

**WALLOWA VALLEY GOLF ASSOCIATION
66098 GOLF COURSE ROAD
P.O. BOX 238
ENTERPRISE, OREGON 97828**

BYLAWS

ARTICLE I: NAME

The name by which this corporation shall be registered with the Secretary of State of Oregon shall be the "Wallowa Valley Golf Association."

ARTICLE II: PURPOSE

This corporation shall be a Mutual Benefit with members association and shall not engage in any form of trade or commerce, nor shall it engage in any activity that will result in a remunerative profit to the corporation or to its members. The object, business, and pursuit of this corporation shall be as follows:

- A. The ownership, maintenance, and operation of the Alpine Meadows Golf Course and other recreational facilities will be for the primary use of its members.
- B. The provision of social and recreational activities incidental to these facilities will be for the entertainment and enjoyment of its members and guests.

ARTICLE III: MEMBERSHIP

Section 1:

Any individual or family may become members of this corporation upon meeting the following terms and conditions:

- A. Payment in full of the annual dues and/or fees associated with the desired class of membership.
- B. Agreeing to conform to the rules, regulations, and bylaws of this corporation.

Section 2: Class of Memberships

- A. FAMILY membership shall include both spouses, their dependent children residing at home, and any bona fide full time students through the age of twenty-two years.
- B. SINGLE membership shall be required for all single individuals having reached the age of eighteen.
- C. STUDENT membership shall include any student at least fourteen to twenty-two years of age and currently enrolled in high school and not included in another person's family membership.
- D. YOUTH membership shall include any minor, thirteen years of age and younger, who has successfully passed the examination administered by the management, covering golfing rules and etiquette. The management shall establish rules governing requirements for adult accompaniment, open playing hours, and any other regulations as necessary to govern youth activities.

E. GRATUITOUS membership shall be limited to two groups. Any individual having received a gratuitous membership, may convert said gratuity to a family membership by paying the full price of a family membership less the cost of a single membership.

- 1) The President of the Board of Directors and the Secretary who, because of their office, are required to devote an inordinate amount of their personal time to the operation of this association.
- 2) Individuals whose outstanding contribution(s) to the association warrant recognition. To grant a gratuity under this part, a motion shall be made before the FULL governing Board of Directors. Said motion shall require passage by no less than a two-thirds vote of the FULL Board. Upon passage, the Board shall proceed immediately to determine and set, by a vote, the duration in operating seasons that the gratuity shall be considered valid. The secretary shall well document, on the general membership records, the duration and expiration date of all gratuitous memberships.

F. COMPENSATORY membership shall be authorized only by a two-thirds vote of the FULL Board of Directors and shall be for an individual.

G. HIGH SCHOOL SPONSORSHIP(S) shall allow high school golf team students to play free while under the authority of a high school golf instructor. At the end of the team's golf season STUDENT memberships shall be required.

Section 3: Annual Dues and Fees:

The FULL governing Board of Directors shall decide annually all amounts charged for each class of membership, initiation fees (if any), annual cart shed and trail fees, tournament fees, and any other fees not specifically listed herein.

Section 4: Payment of Dues

- A. Members shall receive a billing for yearly dues and/or fees in the first quarter of each fiscal year.
- B. Annual dues and/or fees shall be payable by the 15th of April each year. Persons having any unpaid dues and/or fee

balances after the 15th of April shall be assessed regular green fees for each visit until their dues and/or fees are paid in full.

Section 5: Membership Voting Eligibility

For every annual and/or special membership election each husband and wife eighteen years of age and older who holds a valid family membership shall be entitled to one vote each. Each person who holds a single membership shall be entitled to one vote. Each person eighteen years of age and older who holds a gratuitous or compensatory membership shall be entitled to one vote.

ARTICLE IV: DIRECTORS AND OFFICERS

Section 1: Board of Directors:

A. Except as otherwise required by law, the Articles of Incorporation, and provided for in the Bylaws, the entire control of this corporation, its affairs and property, shall be vested in a seven-member Board of Directors. The seven-member board elected by the membership-at-large shall constitute the Executive Board with voting rights. The club manager, the head grounds-keeper, the president of the ladies' organization shall serve as advisors or consultants to the current board with no voting rights and shall be seated with the board.

B. The Board of Directors shall have, but not be limited to the following authorities:

- 1) To propose amendments to these bylaws.
- 2) To make, amend and enforce all rules and policies relative to the use of the facilities and properties of this corporation.
- 3) To make, amend and enforce all rules and policies relative to its own government.
- 4) To appropriately remove an officer or member for cause.
- 5) To delegate responsibilities to employed personnel, committees, officers, and others, where appropriate.
- 6) To approve job descriptions, responsibilities and procedural policies for all employed personnel.

- 7) To enter into a written contract to employ competent personnel to serve as manager(s) for the Alpine Meadows Golf Course.
 - 8) To decide all matters not governed by these bylaws.
- C. The Board of Directors shall have the power to elect a secretary and treasurer from the membership-at-large, and to designate such committees as it may deem necessary, and to elect other officers as deemed necessary. Further:
- 1) The offices of the secretary and treasurer shall be non-voting offices reporting to the Board of Directors.
 - 2) The following standing committees shall be established by the Board of Directors and shall perform such duties as prescribed by the Board of Directors.
 - a) Greens Committee
 - b) Finance and Budget Committee
 - c) Tournament Committee
 - d) Bylaws and Policies Committee
 - e) Handicap
 - f) Tournaments
 - g) Publicity and Media
 - h) Improvement and Planning
 - 3) All elected officers shall have authority incumbent to that office to perform the duties that are customarily performed by such officers, or such duties as may be prescribed by the Board of Directors. Duties include, but are not limited to, the following:
 - a) The President shall preside at all meetings. The President shall be the principal executive officer of the corporation. The President shall countersign all instruments authorized by the Board of Directors, except those instruments where the signing and execution thereof shall be expressly delegated to another by the Board of Directors, these Bylaws, or by statute. The President shall be a member ex-officio of all committees.
 - b) The vice president shall exercise the office of President in the President's absence.

- c) The secretary shall keep accurate minutes and records of the corporation.
She/he shall:
 - 1. Post all minutes, financial reports, proposed amendments, policies, and serve all notices to members as required by statute, the Board of Directors, or by these Bylaws.
 - 2. Be custodian of the corporate records and of the seal of the corporation and ensure that the seal of the corporation is affixed to all documents authorized to be executed on behalf of the corporation.
 - 3. Keep a current register of the name, address, and membership date of each member in good standing.
- d) The treasurer, if required by the Board of Directors, shall:
 - 1. Give a bond for the faithful discharge of his/her duties in such a sum and of such surety as the Board of Directors determines.
 - 2. Have charge, custody, and responsibility for all funds and sureties of the corporation.
 - 3. Working with the accountant for the corporation, receive and disburse receipts for accounts due and payable to the corporation, from all sources.
 - 4. Deposit all monies in the name of the corporation in such banks or other institutions as shall be selected according to the provisions of these Bylaws.

Section 2: Office Positions:

Any two or more offices may be held by the same person except that the same person shall not hold either the offices of President and Secretary or President and Treasurer.

Section 3: Qualifications:

- A. All candidates for the Board of Directors shall be members in good standing, at least 25 years of age, and of a family or single membership class.

- B. Any officer or director who is not current with all annual dues and related fees shall become immediately ineligible to hold such a position.
- C. No voting officer or director shall be employed by the Alpine Meadows Golf Course during his/her tenure. Any employee status must be terminated prior to accepting any office.
- D. Only one member of an “immediate family” may be on the Board of Directors for each term. Definition of “immediate family” means a person’s parent, spouse, child by blood or sibling.

Section 4: Tenure and Voting

- A. Directors shall be elected each year to serve a maximum three-year term.
- B. The number of vacant or expiring director’s positions shall determine the number of directors to be elected each year. The intent is to have staggered terms for the Board of Directors thus allowing for the election of new directors each year.
- C. If more than the usual number of directors’ positions are or will be vacant, the President will require the candidate(s) receiving the largest number of votes to fill the regular three-year term(s). Candidates receiving fewer votes will fill any lesser terms required so as to maintain the staggering of terms.
- D. No director shall serve for more than three consecutive terms.
- E. Votes by the Board shall be verbal or by hand, never by a secret method. All actions requiring a vote by the members of the Board of Directors shall be done at regular or special business meetings.

F. All directors vote or abstain on motions. The President may elect to be polled in the event of a tie vote.

G. When an item of business before the Board of Directors represents a potential conflict of interest for a specific director or officer the individual must publicly announce the nature of the conflict. If the conflict is perceived as being an actual conflict of interest, then the individual shall refrain from entering into discussion. Any director having a conflict of interest may not vote on the issue.

SECTION 5: Vacancies

A. When vacancies occur in any officer position their replacement(s) shall be nominated and voted on by the Board of Directors.

B. When vacancies occur on the Board of Directors for any reason, except the expiration of a directors' term of office, their replacement(s) shall be nominated and voted on by the Board of Directors. The vacancies shall be filled for the balance of the vacated term(s).

C. Any vacancies created by recall shall be filled by immediate elections held at the same special membership meeting. The term(s) of those elected shall concur with the term(s) of the recalled director(s).

SECTION 6: Removal:

A. Any officer elected by the Board may be removed, with cause, by two-thirds vote of the board; whenever, in the Board of Directors judgment, such removal is in the best interest of the corporation.

B. Any or all members of the Board of Directors, elected by the membership may be removed by the membership with cause at a special membership meeting called for the purpose of removing said director(s). The notice to the membership must state the purpose(s) of the special membership meeting.

C. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. If a recall action fails for lack of votes required to recall, further recall actions initiated against the director(s) involved shall not occur until 365 days after the date of the failed recall vote.

SECTION 7: Compensation:

No officer or director, except those listed under ARTICLE III: Section 2E(1), shall receive any compensation by reason of their office. However, nothing herein shall be construed to prevent an officer or director from receiving compensation from this corporation for duties or services performed other than as an officer or director.

ARTICLE V: MEETINGS AND ELECTION

SECTION 1: Notice of Meetings:

A. Notification will be given to members entitled to vote at meetings of the place, date and time of regular and special meetings of the Board of Directors, and of annual and special membership meetings. This notice shall be no fewer than seven days, or if the notice is mailed, no fewer than thirty days before the meeting.

- 1) Notice of annual or regular meetings include a description of any matter(s) which must be approved by the voting membership and shall be sent via email.
- 2) Notice of special meetings includes a description of the purpose(s) for which the meeting is called.
- 3) All meetings are to be within an incorporated city within Wallowa County, Oregon.
- 4) Announcements of meetings will be through one or more of the locally established media sources.
- 5) Any member may waive the requirement for notice of a meeting in writing to the secretary.
- 6) Any member attending said meeting affirms receipt of adequate notification.

Section 2: Board of Directors' Meetings:

A. The Board of Directors shall conduct monthly business meetings.

1) Meeting time and place will be posted on the Alpine Meadows Golf Course Clubhouse posting board and specified in the meeting minutes.

2) Shall set additional special business meeting dates as deemed necessary by a two-thirds vote of the directors for the purpose(s) of conducting specific corporate business.

Section 3: Special Membership Meetings:

A. Special membership meetings may be called by the President, one-third of the Board of Directors, or by not less than 10% of the general membership having voting rights.

B. Special membership meetings may be called by not less than 10% of the general membership having voting rights. These holders must sign, date and deliver to the secretary one or more written demands for the meeting describing the specific purpose(s) for which the meeting is to be held. Only matters within the purpose(s) described in this meeting notice may be conducted at this special meeting of members.

Section 4: Annual Membership Meetings

The annual meeting of this corporation shall be held each year, in October, unless changed by a two-thirds vote of the Board of Directors. The purposes of the annual meeting shall be to:

- 1) Announce newly elected directors.
- 2) Report on the fiscal state of the corporation.
- 3) Hear reports of committees.
- 4) Conduct other business as specifically scheduled by agenda.
- 5) Open forum.

Section 5: Annual Election and Voting

A. Candidates:

- 1) Eligible candidates interested in positions on the Board of Directors shall complete the Candidate Declaration Form which shall be made available in the clubhouse.
- 2) Declarations for candidacy shall be accepted only during the month of July.
- 3) Candidates Declaration Forms shall be posted on the clubhouse bulletin board.

B. Balloting

- 1) Votes shall be cast during business hours starting the 10th day of August and ending at the close of business on the 19th of August.
- 2) Ballots, containing the names of all candidates, shall be kept by the managerial staff and will be made available upon request.
- 3) Members, upon receiving a ballot, shall affix their signature next to their name on a membership list that shall be made available for the purpose of verifying voter eligibility.
- 4) Absentee ballots:
 - a) Members in good standing, may apply for an absentee ballot prior to the voting period.
 - b) The secretary shall mail the appropriate number of absentee ballots to the address listed on each request no less than 7 days prior to the opening of the voting period.
 - c) Each member receiving an absentee ballot shall have the same 10 days of August in which to vote and return their ballot to the secretary, who shall note receipt of the ballot on the membership list and place the ballot into the ballot box.
 - d) Absentee voters may seal their ballot within an unmarked secrecy envelope, so marked by them, that will remain unopened until such time as all ballots are counted.
 - e) Absentee ballots received after the last day of the voting period shall be null and void
- 5) Voting by Proxy: Voting by proxy is not allowed during the annual election of the Board of Directors'.

C. Election Results:

- 1) Ballots shall be counted starting at close of business on the 20th day of August.
- 2) The ballot box shall be opened in the presence of all members in attendance.
- 3) Ballots will be opened, counted, and verified by the President, secretary, and one other member in good standing. For verification, the ballot count will also be matched against the membership list of those voting.
- 4) Results shall be made immediately known to all in attendance.
- 5) All ballots shall be retained by the secretary to allow for a recount if so ordered.
- 6) A recount may be ordered by the President, one-third of the Board of Directors, or by petition of no less than 33% of all eligible members who voted.
- 7) Recount orders shall be invalid exactly 7 days after election results have been announced.
- 8) Newly elected Board Members will assume office the 1st day of October.

Section 6: Quorums

- A. The Board of Directors shall be deemed a quorum whenever a minimum of four directors are present, except when these bylaws require either a two-thirds majority vote to pass any motion, or when a vote of the FULL Board of Directors is required by these bylaws. When a two-thirds majority by the Board of Directors is required a quorum shall consist of no less than five members. When the FULL Board is required an issue shall not be decided without all seven directors voting. Board members may be polled, if absent, by the President prior to a scheduled meeting with approval by all attending Board members.
- B. In any action by the general membership a quorum shall be deemed present when a minimum of 20% of the eligible voting members are either present or represented by proxies.

- C. If, at any meeting, a quorum is not established, a majority of those members present may elect to call an adjournment of that scheduled meeting after waiting a reasonable amount of time, without being required to notify any absent members, provided the new date, time and place are announced at the meeting prior to adjournment. In no case, shall a non-quorum be required to wait longer than 45 minutes before calling for a vote to adjourn.

Section 7: Proxies

- A. At any SPECIAL meeting of the general membership votes may be made by proxy, executed in legible writing and signed by the member or by their duly authorized attorney-in-fact.
- B. No proxy shall be valid longer than 59 days after the meeting for which that proxy was written.
- C. All votes by proxy shall be validated by no fewer than two opposing members of the issue for which the proxy is issued.

ARTICLE VI: BUSINESS

Section 1: Checks and Drafts

- A. All checks, drafts, or orders for the disbursing of funds issued in the name of the corporation shall be countersigned by the President and treasurer or the Vice-President and treasurer, except those from the account made available to the club manager for daily operations of business.
- B. The treasurer shall ascertain availability of funds before any signatures are affixed to any instruments of payment, or other indebtedness.

Section 2: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

Section 3: Records

- A. The corporation shall keep correct and complete books and records of all accounts via the method(s) approved by the Board of Directors.
- B. The corporation shall keep minutes and financial reports of the business conducted by the Board of Directors, and any committees having authority under the Board of Directors.
- C. The corporation shall keep a current copy of its Articles of Incorporation, bylaws and all amendments to them currently in effect, and any other records required by statute.

Section 4: Audits

- A. The books of the corporation shall be audited any time a two-thirds majority vote of the full governing Board of Directors so orders.
- B. A mandatory audit and Budget review shall be done at every November Board meeting.

Section 5: Fiscal Operating Year

The fiscal year of the corporation shall begin on the first day of each January and shall end on the last day of the following December.

Section 6: Waiver of Notice

Whenever the Non-Profit Corporation Act of Oregon or these bylaws require notice be given to any person(s) or company, a waiver of such required notice, in writing, from that person or company shall be deemed the equivalent of having given the required notice, regardless of whether the waiver is received

before or after the date by which the notice is required to be given.

Section 7: Procedure

The rules of procedure at all meetings of the members and Board of Directors shall follow those established in **Roberts Rules of Order**, so far as is practical and as long as consistent with these bylaws and the statutes. The rules of procedure may be suspended or amended accordingly by a majority vote of the Board of Directors.

ARTICLE VII: MISCELLANEOUS

Section 1: Dissolution

In the event of dissolution of this corporation, the assets shall be reduced to cash and shall be disposed of as follows:

- A. First to pay all debts of this corporation.
- B. Any balance remaining shall be paid to The CITY of ENTERPRISE, Oregon.

Section 2: Funds

The income of this corporation, during its existence, may be used only for the purpose of its operation, maintenance, repair, rebuilding or extension. No funds of this corporation shall ever be refunded to its members as dividends or payments for their membership in this corporation.

Section 3: Privileges

Membership and other privileges of the members of this corporation are not tangible assets. Members cannot sell or assign any part of any privileges to anyone else. In no event shall this corporation be liable for or responsible in any manner to refund any part of any original membership or other yearly fee(s).

ARTICLE VIII: BYLAW AMENDMENTS

- A. Recommendations to amend existing bylaws, add new amendments or repeal existing bylaws shall be made in the following manner:
- 1) The bylaws committee will review the existing bylaws and offer recommendations, in writing, to the Board of Directors for their review.
 - 2) The membership-at-large may offer specific bylaw recommendations, in writing, to the bylaw committee for review by June 1 of each year.
- B. The Board of Directors shall review the bylaw committee's recommendations and vote to amend the bylaws at any business meeting prior to July 1 of each year.
- C. All amendment changes voted on and approved by the Board of Directors shall be posted in the clubhouse and on their website for membership viewing no later than July 10 of each year and shall remain posted through the period set aside for the balloting for new director(s).
- D. Membership balloting to accept or reject, in total, the Bylaws changes recommended by the Board of Directors, shall coincide each year with the annual balloting for new director(s).
- E. The proposed bylaw amendment(s) shall become adopted upon passage by a two-thirds vote of the general membership casting ballots. Amendments shall become effective upon ratification, unless noted otherwise within an amendment proposal.

Revised by the Board of Directors and Membership on _____, 2025.