

RESTATED & REVISED BYLAWS

**THE OAKS COUNTRY CLUB
APRIL, 2022**

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ARTICLE I – NAME, PURPOSE AND STOCK

Section 1. NAME

The name of the Corporation shall be The Oaks Country Club, hereinafter referred to as the “Oaks” or “Club”, with the principal place of business in Tulsa, Oklahoma. The Club is designated as a non-profit Oklahoma corporation.

Section 2. PURPOSE

The Club is a family-oriented country club operating for the purposes of promoting the enjoyment of golf and other healthy outdoor sports, to provide social activities for its members, their immediate families and their guests, and to own, prudently operate and properly maintain adequate facilities therefore.

Section 3. STOCK

A. UNCERTIFICATED SHARES OF STOCK. The shares of capital stock in this Club shall be uncertificated and will be evidenced by a book entry registry maintained by the Secretary. Each shareholder shall own one (and only one) share of capital stock.

B. TRANSFERS. Transfers of stock shall be made only as expressly permitted under these Bylaws. Transfers of stock, if permitted under these Bylaws, shall be recorded on the books of the Club. No transfer of stock shall be valid as against the Club for any purpose until it shall have been duly entered in the stock records of the Club by an entry showing from and to whom transferred.

C. NO FRACTIONAL SHARES. Fractional shares may not be issued and shares of capital stock may not be divided into fractions. Any attempt to divide a share into fractions shall be null and void.

ARTICLE II - MEMBERS

Section 1. QUALIFICATIONS.

Eligibility for membership shall be limited to natural persons of good moral character who are at least 21 years of age regardless of sex, race, color, religion, national origin, or sexual orientation.

Section 2. CLASSIFICATION.

There shall be two classes of Members: Shareholder Members, each of whom own a share of stock in the Club and Associate Members who do not own a share of stock in the Club. Only Shareholder members in good standing shall be eligible to vote and hold office.

A. SHAREHOLDER MEMBERS. The type of Shareholder Members are:

1. **REGULAR MEMBERS.** Persons, otherwise qualified, who own a share of stock in the Club and are entitled to all privileges of the Club.
2. **SOCIAL SHAREHOLDER MEMBERS.** Persons, otherwise qualified, who own a share of stock in the Club and have all the privileges in the Club, but must pay green fees when playing golf.
3. **SENIOR SHAREHOLDER MEMBERS.** Shareholder Members who, on or before December 31, 2012, were at least 75 years of age, were Shareholder Members an aggregate of at least 25 years, and informed the Club that they desired to elect status as a Senior Shareholder Member. Senior Shareholder Members shall continue to own a share of stock in the Club, and shall be entitled to all privileges of the Club. After December 31, 2012, no additional Members shall become eligible for the Senior Shareholder Member classification. This membership option shall be terminated when the final member is removed from this category.
4. **NON-RESIDENT MEMBERS.** Regular Members who are neither employed nor reside within a 100-mile radius of the Club. Non-resident Members shall have full privileges of the Club with the exception that they may only play the golf course twelve (12) times per calendar year without payment of the green fees.

B. ASSOCIATE MEMBERS. Associate Members shall have all the privileges of the Club as provided by these bylaws. The types of Associate Members are:

1. **SOCIAL ASSOCIATE MEMBERS.** Persons, otherwise qualified, who have privileges of the Club except use of the golf course.
2. **JUNIOR & INTERMEDIATE MEMBERS.** Persons otherwise qualified who enter into a contractual agreement with the Club for the purchase of a share of stock in the Club prior to their 40th birthday. Unless previously terminated, a Junior or Intermediate Membership shall transition to the next level of membership when such member, or the spouse of such member, attains the age of 35 years or 40 years, respectively, whichever occurs first. Junior & Intermediate Members shall have full Club privileges, which includes golf, but no voting rights until becoming a Shareholder Member.
3. **SURVIVING MEMBERS.** A surviving spouse or surviving Significant Other of a Shareholder Member whose share of stock in the Club has been surrendered and transferred to the Club without payment. Such membership shall continue to have the same club privileges as existed prior to the death of the Shareholder Member and shall automatically terminate upon death or remarriage of the Surviving Member. A Surviving member is not permitted to designate a Significant Other under Article II, Section 5(B).

4. SOCIAL SENIOR MEMBERS. Shareholder Members who are at least 75 years of age, have been Shareholder Members an aggregate of at least 25 years and who have surrendered and transferred their share of stock to the Club without payment, and at such time inform the Club that they desire to apply for status as a Social Senior Member. Social Senior Members shall have all privileges of the Club, with the exception that they must pay green fees and cart fees when playing golf.

5. HONORARY MEMBERS. Persons selected by the Board for a period not to exceed one year. Honorary Golf members will have full Club privileges, which includes golf. Honorary Social members have privileges of the Club except use of the golf course. Honorary Golf and Honorary Social memberships shall be limited to eight (8) each.

6. ADDITIONAL MEMBERS. The Board, without Shareholder approval, may create additional classes of Associate Members and determine the rights, privileges, fees and dues applicable thereto.

Section 3. GOOD STANDING.

Members in good standing are those whose dues and other accounts are current and who comply with the Articles of Incorporation, the bylaws and house rules of the club. Current is defined as a member's account is paid in full and received by the club within thirty (30) days of the last billing cycle.

Section 4. ADMISSION.

Application for membership shall be on a Board-approved form accompanied by the required payment, and submitted to the Secretary for processing and approval or disapproval by the Membership Committee and the Board of Directors. Each applicant must be sponsored by two Shareholder members in good standing and who remain in good standing during the processing of the new applicant's membership.

Section 5. FAMILY OF CLUB MEMBERS

A. A membership shall entitle the spouse or designated significant other and all unmarried children under the age of 25 to usage of the Club according to the Member's classification. All actions of the spouse or designated significant other, the children, and their guests are binding upon the Member.

B. DESIGNATION OF SIGNIFICANT OTHER AND ASSOCIATED RULES. Within two weeks of becoming a Member of the Club, and every January thereafter, an unmarried Member of the Club except a Surviving Member as defined under Article II, Section 2(B)(3) may designate a Significant Other (as that term is commonly defined) who is authorized to enjoy the privileges associated with the unmarried Member's membership classification. The intent of this provision is to allow a qualified unmarried Member to designate an unmarried person with whom the Member is in an ongoing exclusive relationship, provided that such person is not biologically or legally related to

the member (i.e. by blood, marriage, or adoption). This provision is not intended to include casual dating relationships.

The Member and Significant Other shall sign and submit such application and/or forms as may be required by the Board for approval. The Board may accept or reject, in its sole and absolute discretion, any Significant Other application presented. A Member may designate only one (1) person under this section.

Upon the Board's approval of the application, the Member's Significant Other will be granted the individual privileges of Club use to the same extent as a Member's legal spouse, provided, however that the privileges of Club use do not include serving on any Standing Committees outlined in Article VI. Significant Other privileges may be granted for not more than one (1) year and are renewable each January upon reapplication at the sole discretion of the Board.

The Member may terminate the privileges of a Significant Other upon the Club's receipt of written notice, signed by the Member, that the Member no longer wishes to designate the individual for Club privileges. At all times, the Board retains sole and absolute discretion and the exclusive right to suspend or terminate the Club privileges of a Significant Other.

The unmarried Member requesting privileges for an individual will be responsible for the conduct of and for any charges incurred by his or her Significant Other. Upon the death of a Shareholder Member, a currently designated Significant Other who is eligible to enjoy Club privileges may apply to remain a Member of the Club as a Surviving Member, but may not succeed to a Shareholder Member's share of stock under the surviving spouse provisions contained in Article II, Section 6. However, the Surviving Significant Others may become Shareholder Members by applying for and, upon Board Approval of the application, purchasing a share of stock in the Club.

Section 6. CHANGES IN CLASSIFICATION AND TRANSFER OF STOCK TO SPOUSE.

Members, as defined in Section 2 of this Article, may change their classification not more than once in any twelve (12) month period by written request to the Secretary, subject to the following conditions:

- A. Shareholder Members by forfeiting their share of stock may become Associate Members without payment of initiation fees or transfer fees.
- B. Associate Members may become Shareholder Members by applying and being approved for Shareholder membership. Initiation fees formerly paid by Associate Members will be credited against transfer fees then being charged by the club at the time of change in classification. Former Shareholder Members who have maintained a continuous membership will receive credit for initiation fees formerly paid against, but

not to exceed, initiation fees then being charged by the Club, but will not need approval of the Membership Committee.

C. Associate Members may transfer from one classification of Associate Membership to another classification of Associate Membership by meeting the qualifications of that classification and paying any associated initiation fees. Juniors and Intermediates that are transitioning due to attaining a certain age are exempt from additional initiation fees.

D. Upon the death of a Shareholder Member, a surviving spouse may elect (1) to surrender the Shareholder Member's share of stock and become a Surviving Member as defined in Article II, Section 2(B)(3) or (2) to succeed to the Shareholder Membership, including ownership of the share of stock of the deceased Shareholder Member, upon submitting a notification in writing to the Board, and no transfer fee shall be required.

E. Associate Memberships cannot be sold or transferred to another person.

F. Revocable Trust—A Shareholder Member's share of stock may be transferred to and owned by a living or revocable trust created by such a Member, provided that the trustor(s) or trustee(s) of any such trust must acknowledge and agree in writing that notwithstanding such transfer, upon death of such trustor, or his or her resignation or expulsion or termination of his or her membership pursuant to any provision by these bylaws, such share of stock shall be subject to redemption or transfer as though the share of stock in question had continued to be owned and held by such trustor. Any such transfer to a living or revocable trust shall not preclude the right of the spouse of the trustor to request and receive a Surviving Member Associate Membership upon the death of such trustor.

G. In addition to the above changes of classification, a Shareholder Member may transfer his or her share of stock to his or her spouse upon submitting a notification in writing to the Board. Once such a transfer is made, such share of stock may not be transferred back to the transferring Member for at least twelve (12) months. No transfer fee will be required for transfers between spouses.

Section 7. LIMITATION OF MEMBERSHIP.

All classes of Shareholder Membership shall be limited to 500, in the aggregate. Associate Membership shall be limited to 375 in the aggregate. The Board may limit the number of Associate Members within each classification as the market and Club operations dictate. When these limits of such classes of Associate Memberships have been reached, applications will be processed under the waiting list policy as set by the Board.

Section 8. MARRIAGE, DEATH OR DIVORCE OF A MEMBER.

In the event of marriage, divorce or death, the Member or legal representative shall give written notice to the Secretary at which time a change in classification may be made. Until such notice is given, all charges will be continued.

Section 9. SUSPENSION AND EXPULSION.

Members may be suspended or expelled for sufficient cause by two-thirds (2/3) vote of the Board. Prior to the action of the Board, such Member shall be advised of the pending action and may request a hearing before the Board. The decision of the Board will be final. Upon suspension, the dues and fees will continue to be charged to the member. Upon expulsion, the dues and fees shall cease and the Member's share of stock voided, provided however interest on the Member's unpaid balance shall continue to accumulate until paid in full. The Member agrees to be responsible for any attorney or collection fees and/or costs expended by the Club in attempting to collect the Member's unpaid balance. A suspended or expelled member may not use any Club facility as a Member or as a guest of another Member until reinstated by Board Action.

Section 10. RESIGNATION.

A Member may resign by sending a written notice to the Secretary. The resignation shall become effective the first day of the following month. Shareholder Members shall immediately surrender and transfer their share of stock to the Club without compensation. Associate Members will receive no refund.

Section 11. LIEN FOR INDEBTEDNESS

This Club shall have a first lien on the issued and outstanding share of stock in the name of any Shareholder Member for any indebtedness owing by such Shareholder Member to the Club.

Section 12. OWNERSHIP, SHAREHOLDER EQUITY AND DISSOLUTION.

All property, both real and personal, shall be vested in Club. Only Shareholder Members of record shall be entitled to share, pro rata to their stock ownership, in the net assets of the Club when and if the Club is dissolved, whether such dissolution is by agreement of the Shareholder Members or by operation of law. The interest of any Member shall cease with the termination of his or her membership.

ARTICLE III – MEETINGS OF SHAREHOLDER MEMBERS

Section 1. ANNUAL MEETING.

The annual meeting of the Shareholder Members shall be held on the second Tuesday in April at 7:30 p.m. or at such time and date designated by the Board of Directors and

stated in the notice of the meeting. The annual meeting will be held for the purpose of receiving reports of the officers, the election judges and committee chairmen, adopting the auditor's report and transacting such other business as may come before the meeting.

Section 2. SPECIAL MEETINGS.

Special Meetings of the Shareholder Members may be called by the President or, in his absence, the Vice President, by any five (5) members of the Board of Directors, and shall be called upon written request of not less than fifty (50) Shareholder Members in good standing. Only business stated in the call of the meeting can be transacted at such meeting.

Section 3. NOTICE OF SHAREHOLDER MEETINGS.

Notice of the meetings shall be mailed by the Secretary to each Shareholder Member and posted on the Clubhouse Members' section website at least twenty (20) days prior thereto. "Mailed" shall include email or other electronic communications as determined by the Board.

Section 4. QUORUM.

A. The quorum shall be not less than one-third (1/3) of all Shareholder Members of the Club in good standing in person, by absentee ballot or by proxy for any Shareholder meeting of the Club duly called and announced for the actions taken to be binding upon the Corporation.

B. A majority of those Shareholder Members of the club who cast a vote at the annual or a special meeting of the Shareholders shall decide any issue.

Section 5. VOTING.

A. Only Shareholders in good standing as shown by the official list of the Secretary on the day of any Shareholder meeting duly called and announced, shall be entitled to vote on any issue.

B. All Shareholder Members entitled to vote may vote in absentia on all issues requiring a vote. Such issues shall be submitted in ballot form by the Board of Directors (within twenty (20) days' notice) to be returned by the date and time designated by the Board. The count shall be made by three (3) Shareholder Member Judges of the Election who are not on the Board, as appointed by the President, who shall report the results in writing to the Board. The President shall, without delay, announce the voting results to the Board and/or the Membership.

C. BALLOT. The names of the Board of Directors candidates shall be printed on a ballot, together with the instructions for marking and returning the ballot, and mailed at

least twenty (20) days prior to the annual meeting to Shareholder Members who are entitled to vote at the annual meeting.

D. POLLS. The polls shall be open at the Clubhouse or designated location from 8:00 A.M. to 7:00 P.M. on the day of the annual meeting.

E. METHOD OF ELECTION. All authorized ballots must be received by the Secretary by 7:00 P.M. on the day of the annual meeting. The three (3) Board of Directors candidates receiving the greatest number of votes shall be elected. The ballots shall be destroyed on the day following the annual meeting.

Section 6. PLACE OF MEETINGS.

Meetings of the Shareholders shall be held at the Clubhouse, unless designated elsewhere in Creek or Tulsa County by the Board and notice provided to the Shareholders.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. MEMBERS.

The Board shall consist of nine (9) Shareholder Members in good standing. In addition, the immediate past President of the Board will serve as a non-voting member of the Board for the year immediately following his/her term. However, if the immediate Past President of the Board has not completed (3) three full years on the Board, then he/she will be a voting member of the Board through the completion of their (3) three year term.

Section 2. TERM OF OFFICE.

Each year at the annual Shareholder meeting, three (3) Directors shall be elected for a term of three (3) consecutive years or until their successors are elected and assume office. No Director elected by a vote of the membership may succeed himself/ A Member who has been appointed by the Board of Directors to complete the term of a Director elected by the membership may be elected to a new term by a vote of the membership after his or her appointed term has expired. A past President will not be eligible for re-election to the Board immediately after serving a non-voting year.

Section 3. NOMINATION AND ELECTION OF DIRECTORS.

The procedure of electing Directors is as follows:

A. NOMINATING COMMITTEE. At its regular November meeting, the Board shall appoint a nominating committee consisting of five (5) Shareholder Members, none of whom shall be a member of the Board or have been an officer of the Club or a member of the Board or a member of the nominating committee during the preceding two (2) years. Their names shall be posted on the Club bulletin boards within seven (7) days of their appointment. This committee shall nominate six (6) Shareholder candidates, excluding

themselves, to fill the three (3) Board positions and post these names on the Club bulletin boards at least thirty (30) days prior to the annual meeting.

B. NOMINATION BY MEMBERS. At least twenty-five (25) Shareholder Members in good standing, not on the nominating committee, may also nominate candidates not to exceed six (6) nominees for the Board. Such nominations shall be in writing and delivered to the Secretary at least twenty-five (25) days prior to the annual meeting. These candidates and the list of those nominating them shall be posted on the Club bulletin boards at least twenty (20) days prior to the annual meeting.

C. ELECTION JUDGES. At least four (4) days prior to the annual meeting the President shall appoint three (3) Shareholder Members as “Judges of the Election” who shall determine the validity of the ballots, count the ballots and present a written report of the election results at the annual meeting. In case of a tie, the winner shall be decided by a majority vote by the Judges of the Election. The written report prepared by the Judges shall be attached to and made a part of the minutes.

Section 4. ELECTION OF OFFICERS.

The Board shall, at its regular March meeting, elect from its members having one (1) or two (2) years of tenure on the Board, a President, a Vice President and a Secretary to serve immediately upon adjournment of the annual meeting for a term of one (1) year or until their successor is elected and assumes office. The Board shall then, or within thirty-five (35) days after the annual Shareholder meeting, also elect a Treasurer for the term of one (1) year, or until his successor is elected and assumes office, either from the membership of the Board or the Shareholder membership at large, experienced in such financial matters. The Board may elect other officers as deemed necessary.

Section 5. DUTIES AND POWERS.

The Board of Directors shall:

A. Be responsible for providing the resources necessary for the operation and management of the Club and its facilities, have charge of the affairs, funds, personnel, and property of the Club and power to carry out the purpose of the Club according to its Articles of Incorporation and these bylaws.

B. Fix and adjust dues and fees except as limited by Article VII Section 4 of these bylaws.

C. Adopt standing rules and other rules, which govern the operation of the Club.

D. Examine or have examined the Treasurer’s statements and supporting records and select an outside auditing firm to audit the records for presentation at the annual meeting.

E. Keep a record of its official acts.

F. By two-thirds (2/3) vote of the Board, remove any officer or committee member for sufficient cause.

G. Fill vacancies for any unexpired term occurring on the Board by a majority vote of the remaining members.

H. Construe and interpret these bylaws with the advice of counsel when necessary.

I. Require the Directors and Club Employees who handle Club funds and assets to be bonded in a sum as designated by the Board.

J. Consider and adopt a capital and operating budget for the coming fiscal year.

K. Exercise such other powers and perform such duties of the Club not specifically reserved to the Shareholders and do all other lawful acts, which do not conflict with the Articles of Incorporation or these bylaws.

Section 6. MEETINGS AND CONSENT IN LIEU OF MEETING.

Regular meetings shall be held on the last Wednesday of each calendar month unless otherwise ordered by the Board. Guests may be invited to attend for special purposes. Special meetings may be called by the President or, in his absence, the Vice President, or by one-third (1/3) of the Directors at any time and place selected by them. The purpose of the special meetings shall be stated in the call and at least twelve (12) hours' notice be given. Any action that may be taken at a meeting of the Board may be taken without a meeting if written consent thereto is in writing or by electronic transmission by all Board of Directors and is filed with the Secretary. Such consent shall have the same effect as a unanimous vote at the meeting of the Board.

Section 7. QUORUM.

Five (5) Directors shall constitute a quorum at any Board meeting. Any Board decision, however, requires five (5) affirmative votes before it is a binding act upon the Club.

Section 8. POWER TO BORROW MONEY.

Any new indebtedness of the Club authorized by the Board cannot exceed (\$250,000) without the approval of the Shareholders; provided however, the Board is authorized to (A) purchase new carts as needed and to obtain financing to cover the net purchase price thereof and (B) maintain and utilize a line of credit within the Club's primary bank credit facility for emergencies or other short-term borrowing needs. The cart debt shall be paid off over the useful life of the carts before there is a need to purchase new carts, except in cases where carts have been subject to excessive use as determined by the Board. The Board cannot mortgage or create a lien on the real property of the Club unless approved

by a majority of those Shareholders who cast a vote at a meeting where a Quorum is present.

Section 9. SELF DEALING AND BIDDING.

To the extent permitted by Oklahoma law, no contract or transaction between the Club and one or more of its members of the Board of Directors, or between the Club and any other corporation, partnership, association or other organization in which one or more of its Board of Directors are directors or officers or have a financial interest, shall be void or avoidable solely for this reason, or solely because the member of the Board of Directors is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because the member of the Board of Directors or his or her vote is counted for such purpose if:

- A. The material facts as to the Director's relationship or interest in the contract or transaction are disclosed or known to the Board of Directors, and the Board, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors (even though the disinterested Directors may be less than a quorum);
- B. The material facts as to the Director's relationship or interest in the contract or transaction are disclosed or are known to the Shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Shareholders; or
- C. The contract or transaction is fair as to the Club as of the time it is authorized, approved or ratified by the Board or the Shareholders.
- D. Whenever possible, when time is not of the essence, a minimum of two (2) written bids will be obtained for any services costing more than \$5,000 and any capital items requiring an expenditure of more than \$10,000. Sole source items will be approved by the Club President.

ARTICLE V – DUTIES OF OFFICERS

Section 1. PRESIDENT.

The President shall:

- A. Be the Chief Executive Officer of the Club.
- B. Preside at all Shareholder and Board Meetings unless otherwise ordered by the Board.

C. Promptly report to the membership all Board actions and other matters, which have direct reference to the membership including a newsletter either mailed to Members with their monthly statement or published monthly in the Oaks Breeze.

D. Be an ex-officio member of all standing and special committees except the Grievance Committee.

E. Appoint the Chairmen of the Standing Committees and of any Special Committees.

Section 2. VICE PRESIDENT.

The Vice President shall perform the duties of the President in his absence or disability.

Section 3. SECRETARY.

The Secretary shall:

A. Keep a record of all Shareholder and Board Meetings.

B. Give notice of all Shareholder and Board meetings as herein provided.

C. Affix the seal of the Corporation.

D. Have charge of all Club records, including without limitation stock records, except those of the Treasurer.

E. Notify the Treasurer of resignations, suspensions and expulsions of Members.

F. Carry out such other duties, as may be determined by the Board.

G. Safeguard all member ballots mailed to the club.

Section 4. TREASURER.

The Treasurer shall:

A. Chair the Finance Committee meetings.

B. Be responsible for the preparation of financial reports of the Club and distribute same to the Board as requested.

C. On or before the December meeting of the Board, present the proposed dues levels, capital and operating budgets for the coming fiscal year for approval.

D. Be an ex-officio member of the Board, without vote, in the event he is not a Director.

ARTICLE VI - COMMITTEES

Section 1. STANDING COMMITTEES.

The standing committees of the Club shall be:

- A. House
- B. Greens and Grounds
- C. Membership and Grievance
- D. Golf
- E. Finance
- F. Swimming Pool and Tennis
- G. Entertainment
- H. Compensation and Benefits

Section 2. COMPOSITION

- A. Each Standing Committee, with the exception of the Finance Committee, shall be chaired for the term of one (1) year by a member of the Board. Each Chairman shall select at least three (3) Club members (or member's spouse) not on the Board, as committee members.
- B. The Board may create a special Committee for a specific purpose and time period. Each Special Committee shall be chaired by a Shareholder member or a member of the Board who shall select at least three (3) Club members (or member's spouse) not on the Board as Committee members.
- C. One member of the Golf Committee shall be appointed by the President of the Oaks Women's Golf Association.

Section 3. DUTIES AND FUNCTIONS.

- A. **GENERAL.** Each committee within its specific area shall be subject to the control and direction of the Board and shall:
 - 1. Report the committee activities at the monthly Board meeting.
 - 2. Perform all functions directed by the Board.

3. Investigate violations of the Club rules in its specific area and recommend corrective action, if necessary, to the Board.

4. Each committee shall review cost center budgets and recommend to the Board for approval any non-budgeted expenditures after comparing the non-budgeted expenditures effect on the annual budget and the Club as a whole. In addition, the Committee shall:

(a) Review and approve contracts for service to be rendered to the Club, including evaluating the economic justification for every service contract and if it would be more cost effective to utilize existing Club employees;

(b) Evaluate the contractor selection process, planning and specifications used for contractor selection and compliance and renewal recommendations of those contracts that may provide for annual renewal;

(c) Review and recommend to the Board contracts for equipment, furnishings, construction, et cetera, including contractor warranties and indemnification clauses;

(d) Where applicable, review and recommend fees to be charged members for use of Club facilities and consumables;

(e) Recommend rule changes within its specific area for Board action.

(f) Submit annually by October 1st to the Treasurer, capital and operational requirements for budget preparation;

(g) Solicit and respond to suggestions and requests of members; and

(h) Function in a manner that will fulfill the obligation assumed.

B. SPECIFIC AREAS

1. HOUSE. The House Committee shall:

(a) Provide oversight and guidance to management on maintenance and operations; and

(b) Recommend charges to be paid by members for Clubhouse services.

2. GREENS AND GROUNDS. The Greens and Grounds Committee shall:

(a) Be responsible for overseeing the operation and maintenance of the golf course, including its maintenance facility and equipment, and the Club grounds

including landscaping and the parking lots, roads, fences, gates and assuring no material changes are made to the golf course without approval by the Board; and

(b) Work closely with the GM and Greens Superintendent with the authority to approve all needs within budget parameters, subject to Board approval of capital expenditures. Approve any upgrading of the golf course to assure that any changes are consistent with course strategy and will not negate the basic A.W. Tillinghast design.

3. MEMBERSHIP AND GRIEVANCE. The Membership and Grievance Committee, whose deliberations shall be confidential, shall:

- (a) Review all membership applications with staff and recommend new applicants to the Board for approval;
- (b) Grant temporary Club privileges to recommended applicants;
- (c) Solicit membership applications; and
- (d) Receive, investigate and recommend corrective action, if any, to the Board on any written grievance from members.

4. GOLF. The Golf Committee shall:

- (a) Provide oversight and guidance regarding the golf shop and overall golf operations.
- (b) Propose golf tournaments and tournament rules for Board action;
- (c) Support the efforts of the GM and Golf Professional to maintain reasonable traffic flow on the golf course; and
- (d) Recommend for Board action golf and cart fees.

5. FINANCE. The Finance Committee shall;

- (a) Review monthly the financial condition of the Club;
- (b) Recommend financial policies for Board action;
- (c) Prepare such budgets as the Board may request;
- (d) Assist the GM with the development, implementation and monitoring of effective cost controls for all operations of the Club; and
- (e) Meet with the Independent Auditor to review audit findings and comments regarding the financial affairs and activities of the Club.
- (f) Review the long range capital expenditure plan developed by the GM and committees and provide recommendations to the Board for approval.

6. SWIMMING POOL AND TENNIS. The Swimming Pool and Tennis Committee shall:

- (a) Provide oversight and guidance to the GM and management for the maintenance and operation of the swimming pool, fitness, and tennis area, including the bathhouse; and
- (b) Recommend guest fees for Board action.

7. ENTERTAINMENT. The Entertainment Committee shall assist the GM and club staff on developing the calendar of entertainment activities not related to other committees, subject to Board approval.

8. COMPENSATION AND BENEFITS. The Compensation and Benefits Committee shall:

- (a) Assure that the GM and management are evaluating staffing requirements in all areas, developing written job descriptions for all key employees, developing an applicant selection process and ensuring that all new employees are trained;
- (b) Review the recommendations of the GM and then recommend to the Board any change in the total compensation philosophy and policies of the club;
- (c) Annually review the recommendations of the GM and recommend to the Board non-exempt hourly rates, salaried merit adjustments, and the annual compensation budget;
- (d) Annually by November 30th, using input from all appropriate Board committees, prepare a written performance evaluation of the GM. Make a recommendation as to the continued employment and annual salary, bonus, and fringe benefits to the Board;
- (e) The Committee Chair along with the President, will conduct a formal annual performance review with the GM and document such review in writing. Include a signed copy of the review in the employee's personnel file; and
- (f) Review and recommend to the Board, along with the GM, any substantial changes in benefit plans including but not limited to: medical insurance, retirement plans, annual or otherwise bonus plans, expense reimbursement policies (automobile usage, cell phones, etc.). Recommend to the Board any new benefit programs.

ARTICLE VII – FINANCE, DUES AND FEES

Section 1. RAISING AND USE OF MONEY

It is the policy of the Club with respect to the raising and use of money that:

- A. Initiation and transfer fees shall be budgeted and used for operating expenses and capital improvements to the Club's facilities.
- B. In the event that operations are not providing adequate funds for capital improvements, assessments may be levied as provided by Section 8 of this Article.

Section 2. BUDGETS.

The preparation and adoption of the annual budgets shall be as follows:

- A. The GM, Finance Chair, and Treasurer shall prepare and present to each Board Member the proposed operating and capital budget by the November Board meeting.
- B. The final operating budget shall be adopted no later than the December Board Meeting.
- C. The Club improvement capital budget shall be approved no later than the December Board Meeting.

Section 3. FISCAL YEAR.

The Fiscal Year of the Club shall be from January 1 through December 31.

Section 4. DUES.

Members shall pay dues monthly in advance, which are set by the Board.

Section 5. FEES.

The Board shall establish all fees to be paid by Members.

Section 6. TAXES.

All taxes on dues, charges and fees shall be paid by Members.

Section 7. EXCEPTIONS FROM DUES AND FEES.

Upon suspension of the use of Club privileges, the Board may at its discretion grant exceptions to:

- A. Surviving spouses or surviving Significant Others of Shareholder Members for a period not to exceed four (4) months after the Shareholder's death.
- B. Specific Members for a limited time.

Section 8. ASSESSMENTS.

Assessments shall:

- A. Be levied against any classification of Members.
- B. Be proposed by the Board.
- C. Be approved by a majority of Shareholder members of the club voting on the issue in accordance with Article III herein.
- D. Be paid in specific increments at specified times or by monthly billings added to each Member's dues over a set period of time or combinations thereof.

Section 9. PAYMENT OF INDEBTEDNESS.

- A. A monthly statement shall be provided to each member at the end of each month. Payment shall be due upon receipt.
- B. Failure to pay a monthly statement within 90 days will result in a Member's suspension. Suspension does not relieve the Member from payment of dues, fees and/or any other indebtedness.
- C. If, after thirty (30) days from date of suspension, all indebtedness has not been paid, or arrangements for payment have not been approved, the Member may, by resolution of the Board, be expelled. In addition, a member may be expelled from the Club for being consistently past due in the payment of the Member's dues and charges. Consistently past due is defined as having the Member's name appear on the posted past due list and/or paying Club charges with a check returned for insufficient funds three (3) times or more in a calendar year.
- D. Late charges, in an amount determined by the Board, shall be charged on past due indebtedness. The Member agrees to be responsible for any attorney or collection fees and costs expended by the Club in attempting to collect the Member's unpaid balance.

Section 10. AUDIT.

The financial records of the Club shall be annually audited by a Certified Public Accountant. The annual audit report shall be presented to the Shareholders with the call for the annual meeting.

ARTICLE VIII - GUESTS

Section 1. NON-RESIDENT GUESTS.

Persons residing more than 100 miles from the Club may be introduced into the Club upon written request of any Member in good standing and be issued a guest card which entitles them to the Club privileges for a period not to exceed fifteen (15) days each year. Such guest shall be subject to normal green fees and other Club charges, and all charges incurred by such guest shall be billed to the account of the Member introducing them to the Club. No Member shall be allowed more than one (1) card in any calendar year.

Section 2. RESIDENT GUESTS.

Persons living less than 100 miles from the Club are entitled to the privileges of the Club when accompanied by a Member and are subject to the limitations and restrictions placed thereon by Club rules.

Section 3. RESPONSIBILITY.

A Member who has introduced a guest shall be responsible for any indebtedness incurred by the guests to the Club and for ensuring the guest observes the Club rules, including any applicable dress code.

ARTICLE IX – INDEMNIFICATION

Section 1. PROTECTION FOR OFFICERS AND DIRECTORS

The Club shall indemnify officers and directors against any expense, including amounts paid upon judgment, counsel fees and amounts paid in settlement incurred by such person in connection with the defense or settlement of any claim or suit in which they are made parties by reason of being or having been officers or directors of the Club, except in relation to matters which any said officer or director shall be adjudged in any action or suit to be liable for his own negligence or misconduct in the performance of his duty. A Directors & Officers Insurance policy of not less than \$1,000,000.00 per occurrence and aggregate shall be maintained at all times for this purpose.

Section 2. PROTECTION OF THE CLUB

The Club shall maintain insurance with limits of Protection as determined at least annually by the Board. Such insurance shall include as minimum standards:

- A. General Liability, including Products & Completed Operations and Liquor Liability – \$1,000,000.00 Per Occurrence and \$2,000,000.00 Aggregate.
- B. Automobile Liability, including Non-Owned and Hired Auto Liability – \$1,000,000.00 per Occurrence.

C. Workers' Compensation with Employer's Liability – \$500,000.00 Bodily Injury by Accident, Each Accident; \$500,000.00 Bodily Injury by Disease, Each Employee; \$500,000.00 Bodily Injury by Disease, Policy Limit.

D. Buildings – Replacement Cost basis based on current appraisals.

E. Club furniture, equipment, et cetera – based on replacement cost – per current appraisals.

ARTICLE X - PROPERTY

Section 1. RESPONSIBILITY FOR PROPERTY.

The Club will not, under any circumstances, be responsible for property of members, visitors, guests or other persons brought on the premises for any purpose whatsoever.

Section 2. USE OF PROPERTY.

Property of the Club shall not be loaned or removed from the premises, or be put to other use than that for which it was intended, except by authority of the Board of Directors.

Section 3. DAMAGE.

Members must pay for all breakage or damage to Club Property, including golf carts, caused by them, their immediate family members or their guests.

Section 4. PROPERTY RIGHTS.

No member or any other person shall have or acquire any property rights in the property, assets or holdings of the Club, except as provided in the Bylaws.

ARTICLE XI – POSSESSION OF FIREARMS PROHIBITED

This prohibition shall extend to all persons entering the premises including those licensed to carry a concealed handgun or weapon under the authority of the Oklahoma Self Defense Act except for Club security personnel and City, County, State and Federal law enforcement officers.

ARTICLE XII – BULLETIN BOARDS

Club bulletin boards shall be placed in permanent locations in the Clubhouse. Nothing shall be posted on the bulletin boards except by authority of Club Officers, the Board, the Nominating Committee or as specified in these bylaws.

ARTICLE XIII – AMENDMENT OF BYLAWS

These bylaws may be amended by a majority of those Shareholders who cast a vote at either the annual meeting of Shareholders or a special meeting of Shareholders duly called and announced. The procedures for proposing an amendment to the bylaws shall be by petition to the Board by not less than fifty (50) Shareholders in good standing or as proposed by the Board.