

Mineola Country Club By-Laws

1985 Edition

Updates

Stockholders (June 2007)

Stockholders (January 2008)

Stockholders (January 26, 2010)

Stockholders (January 28, 2014)

Stockholders (January 30, 2018)

Stockholder (July 27, 2021)

**MINEOLA COUNTRY CLUB CONSTITUTION**

**ARTICLE I**

The name of this Association shall be "The Mineola Country Club", **DBA, Mineola Golf Club**, which is incorporated under the laws of the State of Texas.

The principal office and place of business of the Association shall be Mineola, Wood County, Texas.

**ARTICLE II**

The objectives of the Association shall be:

- To promote wholesome and healthful outdoor sports.
- To conduct a recreational center for its members.
- To provide other suitable and proper means for the enjoyment of its members

**ARTICLE III**

Members of this Club shall be persons at least 21 years of age who shall be either stockholder, corporate, associate, social, radius or honorary members.

**ARTICLE IV**

The property and affairs of this club shall be managed and controlled by a Board of Directors consisting of **(7)** members.

## ARTICLE V

The Constitution or the By-Laws of this Association may be modified, altered, or amended by a two-thirds (2/3) majority of the members present and VERIFIED BY SIGNATURE proxy votes at the annual meeting, or at any special meeting called for that purpose, provided, however, that a statement of the proposed modifications, alterations or amendments shall be posted on the Bulletin Board at least ten (10) days before said meeting and it shall be the duty of the Board of Directors to cause a copy of proposed modifications, alterations and/or amendments to be mailed to each stockholder member of the Club not less than ten (10) days before said meeting. Amendments may be proposed by the President of the Board (by his or her own motion), by a majority of the Board of Directors, or by a petition of ten regular stockholder members in good standing. The petition for change and the notice to the stockholders shall clearly reflect, by reference, the proposed changes to be made.

## MINEOLA COUNTRY CLUB

### BY-LAWS

#### ARTICLE I – STOCKHOLDER’S MEETING

- A. **Regular Meetings:** There shall be a regular annual meeting of the stockholders on the last Tuesday of January each year at the Club House or at such other convenient place as the Board of Directors may designate. At least ten (10) days prior to such meeting, the Club Secretary shall mail written notice to each voting member at the members registered address. Such regular meeting of the stockholders shall be held for the purpose of electing Directors and such other business as may legally come before the meeting.
- B. **Special Meetings:** The Board of Directors, by a majority vote or the President of the Board (by his or her own motion) may call a special meeting of the stockholders. The Stockholders may call a special meeting by submitting a petition signed by ten (10) Stockholders in good standing, to the Board of Directors or Board President. Upon receipt of the properly executed petition, it shall be mandatory of the Board President to call a special meeting no sooner than ten (10) days from receipt of the petition. Any call for a special meeting shall set forth the purpose of the meeting. Notice of the special meeting shall be posted on the Bulletin Board with the signature(s) of the person or



persons calling the special meeting at least ten (10) days prior to the meeting. The Secretary shall mail notice to each Stockholder at least ten (10) days before the meeting. No business other than that specified in the call and notice shall be transacted.

- C. **Proxy Voting:** Stockholders who are unable to attend the regular annual meeting or special meetings in person may exercise their voting privilege at such meetings by Proxy voting in accordance with the procedures:
- a. No attending Stockholder may vote more than 3 assigned proxy votes.
  - b. A member may send his or her Proxy vote directly to the club Secretary, sealed in a separate envelope marked "Ballot". The envelope shall bear the signature of the Stockholder. The sealed ballot will be turned over to the election judge(s) for the meeting. If the member attends the meeting, the ballot sent to the Secretary will be destroyed and the member will vote in the usual manner.
- D. **Quorum:** Twenty five (25) percent of the Stockholders shall comprise a quorum. A quorum shall be determined by a count of the total of the Stockholders present plus the number of properly executed proxy ballots.

## ARTICLE II – BOARD OF DIRECTORS

- A. **Number and Term:** The Board of Directors shall have seven (7) members who shall serve for three (3) years. The terms of the Directors shall be arranged so that three (3) Directors shall be elected at each annual meeting. Directors shall hold office for the term to which elected or appointed and until their successors have been duly elected.
- B. **Vacancies:** The term of a Director shall automatically expire if the Director fails to be present at three (3) consecutive regularly scheduled meetings or a total of 5 regularly scheduled meetings during any one year. Permanent vacancies shall be filled by appointment by the Board of Directors at their next meeting. The appointed Director shall serve the remainder of the unexpired term.
- C. **Nominations:** Nominations may be made by the following three (3) methods:
- a. A Nominating Committee, consisting of three (3) persons, appointed by the President of the Board with the advice and consent of the Board of Directors, shall nominate candidates in a number at least equal to twice the number of vacancies to be

filled. The Committee shall submit the list of candidates to the Board of Directors at the December meeting.

- b. By a letter addressed to the Secretary of the Board, signed by no less than (3) Stockholders in good standing, stating the name or names of their nominees. The letter must be received, by the Secretary, prior to the December meeting.
- c. The Stockholders may, by majority vote, open nominations to add additional candidates at the annual meeting.

**D. Eligibility:** Only Stockholders in good standing and who are not delinquent in the payment of dues and debts shall be eligible to serve on the Board of Directors.

**E. Election Process:**

- a. The Board President shall appoint 3 election judges, prior to the vote, to collect, count, and verify the results of the election.
- b. The three (3) candidates receiving the largest number of votes shall be declared elected and shall serve for three (3) years. In case of a tie, the vote shall be returned to the floor to break the tie.

**F. Duties and Responsibilities:** The Board of Directors shall have the following duties and responsibilities:

- a. As soon after the annual meeting as practical, the Board of Directors shall meet and elect Executive Officers in conformity with Article III of the By-Laws.
- b. Conduct all business of the club not prohibited by statute or by these By-Laws and in accordance with the By-Laws.
- c. Determine the amount of dues in accordance with Article V of the By-Laws.
- d. Determine the amount of initiation fees to be paid by new members at the time of admission,
- e. Set the fees for the use of the Club's facilities.
- f. Submit a report of the financial condition of the Club at the annual meeting.
- g. Manage and control the properties and affairs of the club within the limitations prescribed in (b) above.
- h. Admit applicants to membership and to suspend members in conformity with the By-Laws.
- i. Make and amend rules for the use of the Club by its members and for members conduct anywhere on Club premises.



- j. Fix and impose penalties for the violation of the By-Laws and any rules and regulations and to suspend or expel a member for any cause deemed sufficient after due hearing.
- k. Engage and dismiss all employees of the Club and provide for the payment of all necessary salaries and wages.
- l. Designate persons, if deemed necessary, who must be members of the Club to hold such positions as Secretary and/or Assistant Treasurer or to compensate a member who may be so designated.
- m. Collect funds owed to the Club and expend such funds and to create indebtedness in the name of the Club for the purpose of carrying out the business of the Club.

### **ARTICLE III – EXECUTIVE OFFICERS**

A. **Number:** The Executive Officers shall be a President, Vice-President, and Secretary-Treasurer. The President and Vice-President shall be chosen only from among the Directors. The Secretary-Treasurer may or may not be a Director. Such officers shall be elected by the Directors at their first meeting following the Annual Stockholders meeting. The term of office shall be for one year or until successors have been duly elected. The office of Secretary and Treasurer may be separated at the discretion of the Board.

B. **Duties of the Executive Officers:**

- a. **President:** The President shall be the Chief Executive Officer of the Club and shall preside at all meetings of the Directors and Stockholders. The President shall perform such other duties as are customarily the responsibility of a Club President, including the appointment of all standing and special committees
- b. **Vice-President:** The Vice-President shall perform the duties of the President in the absence of the President, or in the event of the President's death, resignation, or removal from office during the remainder of the unexpired term. The Vice-President shall also perform such other duties as the President may assign.
- c. **Secretary:** The Secretary shall have the care and custody of the records, stock register, Minute Books, and Corporate Seal of the Club. The Secretary shall keep a complete list of the members with their addresses. The Secretary shall notify the Stockholders and Directors of the time and place of their respective meetings and maintain the Bulletin Board. The Secretary shall conduct all

correspondence, except that pertaining to the Treasurer, if the positions are separated.

d. **Treasurer:**

- i. The Treasurer shall collect and keep all monies and disburse them as directed by the Board of Directors.
- ii. The Treasurer shall have custody and care of the financial and accounting records and books of the Club which shall, at all times, be open for inspection by the Board of Directors.
- iii. The Treasurer shall make a written monthly report of all income and expenses to the Board of Directors.
- iv. The Treasurer shall make a written semi-annual financial report which shall be posted on the Bulletin Board.
- v. The Treasurer shall make a written Annual Report of the financial condition of the Club and furnish copies of the report to the Stockholders at the Annual Stockholder meeting. A copy of the report shall be entered in the Minutes of the Club.
- vi. The Treasurer shall send all notices and correspondence relating to the financial matters of the Club.
- vii. The Treasurer shall perform any other duties ordinarily the responsibility of a Treasurer.
- viii. A bond will be furnished by the Treasurer or any other officer or employees concerned in handling, disbursing or custody of the Club's finances or property. Bond premiums will be paid by the Club. The nature of the Bond shall be determined by the Board of Directors.

e. **Committees:** The President of the Board shall appoint, with the advice of the Board of Directors, the chairperson of the following committees:

- i. **House Committee:** shall have charge of and the supervision of the Club House, social functions and entertainment with respect to the House, rentals of the Club House, purchase of supplies, investigation of complaints with respect to matters in their jurisdiction and adopt and enforce House Rules, all with the approval of the Board of Directors. A copy of any rules shall be posted on the Club Bulletin Board.
- ii. **Grounds Committee:** shall have charge of the Grounds of this Club and all improvements thereon (except the Club



House proper and the Swimming Pool) and shall adopt and enforce rules with respect to golf and other outdoor sports (except for swimming) and the conduct of the players and shall supervise the improvement and maintenance of the Golf Course and the other improvements to and on the Club premises, with the approval of the Board of Directors. The committee shall post a copy of the rules adopted on the Club Bulletin Board.

- iii. **Swimming Committee:** shall have charge of the swimming pool area and all improvements thereon and shall adopt and enforce rules with respect to the conduct of swimmers and shall supervise the improvement and maintenance of the swimming pool. The Committee shall also negotiate for the purchase of supplies and the hiring of Life Guards, all with the approval of the Board of Directors. The Committee may, at the discretion of the President of the Board be combined with the Grounds Committee.
- iv. **Finance Committee:** shall consist of four members, two (2) of whom shall be members of the Board of Directors, plus the Club President, who will serve as ex officio. The Chairman will be the Treasurer of the Club, who may or may not be a member of the Board of Directors.
  1. The Finance Committee, working with the Board of Directors, will determine the annual budget.
  2. The Finance Committee shall have, subject only to direct instructions from the Board of Directors, management and supervision over the disposition and expenditure of all Club funds.
  3. The Finance Committee is not authorized to permit expenditures in excess of available funds and is specifically directed to carefully and persistently watch and govern all expenditures.
  4. The Finance Committee can and should require the Club Manager and other committee chairpersons to submit detailed cost statements and estimates on any and all phases of operations, maintenance, or investment.
  5. The Finance Committee is to so govern and control expenditures as to adequately operate and maintain all facilities of the Club for the benefit of all members.

- v. **Membership Committee:** The membership committee shall consist of three club members appointed by the Board of Directors. They shall be charged with reviewing applications for all new prospective members and presenting their recommendations to the Board of Directors.

#### **ARTICLE IV – MEMBERS**

- A. **Member Types:** There shall be five classes of memberships:
  - a. **Stockholders:** Members who own one share of stock in the Corporation. By Charter, the number is limited to 200. Each named Stockholder has one vote at the Annual Stockholders meeting or any other meeting requiring a vote from the Stockholders.
  - b. **Associate:** persons approved by the Board of Directors who shall pay an initiation fee to be set by the Board of Directors and whose dues shall not be less than the dues of Stockholders. They shall have no vote.
  - c. **Social:** person approved by the Board of Directors who shall pay a monthly fee, set by the Board of Directors, for the use of the pool, bar, and restaurant. They shall have no vote.
  - d. **Radius Membership:** persons approved by the Board of Directors that live 80 miles or more from Mineola, Texas. Monthly fee is set by the Board of Directors. They shall have no vote.
  - e. **Honorary:** The Board of Directors, by a majority action, may extend membership to the Clergy and to certain other distinguished persons, at their discretion. The Honorary Member shall have all privileges of the Club on an honorary basis. They shall have no vote.
- B. **Qualifications:** To qualify for membership, an individual, corporation, estate or partnership must complete an application and be approved by the Membership Committee, if any, or by the Board of Directors. A Stockholder sponsoring the application of a new member has the right to obtain a vote by the Board of Directors on such application upon request to the President of the Board. In no case may an individual or estate own more than one share nor may a corporation or partnership own more than one share.



**C. Privileges:**

- a. Upon qualification as defined under B above, each member shall be entitled to the use of the Club's facilities upon payment of the prevailing dues and initiation fees.
- b. Membership by the head of a family shall entitle the spouse or partner and all unmarried dependents under the age of 21 years and unmarried dependents who are full-time students to the use of the Club facilities.
- c. Membership by a Corporation or Partnership similarly entitles one individual and his family specified by said Corporation or Partnership to such use.
- d. Guests may be introduced into the Club by members in good standing.
- e. A member's privileges are subject to suspension at any time by the Board of Directors for infraction of the Club's rules and for any cause which, in the judgement of the Board of Directors, is sufficient justification for such action. Suspension does not require due process.

**ARTICLE V – DUES AND INDEBTEDNESS**

- A. **Membership Dues:** shall be charged against each member in the amount to be determined by the Board of Directors at the first regular meeting each year, but in no case shall said dues be increased at more than \$20.00 per month, without a meeting and a vote of the Stockholders. All dues shall be payable in advance. Initiation fees may be established for new members in addition to the regular dues.
- B. **Payment:** to secure the payment of any indebtedness due to the Club, the Club shall have an expressed lien upon each member's stock or associate interest which becomes effective upon the acceptance of membership thereof.
- C. **Due Date:** On or before the tenth (10<sup>th</sup>) day of each month there shall be sent to each member a notice of all charges incurred in the preceding month and the amount due or any other indebtedness owed by the member of the Club. If a member becomes 30 days past due, the member shall be sent a letter stating that the membership privileges have been suspended until the outstanding indebtedness is paid in full. Such a suspension may be stayed by the action of the Board of Directors if the member proves, to the satisfaction of the Board of

Directors, that the delay in payment was due to unusual circumstances. In the event that a suspended members does not pay indebtedness and reinstate membership within sixty (60) days from such suspension, the Board of Directors may, then or anytime thereafter, recall or cancel a stock certificate and cancel membership for Stockholder members and cancel membership for all other membership types. The suspended stock certificate holder will be entitled to any remaining funds after the indebtedness is subtracted from the original purchase prices of the stock certificate. The Club has the exclusive right to reissue any revoked stock certificate.

#### **ARTICLE VI – FORFEITURE AND EXPULSION**

- A. **Forfeiture:** All memberships in this Club, shall be subject to forfeiture upon a 2/3 vote of the Board of Directors for any of the following reasons:
- a. Conduct unbecoming of a gentlemen or lady.
  - b. Non-payment of dues or other indebtedness to the Club.
  - c. For willful infraction of the Constitution and By-Laws of the Club.
- B. **Forfeiture Rights:** No member shall be expelled except for cause and after due notice of such contemplated action by the Board of Directors and until the opportunity to be heard shall have been extended to the member. The decision of the Board of Directors in such matters shall be final and binding.
- C. **Stock Certificate:** Upon forfeiture of membership or expulsion of any member of this Club, the share of stock of such member shall be disposed of by sale as described in Part C of Article V.

#### **VII – TRANSFER OF MEMBERSHIP**

- A. The Board of Directors for and on behalf of the Club, shall have the prior right and authority to purchase for said Club, and in its name, the interest and stock of any member at any time it is desired to dispose of the same, by paying the original purchase price of said stock.
- B. In the case of the sale of share of a member for non-payment of dues or indebtedness to the Club, the Board of Directors shall not be required to pay any sum in excess of the remaining balance after the debt has been cleared.
- C. No stock in this Club shall be transferrable by any member as a matter of right, but any member desiring to dispose of owned stock by reason of resignation, withdrawal, expulsion, or otherwise, shall file a written application to do so with the Board of Directors, who shall have the sole



right to determine to whom such stock or share shall be transferred. No stock or share shall be disposed of or transferred to any person unless such person is elected to membership in the Club, in the manner prescribed in the By-Laws of this Club,

- D. Upon the death of a member of this Club, all rights and privileges under this membership automatically terminate. The person duly authorized may make application to the Board of Directors for disposition of such share, on behalf of the estate of the deceased. Such share shall be disposed of in such a manner as the Board of Directors may determine, as herein otherwise specified in Part A, Article VII.
- E. The surviving wife or husband, adult son, or adult daughter of the deceased shall be given preference in retaining or acquiring such stock if such person is acceptable to the Board of Directors,

### **VIII – ADMISSION**

- A. Any person desiring to join this Club shall make a written application to purchase a share of stock, associate interest, social interest, or radius interest.
- B. The application will be turned over to the Membership Committee, who will investigate the applicant.
- C. If the Membership Committee thinks the applicant is desirable, it will report the same to the Board of Directors.
- D. The Board of Directors will vote on the applicant. Three dissenting votes will reject the applicant.

### **IX – RULES OF ORDER**

The rules of parliamentary procedure as laid down by “Robert’s Rules of Order”, Revised, shall govern all meetings of the Club in all cases to which they are applicable, and in which they are not inconsistent with the Constitution, By-Laws or special rules of the Club.

### **X – CLUB RULES**

**New Rules (Revised by respective Committees and approved by the Board of Directors: September 10, 2007; Last revised August 9, 2010 and January 2014.**

## **POOL RULES**

- A. Pool shall be restricted to members and their guests.
- B. Each member, member family, and guest shall execute a waiver of liability each year prior to using the pool premises.
- C. No person under the age of 14 years of age shall use the pool unless they can satisfy the lifeguard as to their ability to swim and conduct themselves properly.
- D. All members and guests must register in the Pro Shop prior to entering the pool.
- E. No drinks in breakable containers allowed in the pool area.
- F. The pool shall be closed at 11:00 P.M. except for special events approved by the Board of Directors.

**HOUSE RULES** - it is the duty of the membership of the Club to know the rules and to cooperate with the Officers, Board of Directors and Staff in their enforcement.

- A. All social events will cease at 12:15 A.M except on Saturday, then 1:15 A.M.
- B. All social events scheduled must be approved in advance by the Board of Directors, except regularly scheduled events.
- C. All charges for social events shall be set and approved by the Board of Directors. The Board of Directors reserves the right to increase this at any time it deems a change to be in the best interest of the Club.
- D. No persons without shirts, or persons in bathing suits are permitted anywhere in the Club House area. No persons of improper attire, as determined by Management, are to be allowed in the Club House.
- E. There shall be no consumption of alcohol by Employees or Independent Contractors while on duty.

## **BAR RULES**

- A. Anyone leaving the premises in possession of alcoholic beverages will be denied bar privileges and/or suspended from the Club for a period of time to be determined by the Board of Directors.
- B. If the Bartender requests a member, members, guests, or temporary permitted member, to curb their language or reduce the volume of their voice and said individual(s) refuses, the individual will be subject to suspension by the Board of Directors. The Bartender or Management is instructed to tell the offending individual to leave the premises, if the individual(s) fail to heed the first request or warning.



- C. No person under the age of 21 shall be permitted in the bar area, except when accompanied by a parent, husband, wife, or legal guardian.
- D. The person in charge of the bar and lounge area and officers of the club shall have authority to deny privileges of the Club House and Bar to any person deemed to be intoxicated.
- E. No one shall be permitted to bring intoxicants on Club property.

## **GOLF RULES**

- A. USGA rules are applicable at all times and all players are expected to act and dress in a disciplined manner that upholds the integrity of the game of golf and the Mineola County Club.
- B. Foursomes shall take precedence at all times. Fivesomes are permitted only upon approval from the Pro Shop.
- C. All players must sand divots and repair ball marks made during the course of play.
- D. Players are expected to maintain a good pace of play and keep up with players in front of them. Slower players must allow faster players to play through.
- E. Players are not to hit their ball until the players in front of them are well out of the way.
- F. Players should always observe the 90 degree rule and cart arrow signs at all times. No carts shall be permitted on the tee boxes or within the confines of signs in front of or surrounding greens.
- G. No practice shots shall be hit to any green except practice green at any time or from a regular tee. Practice shall be restricted to designated area.
- H. A collared shirt or mocked neck golf shirt and denim or docker style shorts and slacks are acceptable for play. No metal spikes or boots are to be worn on the course.
- I. Players throwing clubs shall be subject to dismissal from the course.
- J. Each player must have their own golf bag with at least 5 clubs. Multiple players using one golf bag is not permitted.
- K. All players must register before playing and start on the #1 tee box. Skipping holes is not permitted at any time, unless authorized by the Pro Shop.
- L. Free drop behind newly planted trees.
- M. Anyone deliberately damaging or appropriating any green, tee, flagstick, markers, or any other Club property shall be subject to suspension from the course and prosecuted.

- N. All guest players must register and pay in the Pro Shop.
- O. No unauthorized vehicles (cars, bicycles) shall be allowed on the course.
- P. No carts permitted on the course if wet (Determined by the Grounds Chairman or Pro Shop)
- Q. No outside carts permitted if the Club's carts are not rented.
- R. Grounds Chairman or Pro is authorized to close course when he deems the course too wet for play.
- S. All ditches except drainage ditches are hazards. Drain ditches are left of rough of #2 and #11 fairways, and those ditches crossing land to right and left of #14 fairway, continuing to right and left running through fairway of #7 and #16.
- T. No carts are to leave the confines of the Mineola Country Club.
- U. The High school golf team (Mineola and Quitman) i.e., children of club members and their invited guests (whose names have been submitted to the Board) may be allowed to play with no green fees.
- V. Board of Directors shall exercise control over ALL tournaments.
- W. The Golf Associations have no power other than that given by the Board of Directors.
- X. Concerning golf play and practicing: Exceptions to the above rules shall be at the discretion of the Pro-Manager.
- Y. Local rules determined by committees may be in effect. Check with the Pro Shop.

## **GERNERAL RULES**

- A. All receipts and disbursements made by any Club Committee shall be approved by the Board of Directors or made by the Board of Directors.
- B. If the President of the Board requests, all committees shall report at each Board meeting, either in person or in writing.
- C. No profane, loud or abusive language shall be permitted in the house, bar and pool area.
- D. A special meeting of the Board of Directors may be called at the discretion of the President or a majority of the Board of Directors or by telephone.
- E. After February 10, 2014 you must be a member of the Mineola Country Club with golf privileges to be eligible to join any golf association at the Mineola Country Club. Memberships that include golf privileges are: Stockholder, Associate and Radius.



Revisions Approved by Stockholders Meeting – July 27, 2021

- A. Constitution - Article I - Add "DBA Mineola Golf Club"
- B. Constitution - Article IV – Change number of Board Members from 9 to 7
- C. By-Laws – Article II – Change number of Board Members from 9 to 7
- D. By-Laws – Article II – D-3 – Remove "No Director shall serve 2 consecutive terms".