

Special Member Meeting Of The Winnetka Mens Golf Club December 13, 2025

Member Resolution Item # 2

2025 Annual Meeting Scheduled For January 31, 2026

WHEREAS, nine Directors of the Winnetka Mens Golf Club (WMGC / Club) caused an email to be sent to all members of the Club on Tuesday December 2, 2025, which email contained written notice for a special member meeting to be held on December 13, 2025 at the club house of the Winnetka Golf Club to start at 9:00 am; and

WHEREAS, this email provided a link to an additional written notice of the special member meeting posted to the Club's website on December 2, 2026, which additional notice was signed by nine Directors of the WMGC, including the Vice President; and

WHEREAS, despite being removed from the office of Club President by the Board of Directors on November 28, 2025, effective on that date, Stuart Cutler attempted to call and hold a "membership meeting" on November 29, 2025, and then again on December 6, 2025, and did so without actual or apparent authority under the bylaws of the Club or the applicable Illinois statutes; and

WHEREAS, the special member meeting was called to order on December 13, 2025 at 9:00 am at 13000 Oak Street, Winnetka Illinois (Club House / Winnetka Golf Club), the Club's Principal Office as required under applicable Illinois statute [805 ILCS 105/107.05(a)]; and

WHEREAS it was determined that the number of members in attendance represented at least 10% of active members of the Club and therefore the necessary 10% quorum of members were present as required, per the applicable Illinois statute (805 ILCS 105/107.60); and

WHEREAS, it was determined that the number of Directors of the Club in attendance represented at least 50% of the WMGC Directors and therefore the necessary 50% quorum of Directors were present as required, per the WMGC bylaws; and

WHEREAS, discussion was conducted by the members in attendance regarding item, 2 as contained in the notices referenced above, specifically the scheduling of the 2025 annual member meeting for January 31, 2026 at 9:00 am to be held at the Winnetka Golf Club, where among other actions, the election of new officers and board members of the Club will be conducted; and

NOW THEREFORE, BE IT RESOLVED BY A MAJORITY OF THE MEMBERS OF THE WINNETKA MENS GOLF CLUB ATTENDING THE SPECIAL MEMBER MEETING OF DECEMBER 13, 2025, that

1. The above referenced information contained in the whereas clauses above are incorporated herein.
2. Any attempted “membership meeting” conducted by Stuart Cutler after November 28, 2025, the date of his removal as Club President, is invalid and any action(s) adopted by any attempted meeting(s) by Stuart Culter after November 28, 2025, are null, void, and not binding on WMGC, its members, directors, or officers.
3. The 2025 annual member meeting of the WMGC is scheduled for January 31, 2026, to be held at the Winnetka Golf Club (1300 Oak Street, Winnetka) starting at 9:00 am, where elections will be held for new officers and board members of the Club.
4. Any member with an active WMGC 2025 annual membership is considered in good standing to participate in the 2025 annual meeting scheduled for January 31, 2026, notwithstanding said meeting is to occur in 2026.

THE FOREGOING RESOLUTIONS WERE APPROVED AND PASSED BY THE MEMBERS OF THE WINNETKA MENS GOLF CLUB this 13th day of December 2025.

Number of members voting yes: _____

Number of members voting no: _____

Number of members voting present: _____

The Secretary of the WMGC certifies that the above is a true and correct copy of the resolutions which were duly approved and passed at a special meeting of the members of the WMGC on December 13, 2025.

By: _____
Patrick Dowdle/ Secretary WMGC