

Kirksville Country Club

BYLAWS

**Approved by Membership
1-29-1989**

**Amended by Membership
11-12-2001 & 1-25-2004 & 1-22-2006**

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ARTICLE 1

1.0 NAME

The Name of this Corporation shall be the “Kirksville Country Club, Incorporated” and its principal place of business shall be in Adair County, Missouri, with its post office address at Kirksville, MO. 63501

ARTICLE II

2.00 PURPOSES AND OBJECTIVES

The purposes and objectives of this Corporation are so stated in the original Articles of Agreement, dated, September 21, 1922 and subsequent revision of said article dated July 8, 1946 and July 25, 1967, to wit:

“This association is formed for the purpose of engaging in activities, not for profit, under the direction of the Board of Directors promoting the maintenance and operation of a club organized and operated exclusively for pleasure, recreation and other non-profitable purposes, whereby no part of the net earning of which inures to the benefit of any of its individual members and for such purposes to acquire, maintain, own, sell, lease and operate the necessary properties and equipment incidental and necessary to promotion of such activities and for no other purposes.”

More recently, the Club has expanded these purposes and objectives to include golfing, swimming, social, and other activities.

ARTICLE III

3.00 DIRECTORS

3.10 Composition. The Board of Directors shall consist of twelve (12) qualified members of the organization elected under the provisions of the Bylaws. If the Director term of the Immediate Past President has expired, he/she shall be an additional non-voting member of the Board of Directors as provided in the Bylaws.

3.20 Term of Office and Election. At the Annual Business Meeting of the Organization, eligible voting members are to be placed in nomination and four (4) Directors elected from these nominees each year. Each Director will serve a three (3) year term. No Director shall serve more than two (2) successive elected three (3) year terms

3.30 Vacancies. The Board of Directors will confirm appointments by the President to fill vacancies on the Board for the remainder of the vacant elected term.

3.40 Powers and Duties. The Board of Directors of the Organization shall function in the manner customarily expected and shall be responsible for the management of all the affairs of the Organization not delegated elsewhere by these Bylaws.

- 3.401 Specific Duties. Specific duties of the Board shall include but are not limited to:
- (A) Management of the affairs of the Organization
 - (B) Appointment of Standing and Special Committees and special appointments
 - (C) Selection of employees of the Organization and define duties
 - (D) Management of the finances of the Organization and shall authorize daily financial operation
 - (E) Review reports of the Standing Committees at the regular Board meetings
 - (F) Provide for and supervise all publications of the Organization
 - (G) Review and approve revisions of the Manual of Procedures. The general purpose of this Manual shall be to provide a reference book defining operating procedures and responsibilities of all officials, committees, and employees of the Organization, and all fees established by the Board of Directors are to be included. Copies of this Manual shall be available in the office of the Organization.

- 3.50 Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President and shall perform such duties as assigned by the Board of Directors.
- 3.60 Meetings. The regular meetings of the Board of Directors shall be monthly at such time and place as designated by the President
- 3.601 The President may call special meetings not regularly scheduled.
- 3.602 Quorum. At any meeting of the Board of Directors seven (7) voting members thereof shall constitute a quorum.
- 3.70 Mail or Phone Vote. A mail or phone vote of any urgent matter may be taken of members of Board of Directors or the Executive Committee between meetings of the Board of Directors and/or the Executive Committee. The mail vote must be signed by the members voting. The vote shall be recognized at the next meeting and entered into the minutes.

ARTICLE IV

4.00 Officers

4.10 Enumeration

President
 Vice President
 Secretary
 Treasurer
 Immediate Past President
 Parliamentarian

4.20 Qualifications. Only eligible voting members as described in the Manual of Procedures are eligible to hold office or to serve as a member of the Board of Directors.

4.30 Election. At the first meeting of the Board of Directors following the Annual Business Meeting, the Board of Directors shall elect members of the Board to serve as President, Vice President, Secretary, Treasurer, and Parliamentarian. The immediate Past President will remain on the Board of Directors for one (1) year. If the immediate Past President has a remaining year on his/her term as Director, then the term as Immediate Past President will be as a voting member of the Board of Directors. If the immediate Past President's term as a member of the Board of Directors has expired, then continued involvement with the Board will be non-voting capacity and this position will not be included in the total number of Directors as required by the bylaws.

4.40 Terms of Office. All officers of the Board of Directors shall serve for a period of one (1) year or until a successor has been appointed. In case any officer is unable or unwilling to complete his term of office, a replacement from members of Board will be appointed by the President and approved by the Board of Directors

4.50 Duties of Officers.

4.501 President. The President shall be the presiding officer of the Organization an ex-officio member of all committees except the Board of Directors and Executive Committee of which the President shall serve a Chair Person. The President shall appoint all Standing and Special Committee Chair Persons and special appointments with the approval of the Board of Directors and shall perform such other duties and exercise such other powers as may be determined from time to time by Board of Directors.

In the case of death or resignation of any member of the Board of Directors, the President will appoint a successor, with approval of the Board of Directors, to fill the unexpired term of the Board Member.

In case of death or resignation or inability of any Committee Chair Person to serve, the President shall appoint a successor to fill the unexpired term with Board approval.

The President will assume the responsibilities of registered agent of the Corporation to fulfill all requirements of governmental agencies.

The President will also act as the chief administrative officer and will be responsible for daily operations.

In the absence of the President, or if he/she is unable to act, the duties shall be performed by the Vice President.

4.502 Vice President. The Vice President, in the event of death, resignation, or disability of the President, shall ascend to the office of President until the incumbent returns to the office of President or the original term expires. The ascending Vice President, acting as President for less than a full term, shall be eligible for Presidential election in the following term without regard to the temporary tenure.

4.503 Secretary. The secretary shall be responsible for keeping a permanent record of the proceedings of the Organization, and for the maintenance of a current roster of members of the Organization including addresses, year of election, and classification of membership. The Secretary shall be responsible for working with committees on newsletters and other publications as directed by the Board of Directors. The Secretary shall be responsible to perform all other duties that normally and customarily pertain to the office of secretary and shall provide safekeeping for all records and the Corporate Seal of the Organization. The secretary shall receive and distribute the recommendations of the Nominating Committees not less than thirty (30) days prior to the Annual Business Meeting. The Secretary shall be responsible for processing and filing all documents required of the Organization by various levels of governmental agencies. The Secretary shall maintain the Manual of Procedures by initiating revisions as directed by the Board of Directors. The Secretary shall be an elected member of the Board of Directors and shall be elected by the Board of Directors for a period of one (1) year.

4.60 Multiple Terms. Upon majority vote of the Board of Directors, a Vice President or President may be elected to the same office for one (1) additional year only. Secretary, Treasurer, or Parliamentarian may serve multiple terms.

ARTICLE V

5.00 MEMBERS

5.10 Categories of Membership. The various categories of membership available in this Organization will be determined by the Board of Directors and listed in the Manual of Procedures. The Board will also determine the requirements, privileges, initiation fees, and dues assigned to each membership category and include this information in Manual of Procedures. Any changes in membership categories, the privileges, initiation fees, requirements, or dues, or any numerical limitation on total membership or membership category may take effect only after such change has been published twice in the Club Bulletin.

5.20 Applications for Membership. All applications for membership shall be made on forms prescribed by the Organization, which will specify the category of membership requested.

5.201 All applications must be signed by the applicant and two (2) voting members who recommend the applicant for membership. The form shall be accompanied by the appropriate fee as determined by the Board of Directors. Membership dues and fees as determined by, approved and published categories, schedules and terms are payable upon acceptance of the applicant to membership.

5.202 Processing of Application

(A) After initial processing in the Organization Office, applications shall be reviewed by the Membership Committee.

- (B) Recommendations of the Membership Committee shall be presented to the Board of Directors at its next meeting. No applicant shall be approved if he/she has a debt to the Organization.
- (C) The Board of Directors shall approve or disapprove the submitted applications from the Membership Committee.

5.30 Membership limitations. The Board of Directors may limit the number of Active Memberships or number of memberships in any membership category, which will be noted in the Manual or Procedures. Such limitation will take effect only after the notice of such limitation has been published twice in the Club Bulletin.

ARTICLE VI

6.00 COMMITTEES

6.10 Committees shall be appointed by the President and changed by the Board of Directors as prescribed in the Manual of Procedures and shall consist of Standing Committees and Special Committees.

6.20 Standing Committees and Duties:

6.201 Finance Committee. Submit a written proposal of the following year annual operating budget, annotated by month, to the Board of Directors at their December meeting. Work with other committees and employees to gather necessary information. Analyze club finances and make appropriate written recommendation to the Board.

6.202 Greens and Grounds Committee. This committee will develop an annual operating budget for the category of greens and grounds by working with the committee consultants. Once the budget is developed and approved by the committee, it is to be forwarded to the Finance Committee prior to November 1 for review and action.

The Committee will review any special request for expenditure that develop during the year in their area and which are not covered in the approved annual budget. Recommendations relative to these expenditures will be forwarded to the Board for review and action.

The committee will act on policy recommendations submitted by the consultants to the committee. The committee will recommend greens and grounds policies to the Board for approval. The committee consultants will implement the policies in their appropriated roles as Club employees. These policies will be part of the Manual of Procedures. Submit recommendations to the Board for review and action.

It is not the function of this committee to be involved in the day-to-day maintenance of the golf course or grounds. However, the committee may provide direction in area outside routine maintenance, and examples of such direction include but are not limited to course modifications of a permanent nature (as additions or removal of structure or plants: construction or removal of trees, bunkers, etc.) and nonpermanent course modifications that influence the manner of golf play (as location of rough lines, out-of-bounds lines, location of tee markers, etc.). The committee will work with the Golf Committee as necessary in preparing the course for tournament play, and in other areas where there is functional overlap.

6.203 Building and Pool Committee. Meet regularly to evaluate existing facilities (clubhouse, pool, cart building, grounds, parking, etc.), operations and policies. Submit estimated annual income and expense budget to the Finance Committee by November 1 of each year. Submit recommendations in writing to the Secretary who will distribute them to the Board for review and action.

6.204 Social and Teenage Committee. Plan adult and youth social functions for the year and submit monthly list of such activities to the Publicity Committee for distribution to the membership. Establish an annual budget and submit it to the Finance Committee by November 1. Direct the Club Manager in preparation for social functions. Evaluate social issues of the Club and make recommendations to the Secretary in writing, to be distributed to the Board for review and action.

- 6.205 Golf Committee. Devise a golf calendar and submit it to the Publicity Committee in February for publication. Devise an annual budget to be submitted by November 1. Submit yearly golf rules and regulations to the Board of Directors prior to March 1 for approval, printing, and distribution to the membership. Establish a junior golf program. Direct the Club Pro in setting up men's tournaments. The Club Pro will be responsible for these events. Establish a handicap system. This will also be the responsibility of the Club Pro. Review and revise appropriate policies yearly and submit any changes to the Board for review and action. Recommendations are to be submitted to the Secretary in writing to be distributed to the Board for consideration and final action.
- 6.206 Women's Golf Association. The Women's Golf Association holds an organizational meeting annually to elect officers, plan their year's activities, and develop their rules, within the framework of the Club Bylaws, and Manual of Procedures. Establish an annual budget and submit it to the Finance Committee by November 1. Recommendations are to be submitted to the Secretary in writing to be distributed to the Board for consideration and final action.
- 6.207 Membership Committee. Devise a "welcome new member" program. Establish programs to gain new members. Obtain a list of potential members and make appropriate contacts. Review new applications for membership and make recommendations to the Board. All applicants must be debt free to the Club. Establish an annual budget and submit it to the Finance Committee by November 1. Recommendations are to be submitted in writing to the Secretary for distribution to the Board for review and action.
- 6.208 Newsletter and Publicity Committee. Gather appropriate material for a monthly newsletter. Design a newsletter to reflect activities of the Club. Distribute the Newsletter on the last week of each month listing events for the upcoming month. Publicize Club functions in local media at the discretion of the Committee. Submit an annual budget to the Finance Committee prior to November 1. Recommendations to the Board are to be submitted in writing to the Secretary.
- 6.209 Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President, or in the case the Immediate Past President is unable to serve, a voting member appointed by the President and shall additionally include two (2) voting members appointed by the President. The committee will select four (4) or more qualified nominees for candidacy to the Board of Directors who have indicated their willingness to serve a three (3) year term on the Board. The list of nominees is to be submitted in writing to the secretary and is to be published in the Club Bulletin at least thirty (30) days prior to the Annual Business Meeting.
- 6.210 Long-Range Planning Committee. Research the options available to the Club relative to our changing circumstances. Document in writing each option for presentation to the general membership, listing the approximate cost of each option. Recommend possible options in order of apparent desirability and submit this list to the Board by December 1. Recommendations are to be submitted in writing to the Secretary for distribution.
- 6.211 Revisions Committee. Review and appraise present Bylaws. Update and revise them to present needs. Make recommendations to the Board by October Board Meeting. Submit the final draft to the Secretary to be distributed to the Board for review and action.
- 6.30 Additional Committee. Standing Committees may be established from time to time by the Board of Directors, as required for the furtherance of the programs of the Club. A Standing Committee shall continue in existence until such time as it is terminated by action of the Board of Directors. The job descriptions of these committees are to be included in the Manual of Procedures.
- 6.40 Special Committees. The Special Committees may be established from time to time by the Board of Directors to carry out specific tasks assigned by the Board, provided they are not in direct conflict or duplication function of existing committees.
- 6.50 A Special Committee shall cease to exist once it has completed its task and submitted its written report to the Secretary, unless the Board of Directors determines otherwise.

ARTICLE VII

7.00 MEMBERSHIP FEES, DUES AND ASSESSMENTS

7.10 Defined

- 7.101 All members shall subscribe to the Bylaws at the time of their election to membership and are liable for such initiation fees, dues, and assessments as prescribed by the Board of Directors. Dues fees, and assessments will be approved annually, recorded in the Manual of Procedures, and any changes published in the Club Bulletin.
- 7.102 The annual dues of all members are due and payable on January 1 of each year. A penalty to be established by the Board will accrue each month (or portion thereof on all accounts, which are not paid in full by February 1. If the dues and accrued penalties are not paid in full prior to May 1, the name of the delinquent members will be removed from the membership roll, all privileges of membership will be denied and the member will be notified in writing of such action. Such Member may regain membership in the Organization only after satisfying all debts owed the Organization and reapplying as a new member, including payment of the initiation fee.
- 7.103 Members who prefer to pay their dues in installments must notify the Secretary or Manager at the time payment is due as prescribed in 7.102. Installment schedules and carrying charges are established annually by the Board and as published in the Manual of Procedures. If dues payment and charges are not paid in full within thirty (30) days of the due date, the member will be considered delinquent and subject to termination by the Board of Directors. Reinstatement can only be achieved by satisfying the provisions of 7.102.
- 7.104 New members joining after the first of the year will pay dues on a declining schedule basis as established by the Board of Directors.
- 7.105 The Board of Directors may levy such assessments when and as may be necessary. A majority vote of the entire Board of Directors shall be required to validate a special assessment.
- 7.106 Failure to pay such assessments shall incur the same penalty as failure to pay dues. Those members dropped from membership for non-payment of fees during the fiscal year in which an assessment is levied shall be required to pay the assessment prior to reinstatement.
- 7.107 Dues will be refunded on a prorated basis at the discretion of the Board on an individual basis for the year if a member is terminated for cause or because of resignation.

7.20 Remission of Dues. Upon recommendation of the Secretary, Treasurer, and Membership Committee, the Board of Directors may approve a reduction in dues on account of hardship. Such requests may be submitted in writing to the Secretary and shall be considered on an individual basis.

7.30 Disciplinary Action. The membership of any member of the Organization who violates established policies of the Organization may be revoked, suspended or placed on probation by the Board of Directors acting according to the procedures in the Bylaws and other documents which may be approved for that purpose.

7.40 Membership Certificates

- 7.401 There is hereby established two classes of membership (for all categories) to be known as follows:
 - A. Full Membership – Equity; and
 - B. Full Membership – Non-EquityFor which membership certificates shall be issued as provided herein.
- 7.402 Existing members who are the holder of old membership certificates for which they paid three hundred fifty dollars (\$350) and which said certificate contained a redemption clause entitling the holder to redeem such certificate for the sum of two hundred ten dollars (\$210) upon the resignation or death of the holder, shall surrender said certificates, and in return therefore, shall receive in lieu thereof, a new “Full Membership-Equity” membership certificate, together with a redemption fee of sixty dollars (\$60.00).
- 7.403 All other existing members shall be deemed to be “Full Membership-Non Equity” class members, and shall receive Full Membership - Non-Equity membership certificates. Provided, however, that the holders of such membership may convert such membership to the class of Full Membership-

Equity, upon the payment to the Club a one-time equity fee in the amount of One Hundred Fifty Dollars (\$150), in which event, a Full Membership-Equity membership certificate shall be issued to the holder of said membership.

- 7.404 Persons seeking to become new members hereafter, shall have the option of obtaining a Full Membership-Non Equity membership certificate upon the payment of all required initiation fees and dues, or of obtaining a Full Membership-Equity membership certificate upon the additional payment of a one-time equity fee in the amount of one hundred fifty dollars (\$150).
- 7.405 Upon the resignation or death of the holder(s) of a Full Membership-Equity membership certificate, the Club shall redeem said membership certificate by payment of the sum of one hundred fifty dollars (\$150) to the holder(s) or the legal representative thereof, as the case may be. Any financial obligations due the Club from the resigned or deceased holder(s) shall be deducted from the payment of said redemption fee.
- 7.406 The provisions contained herein are intended only to distinguish between members holding an equity interest, with the right to redeem said equity interest as provided herein, and members holding a non-equity interest, with no redemption rights, and shall not affect the voting rights of any members, regardless of the class of membership, to which they are otherwise entitled.

ARTICLE VIII

8.00 MEETINGS

- 8.10 Annual Meeting. The Organization shall hold at least one (1) business meeting in January of each calendar year at such time and place as the Board of Directors may designate. This is known as the Annual Business Meeting.
- 8.20 Special Meetings. Special meetings of the general membership may be called by the President or upon written request to the Secretary by five (5) or more voting members of the Organization. The Secretary shall notify each voting member of the time, place and purpose of the meeting. The notice shall be sent not more than thirty (30) days or less than fifteen (15) days prior to the proposed meeting. Only the subjects in the notice may be acted upon at such meetings. A quorum at a special meeting shall be one-third (1/3) of the voting members. In order to approve any action at a special meeting there must be at least a two-thirds (2/3) vote of the voting members present at the special meeting.
- 8.30** Quorum. One-third (1/3) voting members of the Organization shall constitute a quorum at any meeting of the Organization which is not a special meeting convened in accordance with Section 8.20 herein. In order to approve any action at a meeting of the organization. If no quorum is present, business may be transacted by the Board of Directors.
- 8.40 Eligibility. Only eligible voting members as defined in the Manual of Procedures may vote at the annual or special sessions of the Organization.

ARTICLE IX

9.00 ELECTIONS

- 9.10 Annual Elections. Election of members to the Board of Directors of the Organization shall be conducted at the Annual Business Meeting.
- 9.20 Eligibility. All members in good standing may attend and have a voice in the annual or special sessions of the Organization. Only eligible voting members as defined in the Manual or Procedures may hold office or serve on the Board of Directors.

- 9.30 Procedure. The Nominating Committee shall present nominations at the Annual Business Meeting for four (4) qualified members to be elected to the Board of Directors, each for a term of three (3) years.
Further nominations shall be made from the floor immediately preceding the balloting.
All elections shall be conducted by secret ballot provided by the Secretary unless the number of nominees is less than or equal to the open positions, in which event, the President may authorize the Secretary to cast, upon motion, a unanimous ballot for the nominees.
In the event that more four (4) nominees have been nominated, then the four (4) nominees receiving the most votes shall be declared to be elected.
In the event that the number of nominees is less than the open elected positions, the President with approval of the Board of Directors, shall appoint eligible members to the open positions.

ARTICLE X

10.00 GENERAL VOTING PRIVILEGES

- 10.10 Voting Privileges. Voting privileges in this Corporation are hereby restricted to voting members as defined in the Manual or Procedures.
- 10.20 Vote Defined. At any meeting of the members of this Corporation, each voting membership in good standing shall be entitled to cast the number of votes as stated in Manual or Procedures.
- 10.30 Proxy Votes. No proxy votes are allowed, except the spouse of a voting membership may exercise voting privilege of the membership.
- 10.40 Mailed Ballot. The Board of Directors may direct that a mailed ballot vote be held instead of special meeting. Ballots will be mailed to each voting member in good standing, allowing at least ten (10) days for delivery and return of ballots before counting. Receipt of thirty (30) or more acceptable ballots will constitute a quorum.

ARTICLE XI

11.00 CORPORATE DEBTS

- 11.10 The private property of the members of this Corporation shall not be liable for, but shall be exempt from, corporate debts, and the members shall not be liable for the debts of the Corporation, nor will the members own the assets.

ARTICLE XII

12.00 ADOPTION OF AMENDMENT OF BYLAWS

- 12.10 New Bylaws may be adopted or the present Bylaws amended by a two-thirds (2/3) majority vote of those voting members present at any regular or special meeting of the members of the Club, providing at least one-third (1/3) are present. Proposed changes will be mailed to each voting member in good standing at his last known address at least ten (10) days prior to such meeting. Copies of the new or amended Bylaws shall be mailed to each voting member after adoption.

ARTICLE XIII

13.00 PROTECTIVE CLAUSE

- 13.10 If any provisions of the Constitution or Bylaws shall be determined as invalid or void for any reason, such determination shall not affect the validity of any other provision of the Constitution or Bylaws.