

AMENDED AND RESTATED
BY-LAWS OF COOL DELL CLUB

(Effective January 1, 1961)

(As Amended)

(Feb. 1965, Sept. 1969, Sept. 1971, Sept. 1973, Sept. 1975, Sept. 1977, Oct. 1978, Oct. 1980,
Oct. 1983, Oct. 1988, Oct. 1992, July, 1996, Oct. 2010, Oct. 2020)

ARTICLE I

MEMBERSHIP

Section 1. The membership of this Corporation shall consist of the following classes:

- (a) Class A Unlimited Memberships
- (b) Class B Annual Activity Memberships
- (c) Class C Inactive Memberships

Section 2. Each holder of a Class A Membership shall pay to the Corporation an initial one-time application fee and be included on the Membership Roster. The holder of a Class A Membership shall pay annual dues in such amount as shall be determined by the Board of Directors and shall be entitled to both voting and activity privileges. Each Class A Membership shall be entitled to one vote. Holders of a Class A Membership shall not be entitled to refund or payment upon termination of membership.

Section 3. Each holder of a Class B Membership shall be entitled to activity privileges for a term of one year upon payment and acceptance of annual dues in such an amount as shall be determined by the Board of Directors. The holder of a Class B Membership shall not have voting privileges. Each Class B Membership may be renewed annually at the discretion of the Board of Directors.

Section 4. A Class A Membership shall automatically convert to a Class C Membership upon the membership holder's nonpayment of annual dues in such amount and by such deadline as shall be determined by the Board of Directors. The holder of a Class C Membership shall have neither voting privileges nor activity privileges. Class C members shall be required to pay an annual inactivity fee in such amount and by such deadline as shall be determined by the Board of Directors. Class C Memberships may be converted to Class A Membership by electing to activate the membership and paying the annual dues applicable to holders of A Memberships prior to the deadlines for Class A Membership dues established by the Board provided that all previously incurred inactivity fees have been paid.

Section 5. Memberships may be issued to individuals and married couples only. Any membership issued to an entity or trust prior to the adoption of these bylaws must be transferred into the name of a natural person provided that no application fee shall be charged for such change. The activity privileges of each Class A Membership and each Class B Membership shall extend to the membership holder's family unit made up of a husband and wife or head of household, together with any dependents living in the household. The Board of Directors shall have the sole power to define "dependents" within the meaning of this section. (The holders of Class A Memberships and the members of their family units are collectively referred to in these

By-Laws as "Class A Members"; the holders of Class A Memberships, Class B Memberships and Class C Memberships and the members of their family units are collectively referred to in these By-Laws as "Members").

Section 6. It is intended that the aggregate number of Class A Memberships and Class C Memberships of this Corporation shall be limited to 400. The combined aggregate number of Class A Memberships and Class B Memberships shall be set by the Board of Directors, in order to best serve the interests of the Corporation.

Section 7. A family unit as defined in Section 5 of this Article I shall not be permitted to hold or vote more than one Class A Membership or Class C Membership.

Section 8. Except for memberships conferred prior to the adoption of these By-Laws, Class A Memberships and Class B Memberships shall be conferred only by approval of the Board of Directors under the following procedure:

(a) A membership committee shall consist of at least three (3) Class A Members, at least one of which shall be from the Board of Directors and shall act as chairperson. The committee shall accept and consider applications for membership in the order received, and shall make recommendations thereon to the Board of Directors. Membership decisions shall not be based on race, color, religion, national origin, disability, gender, sex or other discriminatory factors.

(b) The recommendation of the membership committee shall be considered and voted upon at a meeting of the Board of Directors.

(c) If an applicant receives the approval of a majority of the Directors present at such meeting, the applicant shall be accepted for membership.

Section 9. (a) The Board of Directors may delegate to one or more designated Corporation members or committees, or to a responsible employee of the Corporation, the authority to suspend the activity privileges of any Member for the violation of these By-Laws or of the rules of the Corporation, provided such suspension does not exceed seven (7) days. A written report of any suspension under this subsection (a), containing the reasons for the suspension therefor, shall be submitted to the president within twenty-four (24) hours of the suspension.

(b) Any Member may, for cause and after having been given an opportunity for a hearing upon not less than five (5) days written notice, have his or her activity privileges suspended for a period not exceeding two (2) months by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting thereof; cause for suspension shall, in general, consist of violation of these By-Laws or of the rules of the Corporation.

(c) Any Member, may, for cause, and after having been given the opportunity for a hearing upon not less than fifteen (15) days prior written notice, have his or her membership permanently revoked by an affirmative vote of ten (10) Directors; cause for revocation shall, in general, consist of violation of these By-Laws or of the rules of the Corporation.

Section 10. Any holder of a Class A Membership or Class B Membership may resign at any time but refund of dues and fees shall be discretionary with the Board of Directors. If a refund is desired, the request must be made in writing.

Section 11. The Corporation shall maintain an official roster of current Class A Members and Class C Members, which shall be referred to as the Membership Roster. Class A Members and Class C Members as of the date of the adoption of these bylaws shall be included on the initial Membership Roster. The Membership Roster shall be the determinative list of Class A and Class C Members of the Corporation. Class A memberships accepted after adoptions of these bylaws shall not be represented by membership certificates and all membership certificates issued prior to the adoption of these bylaws shall be void and of no effect as evidence of membership. A member of the board shall be designated as the person responsible for maintaining the Membership Roster.

Section 12. Each holder of a Class A and Class C membership shall be responsible for providing the Corporation with a current address, telephone number and, if available, email address and notifying the Corporation of any changes thereto._

ARTICLE II

Board of Directors

Section 1. The management of this Corporation shall be vested in a Board of Directors consisting of nine (9) Class A Members elected by a majority vote of the holders of Class A Memberships and an additional Board member as provided for in Article II, section (h), if any.

Section 2. (a) At the effective date of these By-Laws, there are three (3) Directors whose terms expire in the current year, three (3) whose terms expire in the next year and four (4) whose terms expire in the year following. At each annual meeting, the holders of Class A Memberships shall elect, for three (3) year terms, three (3) new Directors to replace the Directors whose terms have expired that year.

(b) At the discretion of the Board of Directors, annual elections of Directors to be elected by the holders of Class A Memberships may be conducted by mail instead of by election at a meeting of the holders of Class A Memberships. In such a case, the following procedures shall apply:

(i) a written ballot shall be delivered to each holder of a Class A Membership entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.

(ii) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(iii) All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter other than election of Directors, and (3) specify the time by which a ballot must be received by the Corporation in order to be counted.

(iv) A written ballot may only be revoked if a request for revocation is made in writing and is received by the time a ballot must be received by the Corporation in order to be counted.

(c) All Directors shall be Class A Members of the Corporation.

(d) In the election of Directors, each holder of a Class A Membership shall be entitled to one vote for each Director to be elected by the holders of Class A Memberships, but no more than one vote per Class A Membership shall be cast for any one Director.

(e) Any Director who shall cease to be a Class A Member shall automatically cease to be a member of the Board of Directors.

(f) Vacancies in the Board of Directors, except vacancies caused by the increase of number of Directors after the effective date of these By-Laws, shall be filled by vote of the remaining Directors. A Director so elected shall serve until the next annual meeting of the holders of Class A Memberships, at which time any unexpired portion of said vacancy shall be filled by a vote of the holders of Class A Memberships. Vacancies caused by increase in the number of Directors, after the effective date of these By-Laws, shall be filled by a vote of the holders of Class A Memberships.

(g) A Director may serve more than one consecutive three (3) year term, but no Class A Members of the same "family unit" (as defined in Article I, Section 5 of these By-Laws) may serve as Directors at the same time.

(h) Swim and Dive Board Representative. A representative of the Cool Dell Swim and Dive Club shall serve as a Member of the Board of Directors, in addition to the Board members enumerated in Article II, Section 2 above. The Swim Board Representative may be either a Class A or Class B Member. If the Swim and Dive Board Representative is an A Member, he shall be a voting member of the Board of Directors. If the Swim and Dive Board Representative is a B Member, he shall serve as an Ex Officio Member of the Board of Directors.

Section 3. (a) The Board of Directors shall meet at such place and time as the president may determine at least four (4) times each year, and at such other times as they may deem necessary. One such meeting shall be held within forty-five (45) days following the annual meeting of the holders of Class A Memberships.

(b) Unless waived, notice of the date, time, place and purpose of each meeting of the Board of Directors shall be provided by the secretary to each Director at least two (2) days prior to the date of the meeting.

(c) Except as provided in subsection (d) of this Section, waiver of notice, shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records.

(d) A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to a vote on a matter not noticed in conformity with this Section objects to lack of notice and does not vote for or assent to the objected-to action.

(e) If a Director fails to attend three (3) meetings during his/her term of office without an excused absence, the Director may be removed if a majority of the Directors then in office vote for his or her removal.

Section 4. A majority of the Board of Directors in office immediately prior to a meeting of the Board of Directors that are present, in person, at such meeting shall constitute a quorum of the Board. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 8 and 9 hereof.

Section 5. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under these By-Laws or any applicable laws of the State of Missouri.

Section 6. Each Director shall be entitled to one vote on the Board of Directors. Such vote may be cast only by the Director elected in accordance with these By-Laws. No proxy vote or absentee vote shall be permitted by any Director.

Section 7. No one serving on the Board of Directors shall receive any salary or other compensation from the Board for his or her activities as a member of the Board. If a Board member acts in activities for the Corporation other than his or her activities as what is normally expected of a Board Member he or she shall be compensated in the same manner as is provided for other persons hired to act on behalf of the Board.

Section 8. The Board of Directors shall have power to make rules and to take such action not inconsistent with the By-Laws or contrary to law, as in its judgment may be necessary or desirable for the welfare of the Corporation, including the power to:

- (a) make or authorize all purchases and disbursements necessary or desirable for the operation of the Corporation;
- (b) fix the classification and salary schedule of employees and authorize their employment;
- (c) prescribe and review as required rules for the governance and use of Corporation facilities; said rules shall be reviewed annually or more often as may be required.
- (d) prepare an annual report showing the state of membership and finances, and summarizing the transactions and important activities of the preceding calendar year, which report shall be presented at the annual meeting of Class A Members;
- (e) supervise all committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee;
- (f) fix guest fees and waive guest fees;

(g) do or cause to be done all other things necessary for the operation and maintenance of the Corporation;

Section 9. Any one or more members of the Board of Directors may be removed from office by a three-fourths (3/4) vote of the holders of Class A Memberships present in person or represented by proxy at a meeting called for the purpose of removing the Director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 10. The Board of Directors may create one or more committees of the Board. Each committee shall have at least one member that is a member of the Board of Directors who shall act as chairperson of the committee. Each committee shall operate under such terms and with such powers as shall be specified by the Board of Directors.

Section 11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held. Such written consent may be transmitted in written form such as by electronic transmission including any process of communications not involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient.

ARTICLE III

OFFICERS

Section 1. The officers of the Corporation shall be a president, a vice president administration, a vice president operations, a secretary and a treasurer. The president, vice presidents, secretary and treasurer shall be elected annually by the Board of Directors at the first meeting following the annual meeting and shall hold office until the end of the first meeting of the Board of Directors following the next annual meeting of the Corporation. The president, vice president – administration and vice president – operations shall be Class A Members of the Corporation. The secretary and treasurer shall be Class A Members or Class B Members of the Corporation.

Section 2. The president shall preside at the meeting of the Corporation and of the Board of Directors. He/she shall appoint, subject to confirmation by the Board of Directors, all standing

committees, designating the chairman thereof, and all special committees as may be directed. He/she shall be the ex-officio, a member of all committees. He/she shall be the administrative officer of the Corporation and shall perform all other acts properly belonging to his/her office, including executive supervision of all activities of the Corporation and its employees.

Section 3. The vice president administration, in the absence of the president shall act in his stead. He/she shall attend to the business and financial operations of the Corporation. He/she shall be ex-officio, a member of all committees.

Section 4. The vice president operations, in the absence of the president and vice president administration, shall act for the president. He/she shall, under the direction of the president, attend to the operation and maintenance of the physical plant and properties of the Corporation.

Section 5. The secretary shall issue calls for meeting of the Corporation and Board of Directors, keep the minutes, and attend to the correspondence pertaining to his/her office. He/she shall perform such other duties pertaining to his/her office as may be required of him/her by the Board of Directors.

Section 6. The treasurer shall be responsible for keeping the financial accounts of the Corporation, collecting its revenues, and paying its bills as approved by the Board of Directors. He/she shall also be responsible for depositing funds of the Corporation in the name of the Corporation as authorized by the Board. He/she shall perform such other duties pertaining to his/her office as may be required of him/her by the Board.

ARTICLE IV

MEETINGS OF CLASS A MEMBERS

Section 1. The annual meeting of the Class A Members shall be held during the period of October 1 to October 31 each year, at such time and place as the Board of Directors shall determine.

Section 2. (a) A special meeting of Class A Members may be called at any time by direction of the Board of Directors.

(b) A special meeting of Class A Members shall be called by the secretary within thirty (30) days of written request for such a meeting made by at least thirty (30) holders of Class A Memberships.

Section 3. (a) Unless waived, notice of the place, date and time of each annual or special meeting of Class A Members shall be given by first-class, registered or certified mail to all holders of Class A Memberships entitled to vote no fewer than ten (10) nor more than seventy (70) days before the meeting date.

(b) Notice of an annual meeting of Class A Members shall include a description of any matter or matters which must be approved by the Class A Members.

(c) Notice of a special meeting shall include a description of the matter or matters for which the meeting is called and no other business shall be transacted there at.

(d) Mailing of notices to the last known address of the holder of Class A Memberships shall constitute sufficient notice under this section and shall be effective at the earliest of the following: (1) when received; (2) five (5) days after the deposit of the notice in the United States mail, as evidenced by the postmark if mailed correctly addressed and with first class postage affixed; or (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee.

(e) Notice of a meeting may be made by electronic transmission including electronic mail or any other process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient and such notice shall be effective on the date of transmission if sent to an email address provided by the member.

(f) The attendance of a Class A Member at a meeting of the Class A Members (1) waives objection to lack of notice or defective notice of the meeting unless the Class A Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose of purposes described in the meeting notice, unless the Class A Member objects to considering the matter when it is presented.

(g) Except as provided in subsection (f) of this Section, waiver of notice of an annual or special meeting of Class A Members shall be in writing, signed by the holder of the Class A Membership entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

Section 4. Ten (10) holders of Class A Memberships including the Board of Directors, present in person, shall constitute a quorum at any meeting of Class A Members.

Section 5. Unless these By-Laws require a greater vote, if a quorum is present, the affirmative votes of the votes represented and voting, which affirmative votes also constitute a majority of the required quorum, is the act of the Class A Members.

Section 6. Except for purposes of Section 4 of this Article, holders of Class A Memberships may be represented by proxy. Voting shall be viva voce, provided that upon demand by at least ten (10) holders of Class A Memberships, including Class A Memberships represented by proxy, voting shall be roll call, or by ballot.

ARTICLE V

DUES AND FEES

Section 1. (a) The annual dues for each Class A Membership and Class B Membership shall be set annually by the Board of Directors.

(b) The Board of Directors shall annually select a date by which all annual dues for each Class A Membership and each Class B Membership shall be paid.

(c) If mailed correctly addressed and with first class postage affixed, payments shall be deemed received on the date postmarked.

(d) The annual inactivity fee for each Class C Membership shall be set annually by the Board of Directors. In setting the inactivity fee the Board of Directors shall consider the total anticipated fixed expenses for the upcoming year including, but not limited to, real estate taxes divided by the maximum number of Class A and Class C memberships then authorized by these bylaws.

Section 2. A Class A Membership shall automatically be converted to a Class C Membership upon the membership holder's failure to pay annual dues in such amount and by such deadline as shall be determined by the Board of Directors; provided, however, that the Directors shall reinstate any such membership to Class A status upon request and payment of all unpaid inactivity fees for previous seasons related to the membership as well as the current season's annual dues plus a late payment charge prescribed by the Board of Directors if the total membership limit established by the Board of Directors pursuant to Article I Section 6 has not been reached.

Section 3. A holder of a Class B Membership renewing such membership shall pay his/her annual dues by the date selected by the Board of Directors. If payment is not postmarked by the deadline, the Class B Membership shall be deemed not renewed.

Section 4. All Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by them, and for all charges imposed upon or incurred by their guests to whom the privileges of the Corporation shall have been extended. Failure to make payment within thirty (30) days of the mailing or electronic delivery of the statement of such shall result in termination of membership in the case of a Class B Membership and shall result in conversion of a Class A Membership to a Class C Membership. The Directors shall terminate any Class C Memberships for failure to pay two consecutive inactivity fees upon an additional thirty (30) days' notice after the second payment is due. The Directors may, at their discretion, reinstate any such member upon request and payment of all indebtedness.

Section 5. The Corporation shall have the right to terminate the membership of any Class C Member who is unable to be located after a reasonable search and upon thirty days written notice via mail to the last known address of such member.

Section 6. Special assessments may be made only pursuant to amendments of these By-Laws.

ARTICLE VI

MISCELLANEOUS

Section 1. (a) This Corporation may be dissolved by an affirmative vote of two-thirds (2/3) of the Board of Directors, followed by a vote of two-thirds (2/3) of all holders of Class A Memberships represented and voting at a meeting of Class A Members called for that purpose.

(b) The Class A Members shall be notified in accordance with Article IV, Section 3, subsection (a) of these By-Laws of any meeting at which dissolution will be voted upon. The notice must specifically state that the purpose, or one of the purposes, of the meeting is to consider dissolving the Corporation and be accompanied by a copy or summary of the plan of dissolution which shall indicate to whom the assets owned or held by the Corporation will be distributed after all creditors have been paid.

Section 2. In the event of dissolution of the Corporation by any means or cause, the assets of the Corporation shall be sold and the proceeds of such sale, after payment of all just debts and obligations of the Corporation, distributed pro rata among the holders of Class A Memberships and Class C Memberships, each of such holder's share, however, being subject to set-off of all debts, dues and obligations owed to the Corporation by such holders of his or her family unit (as that term is defined in Article I, Section 5 of these By-Laws).

Section 3. Each Class A Member who is or was a director or officer of the Corporation, including the heirs, executors, administrators, or estate of such 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 any liability, judgment, fine, amount paid in settlement, costs and expenses including attorneys' fees, 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. The indemnification provided under this section shall not be exclusive of any other rights to which he or she may be entitled under other By-laws 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 of classes of persons.

Section 4. (a) The Corporation assumes no responsibility, and Members or their guests can have no claim against the Corporation, for the property of any Members, or any guests, which is brought upon or left on Corporation property.

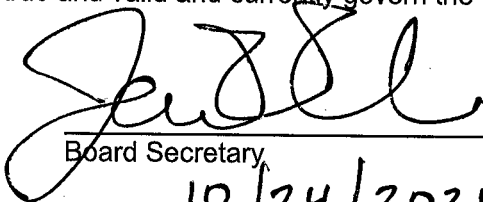
(b) The Corporation assumes no responsibility, and Members or their guests can have no claim against the Corporation for any accident, injury, or damage to any person or their property.

Section 5. Any question as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 6. These By-Laws may be amended by a two-thirds (2/3) vote of the holders of Class A Memberships represented and voting, at a meeting of Class A Members held in accordance with Article IV of these By-Laws.

Section 7. Meetings shall be conducted in accordance with Robert's Rules of Order.

I hereby certify that these By-Laws are true and valid and currently govern the operations of Cool Dell Club.


Board Secretary
Dated: 10/24/2020