

## **Resolution of a Majority of the Board of Directors of the Winnetka Mens Golf Club.**

We, the undersigned, being a majority of the Board of Directors of the Winnetka Mens Golf Club, NFP (WMGC) (club), consent and agree that the following corporate resolution was made on November 28, 2025, via a TEAMS meeting on the internet; and

**WHEREAS**, on November 27, 2025, at or before 8 am, a WMGC board member sent a written “Notice of Special Board of Directors Meeting” scheduled to occur on November 28, 2025, at 8 am to Stuart Cutler, via email and thereafter at least four Board Members of the club sent emails to Stuart Cutler confirming that said written email notice was sent on their behalf; and

**WHEREAS**, as noted in the above referenced notice, one of the purposes of said special meeting of the Board was to determine if the Board of Directors of WMGC grants its approval of the action taken by Stuart Cutler as President of the club in scheduling the 2025 annual member meeting for November 29, 2025; and

**WHEREAS**, said special meeting of the Board of Directors was held on the morning of November 28, 2025, commencing at 8am, via TEAMS over the internet, with the following Directors present:

1. Stuart Cutler
2. Patrick Dowdle
3. William Sholten
4. Steve Crane
5. Tom Brya
6. James Burke
7. Jonathan Kunkle
8. Troy Finnigan
9. John Nyhan; and

**WHEREAS**, John Llewellyn, a Director, did not attend; and

**WHEREAS**, the nine Directors, referenced above, who were in attendance constituted a quorum of 50% of the members of the Board of Directors and as no objection was raised as to the notice upon which the meeting was called, said special Board Meeting proceeded; and

**WHEREAS**, a majority of those Board members in attendance confirmed that a quorum of 50% of the Board would not be able to attend the 2025 annual member meeting of the club scheduled by Stuart Cutler for November 29, 2025; and

**WHEREAS**, a majority of the Board Members expressly stated they were concerned that conducting said 2025 annual member meeting without a quorum of the Board would likely mean any such 2025 annual member meeting was not properly constituted and as such any actions taken during said meeting would be void and subject to challenge as the club's by-laws expressly state " "A minimum of 50% of the current members of the Board of Directors shall constitute a quorum for the transaction of business at **any** WMGC meeting" (Emphasis added), *WMGC by-laws Article 6 / Section 3*; and

**WHEREAS**, a majority of the Board Members expressly stated that to avoid any potential liability for the club created by conducting the 2025 annual member meeting without a quorum of the Board that said majority of the Board did not approve nor did it authorize Stuart Cutler to proceed with the 2025 all member meeting schedule and noticed by him for November 29, 2025; and

**WHEREAS**, pursuant to the by-laws of the club which state, in part, "The President will ... oversee all aspects of the WMGC operations, **subject to the approval of the Board of Directors**" (emphasis added), *Article 5 / Section 4*, and that such approval of a majority of the Board was not forthcoming in regard to the all member meeting scheduled for November 29<sup>th</sup>, a majority of the Board instructed Stuart Cutler to immediately send an "all member" email cancelling the 2025 members meeting scheduled for November 29<sup>th</sup>; and

**WHEREAS**, Stuart Cutler refused to send the "all member" email as instructed by a majority of the Board after being informed that he did not have their approval to conduct the 2025 all member meeting on November 29<sup>th</sup>, due to their concerns that proceeding with such a meeting without a quorum of the Board would expose the club to potential liability and thereby prejudice the interest of the club and its members; and

**WHEREAS**, after such refusal by Stuart Cutler to send the "all member" email as instructed, a majority of the Board voted to remove Stuart Cutler from the office of President of the WMGC effective immediately and took this action pursuant to the appropriate state statute, 805 *ILCS 105/108.55*; and

**WHEREAS**, the majority of the Board determined that the 2025 all member meeting scheduled for November 29, 2025, shall be canceled; and

**WHEREAS**, the majority of the Board approved and instructed the Secretary of the Board to send an "all member" email stating the following:

**NOTICE: CANCELLATION OF 2025 ANNUAL MEETING OF  
NOVEMBER 29, 2025.**

A quorum of the Board of Directors met on Friday November 28<sup>th</sup> and determined that the **2025 Annual Meeting of the WMGC** now scheduled for Saturday November 29, 2025, at

9:00 AM, to take place at 640 Winnetka Mews, Winnetka IL is **cancelled.**

At that same meeting, the Board of Directors removed Stuart Cutler as President of the WMGC effective immediately. Any obligations or actions needed to be undertaken by the President will now be the responsibility of the Vice President, John Llewellyn until such time as elections take place during the next annual meeting of the members of the WMGC.

As Stuart Cutler is no longer President of the WMGC, he lacks the authority to unilaterally call an annual meeting of the members of the club and should he assemble such a meeting said meeting would not legally be constituted pursuant to the By-Laws of the Club or the relevant state statutes, including, but not limited to 805 ILCS 105.101 et seq. As such, any actions taken at such an unauthorized meeting would be void and have no legal effect.

Stuart Cutler remains a member of the Board of Directors of the club and will continue to hold that position until a new President is elected at the next annual meeting of the members of the WMGC.

The Board will provide a follow up email to the members later with the location and rescheduled date for the 2025 annual members meeting.

which the Secretary agreed to do; and

**NOW THEREFFORE, BE IT RESOLVED BY A MAJORITY OF THE BOARD OF DIRECTORS OF THE WINNETKA MENS GOLF CLUB, that:**

1. The above referenced information contained in the whereas clauses above are incorporated herein.
2. The majority of the Board does not approve, nor does it authorize a 2025 annual member meeting to be conducted on November 29, 2025.
3. For the avoidance of doubt, the majority of the Board cancels the unapproved and unauthorized 2025 annual member meeting scheduled for November 29, 2025.

The majority of the Board does not approve, nor does it authorize any member of the WMGC, including but not limited to Stuart Cutler, to conduct or hold a 2025-member meeting unless and until a quorum of 50% of the Board Members of the club can attend such a meeting.

4. Pursuant to 805 ILCS 105/108.35 Stuart Cutler is removed as President of the WMGC effective immediately.
5. Notwithstanding this action, Stuart Cutler remains a member of the Board of Directors of WMGC.
6. The Secretary is instructed to send a notice to all members in the form as prescribed in the above whereas clause.
7. The Board Secretary is authorized and instructed to distribute this Resolution to all members of the WMGC.

This Resolution is approved and passed by a majority of the Board of Directors of the WMGC as indicated by their signatures below.

|                                                                                           |                 |                           |
|-------------------------------------------------------------------------------------------|-----------------|---------------------------|
| By: <u><i>Patrick Dowdle</i></u><br><u>Patrick Dowdle (Nov 28, 2025 19:31:39 CST)</u>     | Patrick Dowdle  | 11/28/2025<br>Date: _____ |
| By: <u><i>James Burke</i></u><br><u>James Burke (Nov 28, 2025 19:51:53 CST)</u>           | James Burke     | 11/28/2025<br>Date: _____ |
| By: <u><i>Jonathan Kunkle</i></u><br><u>Jonathan Kunkle (Nov 28, 2025 19:54:04 CST)</u>   | Jonathan Kunkle | 11/28/2025<br>Date: _____ |
| By: <u><i>Troy Finnigan</i></u><br><u>troy finnigan (Nov 28, 2025 19:59:31 CST)</u>       | Troy Finnigan   | 11/28/2025<br>Date: _____ |
| By: <u><i>Thomas Byra</i></u><br>_____                                                    | Tom Byra        | 11/28/2025<br>Date: _____ |
| By: <u><i>Stephen F. Crane</i></u><br><u>Stephen F. Crane (Nov 28, 2025 20:04:20 CST)</u> | Steve Crane     | 11/28/2025<br>Date: _____ |
| By: <u><b>WILLIAM SHOLTEN</b></u><br><u>WILLIAM SHOLTEN (Nov 28, 2025 20:25:45 CST)</u>   | William Sholten | 11/28/2025<br>Date: _____ |
| By: <u><i>John P. Nyhan</i></u><br>_____                                                  | John Nyhan      | 11/28/2025<br>Date: _____ |

The Secretary of the Board of Directors certifies that the above is a true and correct copy of the resolution that was duly adopted at a special meeting of the Board of Directors of the club on November 28, 2025.

By: *Patrick Dowdle* Patrick Dowdle/ Secretary Date: 11/28/2025  
Patrick Dowdle (Nov 28, 2025 20:31:18 CST)