**OCC Bylaws**

**Part II proposed revisions**

**5/24/2025**

General edits: Dropped "of Directors" language from Board

Art 12 - Board of Directors

12.1 Deleted 4 ex-officio members

Old §2 - removed requirement for certain positions to come from specific membership classes. Want to give flexibility to appoint any member.

12.2 Removed mention of ex-officio board members

12.3 Removed mention of ex-officio board members

12.4 Moved “No Compensation” provision from the “Powers of the Board” section to this provision. Eliminates mention of Auditor as unnecessary. Allows Directors and Committee Chair to be compensated for services non-office related services rendered to the club.

12.5 no change

12.6 Removed references to ex-officio members.

12.6 Powers of the Board – adds allowance for members to overrule decision of the board.

(a) removed power to remove officers, added power to remove advisors

Old (§7b) moved to new 12.4

(b) [old (§7c)] no change

(c) [old (§7d)] dropped superfluous language

(d) [old (§7e)] updated language

(e) [old(§7f)] no change

(f) [old (§7g)] Updated amount to $1,000,000 from $250,000.

Old(§7h) removed as unnecessary

(g) [old (§7i)] no change except update reference

(h) [(old (§7j)] no change

(i) [old (§7k)] removed unnecessary language – no substantive change

Old (§7l) removed automatic creation of Executive Committee; may be established as ad hoc committee.

(j) Added provision allowing Board to have final say over interpretation issues. Also added gender neutral language.

12.7 [old (§8)] no change

12.8 [old(§9)] Meetings - changed notice by dropping details of how notice delivered

12.9 Added method for voting without holding a meeting

12.10 Added method for electronic participation

12.11 [old (§10)] changed delivery option

12.12 added provision to allow removal of director(s) by membership

12.13 [old (§11)] update language - not a substantive change

Article 13 - Elections of Directors

13.1 changed number of minimum candidates to 3 from 6

13.2 updated how nomination list should be distributed

13.3 no change

13.4 eliminated requirement for each electronic ballot to be deposited into ballot box

13.5 - language update - not a substantive change

13.6 updated language to for provide for paper ballots, not electronic

13.7 updated language to attribute treatment of ballots covers paper ballots, not electronic

13.8 updated to handle electronic ballots

13.9 no change

Article 14 – Officers

14.1 Opened up appointment from all membership to Secretary and Treasurer

14.2 – 14.8 no changes

Article 15 – Committees

15.1 moved substance of old §4 regarding Duties and Powers to this section, updated language. Also, moved language from old §3 to allow Board to establish other committees.

15.2 retained eight standing committees, named Principal Committees in old §1, with same appointment procedures.

15.2(a) Membership - changed language to allow for minimum of 6 members, not fixed at 6; updated language but no other substantive changes

15.2(b) Budget and Finance – no substantive change

15.2(c) Structures and Improvement – opened appointment of chair to all members; dropped requirement chair not become member of board.

15.2(d) Employee Compensation and Benefits - opened appointment of chair to all members. Retained inability of the chair to be member of Board.

15.2(e) Long Range Planning – add vice-chairs of House, Golf and Grounds as non-voting members

15.2(f) House – no change

15.2(g) Golf – no change

15.2(h) Grounds – no change

Old §2 – removed executive committee – may be established as ad hoc committee; also removed Nominating as this is established by other provisions in the bylaws.

Article 16 - Membership Meetings

16.1 no change

16.2 no change

16.3 reworded – no substantive change

16.4 no change

16.5 no change

16.6 reworded – no substantive change

16.7 no change

16.8 no change

16.9 no substantive changes – only formatting

Article 17 - Sale, Mortgage, etc. of Real Property

17.1 moved approval process to 17.2

17.2 added the necessity to call for special meeting. Also, added for allowance for vote of all voting membership with approval by majority of returned ballots.

Article 18 – Prohibited Activities

18.1 No change

18.2 opted not to propose any changes to gratuity provisions

Article 19 – Notices

19.1 no change

19.2 updated for email; dropped preferred method language

19.3 language change to allow for electronic delivery of notices

Article 20 - Liquidation

20.1 - "Distribution" - dropped certificates language as these will be debts

Article 21 - Amendments

21.1 dropped unncessary language

21.1(a) no change

21.2 (b) changed so vote does not require mailing

21.3 allows board to correct for nonsubstantive errors

21.4 allows board to update to comply with law