



*La Grande Country Club ~ 1928*

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**BYLAWS**

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Amended and Restated: April 2026

## TABLE OF CONTENTS

### **ARTICLE I: NAME, PURPOSE, AND FISCAL YEAR**

- Section 1: Name
- Section 2: Purpose
- Section 3: Fiscal Year

### **ARTICLE II: MEMBERSHIP**

- Section 1: Terms and Conditions
- Section 2: Classes of Membership
- Section 3: Membership Dues, Initiation Fees, and Assessments
- Section 4: Resignation or Rejoining of Membership
- Section 5: Failure to Comply
- Section 6: Suspension of Members
- Section 7: Complaints
- Section 8: Special Restrictions

### **ARTICLE III: DIRECTORS AND OFFICERS**

- Section 1: Governing Powers
- Section 2: Board Members
- Section 3: Appointed Positions
- Section 4: Board Vacancies
- Section 5: Ineligibility
- Section 6: Board Compensation
- Section 7: Board of Directors Control
- Section 8: Board Member Duties
- Section 9: General Manager

### **ARTICLE IV: BOARD AND MEMBERSHIP MEETINGS AND ELECTIONS**

- Section 1: Annual Meeting
- Section 2: Board Meetings
- Section 3: Quorum
- Section 4: Nominating Committee
- Section 5: Elections
- Section 6: Voting and Ballot Procedures
- Section 7: Ties

### **ARTICLE V: COMMITTEES**

- Section 1: General Rules
- Section 2: Standing Committees
- Section 3: Committees and Chairpersons

### **ARTICLE VI: MISCELLANEOUS**

- Section 1: Rules and Regulations
- Section 2: Accounting System
- Section 3: Dissolution of Corporation
- Section 4: Income of Corporation
- Section 5: Membership Non-Value
- Section 6: Robert's Rules of Order

### **ARTICLE VII: AMENDMENTS**

- Section 1: Procedure for Amending Bylaws

### **ARTICLE VIII: INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES**

- Section 1: Indemnification

## **ARTICLE I: NAME, PURPOSE, AND FISCAL YEAR**

**Section 1. NAME:** The name of this organization is La Grande Country Club (hereinafter Club or LGCC). It is a nonprofit corporation, classified as a 501(c)(7), and exists under the laws of the State of Oregon, and its duration shall be perpetual.

**Section 2. PURPOSE:** The purpose for which this Club has been formed is to own, establish, operate, and maintain a clubhouse, golf course, and other recreational facilities for the exclusive use of the membership and not for profit for its members and other people. This corporation shall be as follows:

- A. To own, maintain, and operate a golf course and other recreational facilities for the primary use of its members. And to provide additional social and recreational activities for the enjoyment of its members and their guests.
- B. In pursuing the above purpose, the corporation may sell and/or purchase real estate so long as said sale and/or purchase is for the present or future improvement of the facility's expansion.

**Section 3. FISCAL YEAR:** The Club's fiscal year shall be from January 1 through December 31.

## **ARTICLE II: MEMBERSHIP**

**Section 1. TERMS AND CONDITIONS:** Any individual, firm, partnership, or corporation may become a member of this corporation upon the following terms and conditions:

- A. By submitting a signed membership application and upon acceptable credit, the Club may approve the application.
- B. By agreeing to pay the required initiation fee and the annual dues for their membership class.
- C. By agreeing to abide by and conform to the bylaws, policies, rules, and regulations of the Club.
- D. Upon acceptance into Club membership, each new member will be given a copy of these bylaws and the policy manual, either electronically or a printed copy.

**Section 2. CLASSES OF MEMBERSHIP:** Membership classifications will be set forth in the La Grande Country Club policy manual.

**Section 3. MEMBERSHIP DUES, INITIATION FEES, AND ASSESSMENTS:**

- A. The Board of Directors will determine all membership dues, initiation fees, and any other membership fees of all classes of membership, as well as any membership assessments.
- B. The Board of Directors shall follow the guidelines set out in the policy manual.

**Section 4. RESIGNATION OR REJOINING OF MEMBERSHIP:**

- A. Resignation: Resignation from membership shall be presented, in writing, to the Secretary or General Manager. A submitted resignation shall not relieve any member from liability for money due and unpaid to said corporation.
- B. Rejoining/Reapplying:
  1. A person who resigns their membership and maintains a Union County residence may not apply for membership for twelve (12) months.
  2. Upon being accepted by the Membership Committee of the Board as a reinstated member, and after paying the required initiation fee, the member may begin paying dues for the designated membership classification.
  3. If the member resigns and wishes to reinstate their membership in less than twelve (12) months, they must pay the back months' membership dues.

**Section 5. FAILURE TO COMPLY:**

- A. Delinquent account policies will be set forth in the policy manual.
- B. Under special conditions, the Board may grant probationary status to a member for one year after rejoining.

**Section 6. SUSPENSION OF MEMBERS:** The Board of Directors shall have the power to suspend or expel any member of the Club. The suspended or expelled member may have the right to be heard before the Board, and the suspension may be upheld or revoked.

**Section 7. COMPLAINTS:** Any complaint or charge made by a member regarding the conduct of a member, guest, officer, or employee, or regarding the operation of the Club or its facilities, shall be submitted in writing to the Secretary or General Manager, who shall transmit it to the Board for consideration and any action deemed appropriate.

**Section 8. SPECIAL RESTRICTIONS:** The membership shall be subject to such special restrictions in the use of the clubhouse and grounds as the Board of Directors may, from time to time, deem it wise to impose. Such special restrictions shall be set forth in the policy manual prior to their implementation.

### ARTICLE III: DIRECTORS AND OFFICERS

#### Section 1. GOVERNING POWERS:

- A. The governing powers of this corporation shall be vested in the Board of Directors (hereinafter Board), consisting of eleven (11) members.
- B. The Board shall have the power to elect its own officers and fill vacancies on the Board until the next annual meeting of the members.
- C. The Board shall be empowered to adopt such rules and regulations as may be deemed advisable for the government of said Board and to conduct the affairs of the corporation, provided such rules and regulations are set forth in the policy manual and not in conflict with these bylaws.

#### Section 2. BOARD MEMBERS:

- A. Three (3) members of the Board shall be elected each year by a vote of membership following the annual meeting. They shall serve for a period of three (3) years or until their successors are elected and qualified.
- B. The Board shall consist of eleven (11) members. Nine shall be elected as stated above, holding either family, individual, or associate full golf memberships. The remaining two (2) will be the President and Vice President of the Ladies' Association.
- C. To conduct official Board business, a quorum must be present. A quorum is at least six (6) Board members.

#### Section 3. APPOINTED POSITIONS:

- A. The Board shall meet within two weeks of the election of Board Members and elect from the Board a President who has served on the Board for at least one year, and a Vice President.
- B. The Board will also appoint a Secretary/Treasurer, but the person elected does not need to be a member of the Board.
- C. The people so elected or appointed shall hold said offices or positions until their successors shall be duly elected or appointed.

**Section 4. BOARD VACANCIES:** If any vacancies occur in any office or the Board for any reason, including non-eligibility for non-payment, and except by expiration of the term of that office, the vacancies shall be filled by a majority vote of the Board at any meeting at which there is a quorum present.

**Section 5. INELIGIBILITY:** Any officer or director who becomes ineligible for membership shall automatically become ineligible as an officer or director.

#### Section 6. BOARD COMPENSATION:

- A. No officer or member of the Board shall receive any salary or compensation by reason of their office, but nothing herein contained shall be construed to prevent an officer or director from receiving any compensation from this corporation for duties other than as an officer or director.
- B. The Secretary/Treasurer is specifically excluded from the prohibition of receiving compensation for performing the duties of that office.

**Section 7. BOARD OF DIRECTORS CONTROL:** Except as otherwise required by law and provided by the bylaws, the entire control of this corporation, its affairs, and property shall be vested in its Board of Directors.

The Board shall have the following power:

- A. To elect and expel members.
- B. To amend the bylaws, as hereinafter provided.
- C. To make, alter, amend, and enforce the rules and regulations for the use of the facilities and properties of this corporation.
- D. To appoint such committees as it may deem advisable and to prescribe their duties.
- E. To make, alter, amend, and enforce the rules for its own government and to decide all questions not governed by these bylaws.

**Section 8. BOARD MEMBER DUTIES:** The officers shall perform the following duties:

- A. BOARD PRESIDENT:
  - 1. Preside at all meetings.
  - 2. Appoint, with the Board of Directors' approval, all chairpersons.
  - 3. Be a member ex officio of all committees, except for the nominating committee.
- B. VICE PRESIDENT:
  - 1. Exercise the office of the President in the President's absence.
- C. SECRETARY/TREASURER:
  - 1. Keep the minutes and records of the corporation.
  - 2. Serve all notices to the members.
  - 3. Prepare and file any certificates, papers, or other documents required of the corporation.
  - 4. Have the care and custody of all money belonging to the corporation and deposit such money in a regular business bank.

**Section 9: GENERAL MANAGER**

- A. The General Manager will be responsible for the day-to-day activities and management of the Club, but shall not set policy. The duties of the General Manager shall be established by the Board in the policy manual.
- B. The President or a designated representative shall be responsible for monitoring and overseeing the activities of the General Manager. The Board shall be responsible for the General Manager's employment, dismissal, evaluation, and compensation.

## **ARTICLE IV: BOARD AND MEMBERSHIP MEETINGS AND ELECTIONS**

**Section 1. ANNUAL MEETING:**

- A. The Club's Annual Meeting shall be held at the Clubhouse in April each year on a date specified by the Board. The Secretary shall notify all Club members of the date and time of the annual meeting at least fourteen (14) days in advance and publish the notice in the Club Newsletter.
- B. At any meeting of the membership, those present in person shall constitute a quorum. Each qualified member in good standing shall have one (1) vote.

**Section 2. BOARD MEETINGS:** The Board shall meet at least monthly, except for December, unless a special meeting is called. Special meetings of the Board may be called at any time by the President or any four Board Members. They must give at least two (2) days' notice to each director by mail, email, or phone.

**Section 3. QUORUM:** A quorum shall consist of at least six (6) of the eleven (11) Board Members.

**Section 4. NOMINATING COMMITTEE:**

- A. The President shall appoint a nominating committee of two (2) members of the Board, not in contention for a Board position, and two (2) members of the Club, not on the Board.
- B. The Board must approve the nominating committee at least thirty (30) days before the annual meeting.

- C. The committee shall nominate for election as Directors, eligible members, equaling or exceeding the Board's vacancies, and shall deliver its report to the Secretary before the annual meeting.
- D. Further nominations may be made by any Club member at the annual meeting and seconded by another member, not the member being nominated.

**Section 5. ELECTIONS:**

- A. Following the annual meeting, the Secretary shall notify the membership by email of all nominees, other issues to be voted upon, and balloting instructions.
- B. Ballots, to be valid and counted, must be returned to the Club before 5:00 PM, a minimum of 21 days after the annual meeting, on a date specified by the Board in the balloting instructions.

**Section 6. VOTING AND BALLOT PROCEDURES:**

- A. Each eligible member in good standing gets one vote.
- B. Votes may be cast following the annual meeting, and up to the time and date specified on the balloting instructions.
- C. Members may cast their votes in person, by mail, or electronically, in accordance with the balloting instructions.
  - 1. Paper Ballots/Voting: Members will be provided with a ballot listing the contenders for Board positions and other membership issues requiring a vote, a secrecy envelope, and a signature envelope. The completed ballot must be sealed in the secrecy envelope, then sealed in the signature envelope, and returned to the Club either in person or via mail. The signature envelope must be properly filled out and signed for the ballot to be valid.
  - 2. Electronic Ballot/Voting: Members will be provided a link to an electronic platform where they may cast their vote for Board members and other issues being voted on.
- D. Voting by proxy shall be prohibited.
- E. The Secretary/Treasurer or the General Manager will collect, validate, record, and separate returned paper ballots, and process electronic votes.
- F. To ensure confidentiality, once separated and processed, paper ballots and electronic voting reports will be given to the Membership Committee to tally votes.

**Section 7. TIES:** If more than one position is up for election and the vote count for the last open position is tied, a recount will be performed twice for a total of three (3) counts. If there is still a tie, a revote will be held in accordance with the above procedures.

**ARTICLE V: COMMITTEES**

**Section 1. GENERAL RULES:** All committees are always under the general supervision and control of the Board. The committee's duties and authority will be set out in these bylaws and delegated by the Board in the policy manual. Upon the Board's request, committees shall report on their activities. No committee shall have the authority to enter into any contract involving the use or expenditure of Club money except that the Board delegates such authority.

**Section 2. STANDING COMMITTEES:** Annually, the President, with the Board's approval, shall appoint a member of the Board to direct and serve as the Chair of each of the following Standing Committees.

The Standing Committees are:

- A. Finance Committee
- B. Greens Committee
- C. House/Social Committee
- D. Membership Committee
- E. Policy and Bylaws Committee
- F. Tournament Committee

**Section 3. COMMITTEES AND CHAIRPERSONS:**

- A. Appointed Chairpersons will determine the committee needed to assist in fulfilling the responsibilities for that area. The Chairperson will recommend members to serve on the committee for approval by the Board of Directors.
- B. A Chairperson may form an ad hoc committee with the Board's approval to work on special problems or assignments. The Chairperson will appoint members of ad hoc committees with the Board's approval.
- C. Each Chairperson's area of responsibility will be set out in the policy manual.
- D. Committees shall consist of Board members and a selection from the general membership.
- E. Committees shall serve for a term of one (1) year.

**ARTICLE VI: MISCELLANEOUS**

**Section 1. RULES AND REGULATIONS:** The Board shall have the authority to adopt rules, regulations, and policies as required for conducting the business and regulating the use of the Club's facilities, including members, officers, and employees. Copies of the rules shall be posted in the Clubhouse or on the Club's website. Each director or committee shall assist in interpreting and enforcing the rules relating to its particular function, subject to the right of any member to appeal any such decision to the Board.

**Section 2. ACCOUNTING SYSTEM:** The corporation shall maintain an adequate accounting system.

**Section 3. DISSOLUTION OF CORPORATION:**

- A. If dissolution of this corporation is considered, a dissolution committee must be formed consisting of the President, Vice President, Secretary/Treasurer, and the Finance Committee Chair, as well as seven (7) non-board members, appointed by the Board. This committee must complete a full audit of the Club's financials and examine all reasons why the Club is in a situation that warrants dissolution. The committee must present a report back to the Board, presenting their findings, and, if applicable, offering solutions and recommendations. The Board will then determine and vote, in accordance with policy, whether a solution is available or if dissolution of the corporation is the only option.
- B. In the event of the dissolution of this corporation, the assets shall be reduced to cash to be disposed of in the following manner:
  - 1. First, to pay all the debts of the corporation.
  - 2. Second, members in good standing, of twelve (12) months or more of membership, less any member debt to the Club, will be paid twelve (12) months' dues, at the current rate, in accordance with their current membership class.
  - 3. Third, any remaining cash shall be put into a fund to distribute as golf or academic scholarships, to be determined by the residing Board at the time of dissolution.

**Section 4. INCOME OF CORPORATION:** The income of this corporation during the time of its existence may be used only for the purpose of its operation, maintenance, repair, rebuilding, or extension. No funds of this corporation shall ever be distributed to its members as dividends or payments for their membership in this corporation. However, the Board may invest unused income for the purpose of future expenditures, provided such investment is made following the "reasonable person" standard as defined by Court precedent.

- A. **SALE OF LAND:** The proceeds from any sale of any Club real property shall be placed into a contingency and protected fund.
  - 1. No more than 50% of the proceeds may be used for operating capital, as defined below. These funds, if used, shall be paid back in a reasonable time frame, not to exceed three years, to maintain the liquidity of this fund.
    - a. Operating capital is defined as the capital used for daily operations. This definition includes all equipment, inventories, raw materials, and cash used in its day-to-day operations.

2. The balance of such revenues shall be held for any catastrophic failures or emergency needs that may arise. Any use of these shall be repaid within a reasonable time frame as determined by the Board, based on the Club's accountant's advice.
  3. Any use of these funds other than those described above must come from a membership vote with two-thirds approval of the votes cast.
- B. RENTAL PROPERTY: Rental property is defined as any property not used specifically for golf functions, property unaffiliated with normal Club operations and events, and property that is solely for rented income.
1. Income from rental property, less property taxes paid, shall be deposited into the restricted funds account to serve as annual growth to the account.
  2. All interest earned on the restricted funds account shall be added back to the fund to serve as additional growth.

**Section 5. MEMBERSHIP NON-VALUE:** Membership of each member of this corporation is not a tangible asset belonging to the member and cannot be sold or assigned. In no event shall this corporation be liable for or responsible in any manner for refunding any part of the original membership.

**Section 6. ROBERT'S RULES OF ORDER:** The rules of procedure at the meetings of the members and the Board of Directors of this corporation shall be according to Robert's Rules of Order, so far as applicable and not inconsistent with these bylaws. Rules of Procedure may be suspended by a majority of those present and voting at any meeting of the Board of Directors or members.

#### **ARTICLE VII: AMENDMENTS**

**Section 1. PROCEDURE FOR AMENDING BYLAWS:** The bylaws may be amended and/or restated by the members of this corporation, providing such proposed amendments or restatements receive at least two-thirds of the votes cast by the membership. The proposed changes to the bylaws will be sent to members via email or mail and posted in the Clubhouse for twenty-one (21) days. Members will have the same twenty-one (21) days to cast their vote on the proposed amendment(s). Voting procedures will be the same as provided for the election of members of the Board of Directors.

#### **ARTICLE VIII: INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES**

**Section 1. INDEMNIFICATION:** The Club shall indemnify any person who is or was a director, officer, or employee of the Club for reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of any threatened or pending legal action resulting from conducting Club business. To be indemnified, the person shall have acted in good faith and in a manner reasonably believed to be in, and not opposed to, the Club's best interest. However, no indemnification shall be made for any legal matter where such person has been negligent in performing the person's duties of the Club.

**APPENDIX 1: POLICY MANUAL**

**APPENDIX 2: EMPLOYEE HANDBOOK**

**APPENDIX 3: NEW MEMBER HANDBOOK**

**APPENDIX 4: BYLAWS & POLICY MANUAL RECORD OF AMENDMENT**