the Treasurer in the event of the absence or disability of the Treasurer and such other duties as the Board of Directors may determine.

H. Delegation of Duties. In case of the absence or disability of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of a majority of the whole Board of Directors, delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director.

ARTICLE VIII – ASSESSMENTS

A. Assessments for Corporate Obligations and Debts; Other Assessments. The Class 'A' Common Stock (but not Class 'B') shall be subject to assessment for obligations and debts of the corporation, but at no time and for no amount other than is fixed at any annual or special meeting of shareholders. Both the Class 'A' Common Stock and the Class 'B' Common Stock shall be subject to other assessments as set forth in the Certificate of Incorporation.

B. Emergency and Non-Emergency Special Assessments. In the event emergency or non-emergency funds are required at Cedar Lake, the Board of Directors shall call a special meeting of shareholders as provided for in Article II, Section C as soon as possible. The notice shall state the specific purpose of the emergency or non-emergency special assessment. The Treasurer shall keep the funds from the emergency or non-emergency special assessment in a separate account apart from the general funds of the corporation. The funds from the emergency or non-emergency special assessment shall only be used for the purpose for which the assessment was made. In the event of an excess of special assessment funds, the funds shall be held at interest until the shareholders vote on the disposition of said funds at the next annual or special meeting of shareholders. An emergency shall be defined as a sudden or unexpected happening or event requiring expenditures of substantial funds not provided for in the budget.

C. Assessments for Multiple Lot Holders. When a shareholder owns more than one lot, he/she may file a written request with the Board of Directors pursuant to the provisions Section A3 of Article IX to exchange his/her Class 'A' stock for Class 'B' stock and to be assessed as a Class 'B' shareholder.

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- D. Payment of Assessments.** Assessment for corporate obligations and debts, other assessments, and special assessments for the next ensuing year of the corporation shall be paid in advance at the option of the shareholder in annual, semi-annual, or quarterly payments. Any assessment call which is overdue and unpaid by the end of the calendar quarter preceding the annual meeting of shareholders will be deemed delinquent and the Board of Directors is authorized to take such legal action as is deemed necessary to collect same. Any delinquent assessment call is hereby declared to be a lien against the corresponding shares and lot until paid in full. Delinquent assessment calls shall bear interest at a rate to be established by the Board of Directors.
- 1. Collection Agency.** As of *April 1, 2019*, any shareholder in arrears on their assessments, by the amount of two (2) quarterly assessments, will be turned over to a collection agency.
 - 2. Gate Cards.** As of *April 1, 2019*, all the gate cards of any shareholder in arrears on their quarterly assessments, by the amount of two (2) quarterly assessments, will be deactivated. Once consistent payment arrangements are established, one card will be allowed. When all unpaid and overdue assessments have been paid in full, the shareholder may request that their gate cards be reactivated, pending approval of the Board of Directors. There is a \$25 deactivating fee and reactivating fee, for each gate card, which will be added to the shareholder's account.
 - 3. Boat Dock Space.** As of *July 12, 2019*, the boat dock space of any shareholder in arrears on their quarterly assessments, by the amount of two (2) quarterly assessments, shall be considered vacant. Western Sportsman Club may remove anything in the boat dock space. The boat dock space will be available for Western Sportsman Club to assign to another shareholder. When all unpaid and overdue assessments have been paid in full, the shareholder may request another boat dock space, pending approval of the Board of Directors.
 - 4. Public Records.** As of *May 1, 2016*, a copy of the public record of the lien on all shareholders in arrears on their quarterly assessments, by the amount of four quarterly assessments, will be posted in a public place as determined by the Board of Directors. When all unpaid and overdue assessments have been paid in full the copy of the public record will be removed.
- E. Loss of Privileges.** Any share on which an assessment call has not been paid prior to the end of the calendar quarter preceding the annual meeting of shareholders shall be deemed to be not fully paid and the shareholder who is in arrears will be deemed "not in good standing" with the corporation and will be denied all voting privileges and the use of the facilities of the Corporation. The Corporation will not honor any requests or proposals presented by a shareholder who is "not in good standing". Upon payment of all unpaid assessments a shareholder shall return to good standing, however the shareholder will not be eligible to vote, request or propose anything at the annual meeting. Emergency requests may be honored when payment for said service is arranged before the service is rendered.
- F. Hardships.** In cases of hardship and after written application by a shareholder and approval by the Board of Directors, a shareholder shall be allowed up to five (5) additional years to pay any special assessment.
- G. Notice of Non-Payment of Assessment; Publication of Names.** Each shareholder who is in arrears on the payment of any assessment call on August 31 of each year and who has not made arrangements for the payment of the delinquent assessment call prior thereto, shall be given written notice that the shareholder will suffer a loss of privileges, including the loss of the shareholder's voting privileges, if the delinquent assessment call is not paid or arrangements for the payment thereof made prior to October 1. The notice shall be given to each shareholder in arrears on the payment of assessments, either personally, or by mail or other means of written communication, charges prepaid, addressed to the shareholder at the address appearing on the books of the corporation or given by the shareholder to the corporation for the purposes of notice. A list of the delinquent shareholders shall be posted in public places as determined by the Board of Directors and shall be published in the official news medium of the corporation.

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- H. Attorney and/or Collection Fees.** Past due accounts assigned to an attorney or collection agency for collection or suit, WSC shall be entitled to reasonable attorney fees and/or the cost of collections.

ARTICLE IX - SHARES OF STOCK

A. Classes of Stock; Numbering; Issuance

- 1. Classes of Stock.** There are two (2) classes of common stock of the corporation, Class 'A' voting stock and Class 'B' non-voting stock.
- 2. Numbering and Issuance of Class 'A' Shares; Claims.** Each lot at Cedar Lake has a lot number. The record owner of a numbered lot at Cedar Lake shall receive one share of Class 'A' voting stock which certificate shall bear the same number as the numbered lot owned by said shareholder at Cedar Lake. The record owner described above of a numbered lot at Cedar Lake shall be treated by the corporation as the shareholder of record of the Class 'A' share and the corporation shall not be bound to recognize any equitable or other claim to or interest in said Class 'A' share or its corresponding lot on the part of any other person, whether or not it shall have express or other notice thereof, except as may be otherwise expressly provided by law. A Class 'A' share of stock shall be sold only by the corporation and only when said share conforms to the realty in the form of a lot at Cedar Lake in Canadian County, State of Oklahoma, as shown by the recorded plat thereof. Each and every time a share of stock is transferred on the books of the corporation, there shall be added to the stock certificate number a letter beginning with the letter 'A', i.e. on the first transfer of lot 1 the new number of the stock certificate shall be '1A', on the second transfer of lot 1 the new number of the stock certificate shall be '1B', etc.
- 3. Class 'A' Cap; Issuance; Cancellation; Numbering of Class 'B' Shares; Annual Fee.** Cedar Lake must maintain a total of 540 Class 'A' shares of stock before a Class 'A' share of stock can be transferred to a Class 'B' share of stock. If a shareholder owns more than one numbered lot, at Cedar Lake, and is in good standing and entitled to vote, then the shareholder may request that the Board of Directors authorize the transfer of the Class 'A' share of stock to a Class 'B' share of stock. The request must be in writing, filed in the office of the corporation and recite that said additional numbered lot is unoccupied and will remain unoccupied. The shareholder agrees that if the use of the numbered lot changes, the shareholder will immediately notify the office of the corporation and the Class 'B' share of stock will revert back to a Class 'A' share of stock. The shareholder appoints the President of the corporation as his/her attorney-in-fact to effectuate said transfer, and the shareholder will pay the corporation an annual fee of \$12.50 each year the shareholder owns a Class 'B' share of stock. A share of Class 'B' stock shall be numbered and transferred in the same manner as a Class 'A' share of stock. The total number of Cedar Lake's Class 'A' shares of stock over 540 is the number of transfers that are available. All requests to transfer a Class 'A' share of stock to a Class 'B' share of stock must be approved by the Board of Directors at the October Board of Director's meeting and if approved will be effective January 1st of the next succeeding year. The transfer requests will be considered according to the date on the transfer request form filed in the WSC Office. As of *December 14, 2018*, upon the sale of any lot by WSC, Inc., or through any judicial or court ordered sale, regardless of the current classification, such lot will be classified as an 'A' lot. The purchaser may apply to have the lot reclassified as a 'B' lot, if so qualifies, no sooner than one (1) year following the date of sale, per WSC lot cap procedures.
- 4. Issuance of Class 'A' Shares to Leaseholders.** Any tenant or ninety-nine (99) year leaseholder who leases a lot from the corporation may at any time become a shareholder by purchasing at par value of ten dollars (\$10) a share of Class 'A' stock to correspond to the lot leased, and by agreeing in writing to accept and pay assessments for corporate obligations and debts other assessments and special assessments as fixed by the shareholders, the Bylaws of the Corporation, and the Certificate of Incorporation. Until a ninety-nine (99) year leaseholder becomes a shareholder, the provisions of the ninety-nine (99) year lease, as originally sold to tenants of Western Sportsman Club, Inc. upon its inception, shall be accepted by the leaseholder and Western Sportsman Club, Inc. and shall be strictly enforced by all parties.

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B. Certificates of Stock

- 1. In General.** A certificate shall be issued for each share of capital stock issued by the corporation to a shareholder, showing the class of stock, the name of the owner and the lot number of the real property owned or leased directly from the corporation by the shareholder at Cedar Lake. All such certificates shall be signed by the President or a Vice-President and the Secretary or an Assistant Secretary with the seal of the corporation affixed thereto. Such seal may be a facsimile. Even though an officer who signed, or whose facsimile signature has been placed upon, a certificate for shares shall have ceased to be an officer of the corporation before such certificate is issued, such certificate may be issued with the same effect as if such officer had not ceased to be such at the date of issue.
- 2. Legend on Certificates.** Each certificate issued to a shareholder shall on the reverse side thereof contain the following language:
 - The sale, assignment, or other disposition of this stock is subject to all the terms, conditions and limitations by the Bylaws of this Corporation and its Certificate of Incorporation, which are hereby incorporated by reference and to which attention is directed.
 - The Certificate is further restricted in that it must be sold, transferred, or assigned only in conjunction with the ownership in fee of a lot located at Cedar Lake, Section 18, T11N, R9W, LM., Canadian County, State of Oklahoma which bears the same number as the number of the Certificate according to a recorded plat thereof.
- 3. Lost Certificates.** Except as hereinafter in this section provided, no new certificate for shares shall be issued in lieu of an old one unless the latter is surrendered and canceled at the same time. The Board of Directors may, however, in case any certificate for shares is lost, stolen, mutilated, or destroyed authorize the issuance of a new certificate in lieu thereof, upon such terms and conditions including indemnification of the corporation reasonably satisfactory to it, as the Board of Directors shall determine.

C. Record of Shareholders; Transfer of Shares

- 1. Name and Addresses of Shareholders.** There shall be kept at the registered office of the corporation a record containing the name and addresses of all shareholders of the corporation, the number and class of shares held by each, the dates when they respectively became the owners of record thereof and if the shares were issued partly paid, the remainder of the consideration to be paid therefore; provided, however, that the foregoing shall not be required if the corporation shall keep at its registered office a statement containing the name and post office address, including street number, if any, of the custodian of such record.
- 2. Duplicate Lists.** Duplicate lists may be kept in such other state or states as may, from time to time, be determined by the Board of Directors.
- 3. Transfer of Stock.** A shareholder who is in good standing and entitled to vote may transfer shares of stock of the Corporation as follows:
 - a.** A share of class 'A' stock may be transferred or assigned only when fee simple title or a lease from the Corporation to a numbered lot at Cedar Lake is conveyed to another person or it is an exchange of a share of Class 'A' stock for a share of Class 'B' stock authorized by the Board of Directors.
 - b.** A share of Class 'B' stock may be transferred or assigned only when fee simple title to a numbered lot at Cedar Lake is conveyed to another person who holds a share of class 'A' stock or will be issued a share of class 'A' stock as a part of the transaction in which the person acquires the class 'B' stock or when the transfer is authorized by the Board of Directors.

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- c. The transfer of a share of stock shall be effectuated when either a shareholder exchanging class 'A' stock for class 'B' stock in a transaction authorized by the Board of Directors or both the transferring shareholder and the purchaser and/or lessee of a numbered lot, or his/her/their agent, personally appear before the officer, employee or agent of the corporation designated to effect said transfer on the books of the corporation at the offices of the corporation at Cedar Lake, Canadian County, Oklahoma; provided, however, prior to the transfer of any share of class 'B' stock, the person to whom the class 'B' stock is to be transferred must deliver to the Corporation a signed agreement stating that the numbered lot corresponding to the share of class 'B' stock is unoccupied and will remain unoccupied, that if the use of the numbered lot changes the Corporation shall have the power to immediately cancel the class 'B' share of stock and issue a class 'A' share of stock to said person, that said person agrees to the exchange of the class 'B' share of stock for a class 'A' share of stock on any change of use, that said person appoints the President of the corporation as his/her attorney-in-fact to effectuate the exchange, and that said person will pay to the corporation an annual fee in the amount of \$12.50 each year said person owns a Class 'B' share of stock.
- d. As of *June 14, 2019*, a transfer fee of one hundred dollars (\$100) shall be charged on the transfer of each and every share to cover administrative costs of the transfer.
- e. Upon presentation of 1) a certificate of the Board of Directors authorizing the transfer in the case of an exchange of a share of class 'A' stock for a share of class 'B' stock or a deed duly executed and recorded; 2) the written agreement required by Article IX C3c, hereinabove in the case of the transfer of any shares of class 'B' stock; 3) surrender and cancellation of a certificate or certificates properly endorsed or accompanied by a duly executed stock transfer power and payment of all taxes and assessments due thereon, with such proof of authenticity of the signatures as the corporation or its transfer agent may reasonably require; and 4) the payment of the transfer fee, the shares surrendered shall be transferred.

D. Record Date and Closing Stock; Books

- 1. **Voting.** The Board of Directors may fix a time as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders not more than sixty (60) days nor less than ten (10) days prior to the date of the meeting.
- 2. **Distributions; Other Matters.** The Board of Directors may also fix a time as a record date for the determination of shareholders entitled to receive any dividend or distribution, or any allotment of rights, or to exercise rights in respect to any change, conversion, or exchange of shares which shall be not more than sixty (60) days prior to the date of the event for the purpose of which it is fixed.
- 3. **Rights of Shareholders of Record.** When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or to receive a dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date.
- 4. **Closing of the Books.** In lieu of fixing a record date, the Board of Directors may close the books of the Corporation against any transfer of shares for a stated period but not to exceed in any case the maximum periods set forth above.

- E. **Registered Shareholders.** The corporation shall be entitled to recognize the holder of record of any share or shares of stock as the exclusive owner thereof for all purposes, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof; except as otherwise provided by law.

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- F. Regulations.** The Board of Directors may make such rules and regulations as it may deem expedient concerning the issuance, transfer, and registration of certificates for shares of stock.
- G. Treasury Shares.** Treasury shares, or other shares not at the time issued and outstanding, shall not, directly, or indirectly, be voted at any meeting of the shareholders, or counted in calculating the actual voting power of shareholders at any given time.

ARTICLE X - EXECUTION OF CONTRACTS

- A. Contracts; \$40,000 Limitation.** The Board of Directors or any committee of directors thereunto authorized may authorize any officer or officers, agent, or agents, to enter into any contract or to execute and deliver in the name and on behalf of the corporation any contract or other instrument, except certificates representing shares of stock of the corporation, and such authority may be general or may be confined to specific instances. All contracts or purchases in excess of \$500 shall be awarded to the most responsible bidder. The officer or agent authorized by the Board of Directors to enter into any contract shall obtain at least three (if available) bona fide bids. The bids shall be maintained as a permanent record with the purchase invoice. No expenditure on any one contract or purchase in excess of \$40,000 in any one year shall be made by the corporation unless specifically directed to do so by the shareholders at an annual or special meeting of shareholders; *amount amended November 10, 2019.*
- B. Checks and Drafts; \$1,000 Limitation.** All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors; provided, however, any check, draft or other orders for the payment of money, notes, acceptances or other such evidences of indebtedness issued by or in the name of the corporation in excess of one thousand dollars (\$1,000) shall be cosigned by the President or Vice-President.
- C. Deposits: Bank Accounts**
- 1. Deposits of Funds.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors from time to time designate or as may be designated by an officer or officers of the corporation to whom such power of designation may from time to time be delegated by the Board of Directors.
 - 2. Special Rules.** The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.
 - 3. Endorsements.** Unless otherwise provided by resolution of the Board of Directors, endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the corporation or by written endorsement of any officer without counter signature.
- D. Loans.** No loans shall be contracted on behalf of the corporation unless authorized by the Board of Directors. When so authorized, unless a particular officer or agent is directed to negotiate the same, a loan may be negotiated, up to the amount so authorized, by the President or a Vice-President or the Secretary or the Treasurer. Such officers are hereby severally authorized to execute and deliver in the name and on behalf of the corporation notes or other evidences of indebtedness countersigned by the President or a Vice-President for the amount of such loans and to give security for the payment of any and all loans, advances, and indebtedness by hypothecating, pledging, or transferring any part or all of the property of the corporation, real or personal, at any time owned by the corporation.

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- E. Sale or Transfer of Securities Held by the Corporation.** Stock certificates, bonds or other securities at any time owned by the corporation may be held on behalf of the corporation or sold, transferred, or otherwise disposed of pursuant to authorization by the Board of Directors, or of any committee thereunto duly authorized, and when so authorized to be sold, transferred, or otherwise disposed of, may be transferred from the name of the corporation by the signature of the President, Executive Vice-President and the Secretary or Treasurer.

ARTICLE XI – MISCELLANEOUS

- A. Fiscal Year.** The fiscal year of the corporation shall be determined by the Board of Directors.
- B. Seal.** The corporate seal shall be a device containing the name of the corporation and the word “Delaware”.
- C. Western Sportsman Club News.** “The Western Sportsman Club News” issued by the Board of Directors is the official news medium for the corporation.
- D. Security.** The Western Sportsman Club, Inc. shall provide a security force as necessary to maintain order within the property boundary of the corporation. The security force shall have the power and authority of a policeman peace officer to the extent that the Statutes of the State of Oklahoma allow.
- E. Anti-Nepotism.** The corporation is prohibited from hiring the following: (a) a Director, (b) spouse of a Director; (c) parent of a Director, (d) son or daughter of a Director, (e) brother or sister of a Director, (f) spouse of a brother or sister of a Director, (g) cousins, nieces and nephews of a Director related by blood or marriage. In the event a relative of an employee of the corporation is elected to the Board of Directors then said employee may continue as an employee at the discretion of the Board of Directors.
- F. Inspection of Corporate Records**
- 1. When Inspection Allowed.** The share ledger or duplicate share ledger, the books of account, copy of the Bylaws as amended certified by the Secretary/Treasurer, and minutes of proceedings of the shareholders and directors and of the Executive and other committees of the director shall be open to inspection upon the written demand of any shareholder or holder of a voting trust certificate in good standing and entitled to vote, at any reasonable time, and for a purpose reasonably related to his/her interests as a shareholder or as the holder of a voting trust certificate, and shall be exhibited at any time when required by the demand of a majority or more of the shares represented at any shareholders’ meeting.
 - 2. Demand for Inspection.** Demand of inspection other than at a shareholders’ meeting shall be made in writing and delivered to the office of the Corporation.
 - 3. Who May Inspect.** Such inspection may be made in person or by an agent or attorney and shall include the right to make copies. The expenses of inspection shall be paid by the inspecting shareholder including but not limited to the cost of copies.
 - 4. Attorney’s Opinions.** Any shareholder or agent eligible and entitled to inspect the records of this corporation, shall be entitled to inspect, and review any opinion received from an attorney regarding the operation of this corporation, its liabilities and/or assets, or any other issue regarding the function of this corporation. This authority to inspect also extends to any opinion from an attorney or accountant or any professional for whose opinion the corporation has expended funds.

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ARTICLE XII – NOTICES

- A. Forms of Notice.** Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail in a postpaid sealed wrapper, addressed to such director, officer or shareholder at such address as appears on the books of the corporation, or, in default of other address, to such director, officer or shareholder at the general post office in the city where the corporation's principal office for the transaction of business is located, and such notice be deemed to be given at the time when the same shall be thus mailed.
- B. Waiver of Notice; Attendance at Meeting**
- 1. Written Waiver.** Any shareholder, director or officer may waive any notice required to be given under these Bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice.
 - 2. Waiver by Attendance.** Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully call or convened.
- C. Shareholder Address.** It is the shareholders responsibility to notify Western Sportsman Club office of any address changes. All mail will be sent to the shareholder at the address appearing on the books of the corporation.

ARTICLE XIII – AMENDMENTS

- A. Who May Amend.** These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of a majority or more of the shares issued and outstanding, and entitled to vote thereat, at any regular or special meeting of the shareholders if notice of the proposed amendment, alteration, change, or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority or more of the Board of Directors at any regular or special meeting of the Board of Directors. The Board of Directors is authorized to amend, alter, change, or repeal any Bylaw of this corporation only after they have published notice to all shareholders on at least two occasions, reciting the proposed action. This Notice does not include posting on the board inside of the WSC offices; *amended November 10, 2019*. The Board of Directors is prohibited from making changes to any article(s) in the Bylaws that affect the Board of Directors, members of the Board of Directors or the positions that they hold; *amended November 13, 2005*.
- B. Shareholder Amendments.** Any Amendment to the Bylaws that is proposed by a shareholder shall be presented to the Secretary of the Corporation by October 1st; *amended September 11, 2020*. Such proposed amendment must be on 8 ½" x 11" paper and must state the reason for such amendment in one hundred words or less and shall be mailed to all shareholders with the notice of the annual meeting.

Rules and Regulations of Western Sportsman Club, Inc

ANNEX-A - RULES AND REGULATIONS

1. Each shareholder is responsible for assuring that all regulations are observed and followed by any guests he/she admits to the Cedar Lake Area.
2. No glass containers allowed on the beach or on common (boat ramp, dam, Lost Lake, etc.) areas; *amended November 8, 2020.*
3. The Western Sportsman Club, Inc. office must be notified before office personnel can admit guests of the shareholders.
4. To admit an organized group, a shareholder will need approval of the Board of Directors and/or the Executive Committee and the shareholder must sign a liability release form. When the group is large or when the group intends to engage in high-risk activities, then liability insurance naming Western Sportsman Club, Inc. as an insured must be obtained and evidence thereof furnished prior to the agent of the Corporation prior to the time the group is to be admitted onto Cedar Lake property.
5. All prospective purchasers shall be admitted only when accompanied by the owner or realtor.
- 6 & 7. Construction in the Cedar Lake area shall be permitted only when a building permit has been issued prior to commencement of new construction, remodeling, or additions to existing structures. A building permit is also required for storage buildings, storage containers, carports, etc. Any construction erected without a permit is subject to removal at the expense of the shareholder. *As of August 9, 2019,* all building permits will be \$25. A shareholder must apply at the WSC Office to receive a building permit application. The permit must show the lot size, sketch of the building(s), its size and location on the lot. The building permits shall be valid for a period of six months. All building permit applications must be reviewed by the Board of Directors. An approved building permit must be signed by four of the Directors on the Board.
8. Outbuildings will be placed at a minimum of ten (10) feet from the property lines.
9. Construction of septic systems must comply with current Oklahoma Department of Environmental Quality (DEQ) standards and will not be allowed within the common area easement (See Annex-C), except where established property lines encroach upon the easement. The ten (10) foot distance from the property line shall be the determining requirement for the location of the septic system. **NO OUTDOOR TOILETS.**
10. Mobile homes, travel trailers, tiny houses, modular buildings, factory-built buildings, storage containers and/or moveable buildings may not be used as living quarters. A guest of a shareholder may have a travel trailer, not to exceed 20-feet, in the area for a period of time, not to exceed 60-days and only at the discretion of the Board of Directors. Moveable living quarters may be used only on a temporary basis and only for a period of 30-days. If using for construction, clean up or remodeling after 60-days, the party must re-apply to the Board of Directors for an extension, not to exceed 30-days making a maximum of 90-days. All living quarters must have a septic system that is compliant with DEQ regulations.
11. Vehicles in excess of two axles are prohibited on the roadways of Cedar Lake, except for recreational vehicles and local deliveries of goods and services. All vehicles, including, but not limited to automobiles, trucks, trailers, campers, boats, and the like, which are non-operable, no tag, expired tag, etc., will be considered a derelict vehicle. A derelict vehicle must be enclosed in a garage, behind a wooden privacy fence or removed from Cedar Lake. *As of December 10, 2021,* WSC will send a letter, which will give the stockholder 30-days, from the mailing date, to take care of the derelict vehicle. **If the derelict vehicle(s) have not been moved to the proper location or enclosed, your account will be assessed \$100 each month until the issue is resolved.**
12. No person shall be permitted to pump water from the lake to be used for any purpose except for firefighting purposes, or as directed by the Board of Directors.
13. Any oil company or representative thereof shall be prohibited from pumping or using water from either lake owned by Western Sportsman Club, Inc. without a majority vote of the shareholders.

Rules and Regulations of Western Sportsman Club, Inc

14. The streets and roads of the Cedar Lake area shall be maintained in the most practicable manner possible with a view to the funds provided by the shareholders in the Annual Budget.
15. **Pet Regulations.** As of December 10, 2021, the owner of any dog that is determined to be vicious and/or dangerous will be notified to immediately remove the animal from the Cedar Lake premises. Dogs must be on a leash unless they are on their owner's private property. Dogs are not allowed to run loose, or at large, on anyone else's property or on any common property. Upon WSC receiving a dated photo and the identification of the dog's owner, the consequences of the dog running loose (at large) will be:
 - First offense WSC will write a letter
 - Second offense will be assessed \$25
 - Third offense will be assessed \$50
 - Final notice the assessment will be \$100, and the dogs(s) will be removed from the Cedar Lake premises.
 - **Any pet deemed to be vicious must be removed from the lake immediately. If the pet is not removed or contained, your account will be assessed \$100 each month until the issue is resolved.**
16. Livestock shall not be stabled or kept on the Cedar Lake property. This provision shall not prohibit horseback riding under such rules and regulations as the Board of Directors may adopt. Domestic fowl will be permitted when kept in an enclosure in such a manner that offensive odor and nuisance conditions are controlled. Adjoining property owners may appeal to the Board of Directors for removal of domestic fowl when an offensive or nuisance condition exists. The decision of the Board to set a time limit on satisfactory correction or removal of domestic fowl shall be legally binding on all residents of the Cedar Lake area.
17. **As of February 10, 2023**, Each shareholder is responsible for maintaining the appearance of the home, the yard(s) and any structures including, but not limited to outbuildings, playground equipment, greenhouses, gazebos, etc. on their lot(s) and shall perform all necessary repairs to avoid to avoid a state of decay or partial ruin, to such an extent that said structure is a hazard to the health, safety, and welfare of the residents of Cedar Lake. The shareholder shall dispose of all household and yard trash (including, but not limited to non-operable refrigerators, air conditioners and/or household appliances) on a regular basis, and all trash kept outside must be contained in an airtight container until such disposal. The shareholder is responsible for the trimming of shrubs, trees (including but not limited to poison ivy, poison oak, poison sumac, trumpet vine) and any growths that conceals or invites deposition or accumulation of refuse or trash, harbors rodents or vermin, gives off unpleasant or noxious odors, constitutes a traffic, health, or fire hazard, or is dead or diseased, or causes hazards or nuisances. If a shareholder fails to maintain the property in a clean, safe and/or sanitary condition, after a 30 day notice, your account will be assessed \$100 each month until the issue is resolved.
18. **Open Burning Rules.** As of August 9, 2019, all recreational fires and portable outdoor fireplaces must be constantly attended by a competent adult. A fire pit's fuel area may not exceed 3-feet in diameter and may not exceed 2-feet in height. Fire pits must be at least 25-feet from structures and other combustible materials. Portable outdoor fireplaces, such as chiminea's, must be at least 15-feet from structures and other combustible materials. Always check to see if there are any burn bans currently in effect. If a burn ban is in effect, then no outside fires will be allowed. As of September 13, 2019, WSC will mail a letter to any shareholder who has not abided by these Open Burning Rules. The letter will remind the shareholder about these rules. If the shareholder does not abide by these rules after the first letter is mailed, then they will be assessed \$500. WSC will send a second letter informing the shareholder that they have been assessed \$500. If these rules are not abided by again, then the shareholder will be assessed \$1,000. WSC will send a third letter to the shareholder informing them that they have been assessed \$1,000. If the shareholder still doesn't abide by these rules, then they will be assessed \$1,000 each time thereafter.
19. The use of firearms is prohibited in the Cedar Lake area, including the Lost Lake area. Firearms shall include, but are not limited to, rifles, shotguns, pistols, BB guns, and pellet guns. Archery and spear guns are prohibited in the Cedar Lake Area.

20. Fireworks Rules. The discharge of fireworks in the Cedar Lake and Lost Lake areas is prohibited, except where displays may be conducted when approved by the Board of Directors. As of *September 13, 2019*, WSC will mail a letter to any shareholder who has not abided by these Fireworks Rules. The letter will remind the shareholder about these rules. If the shareholder does not abide by these rules after the first letter is mailed, then they will be assessed \$500. WSC will send a second letter informing the shareholder that they have been assessed \$500. If these rules are not abided by again, then the shareholder will be assessed \$1,000. WSC will send a third letter to the shareholder informing them that they have been assessed \$1,000. If the shareholder still doesn't abide by these rules, then they will be assessed \$1,000 each time thereafter.

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21. People renting property at Cedar Lake, after a two year residency in-good-standing, may apply to the Board for lake, 4 wheeler and other privileges otherwise reserved for stockholders; and that the Board set both standards and procedures for the application process including an application fee; and after approval by the Board, that a separate fee be charged to the applicant for each said privilege; and that the Board set procedures for the renewal of the same; and that the revenue from this program be designated for improvements to the beach area; *added November 8, 2020.*

As of April 9, 2021, the Board of Directors set these standards and procedures. After two years of residency in good standing with the landlord, the landlord and tenant (renter or Contract for Deed) must come to the office to sign paperwork for the lake privileges. The office will need a copy of the tenant's driver's license. These privileges only include stickers for ATV's and boats, the use of the beach area, and fishing. The tenant must follow the same rules and regulations as stockholders. There will be no dock spaces issued to tenants. The fee will be \$100 (non-refundable) to be paid at the time the form is filled out. The landlord must notify the office of any changes of status of the tenant, whether they have moved or are no longer in good standing. If the tenant abuses any rules of Cedar Lake, those privileges will be immediately revoked, and there will be a waiting period of at least six months before they will be reinstated.
22. If a person dumps other than household trash in the dumpster designated "household trash only", said person shall be notified to remove the debris or be charged \$100.00 or the actual cost, whichever is greater. A shareholder shall be personally responsible for the actions of any contractor a shareholder employs. If any debris is dumped in other than designated areas, the person dumping the debris shall be given 24 hours to clean up the area or be charged \$100.00 or the actual cost of said clean up and dumping, whichever is greater.
23. **Recreational Vehicles:** dune buggies, golf carts, 3 & 4-wheelers, motorcycles, dirt bikes, off-road vehicles, etc. All recreational vehicles are required to have factory exhaust; amended November 13, 2016. Recreational vehicles are required to be registered at the WSC office. Shareholders and their family members only will be permitted to use their vehicles on the lake area. WSC will furnish stickers for \$15; *amended February 8, 2019.* Recreational vehicles are not allowed on WSC common areas. They may only use roadways and parking areas and must follow the posted speed limit on the roadways. Any of the above vehicles observed using or damaging these areas will result in a first-time offense which will be a \$100 assessment and the cost of repairing the damaged area. If a second offense occurs that will result as a \$500 assessment, cost of repairing the damage, and suspension of that vehicle for one (1) year from the lake area. If the person is a guest of a shareholder that shareholder will be assessed the cost. All recreational vehicles must use the off-road trails that are provided and located on the southwest side of the property. There are signs pointing to the designated area. For the safety of all recreational vehicles WSC suggests attaching flags to them, so they will be more visible to other vehicles; *amended May 10, 2019.*
24. Failure to follow these rules and regulations will result in 1st offense, Written warning of violations. 2nd offense: Loss of privileges of off-road vehicle use on Western Sportsman Club common property for a period of 60 days. Registered stockholder will also be notified by mail of either offense and be considered trespassing after 2nd offense.
25. There will be an assessment for false burglar alarms. After the third false alarm that security responds to in a calendar year, the assessment will be \$50 for the first, \$75 for the second, \$100 for the third, and so on.
26. All new employees and new Board members are to be '**violent felony free**' and drug free; *amended November 8, 2020.* They must have a background check for felony's and be drug tested. The drug test cannot be done with a kit bought in a pharmacy or at Walmart. It must be an official drug test for businesses or corporations. This was added on *September 13, 2019*, from the 2011 Annual Shareholders Meeting. Any WSC employee possessing, buying, or selling alcohol or drugs, while at work, will be terminated. Also, any WSC employee under the influence of alcohol or drugs, while at work, will be terminated. WSC reserves the right to have any employee randomly drug tested; *amended September 11, 2020.*
- 27.

WSC Board of Directors passed a Noise Ordinance at the March 10, 2023 Meeting

Noise Ordinance

Oklahoma Statutes Title 21. Crimes and Punishments

Sub Section 21-1362. Disturbance by loud or unusual noise or abusive, violent, obscene profane or threatening language.

Noise means any sound which annoys or disturbs humans or which causes or tends to cause an adverse psychological effect on humans.

Noise disturbance means any plainly audible sound which:

1. Injures or endangers the safety or health of a human; or
2. Annoys or disturbs a reasonable person of normal sensitivities; or
3. Endangers or injures personal or real property

Plainly audible means where the listener clearly can hear the content of the sound produced by the noise source. Sounds which may be clearly audible include, but are not limited to musical rhythms, spoken words, vocal sounds, and engine noises.

Specific prohibitions: Radios, television equipment, electronic equipment, musical instruments, and similar devices. Operating or permitting the use or operation of any device designed for sound production, amplification, or reproduction, including but not limited to any radio, musical equipment, phonograph, television set, tape recorder, loudspeaker, or other similar device. Exhausts, fireworks, watercraft, structural construction, demolition and/or repair, and animals are included.

If plainly audible within any dwelling unit which is not the source of the sound;

or on public right of way to be plainly audible 50 feet or more from such device.

Penalties:

1st offence – letter to the shareholder warning them that further noise disturbances will result in assessments added to their account.

2nd offence - \$100 assessment

3rd and ongoing offences - \$200 assessment

QUIET HOURS

Monday – Thursday 11pm to 7 am

Weekends and Holidays – 1 am to 7 am

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ANNEX-B - LAKE AND WATER RULES AND REGULATIONS

1. Areas in which water skiing may be conducted shall be north of a line from the northeast corner of the ski beach, to the north property line of lot 4001, with a one hundred (100) foot differential in the center, then north around the dam to the west side of Buckeye Street, then south to the center of the first cove west of the northeast corner of the ski beach.
2. A designated swimming area shall be located fifty (50) feet south of the ski line and east of the ski beach.
3. Registration shall be renewed each calendar year prior to putting a boat on the lake. Watercraft equipped with a motor greater than **150** horsepower are prohibited on Cedar Lake; *amended November 8, 2020*. All boats and motors shall register at the Western Sportsman Club, Inc. office. Shareholders only will be permitted to place their boats on the lake. Western Sportsman Club, Inc. will furnish boat registration stickers for shareholder's boats for a fee of **\$15**. Proof of current state license, liability insurance, and title showing a shareholder's ownership of the boat is required before a Western Sportsman Club, Inc. permit can be issued. A signed liability acceptance form is not required for registration of small fishing boats, paddleboats, and other such small craft, which are powered by less than 10 HP and are less than 14 feet in length. **Effective January 1, 2024, monies collected for Boat Stickers will be put in a separate fund away from the general checking account, and will only be used for lake improvements and stocking of fish.**
4. Any watercraft being used as a dock must remove all propulsion methods (including outboard motor, trolling motor, sails, etc.) otherwise it will be considered a boat and must follow all the boat rules; *added November 8, 2020*.
5. A \$15 quarterly assessment will be charged to any shareholder who has a watercraft in the lake without a current boat sticker; *added November 8, 2020*.
6. Each Class 'A' shareholder is entitled to a 20-foot section of lakeshore for a boat dock space. **Amended June 20, 2023**. **If the shareholder has multiple "A" lots and the dock spaces are available, then they can request a dock space for each additional "A" lot. The present dock space plan is to have an empty dock space between existing dock spaces. If the "A" lot associated with the dock space is converted to a "B" lot, then the dock space will be forfeited/returned to WSC.** The shareholder is responsible for maintaining the dock space, for a distance of 20-feet back on the land side, against high growth, trash, litter, and anything else that may cause hazards or nuisances. **As of February 9, 2024, the length of the dock from the beginning of the ramp to the end of the dock cannot exceed 30 feet.**
7. If there is a dock, the shareholder is also responsible for maintaining and keeping the dock in a safe condition. As of *September 13, 2019*, if a shareholder fails to maintain the dock space and/or dock after a 30-day notice, WSC will have the dock space cleaned and the dock repaired or removed. The shareholder will be responsible for **all** the costs of cleaning the dock space and removing or repairing the dock, with a minimum cost of \$200. The Board of Directors is hereby granted the authority to take such action as is necessary to define and abate nuisances in the Cedar Lake area. The dock space will then be considered vacant. Any shareholder may register at the corporation office for the vacant dock space and upon the approval of the Board of Directors the space will be registered to the requesting shareholder.
8. Effective January 1st, 2021, no new or used '**open cell Styrofoam**' can be used on any new or used docks or walkways being placed or built on Cedar Lake. This will be regulated by the Director of Docks and the shareholders of WSC; *added November 8, 2020*.
9. Boat docks spaces are defined on the official boat dock space map and are banned from all other locations.
10. No nets of any kind will be allowed in Cedar Lake. Including, but not limited to, throw nets, seining nets, dragnets, gill nets and any other devices that can be used to seine fish.
11. No trotlines allowed in Cedar Lake.
12. No jug lines allowed in Cedar Lake.
13. Bow-fishing is only allowed when fishing for '**common carp**'. Archery in general is not allowed; *added November 8, 2020*.
13. Failure to meet any of these rules and regulations will result in loss of lake privileges when witnessed by security or the Western Sportsman Club lake patrol for a period of 60 days from violation. Violators will

be notified verbally and by mail to the registered stockholder. Anyone found in violation of these rules will be considered not in good standing and will be considered trespassing.

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ANNEX-C - COMMON AREA EASEMENTS

An area of approximately fifty (50) feet in width from high water line shall be considered as common property and shall be held and kept for the use and benefit of all shareholders of this corporation, except where established property lines encroach upon this easement. The boat dock of a shareholder properly marked, constructed, maintained, and located in accordance with the regulations of this corporation shall not be considered as common property. Construction of buildings or structures on the common area easement or on top of boat docks is prohibited unless said buildings and/or structures are approved in writing by the Board of Directors.

WSC CONFIDENTIAL