

AD HOC BY LAWS COMMITTEE

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I. GOLFING PRIVILEGES

A. COMMITTEE SUMMARY

1. A majority of the Ad Hoc By-Laws committee members recommend an amendment to clarify the golfing privileges for spouses, children and grandchildren of a member.
2. The proposed amendment will terminate the Junior Legacy Program for social and recreational members in its current form. A majority of the committee recommends all current grandchildren, social and recreational participants be "grandfathered."
3. The amendment specifically expands the definition of children to include grandchildren to conform to current practice of allowing grandchildren to become Junior Legacy members. It authorizes the Board to continue the Junior Membership and any other such category and to allow golfing privileges even if they are contrary to the By-Laws, provided that membership approval is obtained. Only a majority vote is required for such approval.

B. AMENDMENT LANGUAGE

ARTICLE XI

EXTENSION OF CLUB PRIVILEGES TO FAMILY MEMBERS AND GUESTS

Section 1. Spouse and Eligible Children

"The spouse and/or eligible children of a member shall be entitled to the privileges of the Club without payment of dues. If the member is eligible for golf privileges, the member's spouse and/or eligible children shall be eligible for limited golf privileges as determined by the Board of Directors without payment of green fees. Eligible children shall mean ~~a child of a member's children or grandchildren~~, who is/are under age 23, dependent, unmarried, and living at home. ~~Under no circumstances are a member's spouse and/or eligible children allowed any type of golf privileges that are greater than the member's golf privileges, except as may be determined by the Board of Directors and approved by a majority vote of the voting members that vote.~~ The member shall be responsible for all indebtedness to the Club incurred by such privileged persons. "

II. GRATUITIES

A. COMMITTEE SUMMARY

1. Any amendment to Gratuities or as often referenced "Tipping" was originally viewed by most of the Ad Hoc Committee members as necessary in hiring and retaining OCC employees and giving the Board of Directors and management the tools to effectively operate the Club. Accordingly the Committee asked management to confirm those assumptions. As presented it turns out that 2-3 years previously management due to budgetary restraints was struggling to find and keep staff in the food and beverage department. More recently due to significant increases in hourly wages the Club has become competitive with other clubs and restaurant establishments. Additionally management felt given the ongoing renovation keeping where possible the status quo on how members are charged for F&B use was a priority.

2. The one exception would be for the Club to allow tipping for employees acting as valets.

B. AMENDMENT LANGUAGE

Section 18.2 Gratuities

"No member or other person admitted to the privilege of the Club shall, under any pretense whatsoever, give to any employee of the Club any gratuity in any form. **The one exception shall allow members to give gratuities to Club employees performing valet services.**"

III. INTERMEDIATE

A. COMMITTEE SUMMARY Tabled at the direction of the Board of Directors.
No action taken by committee.

IV. MEETING BY BALLOT

A. COMMITTEE SUMMARY

1. Local and mainland private clubs are using electronic voting. When they do, voting participation increases.
2. Stationery, stamps and administrative costs are reduced.
3. Some members are unable to use electronic voting. A paper option is necessary (about 60 OCC voting members).
4. Management is in the process of transitioning to new software at OCC. It doesn't have an electronic voting module.
5. OCC will have to hire an outside consultant. Local firms are available. The cost reduction listed in 2 will be offset by the cost of the consultant. That cost will depend on how much is done by the consultant and how much is done in-house.

B. AMENDMENT LANGUAGE

ARTICLE XIII

ELECTION OF DIRECTORS AND OTHER VOTING MATTERS

Section 1. Nominating Committee

At least fifty-five (55) days prior to the date of each Annual Meeting of the voting membership the President shall appoint (and thereafter fill any vacancy in) a Nominating Committee of five (5) voting members of the Club and name one of them as ~~Chairman~~ Chairperson thereof. Such Committee shall meet within five (5) days and, at least forty (40) days before the date of the Annual Meeting shall select from the voting members of the Club in good standing the names of at least six (6) candidates for directors to be voted for at the next ensuing Club election.

Section 2. Nomination and Posting of Candidates

A majority of the Committee shall have power to nominate. The list of names so elected by the Committee shall be known as the regular ticket. A copy thereof shall be signed by the Committee (or a majority of them) and delivered to the Secretary at least forty (40) days before the date of the Annual Meeting, and the Secretary shall promptly post a copy on the Bulletin Board of the Club and ~~mail~~ send a copy to each voting member of the Club.

Section 3. Other Nominations

Any twenty-five (25) voting members of the Club in good standing may in writing nominate any other eligible candidate or candidates provided that, not less than twenty (20) days before the date of the Annual Meeting, such nominations shall be signed by such members and submitted to the Secretary for posting.

Section 4. Ballots ~~Mailed Sent~~ to Voting Membership

At least ten (10) days and not more than twenty (20) days before the date of the Annual Meeting the Secretary shall ~~mail-send~~ the following material to each voting member of the Club: (1) a notice containing the date and place of the Annual Meeting, a list of all nominations, and instructions on how to vote, (2) a printed ballot listing all nominations in alphabetical order and (3) a stamped self addressed envelope with instructions to the voting member to mail the enclosed ballot to the Club, after voting, in the envelope with the voting member's signature on the ballot ~~and/or~~ envelope for voter identification. In the absence of a signature the ballot shall be voided.

The board may adopt a process consistent with applicable law and these By-laws and engage a contractor to process electronic notice and voting. The process for paper balloting will be as set forth above and will be made available to those voting members who choose not to participate in the electronic voting process. These electronic ballots will be deposited in the locked ballot box and counted by the judges of the election as set forth in these By-Laws.

Section 5. Balloting Required

The election of the directors shall be by paper or electronic ballot. ~~If there are additional nominations to the regular ticket, as provided for under section 3, the alphabetical list of nominees on the ballot shall indicate which of the candidates thereon are named on the regular ticket.~~ The nominees shall be listed in alphabetical order on the ballot, and no reference shall be made to indicate nomination by the regular ticket under Section 2 or under Section 3 of this Article. As the ~~mailed~~ ballots are received by the Secretary from the voting membership the ballots shall be dropped into a locked ballot box in the Club Office, and the name of the voting member checked off the official register of voting members.

Section 6. Judges of Election

The President shall appoint, not later than the day before the Annual Meeting, three (3) judges of election from the voting members to conduct the election, one of whom shall be named the judge in charge. On the day of the Annual Meeting the polls shall be opened at the Club at least five (5) hours prior to the time set to commence the Annual Meeting to accommodate those voting members who have not mailed in their ballots or voted electronically. As the ballots are received they shall be deposited in the ballot box and the names of the voting members checked off the official register of voting members.

Section 7. Balloting by Absent Member

Any member entitled to vote may vote without attending the polls or attending the Annual Meeting by mailing in the member's ballot to the Secretary as provided for in Section 4 of this article or voting electronically, if available, or by sending in to the Secretary a list of any three of the nominated candidates, either signed by the member or enclosed with the member's signed letter of transmittal. If received by the Secretary prior to the closing of the polls, the list shall serve as the ballot of such voting member and shall be deposited in the ballot box and checked off the official voter register if the member has not otherwise voted.

Section 8. Conduct of Election

The three (3) judges of election shall convene at the Club no later than three (3) hours prior to the scheduled opening of the Annual Meeting and shall commence tabulating votes from the ~~mailed-in~~ ballots deposited in the ballot box, and at the closing of the polls shall tabulate the remainder of the votes from the ballots deposited that day. The official register of the voting members, with names checked off as the ballots were received, shall be referred to by the judges in the vote tabulation to assure only voting members have voted and that a voting member has voted only once.

Section 9. Determination of Election

After the close of the polls and the tabulation of votes the judges of election shall examine the official register and number of ballots cast, count the votes, and report to the President, in writing, the results of election. Of the candidates nominated, as above provided, the three (3) who receive the highest number of votes shall by the President be declared elected. In case two (2) or more candidates shall each have received an equal number of votes and all of them cannot be declared elected as above provided, a ballot shall be taken **of those members entitled to vote who are present in person or proxy** at said Annual Meeting (or at the adjournment thereof) as between such equal candidates, but no others, and as between them the candidate receiving the highest number of votes then cast shall be declared elected.

Section 10. Other Voting Matters

The Board may from time to time ask the voting members to vote on other matters, such as, but not limited to, By-laws amendments and those matters that are required by Article XII, Section 7. The voting process shall be the same as set forth in this Article, and provided further, that the Board shall have an informational meeting(s) and shall answer questions on the subject matter(s) to be voted on no less than 30 days prior to such vote(s). Notice of the informational meeting(s) shall be provided in the same manner as set forth in Article XVI, Section 3. An informational meeting shall not be required for the voting of directors as set forth in this Article.

V. TRANSFERABLE CERTIFICATES

A. COMMITTEE SUMMARY

1. The committee concluded that it was advantageous to the Club to have predictability in redeeming transferable certificates. The proposed amendment would bring certainty and clarity to the process.

B. AMENDMENT LANGUAGE

“OCC will redeem a total of at least 10 transferable certificates per fiscal year. If at the end of the fiscal year fewer than 10 holders of transferable certificates have ceased to be members, OCC shall redeem the certificates of current members up to a total of 10 for the fiscal year. If more than 10 holders of transferable certificates cease to be members during a fiscal year, each certificate shall be redeemed, even if the total exceeds 10.”

VI. CAPITAL EXPENDITURE CAP

A. COMMITTEE SUMMARY

1. With the current project under construction the committee did not feel a large increase of the 2 caps would be appropriate at this time. Exemptions added for purchasing, financing or leasing golf carts.

B. AMENDMENT LANGUAGE

Article XII Section 7(g) Page 20

To make and authorize expenditures for any Club purpose not in excess of funds available, provided that expenditures exceeding **Three Hundred Thousand Dollars (\$300,000)** for any one project for the purpose of substantially enlarging or changing the golf course, or for the purpose of substantial additions, remodeling, or new construction to buildings and grounds other than the golf course, shall always require the prior authorization of the voting members. **Purchasing of new golf carts is exempt from this By-Law.**

VII. CREDIT FACILITIES CAP

A. COMMITTEE SUMMARY

1. With the current project under construction the committee did not feel a large increase of the 2 caps would be appropriate at this time. Exemptions added for purchasing, financing or leasing the golf carts.

B. AMENDMENT LANGUAGE

Article XII Section 7(h) Page 20

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 **Two Hundred Thousand Dollars (\$200,000)** 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. **The leasing and or financing of new golf carts are exempt from this By-Law.**

VIII. SUPER SENIORS

A. COMMITTEE SUMMARY

Regarding Super Seniors a qualifying minimum of 20 years as Intermediate and / or Regular Member was added. We were not in total agreement on whether to delete "continuous" from the qualification. Some felt that if a long time member missed some time due to illness or financial hardship they should still qualify. Minimum age of 65 years old and total years of 100 remains the same. The sentence regarding surrendering Transferable Certificate's was deleted..

B. AMENDMENT LANGUAGE

Article II Section 3 Page 3

Notwithstanding any other provisions of these By-Laws the Board of Directors may establish a super senior category whose members shall have the basic rights and privileges of regular members pursuant to Article III, Section 1, except that the golfing privileges of super senior members may be limited as determined by the Board of Directors. In addition to such other limitations as the Board of Directors may provide, to qualify as a super senior member, the member must be at least 65 years of age and the combination of the member's age plus 20 ~~continuous~~ years of membership, ~~which shall include a minimum of 20 years as either an intermediate member and/or regular member,~~ must equal or exceed 100.

~~The Board of Directors may provide that a regular member who becomes a super senior member must surrender his or her transferable certificate evidencing regular membership.~~The board of Directors also may provide that the dues and other charges for super senior members may be different than for regular members.