

**BYLAWS**  
**of**  
**ELIJAH'S LTD.**  
**A PRIVATE CLUB**



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## ARTICLE 1: NAMES, PURPOSE AND ESTABLISHMENT

1.0 Corporation Name. This corporation shall be known as Elijah's Ltd. (hereinafter referred to as the "Corporation").

1.1 Principal Office. The principal office of the Corporation shall be located at 600 West Front Street, Washington, Missouri 63090. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

1.2 Other Offices. Other offices may at any time be established by the Board of Directors at any place or places.

1.3 Nonprofit Status. The Corporation shall be a nonprofit corporation and it is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the "Code"), nor engage in any activity not permitted under Section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

1.4 Purpose. The purpose for which the Corporation is organized are as stated in the Articles of Incorporation. The Corporation is organized exclusively for charitable, educational and social purposes pursuant to Section 501(c)(3) and 501(c)(7) of the Internal Revenue Code.

1.5 Social Club. The Corporation may establish for the benefit, use and enjoyment of its members, and in furtherance of its purposes, a social club.

## ARTICLE 2: MEMBERSHIP

2.0 Membership. The Corporation shall have two classes of members – individuals and corporations.

2.1 Equal Opportunity. It is the intent of the Corporation to make membership available to all persons without regard to race, religion or sex.

2.2 Application. Candidates for membership to the Corporation shall make written application to the Board of Directors on the printed form furnished for that purpose, on which the applicant shall state his/her name, age, occupation, business and residence address, together with other information as the Board of Directors from time to time shall require. A misstatement in the application shall be sufficient grounds for the rejection of the applicant or expulsion from membership. All applicants for membership must be nominated or supported by one or more current members in good standing. All applications for membership shall be filed with the Secretary of the Corporation and shall be presented to the Board of Directors at their next regular meeting.

2.3 Initiation Fee. All applicants shall be required to submit a fee as set by the Board of Directors together with their application for membership. The initial fee shall be Fifty Dollars (\$50.00). The initiation fee may be waived at the pleasure of the Board of Directors.

2.4 Membership Approval. Following investigation and recommendation, the Board of Directors may approve any candidate for membership by seventy-five percent (75%) vote.

2.5 Rejected Applicants. A rejected candidate cannot apply for membership within one (1) year after the date of his/her rejection, except where it can be proven to the satisfaction of the Board of Directors that his/her rejection was based on false or erroneous information.

2.6 Transfer of Membership. No member may transfer or assign his/her/its membership to any other person or entity. Further, any individual or corporate memberships shall terminate upon any individual member's death or any corporate member's dissolution.

### ARTICLE 3: MEMBERSHIP PRIVILEGES AND REQUIREMENTS

3.0 Establishment of Dues. The Board of Directors shall have the power to levy annual membership dues and to establish payment terms thereof. Membership dues shall be fixed from time to time, in the sole and absolute discretion of the Board, which are sufficient to ensure continued operations of the Corporation.

3.1 Individual Membership Dues. All individual members shall pay dues as established from time to time by the Board of Directors. The initial monthly dues for any individual/primary member shall be fifty dollars (\$50.00). Any individual/primary member's spouse may join as a member provided that he/she shall pay additional monthly dues totaling twenty-five dollars (\$25.00). If a member's spouse joins, the first to join shall be designated the "primary member."

3.2 Corporate Membership Dues. All corporate members shall pay dues as established from time to time by the Board of Directors. The initial monthly dues shall be three hundred dollars (\$300.00).

3.3 Payment of Dues and Social Room Tabs. All membership dues shall be paid pursuant to the terms, time and place fixed by the Board of Directors. Dues shall be paid at least quarterly, but may be paid for any greater period. All members shall have a credit/debit card on file with the Corporation and each member hereby authorizes the Treasurer, or the Corporation's contracted designee, to charge such card at such times and amounts as are necessary to comply with the directives of the Board of Directors for payment of dues. Any member joining in the middle of a quarterly cycle shall have their first payment prorated accordingly. Any member granted and accepting membership in the Corporation agrees to pay dues for at least one year from the date of their initiation, or the renewal of their membership thereof.

Member's accounts shall be accrued as of the first day of each calendar month. Accrued accounts and any dues payable shall be due and payable before the first day of the following month and a statement of such indebtedness shall be mailed, emailed or otherwise delivered to each member. The Corporation is authorized to charge interest at the rate of one and one-half percent (1.5%) per month on any unpaid balance, plus a service charge as established by the Board, on any unpaid balances. If collection efforts are commenced, the Corporation is entitled to recover its litigation costs and attorney fees, whether or not litigation is commenced.

All members shall leave an active credit/debit card on file with the Corporation. Each member authorizes the Corporation, or its designee, to charge, as frequently as determined by the Board, but no less than monthly, the card on file for all unpaid dues, assessments, fines, fees, and social room tabs. All social room tabs not paid at the time of the transaction or at the close of any single night shall automatically incur a gratuity charge totaling eighteen percent (18%).

If any member's credit/debit card on file with the Corporation shall expire or become deactivated for any reason, said member shall provide the Corporation with an updated and active credit/debit card within five (5) days of any termination, deactivation or request by the Corporation.

If, after thirty (30) days' notice, any member fails to satisfy their delinquent account balance, the member shall be placed in a probationary period for thirty (30) days. If, after the conclusion of the probationary period said member has failed to satisfy their account balance (including all finance charges, service fees, and collection expenses), their membership shall immediately be suspended, they shall be provided written notice of expulsion proceedings, and expulsion shall be had in accordance with Article 14.

3.4 Corporate Membership Restrictions. Each corporate member shall be allotted five (5) authorized users, one of whom shall be designated the lead member. The authorized users may be changed upon thirty (30) days written notice submitted by the lead member.

3.5 Guests and Unauthorized Persons. When utilizing the social club, each individual member may bring up to three (3) guests without prior notice or Board authorization. As set forth in Section 3.4, Corporate members shall be allotted five (5) authorized users, each of whom may bring six (6) guests without prior notice or Board authorization. If any individual or corporate member will exceed the authorized number of guests, they shall call ahead to confirm availability or rent one of the private spaces.

No person may enter the social club without being a member in good standing or being the guest of a member in good standing. Members shall be responsible for the conduct and tab of their guests. Members hereby authorize the Board to utilize the member's credit/debit card on file to satisfy any unpaid debts or tabs of their guests, plus an eighteen percent (18%) gratuity charge.

Paying guests of The Inn at Elijah McLean's shall have access to the social room during their period of residency at The Inn. Guests of The Inn at Elijah McLean's shall be required to pay for all purchases at the time of each transaction or nightly before exiting the social club.

3.6 Expulsion. Any member failing or refusing to pay his/her/its dues may, at the discretion of the Board of Directors, be expelled from membership in the Corporation. Additionally, any member may be expelled where the Board of Directors finds, upon the affirmative vote of three-fourths (3/4) of the Board, that said member has failed to uphold the ideals, values and benefits of the Corporation or has engaged in conduct detrimental to the

Corporation. Before expelling any member, the Board of Directors shall adhere to the requirements set forth in Article 14.

3.7 Limitations on Membership. In order to promote the principles and values of the Corporation, membership shall be limited to one hundred fifty (150) individual members and thirty-five (35) corporate members. For purposes of this limitation, the spouse of an individual member who joins pursuant to the provisions of Section 3.1 shall not count as a separate member, but rather, the married couple shall jointly count as one member with one vote which shall be cast by the primary member. The Board of Directors shall have the authority to review this limitation from time to time and increase or decrease it as the Board deems appropriate. In the event the Board of Directors elects to decrease the total membership, no member may have their membership revoked by reason thereof.

3.8 Voting Rights. All individual/primary members and corporate members shall each have one (1) vote.

3.9 Waiting List Members. If a classification of membership reaches its maximum and a person or corporation applies for membership, the Board of Directors shall not be obligated to establish or maintain a waiting list; however, the Board may do so if it desires. If the Board establishes a waiting list and an opening arises, the Board shall grant membership in the order set forth on the waiting list.

3.10 Resignation. Any member may terminate his/her/its membership upon thirty (30) days written notice before the expiration of their yearly membership. Notice of termination shall be made in writing to the Secretary for the Board of Directors. In the event of death, the resignation requirement shall be waived and said deceased member shall be removed from the membership rolls within thirty (30) days of their membership, but shall forfeit all dues already paid.

3.11 Suspended Members. Any member suspended for failure to satisfy their financial obligations may be immediately reinstated prior to their expulsion hearing by: (1) satisfying all outstanding financial obligations (including payment of fines, fees, interest, service charges and collection expenses); and (2) supplying the Corporation with an active credit/debit card for payment of future charges.

3.12 Membership Discounts and Benefits. Members may be entitled to benefits or discounts through organizations associated or affiliated with the Corporation. Any benefits, discounts, privileges or other perks provided to Members are not guaranteed nor contractual and are subject to change from time to time without notice to the Members

3.13 Membership Meetings. There shall be a regular meeting of the members held on the fourth Thursday of February each year at a time and location to be fixed by the Board of Directors, and if no time and location shall be fixed, then it shall be held at the principal office of the Corporation at 6:00 p.m. During such meeting the members entitled to vote shall fill any vacancy of the directors and conduct such other business as may come before the members.



At the regular meeting of the members, the Corporation's Secretary shall present an alphabetical list of the members including their names, addresses and number of votes each is entitled to cast. The Corporation's President shall report on the activities and financial condition of the Corporation.

The Board of Directors may call a special meeting of the members at any time they deem necessary and appropriate, pursuant to the complete provisions of this Section.

All members shall be provided notice of any regular or special meeting not less than ten (10) days in advance of said meeting. In addition to such other methods the Board of Directors deems appropriate, notice of any regular or special meeting shall be sent to the members via first class mail, postage prepaid, and addressed to the address on file with the Corporation.

#### ARTICLE 4: BOARD OF DIRECTORS

4.0 Powers. Subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of Corporation shall be managed by, the Board of Directors. The individual Directors shall act only as members of the Board of Directors, and the individual Directors shall have no power as such.

4.1 Number of Directors. The number of Directors of the Corporation shall be not less than three (3) nor more than twelve (12) and the exact number of Directors initially authorized shall be ten (10). The number of Directors may be changed subject to the minimum and maximum numbers specified in this Section 4.1 by an amendment, duly adopted by the Board of Directors. The minimum and maximum numbers of Directors provided for in this Section 4.1 may be changed, or a fixed number established without provision for a variable number, by an amendment to this Section 4.1, duly adopted by the Board of Directors. A reduction of the authorized number of Directors shall not remove any Director prior to the expiration of such Director's term of office.

4.2 Election, Term of Office and Qualifications. Each Director shall be elected by the members for an automatically renewable term of one (1) year at an annual meeting of the members. All Directors must be members of the Corporation in good standing.

4.3 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Chairman of the Board, the President, the Secretary or the Board of Directors of Corporation. Said resignation shall take effect at the time specified in the notice; provided, however, that if resignation is not to be effective upon receipt of the notice by Corporation, Corporation will accept the effective date specified. If the resignation is effective at a future time, a successor shall be elected to take office when the resignation becomes effective.

4.4 Removal. Director removal shall be as follows:

(a) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony or who has failed

to attend three (3) or more consecutive meetings of the Board of Directors without excuse satisfactory to the Directors.

(b) No reduction of the authorized number of Directors shall have the effect of removing a Director prior to the expiration of such Director's term of office.

(c) A Director may be removed without cause upon the affirmative vote of three-fourths (3/4) of all the remaining Directors or upon three-fourths (3/4) vote of the members.

4.5 Vacancies. Vacancies on the Board of Directors shall be as follows:

(a) A vacancy 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 is increased, or if Directors declare vacant the position of any Director whose term has expired.

(b) Vacancies on the Board of Directors shall be filled by vote of the majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The term of a Director so elected shall be the unexpired portion of the term of the Director, if any, the Director so elected is replacing.

4.6 Organizational Meeting. As soon as practicable following the incorporation of Corporation, the Board of Directors shall hold a regular meeting for the purpose of organization, the election of officers and the transacting of other business.

4.7 Other Regular Meetings. In addition to the organizational meeting, the Board of Directors shall have a minimum of one (1) regular meeting each calendar year. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors; provided, however, if the date so designated falls upon a legal holiday, then the meeting shall be held at the same time and place on the next succeeding day which is not a legal holiday.

4.8 Place of Meetings. Unless directed otherwise, all meetings shall be held at the Corporation's principal office. Upon affirmative vote and due notice of the Board, meetings of the Board of Directors may be held at any place within or without the State of Missouri.

4.9 Calling Meetings. Regular or special meetings of the Board of Directors (other than regular meetings held pursuant to Sections 4.6 or 4.7 of these Bylaws) shall be held whenever called by the Chairman of the Board, the President or by any two (2) Directors of Corporation.

4.10 Telephonic Meetings. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of telephone or video conference equipment whereby all persons participating in the meeting can hear each other.

4.11 Notice. Notice of any annual or special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each director at such director's business or home address. If mailed, such notices shall be deemed to be delivered

when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.12 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice, a written consent to holding the meeting, an approval of the minutes of the meeting, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.13 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

4.14 Quorum. A majority of the incumbent members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, the majority of the directors present may adjourn the meeting as provided in Section 4.15 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

Every act or decision done or made by a majority of the Directors present during a duly held meeting at which quorum is present, shall constitute the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the Nonprofit Corporation Laws specifically require a greater number.

4.15 Adjournment. Any meeting of the Board of Directors, whether not a quorum is present, may be adjourned until another time and place by the vote of a majority of the Directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given.

4.16 Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect, copy and make extracts of, in person, by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of Corporation.

4.17 Fees and Compensation. Directors shall not receive any compensation or salary for their services as Directors. Directors may be reimbursed, with the approval of a majority of

the disinterested Directors, for their actual expenses incurred while acting on behalf of Corporation or in attending meetings of Corporation.

4.18 Committees. The Board of Directors, may, by majority vote of the Directors when quorum is present, establish an executive committee or any other committee the Board of Directors deems necessary. Committees, subject to the limitations imposed by the Articles of Incorporation, these Bylaws or the Board of Directors, shall serve at the leisure of the Board of Directors with all powers conferred upon it by the Board of Directors.

## ARTICLE 5: OFFICERS

5.0 Number. The officers of the Corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

5.1 Election and Term. The officers of Corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Officers need not be chosen from among the Directors.

5.2 Subordinate Officers. The Board of Directors may appoint such other officers as the business of Corporation require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

5.3 Removal. Any officer or agent may be removed by a majority of the Board of Directors whenever, with or without cause, in its judgment, the best interests of the Corporation will be served thereby.

5.4 Resignation. Any officer may resign at any time by giving written notice to Corporation, subject to the right if any, of the Corporation under any contract to which the officer is a party. Any such resign shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.5 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.6 President. The president shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation. The president shall, when present, preside at all meetings of the Board of Directors. The president may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, such

instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

5.7 Vice President. In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform 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. Any vice president shall perform such duties as from time to time may be assigned to him the vice president by the president or by the Board of Directors.

5.8 Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

5.9 Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be duly selected; and (c) in general, perform all of the duties incident to the office of treasurer and such other duties from time to time may be assigned to the treasurer by the president or by the Board of Directors.

5.10 Compensation. The salary of each officer will be determined by the Board of Directors. All other salaries in regard to the work of the Corporation will be discussed and voted on by the entire Board of Directors as deemed necessary. The Directors are authorized, from time to time, to fix any reasonable compensation to be paid for services rendered to the Corporation or for its benefit. The Directors are authorized to fix the compensation, including salary and benefits, of any person or persons engaged or employed by the Corporation.

In no event shall any compensation ever be paid to any person after he/she has made a transfer of property to the Corporation as a charitable contribution. This provision shall not be construed as eliminating the ability of the Board of Directors to approve purchasing property from an individual or other entity.

## ARTICLE 6: BOOKS AND RECORDS

6.0 Books and Records. The Corporation shall keep adequate and correct books, records of accounts, minutes of proceedings of the Board of Directors and minutes of proceedings of the Board of Directors.

6.1 Reports to Directors and Others. The Board of Directors shall cause such reports to be prepared and distributed as may be required by the Nonprofit Corporation Law.

#### ARTICLE 7: GRANTS, CONTRACTS, LOANS AND DEPOSITS

7.0 Grants. The Board of Directors may approve grant requests and authorize any officer to execute documents necessary to apply for, and receive, grants or donations.

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Loans. No loans shall be contracted for or on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined in specific instances.

7.3 Deposits. 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 may select.

#### ARTICLE 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.0 Terms. As used in this Article 8, the following terms shall be defined as follows:

(a) "Agent" means any person who is or was a Director or officer of Corporation, or is or was serving at the request of Corporation as a Director or officer of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

(b) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

(c) "Expenses" includes, without limitation, any liability, attorney's fees, judgments, fines, amounts paid in settlement, costs and other expenses.

8.1 Indemnification. Each person who is or was a director or officer of the Corporation, including the heirs, executors, administrators, or estate of each person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against expenses incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a director or officer of the Corporation or incurred establishing a right to indemnification. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which he/she may be entitled under any other bylaws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

8.2 Advancing Expenses. The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 8.0 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 8.0 of these Bylaws.

8.3 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to protect against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

#### ARTICLE 9: SEAL AND FISCAL YEAR

9.0 Corporate Seal. The Corporation shall not have an official corporate seal.

9.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December each year.

#### ARTICLE 10: AMENDMENTS

10.0 Amendments. These Bylaws may be amended at any regular or special meeting of the Board of Directors by two-thirds (2/3) vote of the Board of Directors. Due notice of the meeting, together with a copy of the proposed amendments, addressed to each Director must be given at least five (5) days prior to such meeting.

#### ARTICLE 11: DISSOLUTION

11.0 Dissolution. In the event of the dissolution of the Corporation, all property and assets shall be distributed to a non-profit, charitable organization exempt under Section 501(c)(3), or such other authorized 501(c) section, of the Internal Revenue Code to be selected by a majority vote of the Board of Directors. In no event shall any property or assets be distributed to any member of the Board of Directors of the Corporation or to any private individual or for-profit entity.

#### ARTICLE 12: AUTHORIZED SIGNATURE OF DIRECTORS AND OFFICERS

12.0 Signatures. Signatures of the Directors or officers required for conducting the internal business of the Corporation may be provided by electronic mail or other electronic means. All such signatures shall have the same force and effect as if manually executed by that Director or officer.

#### ARTICLE 13: RULES, REGULATIONS AND INVESTIGATION

13.0 Rules and Regulations. The Board of Directors is empowered to establish rules and regulations for the orderly conduct of the social club. Copies of all pertinent rules and

regulations shall be posted in the social room and the Secretary shall distribute a copy to any member upon written request within seven (7) days after such request.

13.1 Appeal. Any member shall have the right to appeal to the Board of Directors from the decision of any committee or officer with respect to its/his/her interpretation of any rules, regulations or Bylaws and the Board of Directors' decision in all such matters shall be final.

13.2 Complaints. Any member having a complaint regarding the conduct of another member or guest or the conduct or performance of any officer, director, committee member or employee of the Corporation shall submit such complaint in writing to the Board of Directors for disposition. Complaints against any member may be made by any member or employee of the Corporation. Complaints shall be in writing, signed by the complaining party and filed with the Board of Directors.

13.3 Investigation. The Board of Directors shall investigate any complaint against a member which arises out of:

(a) Failure of a member to pay indebtedness to the Corporation within ninety (90) days after the invoice therefore has been sent to such member as provided in these Bylaws; or

(b) Violation of these Bylaws or the rules and regulations of the Corporation; or

(c) Conduct unbecome a lady or gentleman, as the case may be, or injurious to the good order, peace or interest of the Corporation, whether committed within or without the premises of the Corporation; or

(d) Pleading guilty or being convicted of any felony or any other offense involving moral turpitude.

13.4 Disposition. Upon receipt of any complaint, the Board of Directors shall, in its absolute and sole discretion, determine if the matter may be handled informally or through the formal procedures outlined in Article 14. However, any complaint or matter outlined in Article 13.3(a) or (d) shall be ineligible for informal resolution. A member may only be suspended or expelled if the mechanisms set forth in Article 14 are administered.

#### ARTICLE 14: MEMBERSHIP DISCIPLINE AND EXPULSION

14.0 Discipline. The Board of Directors has the authority to privately discipline, reprimand, suspend or expel any member for cause. Such cause may consist of the violation of any Bylaws or Rules of the Corporation or of conduct which, in the opinion of the Board, is prejudicial to the Corporation's welfare, or to the good order and discipline therein or upon its premises, or any improper usage of the Corporation, its facilities or its property.



14.1 Expulsion. Any member may be expelled from the Corporation after notice and the opportunity to be heard, as provided herein, upon the affirmative vote of three-fourths (3/4) of the Board of Directors. If any member shall be expelled, he/she/it shall be stricken from the rolls of the Corporation, but without prejudice to the right of the Corporation to recover all monies due from him/her/it. Any member may be reprimanded or suspended, for a period not to exceed thirty (30) days, upon the affirmative vote of the Board of Directors.

14.2 Notice. Before any member shall be expelled, he/she/it shall be given written notice, at least seven (7) days prior to any expulsion hearing, announcing the charges and setting the time, date and location of the hearing.

14.3 Hearing. Reprimand, suspension or expulsion of any member for any cause, including delinquency, shall not be made by the Board of Directors until the member shall have had an opportunity to present a defense and be heard after due notice as set out in Article 14.2. Said written notice shall be sent to the last known address of the member.

14.4 Change of Address. All members shall immediately notify the Corporation in writing of any change of address and failure to do so shall be deemed to be a waiver of any notice provided for under these Bylaws.

14.5 Suspension – Loss of Privileges. Members who are under suspension shall be barred from all of the privileges of the Corporation and from functions sponsored by the Corporation.

#### ARTICLE 15: MISCELLANEOUS

15.0 Liability of Corporation for Personal Property of Members. Should any member or guest of a member suffer the loss, destruction or damage to any item of his/her personal property while such item of personal property is on the Corporation's premises, the Corporation shall not be responsible for such loss, destruction or damage beyond any applicable insurance coverage which may be in force. Nothing contained herein shall require the Corporation to carry any insurance of any kind covering any such item.

15.1 Misuse of Credit Privileges. A member signing another's name or number or permitting a non-member to sign his/her name or number shall be subject to reprimand, suspension and expulsion as provided in Article 14.

15.2 Debts. Any member owing an account of any kind to the Corporation at the time of his/her resignation shall remain liable to the Corporation for said account and no transfer or resignation shall in any way limit the member's liability until the same is paid in full.

15.3 Construction. As used in these Bylaws, words importing any gender shall be deemed to include the Corporation and other entities. All references to masculine shall also include the feminine. And, except as the context otherwise requires, words importing the singular shall be deemed to include the plural, and vice versa.


IN WITNESS WHEREOF, the undersigned have adopted and ratified the foregoing Bylaws of the corporation as of the 7<sup>m</sup> day of July, 2020.

DIRECTORS:

  
SHAWN MAYALL

  
ROBERT BORGMANN

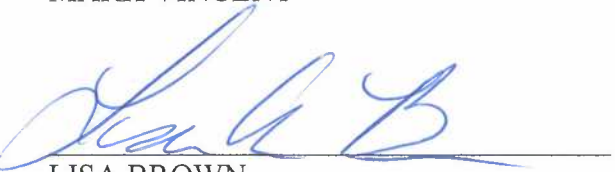
  
KURTIS OHSE

  
IKE LAMKE

  
SEAN BRINKER

  
MARK VINCENT

  
ANTHONY BEQUETTE

  
LISA BROWN

OFFICERS:

  
SHAWN MAYALL, President

  
SEAN BRINKER, Treasurer/Secretary

  
KURTIS OHSE, Vice President

**FIRST AMENDMENT TO THE BYLAWS OF ELIJAH'S LIMITED**

This First Amendment to the Bylaws of Elijah's Limited (the "Company"), made and duly approved by unanimous vote of the Board of Directors,

WITNESSETH:

WHEREAS, the Board of Directors (hereinafter "Directors") of the Company approved and ratified the Company's Bylaws on July 7, 2020 by unanimous consent; and

WHEREAS, the Company's Directors have passed a Resolution to amend the Bylaws as provided below.

NOW, THEREFORE, the Company's Bylaws are hereby amended as follows:

1. ARTICLE 2, SECTION 2.0, of the Bylaws is revoked in its entirety, and a new ARTICLE 2, SECTION 2.0, with the same designation, is substituted in lieu thereof, to read as follows:

2.0 Membership. The Corporation shall have three classes of members – individuals, small corporate members and large corporate members.

2. ARTICLE 3, SECTION 3.2 of the Bylaws is revoked in its entirety, and a new ARTICLE 3, SECTION 3.2, with the same designation, is substituted in lieu thereof, to read as follows:

3.2 Corporate Membership Dues. There shall be two classifications of corporate membership, including a "small corporate member" and a "large corporate member." All corporate membership, regardless of classification, shall pay dues as established from time to time by the Board of Directors. The initial monthly dues for a small corporate member shall be two hundred dollars (\$200.00) per month. The initial monthly dues for a large corporate member shall be three hundred dollars (\$300.00) per month.

3. ARTICLE 3, SECTION 3.4 of the Bylaws is revoked in its entirety, and a new ARTICLE 3, SECTION 3.4, with the same designation, is substituted in lieu thereof, to read as follows:

3.4 Corporate Membership Restrictions. Each small corporate member shall be allotted three (3) authorized users, one of whom shall be designated the lead member. Each large corporate member shall be allotted five (5) authorized users, one of whom shall be designated the lead member. The authorized users of either a small corporate member or a large corporate member may be changed upon thirty days written notice submitted by the lead member to the Board of Directors.

4. ARTICLE 3, SECTION 3.5 of the Bylaws is revoked in its entirety, and a new ARTICLE 3, SECTION 3.5, with the same designation, is substituted in lieu thereof, to read as follows:

3.5 Guests and Unauthorized Persons. When utilizing the social club, each individual member may bring up to three (3) guests without prior notice or Board authorization. As set forth in Section 3.4, small corporate members shall be allotted three (3) authorized users, and large corporate members shall be allotted five (5) authorized users. Each small corporate member and large corporate member may bring six (6) guests without prior notice or Board authorization. If any individual or corporate member will exceed the authorized number of guests, they shall call ahead to confirm availability or rent one of the private spaces.

No person may enter the social club without being a member in good standing or being the guest of a member in good standing. Members shall be responsible for the conduct and tab of their guests. Members hereby authorize the Board to utilize the member's credit/debit card on file to satisfy any unpaid debts or tabs of their guests, plus an eighteen percent (18%) gratuity charge.

Paying guests of The Inn at Elijah McLean's shall have access to the social room during their period of residency at The Inn. Guests of The Inn at Elijah McLean's shall be required to pay for all purchases at the time of each transaction or nightly before exiting the social club.

5. All other provisions of the Company's Bylaws which have not been amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment to the Bylaws of Elijah's Limited is  
executed on this 17<sup>th</sup> day of November, 2020.

DIRECTORS:


  
SHAWN MAYALL

  
ROBERT BORGMANN


  
KURTIS OHSE


  
IKE LAMIKE

  
SEAN BRINKER

  
LISA BROWN

  
ANTHONY BEQUETTE

  
MARK VINCENT

  
JEFF HOLTMEIER

## **SECOND AMENDMENT TO THE BYLAWS OF ELIJAH'S LIMITED**

This Second Amendment to the Bylaws of Elijah's Limited (the "Company"), made and duly approved by unanimous vote of the Board of Directors,

WITNESSETH:

WHEREAS, the Board of Directors (hereinafter "Directors") of the Company approved and ratified the Company's Bylaws on July 7, 2020 by unanimous consent; and

WHEREAS, the Directors of the Company approved the First Amendment to the Bylaws of Elijah's Limited on November 17, 2020; and

WHEREAS, the Company's Directors have passed a Resolution to amend the Bylaws as provided below.

NOW, THEREFORE, the Company's Bylaws are hereby amended as follows:

1. ARTICLE 2, SECTION 2.0, of the Bylaws is revoked in its entirety, and a new ARTICLE 2, SECTION 2.0, with the same designation, is substituted in lieu thereof, to read as follows:

2.0 Membership. The Corporation shall have three classes of members – individuals, small corporate members and large corporate members. All memberships shall include the approved persons and their spouse or significant other, if applicable.

2. ARTICLE 3, SECTION 3.1 of the Bylaws is revoked in its entirety, and a new ARTICLE 3, SECTION 3.1, with the same designation, is substituted in lieu thereof, to read as follows:

3.1 Individual Membership Dues. All individual members shall pay dues as established from time to time by the Board of Directors. The current monthly dues for any individual, together with his or her spouse, shall be \$75.00 per month.

3. All other provisions of the Company's Bylaws which have not been amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, this Second Amendment to the Bylaws of Elijah's Limited is executed on this 1<sup>st</sup> day of August, 2021.

DIRECTORS:

\_\_\_\_\_  
SHAWN MAYALL

\_\_\_\_\_  
ROBERT BORGMANN

\_\_\_\_\_  
KURTIS OHSE

\_\_\_\_\_  
IKE LAMKE

\_\_\_\_\_  
SEAN BRINKER

\_\_\_\_\_  
LISA BROWN

\_\_\_\_\_  
ANTHONY BEQUETTE

\_\_\_\_\_  
MARK VINCENT

\_\_\_\_\_  
JEFF HOLTMEIER

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### **THIRD AMENDMENT TO THE BYLAWS OF ELIJAH'S LIMITED**

This Third Amendment to the Bylaws of Elijah's Limited (the "Company"), made and duly approved by unanimous vote of the Board of Directors,

WITNESSETH:

WHEREAS, the Board of Directors (hereinafter "Directors") of the Company approved and ratified the Company's Bylaws on July 7, 2020 by unanimous consent; and

WHEREAS, the Directors of the Company approved the First Amendment to the Bylaws of Elijah's Limited on November 17, 2020; and

WHEREAS, the Directors of the Company approved the Second Amendment to the Bylaws of Elijah's Limited on August 1, 2021; and

WHEREAS, the Company's Directors have passed a Resolution to amend the Bylaws as provided below.

NOW, THEREFORE, the Company's Bylaws are hereby amended as follows:

1. ARTICLE 3, SECTION 3.13, of the Bylaws is revoked in its entirety, and a new ARTICLE 3, SECTION 3.13, with the same designation, is substituted in lieu thereof, to read as follows:

3.13 Membership Meetings. There shall be a regular meeting of the members held on the second Thursday of March each year at a time and location to be fixed by the Board of Directors, and if no time and location shall be fixed, then it shall be held at the principal office of the Corporation at 6:00 p.m. During such meeting the members entitled to vote shall fill any vacancy of the directors and conduct such other business as may come before the members.

At the regular meeting of the members, the Corporation's Secretary shall present an alphabetical list of the members including their names, addresses and number of votes each is entitled to cast. Only members in good standing, including the payment of dues, shall be permitted to attend or vote. The Corporation's President shall report on the activities and financial condition of the Corporation.



The Board of Directors may call a special meeting of the members at any time they deem necessary and appropriate, pursuant to the complete provisions of this Section.

All members shall be provided notice of any regular or special meeting not less than ten (10) days in advance of said meeting. In addition to such other methods the Board of Directors deems appropriate, notice of any regular or special meeting shall be sent to the members via first class mail, postage prepaid, and addressed to the address on file with the Corporation.

2. All other provisions of the Company's Bylaws which have not been amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, this Second Amendment to the Bylaws of Elijah's Limited is executed on this 15<sup>th</sup> day of February, 2022.

DIRECTORS:

  
SHAWN MAYALL

  
ROBERT BORGMANN

  
KURTIS OHSE

  
IKE LAMKE

  
SEAN BRINKER

\_\_\_\_\_  
LISA BROWN

\_\_\_\_\_  
ANTHONY BEQUETTE

  
MARK VINCENT

  
JEFF HOLTMEIER

  
MICHELLE UNNERSTALL

#### **FOURTH AMENDMENT TO THE BYLAWS OF ELIJAH'S LIMITED**

This Fourth Amendment to the Bylaws of Elijah's Limited (the "Company"), made and duly approved by unanimous vote of the Board of Directors,

WITNESSETH:

WHEREAS, the Board of Directors (hereinafter "Directors") of the Company approved and ratified the Company's Bylaws on July 7, 2020 by unanimous consent; and

WHEREAS, the Directors of the Company approved the First Amendment to the Bylaws of Elijah's Limited on November 17, 2020; and

WHEREAS, the Directors of the Company approved the Second Amendment to the Bylaws of Elijah's Limited on August 1, 2021; and

WHEREAS, the Directors of the Company approved the Third Amendment to the Bylaws of Elijah's Limited on February 15, 2022; and

WHEREAS, the Company's Directors have passed a Resolution to amend the Bylaws as provided below.

NOW, THEREFORE, the Company's Bylaws are hereby amended as follows:

1. ARTICLE 2, SECTION 2.0, of the Bylaws is revoked in its entirety, and a new ARTICLE 2, SECTION 2.0, with the same designation, is substituted in lieu thereof, to read as follows:

2.0 Membership. The Corporation shall have three classes of members – individuals, small corporate members and large corporate members. All memberships shall include the approved persons and their spouse or significant other, if applicable. All significant others must be designated, in writing, by the approved member. The term "significant other" shall mean those who cohabitate together.

2. ARTICLE 3, SECTION 3.5, of the Bylaws is revoked in its entirety, and a new ARTICLE 3, SECTION 3.5, with the same designation, is substituted in lieu thereof, to read as follows:

3.5 Guests and Unauthorized Persons. When utilizing the social club, each individual member may bring up to three (3) guests without prior notice or Board authorization. As set forth in Section 3.4, small corporate members shall be allotted three (3) authorized users, and large corporate members shall be allotted five (5) authorized users. Each small corporate member and large corporate member may bring six (6) guests without prior notice or Board authorization. If any individual or corporate member will exceed the authorized number of guests, they shall call ahead to confirm availability or rent one of the private spaces.

No person may enter the social club without being a member in good standing or being the guest of a member in good standing. Members shall be responsible for the conduct and unpaid tab of their guests, spouses and significant other. Members hereby authorize the Board to utilize the member's credit/debit card on file to satisfy any unpaid debts or tabs of their guests, spouses or significant other, plus an eighteen percent (18%) gratuity charge.

Paying guests of The Inn at Elijah McLean's shall have access to the social room during their period of residency at The Inn. Guests of The Inn at Elijah McLean's shall be required to pay for all purchases at the time of each transaction or nightly before exiting the social club.

3. All other provisions of the Company's Bylaws which have not been amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, this Fourth Amendment to the Bylaws of Elijah's Limited is executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

DIRECTORS:

\_\_\_\_\_  
SHAWN MAYALL

\_\_\_\_\_  
ROBERT BORGMANN

\_\_\_\_\_  
KURTIS OHSE

\_\_\_\_\_  
IKE LAMKE

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SEAN BRINKER

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LISA BROWN

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ANTHONY BEQUETTE

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MARK VINCENT

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JEFF HOLTMEIER

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MICHELLE UNNERSTALL

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