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*La Grande Country Club*

***By-Laws***  
***2016***

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**AMENDED AND RESTATED BY-LAWS  
LA GRANDE COUNTRY CLUB  
Effective this 8 day of January 2016**

**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 are to own, establish, operate and maintain a club house golf course and such other recreational facilities for the exclusive use of the membership and not for pecuniary profit for its members or other persons. Subject to the foregoing, the object of 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 incidental thereto and in connection therewith 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 expansion of the facilities.

**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 and all individuals, firms, partnerships or corporations may become a member of this corporation upon the following terms and conditions:

- A. Upon agreeing to pay the prescribed initiation fees 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. B presenting a signed application for membership conditioned upon acceptable credit, the Club may approve the application.

**Section 2. CLASSES OF MEMBERSHIP:** Membership classifications will set forth in the LGCC Policy Manual.

**Section 3. DUES AND RESIGNATION OF MEMBERSHIP:**

- A. All dues and initiation fee of all classes of membership to be determined by the Board of Directors.
- B. Resignation from membership shall be presented, in writing, to the Secretary, but shall not relieve any member from liability for moneys due and unpaid to said corporation at the time such resignation is submitted.

**Section 4. FAILURE TO COMPLY:** Any failure by any member to comply with the provisions of this Article by non-payment of dues and accounts for a period of sixty (60) days shall constitute grounds for termination of membership. Termination of such membership shall be by a majority vote of the Board of Directors present at any meeting of the Board at which there shall be a quorum present.

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**Section 5:** 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 at that time they may be assigned to a proper agency for collection.

**Section 6:** A person who resigns their membership and maintains a residence in Union County may not apply for membership for a period of twelve (12) months. Said person may, if the resignation is continuous for 2 years but not less than 12 months, request reinstatement of the membership without paying an initiation fee, and upon being accepted by the Membership Committee of the Board as a reinstated member, then begin paying dues for the designated membership classification. If the member resigns and wishes to reinstate at a period of time less than 12 months they must pay the back months membership dues.

**Section 7:** A person who is terminated for non-payment of dues of accounts may not apply for membership for twelve (12) months. If accepted, said applicant must pay initiation fees and any indebtedness to the La Grande Country Club.

**Section 8:** Under special conditions the Board may grant probationary status to a member.

**Section 9. INITIATION FEES DUES AND ASSESSMENTS:** Initiation fees, dues, assessments and other charges shall be imposed maintained or waived by the Board of Directors; and the Board shall follow the guidelines set out in the Policy Manual.

**Section 10. DELEQUENCIES:** A member delinquent in his/her account sixty (60) days shall be notified of the delinquency and that failure to cure the delinquency results in suspension of club privileges.

**Section 11. SUSPENSION OF MEMBERS:** The Board of Directors shall have the power to suspend any member of the Club. 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 of such suspension. Such suspended member thereupon shall have the right to be heard before the Board and at such hearing the suspension may be upheld or revoked.

**Section 12. SPECIAL RESTRICTIONS:** The holder of all forms of membership, together with the members of their families, shall be subject to such special restriction in the use of the Club House 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 imposition of same.

## ARTICLE III DIRECTORS AND OFFICERS

**Section 1:** 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:** Three (3) members of the Board of Directors shall be elected each year by vote of the membership following the annual meeting, and 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 or single memberships, and the President and Vice President of the Women's Association. For conducting official Board business a quorum must be present. A quorum shall be at least six (6) Board members.

**Section 3:** 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 Vice President.

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The Board of Directors will also elect a Secretary-Treasurer, but the person so elected need not be a member of Board of Directors. The Board shall also appoint a General Manager but the person so appointed need not be a member of the Board of Directors. The persons so elected or appointed to the aforesaid offices or positions shall hold said offices or position until their successors shall be duly elected or appointed and qualified.

**Section 4:** If any vacancies shall occur in any office or in the Board of Directors for any reason including non-eligibility of such officer or director for non-payment of the moneys due their corporation, and except by expiration of the term of that office, the vacancies shall be filled by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there is a quorum present, from the other members of the corporation.

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

**Section 6:** No officer or member of the Board of Directors shall receive any salary or compensations by reasons of his 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; and the Secretary-Treasurer is hereby specifically excluded from the prohibition of receiving compensation for performing the duties of that office.

**Section 7:** Except as other wise 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. The Board of Directors shall have the power to elect and expel members to amend the By-Laws as hereinafter provided, to make alter and amend and enforce the rules and regulations for the use of the facilities and properties of this corporation, to appoint such committees as it may deem advisable and to prescribe their duties and 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:** The officers shall perform the duties which are usually performed by such officers, or such duty as may be assigned from time to time by the Board of Directors, which duties shall include, among other things, the following:

- A. The President shall preside at all meetings; he/she shall appoint, with the approval of the Board of Directors, all committees, except such committees as are to be appointed by the Board of Directors, and he shall be a member ex-officio of all committees with the exception of the nominating committee.
- B. The Vice President shall exercise the office of President in the President's absence.
- C. The Secretary-Treasurer shall keep the minutes and records of the corporation; he/she shall serve all notices to members; he/she shall prepare and file any certificates papers or other documents required of the corporation. He or she shall have the care and custody of all money belonging to the corporation and shall cause such moneys to be deposited in a regular business bank; he/she shall exercise all duties incident to the office of Treasurer.

**Section 9:** The General Manager will have the responsibility for the day to day activities and management of the La Grande Country Club but shall not set policy. The duties of the General Manager shall be set in policies by the Board.

## ARTICLE IV BOARD AND MEMBERSHIP MEETING AND ELECTIONS

**Section 1. ANNUAL MEETING:** The annual meeting of the Club shall be held at the Club House during the month of April each year, on a date selected by the Board of Directors. The Secretary shall give at least

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fourteen (14) days notice by mail of published in the “Divot” of the date hour and place of the annual meeting to all members of the Club.

**Section 2. BOARD MEETINGS:** The Board of Directors shall meeting at least monthly except there will be no meeting in December unless a special meeting is called. Special meetings of the Board of Directors may be called at any time by the President or by any other four of the Board of Directors upon demand and upon the giving of at least two (2) days notice to each director either personally by mail or telephone. Notice of such meeting may be waived by the attendance of a Board member or by written waiver. All meetings to be held at the Club House.

**Section 3. QUORUM:** A majority of the eleven members of the Board of Directors shall constitute a quorum at any meeting of said Board of Directors.

**Section 4. ANNUAL MEMBERSHIP MEETINGS:** At any meeting of the membership those who are present in person shall constitute a quorum. Each qualified member in good standing shall have (1) vote.

**Section 5. NOMINATING COMMITTEE:** A nominating committee of three (3) members shall be appointed by the President and approved by the Board of Directors at least 30 days prior to the annual meeting. Such committee shall nominate for election as directors, a number of eligible members equaling or exceeding the number of vacancies of the Board and shall deliver its report to the Secretary prior to 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 6. ELECTIONS:** Immediately following the annual meeting, the Secretary shall publish in the “Divot” or alternatively mail each member a ballot containing the names of all nominees, with instructions for balloting. Only those ballots shall be counted which shall have been returned to the Secretary prior to 5:00 PM on the date which is 14 days after the annual meeting.

**Section 7:** With approved voting procedures in place, members in good standing may vote during the Annual Meeting, or during the fourteen (14) days immediately following the annual Meeting. Ballots will be mailed in the monthly newsletter, the “Divot”. Member, with proper signature, may return the ballot by mail during the fourteen (14) day time frame. Voting may also take place in a specified area of the Club House during normal business hours. Any ballots received after the fourteen (14) day period will be considered null and void. Voting by proxy shall be prohibited.

**Section 8:** If more than one position is up for election and the vote count for the last open position is tied then the Election Committee chairman shall place two names of the tied candidates in a container and have one of the teller draw one name and the candidate shall be declared the winner.

## **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 as 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 use or expenditures of Club money except to the extent such authority is delegated by the Board.

**Section 2. STANDING COMMITTEE:** The President with approval of the Board shall annually appoint a member of the Board to direct each of the following Standing Committees and that person shall serve as Chairman of Standing Committee. The Standing Committees are:

- A. Greens Committee
- B. House/Social Committee

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- C. Tournament Committee
- D. Budget and Planning Committee
- E. Membership Committee

The appointed director will determine the committee needed to assist in fulfilling the responsibilities for that area. The director will recommend members to serve on the committee for approval by the Board of Directors. A director may form an “ad hoc” committee with the approval of the Board to work on special problems or assignments. Members of ad hoc committees will be appointed by a director with approval of the Board.

- A. Each director’s area of responsibility will be as set out in the Policy Manual
- B. Committees shall consist of not more than 3 members selected from the general membership plus the director, who shall be chairman.
- C. Committees shall serve for a term of one (1) year.

## ARTICLE VI MISCELLANEOUS

**Section 1. RULES AND REGULATIONS:** The Board shall have authority to adopt rules and regulations and policies as required for conducting the business and regulating the use of the facilities of the Club, including members, officers and employees. Copies of the rules shall be posted in the Club House and from time to time shall be sent to members. 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, who shall transmit it to the Board for consideration and any action deemed appropriate.

**Section 3. SUPERVISION OF CLUB PROFESSIONAL/GENERAL MANAGER:** The president or his/her designated representative shall be responsible to monitor and oversee the activities of the Club Professional and /or General Manager. The Board shall be responsible for employment dismissal, evaluation and compensation for the Club Professional and/or General Manager.

**Section 4. ACCOUNTING SYSTEM:** The corporation shall maintain and adequate system of accounting.

**Section 5. 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 6. 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 man” standard as defined by Court precedent.

The proceeds from the sale of any LGCC real property shall be placed into a contingency and protected fund.

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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.

**Operating capital** is defined as the capital used for daily operations. This definition includes all equipment, inventories, raw materials and cash used in its daily 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 advice of the club accountant.
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 7. MEMBERSHIP NON-VALUE:** Membership of each member of this corporation is not a tangible asset belonging to such 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 original membership.

**Section 8. ROBERTS' RULES OF ORDER:** The rules of procedure at the meetings of the members and Board of Directors of this corporation shall be according to Roberts' 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.

**Section 9. NEW MEMBER BY-LAW COPY:** A copy of these By-Laws shall be given to each new member upon their acceptance into the Club membership.

## **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 receives 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. Member will have the same 14 days to cast their vote on the proposed amendment. Voting procedures will be the same as provided for 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 in 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**

