**OCC Bylaws Committee Report**

**July 2025**

For the following, please see latest revision of bylaws “(v250715). The numbers in parenthesis reflect corresponding provisions in the current bylaws. The other numbers reflect the renumbering of articles and sections.

Following are the changes made by the Board to the bylaws proposal up to the July Board meeting.

1. §10.7 (formerly 12.7) Powers of the board:

(b) compensation provision for board members

Committee proposal:

"To allow reasonable allowances for the president to attend club events beneficial to their office."

Some on the board were concerned regarding lack of clarity of the word "reasonable." Consequently, the committee suggested the following:

"To allow reasonable allowances for the president to attend club events beneficial to their office, **not to exceed $500**."

2. §10.7(formerly 12.7) Powers of the board, (g) the requirement for membership approval for some building projects.

The board asked our committee to decide if we want to recommend removing the application of this provision to the golf course.

**The committee discussed and unanimously agreed to recommend NOT removing the golf course language from the provision.**

3. §10.7(formerly 12.7) Powers of the board, [Removed from current proposal] (12.7(h) Credit Facility membership pre-authorization.

Board recommendation:

“To establish prudent financial guidelines and cash management policy for the Club, and to negotiate a credit facility with a reputable financial institution or institutions to allow borrowing for capital replacements and expenditures and operating needs.”

Removed the underlined portions of the current bylaws:

“To establish prudent financial guidelines and cash management policy for the Club, and to negotiate a credit facility with a reputable financial institution or institutions to allow borrowing for capital replacements and expenditures and operating needs, provided that any credit facilities exceeding an aggregate One Hundred and Fifty Thousand Dollars ($150,000) shall be first approved by the voting membership. Included in the definition of credit facilities are lines of credit, term loans, overdraft facilities, equipment leases, and other similar obligations.”

4. §10.7(formerly 12.7) Powers of the board, (i) sanction of members

Committee proposed:

“To censure, suspend, or expel any Member as provided herein.”

Board changed it to reflect original language:

“To censure, suspend, request and enforce the resignation of or to expel any member who shall be found guilty of any offense of the character mentioned in Article IX of these By-Laws and to drop from membership or expel any member for non-payment of any indebtedness to the Club as covered by Article X; and to suspend or withdraw the privileges of the Club from any privileged person admitted thereto under Articles XI of these By-Laws, for like cause.”

5. § (12) 10.12 Removal of a Director by Board.

Committee proposed:

“ Removal of a Director by Membership. The members may remove one or more directors elected by them without cause. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. The entire board may be removed pursuant to this section.”

Board modification:

“Any director may be removed from the Board, for cause, and after a hearing, by a vote of two-thirds of the remaining members of the Board present at a meeting called for that purpose, provided that no such action shall be valid unless written notice of such proposed action shall have been sent to each director, at their established point of contact at least 48 hours before such meeting.”

6. § (13) 11.1 Nominating Committee

Board changed the minimum number of candidates from three to four as follows:

"names of candidates..., but not less than four (4) candidates.

7. § (16) 14.1 Annual Meetings

Committee proposal remained silent on who could attend membership meetings. The board added the following:

"Only voting members and guests invited by the board may attend.”

8. §4.2 Super Senior Membership

Changed the proposal from the previous elimination of the Super Senior vote with the grant of Regular Membership privileges, to a grandfathering of Super Seniors as of January 1, 2026.

The following comprises the operative change of the section:

“All members of the Super Senior Class as of January 1, 2026, but not after, shall have the basic rights and privileges of regular members, including voting rights, except that the golfing privileges of super senior members may be limited as determined by the Board of Directors.”

Previous proposal:

“The Board may establish a Super Senior category of membership to Members who, with the exception of the right to vote and being members of the corporation, shall have all the rights and privileges of Regular Members.”