

PENDLETON COUNTRY CLUB

INCORPORATED

BY-LAWS

**Revised January 2007
JAG**

**BY-LAWS
OF
PENDLETON COUNTRY CLUB, INC. NON-PROFIT CORPORATION
ARTICLE I**

SECTION 1. MEMBERSHIP:

The membership of this corporation shall consist of no more than four hundred thirty (435) regular members; fifteen (15) corporate members; 10 swim memberships and honorary memberships that must be approved by the Board of Directors.

Any person of legal age may become a regular member of the corporation by making proper application to the Board; paying the membership initiation fee and dues as set by the Board; and receiving a majority of the vote of the Board to accept his membership.

Only regular members whose dues and membership obligations are current may vote on any issue. Proxy voting is not permitted. Absentee ballot voting is permitted provided the ballot is delivered to the secretary at least five (5) days prior to the scheduled meeting.

The corporation may receive honorary gifts, without obligation of membership, from individuals or groups of individuals.

WAITING LIST:

The Board of Directors shall approve membership applications to fill vacancies. Application for membership, upon receipt, shall be placed in one of the following two classifications and listed in order in which they are received.

1. Preferred: Junior members, spouses and children of regular or widow / widower, divorcees, and former regular members who were in good standing when they resigned for valid reasons. Upon reaching 26 years of age or has moved out of home or married, a Junior member, in good standing, upon making application for regular membership, shall be offered the next available membership. Said junior member shall retain club privileges as a junior member until such time as a regular membership is available.

2. Regular: All other applicants.

Refusal of membership by preferred, regular or junior applicants upon notification of acceptance, shall eliminate the applicant from the waiting list.

Membership vacancies shall be filled in a ratio of one applicant from the preferred list to one applicant from the regular list.

3. Divorcee's:

Members divorcing shall determine the ownership of the club membership through the terms of the property settlement. The member who foregoes their right to the membership shall be allowed to either rejoin the club, add their name to the top of the waiting list. (Should a waiting list be necessary at that time) or will automatically be placed on the preferred list by Jan. 1st. of the year following the finalization of the divorce without having to pay an initiation fee.

4. Parameters of C0-ed membership:

Member must name their partner for this membership in January of the year applying. Partner may not be changed during the course of that same year. Partner may play with co-ed, in a group in the same outing. They are not permitted to play in the golf league, or any other time unless they are with a member and paying green fees. Anything outside these parameters will be subject to the Board of Directors discretion and approval.

3. SECTION 2. MEETING:

The annual meeting of the members of the corporation shall be held on the 1st. Sat. of April at the time and place specified by the Board of Directors. Members shall be notified of the date, time and place of the Annual Meeting, at least ten (10) days and not more than sixty-days before the meeting.

Special meetings for the members may be called by the President at any time, within the county, upon giving to each of the members a notice in writing, mailed to his postal address as it appears in the corporate records, at least ten (10) days and not more than sixty (60) days before such meeting. He shall call such meeting at any time upon demand of the majority of the Directors, or of any forty-members

SECTION 3. ANNUAL DUES:

The Board of Directors prior to January 1 of the affected year shall determine the annual financial obligation for all memberships. These dues shall be payable in a manner prescribed by the Board of Directors. Statements of the amount due and payment options will be mailed to the membership by December 31st of the affected year. Members whose financial obligation are not current may be assessed a late fee and / or have their privileges suspended

SECTION 4. DAMAGE TO PROPERTY:

Any member who causes physical damage to the property of the corporation or abuses the privileges of the corporation shall be subject to dismissal.

SECTION 5.

A majority of the Directors must be present at a meeting to conduct business of the corporation.

SECTION 6.

The Board of Directors shall have their annual meeting in November, at a time and place to be designated by the President, and will elect from their own number a President, Vice President, Secretary, and Treasurer. However, the offices of Secretary and Treasurer may be combined into one office. The Board will hold regular meetings on the 3rd Monday of each month.

Such other meetings of the Board may be called as necessary to conduct the business of the corporation.

SECTION 7.

The Board of Directors may authorize the President and Secretary to borrow money in any amount and to pledge and mortgage the assets of the corporation as security. They also may authorize the President and Secretary the power to convey the real property of the corporation. The Board shall have full authority to fix all dues, fees, assessments and any other charges to be made by the corporation subject to the provisions of these By-Laws. The Board shall have power to amend these By-Laws.

Any Director may resign at any time by sending a written notice of such resignation to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. More than three consecutive absences from regular meetings of the Board, unless excused by the resolution of the Board, shall automatically constitute a resignation, effective when determined by the Board. The Board shall meet regularly without notice, at the Club House or at such other places as may be determined by the President. Special meetings of the Board of Directors may be held at a place designated by the President and shall be called by the Secretary upon the written request of the President or three Directors. All special meetings shall be held upon at least three (3) days notice to each Director, stating time, place, and purpose of meeting. A majority of the Directors shall constitute a quorum for the transaction of business. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

THE BOARD OF DIRECTORS SHALL HAVE POWER TO:

- A. Appoint and remove by resolution the members of any executive committee.
- B. Appoint and remove by resolution the members of such committees as may be deemed necessary.
- C. Appoint and fix the compensation of officers and employees; and remove any officer or employee at anytime with or without cause.
- D. Approve or reject any application for membership.
- E. Exercise any and all of the powers of the corporation not expressly reserved by the members as set out by rules and regulations.
- F. Issue all documents of writing of any nature.
- G. Establish reprimands, fines, suspensions or expulsions for members violating corporation rules.
- H. Fill vacancies occurring in the Board by death, resignation, or otherwise.
- I. Levy membership assessments as deemed appropriate.
- J. Establish all rules pertaining to the golf course, clubhouse, swimming pool, and other facilities or activities.
- K. Approve all corporation expenditures.
- L. The Board of Directors may levy assessments upon the members of the corporation for the purpose of paying the lawful obligations of the corporation, but no such levy shall be made unless fifty percent (50%) of the members have given their written consent. In the event an assessment is made, the Secretary shall give written notice thereof to all members and include in said notice the due date of the assessment. Upon failure of any member of the corporation to pay such assessment within ninety-days after the same shall be due, the corporation may cancel the delinquent member's membership, with or without legal process.

The Board of Directors must levy assessments upon the membership in the event there are insufficient funds for operation, management, and debt retirement. The written consent of the membership shall not be necessary for such an assessment.

SECTION 8. POSTING OF MEMBERS

Names of all members shall be posted in a conspicuous place in the Club House on or before July 1st of each year.

ARTICLE II

SECTION 1.

The affairs of this corporation shall be managed by the Board of eleven (11) Directors to be elected by and from the members thereof and shall serve for three years and until their successors are elected. At the first annual election, four (4) Directors shall be elected for a term of three (3) years. Thereafter, Directors shall be elected for a term of three (3) years.

SECTION 2.

The Board of Directors shall fill vacancies occurring in its own membership by appointment of qualified members. Said appointed members shall hold office until his successor is duly elected and qualifies and takes office on the following January 1st.

SECTION 3.

The terms of office of the Board of Directors shall commence on January 1st following the election at the previous meeting.

SECTION 4.

Members of the Board of Directors and Officers may succeed themselves.

ARTICLE III

SECTION 1.

The officers shall be elected by the Board at their November meeting; shall hold office for a term of one year, beginning January 1st and ending December 31st, and further, shall hold office until their successors are elected.

SECTION 2. PRESIDENTS DUTIES:

The President shall appoint all committees not otherwise provided for and check any violation of the By-Laws. It is also his duty to execute with his signature any records or instruments of the corporation which may require such action. He shall generally manage the corporation.

The President, or in his absence, the Vice-President shall preside at all meetings of the corporation. If the President and the Vice-President are absent, Members may elect a presiding officer pro-tem.

SECTION 3. SECRETARY'S DUTIES:

The Secretary shall keep the minutes of all meetings, he/she shall give notice of all meetings to the members, he/she shall conduct the correspondence for the corporation, he/she shall prepare reports for presentation at the annual meeting, and he/she shall perform such other duties as may be directed by the Board of Directors. The Secretary shall attest all instruments executed on behalf of the corporation.

SECTION 4. TREASURER'S DUTIES:

The Treasurer shall take charge of all funds of the corporation. He shall disburse such funds as directed by the Board of Directors. He shall submit an annual report showing the financial condition of the corporation at the annual meeting. The Board of Directors will instruct the Treasurer to obtain adequate property and personal liability insurance. The corporation shall pay the premium, for such insurance. The Treasurer shall furnish a fidelity bond in the amount of \$50,000. The corporation shall pay the premium for such insurance.

ARTICLE IV

SECTION 1:

The President shall appoint committees necessary for the operation of the club.

ARTICLE V

SECTION 1. RULES AND REGULATIONS:

The Board of Directors shall make and publish rules and regulations for the conduct of the corporation and membership not inconsistent with the Articles of Incorporation and these By-Laws.

SECTION 2. BUDGET:

The Board of Directors at the commencement of each year shall prepare and submit to the members budget estimates of all corporation expenditures to be made during the year, separated into headings to conform to the various accounts of the corporation.

No Bill over One-Thousand (\$1,000) dollars shall be paid without the consent of the Board of Directors except for reoccurring bills such as: mortgage, insurance and lease payments. Any expenditure in excess of One Thousand (\$1000) dollars shall be on a bid basis, by invitation.

ARTICLE VI

SECTION 1. DISSOLUTION:

In the event of dissolution, either voluntarily or pursuant to order of a court of competent jurisdiction, and after the payment of all outstanding liabilities and the repayment of each charter member, hereinafter described (then a member of record in good standing) of the amount of membership fee (initial charge of contribution) originally received from each such member by the corporation, all remaining assets shall be transferred to one or more corporations, clubs, or other legal entities organized and operated exclusively for charitable, recreational, or educational purposes, or any combination of such purposes, on a not-for-profit basis.

ARTICLE VII

SECTION 1:

Violation of these By-Laws or Rules and Regulations may result in the member being reprimanded, fined, suspended for a period of time, or having his membership canceled, at the discretion of the Board of Directors.

The Secretary is to report the names of member's delinquent in payments at each Board Meeting.

ARTICLE X

SECTION 1:

As part of the records of the corporation, there shall be kept a membership book, which will contain a list of Charter Memberships that have been issued.

CERTIFICATE

I, *Steve Sigman, Secretary of the Pendleton Country Club Inc. do certify that the foregoing copy of the By-Laws of the Pendleton Country Club Inc. is a true and correct copy and that the same have not been changed.

This 17 Day of January 2007.

*signed copy will be maintained in PCC office.