

NATIONAL CROQUET CLUB, INC.

A Not-For-Profit Florida Corporation

BY-LAWS
As Approved 1/16/11

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ARTICLE I - PURPOSE OF CORPORATION

The nature and purpose of National Croquet Club, Inc. (the "Club") is to operate a private croquet club exclusively for the recreation, pleasure and benefit of its members.

ARTICLE II - RESTRICTIONS ON CLUB INCOME AND LOCATION

A. Restriction on Club Income

No more than thirty five percent (35%) of gross receipts may be from sources outside the membership, including gross investment income, and within said thirty five percent (35%) no more than fifteen percent (15%) may be receipts derived from nonmember use of the Club.

B. Location

The Club shall be located and operated on real property and improvements thereon in Palm Beach County, Florida (the "facilities") owned by the Croquet Foundation of America, Inc. ("CFA"), for which the Club shall pay to the CFA the fair market value for use of the facilities. A change of the location of the Club shall require an affirmative vote of two thirds (2/3) of the members of the Club eligible to vote.

ARTICLE III - MEMBERSHIPS

A. Eligibility for Memberships

Memberships established by the Club are available only by application and acceptance under procedures established in these By-Laws or adopted by the Board. However, all persons who are dues paying members of the Croquet Club at the National Croquet Center, or lifetime members thereof, shall be grandfathered as members of the Club without further action on their part or that of the Club. Such members of the Club shall then become subject to all rules and regulations of the Club, including but not limited to annual dues required of members of the Club.

B. Application for Membership

The application for membership provided by the Club and containing such information as the Club may request shall be completed and signed by any applicant for any class of membership. Any application for membership must be accompanied by any required membership fee deposit, and other documents as determined by the Board.

C. Classes of Membership

Classes of membership are as established by the Board.

D. Benefits and Fees of Membership

The benefits ascribed to a particular class of membership, and the membership dues and fees associated with the particular class of membership, shall be as established by the Board. The Board, in its discretion, may adopt such additional rules and restrictions as may be deemed in the best interest of the Club. Each member has a right of privacy. Member information may not be used by the Club, its agents, other Club members, or any outside individuals or organizations for any commercial purposes.

E. Membership Fees, Dues and Assessments

Annual dues shall be paid in the amounts and in the manner required by the Board, and shall be paid to National Croquet Club, Inc.

F. Appointment of Honorary Members

Honorary Members shall be selected by the Board, Their membership shall continue and be renewable annually at the pleasure of the Board.

G. Membership certification

Every member shall receive a membership card. The membership card shall be in a form approved by the Board. Memberships are not transferable except to the Club as specifically provided by these By-Laws. Whenever any person shall cease to be a member, whether by death, resignation, expulsion or other provisions of these By-Laws, such cessation shall operate to authorize the Treasurer of the Club to cancel the membership of such member in accordance with and in the manner prescribed by these By-Laws. Acceptance of a membership shall constitute each member's agreement to all of the terms and conditions of the Articles and these By-Laws and each member agrees to abide by same.

H. Rights of Membership

All members of each class of membership shall be subject to the Rules and Regulations published by the Board from time to time.

I. Honorary Memberships

1. Honorary Members are not required to pay membership fees but they shall pay accompanied or unaccompanied guest fees and charges incurred, as the case may be, for requested Club services.

2. The Board may select additional Honorary Members whose membership continues at the pleasure and discretion of the Board, renewable each

year. Limitations on guests and frequency of guests using the Club facilities shall be applicable to guests of Honorary Members.

3. Honorary members shall not be voting members of the Club and shall not be entitled to any disbursement of the Club's assets in the event of the Club's dissolution.

J. Transfer of Membership

Memberships cannot be mortgaged, pledged or in any way encumbered by the owner thereof without the prior written approval of the Board, upon such terms and conditions as the Board shall establish. All transfers of memberships, whether due to resignation, expulsion, death or other cause, shall be transferable only to the Club.

1. Resignation

If a member resigns during a membership year, he or she will not be reimbursed for any dues for that membership year and will be liable for any indebtedness to the Club. Resignations from the Club will not be accepted until the membership card is surrendered to the Club.

2. Expulsion

An expelled member of the Club must surrender his or her membership card to the Club as provided in paragraph 1 above. Failure of an expelled member to surrender his or her card shall not prevent the Club's cancellation of such membership.

ARTICLE IV - VOTING RIGHTS

A. Voting Rights

Each dues paying member of the Club, except those with Three Month Introductory Memberships, shall be entitled to one vote on all matters involving a vote of the membership of the Club, unless such member has been suspended, expelled or resigned from the Club, or is delinquent in the payment of dues, or any other amounts owed to the Club. Three Month Introductory Members shall not have any voting rights whatsoever and shall not be eligible to hold office as a Board member or officer of the Club.

B. Votes

A majority of the total votes cast shall decide any question, unless these By-Laws or the Articles of incorporation of the Club provide otherwise, in which event the voting percentage

required in these By-Laws or the Articles shall control. The term “majority” of the votes cast shall mean more than fifty percent (50%) of the total votes cast.

C. Proxies

Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote and shall be filed with the Secretary of the Club prior to the meeting in which they are to be used. Proxies shall be valid only for the particular meeting designated therein.

ARTICLE V - MEMBERS' MEETINGS

A. Annual Meeting

An annual meeting of the members of the Club shall be held for the purposes of receiving reports of officers and others, to elect Board members, and for such other business as may be properly brought before the meeting.

B. Date and Place of Annual Meeting

Each annual meeting of the members (“Annual Meeting”) shall be held on a date and time determined by the Board, on the Club’s premises.

C. Special Meetings

Special meetings of the members may be called by the President, a majority of the members of the Board, or upon the written request of twenty percent (20%) or more of the members then entitled to vote. Such request shall be submitted to the President and he shall call a special meeting within thirty (30) days of the date the President receives such request. Notices of any special meeting must contain a statement of the purpose for which such special meeting is called, and no other business may be transacted at that meeting. If a special meeting is called, the Club shall set up procedures for members to vote by proxy and, if feasible, allow conferencing facilities.

D. Notices

The Secretary shall give not more than thirty (30) days’ and not less than ten (10) days’ prior notice, in person, by telephone, by electronic transmission or by prepaid mail, to all members of the Club entitled to vote, stating the time, date, place and purpose of any special meeting. Notice of any such meeting, if written, shall also be posted in the clubhouse on the date of its mailing to the members.

E. Quorum

The presence, either in person or by proxy, of members having thirty percent (30%) or more of the votes then entitled to be voted shall constitute a quorum at any meeting of the members.

ARTICLE VI - BOARD OF DIRECTORS

A. Number, Qualifications and Term

1. The government and administration of the affairs of the Club shall be vested in a Board of Directors consisting of seven (7) persons, each of whom shall serve terms of one year.

2. The Chairman of the Board of Directors of the Croquet Foundation of America, and two other members of the Board of Directors of the Croquet Foundation of America, Inc., as selected by the Board of directors of said corporation, by virtue of their positions in said corporation, shall comprise three of the seven members of the Board of Directors of the Club. The remaining four members of the Board of the Club shall be as elected by the voting members of the Club, and shall not also be members of the Board of Directors of the Croquet Foundation of America, Inc.

B. Nominations for Four Elected Members of the Board of Directors

1. The Board shall appoint a Nominating Committee, at least one (1) of whom shall be a member of the Board. Members of the Nominating Committee shall serve for a term of one (1) year or until their successors are appointed and qualified. Unless specifically requested by a majority of the Board, the Nominating Committee shall not nominate candidates to fill any vacancies occurring by reason of death, resignation, or otherwise for any unexpired term.

2. The Nominating Committee shall recommend, at least forty five (45) days prior to the Annual Meeting, the named members of the Club selected by a majority vote of the Nominating Committee to be submitted to the voting members of the Club at such Annual Meeting for election to the Board. The number of nominees shall be equal to or greater than the number of Board members to be elected at the Annual Meeting. Such nominees, and any other members nominated in writing by 30 members or more, at least twenty (20) days prior to the Annual Meeting by members entitled to vote, after having been certified by the Secretary or any other officer that they are qualified for election and nominated in accordance with the provisions of these By-Laws and have accepted such nominations, shall have their names posted on ballots.

3. Nominations from the floor shall not be accepted.

C. Elections

1. There shall be no cumulative voting.
2. Voting shall either be in person or by proxy, on ballot forms.
3. The election of the Board shall be at the Annual Meeting of the members.
4. Each member qualified to vote shall be entitled to cast one (1) vote for each of as many nominees as there are vacancies on the Board to be filled (but without cumulative voting). The nominees receiving the highest number of votes shall be declared elected.

D. Indemnification of the Board

Every Board member and every officer of the Club shall be indemnified by the Club against any and all expenses, and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which the Board member may be a party or in which the Board member may become involved by reason of having been a Board member or officer of the Club, whether or not he or she is a Board member or officer at the time such expenses are incurred, except when a Board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Club.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Board member or officer may be entitled, and such Board member or officer shall be entitled to any indemnification authorized by any provision of the laws of the State of Florida for corporations generally and for nonprofit corporations.

E. Emeritus Members

Each board member who has served terms totaling at least five years as such, and who is not elected to a further term as a voting member of the Board, shall be classed an Emeritus member of the Board. Emeritus members of the Board shall have the right to attend all meetings of the Board, and of its committees, and shall have the right to be heard at such meetings, but shall not have the right to vote on any matters before the Board.

ARTICLE VII - MEETINGS OF BOARD MEMBERS

A. Organizational Meeting

Within ten (10) days after their election at an Annual Meeting, the Board shall hold an organizational meeting to elect officers of the Club and to consider any other matters as may be properly brought before the meeting. The place and time of such organizational meeting shall be fixed by the Board at the meeting at which they are elected, and no further notice of the organizational meeting shall be necessary.

B. Regular Meetings

The Board shall have a minimum of four (4) meetings in each year at such times as the Board shall determine. Telephone meetings shall be permitted.

C. Notice

Meetings of the Board may be called by the President and, in his absence by the Vice President, or by a majority of the members of the Board by giving five (5) days' notice of the time and place of said meeting (except emergency meetings) in person, by telephone, by electronic transmission or by prepaid mail, to all of the members of the Board. All notices for such meetings shall state the purpose of the meeting and if in written form shall also be posted on the Club's official bulletin Board.

D. Board member's Waiver of Notice

Before or at any meeting of the Board, any Board member may waive notice of such meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Board member at any meeting of the Board shall be a waiver of notice of the time and place thereof. If all the Board members are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

E. Quorum

At all meetings of the Board, a majority of the Board members shall constitute a quorum for the transaction of business, and the acts of a majority of the Board members present at such meetings at which a quorum is present shall be the acts of the Board. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At each such adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted without further notice. The joinder of a Board member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Board member for the purpose of determining a quorum.

F. Duties at Board Meetings

The Board shall fix the membership fee, any initiation fee, food purchase minimums, terms for the issuance of membership cards and any other fees and assessments. Such fees and terms shall be effective until the Board changes these fees and terms at a Board meeting. If the

Board takes no action on the fees and terms, such fees and terms that are in force shall continue until the Board does act.

ARTICLE VIII - POWERS OF THE BOARD OF DIRECTORS

A. Management of the Club

The Board shall exercise all powers of the Club, and do all acts and things necessary to carry out the purpose of the Club and shall have all powers of Directors of not for profit corporations as provided in Chapter 617 of the Florida Statutes as amended or re-numbered from time to time, unless otherwise restricted by these By-Laws or the Articles.

B. Duties and Powers

In addition to powers and duties enumerated in these By-Laws, the Board shall:

1. Elect the officers of the Club;
2. Appoint committees and assign duties;
3. Fill vacancies on the Board due to death, resignation, inability to perform duties, or otherwise for the balance of the unexpired term of such Board member;
4. Appoint managers and other employees and delegate such authority as it considers necessary for the proper operation and management of the Club, except authority for such powers and duties which may require the approval of the Board or the members;
5. Adopt, alter, amend, enforce, or repeal rules and regulations governing use of the Club and all facilities by members, their families and their guests;
6. Fix the membership and initiation fees, and determine the terms for payment of same;
7. Determine the amount of dues and assessments and other charges for each class of membership;
8. Have the authority to replace any Board member who shall fail to attend by telephone or in person fifty percent (50%) or more of the Board meetings in any one calendar year;
9. Expend funds to the extent of the amount in the Club treasury or owing to the Club; enter into contracts; lend money; borrow money or incur indebtedness

for the purposes of the Club, and cause promissory notes, bonds, mortgages or other evidences of indebtedness to be executed and issued;

10. Purchase or lease equipment, supplies and materials required in the operation and management of the Club;
11. Enforce by any legal means the provisions of the Articles and these By-Laws;
12. Select depositories for the Club funds and determine the manner of receiving, depositing and disbursing Club funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by these By-Laws;
13. Have full discretionary power to admit or expel members, subject to the provisions of the Articles and these By-Laws; and
14. Develop procedures for reviewing and accepting or rejecting applications for each class of membership.

C. Limitations of Board Powers

The Board shall not, without the approval of the membership:

1. Incur expenses in excess of \$25,000 for a single project or expenditure other than payment of fair market value per Article II B. herein.
2. Buy or sell real property, or
3. Incur loans in excess of \$100,000 or leases with a cumulative cost in excess of \$100,000, except for lines of credit for use in operating expenses incurred in the normal course of business.

D. Issuance of Membership Cards

The Board shall have sole authority to issue, cancel and transfer membership cards, and shall have such cards prepared in form and content consistent with the provisions of the Articles and these By-Laws.

E. Compensation

No Board member shall receive a salary, dividend or any part of the income of the Club, or any other compensation from the Club, but shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these By-Laws. Nothing herein shall be construed to prohibit payment by the Club of compensation in a reasonable amount to a Board

member or officer for services rendered to the Club in a capacity other than as a Board member or officer, but only as approved by a two thirds (2/3) majority of the Board.

F. General Powers

The Board shall have the corporate powers to generally do everything permitted not-for-profit corporations by law, by statute, by the Articles, and these By-Laws, unless otherwise restricted by these By-Laws or the Articles.

G. Action Without Meetings

Any action which may be taken by the Board, or any committee thereof, may be taken without a meeting if consent in writing setting forth the action to be taken, signed by all of the Board members, or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the effect of a unanimous vote.

ARTICLE IX - OFFICERS

A. Election to Office

The Board at each organizational meeting shall elect from among the members of the Board, to serve for the term of one (1) year and until their successors shall be elected, a President, a Vice President, a Treasurer and a Secretary, and such other officers as the Board from time to time determines appropriate.

B. Removal from Office

Any officer may be removed from office by a two-thirds (2/3) vote of the members of the Board or pursuant to Article XIII of the Articles.

ARTICLE X - DUTIES OF OFFICERS

A. President

The President shall preside at all meetings and enforce observance of the provisions of these By-Laws and the Rules and Regulations of the Club. The President may call special meetings of the members and the Board; shall be an ex-officio member of all committees; and is empowered to execute all papers and documents requiring execution in the name of the Club.

B. Vice President

In the absence or disability of the President, the Vice President shall perform and carry out all duties and responsibilities of the President.

C. Secretary

The Secretary shall keep records and minutes of all Board and membership meetings and shall be responsible for giving all required notices of such meetings. The Secretary shall have custody of the Seal of the Club and all membership records shall be kept under his supervision.

D. Treasurer

The Treasurer shall be Chairman of the Finance Committee. He shall cause to be collected, held, and disbursed, under the direction of the Board, all monies of the Club; and it shall be his duty to collect monies due the Club from the issuance of membership cards, dues and charges from Club members and all amounts due from others. He shall keep or cause to be kept regular books of accounts and all financial records of the Club, and shall have prepared for and submitted to the Board any proposed budgets and financial statements, when and in the form requested by the Board. He shall deposit or cause to be deposited all monies of the Club in an account or accounts in the Club's name, in a bank or banks designated by the Board.

E. Other Officers

The Board may appoint additional officers and assign their duties.

F. Additional Duties of Officers

Any officer may be given additional assignments and duties by the Board.

ARTICLE XI - COMMITTEES

A. Standing Committees

Each year, the President, subject to the approval of the Board, shall designate the Convener of each of the following committees. The Convener nominates candidates from membership to serve on the committee. The Board reviews and approves committee membership. The Convener organizes the initial meeting for the committee where a chairperson and secretary are elected by the committee members.

1. Finance Committee

The Finance Committee shall in general supervise, direct and control all matters pertaining to the Club's finances including, but not limited to, the placing of insurance, the filing of tax returns and the payment of taxes, the preparation of the annual operating budget and the preparation of the current reports for the Board on the Club's financial condition. The Finance Committee shall have the

power, with the approval of the Board, to direct the General Manager to employ, at the expense of the Club, such clerical aid and assistance as may be necessary to handle the accounts. The account books and vouchers shall at all reasonable times be open to the inspection of any member of the Board. The Finance Committee shall distribute financial statements to the membership annually, as close to the end of the fiscal year as possible.

2. Membership Committee

The Membership Committee may investigate all applications for membership and may determine, in its sole discretion, approval or disapproval of each application. All approved applications shall be forwarded to the Board for its approval.

3. Other Committees

Each of the following committees, subject to the approval of the Board, shall formulate programs and submit them with recommendations to the Board for approval. Committees and committee functions may be combined or reassigned to other committees from time to time as determined by the Board.

a. Croquet Committee

The Croquet Committee shall advise the Board on matters concerning croquet professionals, the promulgation of playing rules for members and their guests, the programming of croquet events for members and their guests. The chairman shall designate one (1) member to act as liaison with the Social Committee.

b. Social Committee

The Social Committee shall advise the Board on matters concerning the social activities and entertainment of members and their guests. The Chairman shall designate one (1) member to act as liaison with the Croquet Committee.

c. Grievance Committee

The Grievance Committee shall advise the Board on matters concerning member conduct. All written complaints relative to any member's conduct shall be first referred to this Committee. The Grievance Committee shall make such investigation as it deems necessary and shall present its recommendation to the Board. If the Committee's recommendation of a formal charge is approved by the Board, the Committee shall draft and submit to the Board a letter of complaint. The

Committee shall have no power of suspension or expulsion but may have such powers of censure as may be directed by the Board.

d. Rules Committee

The Rules Committee shall be charged with the publication, interpretation and enforcement of the Rules and Regulations of the Club.

e. Strategic Planning Committee

The Strategic Planning Committee shall be charged with assessing the Club's long term needs and, working with the Finance Committee, develop and maintain a strategic plan for meeting these needs.

f. House Committee

The House Committee shall advise the Board on matters concerning the interaction of members with the facility owned by CFA. The House Committee shall advise on all food and beverage operations. The chairman shall designate one (1) member to act as liaison with the Social Committee.

B. Ad Hoc Committees

The President, subject to the approval of the Board, may, from time to time, appoint such Ad Hoc Committees, with such powers and composition as he or she, with such approval, shall determine.

C. Powers of Committees

Each of the several committees shall act only as a committee and the individual members thereof shall have no power or authority. The chairman of each committee may appoint such subcommittees as he or she deems desirable from the members of the committee. Any such subcommittee shall report directly to the committee as a whole, which shall approve, amend or disapprove the report of the subcommittee.

ARTICLE XII - DUES AND FISCAL MATTERS

A. Fiscal Year

The fiscal year of the Club shall be the calendar year.

B. Dues

The Board will set the schedule of dues and fees to be charged to members and guests. Other dues and fees may be set by the Board at any time. Such dues and fees will be applied against the Club's operating costs. It shall be the policy of the Club that the annual and all other dues, plus other receipts by the Club, shall be sufficient, insofar as possible to project, to meet the annual operating needs of the Club. The annual and other dues, as they are established from time to time by the Board, shall, insofar as possible, reflect this stated policy. Annual dues, plus any applicable taxes, shall be due and payable annually, in advance, as determined by the Board. In exceptional instances of the need of a member, as determined by the Board, annual dues may be paid monthly or quarterly, with or without surcharge, as determined by the Board. Other dues and fees shall be payable as determined by the Board. Members who terminate their memberships during any fiscal year are not entitled to a refund of any dues. Each member and his estate by acceptance of a membership agree that they and their estate are personally liable for all dues, fees, assessments and other charges by the member, their guests or family during the term of his or her membership.

ARTICLE XIII - DELINQUENCIES

A. Statements

An itemized statement of any unpaid dues, fees, and current charges shall be mailed monthly to each member, and any member failing to pay his or her indebtedness to the Club within thirty (30) days from the date of such statement shall be obligated to pay interest on such sums from the date of such statement at such rate as determined by the Board, which rate shall not exceed the highest rate allowed by the laws of the State of Florida.

B. Payment

If payment together with interest is not received within forty-five (45) days after the date of any statement, the delinquent member's Club privileges may be suspended and other action taken as determined by the Board of Directors.

C. Unpaid Accounts – Enforcement

In addition to the suspension of membership as provided in Section B above, if any unpaid dues, fees, assessments or charges (with interest) are not paid promptly following such suspension, the delinquent member shall pay all reasonable attorneys' fees and expenses incurred by the Club in collecting such sums, whether or not legal proceedings are initiated.

ARTICLE XIV - DISCIPLINE

No member shall permit any undesirable person to be his guest at the Club. Members shall invite as their guests only such persons who they would be willing to sponsor for Club membership and who they would expect to be approved for membership. Any member who permits guests to use the Club facilities who do not meet the above criteria or any member

whose conduct or reputation shall be deemed by the Grievance Committee to be improper or likely to endanger the welfare, safety, harmony, or good reputation of the Club or of its members, may be reprimanded, fined in reasonable amounts, suspended, or expelled from the club upon the approval of such action by the Board. The Board shall be the sole judge of what constitutes a violation of the above guest policy, improper reputation, or conduct likely to endanger the welfare, safety, harmony or good reputation of the Club or its members, in accordance with Paragraphs A, B, C and/or D below.

A. Board Action

Any member who is the subject of a grievance shall be notified by the Club of such proposed action and shall be given an opportunity to be heard by the Board to show cause why he or she should not be disciplined in accordance with this Article XIV. If such member desires to be heard, the Board shall set a time and date (not less than ten (10) days thereafter) for such hearing. While such complaint is being considered by the Board, the member shall enjoy the privileges of the Club.

B. Suspension

The Board may suspend a member and/or his family and/or his guests from some or all of the privileges of the Club for a period of up to one (1) year. Dues and other obligations shall accrue during such suspension and shall be paid in full before reinstatement to full privileges.

C. Resignation- Requested by Board

The Board may, by two-thirds (2/3) vote of the Board members present at a duly called meeting, request the resignation of any member for cause deemed sufficient to the Board. If such member fails to resign and surrender his or her membership card within ten (10) days thereafter, he shall be deemed expelled.

D. Expulsion

Any member of the Club who has been expelled shall not again be eligible for membership nor admitted to Club facilities under any circumstances. An expelled member shall be so notified by the Club by registered mail and shall have the obligation to surrender his membership card to the Club for reissuance to a new member in accordance with the provisions of Article II of these By-Laws pertaining to membership.

ARTICLE XV - AMENDMENTS

These By-Laws, may be altered, amended, or repealed, only by an affirmative vote of two thirds (2/3) of those members entitled to vote.

ARTICLE XVI - CLUB EMBLEM

The emblem or emblems of the Club shall be of a style and design to be approved by the Board.

ARTICLE XVII - FIDELITY BONDS NOT MANDATORY

All officers who are authorized to sign checks and any other persons having access to monies of the Club or its bank accounts need not be bonded. The Board, in its discretion, may require such bond(s) in the future in such amount(s) as may be determined necessary and prudent by the Board.

ARTICLE XVIII - DISSOLUTION OF THE CLUB

A. Upon dissolution of the Club, a statement shall be prepared setting forth the assets and liabilities of the Club. The assets shall be distributed as promptly as practicable through a sale of such property and a distribution of the net proceeds realized therefrom.

B. The assets shall be distributed in the following order of priority, no distribution being made in the second category set forth below unless and until the preceding category has been satisfied in full.

1. Payment of debts and liabilities of the Club, together with applicable interest thereon and any expenses of liquidation;
2. The remainder of the proceeds ("Net Distributable Assets") shall be distributed to the Members, calculated as follows:
 - a. For calculation purposes, the total number of members entitled to share in the Net Distributable Assets ("Total Members") will be the number of members entitled to vote hereunder.
 - b. The Net Distributable Assets will be divided by the Total Members, which calculation will yield a dollar amount ("Share").
 - c. Each member will be entitled to one (1) Share.

ARTICLE XIX - NOTICES

Whenever notices are required to be sent to a member, such notices shall be in person, by telephone, by electronic transmission or by prepaid mail postage to the phone number or address appearing on the records of the Club provided by the member, unless a member gives written notice, to the Secretary of the Club that his or her notices are to be sent by a specified means or to some other address.

ARTICLE XX - PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of the Club meetings where not in conflict with the Articles or these By-Laws.

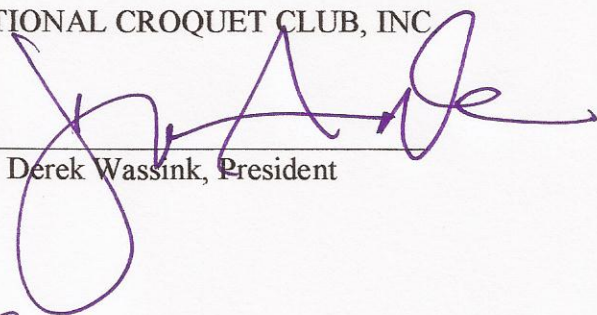
ARTICLE XXI - INTERPRETATION

As to all terms used herein, whenever the context so requires, the use of the singular shall include the plural, the use of the plural shall include the singular, and the use of any gender shall be deemed to include all genders.


APPROVED AND DECLARED AS THE BY-LAWS OF NATIONAL CROQUET CLUB, INC.

DATED THIS 16 DAY OF January, 2011.

NATIONAL CROQUET CLUB, INC

BY: 
Derek Wassink, President

ATTEST


Lauren Hammond, Secretary