



**Bylaws**  
Amended February 2021

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## ARTICLE I GENERAL PROVISIONS

**Section 1.01. Name.** This Oregon non-profit mutual benefit with members corporation, organized under Oregon Revised Statute Volume 2, Chapter 65, shall be known as *McNary Golf Club* hereinafter for brevity “the Club”. *Rev. 02/2021*

**Section 1.02. Legal Description.** On file in the Club’s principle place of business located at 155 McNary Estates Drive N. in the city of Keizer, State of Oregon.

**Section 1.03. Purpose.** The principal purpose shall be the provision of privileges and the promotion of pleasant social relations among members and the community and particularly those arising from the game of golf. *Rev. 02/2021*

**Section 1.04. Fiscal Year.** The fiscal year of the Club shall be from January 1 to and including December 31 of each year.

**Section 1.05 Dissolution.** Upon dissolution, sale or liquidation of the Club, all property and assets thereof shall be liquidated by the Directors and shall then be forthwith paid and distributed as follows: *Rev. 02/2021*

- A. All debts and obligations of the Club shall be paid in full;
- B. Each Inactive Equity Member, as defined in Section 2.03 below, shall be paid a redemption price based on the redemption policy established by the Board; and
- C. The Equity Members outstanding shall be redeemed in equal shares.

**Section 1.06. Club Seal.** The corporation seal shall be free form and shall have inscribed thereon the words, “*McNary Golf Club*”. The seal shall also show the date of incorporation.

**Section 1.07. Definitions.** The following section provides some standard definitions and abbreviations used for brevity throughout the Bylaws making them more concise. *Rev. 02/2021*

**Section 1.07-1. Assessments.** A fee levied by the Board and approved by the Equity Members as prescribed in Section 4.07. An assessment fee is generally utilized to fund a capital improvement project.

**Section 1.07-2. Board of Directors.** The seven (7) member Board of Equity Members elected to govern the operations of the Club. Hereinafter for brevity referred to as the “Board”. The elected members individually hereinafter for brevity referred to as the “Directors”.

**Section 1.07-3. Director of Club Operations/General Manager.** The employed staff member hired and supervised by the Board to oversee and manage the day-to-day operations of the Club and to supervise all other employees of the Club. Hereinafter for brevity referred to as the “DCO/GM”.

**Section 1.07-4. Equity Purchase.** A fee paid upon becoming an Equity Member whereby the new member is purchasing a fractional share of the Club or business. This fee qualifies the person as an Equity Member and for membership transfer as prescribed in Section 2.12. This fee is adopted by the Board.

**Section 1.07-5. Initiation Fee.** A fee paid by other forms of membership that is a one-time non-refundable fee. This fee is adopted by the Board.

**Section 1.07-6. McNary Golf Club.** Hereinafter for brevity referred to as “the Club”.

**Section 1.07-7. Membership Amenities and Privileges.** Those benefits, activities, events, and

privileges a member gets access to by virtue of joining the Club and paying the prescribed dues. Hereinafter for brevity referred to as the “Privileges”.

**Section 1.07-8. Spouse or Registered Domestic Partner.** A legally married couple or a couple who has a legally registered domestic partnership with the State of Oregon. Hereinafter for brevity referred to as “partner”.

## **ARTICLE II MEMBERSHIP**

**Section 2.01. Definition.** A membership in the McNary Golf Club is a privilege on the part of a member to use the privileges of the Club, subject to all limitations and restrictions contained in the *Bylaws* and to all *Rules, Regulations and Resolutions* adopted by the Board. For the purpose of these *Bylaws*, the definition of a Proprietary Membership and an Equity Membership shall have the same meaning. *Rev. 02/2021*

**Section 2.02. Application for Membership.** A person may become a member by:

- A. Written application for membership on a prescribed form.
- B. Payment of the equity purchase fee then in effect. *Rev. 02/2021*
- C. Deleted. *Rev. 01/2012*

**Section 2.02-1.** Deleted. *Rev. 01/2012*

**Section 2.02-2. Non-Discrimination Policy.** The Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, political opinion, or military status, in any of its activities or operations. These activities include, but are not limited to, membership, guests, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members, staff, volunteers, subcontractors, vendors, and clients. *Rev. 02/2021*

**Section 2.03. Classifications of Membership.** The Club shall offer the following classifications of membership. The total number of members shall be determined by the Board based on financial considerations and course use. In no case will the total exceed 500 members. *Rev. 02/2021*

**Section 2.03-1. Regular Equity Membership (RE).** A Regular Equity Membership shall be offered providing full privileges of the Club. Regular Equity Members are 40 years and over in age. *Rev. 02/2021*

**Section 2.03-2. Junior Equity Membership (JE).** A Junior Equity Membership will be offered providing full privileges of the Club. The original equity purchase fee may be applied in full to the equity purchase fee in effect at the time of conversion to a Regular Equity Membership on or before the Junior Equity Member’s 40<sup>th</sup> birthday. *Rev. 02/2021*

**Section 2.03-3. Business Equity Membership (BE).** A Business Equity Membership (BE) shall be offered providing full privileges of the Club, for the primary business member, when the membership is purchased by a business. A business owning a Business Equity Membership must pay at least one Regular Equity membership equity purchase, dues, fees and assessments as appropriate. The Board shall establish the specific options, requirements, dues and fees for a Business Equity Membership. *Rev. 02/2021*

**Section 2.03-4. Inactive Equity Membership (IE).** An Inactive Equity Membership is any Regular

Equity Membership (RE), Junior Equity Membership (JE) or Business Equity Membership (BE) which has been resigned pursuant to Section 2.12-4 wherein the member is not currently paying dues and therefore is not currently utilizing Club facilities and maintains no privileges of the Club. Until such time as an Inactive Equity Membership is sold pursuant to Section 2.12-4, such inactive Member will have no privileges of an Equity Member other than those identified in the redemption policy established by the Board under section 2.12-4. *Rev. 02/2021*

**Section 2.03-5. Non-Equity Membership (NE).** From time to time the Board may elect to offer a classification of membership entitled “Non-Equity” (NE). This classification of membership typically is utilized as a waiting list for Regular Equity (RE) Membership. This classification of membership shall recognize the *Bylaws* and all *Rules, Regulations and Resolutions* of the Club. The application and approval conditions for this category shall be the same as for Regular (RE), Junior (JE) and Business (BE) memberships. Initiation fee, dues and fees shall be fixed from time to time by the Board. *Rev. 02/2021*

**Section 2.03-6. Total Equity Memberships.** The total number of Regular Equity (RE), Junior Equity (JE) and Business Equity (BE) Memberships shall not exceed 250 unless approved by two thirds (2/3) majority vote of the equity members to amend the *Bylaws* accordingly. *Rev. 02/2021*

**Section 2.03-7. Additional Membership Designations.** In addition to the membership designations described in this Article, the Board may establish other such categories of membership as they determine to be appropriate to assure the financial well-being of the Club. *Rev. 02/2021*

**Section 2.04. Certificates.** Moved to Article VI. *Rev. 02/2021.*

**Section 2.05. Leave of Absence.** A leave of absence may be granted to a member for reasonable cause, including a verified medical disability, upon written request submitted to and approved by the Board. A leave of absence, at the discretion of the Board, may be extended beyond the initial period granted, subject to the same limitations and restrictions as the original grant. A member qualifying for a leave of absence shall pay reduced dues and fees as adopted by the Board in the *Rules, Regulations and Resolutions*. *Rev. 02/2021*

**Section 2.06. Form of Ownership.** A membership shall be owned by an individual, partners as joint tenants with right of survivorship, or a business in whose name the application for membership was submitted and approved by the Board. An individual membership may be owned jointly by partners provided any new or existing member so designates on forms provided by the Club. The partner of a jointly owned membership shall, upon the death of the co-owner, become the immediate owner of the membership. *Rev. 02/2021*

**Section 2.07. Spousal Equivalent.** A Spousal Equivalent shall be considered the equivalent of a spouse, designated by a letter filed with the Club office, by an unmarried member. Such designee shall not be a relative, and must maintain a household with the designating member. A Spousal Equivalent shall have the privileges but shall have no contractual rights. Membership may not be transferred to the Spousal Equivalent upon the death of the proprietary member, (See 2.12-1 Bequests). *Rev. 02/2021*

**Section 2.08. Following Divorce.** The Club shall be immediately notified in the event of a Decree of Dissolution involving a member. The right to continue or transfer a membership after a final Decree of Dissolution shall be as follows: If the parties are able to agree, or if the Decree so provides, one of the partners shall have the right to continue the membership, and the membership privileges of the other partner shall be terminated effective on the date the Decree becomes final. A written notice signed by each partner, or a court certified copy of the Decree of Dissolution, shall be delivered to the Board promptly after entry of the Decree. Following entry of the Decree, any eligible children of the marriage may continue to use the Club and its facilities. *Rev. 02/2021*

**Section 2.08-1. Rights of Partner.** The partner to whom the membership is not awarded shall have the right, for a period of sixty (60) days after entry of the Decree of Dissolution, to acquire a membership by paying the equity purchase fee then in effect. If there is a waiting list for new members, the name of the partner requesting a membership pursuant to this section shall be placed at the top of the waiting list. *Rev 02/2021*

**Section 2.09. Voting.** Each Regular Equity Membership (RE), Junior Equity Membership (JE) and Business Equity Membership (BE) shall have a single vote, to be cast by the owner or owners of the membership. Non-Equity Memberships (NE) shall have no vote. *Rev. 02/2021*

**Section 2.10. Conversion.** Conversion from one membership category to another category shall be effective only upon written application. Dues shall be adjusted, as necessary. *Rev. 02/2021*

**Section 2.10-1. Membership Upgrade.** At any time on or before the fifth anniversary of the date on which this agreement is signed a member applying to the Club for conversion to a more expensive membership classification; e.g. from a Non-Equity Membership (NE) to a Regular Equity Membership (RE), Junior Equity (JE), or to a Business Equity Membership (BE), shall pay the equity purchase then in effect for the new classification, less the amount of any equity purchase or initiation fee previously paid, providing the new membership does not cause the new classification to exceed the allotted number of memberships for that classification. After the fifth-year anniversary date of this agreement has passed the applicant will not be able to apply their non-equity initiation fee to a full equity membership equity purchase fee. The credit for a previous equity purchase or initiation fee shall apply only to transactions with the Club. *Rev. 02/2021*

**Section 2.11. Family Privileges.** Family privileges apply to Regular Equity, Junior Equity, and Business Equity members who hold a joint membership with a partner, referred to as a family membership. Without paying additional fees or dues, any member's partner, children, grandchildren, or wards who are under 24 years of age, if unmarried and a full-time student, shall enjoy all Club privileges applicable to their classification of membership. This privilege can also be extended to a family member over 24 years of age who resides with a member as a caregiver with the written consent of the Board. *Rev. 02/2021*

**Section 2.12. Transfer of Ownership.** Except as hereafter provided, all memberships are non-transferable.

**Section 2.12-1. Bequests.** The owner of a Regular Equity (RE) not held with their partner jointly or as Joint Tenants with right of survivorship may bequeath the membership to an individual heir in accordance with the laws of the State of Oregon. In no case shall a member bequeath the membership to multiple heirs. A surviving partner, or heir shall have 180 days following the death of named member to apply for a change of owner's name. A no-dues grace period of 60 days shall apply to a partner, or heir following the death of an Equity Member. No transfer fee shall apply to a change of owner's name as a result of a partner request or the request of an heir. *Rev. 02/2021*

**Section 2.12-2. Redemption by The Club - Debts or Claims.** The Board may at its discretion redeem or acquire a membership for the purpose of collecting a debt, to settle a claim or resolve a controversy with any member including the estate of a deceased member.

**Section 2.12-3. Sale by a Member.** Active equity members shall be entitled to sell their membership on the open market. A member wishing to pursue this option shall so notify the Board in writing and include the intended asking price in the request. The Board shall have the right of first refusal to purchase the membership for the Club or to grant the member's request. The Board shall respond to the request within 10 days of receipt stating if the Club will purchase the membership or approving the sale by the member. The seller shall be responsible for the payment of a transfer fee to the Club to complete the sale. The transfer fee shall be set by the Board annually in January. Disposition of the Membership Certificate shall be in accordance with Article VI. *Rev. 02/2021*



**Section 2.12-4. Redemption by the Club – Resignation.** An active member who wishes to resign their membership, and does not wish to sell their membership on their own in accordance with Section 2.12-3, must notify the Club in writing 30-days in advance. Membership dues will be prorated from the date of notice and their account must be paid in full prior to the resignation date. Such member will be deemed an Inactive Equity Member (IE) from the resignation date and such member's name will be placed on a list of similarly resigned members (i.e., resigned members will be listed by category of membership – RE, JE, or BE). The lists of resigned members will be maintained by the Club with members listed in order of their date of resignation (with all sales to be in order of priority of the applicable list). The Board shall establish the reasonable sales price for a resigned member's membership interest in accordance with the redemption policy then adopted by the Board. When the Club sells the membership interest of a resigned member to a new applicant, or if the Club shall be earlier dissolved, sold or liquidated, the resigned member will be entitled to a redemption price based on such redemption policy. The redemption policy may be revised annually by the Board or as often as otherwise deemed reasonably necessary by the Board in its sole discretion. In the event that the Board shall for any reason fail to revise such redemption policy in any year, the redemption policy most recently adopted shall remain in full force and effect. *Rev. 02/2021*

**Section 2.13. Censure, Suspension or Expulsion.** Any member who shall willfully violate any provision of these *Bylaws*, or any other rules or regulations duly adopted by the Board, or who will do anything to disturb the good order, peace, or harmony of the Club or to impair its good name, may be deemed guilty of conduct unbecoming a member and may be sanctioned in accordance with the corrective action procedures outlined in the *Club Rules, Regulations and Resolutions*. *Rev. 02/2021*.

**Section 2.14. Filing Charges.** A Club member in whose presence another member engages in conduct unbecoming a member may file with the Board, or their designee, a charge in writing designating the time, place, and circumstances of such unbecoming conduct. *Rev. 02/2021*

**Section 2.15. Fees, Dues and Charges.** Equity Purchase, initiation fees, dues, and other fees shall be adopted from time to time by the Board. *Rev. 02/2021*

**Section 2.15-1. Charges to a Membership.** The owner of a membership and the partner, or spousal equivalent are jointly and individually responsible for all charges made by the member, partner, spousal equivalent, children or grandchildren thereof. *Rev. 02/2021*

## **ARTICLE III MEETINGS OF MEMBERS**

**Section 3.01. Annual Meeting.** The Annual Meeting of the Equity Membership of the Club shall be held on the third Wednesday of May of each year, or on such other date as may be set by the Board at least 45 days prior to the date of the meeting. The Secretary or designee shall distribute written notice of such meeting to all members not less than 20 days prior to the meeting. *Rev. 02/2021*

**Section 3.02. Special Meetings.** Special meetings of the Club may be called at any time by the Board or on written request of 20 holders of an equity membership. Notice of any special meeting shall state the purpose of the meeting and shall be distributed by the Secretary or designee, to each voting member 10 days prior to the time of holding such meeting. No business shall be transacted at a special meeting other than that stated in the notice thereof. Such notice shall also be available in the Business Office prior to such special meeting. *Rev. 02/2021*

**Section 3.03. Quorum.** The presence in person or by proxy of 25% of the voting members at any annual or special meeting of the Club shall constitute a quorum. *Rev. 02/2021*

**Section 3.04. Proxies.** Only a qualified voting member may act as proxy for another qualified voting member, and no member shall act as proxy for more than one other member. All proxies shall be in writing. A proxy shall be sufficient if in substantially the following form: *Rev. 02/2021*

**McNary Golf Club  
Member’s Proxy**

KNOW ALL PERSONS BY THESE PRESENTS, that I, the undersigned, a member of the McNary Golf Club, do hereby name, constitute and appoint \_\_\_\_\_, who also is a member of said Club, as my true and lawful attorney-in-fact, for me, and in my name, place and stead to appear and vote at the meeting of members of said Club to be held \_\_\_\_\_, \_\_\_\_\_, (as well as at any adjournments of said meeting) on any question lawfully to come before said meeting, as fully as I could if personally present at such meeting or adjournment thereof.

Duly executed: \_\_\_\_\_

Signature \_\_\_\_\_ Member No. \_\_\_\_\_

**ARTICLE IV  
GOVERNMENT**

**Section 4.01. Board of Directors.** The governance, control and management of the Club and its affairs shall be entrusted to a Board consisting of seven (7) in number. Initially, at the first Annual Meeting of the new ownership, all seven members of the Board shall be elected and shall take office immediately after the meeting. Their terms of office shall expire as follows: Two members’ term shall expire in one year; two other members’ term shall expire in two years and the remaining three members’ term shall expire in three years. Those who shall retire in the first and second years will be determined by deliberations of the Board. Thereafter, Directors shall be elected annually to a three-year term to fill the vacancies created by the retiring Board members. The term of such Directors shall commence at the Annual Meeting and shall continue for a term of three years or until their respective successors are elected and qualify. *Rev. 02/2021*

**Section 4.02. Board Eligibility.** The voting member of any type of equity membership is eligible to serve on the Board. Members of the Board will be the designated voter for their individual membership. *Rev. 02/2021*

**Section 4.03. Nominating Committee.** An ad-hoc Nominating Committee of three Equity Members shall be appointed by the Board at least 90-days prior to the Annual Meeting. The Committee will request, in writing, that members wishing to run for election to the Board submit a brief statement and résumé to be included with the ballot. The Committee will make every effort to assure that there are at least twice as many candidates as there are vacancies. The Board will provide a schedule for all election activities to the ad hoc Committee when it is established. *Rev. 02/2021*

**Section 4.04. Election of Directors.** At least 30-days prior to the Annual Meeting, the Secretary or designee shall distribute to each member having voting rights a ballot containing the names of all nominees. Only those ballots which have been returned to the Secretary prior to 12:00 noon on the day of the Annual Meeting shall be valid. On that day the ballots shall be counted by not less than six tellers appointed by the President of the Board for that purpose. None of the tellers shall be a member of the Board. The required number of candidates who receive the largest number of votes shall be declared elected. *Rev. 02/2021*

**Section 4.05. Meetings of the Directors.** The Board shall meet at the clubhouse or at such place as may be designated. Four (4) members of the seven (7) member Board shall constitute a quorum thereof at any meeting; and the majority of those present voting for or against any proposition shall prevail, except where otherwise specified in these *Bylaws*. *Rev. 02/2021*

**Section 4.05-1. Robert's Rules of Order.** In general, business conducted by the Board shall be managed generally consistent with Robert's Rules of Order. *Rev. 02/2021*

**Section 4.05-2. General Session.** Governance decisions shall be made in General Session Board meetings whereby Club members are allowed to attend and participate in discussions and debates. Legal, confidential, personnel matters, and formal complaints against Club members will not be allowed in the open General Session meetings. *Rev. 02/2021*

**Section 4.05-3. Executive Session.** The Board may hold Executive Session meetings to discuss legal, confidential, personnel matters, formal complaints filed against Club members, and potential expulsions as contained in Sections 2.13 and 2.14. The Board may invite persons relevant to the discussions. *Rev. 02/2021*

**Section 4.06. Removal from Office.** Any Director may be removed from office at any Club meeting called for that purpose by a two-thirds (2/3) majority of the total voting members of the Club.

**Section 4.07. Assessments.** The Board is authorized to levy an assessment to meet the financial needs of the Club only when such assessment has been approved by a written vote of two-thirds (2/3) majority vote of the votes cast by the Equity members. Valid ballots shall be those received prior to 12:00 noon, no less than 30 days after mailing to the voting members, or the first business day thereafter, and the ballots shall be counted in the same manner as prescribed by Section 4.04 Election of Directors. *Rev. 02/2021*

**Section 4.08. Employees.** The Board may hire and supervise a DCO/GM to oversee the day-to-day operation of the Club. The DCO/GM will hire, supervise and oversee all other employees of the Club. *Rev. 02/2021*

## **ARTICLE V BOARD OF DIRECTORS**

**Section 5.01. Election of Officers.** Following the Election of Directors, and immediately prior to the Annual Meeting, the Board shall meet and elect by majority vote from its members, a President, Vice President, and Secretary each of whom shall take office on election night and hold office for one year from the date of election and until their successor is elected and qualified. One ceasing to be a Director automatically ceases to be an officer of the Club. *Rev. 02/2021*

**Section 5.02. Duties of President.** The President shall preside at all meetings of the membership and the Board. In the name of the Club and with the Secretary, they shall sign all contracts and obligations of the Club. They shall exercise general supervision over business affairs of the Club and at the Annual Meeting of the membership shall make a report relative to such business and affairs during the term of their Presidency. *Rev. 02/2021*

**Section 5.03. Duties of Vice President.** In case of the absence, incapacity or inability of the President to perform the duties of the office, the Vice President shall perform the duties of the President. If the President and Vice President shall be absent from any meeting of the Board or of the membership, the Directors present shall choose a presiding officer. *Rev. 02/2021*

**Section 5.04. Duties of Secretary.** The Secretary, or designee, shall have custody of the *Seal of the Club* and all of its records, other than financial records. With the President, they shall sign all written contracts

and obligations of the Club. They, or designee, shall send out timely notices of all meetings, both of the Board and of the membership, as required by these *Bylaws*. They shall cause to be kept a complete roll of all members of the Club and shall notify each person elected to membership of such election, or, in the event of suspension or expulsion, shall notify the member concerned. They shall maintain the official correspondence of the Club and do and perform all such other duties as may be required of them by the Board. In the event of their absence, incapacity or inability to act, another officer or Director of the Club may perform these duties, and if they are not present at any meeting of the Board or of the membership, a Secretary pro tem may be chosen to perform said duties. In addition, a non-voting Recording Secretary may keep the minutes of all meetings of the Board. *Rev. 02/2021*

**Section 5.05. Compensation of Board Members.** No salary or other compensation shall be paid to any officer of the Club or other member of the Board. *Rev. 02/2021*

**Section 5.06. Filling of Vacancies.** Vacancies caused by death, resignation, conviction of a felony, or disability of a Director or Directors, or by their removal as provided for in these *Bylaws*, or by an amendment of the *Articles of Incorporation*, or of these *Bylaws* (increasing the number of members on the Board) shall be filled on the vote by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director for the current year, the replacement(s) to be elected by the membership at the next general election to complete the term of the leaving member. *Rev. 02/2021*

## **ARTICLE VI PROPRIETARY CERTIFICATES**

**Section 6.01. Certificates.** Certificates indicating proprietary membership and equity ownership in McNary Golf Club in a form determined by the Board, shall be issued to Members maintaining active memberships as described in these *Bylaws*. Certificates are nontransferable except as provided in these *Bylaws*. Certificates shall be dated and signed by two members of the Board. A record of active memberships shall be maintained by the Secretary of the Board or their designee. *Rev. 02/2021*

**Section 6.02. Certificate Possession.** Only Equity Members, (Regular (RE), Junior (JE) or Business (BE) may own a proprietary certificate. No more than one certificate shall be issued or acquired by any such member. Every proprietary certificate held by an unqualified person is void. Proprietary Membership certificates shall be in substantially the following form: *Rev. 02/2021*

*Continues on next page ...*

**McNARY GOLF CLUB**  
**An Oregon Nonprofit Member Owned Mutual Benefit Corporation**  
**Registry Number 354679-84**

THIS CERTIFIES THAT

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Member Number ###

is a/are [Regular Equity] [Junior Equity] or [Business Equity] Member(s) of McNary Golf Club  
and consequently, the owner(s) of an undivided share  
(proportionate to the number of proprietary shares lawfully issued)  
of McNary Golf Club.

Every proprietary certificate held by an unqualified person is void.  
This certificate and the membership and proprietary interest represented thereby  
can be transferred only in the manner prescribed  
by the *Bylaws* of the Club.

Duly executed this \_\_\_\_\_ day of \_\_\_\_\_,  
by authority of the Board of Directors, McNary Golf Club.

By: \_\_\_\_\_ President

By: \_\_\_\_\_ Secretary

**ARTICLE VII**  
**COMMITTEES**

**Section 7.01. Standing Committees.** The Club shall have five standing committees:

1. Activities Committee
2. Finance Committee
3. Greens Committee
4. Capital Committee
5. Membership Committee

Each committee shall consist of a minimum of five (5) and a maximum of seven (7) members. Members of the committees must be Equity Members of the Club. The Chairperson for the committees shall be selected by the Board or by the committee after the Annual Meeting. Vacancies occurring will be filled by the Board or by the committee. *Rev. 02/2021*

**Section 7.01-1. Duties of the Activities Committee.** *Rev. 02/2021*

1. Act in an advisory capacity to the Board and staff on matters related to all competition, golf and social activities of the Club.

2. Assume responsibility for Club activities as directed by the Board or DCO/GM, which may include the mailing of entry forms, providing for prizes, arranging set-up and cleanup of decorations and food not furnished by the Restaurant.
3. Assume responsibility for special entertainment events.
4. Submit an annual budget to the Finance Committee.
5. Prepare and provide a brief summary of activities and results of the committee at the Annual Meeting.
6. Such other duties as may be requested of the Committee by the Board or DCO/GM.

**Section 7.01-2. Duties of the Finance Committee. Rev. 02/2021**

1. Act in an advisory capacity to the Board and staff on matters related to the financial health of the Club.
2. Working with the DCO/GM, prepare the annual budget for review and approval by the Board.
3. Analyze each monthly financial statement and provide a summary for the Board noting exceptions and major deviations from the budget and potential financial problem areas.
4. Advise the Board when funds are or will be available and the amount of such funds available for capital expenditures.
5. Review requests from the Board to create an indebtedness for the Club, and make written recommendations accordingly.
6. Be available to consult with the Board on financial matters of the Club upon request.
7. Prepare and provide a brief summary of activities and results of the committee at the Annual Meeting.
8. Such other duties as may be requested of the Committee by the Board.

**Section 7.01-3. Duties of the Greens Committee. Rev. 02/2021**

1. Act in an advisory capacity to the Board and staff on matters related to the condition and maintenance of the golf course.
2. Consult with the Course Superintendent on a regular basis on the seasonal maintenance plans for the course, evaluate accomplishments of preceding and current month's maintenance and make recommendations for improvement or revisions of procedures, review monthly maintenance expenses and recommend corrections of variances when indicated, and consider suggestions and resolve complaints from Club members and make recommendations to the Board on changes in the golf course when indicated.
3. In concert with the Superintendent, submit a monthly report to the Board on the conditions, including work accomplished during the preceding and current quarter and the general plan for the following quarter.
4. Coordinate with the Superintendent and the Capital Committee on a replacement schedule for all grounds equipment, and to revise and justify the replacement schedule when indicated.
5. Advise the Board of all recommendations made to the Course Superintendent for implementation.
6. Review and consult with the Superintendent on the expense requirements for the

Maintenance Department for submission to the Finance Committee in preparation of the annual budget.

7. In coordination with the Superintendent, submit to the Capital Committee an annual recommendation on capital improvements needed for the golf course.
8. In coordination with the Superintendent, establish an order of priority supported by reasons and cost estimates which recommendations shall be categorized as projects not covered by the maintenance program.
9. In coordination with the Superintendent, provide and maintain a permanent reference record of all features of each golf course hole for present and future Greens Committees.
10. In coordination with the Superintendent, maintain a history of maintenance and capital costs of all features covered in cost studies.
11. Prepare and provide a brief summary of activities and results of the committee at the Annual Meeting.
12. Such other duties as may be requested of the committee by the Board.

**Section 7.01-4. Duties of the Capital Committee. Rev. 02/2021**

1. Act in an advisory capacity to the Board and staff on matters related to the total Capital needs and reserves to insure long term viability of the Club.
2. Consult with the DCO/GM on a regular basis on the capital maintenance plans for the Club and evaluate accomplishments for the preceding and current months and make recommendations for future months.
3. Coordinate with staff and the other committees to establish and update the *Capital Reserve Study* for the Club.
4. In coordination with the DCO/GM, submit reports periodically to the Board evaluating the condition of the Club capital equipment, facilities and property and recommending additional actions to be taken, and advise the Finance Committee of estimated funds required for annual maintenance to be included in the annual budget.
5. Prepare and provide a brief summary of activities and results of the committee at the Annual Meeting.
6. Such other duties as may be requested of the committee by the Board.

**Section 7.01-5. Duties of the Membership Committee. Rev. 02/2021**

1. Act in an advisory capacity to the Board and staff on matters impacting membership in the Club.
2. Conduct or cause surveys and maintain an awareness of relevant membership fees and dues of members for competing local area clubs and courses (Competitive Market Analysis) and advise the Board as appropriate.
3. Coordinate with staff to insure the development, maintenance and submission of monthly statistics to the Board concerning membership status, applicants for membership, the current waiting list and changes in status of current members.
4. Coordinate with staff to insure the development and implementation of new member welcoming procedures and activities.
5. Coordinate with the staff on exit interviews with departing members to determine whether

Club related problems, situations, etc., were the underlying cause for the member leaving. Keep the Board informed and make recommendations for corrective action as appropriate.

6. Review, analyze and recommend to the Board appropriate policies regarding member and guest privileges and play.
7. Review, analyze and recommend to the Board appropriate action regarding the special need for recognizing the efforts and/or long service of individual members.
8. Work with the DCO/GM on membership drives and promotions.
9. Prepare and provide a brief summary of activities and results of the committee at the Annual Meeting.
10. Perform other assignments as requested by the Board.

## **ARTICLE VIII COMPLAINTS**

Complaints regarding the conduct or action of any officer, director, member or employee of the Club shall be submitted in writing, in accordance with the corrective action process contained in the *Rules, Regulations and Resolutions*, by the complaining member to the Secretary of the Board or the DCO/GM, who shall notify the Board. *Rev. 02/2021*

## **ARTICLE IX VISITORS AND GUESTS**

Subject to regulation by the Board, members' guests and the general public are privileged to use the golf course upon payment of a green fee. The amount of such green fee shall be adopted by the Board. *Rev. 02/2021*

## **ARTICLE X AMENDMENTS**

These *Bylaws* may be altered or amended only by a written vote of two-thirds (2/3) majority vote of the votes cast by the Equity Members. Provided that no amendment shall be voted on by the Equity Members until a copy of such proposed amendment shall have been distributed to each member and posted in the Business Office. The distribution and posting will be in the form of a letter and shall be accomplished at least thirty (30) days prior to the voting on the proposed amendment. The distribution shall include a ballot and is to be voted on and returned by the date and time specified by the Board. The President shall appoint not less than six (6) tellers with the approval of the Board to open the ballot box at the time designated and to count ballots, reporting the results thereof to the Board. None of the tellers shall be a member of the Board. Amendments may be proposed by the Board or by petition of at least 20 equity members, in good standing, of the Club. The results of voting will be distributed to members and posted in the Business Office. True copies of these *Bylaws* as amended shall be available to all members upon request at the Business Office. *Rev. 02/2021*



## **ARTICLE XI PAYMENT OF INDEBTEDNESS**

Members are fully responsible for their dues, fees, and charges to their account. Refer to the *Rules, Regulations and Resolutions* “Club Rules – Section 3. Accounts” for the policy on how the Club manages past due accounts. *Rev. 02/2021*

## **ARTICLE XII PURCHASE AND/OR SALE OF PROPERTY**

Real property exceeding the value of \$5,000, shall be purchased and sold only upon the approval, by ballot, of Equity Members. Purchase and sale of real property not exceeding the value of \$5,000 shall be approved by the Board. The number of votes for approval and the manner in which the election shall be conducted shall be the same as of an election for assessment against the membership as set forth in *ARTICLE IV, Section 4.07. Rev. 02/2021*

## **ARTICLE XIII CORPORATE FUNDS**

**Section 13.01. Bank Accounts.** The monies of the Club shall be deposited in the name of the Club in such bank or banks as the Board shall designate, and shall be drawn out by check or electronic payment authorized by such officers of the corporation and employees as the Board shall from time to time by resolution authorize or direct. All checks except payroll checks shall bear at least two (2) signatures, one of which shall be that of a member of the Board, unless the Board shall otherwise specifically authorize by resolution. *Rev. 02/2021*

**Section 13.02. Insurance.** All persons having signing authority on corporate funds shall be insured for the faithful performance of their duties, with such limitations of liability as may be prescribed by the Board, and shall, when requested by the Board, make a full, complete, and accurate accounting of all monies and properties of the corporation which may come into their hands. Also, the Board may in its discretion require any member or employee of the corporation to comply with the provisions of this paragraph.

**Section 13.03. Accounting.** An annual examination of the books and accounts of the corporation shall be made by the Board, or by a Certified Public Accountant appointed or employed by them, and a report thereof made at the Annual Meeting of the members. The report shall contain a complete statement of the finances, property rights, assets and liabilities of the corporation and such information pertinent thereto as may be of interest to the members. *Rev. 02/2021*

**Section 13.04. Financial Reporting.** The DCO/GM will ensure the preparation and distribution to the Finance Committee and Board of monthly financial reports consisting of a *Cash Flow Statement*, a *Balance Sheet*, a complete budget to actual *Income Statement* and an *Accounts Payable* report. These reports should be provided at least one week prior to a monthly board meeting. A summary report of the Financial standing of the Club should be shared with the Membership during the monthly Board meetings. *Rev. 02/2021*

**ARTICLE XIV**  
**MEN'S AND WOMEN'S CLUB**

**Section 14.01.** As part of the Club there shall be two (2) separate entities known as the Men's Club and Women's Club. These clubs shall have the exclusive right and responsibility for their respective governance; however, the elected officers of each club shall be responsible for assuring that their Club complies with these *Bylaws* and the *Rules, Regulations and Resolutions* of the Club. *Rev. 02/2021*