

# **Bylaws of St. Joseph's Bay Country Club**

## **Article I**

### **Name and Location**

Section 1: The name of the corporation is St. Joseph's Bay Country Club.

Section 2: The principal office of the corporation shall be at Port St. Joe, Florida 32456.

## **Article II**

### **Membership**

Section 1: Membership in the corporation may be held and owned only by the incorporators and such other natural and corporate persons as are eligible and approved as provided in the articles of incorporation and the bylaws.

Section 2: There shall be kept a membership book as part of the records of the corporation. This membership book shall contain a list of membership certificates that are issued listing the number assigned to the membership certificate, the date of issuance, and the name and address of the person to whom issued. Transfer or encumbrance of membership certificates shall be allowed only after approval by the Board of Directors.

Section 3: Natural persons other than incorporators desiring to become members shall submit written application to the Secretary-Treasurer accompanied by such information as the Board of Directors may require.

Section 4: Approval of any application shall be made by a resolution adopted by a majority of the Board of Directors which resolution shall contain the amount, if any, of initiation fees, assessments, and dues to be paid. Said amounts are to be determined by the Board of Directors. Upon payment of said fees, assessments, and dues to the Secretary-Treasurer, the applicant shall be issued a certificate of membership in his name.

Section 5: Preference among applicants for membership shall be given by the Board of Directors to farmers and rural residents who reside in the immediate area surrounding the location of the corporation's property. A rural resident shall be construed to mean one permanently residing in open country or in a municipality of not over 5,500 persons. At least two-thirds of the membership of the corporation shall consist of such farmers and rural residents.

Section 6: Any member may withdraw from the corporation by delivering a written notice of withdrawal together with his certificate of membership to the Secretary-Treasurer and the payment of any fees, assessments, and dues then due.

Section 7: A family membership shall be considered to cover only those in the immediate family and does not include married children or children twenty-one years of age or older.

## **Article III**

### **Meetings of Members**

Section 1: The annual meeting of the members shall be held on the 1<sup>st</sup> Tuesday in the month of March in each year, beginning with the year 1970, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If for unavoidable reasons the election of directors shall not be held on the day designated therein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be possible. The directors named in Article IV of the Articles of Incorporation shall serve as such until the first annual meeting.

Section 2: Special meetings of the members, for any purpose or purposes, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-fourth of all members of the corporation.

Section 3: All meetings of the members shall be held at the registered office of the corporation, but if all the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice and any business may be transacted which might have been transacted at a meeting properly called.

Section 4: Written or printed notice stating the time and place of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary-Treasurer, or the officer or persons calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the membership book of the corporation, with postage thereon prepaid.

Section 5: Fifteen percent (15%) of the members of the corporation represented in person shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of a majority of the members at the meeting shall be the act of the members, unless the vote of a greater number is required by law, the articles of incorporation or by the bylaws. If less than a majority is represented in person at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally scheduled. The members present at the duly reconvened meeting may continue to transact business until adjournment, notwithstanding the early departure of some members so as to leave less than a quorum.

Section 6: Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Proxy voting is not allowed (revised 3/90).

Section 7: A membership certificate held by an administrator, executor, guardian or conservator may be voted by him without a transfer of such shares into his name. A membership certificate held by or under the control of a receiver may be voted by such receiver without the transfer of such certificate into his name if authority to do so is contained in an appropriate order of the court by which such receiver was appointed.

Section 8: At each election for directors every member shall have the right to vote for as many persons as there are directors to be elected. Secret balloting shall be had on all directors at one time, from nominations made and seconded at the meeting, and the nominees receiving the greatest number of votes shall be declared elected to the positions to be filled.

Section 9: The order of business, so far as applicable, at any meeting of members shall be as follows:

- (a) Roll Call.
- (b) Reading of notices and proof of mailing.
- (c) Reading and disposition of minutes of last preceding meeting.
- (d) Reports of officers.
- (e) Reports of directors.
- (f) Unfinished business.
- (g) New business.
- (h) Election of directors.
- (i) Adjournment.

provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.

#### **Article IV** **Board of Directors**

Section 1: The business, property and affairs of the corporation shall be managed by the Board of seven directors, named in the Articles of Incorporation, who shall serve until the first annual meeting of the members and until their successors are elected and have qualified. At each annual meeting thereafter, the members shall elect for a term of three years the number of directors whose terms of office have expired. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified. A majority of the Board of Directors always shall be farmers, ranchers, farm tenants, farm laborers, or permanent rural residents, who reside in the immediate area surrounding the location of the corporation's property.

Section 2: A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 3: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors shall fix the time and place for the holding of such meeting.

Section 4: Notice of any special meeting of the Board shall be given by written notice delivered personally at least two days previously thereto or mailed at least five days previous thereto to each director at his address as shown by the corporation's records. If mailed, such notice shall be deemed to be delivered when deposited, in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6: The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation or the bylaws.

Section 7: Any vacancy or vacancies occurring on the Board of Directors for any reason other than the removal of a director by the membership may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 8: A director may be removed from office, but only for good cause shown, by a majority vote of the members represented at any meeting at which there is a quorum, provided that notice of such proposed action shall have been duly given to the members in the notice of the meeting. The director involved shall be given full opportunity to be heard at such meeting, in person or by counsel. Any vacancy created by the removal of a director shall be filled by the vote of the members at the same meeting at which such removal shall take place.

Section 9: Any director may resign from his position as director and any office to which he has been elected by the Board of Directors, by making a simple statement to that effect in a letter addressed to the Secretary-Treasurer. Such resignation shall take effect immediately upon receipt of said letter by the Secretary-Treasurer, who shall thereupon notify the remaining members of the Board.

Section 10: If any director or officer participates in the proceeds realized by any outside business, firm or organization, from dealings with the corporation or if he competes in any way to the detriment of the business of the corporation on his private account, he shall immediately vacate his directorship and any office he may hold in the corporation.

Section 11: A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary-Treasurer of the corporation within twenty-four hours after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12: Directors or officers of the corporation shall not be paid or receive, directly or indirectly, due to their offices, any profit or pecuniary advantage from the corporation, but they may be repaid by the corporation for any authorized expenses actually incurred by them in the performance of the official business of the corporation.

Section 13: The Board of Directors from time to time may adopt and promulgate such rules and regulations in relation to the operation of the corporation as it may deem necessary, provided, however, that any rules and regulations so adopted may be altered or amended by a majority vote of the members present at any annual or special meeting. In times of emergency, the Board of Directors may adopt such additional special rules and regulations as may be deemed necessary and expedient for the proper use of the facilities of the corporation by the members which special rules and regulations shall cease to be of any force and effect upon termination of the emergency requiring the same.

## Article V Officers

Section 1: The officers of the corporation shall be a President, a first and second Vice-President and a Secretary-Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2: The Officers of the corporation to be elected by the Board of Directors shall be elected at the first meeting of the Board and annually thereafter at the regular meeting of the Board held immediately after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death, or until he shall resign or shall have been removed in the manner hereinbefore provided.

Section 3: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby. A vacancy in any office from any cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 4: The President shall have the following powers and duties:

(a) He shall be principal executive officer of the corporation and, subject to the control of the Board of Directors, shall have the general supervision and management of the business of the corporation.

(b) He shall see that all orders and resolutions of the Board of Directors are carried into effect.

(c) He shall preside at all meetings of members and the Board of Directors.

(d) He may sign, with the Secretary-Treasurer or any proper officer of the corporation thereunto authorized by the Board of Directors, membership certificates of the corporation.

(e) He may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

(f) He shall in general perform all other duties and exercise all powers incident to the office of President and as may be prescribed by the bylaws or by the Board of Directors.

Section 5: The Vice-President, in the absence of the President, or in the event of his death, or his inability or refusal to act, shall perform the duties of the President; and, when so acting, the Vice-President shall have the powers and be subject to all the restrictions applicable to the President; and he shall have such other powers and perform such other duties as may be prescribed by the Board of Directors,

Section 6: The Secretary-Treasurer shall have the following powers and duties:

- (a) He shall attend all meetings of the members and of the Board of Directors and preserve in the books of the corporation true minutes of the proceedings of all such meetings.
- (b) He shall conduct the correspondence of the corporation and see that all notices are duly given in accordance with the bylaws or as required by law.
- (c) He shall be custodian of the records and the seal of the corporation and see that the seal is affixed to all documents of the corporation the execution of which on behalf of the corporation under its seal is duly authorized.
- (d) He shall receive, and give receipts for, monies, due and payable to the corporation from any source whatsoever, and shall deposit all funds of the corporation not otherwise employed to the credit of the corporation in such depositories as may be selected by the Board of Directors,
- (e) He shall sign with the President or the Vice-President, membership certificates of the corporation, the issuance of which shall have authorized by resolution of the Board of Directors.
- (f) He shall have general charge of the membership book of the corporation.
- (g) He shall give to the Board of Directors, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the corporation.
- (h) He shall in general perform all other duties and exercise all powers incident to the office of Secretary and Treasurer and as may be prescribed by the bylaws or by the Board of Directors. The Secretary-Treasurer shall deliver to the Board of Directors and shall keep in force a bond in form, amount and with sufficient sureties satisfactory to the Board of Directors, conditioned for the faithful performance of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, monies and property of whatever kind in his possession or under his control belonging to the corporation. The corporation shall reimburse the Secretary-Treasurer for his expenses, including any premiums, in obtaining and keeping in force such bond.

Section 7: In addition to the officers herein provided for, the Board of Directors may appoint and fix the duties and salaries or compensation of any attorney or attorney in fact, general manager, and such other agents and employees as the Board may deem necessary to carry on the business of the corporation, provided, however, that such appointees shall not be directors, or officers of the corporation.

## **Article VI**

### **Contracts, Loans, Checks and Deposits**

Section 1: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the names of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors.

Section 3: All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **Article VII**

### **General Management and Fiscal Policies**

Section 1: The fiscal year of the corporation shall commence on the 1st day of January of each year and shall end on the 31st day of December of the following year.

Section 2: The Secretary-Treasurer shall, after the end of each fiscal year, prepare and submit to the corporation a statement of the finances of the corporation including such items as total

income from all sources, total expenses, reserves, and net worth. The Board of Directors shall, prior to the annual meeting, prepare a budget and submit the same at the annual meeting for approval.

Section 3: The books of the Secretary-Treasurer shall be audited at least yearly by such public accountant as the Board of Directors may designate, and the report of the audit shall be submitted to the corporation at each annual meeting. The books of the Secretary-Treasurer shall be open at any reasonable time for inspection by any member of the corporation.

Section 4: The Board of Directors may suspend any member's membership privileges if such dues, fees, or assessments are not paid within fifteen days after their due date; the Board may cancel any member's membership certificate if such dues, fees, or assessments are not paid within forty-five days from their due date. Additionally, the Board may pursue such other legal means of collection of any amounts owing to the corporation as the Board may determine expedient.

Section 5: Any officer of the corporation authorized to receive or disburse money for or on behalf of the corporation shall be required to give the corporation such bond for the proper discharge of his duty as the directors may require.

Section 6: All disbursements of the funds of the corporation when paid in cash shall be evidenced by proper receipt.

Section 7: The Board of Directors may levy assessments upon the members of the corporation for the purpose of paying operation and maintenance expense, and obligations of the corporation. The Board of Directors may levy assessments for the acquisition by the corporation by purchase, lease or otherwise of additional land/or for improvements; provided, however no such levy for land acquisition and/or improvements shall be made unless sixty-six percent (66%) of the members have given their written consent thereto. In the event an assessment is made, the secretary shall give written notice thereto to all members and include in said notice of the due date of the assessment. Upon failure of any member of the corporation to pay such assessment within forty-five days after the same shall become due, the corporation, in addition to the remedies set forth in Section 4, above, may recall and repossess the delinquent member's certificate of membership, with or without legal process, and if an applicant qualifying for membership can be found to purchase such membership, to sell such membership, paying any surplus over and above the costs of sale, delinquent assessments and any unpaid dues and fees, over to the former delinquent member. If no qualified purchaser can be found within six months after the date the assessment became due, the corporation may declare the member's membership forfeited and cancel his certificate of membership. The Board of Directors shall levy assessments upon the membership in the event there are insufficient funds for operation, management, and debt retirement. The written consent of the membership shall not be necessary to such an assessment.

Section 8: The Board of Directors may establish and collect such fees as it determines proper for the use of the facilities of the corporation by non-members if such use is permitted by the corporation.

Section 9: The Board of Directors may fix and enforce such penalties to be applied against users of the facilities of the corporation, including the suspension or cancellation of membership rights, as the Board determines necessary to assure the proper carrying out by the corporation of its purposes, the protection of property of the corporation, and the equitable use of the facilities of the corporation by all users.

Section 10: The Board of Directors is empowered to employ a manager for the facilities and such additional labor required for maintenance and improvement of corporation controlled property. The duties and responsibilities of such manager and/or employee(s) shall be determined by the Board.

**Article VIII**  
**Corporate Seal**

The seal of the corporation shall be circular in form and have inscribed thereon the name of the corporation and the State and year of incorporation, and in the center the words "Corporate Seal".

**Article IX**  
**Waiver of Notice**

Unless otherwise specifically provided herein or by statute, whenever any notice is required to be given to any member or of the corporation under the provisions of the bylaws, the articles of incorporation, or the laws of the State, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article X**  
**Action Without a Meeting**

Any action required by the bylaws, the articles of incorporation, or the laws of the State to be taken at a meeting of the members or directors of the corporation, or any action which may be taken at a meeting of members or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or all of the directors, as the case may be.

**Article XI**

These bylaws may be repealed or amended by a vote of a majority of the voting members at any regular meeting or at any special meeting called for the purpose, except that, so long as any indebtedness is held by or guaranteed by the Farmers Home Administration, the members shall not have the power to change the provision that a majority of the members of the Board of Directors must at all times be farmers or rural residents, or to change the purposes of the corporation so as to decrease its rights and powers under the laws of the State, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the corporation or its members, or so to amend the bylaws as to effect a fundamental change in the policies of the corporation, without the prior approval of the Farmers Home Administration in writing. Notice of any amendment to be made at a special meeting of the members must be given at least ten days before such meeting and must set forth the amendments to be considered. We certify that the foregoing bylaws were duly adopted by the voting members on \_\_\_\_\_, 20\_\_\_\_, that the same are in force and effect, and have not been amended. Given under our hands and the seal of the corporation, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary-Treasurer

(Seal)