



**BYLAWS OF
OAKWOODS COUNTRY CLUB, INC.**

A 501(c)(7) NON-PROFIT CORPORATION

CHARTERED IN THE STATE OF NORTH CAROLINA

FEBRUARY 16, 1953

AS AMENDED:

OCTOBER 17, 1977

OCTOBER 16, 1989

AUGUST 19, 1991

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ARTICLE I - GENERAL PROVISIONS

Section 1 – Name. The name of the Corporation is Oakwoods Country Club, Inc., hereinafter referred to as the “Club”. The pertinent governing body is the Oakwoods Country Club, Inc. Board of Governors, hereinafter referred to as the “Board.”

Section 2 - Location. The principal office of the Club shall be its clubhouse in Wilkes County, North Carolina. The address of said office is 541 Clubhouse Drive, Wilkesboro, NC 28697. The location of said office of the Club in North Carolina may be changed at the discretion of the Club’s Board upon filing notice of such pursuant to applicable provisions of law. Meetings of the Board for the transaction of business and meetings of the members, except such as may be required by law or these bylaws to be held at the principal business office, shall be held at any other place in Wilkes County, North Carolina, as the Board may from time to time determine, or business of the Club require.

Section 3 - Purpose. The purpose of the Club is to promote and encourage the game of golf and other kindred sports, and to buy, sell, mortgage, pledge and deal generally in such real and personal estate as may be necessary and convenient to the furtherance of said objective.

Section 4 - Authorities. The Club’s activities are subject to its Articles of Incorporation, these Bylaws, the Nonprofit Corporation Act, and other laws of the State of North Carolina and the United States.

Section 5 – Fiscal Year. The Club’s fiscal year shall be from October 1st through September 30th.

ARTICLE II – MEMBERSHIP

Section 1 – General. Although the Club shall have a Board which acts in a fiduciary manner on behalf of the Club, ultimate authority rests with its members. Members elect Governors to the Board, approve annual budgets and strategic plans, approve the Club’s membership classes and dues structure, approve bylaw amendments, approve member assessments, approve initiation fees, approve capital expenditures in excess of \$20,000, approve any increase in the Club’s debt ratio beyond 65% (total assets as a percent of total liabilities), and vote on various other initiatives that may be presented to, or proposed by, the Board. Members are responsible for complying with all Club requirements, including paying all dues and assessments in a timely manner, and respecting all covenants, rules, and regulations. Each member in good standing has the right to use Club property and its facilities, and to permit guests and family members to do so as well pursuant to the reasonable rules and regulations of the Board. Each member in

good standing also has the right to serve on the Board and its committees if duly elected or appointed. Failure to comply with the Club's rules or regulations, including the obligation to pay assessments, may result in loss of status as a member in good standing. Each member is personally responsible for his actions and those of all guests and family members as they relate to the facilities and operations of the Club. Members have all of the rights and responsibilities conferred by these bylaws, as well as state law.

Section 2 – Classes of Membership.

To qualify for membership, one has to be no less than eighteen years of age and be approved by the Board of Governors. The Club shall have the following classes of membership.

1. **Resident Family.** A Resident Family Member shall be a member thirty-one (31) years of age or older whose primary residence is within the boundaries of Wilkes County, North Carolina, who is married or who has a child twenty (20) years of age or younger or a child who is a full time student twenty-five (25) years of age or younger, or a child who is age twenty-five (25) years of age or younger who has graduated from an accredited institution of higher learning within the last 365 days, or a child in the Armed Services who is twenty-five (25) years of age or younger. A Family Membership shall include the member, the lawfully wedded spouse of the member and child(ren) as above defined. A Resident Family Membership shall be allowed one vote only on all Club matters. The member and spouse shall decide which of them may vote.
2. **Resident Single.** A Resident Single Member shall be a member thirty-one (31) years of age or older whose primary residence is within the boundaries of Wilkes County, North Carolina, who is not lawfully married and who has no child as above defined. If the status of a Resident Single Member changes to that of a Resident Family Member, the member's financial obligation to the Club will be upgraded to that of Resident Family Member effective the first day of the month following the change in status. A Resident Single Membership shall not include those members who are separated but who are not yet divorced. Resident Single Members shall have the right to vote on all Club matters.
3. **Junior Executive.** A Junior Executive Members shall be a member thirty (30) years of age or younger whose primary residence is within the boundaries of Wilkes County, North Carolina. If a Junior Executive Member is married, the age of the elder spouse shall be used for qualification purposes. Upon reaching his thirty-first birthday, the status of the membership shall change to that of Resident Single Member or Resident Family Member and the member's financial obligation to the Club will be upgraded to that of Resident Single Member or Resident Family Member effective the first day of the month following the change in status. A Junior Executive Membership shall be allowed

one vote only on all Club matters. The member and spouse shall decide which of them shall vote.

4. **Non-Resident.** A Non-Resident Member shall be a member whose primary residence is outside the boundaries of Wilkes County, North Carolina. A Non-Resident Membership shall include the member, the lawfully wedded spouse of the member, and child(ren) as above defined. A Non-Resident Membership shall be allowed one vote only on all Club matters. The member and spouse shall decide which of them shall vote.
5. **Honored Member.** An Honored Member shall be a member eighty-five (85) years of age or older who has been a Club member in good standing for no less than twenty (20) consecutive years prior thereto. Honored Members and family as above defined shall enjoy all rights and privileges of full membership but shall have no further obligation to pay membership dues or assessments. An Honored Membership shall be allowed one vote only on all Club matters. The member and spouse shall decide which of them will vote.
6. **Winter Member.** A Winter Member shall be a member whose primary residence is outside the boundaries of Wilkes County, North Carolina, who shall be allowed to enjoy the rights and privileges of the Club between the inclusive dates of October 1 through March 31, but at no other times except as a guest. A Winter Membership shall include the member only. It does not include the member's spouse or child. The member shall have no right to vote on Club matters.
7. **Seasonal Pool Member.** A Seasonal Pool Member shall be a single person or a legally married couple who have not been members of Oakwoods Country Club during a 365 day period preceding application, inclusive of any children as defined in Article 2, Section 2, Item 1 of the Club's bylaws. A Seasonal Pool Member is allowed to use all OCC facilities exclusive of the golf course, putting green, practice range, and lounge. Seasonal Pool Members shall be allowed to bring guests in accordance with the Club's current guest policy applicable to other membership classes. Seasonal Pool Members shall have no right to vote on Club matters and shall pay membership fees in amount and as prescribed by the Board. The number of Seasonal Pool Members shall be limited to a number set each fiscal year by the Board of Governors.
8. **Legacy Member.** A Legacy Member shall be a child of a Resident Family or Non-Resident member who no longer qualifies for membership in the Resident Family or Non-Resident class, and who elects to join the Club on his own within 365 days of losing family qualification status. As a consequence of his former status, a Legacy Member shall be exempt from any initiation fee that may be required of new members.

Section 3 – Admission to Membership. Application for membership in the Club shall be in writing on an application form provided by the Club, or in the form of a duly submitted and authorized online application via the OCC web site. All membership applications must be complete in all material respects, signed by the applicant, and given to the Club’s General Manager, Controller, or President of the Board of Governor’s. The appropriate party shall note on the application the date of its receipt.

The application shall then be subject to review and approval by the Board. If accepted, the applicant shall be so notified in any manner deemed appropriate by the Chair of the Admission and Membership Committee. If not accepted, the applicant shall be so notified in writing by the Chair and advised that he may apply again one (1) year after the date of his original application.

The successful applicant shall, as a qualification for membership, pay any initiation fee or other relevant fees currently in effect at the Club. The applicant shall be considered a member in good standing upon payment of such fees.

Section 4 – Misconduct, Termination of Membership, and Due Process. Any member guilty of any misconduct injurious to the character or interest of the Club, or who violates the bylaws or other established rules and regulations of the Club, may be suspended, expelled, or otherwise disciplined by majority vote of the Board.

Before any member can be suspended or expelled, the member must be advised in writing ten days in advance of such action being considered by the Board and given an opportunity to defend the behavior in question. This letter must identify the cause and context of the action being considered. This notice shall be personally served on the member or be sent by certified mail, return receipt requested, to the member’s last known address.

The Board shall be the sole judge of what constitutes misconduct, what conduct is injurious to the character and interest of the Club, and what constitutes a violation of the Bylaws or other established rules and regulations of the Club. Neither the Board as a body, nor any member thereof shall be liable to a member for such termination. Any person who for any cause stated herein shall cease to be a member shall immediately forfeit all membership privileges. Upon request, an expelled member may be reinstated by majority vote of the Board.

Section 5 – Leave of Absence. Any member of the Club in good standing, and whose membership dues have been fully paid to date, may request their membership be converted to a leave of absence status for financial, medical, or other good reason. This request must be made to the Chair of the Admission and Membership Committee and approved by the Board for a time specific deemed reasonable and appropriate by the Board. The member shall forfeit all rights to use the facilities of the Club during this period and pay no dues. Any member may request to be reinstated from a leave of absence. Upon approval of the Board, the reinstated

member shall be entitled to all rights to use of the facilities, and shall be required to resume paying dues plus any member assessments approved by the membership during the leave period.

The Board shall have the right to rescind the leave of absence status at any time, for good cause, and require the member to return to a full-time status or resign from the Club. If such rescission occurs, the member shall pay all cumulative past dues and fees that the Board determines are owed to the Club.

Section 6 – Resignation. A member of the Club may resign at any time for any reason deemed appropriate by the member. However, resignation from the Club shall not in any way release the member from the obligation to pay any delinquent dues or fees. All dues and fees owed by the resigning member at the time a member’s resignation is presented shall still be legally owed to the Club notwithstanding the member’s resignation. A member must give notice of his intent to resign in writing to the Chairman of the Admission and Membership Committee or the General Manager of the Club. Once a member has given notice of resignation, all privileges afforded the member in the Club shall cease. Any member who resigns may apply to rejoin the Club by submitting an application as required by these Bylaws. As a general rule, the following is true:

1. If the period of resignation was less than one full year from the date the Club received notice of such resignation, the member shall pay all cumulative past dues and fees in arrears as a condition of membership .
2. If the resignation period was for more than one full year, the member shall be required to pay a one-time, \$500 reinstatement fee or the current initiation fee whichever is greater.

However, the Board reserves the right to evaluate the context and issues pertinent to each application for membership by former members, and may, at its discretion modify in some way the two foregoing general requirements.

Section 7 – Indebtedness of Members to the Club. Only members shall be entitled to the full benefits of the Club and the privileges accorded thereby, and these shall be denied any member who has failed to pay promptly all items of indebtedness to the Club, or who has failed to comply with a delinquent account plan as hereafter provided. In the event of a dispute as to any such item, the decision of the Board shall be final and conclusive. *All indebtedness to the Club shall be due and payable on the first day of the month following the month in which the statement is dated and mailed. For example, if the statement date is October 4th, fees are due November 1st. Fees shall become delinquent 30 days after becoming due and payable if still*

unpaid. The names of all members judged to be delinquent by the Club's Controller shall be posted on clubhouse doors immediately. After due notice of indebtedness and a request to pay has been given to any member, and the account of said member becomes delinquent as defined above, the Board shall have the right to suspend or terminate the membership of said member. Alternatively, the Board may authorize the Club Treasurer to enter into a delinquent account plan with the debtor whereby the debtor agrees to satisfy the debt in specified installments within a fixed period of time. If the debtor complies with the plan and timely pays all new indebtedness incurred during the plan period, the debtor may be allowed to enjoy the benefits and privileges of the Club during the plan period.

Any member suspended or expelled due to a delinquency may apply for reinstatement, but such shall not be approved until any and all outstanding financial obligations to the Club are settled. The nature and amount of said obligation is determined by the term of the suspension or expulsion. If said period was less than one full year from the date of the action, the member shall pay all cumulative past dues and fees in arrears as a condition of reinstatement. If the period of suspension or expulsion was for more than one full year, the member shall be required to pay a one-time, \$500 reinstatement fee or the current initiation fee whichever is greater.

Section 8 – Dues and Assessments. Dues shall be proposed by the Board and presented to the membership at the annual meeting or a special meeting for approval. The Board may also propose periodic special assessments as it deems necessary subject to the approval of the members at the annual meeting or a special meeting.

Section 9 – Board Actions Requiring Membership Approval. In keeping with *Article II, Section 1* of these bylaws, the following shall require membership approval prior to implementation:

1. The Club's membership classes and dues structure,
2. Initiation fees,
3. Pro-forma annual operating budgets, strategic budgets, and financial plans, with the understanding that the Board may make adjustments to such during the fiscal year as necessitated by economic and financial conditions, with all such material adjustments disclosed to the membership as soon as reasonably practical,
4. Capital expenditures in excess of \$20,000,
5. Any increase in the Club's debt ratio (total assets divided by total liabilities) beyond 65%
6. Membership assessments, and
7. Amendments of Club bylaws.

ARTICLE III – MEMBERSHIP MEETINGS AND VOTING

Section 1 – Annual Meeting. The annual meeting of the members of the Club shall be held at 6:00 p.m. on the third Monday in November of each fiscal year. Notice of the annual meeting shall be posted in a convenient place at the Club for not less than two (2) weeks prior to the meeting, and written notice of such meeting shall be mailed to all members in good standing at their last known address by the Board Secretary no less than ten (10) days prior to the meeting. Furthermore, said notice shall be delivered via email to all members having provided current email addresses to the Board Secretary.

All notices of such annual meeting shall state the purpose or purposes thereof, including a list of Board nominations for the next fiscal year. Nominations for service on the Board may also be made from the floor at any meeting at which elections are held. In the absence or disability of the Secretary, notices as provided for in this *Article* may be sent out by any such officer as may be designated by the Board. Assuming the presence of a quorum as defined in *Article III, Section 3* below of these by-laws, the order of business at the annual membership meeting shall be as follows:

1. Reading of minutes,
2. Reports from all standing Board committees including a mandatory presentation by the Chair of the finance committee, or his designee, of comparative annual financial statements for the most recent fiscal year and the two years previous, a budget report for the most recent fiscal year including variances, proposed operating and cash budgets for the upcoming fiscal year, and the current capital expenditure plan,
3. Membership vote for approval or disapproval of the upcoming fiscal year budgets, capital expenditure plan, dues structure, assessments, and initiation fees, if any.
4. Any unfinished business of the current Board,
5. Any new business, and
6. Election of Governors for the next fiscal year

In the absence of a quorum, the existing Board shall adjourn the annual meeting and set a date for a rescheduled annual meeting no later than thirty (30) days hence. The existing Board will publicize the rescheduled meeting in ways deemed most appropriate and effective. The existing Board shall retain all fiduciary and duly invested governing authority until such time a new Board is elected.

Newly constituted Boards shall meet immediately following the annual meeting for the purpose of electing officers and appointing committees for the fiscal year. If for any reason the annual

meeting shall not be held as herein provided, the President of the Board shall order a special meeting of the membership to be called in lieu of, and for the purposes of, the annual meeting. Any and all business of the Club transacted at the annual meeting shall require a quorum and majority vote by the membership in attendance for approval and implementation.

Section 2 – Special Meetings. Special meetings of the members may be called: (a) by the President, or in case of absence or inability to act, by the Vice-President; (b) by petition of any seven current Governors; or (c) by petition of ten percent (10%) of the membership. Special meetings may be called by the membership for any reason, but the Board shall be bound by votes taken at such meetings only when those actions involve one or more of the actions identified in Article II, Section 9 requiring membership approval. Notice of special meetings shall be given in the same manner as prescribed in this *Article, Section 1* for notices of annual meetings, and shall state the purpose or purposes thereof. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting, unless the transaction of other business is consented to by a majority of the members present entitled to vote. Any and all business of the Club transacted at special meetings shall require a majority vote by the membership in attendance for approval and implementation.

Section 3 – Quorum and Voting. Ten percent (10%) of the total number of voting members of the Club in good standing, including Board Members, shall be required to be present to constitute a quorum at any meeting of the membership, and only members who appear on the records of the Club shall be entitled to vote. Each voting member, as defined in *Article II, Section 2* of these by-laws, shall have one vote, there shall be no voting by proxy, and all business shall require a simple majority vote to be actionable unless the vote concerns member assessment or amendments to these bylaws which require a greater plurality as defined in Article VIII, Section 4 and in Article IX, Section 7.

Section 4 – Rules of Order. The Rules of Order as expressed in “Robert’s Rules of Order Newly Revised,” when not inconsistent with these bylaws, shall govern all membership meetings.

ARTICLE IV – BOARD OF GOVERNORS

Section 1 – Composition. The affairs of the Club shall be managed by twelve (12) Governors, four (4) to be chosen annually for a three (3) year term as prescribed herein. No one shall be elected a Governor of the Club except a member in good standing. Interim vacancies on the Board shall be filled by appointment by the Board, with the appointed member serving until the next annual meeting at which time the membership shall elect a member to serve the unexpired term of the vacated Governor’s original term. The parameters of Board authority is set forth below in *Section 7* of this *Article*.

Section 2 – Quorum. It shall take seven members of the Board to constitute a quorum at any meeting of the Board.

Section 3 – Annual Meeting. The annual meeting of the Board shall immediately follow, on the same night, the annual membership meeting in November with the then current President presiding. The newly elected Governors shall be installed at the beginning of this meeting and, after the installation of the new members, the Board shall: (a) elect a President, Vice-President, Secretary, and Treasurer from among their number to serve for a one (1) year term, and (b) adopt such rules as it sees fit to govern the conduct of its affairs.

Section 4 – Regular Meetings. Regular meetings of the Board may be held at a place and time of the Board's choosing after a minimum of one day's notice by email, postal mail, or telephone, or by unanimous consent of the Governors as often as deemed necessary.

Section 5 – Amendment of Club Bylaws. The bylaws adopted by the membership of the Club in accordance with *Section 8, Article IX* shall become effective on the first day following final passage, and the adoption of such bylaws shall, except thereafter suspended, repealed or amended, constitute the bylaws of the Club.

Section 6 – Interpretation of Club Bylaws. In the event of ambiguity in any portion or provision of the Club's bylaws, or in the event of inconsistency between any two or more portions or provisions thereof, the Board shall be empowered to resolve such ambiguity or inconsistency, and its interpretation or construction shall be binding upon all members of the Club; this provided, that no modification or change of a prior interpretation or construction by the Board shall invalidate any action theretofore taken in reliance upon and according to such interpretation or construction by the Board.

Section 7 – Authority. It shall be the duty of the Board to guide the pursuit of the objectives and purpose of the Club, subject to the Club bylaws. It shall have the power to admit members and to suspend and expel members; to fill any vacancy that may occur in any office or in the membership of the Board with said appointment serving only until the next annual meeting; to establish and direct the activities of such employment positions as may be deemed necessary or desirable; to approve the appointment or dismissal of all benefit eligible, full-time employees of the Club; to insure that all policies and procedures adopted by the Club are implemented consistently and fairly; to make and amend rules for admission of visitors and guests to the facilities; to make and amend rules for the use of the Club by its members and guests and for their conduct while in the Club, and such other rules and regulations not inconsistent with these bylaws, that it may deem necessary, and to fix and remit penalties for the violation of the bylaws and other rules and regulations.

The Board shall have full authority to act in a fiduciary manner to govern and direct the activities of the Club with the exception of those granted expressly to the membership by *Article II, Section 8* of these bylaws. Those are as follows: (1) the Club's membership classes and dues structure, (2) initiation fees, if any, (3) annual operating and strategic budgets and plans, excepting necessary adjustments as defined in *Article II, Section 8* (4) capital expenditures in excess of \$20,000, (5) an increase in the Club's debt ratio beyond 65%, (6) membership assessments, and (7) amendments of Club bylaws. All decisions made and actions taken by the Board, or in the name of the Board, require a quorum and must be approved by a majority vote with each member of the Board having one vote.

Section 8 – Presumption of Assent. Any Governor of the Club present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is then expressed and entered in the minutes of the meeting, or unless the Governor has recused himself.

Section 9 – Rules of Order. The Rules of Order as expressed in "Robert's Rules of Order Newly Revised," when not inconsistent with these bylaws, shall govern all Board meetings.

ARTICLE V – OFFICERS

Section 1 – Personnel. The Officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer. Each officer shall be elected at the annual meeting of the Board which immediately follows, on the same night, the annual membership meeting in November. Each must be a member of the Board and shall serve a one (1) year term. In the event of the resignation of the President, the Vice President shall fulfill such duties until a new President is elected. If the Vice President should resign, a new Vice President shall be elected at the next Board meeting. In the unlikely event both resign simultaneously, the Secretary shall take over the President's duties until a new one is elected.

Section 2 – Duties. The duties and responsibilities of the Club's officers shall be as follows:

(a) President - The President shall:

- a. Preside at regular and special Board meetings, and at all membership meetings
- b. In conjunction with the Secretary, or Treasurer, or any other designated person, sign any deeds, mortgages, contracts, leases, or other instruments the Board has authorized, except in cases where the Board has delegated signing authority and

in cases required by law to be otherwise signed or executed

- c. Appoint the Chairs of all standing and ad hoc committees
- d. In consultation with committee chairmen, appoint Board and non-Board members to various committees as appropriate
- e. Appoint ad hoc committees
- f. Participate in the performance evaluations of management personnel as required by *Article 6, Section 4* of these bylaws
- g. Serve as an ex officio, non-voting member of all committees
- h. Assign special tasks and duties to individual Board members, officers, or committees, as the needs of the Club warrant
- i. Call special meetings of the membership as necessary, as outlined in *Article III, Section 2*;
- j. Perform other duties as may be requested by the Board
- k. Serve as an ex officio, non-voting member of the Board for a one year term if not on the Board the year after serving as President

(b) Vice President - The Vice - President shall:

- a. Become fully acquainted with the affairs of the Club, and in the absence or incapacity of the President, assume all duties of the President
- b. Perform other duties and take on other responsibilities as may be requested by the President or Board

(c) Treasurer - The Treasurer shall:

- a. Chair the Finance Committee
- b. Sign, or cosign, all disbursement checks in excess of \$2,500.

- c. At the direction of the President, sign any deeds, mortgages, contracts, leases, or other instruments the Board has authorized, except in cases where the Board has delegated signing authority and in cases required by law to be otherwise signed or executed
- d. Be responsible for the Club's strategic financial plan
- e. Supervise the activities of the Club's Controller, an employed position of the Club responsible for the Club's accounting and financial management functions
- f. Coordinate with the Controller to prepare and approve both annual and periodic strategic, operating, and cash budgets
- g. Coordinate with the Controller to prepare and approve regular financial statements and budget reports so as to monitor liquidity, leverage, performance, and budget variances
- h. Coordinate with the Controller to manage the firm's asset and capital structures efficiently
- i. Approve all funds and investment account transfers
- j. Report to the Board as to the Club's financial performance and position on a regular basis
- k. Perform such other duties as may be requested by the President or Board

(d) Secretary - The Secretary shall:

- a. Record minutes of all Board and membership meetings devising a system of permanent filing and storage of such minutes at the Club's principal office so that they are available to all members of the Club on an ongoing basis
- b. See that the agendas and minutes of Board meetings are distributed to the Governors and key personnel in a timely fashion
- c. Issue, transfer, or cancel shares of stock, if applicable, and keep an accurate record thereof, including all correspondence

- d. Handle correspondence for the Board as required
- e. Prepare and cause to be mailed to all members at their last known address a copy of the minutes of the annual membership meeting
- f. Notify all members of annual and special membership meetings in the manner specified in *Article III, Section 1* of these bylaws.
- g. Perform all duties incidental to the Office of Secretary and such other duties as may from time to time be assigned by the President or other members of the Board.

ARTICLE VI – COMMITTEES

Section 1 – General Information. The Club’s Board shall have the right to create committees as it deems appropriate and necessary to conduct and manage the affairs of the Club. Committees may be standing or Ad Hoc. If Ad Hoc, the Board shall give each Ad Hoc committee a charge describing its responsibilities and a time frame for the completion of its work. The committee shall be disbanded and all of its activities shall cease as of any date the Board deems its purpose to have been achieved.

The Board President shall appoint all committee chairpersons and will share responsibility with said chairs to appoint committee members subject to these bylaws. The President may serve as an ex-officio member of all committees if desired, but shall not be a voting member of any such committee. All committee chairs must be members of the Board and must be prepared to deliver interim reports to the Board at all meetings and a comprehensive annual report at the annual membership meeting in November. The Club shall have the following standing committees:

- 1) Finance
- 2) Greens
- 3) Personnel
- 4) Tournament and Handicap
- 5) House
- 6) Pool
- 7) Social
- 8) Membership, Marketing, and Web Site
- 9) Nominating

Section 2 – Finance Committee. This committee shall consist of no less than five (5) members including the Treasurer, three (3) of whom must be Board members. The Treasurer shall be the chairperson of this committee. It shall be responsible for assisting the Treasurer in the fulfillment of the Treasurer’s duties as outlined in *Article 5, Section 2(c)* of these bylaws. It shall work with other committee chairpersons as appropriate to set fees and prices for the services, amenities, and products offered to the membership. It shall furthermore be responsible for working with the Club’s Controller to prepare annual strategic, operating, and cash budgets, manage the organization’s asset investment and capital structure, and reviewing and reporting such to the Board on a regular basis. It shall perform in-house audits when deemed necessary. It shall determine if an independent audit is necessary at the end of the fiscal year, and if so deemed, recommend a CPA to be engaged by the Board to prepare such audit. It shall coordinate with the Personnel Committee to manage the Controller and any employees in that office. The Finance Committee Chair, along with the Chair of the Personnel Committee shall be responsible for conducting performance evaluations of the Controller when directed by the Board, but not less than once each fiscal year in the month of August. It shall accept other duties as directed by the Board.

Section 3 – Greens Committee. This committee shall consist of no less than five (5) members, two (2) of whom must be Board members. It shall have responsibility for, and make all decisions and recommendations regarding, the care and maintenance of the golf course and other Club grounds. It shall coordinate as needed with other committees affected by its decisions. It shall coordinate with the Club’s Course Superintendent and the Personnel Committee to manage personnel necessary for the proper upkeep and maintenance of the course. The Greens Committee chairperson, along with the Chair of the Personnel Committee and the Board President, shall be responsible for conducting performance evaluations of the Course Superintendent when directed by the Board, but not less than once each fiscal year in the month of August. It shall accept other duties as directed by the Board.

Section 4 – Personnel Committee. This committee shall consist of four (4) Board members, with said members being the chairman of the Personnel Committee, chairman of the Greens Committee, chairman of the House Committee, and the Treasurer. It, in conjunction with the Board and appropriate committee chairmen, shall be responsible for recommending the hiring, remediation, and dismissal of the Club Manager/Head Golf Professional, Course Superintendent, Assistant Course Superintendent, Controller, and any such other salaried or benefit eligible personnel as the Club may employ. It shall furthermore be responsible for recommending the salaries, wage rates, and benefits associated with said employees, and drawing contracts for such employees when directed by the Board.

The Club Manager/Head Golf Professional and the Course Superintendent shall have the authority, unless rescinded by Board action, to hire and dismiss all non-benefit eligible, hourly

paid employees in their respective areas as they deem necessary. The Personnel Committee shall ensure there are proper job descriptions for all employees, reviewing them from time to time so they reflect employees' current duties, and that the Club has in place all appropriate personnel policies and procedures. It shall further ensure consistent handling of employee complaints and promote good communications and morale within the Club's workforce. It shall assist employees responsible for hiring and dismissal of personnel when deemed appropriate. The Personnel Committee chairperson, along with the Chair of the Greens Committee and the Board President, shall be responsible for conducting performance evaluations of the Course Superintendent when directed by the Board, but not less than once each fiscal year in the month of August. Furthermore, the Personnel Committee chairperson, along with the Chair of the Tournament Committee and the Board President, shall be responsible for conducting performance evaluations of the Club Manager/Head Golf Professional when directed by the Board, but not less than once each fiscal year in the month of August. This committee shall accept other duties as directed by the Board.

Section 5 – Tournament and Handicap Committee. This Committee shall consist of no less than five (5) members, two (2) of whom must be a members of the Board. It shall supervise the Head Golf Professional in coordinating all matters pertaining to the playing of golf at the Club, including the numbers and types of tournaments hosted each year. It shall, with Board approval, and in conjunction with the Head Golf Professional, determine the format, timing, rules, and number of players in all tournaments, Club and private. Only the Tournament Committee may add a tournament or change formats. It shall receive all requests for special or private tournaments, and relay them to the Board with their recommendation for approval. It shall coordinate with the Club's Controller to keep adequate records of the numbers of players and all receipts and expenses of each tournament. It shall work with the Head Golf Professional to establish a yearly calendar of events and to plan, implement, and monitor annual marketing strategies to promote all matters pertaining to the playing of golf at OCC.

It shall also be responsible for establishing and maintaining an electronic handicap system for the Club, including the establishing, inputting, deleting, and correcting of all membership and guests. It shall review member handicaps from time to time for any adjustments deemed proper. The committee shall be responsible for coordinating with the Head Golf Professional to transmit posted scores to the USGA and CGA electronically on a periodic basis, and remain in contact with said associations through these updates. The Tournament Committee chairperson, along with the Chair of the Personnel Committee and the Board President, shall be responsible for conducting performance evaluations of the Head Golf Professional when directed by the Board, but not less than once each fiscal year in the month of August. This committee shall accept other duties as directed by the Board.

Section 6 – House Committee. This committee shall consist of no less than five (5) members, two (2) of whom must be Board members. It shall have responsibility for, and make all decisions and recommendations regarding, the care and maintenance of the clubhouse and its contents. It shall coordinate as needed with other committees affected by its decisions. It shall supervise the club’s General Manager in all matters pertaining to the care, maintenance, and upkeep of the clubhouse. The House Committee chairperson, along with the Chair of the Personnel Committee, the Chair of the Tournament Committee, and the Board President, shall be responsible for conducting performance evaluations of the GM/Head Golf Professional when directed by the Board, but not less than once each fiscal year in the month of July. It shall accept other duties as directed by the Board.

Section 7 – Pool Committee. This committee shall consist of no less than five (5) members, two (2) of whom must be Board members. It shall have responsibility for, and make all decisions and recommendations regarding, the care and maintenance of the swimming pool and related infrastructure. It shall coordinate as needed with other committees affected by its decisions. It shall coordinate with the Club’s General Manager and the Personnel Committee to manage personnel necessary for the proper operation, upkeep and maintenance of the pool, and to evaluate them on a regular basis. It shall accept other duties as directed by the Board.

Section 8 – Social Committee. This committee shall consist of no less than five (5) members, two (2) of whom must be Board members. The Social Committee shall be responsible for planning and implementing various entertainment programs and events to encourage participation of all Club members and their families in the utilization of Club facilities. It shall coordinate with other Board committees and the Club’s General Manager as warranted, and shall advise the Board as to how best to publicize and promote the Club’s social activities.

Section 9 – Membership, Marketing and Web Site Committee. This Committee shall consist of no less than five (5) members, two (2) of whom must be members of the Board. It shall evaluate the qualifications of candidates for admission and present such names to the Board with its recommendations. It shall be proactive in planning, recommending, and implementing appropriate marketing strategies and activities in an effort to secure adequate membership levels as directed by the Board. It shall be responsible for insuring the Club has a high quality web site which is consistently current with respect to content and technology, and responsive to the needs of members. This responsibility shall include working with each committee chair to provide the Club’s Web Developer with all the information needed to maintain the site. It shall perform any other duties delegated to it by the Board.

Section 10 – Nominating Committee. This Committee shall consist of five (5) members, four (4) of whom must be the four members of the Board whose terms are completed in the current fiscal year. It shall be appointed by the President at least three (3) months prior to the annual membership meeting. Using such guidelines as set forth by the Board, it shall be responsible for

seeking members willing to serve as Club Board members. It shall deliver a slate of not less than four (4) candidates for approval to the Board no later than the last regularly scheduled meeting prior to the annual membership meeting. The Board approved nominees shall be presented to the members for consideration by the Board Secretary with notice of the annual membership meeting as required under *Article 3, Section 1* of these bylaws. Non-Board members of the nominating committee shall be eligible for election to the Board. Board nominations may also be made from the floor at any meeting at which elections are held. In the event more than four (4) nominees stand for election in given year, the four top vote getters will be appointed.

Section 11 – Rules of Order. The Rules of Order as expressed in “Robert’s Rules of Order Newly Revised,” when not inconsistent with these bylaws, shall govern all committee meetings.

ARTICLE VII – CODE OF ETHICS

Section 1 – Standard of Care. All Governors, Officers, committee members, agents, Contractors, employees, volunteers and others performing services for or on behalf of the Club, shall do so in a manner they believe to be in the best interest of the Club, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances.

Section 2 – Open Meetings. Except as provided in Section 3 below, all meetings of the Board and all meetings of any committee of the Board shall be open to all Club members. A “meeting” means a gathering together at any time or place or the simultaneous communication by conference telephone or other electronic means of a majority of the members of the Board or committee of the Board for the purpose of conducting hearings, participating in deliberations, voting upon or otherwise transacting Club business.

Section 3 – Closed Meetings. It is the policy of this Board that closed sessions shall be held only when required to permit the Board or any committee thereof to act in the interest of the Club as permitted by this section. The Board or any committee thereof may hold a closed session and exclude members and all others only when a closed session is required:

1. To prevent the disclosure of information that is privileged or confidential pursuant to the law of this State or of the United States.
2. To prevent the premature disclosure of an honorary award, prize, or similar award.
3. To consult with an attorney retained by the Board in order to preserve the attorney-client privilege between the attorney and the Club. General policy matters may not be discussed in a closed session. Nothing herein shall be construed to permit the Board, or any committee thereof, to close a meeting that otherwise would be open merely because an attorney

employed or retained by the Board is a participant. The Board may consider and give instructions to an attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure. If the Board has approved or considered a settlement in closed session, the terms of that settlement shall be reported to the Club and entered into the Board minutes as soon as possible within a reasonable time after the settlement is concluded.

4. To discuss matters relating to the location or expansion of Club property. The action approving the signing of a contract or commitment, or the action authorizing the payment of expenditures shall be taken in open session.
5. To establish, or to instruct the Board's management or staff or negotiating agents concerning the position to be taken by or on behalf of the Club in negotiating (i) the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease; or (ii) the amount of compensation and other material terms of an employment contract or proposed employment contract. Final action involving the acquisition of real property by the Club, or the extension of an employment contract, inclusive of terms therewith, shall be taken in an open meeting.
6. To consider the qualification, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an employee or prospective employee; or to hear or investigate a complaint, charge, or grievance by or against an employee or Club member. General personnel policy issues may not be considered in a closed session. Final action making an appointment or discharge or removal by the Board of all salaried or benefit-eligible employees as described in *Article 6, Section 3* of these bylaws shall be taken in an open meeting.
7. To plan, conduct, or hear reports concerning investigation of alleged misconduct.

The Board, or any committee thereof, may hold a closed session only upon a motion duly made and adopted at an open meeting. Every motion to close a meeting shall cite one or more of the permissible purposes listed hereinabove. A motion based on item (1) above shall also state the name or citation of the law that renders the information to be discussed privileged or confidential. A motion based on item (3) above shall identify the parties in each existing lawsuit or threatened or potential lawsuit concerning which the Board expects to receive advice during the closed session.

Section 4 – Open Records. Except as otherwise specified by law, the minutes of any membership, Board, or committee meeting, and all other records of the Club including accounting and financial records shall be available for examination by all members and their authorized agents, on reasonable notice, and upon payment of reasonable costs, if any, incurred to provide the same.

Section 5 – Compensation. No Governor, Officer, committee member or volunteer shall be compensated for work performed as such without approval by the Board. Reasonable expense reimbursement is not considered compensation. Compensation may be paid for services performed as an employee, agent or contractor, subject to conflict of interest limitations set forth below.

Section 6 – Conflict of Interest. No member of the Board, or of any Board committee, shall participate in any vote on any subject in which he or she has a specific personal, professional, financial, or other conflict of interest. He or she may, however, participate in discussions regarding the same.

Section 7 – Loyalty. All members, including Governors, are encouraged to share their views and opinions. Constructive dissent can be a very valuable resource to a Board. Governors may vote in the minority on issues, and they are not required to personally endorse any Board decision or action. They may discuss their opinions freely and openly with anyone. But by accepting a Board position, each Governor agrees to work within the Club processes and systems to advance his or her views or positions, and not to work either individually or in collaboration with others, to sabotage or subvert the work of the Board.

Section 8 – Loans. The Club shall make no loans.

Section 9 – Audits. The Board may cause to be prepared an audit of any or all of the financial accounts or affairs of the Club at any time, and to whatever extent, it deems appropriate. In addition, at least annually, the Board shall cause to be prepared complete financial statements of the Club. Such financial statements shall be audited where provided by law, or as directed by the Board.

Section 10 – Accounts. All funds of the Club shall be kept in accounts in its name, and shall not be commingled with the funds of any other organization, any officer of the Club, or any other person responsible for handling and custody of such funds.

Section 11 – Non-Discrimination Commitment. The Club, its Board, its Officers, and its employees, jointly and severally, shall not discriminate, in any form or manner, on the basis of race, color, religion, age, gender, national origin, disability or sexual orientation.

ARTICLE VIII – ASSESSMENTS

Section 1 – Definition. An assessment is an amount of money each member must pay the Club in addition to the normal, recurring dues and fees incurred as a consequence of Club

membership. Assessments apply to all membership classes except Winter Members, Seasonal Pool Members, and Honored Members.

Section 2 – Power to Assess. The power to *impose* assessments, when and if deemed necessary, is vested solely in the membership of the Club. Assessments may be *proposed* by either the Board, or by a petition to the Board of members in good standing representing twenty percent (20%) of the total membership. All assessments must be approved by the membership.

Section 3 – Notice. All proposals of assessment must be expressed in writing to the Club’s Secretary, and notice of such proposed assessment including specification of (a) the amount each member must pay, (b) the deadline for payment, (c) the acceptable methods of payment, and (d) the purpose or purposes of the assessment, shall be mailed by the Secretary to each member of the Club not less than ten (10) days prior to the meeting at which such amendments are to be voted upon. This notice shall also set forth the date, time, and place of such meeting.

Section 4 – Requirements for Approval. Assessments may be put to the members for approval at the annual membership meeting, or any special meeting called by either the membership or the Board as described in *Article III, Section 2* of these bylaws, or adjourned session thereof. A minimum of two-thirds (2/3) of the members present casting a vote in support of the assessment shall be required for approval.

Section 5 – Use of Funds. Funds raised by assessment shall be used for only the purpose, or purposes, specified in the notice required by Section 6 of this *Article*. Such funds shall also be separately accounted for and reported in the Club’s financial records.

Section 6 – Voting Rights. Each membership in good standing, as defined in *Article II, section 2 of these bylaws*, shall have the right to cast one vote on each proposed Assessment.

ARTICLE IX – GENERAL GOVERNANCE ISSUES

Section 1 – Binding Rules. The rules of the Club, including any covenants, Articles of Incorporation, these Bylaws, and other Club rules and regulations, are binding on all members. The acceptance of a membership constitutes agreement that the member accepts Club governing documents and rules and regulations as they then exist and as they may be lawfully amended in the future, for himself or herself as well as for all family members and guests.

Section 2 – Violation of Rules. In addition to collection of dues, fees, and assessments, it may from time to time be necessary for legal action to be undertaken in order to correct violations of Club covenants or rules, or to respond to claims against the Club. The Club itself may bring actions to correct such violations. A corrective action, other claim, or response to a claim may

be brought at law or in equity, and may request relief in the form of injunction, remediation, damages, collection or any other relief authorized by law or in equity.

Section 3 – Limitation on Actions Against the Board. No legal action may be brought against the Board, its Officers, employees, agents, committee members or volunteers for failure to enforce any provisions of the governing documents or rules and regulations under any circumstances; or for any other mistakes made reasonably and in good faith.

Section 4 – Indemnification. The Club may indemnify current or former Governors or Officers, or any other person, to the maximum extent pursuant to law.

Section 5 – Severability. If any provision of these bylaws is deemed illegal or without effect, the remaining provisions shall not be affected.

Section 6 – Non-Waiver. Failure of the Club to enforce any Club covenant, Article of Incorporation, Bylaw, or any other rule or regulation against any member shall not operate (1) to waive the right of the Club to enforce at any time the same rule or any other rule against the same or any other member; (2) to acquiesce in the future on enforcement of the same or any other rule; (3) as the abandonment of the right to enforce the same or any other rule; or (4) to constitute any other defense to enforcement in any particular case. No member may rely on any such failure to enforce for any purpose.

Section 7 – Amendments to Bylaws. These bylaws may be modified, altered, or amended at the annual membership meeting, or any special meeting called by either the membership or the Board as described in *Article III, Section 2* of these bylaws, or adjourned session thereof, by two-thirds (2/3) of the members present casting a vote to do so.

All amendments to these bylaws shall be proposed in writing to the Club's Secretary, and notice of such proposed amendments shall be communicated to each member of the Club in good standing in the manner described in *Article III, Section 1* of these bylaws by the Secretary. This notice shall also set forth the date, time, and place of such meeting. Amendments may be proposed by either the Board, or by a petition to the Board of members in good standing representing twenty percent of the total voting members.

ARTICLE X – CERTIFICATION OF AMENDMENT

Section 1 – Officer Certification. We, the President and Secretary of the Club defined herein as Oakwoods Country Club, certify that the above stated bylaws were properly and legally adopted according to all requirements described in *Article IX, Section 7*, and will therefore be effective on this date, the _____ day of _____, in the year _____.

By our signatures hereto, we so certify.

Jim Barrow, President, OCC

Ron Brown, Vice-President, OCC