



OAKLAND GOLF CLUB

Oakland, Nebraska

By-Laws

(January 8, 2024 Revision)

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Article I – The Oakland Golf Club Corporation

Section 1 – Name

1. The name of the corporation shall be the Oakland Golf Club. For designation purposes it is referred to in these By-Laws as the “Club.”
2. The vision of the Club is to be the most prized semi-private golf club in northeastern Nebraska by attracting and retaining long term members as well as guests from the surrounding area and beyond. Oakland Golf Club strives to provide a high-quality golf course and to maintain all club facilities for the present and future members and guests. The Club will continuously improve by maintaining a great facility as well as by supporting youth golf programs for the future of the game. The Club will continue to be a great asset to the City of Oakland, Nebraska and the wider community.

Section 2 – Location

1. The office of the Club shall be located on real estate described as The Oakland Golf Club but nothing contained in these By-Laws shall prevent the holding of meetings or the transaction of any business pertinent to the Club at some other place. The post office address of the Club shall be Oakland, Nebraska

Section 3 – Fiscal Year

1. The fiscal year for the Club shall be January 1st through December 31st of each year.
2. Any member on active status as an Active Regular Golf Member must be paid up by December 31st of the year prior to the Annual Meeting in order to vote at the Annual Meeting. (Article VII, Section 2-1)
 - a. Each Oakland Golf Club Active Regular Golf Member (as defined in Article VII-Membership) shall be entitled to one vote at any meeting of the Club.

Article II – Board Organization and Powers

Section 1 – Organization

1. For designation purposes, the Board of Directors will hereinafter be referred to as the “Board.”

Section 2 – Powers

1. All decisions of the Board shall be by majority vote of the Directors present except where otherwise provided.
2. In addition to any and all powers conferred upon the Board by law, the Articles of Incorporation, and these By-Laws, and without in any manner or degree abrogating, limiting or modifying any such powers, the Board has the following authority:
 - a. To set the terms and conditions upon which a person may be accepted into membership; to examine and adjudge the qualifications of each applicant for membership; and to have the full and final authority to accept or reject any such membership applications in accordance with Article VII.
 - b. To hear and determine charges made against any member, to have the full and final authority to reprimand, suspend, and to expel any member in accordance with Article VII, Section 6-1. A member may be privately disciplined for cause upon the affirmative vote of a majority of the Board, but public reprimand or suspension, or expulsion shall require the affirmative vote of 7 of the 9 Directors.
 - c. To appoint a Nominating Committee to select and recommend names of members to be posted as nominees for Directors, in accordance with Article V, Section 1-3.
 - d. To authorize the President to appoint such Standing Committees as are necessary for the proper management of the Club and to define and delegate the duties and powers of such committees. The President may establish budgeting limitations for each committee.
 - e. To determine annual dues and/or fees in accordance with Article VII, Section 2-1.
 - f. To make, alter or amend Club rules and provide penalties for infractions of rules and By-Laws, as prescribed in Article IX.
 - g. To make or authorize the purchase of materials or supplies and to contract for whatever may be reasonably required in the operation and maintenance of the Club, and to make such alterations and improvements in the property of the Club and in the Club facilities or modify or discontinue and Club facilities, where such action in their discretion is necessary or expedient.
 - h. To appoint delegates to various state associations.

i. To remove a Director from the Board for a cause. The absence of a Director from four consecutive meetings of the Board without permission of the Board or President shall be considered sufficient cause.

j. To choose a successor for the Board of Directors in the event a sitting Board member cannot fulfill his or her term. The 4th vote recipient from the most recent Board election shall be asked to fulfill the vacated term. If that person declines the seat, the Board shall appoint a successor to fulfill the vacancy.

k. To direct the President to call special meetings of the Club in accordance with Article VI, Section 2-1.

l. To employ at any time one or more Certified Public Accountants, not necessarily members of the Club, to audit the books of the Club or of any officer, employee, committee or agent thereof.

m. To elect a presiding officer in the event that both President and Vice-President offices are vacant.

n. To adopt and review annually any Standard Operating Procedures necessary to the overall business of the Club.

Article III – Officers

Section 1 – Duties of President

1. The President shall be the Chief Executive Officer of the corporation performing any and all legal duties under the Articles of Incorporation and incident to the corporate office of President.

2. The President shall preside at all meetings of the Club and of the Board of Directors.

3. The President shall call special meetings of the members of the Club as provided in Article VI, Section 2-1.

4. The President shall enforce all rules and regulations of the Club and shall by and with the consent and approval of the Board, have the right to appoint or employ all officers, employees, and servants not otherwise herein provided for.

5. With the consent and approval of the Board of Directors, the President shall appoint all committees, except the Nominating Committee, select the chairman of each such committee and fill any vacancies in such committees by appointment. The President shall be in such, an ex-officio member of all such committees.

6. The President shall make annual reports to the Directors and members.

7. With the Secretary, and as Chief Executive Officer of the corporation, the President shall sign all written contracts, obligations and instruments of the Club and shall have charge of the general supervision and control of the Club and its management.

8. The President shall perform all other such duties as properly may be required of him or her by the Board.

Section 2 – Duties of Vice-President

1. In the absence of the President the Vice-President shall perform all of the Presidential duties; and if the office of the President should become vacant, the Vice-President shall hold the office of President until the next election.

Section 3 – Duties of Secretary

1. The Secretary shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of Secretary.

2. The Secretary shall conduct or cause to be conducted all official correspondence of the Club and shall see that such correspondence is properly preserved and filed until otherwise disposed of by the Board. The Club's current logo shall be on all such correspondence.

3. The Secretary shall issue or cause to be issued all notices of all meetings of members or Directors and shall keep the minutes and records thereof.

4. A list of all PAID Memberships shall be filed in the Secretary's Minutes on a yearly basis.

5. The Secretary shall be responsible for posting all Club notices in whatever place on the Club premises as may be designated by the Board.

6. The Secretary shall be an ex-officio member of all Committees, except the Nominating Committee.

7. The Secretary shall perform all other duties that the Board of Directors shall assign.

Section 4 – Duties of Treasurer

1. The Treasurer shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of Treasurer.

2. The Treasurer shall sign or countersign all such instruments as may be required as a corporate officer of the Club.

3. The Treasurer shall oversee all of the Club's funds and work in conjunction with the Club Bookkeeper and Manager of the Club to collect all dues, fees, and outstanding debts owed.
4. The Treasurer, Bookkeeper, or Manager shall disburse Club funds as needed. Monthly reports of all deposits, invoices, and distributed funds shall be given to the Treasurer from the Bookkeeper and/or Manager. The Treasurer shall make a monthly report to the Board for review.
5. Upon request by the Board the Treasurer shall submit to the Board complete information as to the financial condition of the Club, and, at the Annual Meeting of Members, a complete and comprehensive statement of the Club's financial affairs.
6. The Treasurer shall perform all other duties as may be assigned by the Board of Directors.

Section 5 – Compensation

1. No salary or other compensation shall be paid to any Board member for serving on the Board of Directors. A salary or compensation may be paid to a Board member for work performed at the Club, with Board approval.

Article IV – Committees

Section 1 – Formation and General Rules

1. Committees comprised of Oakland Golf Club members, which are formed to serve in the best interests of the Oakland Golf Club, will be permitted upon approval of the Board of Directors.
2. Committees comprised of Oakland Golf Club members will function under the supervision of a Board member appointed by the President.
3. All committees comprised of Oakland Golf Club members are subject to limitation of function as determined by the Board of Directors.

Section 2 – Standing Board of Directors Committees

1. There shall be three Standing Board Committees: Course, Pro Shop/Tournament, and Bar/Facilities/Kitchen.
 - a. Each committee will be comprised of Board members appointed by the President. The number of Board members on each committee will be determined by the President.

b. A Board member appointed by the President may serve on only one of the three Standing Committees.

c. Each committee will meet, at a minimum, quarterly and report the minutes of the committee meeting to the Board at its next meeting.

2. Ancillary Board Subcommittees may be formed annually at the discretion of the Board President.

a. Ancillary Board Subcommittees will consist of at least one to three Board members appointed by the President. These committees may include general members of the Club but shall be chaired by a Board member.

b. Each individual Board Director may serve on any or all Ancillary Subcommittees.

Section 3 – Duties and Responsibilities

1. The duties of any type of committee shall be as determined by the officers and the Board.

Article V – Election of Board Members

Section 1 – Directors

1. The election of the nine members constituting the Board of Directors, of which the residence of seven will be within a twenty-five (25) mile radius of the Oakland Golf Club, shall be held at the Annual Meeting of the Club and shall be by ballot of Active Regular Golf Members. Hard copy ballots at the Annual Meeting or electronically sent ballots shall be accepted. If an Active Regular Golf Member chooses to use an electronic ballot, it must be submitted at least 2 hours prior to the start of the Annual Meeting in order to be counted. The voting shall be conducted and the ballots counted by two tellers appointed by the President for that purpose, neither of whom shall be a member or a candidate for the Board. (One vote per paid Regular Active Golf Member....Article VII-Membership, 2-1)

2. At the first election of Directors, three shall be elected to serve for one year, three for two years, and three for three years. Thereafter, at each Annual Meeting, three Directors shall be elected for a term of three years.

3. The Board shall, within thirty (30) days preceding the Annual Meeting, appoint a Nominating Committee of three voting members of the Club, not more than one of whom shall be a member of the Board, and such Committee shall nominate at least six voting members of the Club as candidates for Directors. All candidates can be men or women who are qualified to serve as Directors pursuant to these By-Laws.

The list, so named, shall be posted in the clubhouse in a conspicuous place, sent via electronic communication to all members who have accounts and posted on the Club's website at least 15 days before the Annual Meeting. Other voting members may be nominated for Directors by any ten voting members in good standing provided such nominations are made in writing by the individuals nominating them and are placed in the hands of the Secretary within 5 days after the posting of the notice hereinbefore provided for. The Secretary shall post the names of all persons as nominated in the methods so mentioned at least one week before the Annual Meeting.

a. Individuals working for Oakland Golf Club are not eligible to be elected to the Board of Directors.

Section 2 – Officers

1. Immediately following the Annual Meeting, a reorganizational meeting shall be held where the Board of Directors shall elect a President, Vice-President, Secretary, and a Treasurer. The individuals who hold such offices shall do so for a term of one year.

Article VI – Meetings

Section 1 – Annual Club Meeting

1. The Annual Meeting of the Club shall be held in the clubhouse, or in a place to be announced by the Board, in January of each year, for the election of Directors, and for the transaction of other business which properly may be brought before the meeting for action. Notice of this Annual Meeting shall be posted in a conspicuous place at the clubhouse, sent via electronic communication to all members who have accounts and posted on the Club website a minimum of ten (10) days prior to the Annual Meeting. In the event the Annual Meeting date must change due to weather or other, members will be notified by the previously mentioned means.

Section 2 – Special Club Meetings

1. Special meetings of the Club shall be called by the President, acting on behalf of the Board of Directors or upon the written application of 15 voting members, not in arrears, filed with the Secretary. Special meetings shall be held in the clubhouse, the time and place to be determined by the Board. A notice giving the time and place of meeting and stating the nature of the business to be transacted shall be posted at the Club in a conspicuous place, sent via electronic communication to all members who have accounts and posted on the Club website at least ten (10) days prior to the meeting and at such meeting no other business than that stated may be transacted.

Section 3 – Board Meetings

1. A regular monthly meeting of the Board shall be held on the second Monday of the month throughout the calendar year. Meeting date & time may change, if so, Directors will be notified. All monthly meetings will be held at the Club.

Section 4 – Special Board Meetings

1. Special meetings of the Board of Directors shall be held on call of the President, acting on his or her own initiative or upon written application of five (5) members of the Board. Such meetings shall be held at the clubhouse or in Oakland, Nebraska, the time and place to be designated by the President.

Section 5 – Quorum of Annual and Special Meetings

1. Fifteen (15) of the voting members of the Club represented in person shall constitute a quorum at any meeting but less than that number may adjourn the meeting to a fixed date.

Section 6 – Quorum of Board Meetings

1. A quorum of any meeting of the Board of Directors shall consist of five (5) Directors, except in any expulsion proceedings when the quorum shall be seven (7) Directors.

Section 7 – Order of Business at Club Meetings

1. The order of business at the Annual Meeting of the Club shall be as follows: Call to Order and Roll Call; Reading and disposition of any unapproved minutes; Report of officers; Election of Directors; Unfinished business; New business; adjournment.

Section 8 – Order of Business at Board Meetings

1. The order of business at each regular meeting of the Board of Directors shall be as follows: Reading and disposal of any unapproved minutes; Reports of officers and committees; Election of officers (at Annual Meeting); Unfinished business; New business; Adjournment.

Section 9 – Parliamentary Rules

1. In the conduct of all meetings, either membership or Board, Robert's Rules of Order shall govern. (see attached RRO)

Article VII – Membership

Section 1 – Classes

1. There shall be three (3) classes of membership – Active Regular Golf, Youth/Student Golf, and Social. Memberships are valid from the date they are paid in full until December 31st of the same year. All memberships from previous year become delinquent on January 1st of next year.

a. Active Regular Golf Membership categories shall consist of Family, Single, Legacy, Long Distance, and Associate Members. The annual dues for each category of Active Regular Golf Membership will be determined by a dues schedule set by the Board of Directors.

Section 2 – Active Regular Golf Members

1. An Active Regular Golf Member shall be 19 years of age or older, The Member/s and/or all dependent children under the age of 19, or under the age of 23 if the dependent is a full-time college student, shall be entitled to all the privileges of the Club and use of any or all facilities provided at the clubhouse or golf course. Member/s shall pay the annual dues as established by the Board. Each Active Regular Golf Member is entitled to one vote at the Annual Meeting and all specially called Club meetings. (“Each member” includes spouses) This membership also grants eligibility to be nominated, elected, and serve on the Board of Directors. (Dependent children age 23 and younger are not considered voting members.)

a. Legacy Golf Memberships shall be Board approved Active Regular Golf Memberships. The Legacy Membership status grants Active Regular Golf Membership to octogenarians who have had a long history of membership and volunteerism with the Club.

b. Long Distance Active Regular Golf Memberships are designated for people living at a distance of over 25 miles from the Oakland Golf Club address.

c. Associate Active Regular Golf Memberships are for people who are a golf member at a competing golf club. A nominal fee for cart use may be associated with this membership dues schedule.

d. The Active Regular Golf Member shall be responsible for the conduct and all indebtedness incurred by any member of his/her immediate family.

Section 3 – Youth/Student Golf

1. This class of membership serves any youth over the age of 12 up to full-time college students. The benefits of this reduced rate membership may be limited. A nominal cart fee may be added for those 16 and above with a driver's license.

a. Any Youth/Student Member is ineligible to vote at any Club meetings or to be a member of the Board of Directors.

Section 4 – Social Club Members

1. A Social Club Member is any individual or family who elected to pay the annual dues which grant use of the clubhouse facility and attendance at clubhouse activities. A Social Club Member is ineligible to vote at Club meetings or to be a member of the Board of Directors.

a. The annual dues for this class of membership will be set without regard to marital status or the fact of the individual having dependent children.

b. Legacy Social Memberships shall be Board approved memberships. The Legacy Membership status grants Social Membership to octogenarians who have a long history of membership and volunteerism with the Club. Legacy Social Members are ineligible to vote at Club meetings.

Section 5 – Delinquency

1. All Club indebtedness other than dues shall be payable on the first of the month following that in which indebtedness was incurred. On the first of each month, the Manager or Treasurer shall send statements to every member indebted to the Club.

Section 6 – Reprimand, Suspension, and Expulsion

1. The Board has the authority to privately discipline, or to publicly reprimand, suspend, or expel any member for cause (as provided in Article II, Section 2-b). Such cause may consist of the violation of any By-Law or Rule of the Club, or conduct which, in the opinion of the Board, is prejudicial to the Club's welfare, or to the good order and discipline therein or upon its premises, or any improper usage of the club or its property. Public reprimand, suspension, or expulsion of any member for any cause, including delinquency, shall not be made by the Board until the member shall have an opportunity to present a defense. One week's written notice specifying the time and place the Board will consider the charges, accompanied by a written specification thereof shall be considered as affording such member sufficient opportunity to present a defense.

Article VIII – Auxiliary Associations

Section 1 – Associations within the Club

1. Auxiliary Associations may be formed within the Club as supplemental groups for help and support of Club activities. Such associations will function in a subsidiary capacity to the Board of Directors.

a. Auxiliary Association's must be recognized by the Board of Directors.

b. Funds raised by an Auxiliary Association on the Club's property must be used for the betterment of Oakland Golf Club.

Article IX – Club Rules

Section 1 – Formulation

1. All Club Rules governing members, guests, officers, committees, and employees shall be formulated by the Board in cooperation with the various standing and other committees.

Section 2 – Publication

1. Copies of all rules shall be posted in conspicuous places in the clubhouse and about the Club grounds.

Section 3 – Enforcement and Penalties

1. Each committee shall primarily be responsible for the enforcement of such Club rules and By-Laws as related to its particular function, and with the Board's approval shall prescribe such penalties and levy such fines for infractions as it deems just and proper.

Section 4 – Appeal

1. Any member shall have the right to appeal to the Board from the decision of any committee with respect to its interpretation and enforcement of any rule or By-Law, the Board's decisions in all such matters shall be final.

Article X - Complaints

Section 1 - Registering Complaints

1. Any complaint made by a member regarding the conduct of another member or guest, or the conduct or performance of any officer, director, committee member, or other employee of the Club, or regarding any phase of the operation of any Club facility, shall be submitted in writing by such complaining member to the Secretary, who shall transmit it to the Board for final decision and disposition.

Article XI - Amendments to By-Laws and Articles of Incorporation

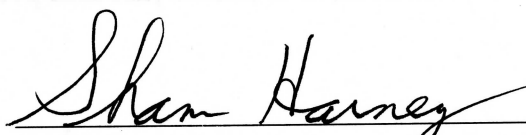
Section 1 - Procedure for Amending

1. The Club's By-Laws and/or Articles of Incorporation may be amended by the Board of Directors at either a regular or special Board meeting with amendment(s) to either document requiring the affirmative vote of 7 of 9 Directors. An Ancillary Committee to study and advise the Board of amendments may be set up if the Board so desires. (see attached AOI)

2. The Board will make any amendments to these documents available for member review at least one month prior to the approval vote.

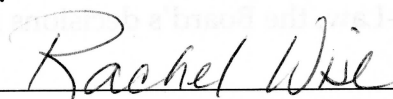
3. All amendments to the By-Laws and/or Articles of Incorporation enacted by the Board of Directors during any fiscal year must be reported at the Annual Meeting.

These revised By-Laws have been adopted by the Oakland Golf Club Board of Directors on this 7th day of January, 2024.



Shannon Harney, President

Attest:



Rachel Wise, Vice-President