



La Grande Country Club ~ 1928

By-Laws

Amended and Restated: April 2021

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ARTICLE I

Section 1. NAME: The name of this organization is “La Grande Country Club” (hereinafter Club). It is a nonprofit corporation and existing 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 or other persons. 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 providing other 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 facilities’ expansion.

Section 3. FISCAL YEAR: The fiscal year of the Club shall be from January 1 of each year through December 31 of each year.

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. Upon agreeing to pay the prescribed initiation fee and the annual dues for their class of membership.
- B. By agreeing to abide by and conform to the By-Laws, rules, and policies of this corporation.
- C. A copy of these By-Laws and the Policy Manual shall be given to each new member upon their acceptance into the Club membership.
- D. By presenting a signed application for membership conditioned upon acceptable credit, the Club may approve the application.

Section 2. CLASSES OF MEMBERSHIP: Membership classifications will be set forth in the LGCC 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. Said person may, if the resignation is continuous for two years, but not less than 12 months, request reinstatement of the membership without paying an initiation fee.

3. Upon being accepted by the Membership Committee of the Board as a reinstated member, the member may begin paying dues for the designated membership classification.
4. If the member resigns and wishes to reinstate in less than 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 terminate any member of the Club. The suspended or terminated member may have the right to be heard before the Board, and the suspension or termination may be upheld or revoked.

Section 7. SPECIAL RESTRICTIONS: The membership shall be subject to such special restriction 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 restriction shall be set forth in the Policy Manual prior to the imposition of same.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. GOVERNING POWERS: The governing powers of this corporation shall be vested in the Board of Directors consisting of eleven (11) in number. The Board of Directors shall have the power to elect its own officers and fill vacancies on the Board of Directors until the next annual meeting of the members. The Board of Directors shall be empowered to adopt such rules and regulations as may be deemed advisable for the government of said Board and the conduct of the affairs of the corporation, provided such rules and regulations are set forth in the Policy Manual and are not in conflict with these By-Laws.

Section 2. BOARD MEMBERS: Three (3) members of the Board of Directors shall be elected each year by a vote of the membership following the annual meeting. They shall serve for a period of three (3) years or until their successors are elected and qualified. The Board of Directors shall consist of eleven (11) members. Nine (9) elected as stated above, holding either family, single, or associate, full golf memberships, and the President and Vice President of the Women's Association. To conduct official Board business, a quorum must be present. A quorum shall be at least six (6) Board members.

Section 3. APPOINTED POSITIONS: The Board of Directors shall meet within two weeks from 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. The Board of Directors will also appoint a Secretary-Treasurer, but the person so elected need not be a member of the Board of Directors. The persons 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 shall occur in any office or the Board of Directors 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 of Directors at any meeting at which there is a quorum present.

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

Section 6. BOARD COMPENSATION: No officer or member of the Board of Directors shall receive any salary or compensation by reasons 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. 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 By-Laws, the entire control of this corporation, its affairs, and property shall be vested in its Board of Directors.

- A. The Board of Directors shall have the power to elect and expel members.
- B. To amend the By-Laws 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 By-Laws.

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

- A. BOARD PRESIDENT:
 - 1. The President shall preside at all meetings.
 - 2. The President shall appoint, with the Board of Directors' approval, all chairpersons.
 - 3. The President shall be a member ex-officio of all committees except for the nominating committee.
- B. VICE PRESIDENT:
 - 1. The Vice President shall exercise the office of President in the President's absence.
- C. SECRETARY-TREASURER:
 - 1. Keep the minutes and records of the corporation.
 - 2. Serve all notices to 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 La Grande Country Club but shall not set policy. The duties of the General Manager shall be established in policies by the Board.
- 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 employment, dismissal, evaluation, and compensation for the General Manager.

ARTICLE IV BOARD AND MEMBERSHIP MEETING AND ELECTIONS

Section 1. ANNUAL MEETING:

- A. The Club's Annual Board Meeting shall be held at the Clubhouse in April each year, on a date specified by the Board of Directors. The Secretary shall give at least fourteen (14) days' notice by mail and publish in the "Divot" the date and hour of the annual meeting to all Club members.
- 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 of Directors shall meet at least monthly, except for December, unless a special meeting is called. Special meetings of the Board of Directors 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 either personally, by mail, email, or telephone.

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

Section 4. NOMINATING COMMITTEE: The President shall appoint a nominating committee of two (2) members of the Board of Directors, not in contention for a Board position, and two (2) members of LGCC, not on the Board of Directors. The nominating committee must be approved by the Board of Directors at least 30 days before the annual meeting. 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. Further nomination may be made by any member at the annual meeting and seconded by another member, not the member being nominated.

Section 5. ELECTIONS: Immediately following the annual meeting, the Secretary shall publish in the "Divot" and mail each member a ballot containing the names of all nominees, with instructions for balloting. Ballots must be returned to LGCC before 5:00 PM, 14 days after the annual meeting, to be valid and counted.

Section 6. VOTING AND BALLOT PROCEDURES:

- A. Each member gets one vote.
- B. Members in good standing may vote during the Annual Meeting or the fourteen (14) days immediately following the Annual Meeting. Members may vote in person or by mail. Voting by proxy shall be prohibited.
- C. Each voting member of the Club will be provided a ballot, including the contenders' names for Board positions or other membership issues requiring a vote, a secrecy envelope, and a signature envelope. The anonymous ballot must be placed in the secrecy envelope, then placed in the signature envelope, and returned to the Club to ensure the confidential ballot's integrity. The signature envelope must be properly filled out and signed for the ballot to be valid.
- D. The Secretary-Treasurer and/or General Manager will be in charge of collecting, validating, recording, and separating the returned ballots. Once separated to ensure confidentiality, ballots will be given to the Membership Committee to tally the votes.

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

**ARTICLE V
COMMITTEES**

Section 1. GENERAL RULES: All committees shall at all times be under the general supervision and control of the Board. The committee duties and authority will be set out in these By-Laws and as delegated by the Board in their Policy Manual. Any committee shall report on the activities upon request of the Board. No committee shall have the authority to enter into any contract involving the use or expenditures of Club money except that the Board delegates such authority.

Section 2. STANDING COMMITTEES: The President, with the Board's approval, shall annually appoint a member of the Board to direct each of the following Standing Committees. That person shall serve as Chair of the Standing Committee. The Standing Committees are:

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

The appointed Chairperson 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. A Chairperson may form an "ad hoc" committee with the Board's approval to work on special problems or assignments. A Chairperson will appoint members of ad hoc committees with the approval of the Board.

- A. Each Chairperson's area of responsibility will be as set out in the Policy Manual.
- B. Committees shall consist of Board members and a selection from the general membership.
- C. 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. Each director or committee shall assist in the interpretation and enforcement of the rules relating to its particular function subject to the right of a member to appeal to the Board any committee decision thereon.

Section 2. 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 3. ACCOUNTING SYSTEM: The corporation shall maintain an adequate accounting system.

Section 4. DISSOLUTION OF CORPORATION: In the event of the dissolution of this corporation, the assets shall be reduced to cash and shall be disposed of in the following manner:

- A. First, to pay all the debts of the corporation.
- B. The balance remaining shall be paid to the City of Island City, Oregon.

Section 5. 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 refunded 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 the sale of any LGCC 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 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 and/or emergency needs that may arise. Any use of these shall be repaid within a reasonable time frame as determined by the Board of Directors, based on the Club accountant's advice.
 3. Any use of these funds other than described above must come from a vote of the membership with two-thirds approval of the votes cast.

Section 6. 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 to refund any part of the original membership.

Section 7. 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 By-Laws. 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 BY-LAWS: The By-Laws 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 cast votes by the membership. The proposed changes to the By-Laws will be mailed to the members in good standing and be posted in the Club House for 14 days. Members will have the same 14 days to cast their vote on the proposed amendment. 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. To be indemnified, the person shall have acted in good faith and a manner reasonably believed to be in, and not opposed, to the best interest of the Club. However, no indemnification shall be made for any legal matter where such person has been negligent in the performance of the person's duties of the Club.

APPENDIX 1: POLICY MANUAL

APPENDIX 2: EMPLOYEE HANDBOOK

APPENDIX 3: BY-LAWS RECORD OF AMENDMENT

APPENDIX 3: BY-LAWS RECORD OF AMENDMENT

DATE	ARTICLE	SECTION	SECTION TITLE	DESCRIPTION OF CHANGE
12/1/2007	Article I	3	Fiscal Year	Fiscal year changed from April-March to Jan 1 -Dec 31
4/15/2021	All Sections	All Sections	All Sections	Edited for format, punctuation, font, bullet points, clarity, grammar and word flow. These changes, if not affecting the context of the document, will not be noted individually, but as a collective whole.
4/15/2021	All Sections	All Sections	All Sections	Changed titles of Golf Professional or Golf Pro to General Manager
4/15/2021	Article II	5	Failure to Comply	Section Remove: A. If a member is terminated for non-payment of dues and accounts, they have sixty (60) days to pay all dues and accounts current. If not paid, they may be assigned to an appropriate agency for collection.
4/15/2021	Article II	6	Suspension of Members	Section Moved to Policy Manual, Section G. Membership Dues and Account Charges/Credit Policy, Number 9. A person who is terminated for non-payment of dues and accounts may not apply for membership for twelve (12) months. If accepted, said applicant must pay an initiation fee and any indebtedness to the Club.
4/15/2021	Article II	6	Suspension of Members	Removed. Within five (5) days after any such suspension, the Secretary shall mail to the suspended member, at the address on record, a written statement of the reasons for such suspension. Changed "shall" to may and removed "at such hearing".
4/15/2021	Article II. Membership	3 to 10	All Sections	Sections were combined, separated or deleted to make cohesive, avoid redundancy and clarify.
4/15/2021	Article II. Membership	4, 5, 6, 7 & 10		Failure to comply and delinquencies and policies regarding past due accounts removed from the By-Laws and all information is in the Policy Manual.
4/15/2021	Article III	2	Board Members	Added "associate" memberships to those allowed to run for the Board of Directors
4/15/2021	Article III	3	Appointed Positions	Changed "elect" a secretary/treasurer to "appoint". Removed "elect" a general manager - as the general manager is addressed in other sections.
4/15/2021	Article IV	9	New Member By-Law Copy	Moved to Article II Membership

4/15/2021	Article IV	8	Board Member Duties	Removed "all committees, except such committees, to be appointed by the Board of Directors." and inserted chairpersons, instead. Changed "he/she" to "The President"
4/15/2021	Article IV	1 & 4	Annual Meeting and Annual Membership Meetings	Moved Section 4 to Section 1, B.
4/15/2021	Article IV and Article VI	9 and 3	Supervision of Club Professional /General Manager and General Manager	Moved to Article IV, Section 9. General Manager. "Section 3. SUPERVISION OF CLUB PROFESSIONAL/GENERAL MANAGER: The President or his/her designated representative shall be responsible for monitoring and overseeing the activities of the General Manager. The Board shall be responsible for employment, dismissal, evaluation, and compensation for the General Manager."
4/15/2021	Article IV: Board and Membership Meeting and Elections	5	Nominating Committee	Nominating committee changed from three (3) board members to two (2) board members and 2 non-board members
4/15/2021	Article IV: Board and Membership Meeting and Elections	7	Voting and Ballot Policies	Added a new voting policy which will require secrecy envelopes to ensure ballots and voting remains confidential.
4/15/2021	Article V	2	Standing Committee	Committees rearrange in alphabetical order. Budget and Planning Committee changed to Finance Committee. Added Policy and By-Laws Committee
4/15/2021	Table of Contents	All Sections		Sections moved and rearranged accordingly. New section are reflected in Amendments
4/15/2021	Table of Contents	All Sections		Article III. Directors and Officers. Sections expanded and headings added.