**OCC Bylaws Revision Proposal**

**Noteworthy changes from current bylaws**

**Article I Name, Address and Seal**

- no substantive changes

**Article II Membership**

- Members hold only the rights and privileges of the class they belong to

- Regular Membership is stated as premier class of membership

- Intermediates automatically transfer to Regular

- Regular member cap language reworked; unlikely to be impactful

**Article III Rights and Privileges of Members and Limitations to Regular and Social Members moved around, incorporated into Proposed Article III Regular Membership & Proposed Article IV Other Members**

- Age Intermediates transfer to Regular not set on bylaws but determined by Board

- Regulars are established by bylaws; Intermediates established by implication; and Super Seniors class establishment optional (matches current bylaws)

- Super Senior rights and privileges established by Board; retain current formula to join

- Members transferring to Super Senior Jan. 1. 2026 and after, give up right to vote.

- Only Regulars have right to vote except as Super Seniors as of Jan. 1, 2026.

**Article V Transferable Certificates [Removed]**

- Transferable Certificate provision mostly removed.

- Super Senior transfers would no longer be required to give up certificate upon class transfer.

**Article VII Transfer of Members from One Class to Another and Transfer to Non-Residency Status**

**Proposed Article V Transfer of Members From One Class to Another**

- Provides option to Board how to set initiation fee requirement for transferring Intermediates into Regular membership.

- Clarify some issues with Non-Resident status.

**Article VIII Admission to Membership**

- Provides more flexibility to Board for setting requirements for Admissions to Membership

- Retains, unchanged, ability of members to offer objection to such potential admissions

- Requires submission of acceptable portrait before membership admission process complete

**Article IX Resignation and Member Discipline**

- Board members potentially subject to disciplinary action shall not participate in any discussion or decision by Board regarding such action

**Article X Dues, Fees, Assessments and Charges**

- no substantive changes

**Article XI Extension of Club Privileges to Family Members and Guests**

- no substantive changes

**Significant changes to Part II of OCC Bylaws**

**Article XII Board of Directors**

- eliminated ex officio positions on the board of directors. Those positions will become senior advisors and only elected board members will be directors.

- no compensation for board members except President may be reimbursed for preapproved club expenses up to $500 annually.

- allows membership to overrule decision of the board by 2/3 vote.

- eliminated requirement to seek membership approval for credit facility

- allows board to interpret bylaws

- eliminates automatic creation of executive committee

- updates notice requirements to allow for electronic communication rather than mailing

**Article XIII Election of Directors**

- allows board to set number of candidates, though minimum of four, to be nominated by the nominating committee

- updates requirement for membership notification of list of candidates

- updates process of how electronic votes are collected and counted

**Article XIV Officers**

- no substantive major changes

**Article XV Committees**

- changed to organization of the article

- changed numerical allowance of the membership committee from 6 to a minimum of 6.

- no restrictions on appointment of membership, ie may come from any membership class

- Structures Committee chair may sit on Board

**Article XVI Membership Meetings**

- no substantive major changes

**Article XVII Sale, Mortgage, etc. of Real Property**

- clarified the approval process, did not change spirit of current bylaws

**Article XVIII Prohibited Activities**

- no substantive changes

- includes no change to gratuity policy

**Article XIX Notices**

- allow club to use email instead of mailings (if waived by member)

**Article XX Liquidation**

- no substantive changes

- eliminated all references to certificate holders

**Article XXI Amendments**

- added provision to update bylaws by Board (with notification of membership) in the following cases:

 \* small errors such as grammar which do not affect the substance of any provision

 \* to comply with changes in the law