

Adopted 27 October 2022

Ponderosa Country Club

BY LAWS

ARTICLE I – NAME

The name of the corporation, unless and until changed by amendment, shall be Ponderosa Country Club.

ARTICLE II – PURPOSE

The purpose of this organization, hereinafter the “Club”, shall be to maintain and operate on a non-profit basis and to the mutual advantage of all its members, certain recreational and athletic facilities. Such facilities shall include a golf course, pro shop, clubhouse, snack bar, swimming pool and other facilities for the convenience and enjoyment of the members, their families, and their guests, as authorized by the Board of Directors.

ARTICLE III – FISCAL YEAR

The fiscal year of this Club shall commence on the first day of October of each calendar year and shall end at midnight on the last day of September in the next calendar year.

ARTICLE IV – GOVERNMENT

A Board of Directors, comprised of responsible members duly elected by their peers, will establish the guiding policies of the club, subject to change from time to time, but all of which shall be in accordance with the established objectives and trusteeship to the club membership. The Board will employ a General Manager to manage the day-to-day operations of the club. The General Manager shall be accountable to the board for carrying out the policies established by the board and for seeing that all policies are understood and accepted by all personnel and all others affected. The policies of the Board can be amended and/or adopted by the board acting collectively by majority vote at any meeting of the Board.

ARTICLE V – BOARD OF DIRECTORS RESPONSIBILITIES AND DUTIES

Section 1 – Governing Authority

The Board of Directors shall be empowered to operate the Club and shall have the right to borrow such money as it shall see fit to borrow, with the right to execute notes and mortgages over Club property. It shall further have the right to enter into any and all contracts on behalf of the Club including the purchasing of property, sale of property, executing of leases, contracts, and any and all other business as shall be necessary for the operation of the Club. The Board of Directors shall exercise final authority in the operation of all Club facilities, and in the employment, and salary determination of all employees. The Board of Directors shall have full authority to act on behalf of the Club in all matters above enumerated and other matters that may come before it, without the necessity of calling a meeting of the members of the Club. The Board of Directors shall establish a budget for each fiscal year and make available to the membership at the Annual meeting.

Section 2 – Number; Election

The Board of Directors shall consist of nine (9) active members who shall be elected for three (3) year terms. Three (3) Directors shall be elected annually from the membership, by the members certified at the regular annual meeting for the membership. To ensure continuity, three (3) directors are to be elected each year. A Nominating Committee will be appointed by the President with the approval of the Board of Directors. This committee shall consist of seven (7) members. No more than three (3) Board members may serve on the committee with the balance of the committee appointed from the general membership. The Nominating Committee will solicit, screen and provide the Board of Directors with no more than two (2) names for each vacancy. The Board of Directors will review the recommendations of the committee and submit a slate of no more than two (2) candidates for each vacant position to the membership with no further recommendation. Certified members present at the Annual meeting of the membership may nominate additional candidates. The three (3) candidates receiving the largest number of votes shall be elected. Elected Board members shall serve for three (3) years or until a successor is qualified and elected.

Section 3- Eligibility

A nominee for director must have been an active member in good standing for a minimum of the previous three fiscal years. A member in good standing is current with club obligations and not on probation or suspension. No nominee for Director may be a full-time employee of the Ponderosa Country Club: nor shall a nominee have a close relative (parent, spouse, child, son-in-law, daughter-in-law or grandchild) employed full time by this corporation.

Section 4 – Tenure

The tenure of each Director shall be limited to two consecutive terms. This limitation applies to both the Director and his or her spouse so that one household may not have a Director on the Board of Directors for more than two (2) consecutive terms. Household includes the member and his or her spouse, whether living together or separated. After a waiting period of (3) years after serving two (2) consecutive terms, the newly qualified member, or his or her spouse, may seek nomination to the slate of candidates for the Board.

Section 5 – Vacancies

Should any vacancy occur on the Board of Directors by reason of death or resignation of, or failure to qualify as elected member, or one previously appointed under the authority of this Section, the vacancy may be filled for the unexpired term by the Board of Directors. When a vacancy occurs ninety (90) days or less, before the annual meeting of the membership, such vacancy will be filled through nomination and election at the annual meeting of the membership.

Section 6 – Dues

The Board of Directors shall, from time to time, establish the dues to be paid by the members. In addition to dues, should the financial health of the club be in danger, an amount deemed necessary will be suggested by the Board. The Board will call a special meeting of the membership to present the proposal. Only with a positive vote by a quorum of the members, may the proposed assessment be adopted. (Article XI, Section 1 and Section 3)

Section 7 – Discipline of Members

The Board of Directors, in its absolute discretion, may summarily expel, fine, or otherwise limit the use of the facilities of the Club to any member who shall neglect to promptly discharge any indebtedness or obligation imposed upon him (including his family and guest), by these By-Laws. The Board of Directors may similarly discipline any member upon a finding that other good cause exists therefore, but no such finding shall be made until the member has been informed of the substance of the charge in writing not less than fifteen days prior to the expulsion, suspension or termination and given an opportunity to be heard orally or in writing not less than five days before the effective date of the expulsion, suspension, or

termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place.

Section 8 – Board Meetings

The Board of Directors shall hold an annual meeting immediately after adjournment of the annual meeting of members. Regular meetings shall be held no less frequently than quarterly, at such times and places, as the Board shall determine. Special meetings may be called at any time by the President or by three or more members of the Board by providing due notice of the time, place and purpose of the meeting, to each member of the Board at least three (3) days prior to the meeting. A majority of members of the Board of Directors shall be necessary at any meeting for a quorum for the transaction of business.

ARTICLE VI – OFFICERS

Section 1 – Titles; Election

Shortly following the annual membership meeting, the Board of Directors shall convene and elect from their number, a President, a Vice-President, Secretary and a Treasurer of the Board of Directors. The nominee for a president and vice-president must have been a member of the Board for at least one preceding year.

Section 2 - Terms

Each officer shall be elected for a term expiring with the next succeeding annual meeting of the membership of the Board or the election and qualification of his successor. The President shall be eligible to succeed his or herself once but shall not be eligible for more than two (2) terms during any six-year period.

Section 3 – Compensation

Generally, neither the President, the Vice-President, Secretary the Treasurer nor any member of the Board of Directors shall receive any compensation for their services except for specific, special services rendered, when approved by a majority of the Board of Directors.

Section 4 – The President

The President shall preside at all meeting of the Board of Directors and of the members of the Club. He/She shall see that all by-laws, rules, regulations and contracts of the Club are enforced. Unless the Board of Directors shall have done so, the President shall appoint committee a Chairperson of all standing and special committees. The appointments are subject to the approval of the Board of Directors.

Section 5 – The Vice-President

In the absence or disability of the President, the Vice-President shall perform the duties of the President. If the office of the President should become vacant, the Vice-President shall discharge the duties of the office until the vacancy shall have been otherwise properly filled by an election by the Board of Directors.

Section 6 – The Treasurer

The Treasurer shall have general charge of financial affairs of the club, subject to supervision and control of the Board of Directors. He supervises collection of all dues, fees and other accounts and monitors payment of all bills. He reports to the membership on behalf of the Board of Directors at the Annual meeting.

Section 7 – Secretary

The Secretary shall be a member of the Executive Committee, along with the President, and the Vice President. He/She shall be a reporter of the news bulletin, and in the absence of the Club Secretary,

He/She shall take the minutes of the Board Meeting. He/She shall mail, cause to be mailed, or post all meetings and all action taken by the Board and its Committees. The Board Secretary shall on occasion initiate the periodic review of the Ponderosa Club Handbook.

Section 8 – Reassignment of Duties

Notwithstanding anything herein contained to the contrary, the Board of Directors from time to time, may authorize and direct any officers to assume and discharge any responsibility, though such responsibility is that of some other officer. The Board of Directors may delegate such other duties and authorize each and every officer to do such other things as it, in its discretion, may determine necessary.

Section 9 – Resignation/Termination

Resignation:

A Director may resign his office at any time without penalty. However, he/she shall submit his reasons for resignation in an official letter of resignation to the President of the Board of Directors, its presiding officer, or to the Board of Directors. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Termination:

A Director may be terminated for cause or for conduct not in the best interest of the Club or for failure, refusal or inability to perform official duties by two thirds (2/3) of all members of the Board of Directors. Two consecutive absences at regularly scheduled meetings of the Board without sufficient and acceptable reason shall place the name of the absentee before the Board of Directors for removal and replacement. Three absences of regularly scheduled meetings during any one fiscal year without acceptable justification shall automatically terminate the Director. Any director may present charges against an officer or director by filing them in writing with the Vice President of the club. The Board on its own volition may initiate investigation of possible misconduct. Such removal shall be voted on at the next regular or special meeting of the directors. An officer or director, against whom such charges have been presented, shall be informed in writing of such charges fifteen (15) days prior to the meeting and shall have the opportunity at such meeting to be heard in person or by counsel and to present witnesses and the person or persons presenting such charges against him shall have the same opportunity. A vacancy in an office thus created shall be filled for the remainder of the term according to Article 5, Section 5.

ARTICLE VII – COMMITTEES

Section 1 – Standing Committees; Appointments

Following each annual meeting of the membership, the President shall appoint members of all committees with the approval of the Board of Directors. Committee Chairmen shall be a member of the Board, but at least 50% of the remaining committee members are to be chosen from the membership at large. Each member of each committee shall serve at the pleasure of the Board, and the Board, from time to time, may reconstitute or enlarge any committee or replace any member thereof. Unless sooner relieved of his duties, the term of office of each member of each committee shall expire at the annual meeting of the Board next succeeding his appointment, but such member shall be eligible for appointment, at such meeting, to the same or any other committee.

Section 2 – Actions and Reports of Standing Committees

Each standing committee may act by a majority of its members in meeting, or without meeting and minutes of its proceedings must be kept. It shall report to the Board of Directors at each meeting as to the matters with which it shall have responsibility. Each standing committee shall function subject to the direction and approval of its acts by the Board, and the Board of Directors has the right to approve or disapprove of any action.

Section 3 – Contracts, Obligations and Expenditures

No standing committee shall have power to enter into a contract on behalf of the Club, obligate the Club for the payment of money, or expend money of the Club except within the limits of a previous authorization or appropriation by the Board, or in case of emergency, by the action of the Executive Board.

Section 4 – Standing Committees

MEMBERSHIP: Members and Newsletter

FACILITIES: Golf Maintenance, Club Building Maintenance and Pool Maintenance, Grounds Maintenance and Long Range Planning

OPERATION: Golf operations (golf shop, tournaments and junior activities), Pool operations and Food and Beverage operations, Social Events

FINANCE: Monthly and annual financial reports. The Finance Committee shall be chaired by the Treasurer of the Board of Directors and will review the financial statements with the General Manager every month.

PERSONNEL, POLICY and BY-LAWS: Personnel, Bylaw and Procedure Policies

Section 5 – Additional Duties

Each Standing Committee shall do and perform such other duties and shall have and exercise such other authority as may, from time to time, be delegated to it by the Board of Directors.

Section 6 – Special Committees

The President or the Board of Directors, from time to time, may constitute and appoint such special committees, as deemed appropriate.

ARTICLE VIII – FISCAL POLICIES

All funds of the Club shall be promptly deposited in such accounts and in such banks as shall have been properly designated by the Board of Directors as approved depositories. Funds shall be withdrawn from any such account only upon the signature or signatures of such officers or other agents as, by virtue of their office, or by other special designation of the Board of Directors may, from time to time, require one or more signatures to each check. No signature authorization card shall be filed with any bank or depository or permitted to remain on file with any bank or depository, except in compliance with authorization of the Board of Directors.

Section 1 – Capital Reserve Fund

The Club will maintain a capital reserve fund separate from operating funds as directed by the Board. The capital reserve fund is to be used exclusively for capital expenditures as approved by the Board. This fund must be held in an interest-bearing account and cannot be commingled with other Club assets. The Board may approve borrowing money from this account to cover an operation shortfall but must be replaced when funds are available. The approval to borrow money from this account must be by majority of the Board.

ARTICLE IX – USE OF FACILITIES

Section 1 – Members

Members of the Club in Good standing, and their families, shall have the right to use all the Club facilities, subject to the regulations established by the Board of Directors.

Section 2 – Guests

- a. Non-member use of the Club Facilities shall normally be limited to the invited guests of members in good standing.
- b. Host members shall be accountable for the propriety of their guests while on Club premises.
- c. The Club Manager is authorized to extend a special, limited invitation. He is personally responsible for the integrity and non-abuse of this privilege.
- d. A register shall be maintained of all guests using the facilities of this Club.

ARTICLE X – MEMBERSHIP

Section 1 – Classes

All membership classes heretofore established by expediency, experiment, or necessity are hereby rescinded. All current full time members' shall be of a single class: active. The Board may, on an annual review create non-voting membership categories or expand voting membership categories.

Section 2 – Active Member

Any active member is an adult male or female whose membership application with appropriate fee has been duly accepted by the Board of Directors. An active member includes the spouse of the member who signs the application. For voting purposes, spouses may only cast one (1) vote between them and only one (1) spouse may serve on the Board of Directors at the same time.

Section 3 – Included Persons

Club privileges shall extend to spouses of legally married couples, unmarried sons and daughters less than twenty-one (21)* years of age and residing at home, or to age twenty-five (25) if attending school or college full time. It shall likewise include grandsons, granddaughters, nieces, or nephews, subject to the same limitations as children, while permanently residing as a member of the immediate family and dependent upon the head of the family for support. Each certified membership is entitled to a single vote at annual meeting of the memberships of members.

Section 4 – Method of Election

A candidate for membership must be proposed by two members who shall submit the completed application of the candidate to the Membership Committee for consideration. A majority vote of the Board of Directors is required to elect applicants recommended by the Membership Committee.

Section 5 – Financial Obligations

Each member shall be responsible for the performance and prompt discharge of all obligations and indebtedness to the Club imposed upon, or incurred by, the member, members of his family who use the facilities of the Club by virtue of his membership and his and their guest.

Section 6 – Delinquent Accounts

Accounts of all members are considered to be delinquent if not paid within thirty (30) days after the first of the month. If not brought current by the first of the next month, a late fee as determined by the board will be assessed. It is the members' responsibility to maintain their current mailing address with the Club.

Section 7 – Notice

Upon expiration of the next (30) day period, a second notice shall be rendered with an additional late fee and the member's name will be submitted to all employees that no further charges may be made. The members' name may be posted at the Club as being delinquent.

Section 8 – Forfeiture and Reinstatement

If payment is not received within sixty (60) days after posting, it shall be assumed that the member has resigned from the Club and all rights and privileges are terminated. Reinstatement in these cases can be made under 3 conditions:

- (1) Board of Directors approves the reinstatement,
- (2) Member has paid in full all dues and late charges and
- (3) Future dues will be collected timely and automatically via member's credit card or bank auto-draft.

Other payment methods may be resumed after the reinstated member has demonstrated one year of prompt and full payments.

Section 9 – Termination of Membership

Termination of active membership may be elective or involuntary. Elective termination is initiated by the member. Involuntary termination is initiated and enforced by the Board of Directors.

Section 9a – Resignation

Any member in good standing (dues or other charges paid to date), may resign from the Club, but such resignation must be made in writing and filed with the club office. Upon the acceptance of the resignation by the Board of Directors, all the member's rights, interests, and privileges in the Club or its property shall cease and terminate.

Section 9b – Termination for Cause

Any membership may be terminated by the Board of Directors for concrete cause. Any member, Club Manager, employee or Director may bring to the attention of the board behavior not in the best interest of the Ponderosa Country Club. Such terminations shall require a majority vote of the full Board of Directors. Examples of omission/commission justifying this administrative action by the Board include, but are not limited to chronic unsociability, deliberate discord, disregard for rules, regulations and mores, financial irresponsibility, impropriety, malfeasance, malicious mischief. The membership will be given a fifteen day written notice and will have an opportunity to appear before the Board of Directors. A membership terminated for cause shall apply to all persons entitled to Club privileges under that membership.

Section 9c – Inactive

A member may request, in writing to the Board of Directors, to place his membership in inactive status. Acceptable conditions could be: relocation, financial hardship, family medical conditions or other such situations as deemed appropriate by the Board. The Board will review each application, for inactive status, on an individual basis.

Section 10 – Expelled

If a member is expelled from the Club for non-payment of dues or for violations of the By-Laws, the former member or former included persons are not permitted to utilize Club facilities. After a period of three (3) years from the date of expulsion, the former member may re-apply for Club membership. All past due amounts owed by the former member must be paid in full and a new initiation fee must be paid before the former member will be reconsidered for membership.

Section 11 – Rejoining

If a member resigns from the Club for reasons not related to relocation or military deployment, and is in good standing at the time of resignation, to rejoin the Club the former member has two (2) options:

- a. Pay monthly dues for months from the date of resignation to the date of rejoining in lump sum prior to having his or her membership privileges reinstated; or
- b. Re-apply for membership after a one (1) year period has expired from the date of resignation, pay a new initiation fee, and then be reconsidered for membership by the Board of Directors as set out in the By-Laws.

If a member who relocates (moves his primary residence) to an area which is more than seventy-five (75) miles away from the Club or who is a member of the U.S. Military and is deployed to active duty for a period of more than six (6) months, AND resigns the Club in good standing at the time of relocation or military deployment, desires to rejoin the Club, he or she must do the following:

- a. Provide sufficient evidence of the original relocation or deployment;
- b. Re-apply for membership utilizing the standard procedures in the By-Laws for membership application
- c. The initiation fee will be waived in cases where sufficient evidence of relocation or military deployment is provided.

The Board of Directors reserves the right to deny membership for prospective members who re-apply and resigned because of prior relocation or military deployment, if the Board of Directors determines that the prospective member is not acting in good faith.

Section 12 – Employees

No member shall reprove or reprimand any employee of the Club or send any employee from the premises of the Club. Complaints, criticisms and suggestions will be received by the appropriate committee or, to the extent the Board of Directors may so direct, by the Manager.

ARTICLE XI – MEETING OF MEMBERS

Section 1 – Annual meeting

The annual meeting of the members shall be held the month of October each year on such date and at such time and place as shall be specified in the notice thereof. Not less than ten (10) days prior to the meeting, notice of the meeting shall be made known to each member. Approximately one-third of the Directors for the succeeding three (3) years are elected by secret ballot and matters requiring action by the Membership will be discussed/balloted upon during this annual meeting. The Treasurer shall give a report of club finances. The Board of Directors will present a tentative budget for the next year.

Section 2 – Hazardous Conditions

In the event of hazardous conditions, or any unforeseen emergency/catastrophe, deemed dangerous to members and staff by the Club President and General Manager, an alternate annual meeting day will be the next Wednesday that weather permits. Notification will be via message on the club phone and club website, and any available local media source(s).

Section 3 – Special Meetings

Special meetings of the members, upon like notice as provided in Section 1 hereof, may be called from time to time by the President and/or the Board of Directors. The purpose of every such special meeting shall be stated in the notice thereof.

Section 4 – Certification of Voting Members

Prior to the presentation of any issue to the membership for ballot, an onsite certification of eligible voters shall be conducted by committee appointed for that purpose by the presiding officer of said meeting. Within the limitation of one vote per membership, the committee shall certify one member to cast the single vote of that membership. Those members attending the annual meeting will be certified and handed a ballot upon entering the annual meeting. Completed ballots will be placed in a ballot box when the president calls for a vote at the annual meeting. Only certified voters shall be eligible and entitled to vote on any issue. Vote by proxy shall not be permitted: only the ballots of certified members present at the annual meeting shall be counted.

Section 5 – Quorum

All members are encouraged to attend and participate in all meetings of the membership; however, 10% of the paid-up membership eligible to vote shall constitute a quorum for any annual or special meeting. Members whose name is posted on the delinquent list at the time of the meeting may not vote.

Section 6 – Reports

At each annual meeting of the membership, the Finance Committee Chairman shall submit a complete and accurate statement of the finances of the Club and the President shall report such other matters as properly should come to the attention of membership.

ARTICLE XII – DISSOLUTION

Should this corporation be dissolved, the distribution of the assets of the corporation shall be as provided by law.

ARTICLE XIII – AMENDMENTS

These By-Laws may be amended only by a majority vote of the quorum of the members present at a regular or special meeting of the corporation, provided notice of the purpose of proposed amendment has been stated in the call for the meeting.