

# BY LAWS

## OLD PIKE COUNTRY CLUB INC

### ARTICLE I

#### PURPOSE

The purposes for which this corporation (hereinafter called the " Corporation" is organized and will operate are exclusively social, cultural, and recreational within the meaning of Section 355.025 of Chapter 355 of the Revised Statutes of Missouri and in accordance with the provisions of Section 501(c)(7) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue law) the "Internal Revenue Code" and without limiting the generality of the foregoing the purposes for which this corporation is formed include the following:

1. Operating and maintaining a swimming pool, bathrooms, locker rooms, clubhouse, disc golf course, tennis courts, and associate grounds for the benefit of its members as well as promoting social interaction, exercise, sports and recreation, and to do and transact all business properly connected with or incidental to any or all of the foregoing objects and purposes.
2. Promote fellowship and extended acquaintance among its members by means of social gatherings, through various forms of entertainment and fundraising.
3. To make available to the general public the facilities of the club for rental and use by the public in accordance with rules and regulations established by the club.
4. To purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of property, real and personal, and to make contracts, purchase, mortgage or lease and hold all real and personal property necessary to carrying out these purposes.
5. The doing and performing of any other things necessary or incidental to any of the foregoing; and for the purposes, both general and specific, the corporation shall receive and administer funds, and take and hold by bequest , devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will promote the purposes of the corporation without limitation, except such limitations, if any, as many be contained by the instrument under which such property is received, the Articles of Incorporation or the By-laws of the Corporation, or any laws applicable thereto, provided, however, that no part of the net earnings of the corporation shall inure to the benefit of any private individual, and provided further that no substantial part of its activities shall involve the carrying on of propaganda, or otherwise attempt to influence legislation.

### ARTICLE II

#### OFFICE

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office.

**ARTICLE III**  
**MEMBERS**

Section 1. Members

The Members of this corporation shall be those and only those who appear on the books of the corporation as members in good standing.

Section 2. Annual Meeting

The regular annual meeting of the members of the corporation shall be held in February of each year at the registered office of the corporation, or at such other place as may be designated by the Board of Directors.

Section 3. Special Meetings

Special meetings of members may be held at any time and place upon call by the President, or pursuant to a resolution of the Board of Directors, or by the holders of not less than one-fifth of all members in good standing entitled to vote at such time.

Section 4 Notice of Meetings

Notice shall be given to each member stating the place, day and hour of meeting, and in case of special meetings, the purpose or purposes for which the meeting is called. Such notice shall be delivered or given not less than seven days before the meeting by posting on social media and/or a dedicated website, or by sending personal email, postal mail or other commonly accepted means of communication.

Section 5. Quorum

At any regular or special meeting of members, a majority of the members in good standing are entitled to vote at any meeting represented in person or by proxy shall constitute a quorum

Section 6. Proxies

The memberships of said corporation may be represented by proxy and may be voted by either electronic ballot, in person or by duly authorized proxy in writing executed by a member of record.

Section 7. Voting

At all meetings, questions coming before the same shall be determined by a majority of the voting members present in person, by proxy or electronic ballot. Each member, or their proxy, shall be entitled to one vote. Parties who hold a membership jointly shall be deemed one member.

Section 8. Presiding Officers

All meetings of the members of the corporation shall be presided over by the President, or in their absence, the Vice-President, and the minutes of such meetings shall be recorded by the Secretary, and the proceedings of such meetings shall be voted upon by the Board.

**ARTICLE IV**  
**DIRECTORS**

Section 1. Directors

The business, property and affairs of the corporation shall be under the management and control of its Board of Directors.

## Section 2. Composition

The Board of Directors shall consist of a maximum of twelve (12) members. The number of Directors may be decreased at any time and from time to time to a number not less than five (5) by the adoption of a resolution of the Board of Directors as determined by a majority of the Directors in office. Directors shall be elected at the annual meeting of the members and shall hold office for a term of three (3) years commencing with the membership meeting at which they are elected and expiring at the election of Directors during the annual membership meeting three (3) years hence.

## Section 3. Vacancies

Whenever a vacancy shall occur in the Board of Directors by death, resignation, removal, or otherwise, the same may be filled by the Board of Directors at a subsequent Board of Directors' meeting with an election of a member of the Corporation to fill such vacancy. for the unexpired portion of the term unless that Board of Directors adopts a resolution to decrease the number of Directors at that time. A Director may resign at any time by delivering written notice to the President or Secretary of the Board, at which time the resignation shall be effective unless the notice specifies a later date. A Director, upon recommendation of the Executive Committee to the Board of Directors, may be removed without cause by the vote of two-thirds of the Board of Directors present at the next Board meeting wherein a quorum is present.

## Section 4. Qualifications

Prior to election, all Directors must be members in good standing for a minimum of two and a half years of the Corporation as defined in Article VI Section 1 of the Bylaws of the corporation. In the event a Director ceases to be a member in good standing that Director shall cease to be a Director upon recommendation of the Executive Committee to the Board of Directors and a vote of two thirds of the Directors present at the next Board meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. Each Director present shall be entitled to one vote upon each matter submitted to a vote at any such meeting. If a quorum exists when a vote is taken an act passes with majority affirmation. In the case of a tie the Presiding Officer shall cast the deciding vote.

## Section 6. Place of Meeting

All meetings of the Board of Directors shall be held at the Old Pike Clubhouse or at such other places as determined by the Board of Directors.

## Section 7. Meetings and Notice of Meetings

An annual meeting of Directors shall be held at the time and place of the annual meeting of members of the Corporation, and no other or further notice of such annual meeting of the Board of Directors shall be required. Regular meetings of the Board of Directors shall be held at such stated intervals and such stated times and at such place as may be, from time to time, fixed by the Board of Directors. Notice shall be published on social media and/or dedicated website or other commonly accepted means of posting not less than three (3) days prior to any regular meeting of the Board, and open to the membership of the Corporation. Special meetings of the Board of Directors may be called by a majority vote of the Executive Committee, and held at a time and place most convenient to the majority of the Board of Directors. Directors will be notified by email, postal mail or any other commonly accepted means of

communication of any and all meetings of the Board, regular and special, not less than three days prior to the specifying the time, place and general purpose of such meeting. Any Director may waive notice of any meeting and attendance of a Director at any meeting, regular or special, shall constitute a waiver of any notice which might otherwise be required by law or by the By-Laws, except only where a Director attends for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In the absence of fraud or mistake, a recital of attendance in the minutes of any meeting of the Board of Directors shall be conclusive evidence of the attendance of those stated to have attended and of a waiver of notice by them.

#### Section 8. Election of Officers

The Board of Directors shall at each annual meeting elect from their number the Officers of the Board, which are a President, a Vice-President, a Secretary, and a Treasurer. The officers of the Board of Directors elected shall be the Executive Committee of the Board.

#### Section 9. Executive Committee of the Board

Officers of the Board of Directors shall constitute an Executive Committee of the Board of Directors to transact routine business of the Corporation between Board meetings, to call for special meetings of the Board of Directors, and to recommend any Executive Committee actions to the full Board of Directors. A recommendation by the Executive Committee must be affirmed by a majority of the Committee and subjected to a vote by the Board of Directors before becoming an act of the Board. In the interim between Board meetings a vote may be taken by email.

#### Section 10. Vote

Questions requiring a vote coming before the Board of Directors shall be determined by a majority of the Directors voting at a regular or special Board meeting at which a quorum exists or by a majority of Directors voting by email between meetings of the Board of Directors.

#### Section 11. Presiding Officers

All meetings of the Directors of the corporation shall be presided over by the President, or in their absence, by the Vice-President, and the minutes of such meeting shall be recorded by the Secretary, and the proceedings of such meetings shall be approved by the Board of Directors.

#### Section 12. Board Attendance

Any Director who is absent from three consecutive meetings of the Board of Directors without reasonably excused or who is absent from a total of five meetings of the Board of Directors during any calendar year may be deemed to have resigned unless otherwise voted upon by a majority of the Board of Directors.

#### Section 13. Duties and Responsibilities

The duties of the Directors shall be stated in writing and reviewed annually by the Executive Committee for approval by the Board of Directors at the annual meeting. The Secretary of the Board shall request all Directors sign and date a copy of said duties and will maintain the written and signed records.

**ARTICLE V**  
**DUTIES AND POWERS OF OFFICERS**

Section 1. Duties of the President

The President shall have general control of the business and affairs of the corporation, subject to the authority and supervision of the Board of Directors. The President shall be the purchasing agent of the corporation, shall preside at all meetings of the Board of Directors, shall have authority to execute and carry out all orders and resolutions of the members and Board of Directors, execute all contracts, obligations and agreements for and on behalf of the corporation, sign and execute all certificates of stock, conveyances of real estate or interests in real estate and leases, and any and all other instruments in writing requiring a signature, shall perform such other duties as may be required of the President from time to time by the Board of Directors, shall have power to delegate to the other officers, agents and servants of the corporation such of the powers herein conferred upon the President as the business of the corporation may require, shall submit a report of the operations of the corporation for each fiscal year to the Board of Directors, and shall perform such other duties and exercise such other power, authority and privileges as are usually performed or exercised by presidents of corporations.

Section 2. Vice President

The Vice President shall be the assistant General Manager and assistant Chief Executive officer of the corporation and shall be vested with all powers, authority and privileges and perform all of the duties of the President in the absence of the President and as shall be most convenient and as will expedite the business of the corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Treasurer

The Treasurer shall have the custody of the funds and securities of the corporation and shall keep a full and accurate account of the receipts and disbursements of the corporation in the books belonging to the corporation. They shall deposit all moneys and other valuable effects in the name of the corporation to the credit of the corporation in such depositories as may be designated by the Board of Directors. They shall make proper vouchers for all disbursements and shall render to the Board of Directors, President, or Vice President, whenever they may require it, an account of all of their transactions as Treasurer of the corporation, together with a report of the finances of the corporation as of the date of said request or at the close of the fiscal year. They shall perform all other duties which the Board of Directors, President, or Vice President, from time to time, may prescribe or require, and other duties usually required of treasurers of corporations.

Section 4. Secretary

The Secretary shall attend all meetings of the members and of the Board of Directors and shall act as clerk or secretary thereof, keeping minutes of their proceedings and meetings in one or more books to be kept for that purpose, shall give proper notice of the meetings of members and of the Board of Directors when required, shall attest all instruments requiring the same and authorized to be executed on behalf of the corporation, shall issue all memberships as well as maintain current contact information for all members, shall have the custody of all the books, papers and records and documents of the corporation and shall have authority to appoint an assistant secretary to assist in the performance of said duties, shall perform all other duties usually required of secretaries of corporations or as may be prescribed by the Board of Directors, President or Vice President.

#### Section 5. Duties of Officers May Be Delegated

In case of the absence or disability of any of the officers of the corporation, or for any other reason deemed sufficient by the Board of Directors, the Board of Directors may delegate the power or duties attaching to any office of the corporation to any other officer of the corporation for the time being.

### **ARTICLE VI** **COMMITTEES**

#### Section 1. Committees

Committees of the Board of Directors are intended to support the internal needs of the organization. The Standing Committees are in service to maintain an internally strong organization. The creation of any Committee of the Board of Directors and appointment of members can occur at any time to support the ongoing and changing needs of Old Pike Country Club. Committees shall meet on an as-needed basis and make recommendations for the Board of Directors to consider.

### **ARTICLE VII** **MEMBERSHIPS**

#### Section 1. Membership.

Three levels of membership, single, vested/couple, and family.

- A. Single membership - A single person over the age of 16.
- B. Couple membership - two persons married, engaged, or otherwise romantically paired.
- C. Vested membership – A member in good standing for 10 years and all children have graduated high school.
- D. Family membership – Members of a nuclear family in the same household. Children are considered members of the family aged 22 and under.

#### Section 2. Disc Golf Membership

Disc Golf Member allows you access to our 18 Hole Disc Golf Course only. This membership does not allow access to any of Old Pike's other amenities including the Pool, Tennis Courts, Club House, Social Events and Discounts on Summer Athletics or Facility Rentals.

### **ARTICLE VIII** **AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the consent of the majority vote of members of the corporation at any regular or special meeting of the members provided that due notice of such meeting shall have been furnished to or waived by all members and that such notice or waiver thereof shall have included a statement that one of the purposes of such meeting was to consider such alteration, amendment or repeal.

### **ARTICLE IX** **MISCELLANEOUS**

#### Section 1. Fiscal Year.

The fiscal business year of the corporation shall begin on the 1st day of January and end on the 31st day of December each year.

Section 2. Depositories.

The Board of Directors shall designate and select such banks or trust companies as depositories of all funds, checks, drafts, cash and other bankable assets of the corporation as they see fit, and all funds, checks, drafts, cash and other bankable assets of the corporation shall be deposited in said banks and trust companies to be withdrawn from such depositories by check only, said check or checks to be signed as the Board of Directors shall, from time to time, provide.

**ARTICLE X**  
**DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in the manner and to the extent which in the sole discretion of the Board of Directors is determined to be in the best interest of the members. All of the proceeds remaining from the sale of the assets, after deduction for all expenses in conjunction of the sale and payment of all liabilities, shall be distributed equally to all Class A and Class B memberships in good standing of the date of dissolution.