

CHOCTAW COUNTRY CLUB, INCORPORATED

BYLAWS

INDEX

Article I. General	1	Article VI. Assets, Property and Member Rights	6
Section 1. Name	1	Section 1. Membership Rights	6
Section 2. Address	1	Section 2. Club dissolution	6
Section 3. Object	1		
Section 4. Seal	1	Article VII. Assessment and Capital Expenditures	7
Section 5. Fiscal Year	1	Section 1. By the Board	7
		Section 2. By the Membership	7
Article II. Board of Directors	1	Section 3. Schedule of Payment	7
Section 1. Management (Duties)	1	Section 3. Capital Expenditures	7
Section 2. Term of Board of Members	1		
Section 3. Vacancies	1	Article VIII. Membership and Dues	7
Section 4. Quorum	1	Section 1. Number of Memberships	7
Section 5. General Powers	2	Section 2. Qualification for Membership	7
Section 6. Scheduled Board Meetings	2	Section 3. Regular Membership	7
Section 7. Special Board Meetings	2	Section 4. Dues	7
Section 8. Voting	2	Section 5. Lockers	7
Section 9. Non Attendance/Bad Standing	2	Section 6. Golf Cart Storage	8
Section 10. Election of Members	2	Section 7. Guests	8
Section 11. Order of Business	2	Section 8. Non-resident Members	8
Section 12. Suspension	2	Section 9. Admission and Termination	8
Section 13. Expulsion	2	Section 10. Initiation Fee	8
Section 14. Reinstatement	3	Section 11. Resignation	8
Section 15. Nominating Committee	3	Section 12. Corporate Membership	8
Article III. Officers	3	Article IX. Men's Organization	9
Section 1. General	3	Section 1. Authorization	9
Section 2. President(Duties)	3	Section 2. Reports	9
Section 3. Vice Presidents (Duties)	3	Section 3. Officers	9
Section 4. Secretary(Duties)	3		
Section 5. Treasurer(Duties)	3	Article X. Women's Organization	9
Section 6. Club Manager/Professional(Duties)	4	Section 1. Authorization	9
Section 7. Grounds Superintendent(Duties)	4	Section 2. Reports	9
Section 8. Upstairs Manager	4	Section 3. Officers	9
Section 9. Contracted Accounting Services	4		
Section 10. Signing Instruments	4	Article XI. Guests	9
		Section 1. Authority	9
Article IV. Standing Committees and Duties	5	Section 2. Responsibility	9
Section 1. Appointments	5		
A. Entertainment	5	Article XII. Complaints	9
B. Membership	5		
C. Golf Course	5		
D. Clubhouse	5		
E. Capital Improvement	5		
F. Tournament	5		
Section 2. Special Committees	5		
Section 3. Annual Program	5		
Section 4. Board of Directors	6		
Article V. Meetings (Voting)	6		
Section 1. Annual Meetings	6		
Section 2. Special Meetings	6		
Section 3. Notice	6		
Section 4. Quorum	6		
Section 5. Eligibility to Vote	6		
Section 6. Voting for the Board of Directors	6		

CHOCTAW COUNTRY CLUB, INCORPORATED

BYLAWS

Revised November 2002

ARTICLE I

GENERAL

SECTION 1. NAME

This club is incorporated under the laws of the State of Oklahoma as the "CHOCTAW COUNTRY CLUB, INCORPORATED".

SECTION 2. ADDRESS

The principal place of business shall be at the facility located at 21723 Country Club Road, Poteau, OK, and whose mailing address is P.O. Box 827, Poteau, OK 74953-0827.

SECTION 3. OBJECT

The object of the organization is to promote and encourage the game of golf, social activities, other sports, and the maintenance of a facility for the accommodation of the member, their families, and guests.

SECTION 4. SEAL

The Corporate Seal shall be circular in form and shall have inscribed there on the words "CHOCTAW COUNTRY CLUB INCORPORATED", the seal shall remain in the custody of the President or the President's designee, normally the Secretary.

SECTION 5. FISCAL YEAR

The fiscal (financial) year of the Club shall begin on October 1 and terminate on September 30 on the calendar year following.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. MANAGEMENT

The management of the Club and all of its affairs and all of its property shall be entrusted to a board of thirteen (13) members in-good-standing to be known as the "BOARD OF DIRECTORS". Said board shall have the power to make, alter, amend, and supplement such rules and regulations as are necessary for this purpose, to elect all officers, to name and confirm all committee chairperson and members, and to fix and determine the qualifications and privileges of members. Any such actions will require a majority vote of the Board and notification of such actions to the general membership. Notification may be in the form of meeting minutes posted in the Clubhouse, the language of the resolution(s) themselves posted in the Clubhouse, in the monthly bulletin, on a web site, or by mail to individual members.

Any action taken by the Board that alters the intent, expands the authority, or otherwise effects the Club's Bylaws will require the majority approval of the members in good standing present at any special meeting of the membership or at the annual membership meeting.

SECTION 2. TERM OF BOARD MEMBERS

At the annual meeting, directors to replace those whose term expires on December 31, shall be elected to serve for three (3) years or until their successors shall be elected and shall qualify. The newly elected Board of Directors shall take office January 1, after the results of the election are announced. The newly constituted Board shall meet to elect officers after the results of the election are announced, or as promptly thereafter as possible. Following this election, the new President may resign from the Board, but retain his or her elected office. In this event the member will retain all rights and responsibilities as Club President, however the member will only vote to break tie votes cast by the Board. If the Club President decides not to remain as an elected Board Member, the member's vacancy on the Board will be filled in accordance with Section 3 of this article. The newly constituted Board shall serve for the next ensuing calendar year. Any duly elected Board Member may stand for re-election to fill his or her own vacancy, provided the requirements of Section 15, hereto, are complied with. The immediate Past President shall automatically be a non-voting member of the Board of Directors the following year of his or her term as President unless re-elected to the Board.

SECTION 3. VACANCIES

The President of the Club shall have the power to appoint and fill, with the approval of a majority of the Board of Directors, any vacancy in the Board. Such vacancy shall be filled for the period of time remaining from the date of said vacancy to the end of the term of the member resigning.

SECTION 4. QUORUM

The Board of Directors shall hold regular monthly meeting at a time and date determined by the Board and published to the membership and other special meetings as may be deemed necessary. Meetings will normally be held at the Club facility, but may be held at such place and time as may be designated by the President. Seven (7) directors shall constitute a quorum, and the vote of a majority of those present shall constitute a binding act of the Corporation except as otherwise stated in these Bylaws. In the event a quorum is not present at a regularly scheduled Board Meeting, the President may close the meeting and call a special meeting to conduct all pending and/or scheduled business. All such business conducted must be approved by a majority of the Board Members present and it shall constitute a binding act of the Corporation except as otherwise stated in the Bylaws.

SECTION 5. GENERAL POWERS

The Board of Directors shall have full power to elect to membership all such persons as it shall deem proper and desirable, in accordance with the authority herein specified; to elect and remove at pleasure, all the other officers, agents and employees at the Club and prescribe such duties for as the Board may determine, to fix their compensation at any time; to incur indebtedness or borrow money, and as security for the payment thereof, issue notes or bonds of the Club, and sell, pledge, mortgage or otherwise hypothecate such notes, bonds or any other property of the Club, or all thereof; to levy and collect assessments upon all members for the purpose of paying expenses, conducting business, paying debts or carrying out the purpose of the Club, or for improving its present property or acquiring additional property; to make rules and regulations for the government of the officers and management of the affairs of the Club and its property; from the receipts of the Club or from other sources, and to create funds to be used for the purpose set forth in the resolution creating the same; to set membership levels; and generally do and perform every act and thing whatsoever, that may be by law given to the Board of Directors or pertain to the office of Directors; provided however that said Board of Directors shall not have power to incur indebtedness or borrow money, except for current operation expenses, acquisition of golf course maintenance equipment, or to refund present indebtedness without the consent of the members in good standing of the Club as provided by Article V, Section 4.

SECTION 6. SCHEDULED BOARD MEETINGS

Notice of all regular meetings of the Board of Directors shall be given to by the secretary to each member of the Board as herein after provided. Notices may be given orally, or in the case of special meetings, in writing. Notices mailed to a member of the Board at his or her usual or last known place of business or residence at least forty-eight (48) hours before the time of the meeting shall be sufficient notice in any event. A monthly bulletin reflecting the current month's meeting and complying with the aforementioned criteria will suffice as notification. Meetings for the Board of Directors shall be held on a designated weekday and at a designated time established by the Board and published to the membership. Board of Directors meetings are open to the club's membership, and invited guests, however this does not preclude the Board from entering into "Executive Session" disallowing, at their discretion, attendance by any person other than Board Members, to conduct business sensitive in nature and best not published to the membership until a later time.

SECTION 7. SPECIAL MEETINGS

All Special Meetings of the Board shall be called to order by the President. At a Special Meeting no business may be transacted other than that stated for the purpose of the meeting without unanimous consent of the then present entire membership of the Board of Directors. All notices for Special Meetings shall be given in accordance with Section 6 hereof.

SECTION 8. VOTING

Each member of the Board of directors shall be entitled to one (1) vote only and there shall be no voting by proxy on the Board of Directors.

SECTION 9. NON-ATTENDANCE AND BAD STANDING

Any member of the Board of Directors who shall, having been duly notified, fail to attend three (3) regular consecutive Board meetings without excuse satisfactory to the Board shall hereby forfeit his or her membership thereon and the position shall thereupon be deemed vacant. Any member of the Board of Directors whose account reaches a sixty day past due status is deemed "in bad standing" and shall be automatically removed from the board and the position shall thereupon be deemed vacant. The President shall appoint a member in good standing to fill the vacancy with a majority approval of the remaining Board as provided by Section 3 hereof.

SECTION 10. ELECTION OF MEMBERS

The election of a member of the Club shall be made by the Board of Directors and each prospective member shall receive a majority affirmative vote by the members present, provided they form a quorum. A candidate for membership must submit a written application to the membership committee, filed with the Secretary or Club Manager/Professional. The application must be accompanied by any applicable initiation fee and first month's dues.

SECTION 11. ORDER OF BUSINESS

At Board meetings the order of business shall be as follows:

1. Call to order
2. Reading and approval of the minutes of previous meeting(s)
3. Reading and approval of the monthly financial report.
4. Report of Committee Activities
5. Unfinished business
6. New business
7. Announcements
8. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of those members of the Board present. The usual parliamentary rules as laid down in ROBERT'S RULES OF ORDER, Revised, shall govern when not in conflict with the Bylaws of the Club.

SECTION 12. SUSPENSION

The Board of Directors may, after notice and hearing, suspend any member of the Club by a two-thirds (2/3) majority vote of those present and voting, for conduct which shall, in their opinion, be improper or prejudicial to the interest of the Club, and such decisions shall be final. The suspension will be for a defined period of time, set by the Board. For this period of time, the member shall cease to have any privileges of the Club. The suspended member shall pay any dues and assessments that accrue during the suspension period to qualify for reinstatement.

At the conclusion of the set period, with the aforementioned condition met, the member's privileges will be re-instated. If the suspended member fails to bring their account up to date before the end of the suspension period, they may be subjected to Expulsion, at the discretion of the Board. Notice in writing of the time and place of any such hearing, containing written specification of the charges, shall be given to the accused member by sending the same, via certified mail, at least seven (7) days prior to the hearing, directed to the member's last known address as shown on the Club's billing record.

SECTION 13. EXPULSION

The Board of Directors may, after notice and hearing, expel any member of the Club by a two-thirds (2/3) majority vote of those present and voting, for conduct which shall, in their opinion, be improper or prejudicial to the interest of the Club, and such decisions shall be final. In the event of the expulsion of a member, the member shall cease to have any right, title, or interest in the Club. Any outstanding account balance shall be paid by the expelled member or it will be submitted for collection through the court system. Notice in writing of the time and place of any such hearing, containing written specification of the charges, shall be given to the accused member by sending the same, via certified mail, at least seven (7) days prior to the hearing, directed to the member's last known address as shown on the Club's billing record.

SECTION 14. REINSTATEMENT

The Board of Directors may reinstate, upon proper showing, members who have been expelled or suspended and shall do so, if so directed by a majority vote at a meeting of the Board. Members requesting reinstatement from either suspension or expulsion, must have their accounts paid up to date before applying.

Members that have been expelled for less than one calendar year, must pay any dues and assessments that may have occurred during the elapsed period of time to qualify for reinstatement or wait until a period of one calendar year from the date of expulsion to apply the same as any new member applying for the first time.

Members that have been expelled for a minimum of one calendar year, will apply for membership the same as any new member applying for the first time, suspended members will have their suspension revoked. All indebtedness will be resolved between the Board and the expelled/suspended member and any other problem which caused the expulsion/suspension must be settled prior to the expulsion/suspension being lifted.

SECTION 15. NOMINATING COMMITTEE

The President shall, subject to the approval of the Board of Directors, and not less than three (3) months prior to each annual election, appoint a Nominating Committee of three (3) members in good standing, one of which shall be a member of the Board of Directors, whose duty it shall be to nominate, notify the secretary of the nominations, and publish in the next monthly bulletin the names of the nominees.

The nominations for the Board of Directors made by the Nominating Committee shall be limited to that number of seats on the Board made available by vacancies to be fill thereon. Such nominations however, shall not be exclusive and any member of the Club in good standing, who is entitled to vote, shall be eligible to election to the Board of Directors, by nominations from the floor at the annual membership meeting. Any Club member in good standing, may nominate him or herself subject to the other clauses of this section.

If a vacancy occurs due to the resignation of a newly elected Club President from the Board, but remaining as President, the duly elected new member of the Board shall complete the entire period remaining of the President's term. The Nominating Committee shall nominate the individuals they have determined willing and interested in serving on the Board and the Board shall elect by majority vote the new member at the first Board meeting following in the President's resignation.

ARTICLE III

OFFICERS, KEY MANAGEMENT POSITIONS, AND CONTRACTED ACCOUNTING SERVICES

SECTION 1. GENERAL

The officers of the Club shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The duties of the Secretary and Treasurer may be preformed by one person. The term of each office is one year.

SECTION 2. PRESIDENT

The President shall be the chief officer of the organization and shall be present at meetings of the membership and the Board of Directors. The President shall be a member ex-officio of all committees. The President shall communicate to the membership such matters and make such suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the Club and shall perform such other duties as are necessarily incident to this office. The President shall exercise general supervision over all affairs of the Club.

SECTION 3. FIRST AND SECOND VICE-PRESIDENTS

In the absence of the President the Vice-Presidents, in order of their rank, shall act in his or her place. In the absence of both the President and the Vice-Presidents, a Director, selected by a majority of the Directors, shall preside at the meetings of the Club and the Board of Directors, and shall authorize the call of special meetings.

SECTION 4. SECRETARY

The secretary shall keep the records of the Club and the minutes of all meetings of the same and of the Board of Directors; shall give seven (7) days notice of all regular or special meetings of the Club to all members entitled to vote, forty-eight (48) hours written notice of all regular and special meetings of the Board of Directors to each member of the Board; shall conduct the official correspondences of the Club (excluding operational matters within the jurisdiction of various committees), and shall perform such other duties as may be delegated to the Secretary by the Constitution, Bylaws, or the Board of Directors. The Secretary is directly responsible for posting the minutes of each Board meeting on the Bulletin Board prior to their approval by the Board of Directors.

SECTION 5. TREASURER

The Treasurer shall have charge of all funds of the Club and shall see that all receipts and disbursements conform with the policies of the Board of Directors. The Treasurer shall make reports of membership arrears and any other financial matter pertaining to the Club's operation. In the absence or disability of the Treasurer, the Board of Directors may delegate one of its members to perform during such interim the Treasurer's duties.

SECTION 6. CLUB MANAGER/PROFESSIONAL

The Club Manager/Professional shall:

- 1) Be hired by the Board of Directors and will be subject to annual contract negotiations/revisions and a yearly performance review by the Board of Directors.
- 2) Receive a compensation package set by the Board of Directors, commensurate with experience, credentials and merit.
- 3) Operate and maintain the Pro Shop and do all things necessary to carry out the successful operation of the same.
- 4) Be responsible for a Pro Shop operations bank account, in conjunction with the club accountant.
- 5) Be responsible for the operation and proper day-to-day maintenance and cleanliness of the downstairs of the clubhouse and swimming pool area.
- 6) Be responsible for the day-to-day maintenance and cleanliness of club-owned golf carts and their associated accessories and storage facilities and shall report any mechanical failures to the Golf Course Superintendent for repair.
- 7) Have the right of selection, retention, and termination of all employees hired by the club to assist in the normal operations of the Pro Shop, swimming pool and driving range areas.
- 8) Be responsible for the organization, promotion and operation of tournaments that are sponsored by the Club.
- 9) Enjoy full membership privileges, including voting at any membership meeting, with no dues being required.
- 10) May not be elected to the Board of Directors.

SECTION 7. GROUNDS SUPERINTENDENT

The Grounds Superintendent shall:

- 1) Be hired by the Board of Directors and will be subject to annual contract negotiations/revisions and a yearly performance review by the Board of Directors.
- 2) Receive a compensation package set by the Board of Directors, commensurate with experience, credentials and merit.
- 3) Be primarily responsible for all golf course property, including greens and shall provide all maintenance, supervision, and repairs necessary.
- 4) Be responsible for a Golf Course operations bank account, in conjunction with the club accountant.
- 5) Open and close the swimming pool each year and inspect and maintain all associated mechanical apparatus during the season.
- 6) Provide limited maintenance on Club buildings and structures.
- 7) Be responsible for the repair of all golf carts owned by the Club.
- 8) Have the right of selection, retention, and termination of all employees hired by the Club to assist in the maintenance of the golf course.
- 9) Enjoy full membership privileges, including voting at any membership meeting, with no dues being required.
- 10) May not be elected to the Board of Directors.

SECTION 8. UPSTAIRS MANAGER

The Board of Directors may, at their discretion, hire an Upstairs Manager, in addition to a Club Manager/Professional.

The Upstairs Manager shall:

- 1) Be hired by the Board of Directors and will be subject to annual contract negotiations/revisions and a yearly performance review by the Board of Directors.
- 2) Receive a compensation package set by the Board of Directors, commensurate with experience, credentials and merit.
- 3) Operate and maintain the Upstairs area (kitchen, bar and ballroom) and do all things necessary to carry out the successful operation of the same.
- 4) Be responsible for the cleanliness of the parking lot.
- 5) Be responsible for a Bar/Kitchen operations bank account, in conjunction with the club accountant.
- 6) Have the right of selection, retention, and termination of all employees hired by the club to assist in the normal operations of the kitchen, bar and ballroom.
- 7) Be responsible for the organization, promotion and operation of social activities that are sponsored by the Club.
- 8) Enjoy full membership privileges, including voting at any membership meeting, with no dues being required.
- 9) May not be elected to the Board of Directors.

SECTION 9. CONTRACTED ACCOUNTING SERVICES

The Board of Directors may hire an outside accounting firm to manage the financial affairs of the club. This firm will be responsible for the general bookkeeping of the club in accordance with generally accepted accounting principles. These functions include the general ledger, accounts payable, accounts receivable, payroll, banking services, tax matters and tax return preparation. A representative of the firm will be expected to attend Board of Directors meetings and will prepare and present and field questions regarding monthly financial statements. The firm or service representative will be expected to answer questions regarding procedure and will advise the board on financial matters. A representative of the firm or service will be given the authority to sign bank drafts on behalf of the club in accordance with Section 10 of this article. The accounting firm shall receive a monthly fee for regular professional services, negotiated between the firm and the Board of Directors. Compensation for special requests of service, by the Board of Directors, not normally a part of the regular professional services will be negotiated between the firm or service and the Board of Directors prior to delivery of the service and will be payable upon delivery of the service.

SECTION 10. SIGNING INSTRUMENTS

General operations fund Bank checks shall be signed by any one of the following: President, Treasurer, or designated Contracted Accounting Firm Representative. Area operations funds Bank checks shall be signed by the respective responsible employee or designated accountant as stated in Sections 6, 7 and 8 of this article.

Promissory notes shall be signed by the Treasurer and any one other officer of the Club on proper authorization by the Board of Directors. All other contracts, instruments, and obligations shall be signed by the President or Vice-President and attested by the Secretary or Treasurer.

ARTICLE IV
STANDING COMMITTEES AND DUTIES

SECTION 1. APPOINTMENT

The regular standing committees of the Club shall be:

Entertainment
Membership
Golf Course
Club House
Capital Improvement
Tournament

A. Entertainment Committee:

The chairperson shall appoint a minimum of two (2) members to assist him or her in organizing and coordinating entertainment activities such as dances, luncheons, parties, parlor game tournaments, and other social events.

Each member of this committee shall select and submit to the chairperson, the proposed date for events, and make the arrangements for those events in conjunction with the Club Manager/Professional or Upstairs Manager depending on the area of the club that will be utilized for the event. They shall be responsible for the collection of admission fees. They shall see that rules and regulations governing the Club events are promulgated and carried out. These committees will have complete charge of setting up, publishing and distributing the annual entertainment program. It shall supervise the promotion of all Club social activities.

B. Membership Committee

The chairperson shall appoint a minimum of two (2) members, to assist him or her in investigating the standing and eligibility of all applicants. He or she shall receive all applications in writing for membership, with membership fees, secure the approval of the Board of Directors, and will pass these on to the Secretary of the Club.

C. Golf Course Committee

The chairperson of the Golf Committee shall appoint a minimum of two (2) members to assist him or her. This committee will work in conjunction with the Golf Course Superintendent regarding matters of the golf course and driving range and the successful operation thereof. This committee is to make recommendations regarding golf course layout, the rules of golf, all local ground rules, watering system, grounds maintenance equipment, maintenance facilities, and other matters pertaining directly to the golf course and driving range to the Board of Directors and to the Golf Superintendent. This committee will take under advisement and report to the board any suggestions or requests made by the Golf Course Superintendent that may require approval of the Board of Directors or of the membership in general. The Golf Course Superintendent is to report directly to the committee regarding vacation and sick leave as a part of his or her compensation package.

D. Clubhouse Committee

The chairperson shall appoint a minimum of two (2) members to assist him or her. This committee will work in conjunction with the Club Manager/Professional and the Upstairs Manager regarding matters of the clubhouse, swimming pool, tennis court, and the operation of the driving range. This committee is to make recommendations regarding maintaining, replacing, repairing, and supervising the general upkeep of the Clubhouse building, furniture, fixtures, all appliances, including air conditioning and heating, plumbing, electrical and any other utility pertaining to the Club House. This committee will take under advisement and report to the board any suggestions or requests made by the Club Manager/Professional and Upstairs Manager that may require approval of the Board of Directors or of the membership in general. The Club Manager/Professional and Upstairs Manager are to report directly to the committee regarding vacation and sick leave as a part of his or her compensation package.

E. Capital Improvement

The chairperson of this committee shall appoint four (4) members to assist him or her in advising the Board of Directors as to all capital expenditure or improvement proposals that are not covered by the Clubhouse and Golf Course committees. These circumstances may involve property acquisition, development and sale, not related directly to the operation of the golf course or clubhouse grounds.

F. Tournament Committee

The Club Manager/Professional shall act as the chairperson of this committee and shall appoint a minimum of four (4) members, one (1) of which shall be a director, to the committee. The size of this committee will be determined by the chairperson to meet the needs of the activities and assignments of the tournaments but should not be less than five. The committee will submit, by the first day of March of each year, a proposed schedule of club-sponsored tournaments. The committee will be responsible, with the assistance of the clubhouse staff, for the organization, promotion, financial accounting, execution and conclusion of all club-sponsored tournaments.

SECTION 2. SPECIAL COMMITTEES

The President of the Club may also appoint, with approval of the Board of Directors, such special committees as he or she may deem proper for the best conduct of the Club.

SECTION 3. ANNUAL PROGRAM

The Chairpersons of all committees shall meet, as soon as possible, after the annual meeting, to formulate the program for the coming year. Each committee shall post an annual planning/events calendar, in the clubhouse, following the development of same, and following the approval of the Board of Directors. Said calendar shall be posted no later than the first day of February of each calendar year.

SECTION 4. BOARD OF DIRECTORS

The Board of Directors shall decide all questions that may arise between the Committees. No expenditures may be authorized by any Committee without prior approval of the Board of Directors.

ARTICLE V

MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the members entitled to vote, and the transaction of general business, shall be held at the Clubhouse in November of each year. If for any reason the annual meeting shall not be held as herein provided, the President shall order a special meeting of such members to be called to be held in lieu of and for the purpose of the annual meeting.

At the annual meeting the order of business shall be:

1. Reading of the minutes.
2. Reports of Officers and Committees.
3. Any other business.
4. Election of Directors
5. Adjournment

SECTION 2. SPECIAL MEETINGS

Special meetings of such members shall be called by the President or Secretary if ordered to do so by the Board of Directors or upon written request of any twenty five (25) members in good standing and entitled to vote, such request to state the purpose of the meeting.

SECTION 3. NOTICE

Written notice of any meeting of the membership shall be sent by the Secretary to all members entitled to vote by mailing the same, postage prepaid at least seven (7) days prior to the meeting, addressed to such members at their respective address as recorded upon the books of the Club. Such notices shall state the place, day, hour, and purpose or purposes for which the meeting is called. The notice of the annual meeting shall include a list of the eligible nominees for officers, or by petition. In the absence or disability of the Secretary, notice as provided for this article may be sent out by any such Officer as may be designated by the Board of Directors. The monthly bulletin may be used to meet this requirement.

SECTION 4. QUORUM

At least twenty-five (25) members present and entitled to vote shall constitute a quorum at any meeting of such members. If there is less than a quorum at a meeting, a majority of those present may vote only to adjourn. The President may then call a Special Meeting and conduct all business as outlined in Section I hereto, with a majority of members concurring.

SECTION 5. ELIGIBILITY TO VOTE

No member shall be entitled or eligible to vote on any matter at any meeting unless said member shall be in good standing, shall have paid all dues then due and owing other charges then due and owing the Club for a period of time of one (1) month prior to the date of the meeting at which said member wishes to vote, and is further current on all assessments to the schedule of payment therefore. Only one (1) person may represent a membership and each membership in good standing may cast one (1) vote. Voting by proxy is not allowed.

SECTION 6. VOTING FOR THE BOARD OF DIRECTORS

In voting for members of the Board of Directors, the majority of valid ballots constitutes election. Nothing shall invalidate the election if the number of valid votes is less than the quorum.

ARTICLE VI

ASSETS, PROPERTY OF THE CLUB AND MEMBERS RIGHTS

SECTION 1. MEMBERSHIP RIGHTS

Choctaw Country Club is incorporated as a "non-stock" corporation. As long as the Club is operating as a "going concern," each member in good standing has a equal say, by voting in the annual membership meeting and by electing Board of Directors, concerning the use of the assets and property of the club. No member, as an individual, has rights or claims to the assets or property of the club in the event of dissolution in accordance with the Club's Articles of Incorporation, filed with the Secretary of the State of the State of Oklahoma, 1963.

SECTION 2. CLUB DISSOLUTION

In the event of the dissolution of the Club, in any matter or for any cause, the property assets of the Club, remaining after the payment of all its just debts and liabilities shall be given or legally assigned to a like organization such as a governmental entity or other like non-profit or not-for-profit corporation interested in the recreation and welfare of the citizens of LeFlore County specifically for recreational purposes in accordance with the Club's Articles of Incorporation, filed with the Secretary of State of the State of Oklahoma, 1963.

ARTICLE VII

ASSESSMENT AND CAPITAL EXPENDITURES

SECTION 1. ASSESSMENTS BY THE BOARD

The Board of Directors at any regular or special meeting may, by a two-thirds (2/3) majority vote of total members of the Board levy an assessment for any Club purpose on all members; such as assessment to be in an amount not more than \$500.00 per year. Provisions of the Business Corporation Act of Oklahoma shall be complied with.

SECTION 2. ASSESSMENTS BY THE MEMBERSHIP

If determined necessary by a majority vote of the members entitled to vote, present at a meeting, due notice of the purpose of which has been given pursuant to these Bylaws all such members who are entitled to vote may be assessed in such amount as shall be fixed by a majority vote of such members present at such meeting; such as assessment to be in an amount not more than \$500.00 per year. Provisions of the Business Corporation Act of Oklahoma shall be complied with.

SECTION 3. SCHEDULE OF PAYMENT

Any single amount in excess of \$100.00 assessed to the membership of this club may, by a majority vote of the Board of Directors, be set on a monthly payment schedule.

SECTION 4. CAPITAL EXPENDITURES

No disposition of any Club property, and no expenditures for any capital improvements or additions to the Club property shall be made without a majority vote of the Board of Directors.

ARTICLE VIII

MEMBERSHIP AND DUES

SECTION 1. NUMBER OF MEMBERSHIPS

The CHOCTAW COUNTRY CLUB INCORPORATED shall be composed of regular active members, male or female, not to exceed two hundred fifty (250) in number, unless altered under the provisions of Section 2, Article V.

SECTION 2. QUALIFICATION FOR MEMBERSHIP

A. Applications for membership shall be made to the Chairperson of the Membership Committee and shall be in writing, signed by the applicant and accompanied by the required initiation fee and first month's dues.

B. The Chairperson of the Membership Committee shall present the Secretary with the application as soon as possible after receiving it. The Secretary shall file the application according to data received. At the next meeting of the Board of Directors, the application shall be acted upon.

C. When vacancies occur, the oldest approved application shall be taken from the list and the Secretary shall notify the applicant, that he or she is a member in good standing and entitled to all the privileges of the Club.

D. Membership in the CHOCTAW COUNTRY CLUB, INCORPORATED shall entitle the member, his or her spouse, and dependent children, and any person who may be an actual member of his or her household and dependent upon the member for support, except those who have reached or exceeded their 23rd birthday, all privileges of the Club. Members of the household not dependent upon the member for support, and children who have reached or exceeded their 23rd birthday, shall be subject to the requirements of other applicants for membership.

E. There shall be no summer or temporary membership.

F. There shall be no waiver of the initiation fee with the exception of membership specials that may be offered upon a resolution, passed by a majority of the Board of Directors, to boost membership levels.

G. Leave of absence from the Club may be granted any member who leaves the county or their residence, if the member should live out of the county, for an extended period of time by a majority vote of the Board of Directors.

H. To be eligible for membership, the applicant must be a legal resident of the United States of America.

SECTION 3. REGULAR MEMBERSHIP

Regular initiation fees shall be one hundred and twenty-five dollars (\$125.00) plus all federal, state, and other taxes. Payment of this fee shall be made at the time of application and not taken as income by the Club until the applicant becomes a member.

SECTION 4. DUES

A. Dues shall be set as recommended by the Board of Directors and passed by the membership.

B. If a member shall not have paid his or her dues by the twentieth (20th) of the succeeding month, he or she shall be notified by the Treasurer that he or she is delinquent, and if payment is not made within ten (10) days of such notification, his or her name shall be posted on the bulletin board of the Club, together with such delinquent amount. If a member's account becomes past due thirty (30) days, a five dollar (\$5) late fee shall be levied against the account and the member is denied charging privileges.

When a member is sixty (60) days delinquent in his or her account they will be required to pay a green fee to play golf until the account is paid and in good standing. When a member is ninety (90) days delinquent, the membership and all of its rights and privileges are forfeited and the member will be deemed terminated. Legal action to pursue the collection of delinquent debts may be initiated the first month following the month of notification that a member is delinquent.

SECTION 5. LOCKERS

Any member who uses any locker in the clubhouse shall pay a monthly rental therefore, the amount of this fee set by the Board of Directors, payable with his or her dues. Arrangements for lockers shall be made with the Club Manager/Professional, who will keep a record of the lockers.

SECTION 6. GOLF CART STORAGE

All of the Golf Cart Storage facilities (sheds) that are located on the property belong to the club and are a part of its physical plant. The right to "ownership" of the cart sheds that have been designated as "private" are limited to the use and reasonable alteration of the shed structure, but not to its physical structure. To hold ownership the occupant must be a member of the club, and is subject to a monthly fee for electricity that is provided by the club, the amount of this fee set by the Board of Directors, payable with his or her dues. The member is expected to maintain the shed in reasonable condition and is financially responsible for repairs. The right of ownership of these sheds can be bought or sold by the members only to other members of this club. In the event that a member resigns from, or is expelled from the club, said member has ninety (90) days to sell or assign their right of ownership in the shed to another member.

If, after 90 days, the shed has not been sold or assigned to another member, it will be considered abandoned and the club will take possession of the shed and its contents. The right to ownership of the shed will then be offered to the membership at large on a first-come first-served basis for the fair market value of the right of ownership for that storage space as determined by the Board of Directors.

The club also maintains "community" or open bay storage available to the membership. There is no right of ownership and members are assigned spaces on a first-come, first-served basis. A waiting list for the community shed space is maintained by the Club Manager/Professional. The occupant must be a member of the club, and is subject to a monthly fee for electricity that is provided by the club, the amount of this fee set by the Board of Directors, payable with his or her dues. The member is expected to maintain their space in shed in reasonable condition. The occupant is also expected to leave the cart in an operational state to allow those in line ahead to be able to move their carts in and out of their assigned spots. There is no expectation of privacy with regard to the carts and any equipment that may be left with it when it is not in use.

The individual occupants of the sheds, not the Club, are responsible for the safety and security of and any insurance on the contents of the cart sheds on the property. Occupants are encouraged to remove any sporting equipment from the sheds on a daily basis.

Additional sheds that may be built on Club property must be built according to guidelines set forth by the Board of Directors. No single shed additions may be built.

SECTION 7. GUESTS

Guests shall be charged green fees as set by the Board of Directors. They are also subject to the Rules and Regulations established by the Golf Course Committee and approved by the Board of Directors. Provisions of Article XI, Section 1, shall be followed in regards to the number of times guests that reside within LeFlore county may be present.

SECTION 8. NON-RESIDENT MEMBER

Non-residents of LeFlore County must meet all the stipulations of a resident. Their application will be passed then, as residents, and they shall comply with the Bylaws, Rules, and Regulations of the Club.

SECTION 9. ADMISSION AND TERMINATION

The Board of Directors shall establish such rules and regulations governing admission to the membership as it may from time to time deem advisable. Membership shall automatically terminate if the dues provided herein are not paid within ninety (90) days after their due date. Any person whose membership is terminated by reason of this Section may be re-instated only upon action of the board of Directors. The Board of Directors, for just and reasonable cause, may expel from the membership any member, additionally they may revoke or suspend Club privileges for any member or member dependents.

SECTION 10. INITIATION FEE

In addition to such fees and cost, as may be required to be paid under these Bylaws for dues, all incoming members may be required to pay an initiation fee at a rate fixed by the Board of Directors.

SECTION 11. RESIGNATION

Any member may resign at any time from the Club and thereby, terminate any further liability for dues, fees, and charges, upon the payment to the Club of all accrued charges, providing the mandatory length of membership stated on their application for membership has been met, if such a stipulation existed in the contract. However, in order to relieve the member from the payment of any further dues, such resignation must be made and become effective, before such dues become payable. The Board of Directors shall not accept any resignation until all such accrued charges have been paid. No resignation shall be accepted unless, and until said resignation shall have been placed in the hands of either the Club Secretary, the Club Manager/Professional, or the club accountant, prior the next succeeding meeting of the Board of Directors.

SECTION 12. CORPORATE MEMBERSHIP

There may not be more than five (5) corporate memberships on record. The corporation will pay a \$500.00 initiation fee and must guarantee a minimum of four (4) and a maximum of eight (8) members. Each member must be an employee of the corporate sponsor. Each member and eligible family, per Section 2 of this article, will have full use of the club as per a regular membership. Dues for the individual members will be set at two-thirds (2/3) of the rate of a regular membership. Assessments for the individual members will be paid at full rate. If regular membership dues increase in future years, corporate membership dues will increase in proportion.

The corporation may be held liable for the dues and assessments portion of past due accounts of their participating members. If the number of active memberships for a corporation falls below four (4), the corporation will pay the monthly dues and any assessments for the vacant memberships. Any employee of a participating corporate membership is not required participate in this program and may apply for a regular membership in the Club.

**ARTICLE IX
MEN'S ORGANIZATIONS**

SECTION 1. AUTHORIZATION

Male members, and husbands of female members, may on their own initiative, form such independent and unaffiliated organizations or associations as may be desirable or necessary to supervise, direct or control coordinated activities of the men of the Club. Such organization may adopt such rules and regulations as may be advisable and conduct various functions to carry out this organizational purpose. The operation of the organization and all functions thereof shall be at all times subject to the rules and regulations governing all members of the Club and the use of the Club and its facilities, and further, subject to the prior approval of the Board of Directors.

SECTION 2. REPORTS

Written reports concerning all men's organization activities, including all those proposed, shall be furnished to the Board of Directors no later than one (1) week prior to the next regular meeting of the Board.

SECTION 3. OFFICERS

Such men's organizations may provide for officers as desired, for the running of the organization.

**ARTICLE X
WOMEN'S ORGANIZATIONS**

SECTION 1. AUTHORIZATION

Wives of male members and women members, may on their own initiative, form such independent and unaffiliated women's organizations or associations as may be desirable or necessary to supervise, direct or control coordinated activities of the women of the Club. Such organization may adopt such rules and regulations as may be advisable and conduct various functions to carry out this organizational purpose. The operation of the organization and all functions thereof shall be at all times subject to the rules and regulations governing all members of the Club and the use of the Club and its facilities, and further, subject to the prior approval of the Board of Directors.

SECTION 2. REPORTS

Written reports concerning all women's organization activities, including all those proposed, shall be furnished to the Board of Directors no later than one (1) week prior to the next regular meeting of the Board.

SECTION 3. OFFICERS

Such women's organizations may provide for officers as desired, for the running of the organization.

**ARTICLE XI
GUESTS**

SECTION 1. AUTHORITY

The privileges of the Clubhouse, pool, and grounds may be extended to guests of members under the regulations prescribed by the Board of Directors. Guests that reside within the boundaries of LeFlore county are limited to two visits to the club in any one calendar year. Exception to this includes participation in any club-sponsored golf tournaments and any charitable events open to the public held on the property of the Club.

SECTION 2. RESPONSIBILITY

Members shall be fully and solely responsible for the conduct of all of the guests of such member, and such member is charged with the responsibility of not only enforcing but ensuring that said guests obey all of the regulations of the Club. Members may be held financially responsible for intentional damages inflicted upon the property of the club by the guests of such members at the discretion of the Board of Directors.

**ARTICLE XII
COMPLAINTS**

SECTION 1.

Complaints and appeals shall be made in writing to the Secretary of the Board, who shall submit them to the Board of Directors. All complaints shall be submitted at least one (1) week prior to the next regular Board of Directors meeting.