

NOWATA COUNTRY CLUB
PO BOX 507
NOWATA, OKLAHOMA 74048
BY—LAWS

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**NOWATA COUNTRY CLUB
BY-LAWS
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**NOWATA COUNTRY CLUB
BY-LAWS**

Article I - Office

The principal office of the corporation is hereby fixed and located at Nowata Country Club, Nowata County, inside the limits of the City of Nowata, Oklahoma.

Article II — Corporate Powers

The corporate powers of the corporation shall be vested in a Board of Directors. This corporation shall operate and maintain a golf course, country club, and related activities, and shall issue memberships therein.

Article III - Directors - Term of Office

1. The Board of Directors shall consist of seven members in good standing. No members related by blood or marriage shall be eligible to serve on the Board at the same time. Five members of the Board shall constitute a quorum for the transaction of corporate business. All actions of the Board must be approved by at least four (4) members of the Board of Directors.
2. The term of office of each Director elected pursuant to these By-laws shall be two years. Said term of office shall begin January 1st and end December 31st, two years hence. Members shall not be elected or appointed to serve more than two consecutive terms. When a vacancy occurs on the Board by reason of resignation, death, or other cause, the remaining Directors shall appoint a member in good standing to fill the vacancy for the unexpired term of the member elected.
3. When the Board has made an appointment to fill an unexpired term, that appointee can serve to the expiration of that term and cannot be subsequently reappointed to fill another unexpired term before the previous term has expired.

Article IV - Duties and Powers of Board of Directors

1. It shall be the duty of Directors to attend all monthly, annual, and special meetings of the Board. Failure to attend three consecutive meetings, unless such failure is the result of illness or other good and reasonable cause, shall create a vacancy on the Board to be filled by the remaining Directors.
2. The Board of Directors shall conduct, manage, and control the affairs and business of the corporation and make such rules the regulations, not inconsistent with the laws of the State of Oklahoma or the By-laws of the corporation, as it deems proper and necessary for the efficient operation of the country club. No assessments shall be made without prior approval of the majority of the voting members casting ballots.

3. The Board of Directors shall appoint and remove at pleasure all necessary or convenient agents, attorneys-in-fact, and employees of the corporation; prescribe their duties (not inconsistent with these By-laws) and fix their compensation. Any eligible member of the corporation may be employed in any of the capacities aforesaid except the offices of Assistant Secretary and Assistant Treasurer as provided by Article VI, hereof. Any Board member who stands to gain individually from any action taken by the board must abstain from voting on such action.

4. The Board of Directors shall have the power to appropriate its funds, to enter into contracts for the corporation, to purchase or lease, in the name of the corporation, land or other property and equipment, and to borrow money, issue its notes and mortgage its land and property as security therefore. Provided, however, that no indebtedness, other than indebtedness arising in the ordinary course of business in excess of \$25,000.00 in total shall be incurred without the approval of a majority of the eligible members casting ballots on such matters. The Board of Directors shall not enter into any contracts which do not set out in detail all specifications as any prudent business would require.

5. The Board of Directors shall cause to be kept minutes of its meetings, its acts, the proceedings of membership meetings, and to present complete financial statements of the corporation at the annual meeting of members. After each Board meeting, a notice stating any actions or proposals pertaining to the operations of the country club shall be posted at the club house.

6. The Board of Directors shall fix the dates and times of its regular meetings which shall be held monthly. Special meetings of the Board may be held at any time upon the call of three members of the Board of Directors upon twelve hours notice given by the Secretary as to the time and subject of such meeting.

Article V — Standing Committee

1. At the first monthly meeting of the Board of Directors after the regular annual meeting of the members of the club, the President, with the advice, consent, and approval of the Board of Directors shall appoint the following standing committees to serve for a term of one year or until their successors are appointed.

- a. Finance and Audit Committee
- b. Greens and Ground Committee
- c. Club House Committee
- d. Tournament Committee
- e. Entertainment Committee
- f. Publicity Committee

Composition: Each standing committee shall be composed of at least three (3) members of the Club, the Chairman of which shall be a member of the Board of Directors. The Chairman may select from the membership any members they may desire to serve with them of said committee. The duties of these committees, as hereinafter specified, together with the acts thereof, shall always be subject to the direction and approval of the Board of Directors.

Duties and Committees:

a. Finance and Audit Committee. The Finance and Audit Committee shall audit, or cause to be audited, from time to time, the accounts of the Treasurer, and shall direct the financial policy of the Club, subject to the approval of the Board of Directors. It shall have such other powers and duties as the Board of Directors may, from time to time, prescribe. It shall also prepare and submit to the Board of Directors such periodic or annual budgets as the Board may, from time to time, request.

b. Greens and Grounds Committee. The Greens and Grounds committee shall oversee all club property, with the exception of the clubhouse. They shall oversee the maintenance and upkeep of the golf course, buildings, shelters, fences, benches, and equipment, and provide specific recommendations to the Golf Course superintendent.

c. Club House Committee. The Club House Committee shall be responsible for the maintenance, upkeep, cleanliness, and inventory of the club house and immediate club house grounds.

d. Tournament Committee. The Tournament Committee shall be in charge and have supervision of all scheduled club tournaments. Exception: Men's and Women's leagues Tournaments shall be governed by their league Tournament Committee. In addition to the standing committee, a member of the Men's and Women's Leagues may serve on the Tournament Committee.

e. Entertainment Committee. The Entertainment committee shall have general supervisory control of the social activities of the Club. It shall cooperate with and assist the Tournament Chairman in providing a program of social activities and entertainment for the members of the Club and, from time to time, shall determine the interest of the members as to the type of social functions arranged for them.

f. Publicity Committee. The Publicity Committee shall keep the membership informed of all events by sending out periodic newsletters, working in conjunction with all other standing committees, for the purpose of creating a greater interest in the club and its activities.

Other committees may be appointed as the needs of the Club may develop. All such committees shall report to the Board of Directors at such time and under such conditions as the Board may require.

Article VI - Offices

1. The officers, who shall be chosen from the members of the Board, shall be President, Vice President, Secretary, and Treasurer and shall be elected at the January monthly meeting of the Board of Directors and hold office at the pleasure of the Board of Directors. These officers shall be elected for a term of one year or until their respective successors are elected or qualified and shall not be entitled to receive any compensation for their services as officers.

2. The Board shall, at such time as may be practical and convenient, also elect an Assistant Secretary and an Assistant Treasurer, which offices may be held by one individual. Compensation of the Assistant Secretary and Assistant Treasurer and term of office shall be fixed by the Board of Directors.

Article VII — Duties of Officers

1. The President shall:

- a. The President shall be chairman of the Board of Directors and shall:
- b. Preside at all meetings of the members and meeting of the Directors and shall have voting rights.
- c. Sign as President all contracts and other instruments in writing which have first been approved by the Board of Directors, and sign checks for fund withdrawals and other negotiable instruments with such other person or persons as shall be designated from time to time by the Board of Directors (Exception: Expenditures \$300.00 or less shall require only one signature by the person designated by the Board of Directors.
- d. Call the Directors together whenever it is deemed to be necessary and shall have, subject to the advice of the Directors, direction of the affairs of the corporation, and generally shall have all the powers and duties usually imposed upon that officer required by law or may be require of him by the Board of Directors.

2. The Vice-President shall:

- a. Act in the place instead of the President when the President is unable to perform the duties of the office or is absent from the meetings. In the event that the Vice-President for any cause, shall be unable to act, the Board shall appoint the Secretary of the Board of Directors in whom shall be vested, for the time being, all the duties and functions of the President.

3. The Secretary shall:

- a. Keep a record of all annual and special meetings of the members.
- b. Keep a record of all meetings of the Board of Directors.
- c. Have custody of the original copy of the Articles of Incorporation, and the corporate seal.
- d. The Secretary shall keep or cause to be kept all membership records and notify new members of their acceptance of membership.
- e. Serve all notices required either by law or by the By-Laws of the corporation.

4. The Assistant Secretary shall:

- a. Perform such duties as are prescribed by the Board of Directors and the Secretary.

5. The Treasurer shall:

- a. Collect, hold, and disburse under the directions of the Board of Directors all funds of the corporation in such depositories as may be approved by the Board of Directors.
- b. Keep or cause to be kept regular and complete books of account and submit financial statements, together with such supporting and subsidiary statements and schedules as may be requested by the Board of Directors, at each Annual Meeting. of members.
- c. Fully report at each regular meeting of the Board of Directors the status of all members with respect to delinquencies in payment of dues and other charges.

6. The Assistant Treasurer shall:

- a. Perform such duties as are prescribed by the Board of Directors and the Treasurer.
- b. Furnish bond, at the expense of the corporation, for faithful performance of duties in the amount, in the form and with sureties approved by the Board of Directors.

Article VIII - Memberships

Members shall be entitled to such of the privileges, benefits and facilities of the club as provided by these By-Laws and such rules and regulations pertaining to the operation of the Club as the Board of Directors may adopt; provided such rules and regulations are not inconsistent with these By-Laws.

Article IX - Membership Classification

1. There shall be eight (8) classes of memberships:

- a. Resident Family
- b. Resident single
- c. Non-Resident Family
- d. Non-Resident Single
- e. Resident Junior Golfer
- f. Company
- g. High School Team Golfer
- h. Social Membership

2. Resident Membership is defined as those persons residing within the city limits of the City of Nowata, Okla., or within 15 miles of the outer city limits of the city. Persons residing outside these limits will be defined as Non- Resident Memberships.

a. Resident Family Memberships:

1. Shall be husband and wife, or single parent with children.
2. Shall be entitled to all privileges of the club.
3. Each husband and wife shall have the right to vote.
4. Both husband and wife shall be eligible to hold office, (Exception Art III - No. 1).
5. Membership is not transferable.
6. Children of Resident Family shall be governed by Section 2 of Article X of these By-Laws.
7. Resident Family Membership can convert, without fee, to Resident Single Membership upon death of spouse or when children reach limits as set out in

Section 2, or Article X of these By-Laws.

For divorce circumstances – if members becomes unmarried without children or with children beyond the limits as set out in Section 2 of Article X of these By-Laws, both are eligible to convert Resident Family Membership to Resident Single Membership without fee. (Refer to Section 9 of Article X of these By-Laws).

For divorce circumstances – if member becomes unmarried with eligible children only one Resident Family Membership can convert to Resident Single Membership without fee, the other remains a Family Membership. (Refer to Section 9 of Article X of these By-Laws).

b. Resident Single Membership:

1. Shall be an unmarried person 19 or older.
2. Shall be entitled to all privileges of the club.
3. Shall have one vote per membership.
4. Shall be eligible to hold office.
5. Membership is not transferrable.
6. Resident Single Membership will convert, without fee, to Resident Family Membership upon marriage of a member.

c. Non-Resident Family Membership:

1. Shall be husband and wife, or single parent with children.
2. Shall be entitled to all privileges of the club.
3. Each husband and wife shall have the right to vote.
4. Both husband and wife shall be eligible to hold office (Exception Art. III, No. 1.
5. Children of Non-Resident Family Membership shall be governed by Section 2 of Article X of these By-Laws.
6. Children of Non-Resident Family Membership shall be governed by Section 2 of Article X of these By-Laws.
7. Non-Resident Family Membership can convert, without fee, to Non-Resident Single Membership upon death of spouse or when children reach limits as set out in Section 2 of Article X of these By-Laws.

For divorce circumstances - if member becomes unmarried without children or with children beyond limits as set out in Section 2 of Article X of these By-Laws, both are eligible to convert Non-Resident Family Membership to Non-Resident single Membership without fee. (Refer to Section 9 of Article X of these By-Laws).

For divorce circumstances - if member becomes unmarried with eligible children only one can convert to Resident Single Membership without fee, the other remains a Family Membership. (Refer to Section 9, Article X of these By-Laws).

d. Non-Resident single Membership:

1. Shall be unmarried person 19 or older.
2. Shall be entitled to all privileges of the club.
3. Shall have one vote per membership.
4. Shall be eligible to hold office.
5. Membership is not transferable.
6. Non-Resident Single Membership will convert, without fee, to Non-Resident Family Membership upon marriage of a member.

e. Resident Junior Golfer:

1. Non-Member golfers who are 13 thru 18 years of age.

2. Club privileges shall be limited to practicing and/or playing golf.
 3. Time of play shall be determined by the Board of Directors.
- f. Company Membership:
1. This class of membership shall be the same as a Resident Family or Resident Single Membership in the name of the designated employee as directed by the responsible company.
 2. There shall be a list of ten (10) total memberships per company.
 3. A Company Membership is transferable within the company only and upon payment of a transfer fee of \$25.00, and provided the transferee is voted acceptance by the Board of Directors of the Club. Should a member lose their Company Membership, the member becomes a non-member and forfeits all rights and privileges to the club and can only regain membership in the club by making application and following procedures and paying fees as set out in these By-Laws and by the Board of Directors of the club.
- g. High School Golfer:
1. Non-Member golfers who play for the High School Golf Team.
 2. Club privileges shall be limited to practicing and/or playing golf.
 3. Time of play is limited to the High School golf season.
- h. Social Memberships:
1. Shall be 21 or older.
 2. Shall be entitled to all privileges of clubhouse.
 3. Shall not have voting rights.
 4. Shall not be eligible to hold office.
 5. Membership is not transferable.
 6. The initiation fee for social membership shall be transferable to the cost of initiation for a full membership. Reference Article IX - Membership Classifications

Article X — Membership Selection and Conditions

1. The name of a person-or persons desiring to become a member of the club, of any classification, must present an application to the Board of Directors with sponsorship by three (3) members in good standing. An adverse vote by two (2) members of the Board of Directors shall be a refusal and the application cannot be voted upon again within six months. No person, although accepted for membership, shall be entitled to the privileges of the club until the required initiation fees and any other charges have been paid.
2. The children of regular members shall be entitled to all the privileges of the club without the payment of additional dues; provided that the privileged children shall be terminated at the age of 19, or at such time as they are no longer registered as a full time student at an accredited educational institution, whichever occurs last, or upon marriage. All privileges of children in this section shall be terminated at the age of 23.
 - a. For children of Resident Members only, upon reaching the age stated in Article 10 - No. 2, and two weeks thereafter may apply and be approved by the Board of Directors for membership and must pay a conversion fee of \$25.00.
3. Dues are payable in advance and due by the 10th of the month for which owed. If dues are not

paid by the 10th of the following month they will be considered delinquent and a 10% surcharge will be added to the amount due. If dues and surcharges are not paid by the 10th of the next succeeding month, the member will be notified by certified return mail to the fact that their dues are delinquent in a certain amount, plus applicable 10% surcharge and if not paid within 10 days from date of the letter, so as to put the member in a current status, the member will lose the right to membership in the club and all rights will cease.

4. All accounts other than dues are due and payable by the 10th of the month following the month they were made. If not paid in full by the 10th of the following month, the same procedure as with dues will be followed.

5. Members terminated for non-payment shall not be eligible to reapply for membership unless all delinquent dues and accounts are brought fully current.

6. Any member may be suspended or expelled for sufficient cause by a majority vote of the Board of Directors and thereafter all privileges shall cease. The member shall have the right to appear before the Board of Directors to respond to the charges before the Board takes any action. After said hearing, the determination by the Board for such suspension or expulsion shall be final.

7. Any person damaging any property of the club shall pay the full cost thereof and such other penalty as the Board of Directors may impose.

8. Any member in good standing may resign by written notification to the secretary. No resignation shall be effective until all past dues or indebtedness have been paid by the resigning member. Further dues shall not accrue and all privileges shall cease from and after the date of the accepted resignation.

9. Should a Resident Family Membership be changed by legal separation or divorce, it will be the responsibility of both parties to notify the club by letter as to the membership classification under which each party wishes to continue. It will be necessary that all dues and accounts be maintained and paid by each member.

10. Any member who resigns in good standing, as detailed in Article X, Section 8, may not reapply for membership until such time as 12 consecutive months have passed, or when said member makes payment in the amount of the monthly dues that would have been payable from the date of their resignation to the date of their reapplication.

Article XI - Meetings

a. The regular annual meeting of members shall be held at the club house of the Nowata Country Club on the second Monday of November, at the hour of 7:00 P.M.

b. No less than 25% of voting members must be present or be represented by absentee ballot to constitute a quorum at the annual meeting.

c. At the annual meeting, the order of business shall be:

1. Call to Order
2. Roll Call
3. Reading & correction (if necessary) of previous minutes
4. Reading of financial reports
5. Reports of officers and committees
6. Receive petitions and communications
7. Election of Board of Directors.

d. Notice of annual meeting shall be mailed by the Secretary to each voting membership at least seven (7) days before such meeting stating the time and place thereof.

2. Special Meetings

a. The President, or in his absence, the Vice President, or a majority of the Board of Directors may call a special meeting of the voting members.

b. Upon written request to the Board of Directors of ten (10) voting members in good standing, the Board of Directors shall call a special-meeting of members.

c. Special meeting shall state the purpose for which the meeting is called and at such special meeting no other business may be considered.

d. For special meetings, a quorum shall consist of a majority of the voting members of the club. These members must be present or be represented by absentee ballot.

e. Notice of any special meeting shall be mailed by the Secretary to each voting member at least seven (7) days before such meeting stating the time and place thereof.

Absentee ballots containing the question to be voted upon shall be included with the notice of said special meeting.

3. All meetings shall be conducted according to the rules and regulations of "ROBERTS RULES OF ORDER"

Article XII — Election of Board of Directors

1. Election of members of the Board of Directors shall be conducted at the annual meeting and in the manner provided by these By-Laws.

2. The Board of Directors shall consist of seven (7) members in good standing. All seven members of the Board of Directors shall be elected from, and by the voting members of the club.

3. At the annual meeting in Nov. of 1991, two members of the Board of Directors shall be elected from and by the voting membership to serve for a term of two years. At the annual meeting in November of 1992, three members of the Board of Directors shall be elected from and by the voting membership to serve for a term of two years. Thereafter new members of the Board of Directors shall be elected from and by the membership to replace those members whose terms have expired.

4. Each Board member shall appoint one person to serve on the nominating committee which will consist of seven (7) members, not members of the Board of Directors. This committee shall be appointed at least eight (8)-weeks prior to the annual meeting. The nominating committee shall send a letter to each eligible membership asking if they would be willing to serve on the Board of Directors if elected. The list of all eligible members willing to run for election to the Board shall be included in the notice of the annual meeting, along with a notice stating that an absentee ballot may be obtained for those who are unable to attend. No nominations shall be taken from the floor.

5. The election of Directors shall be by secret ballot. After the votes are counted, the presiding officer shall announce the vote for each nominee., Depending upon the number of officers being elected, those receiving a plurality of votes shall be elected. (If the votes for 2 or more nominees for one position results in a tie, a run-off election shall be held. The nominee receiving a plurality of votes shall be elected). Absentee ballot votes will be counted to the extent that they were cast for those nominees in the run-off election.

6. The presiding officer shall appoint a committee of three (3) members to act as inspectors of election and to count the votes.

Article XIII — Miscellaneous

1. The Directors shall have the right to make special rules relating to tournaments and to parties given at the club house.

2. The Secretary shall cause these By-Laws, together with a copy of the Rules and Regulations, to be printed and furnished to each membership. A copy of any amendments to these By-Laws, Rules and Regulations, shall be sent to each membership.

3. All memberships must immediately notify the Secretary of any change of address and failure to do so shall be deemed to have waived any notice provided by the By-Laws or the rules and regulation of the club.

Article XIV — Amendments

1. These By-Laws may be amended or replaced by a majority of the total number of members eligible to vote. Amendments to or replacement of these By-Laws shall be by special meeting and/or absentee ballot.