



Rocky Bayou Country Club Bylaws

ARTICLE I - NAME, LOCATION, SEAL, AND PURPOSE

ARTICLE II - GOVERNMENT

ARTICLE III - DUTIES AND POWERS OF THE OFFICERS

ARTICLE IV - MEETINGS OF BOARD OF DIRECTORS

ARTICLE V - COMMITTEES

ARTICLE VI - MEETINGS OF THE OWNERS

ARTICLE VII - MEMBERSHIP CERTIFICATES

ARTICLE VIII - TYPES & CLASSES OF MEMBERSHIPS, ENTRY FEES, DUES, AND ASSESSMENTS

ARTICLE IX - INDEBTEDNESS TO THE CLUB

ARTICLE X - LEAVE OF ABSENCE AND FORFEITURE OF MEMBERSHIP

ARTICLE XI - GUESTS ARTICLE

XII - FISCAL YEAR

ARTICLE XIII - CHANGES AND INTERPRETATIONS

ARTICLE XIV - INDEMNIFICATION

ARTICLE XV - RULES AND FEES

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article I: ORGANIZATION

Section 1: Name The name of the Corporation shall be “Rocky Bayou Country Club, Inc.” also referred to herein as RBCC and the Club.

Section 2: Location The principal location of the Corporation shall be located at Rocky Bayou Country Club, 600 Golf Course Drive, Niceville, Florida.

Section 3: Seal The seal of the Corporation shall be circular in form and bear the words and date as follows: “Rocky Bayou Country Club, Inc., State of Florida, 1972.” The form of the seal may be changed by the Board of Directors.

Section 4: Purpose The purpose of the Club is to promote social and recreational activity. In connection therewith and incidental thereto, the Club will have the power to borrow money and give notes or other evidence of indebtedness, to acquire, hold, manage, lease, mortgage, and dispose of real and personal property, and such other powers as may be convenient or incidental to said purposes.

Section 5: Owners: The term "owner" shall include a Platinum Member formerly referred to as a Proprietary Member.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article II: LEADERSHIP

Section 1: Officers and Directors The Board of Directors (Board) shall consist of seven owners, including the following officers: President, Vice-President, Treasurer, and Secretary.

All officers shall hold offices for one year or until their successors are elected. Any member of the Board may resign by submitting a letter of resignation to the Board. All resignations will be effective on the date of acceptance of the letter of resignation by the Board. Any Board member may be removed by the Board for cause shown, provided three-fourths of the Directors present vote for the removal. When a vacancy on the Board occurs for any reason prior to completion of term, the Board shall fill the vacancy by appointing an owner; and the appointee shall serve the remainder of the vacant Director's term.

The Board shall be elected by ballot at the November semi-annual owners meeting. The Board of Directors shall meet prior to the November owners meeting to elect the President for the following year. The Vice-President, Treasurer, and Secretary shall be elected by the Board at the first meeting of the Board after the November meeting of the owners. The newly elected Board of Directors will assume office on 1 January to coincide with the fiscal year.

Each director will be elected for a 3-year term. No director shall be eligible to serve more than two successive terms of office. Upon leaving the Board, at least a 12-month period must pass before a director shall again be eligible to serve.

Section 2: Conduct of Meetings. The rules contained in the most current edition of Robert's Rules of Order shall govern the Club in the conduct of all meetings.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article III: DUTIES OF OFFICERS

Section 1: President

- Serve as the chief executive officer and shall be responsible to the membership for the proper operation of the Club.
- Preside at all semi-annual owner meetings and Board meetings.
- Sign such instruments as the Board may direct and shall perform such other duties as the Board may prescribe or as may be approved at a meeting of the owners.

Section 2: Vice-President

- Perform the duties of the President in his absence or disability.

Section 3: Treasurer

- General charge of the financial affairs of the Club subject to the supervision and control of the Board, with authority in the name and on behalf of the Club to collect all fees, dues, and other accounts due to the Club, to pay all bills on such approval as may be directed by the Board and to borrow money upon the vote of the Board, and to execute and deliver the Club's notes or other evidence of indebtedness therefor.
- Keep all funds in banks in the name of the Club.
- Keep regular books of accounts of the Club whenever requested to do so by the Board.
- Give bond for the faithful performances of his duties if the Board may so require in such form and in such sum and with such sureties as the Board may determine.
- Have custody of all the financial records and documents provided, however, in the event that a bond is required of the Treasurer by the Board, such bond shall be kept by the Secretary.
- Certify to all financial records at the semi-annual owners meeting.
- Serve as a voting member of the Financial and Budget Committee. The General Manager shall serve as a non-voting member of the committee.

In case of absence or disability of the Treasurer, the Board may appoint a temporary Treasurer.

Section 4: Secretary

- Attend all meetings of the owners and the Board and keep a detailed record of all votes and business transactions. Records are open to inspection by all owners.
- Have the authority in the name and on behalf of the Club to sign and affix the corporate seal when necessary to deeds, contracts, bonds, agreements, and other documents having previously been approved by the Board.
- Maintain custody of the seal of the Club.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

- Ensure that the General Manager keeps current and accurate rolls of the classes of membership.
- Perform such other duties as the Board may prescribe or as may be imposed by law.
- In case of the absence or disability of the Secretary, the Board may appoint a temporary Secretary.

Section 5: Board of Director Duties

- Proper control and management of all affairs, property, and expenditures of the Club.
- Vested with the powers to conduct such routine affairs associated with normal operation, and such other powers as expressly delegated to them by the owners for situations demanding extraordinary actions.
- Assume and exercise those responsibilities so identified by applicable Law, the Articles of Incorporation, and Bylaws as pertain to this organization.
- Prepare written directives and standard operating procedures outlining the exact responsibilities, duties, and authority for all employees that report directly to the Board.
- Enter into written employment contractual agreements with such other individuals as required to manage and maintain the RBCC facility. The use of all property under lease and the buildings erected thereon shall be administered, governed, and controlled by the Board. Rules and regulations as to access to and use of these buildings, land areas, and lakes will be established and posted in a conspicuous place.
- To authorize Capital Funds expenditure: up to \$5,000 by the General Manager, and up to \$100,000 by a vote of five Board of Directors. Any expenditure over \$100,000 must be voted on by the Owners.

Rocky Bayou Country Club
Bylaws

Nov 16, 2021

Article IV: CONDUCT OF BUSINESS

Section 1: Meetings The Board shall hold regular monthly meetings and any other meetings as may be necessary. Absence from three consecutive meetings without prior approval of the President or, in his absence, the Vice-President, the Board shall automatically terminate a director's membership on the Board. Meetings of the Board may be held at such places within or without the State of Florida. If any three members of Board request, in writing, the President to call a special meeting of the Board, he shall be required to do so. All special meetings of the Board shall be called by order of the President. The first meeting of the newly elected board shall be held no later than December 15th.

Section 2: Quorum Five members of the Board shall be necessary at any meeting for a quorum for the transaction of business, but less than a quorum may vote to adjourn.

Section 3: Electronic Meetings The President may call for an electronic meeting of the Board of Directors when a critical issue needs to be addressed promptly. The form of the electronic meeting may utilize whatever technology (e.g., voice, email, text, Zoom, Microsoft Teams) available to effectively communicate the topic, allow discussion, and gather votes. When requesting this meeting, the President shall state the motion to be discussed and voted upon. The President must give the members ample notice as to when the electronic meeting shall begin. All board members must have access to the necessary equipment for participation in the electronic meeting. A quorum of five members must be met for the meeting to be official. The President shall establish a time frame for debate on the issue before them. At the conclusion of this time limit, the President may call for a vote. At the next official board meeting, the minutes of this meeting shall be approved.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article V: COMMITTEES

The Board shall appoint the following committees for conducting the affairs of the Club and shall decide all questions that may arise between the committees. A member of the Board shall be the chairman of each committee. The committee chairman shall appoint the members of their respective committee. The number of committee members shall consist of a minimum of three members. A husband and wife may serve on the same committee but may have only one vote as a couple. There shall be four standing committees. The duties of each are outlined in Sections 1,2,3 and 4 below. The Board may appoint any additional committees from time to time when deemed necessary.

Section 1: Finance and Budget Committee The Treasurer should chair; however, they shall serve as a voting member of the Financial and Budget Committee. The General Manager shall serve as a non-voting member of the committee. It shall be the duty of the committee to prepare budgets and to review the financial condition of the Club for the Board.

Section 2: Golf Course and Grounds Committee It shall be the duty of this committee to superintend all physical improvements, alterations, and maintenance work required on the golf course property and the grounds surrounding the Clubhouse, practice areas, parking lots, and swimming pool. It shall be responsible for annual updating of the master plan for the Club. It shall make recommendations to the Board regarding any proposed new construction or alterations/improvements to existing buildings, swimming pool, or utilities. The committee shall prescribe and enforce such ground rules as deemed necessary to insure the preservation and protection of the golf course and grounds. The golf course superintendent shall be a non-voting member of this committee.

Section 3: Golf Committee This committee shall have charge of all matters pertaining to the playing of golf upon the property of the Club. The committee shall develop appropriate local rules of play and plan and schedule special events involving inter- and intra-Club competitions. A handicap system for members, in accordance with the United States Golf Association criteria, will be established and maintained. The General Manager shall be a non-voting member of this committee.

Section 4: Clubhouse and Swimming Pool Committee This committee shall develop appropriate house rules for enforcement by the General Manager. The Committee shall plan and host social functions at the club in coordination with the General Manager and the Food and Beverage Manager. It shall be the duty of this committee to prepare and present to the Board appropriate plans and rules for swimming pool use by the members for execution and enforcement by the General Manager.

The following committees shall be appointed as needed.

Membership and Admissions Committee: The committee shall propose new or changed membership categories to the Board for approval. The committee will implement membership drives to include advertising

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

campaigns and incentives such as temporary reductions in initiation fees. The General Manager shall be a non-voting member of this committee.

Nominating Committee The committee shall consist of three owners, none of whom may be a member of the current Board or a member of the nominating committee for the previous year. This committee shall be appointed by the President not later than 15 September. The immediate past RBCC president shall be the chairman. If unable to serve, a previous past president shall be appointed. For the remaining committee members, one shall have prior Board experience and two shall come from the owners at large. One month prior to the November meeting, this committee will submit to the BOD a list of candidates at least equal to the number of open positions. No later than six weeks prior to the November meeting, the nominating committee shall solicit from the Owners anyone who desires to have his/her name placed on the ballot for the open positions to be elected to the Board of Directors for the forthcoming term. This solicitation should be made through any reasonable means, including, but not limited to, newsletters, bulletin board postings, or email notification to all members. The number of candidates on the ballot shall not be limited.

Bylaws Committee This committee shall be charged with recommending changes to these Bylaws to the Board. A member of the committee will also brief the membership on proposed changes to the Bylaws.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article VI: CONDUCT OF MEETINGS

Section 1: Semi-annual meetings A meeting of the voting membership (owners) shall be held on the second Tuesday in November and on the third Tuesday in May each year at an appropriate place and time set by the Board. If for any reason the semi-annual meeting shall not be held as herein provided, the President shall order a special meeting of the owners to be called and to be held in lieu of and for the purposes of the semi-annual meeting. The Board will appoint a parliamentarian, who will rule with finality on any question of rules or points of order. Non-owners may attend as non-voting members.

Section 2: Special Meetings

A special meeting of the owners shall be called by the Secretary, if ordered to do so by the Board or upon the written request of any 40 owners. An electronic meeting can be held if a vote is needed between Semi-Annual meetings when time is of the essence at the discretion of the Board. Quorum will be established according to Article VIII Section 4. Any votes pertaining to Fees, Dues and Assessments must be in accordance with Article VIII Section 3. All other votes require a 7-day notice with a 7-day voting period. Alternatively, written ballots will be provided by the General Manager.

Section 3 : Proxy There shall be no voting by proxy.

Section 4 : Quorum A minimum of 25% of the current total dues paying owners shall constitute a quorum at all owner member meetings.

Section 5: Voting Each owner in good standing shall have one vote. The affirmative vote of a majority of the members present at any meeting of the owners is required for action at such meeting.

Section 6: Absentee Ballots Absentee ballots may be cast in a manner prescribed by the Board. Absentee ballots will be forwarded to members upon application. These ballots must be signed by the member and returned to the Secretary prior to the vote at a meeting of the owners. If alterations to proposed actions are made at the meeting and the outcome of the vote could change based on the number of registered absentee ballots, then the final tally will be held until the absentee voters have an opportunity to respond to the changed ballot. Members receiving the revised absentee ballot shall have ten (10) days to recast their vote and return the signed ballot to the Secretary.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article VII: MEMBERSHIP CERTIFICATES

Section 1: Certificates A membership certificate shall be issued to each owner and only to an owner. Each membership certificate, even though issued in the names of a married couple, shall entitle the owner to one vote. Membership certificates shall be in such form as may be determined by the Board except and as prescribed by applicable Law.

Membership certificates shall be fully paid and non-assessable by any mortgagee of the Rocky Bayou Country Club, Inc. Membership certificates may be assessed from time to time to support RBCC plans, activities, improvements, and disaster relief efforts by two-thirds majority vote of the owners present at their meeting.

Section 2: Single Ownership No individual shall be entitled to hold more than one membership certificate in the Club.

Section 3: Certificate Appraisal Any membership certificate owner, or the executor or administrator of any deceased membership certificate owner, and/or the assignee of any membership certificate sold on execution, who shall desire to sell his certificate, shall request in writing that the certificate be appraised by the Board. It shall be the duty of the Board to perform this function. In appraising the certificate, the Board will consider original purchase price, market value, demand and assessments against the certificate. (~~Amended 11/16/10~~)

Section 4: Transfers/Sales A transfer of a membership certificate from one person to another without payment to the Club of the non-refundable initiation fee is reserved to transfers within an immediate family. Any other transfer of a membership certificate will require payment to the Club of the non-refundable initiation fee prior to accepting the certificate owner as an Owners of the Club. Any membership certificate owner, or the executor or administrator of a deceased membership certificate owner, who shall desire to sell his certificate, shall file a statement in writing with the Secretary of the Club naming the proposed buyer. That proposed buyer, unless already an owner, shall then file an application for membership in the Club, complete with required recommendations by current members. The admissions committee will review the application and recommend to the Board that the proposed transfer be approved or disapproved. Upon approval of the new member and upon satisfaction of all accounts with the Club by the selling member, the seller's membership shall be canceled. Upon payment of the current non-refundable initiation fee(s) to the Club and certificate fee(s), a new membership certificate shall be issued to the buyer as a new member.

No membership is transferable by the member.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article VIII: MEMBERSHIP CATEGORIES

Types and Classes of Memberships.

Section 1: Owners:

A. The term "owners", as used in these Bylaws, refers to one who owns a membership certificate. Owners shall have all privileges of the Club and alone shall have an interest in the property of the Club and have a right to vote. Those members who subscribed for a certified certificate of ownership prior to August 1, 1972, shall be designated as charter members. Any certified certificate owner shall have the right at any time to become an active dues-paying member except that this option shall not be exercised by such member more than one time. Those owners of record on November 1, 1978, and those admitted subsequently, having paid all fees, dues, assessments, and having made arrangements to satisfy certificate indebtedness and are otherwise in good standing and shall be the sole owners of Rocky Bayou Country Club and its possessions. Any owner desiring to terminate will do so in accordance with Article VII of the Bylaws.

B. Effective September 1, 1981, applicants for ownership shall pay non-refundable initiation fees and dues in accordance with the current schedule. For the above classification, any new applicant must purchase a membership certificate at the current market value in addition to the required initiation fee.

Section 2 : Non-owner Member

A. Non-owner members shall be members who shall have all privileges of the Club, but who shall own no membership certificate, have no interest in the property of the Club, and have no voting right. Non-owner members shall pay non-refundable initiation fees and dues in accordance with the current schedule.

B. Non-owner membership categories and changes thereto shall be recommended by the Membership Committee to the Board of Directors for approval. Approved categories shall be documented in the Member Guide.

Section 3: Amount of Fees, Dues and Assessments The amount of monthly dues and/or initiation fees to be paid by a member shall be determined by a two-thirds majority vote of the owners present, including absentee ballots, at a meeting of the members. Any proposed changes to the dues or initiation fees must be advised to the owners at least 14 days prior to any voting on such proposal.

Effective January 1, 2021, the monthly dues for all members, owners and Non-owners, (except Seasonal, and Emeritus) may be increased from zero to 3% by a vote of the Board of Directors based on the recommendation of the Financial Committee.

Rocky Bayou Country Club Bylaws

Nov 16, 2021

All membership categories may be assessed from time to time to support RBCC plans, activities, improvements, and disaster relief efforts by two-thirds majority vote of the Owning Members present at a meeting of the membership.

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article IX: PAYMENT OF CLUB BILLS

Section 1: Payment of Club Bills All financial obligations to the Club must be paid within 20 days of the due date. A penalty charge shall be imposed on any bill 20 days or more past due. The penalty charge will reflect the financial situation prevailing at the time and will be determined by the Board. This information will also be included in the Members' Guide.

A list of such debtors after 20 days shall be turned over to the Board by the General Manager for action. The Board may take action on the remission or suspension of the indebtedness according to the merits of the case and shall have the right to suspend or require forfeiture of membership of any member who does not meet his indebtedness to the Club.

In the case of Owners holding refundable certificates and who resign or for any reason forfeit membership, their indebtedness to the Club shall be deducted prior to any refund being made.

Section 2: Suspension Any member's account that becomes two months delinquent is subject to suspension by the Board. Reinstatement at the conclusion of the suspension will be contingent upon payment of all outstanding obligations, including dues that are accrued during suspension, plus two-month penalty dues. This information will also be included in the Members' Guide.

Rocky Bayou Country Club
Bylaws

Nov 16, 2021

Article X: DISCIPLINARY ACTIONS

Section 1: Disciplinary Suspensions Should any member commit a common-law crime or other criminal act against the Corporation or against any person lawfully on the premises of the Corporation, the Board shall have the right, upon a majority vote after a hearing on the incident, to suspend or terminate the privileges of membership of such person. The Board may also reprimand or suspend a member for violation of club rules.

Reprimands may be either a documented verbal warning or a written warning issued to the member based on severity. Reprimands will be removed after three years if no subsequent violations occur. The length of such suspension shall be at the discretion of the Board, taking into account the mitigating and aggravating facts of the incident. So long as such member remains a member during the period of suspension, he shall remain liable for and shall pay promptly all dues and assessments as would be due from him just as if he were not suspended.

If the member in question is not an owner, the Board may terminate membership in lieu of suspension.

Rocky Bayou Country Club
Bylaws

Nov 16, 2021

Article XI: OTHER ISSUES

Section 1: Guests The privileges of the Clubhouse and grounds may be extended to guests of members or the general public under regulations prescribed by the Board. See Members' Guide.

Rocky Bayou Country Club
Bylaws

Nov 16, 2021

Article XII: Fiscal Year

The fiscal year of the Club shall begin on the first day of January and shall terminate on the last day of December of each year. ~~(Amended 5/19/92, 11/17/09, 5/21/13, 5/20/14)~~

Rocky Bayou Country Club

Bylaws

Nov 16, 2021

Article XIII: BYLAW CHANGES and CLARIFICATIONS

Section 1: Amendments These Bylaws may be altered, added to, amended, or rescinded at any meeting of the owners at which there is a quorum, by affirmative vote of two-thirds of the owners present; notice of the proposed alteration, addition, amendment or rescission having been sent to each member at least 14 days before such meeting. Alterations to the proposed changes may be made at the meeting without 14-day prior notification.

Section 2: Interpretation Throughout these Bylaws, words of the masculine gender shall be interpreted to include the feminine gender and words in the singular shall be interpreted to include the plural and vice-versa for each. The Board shall interpret any ambiguities of the Bylaws.

Section 3: Date of Effectiveness Unless stated otherwise in an amendment, amendments to these Bylaws shall be effective on the first day of the month following affirmative vote of the Owning Members as prescribed in Section 1, Amendments.

**Rocky Bayou Country Club
Bylaws**

Nov 16, 2021

Article XIV: INDEMNIFICATION

Each director, and employee of the Club shall be indemnified against all expenses, judgments, decrees, fines, penalties, and amounts paid in connection with the defense of any pending or threatened action, suit, or proceeding, provided that a determination is made by the Board that the director or employee was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duty to the Club.

Rocky Bayou Country Club Bylaws

Nov 16, 2021

Article XV: FEES AND RULES

Section 1: Guest Fees All guest fees for use of Club facilities will be as recommended by the appropriate committee and approved by the Board. See Members' Guide.

Section 2: Rules concerning use of Club facilities will be formulated by the appropriate committee and approved by the Board. Rules will be enforced by the manager and his staff. See Members' Guide.

Section 3: Privately Owned Golf Carts Only owners and Cornerstone members shall be permitted to own and use a powered golf cart (gas or electric) on the golf course in accordance with established rules and regulations.

These are the certified revised Rocky Bayou Country Club Bylaws voted in at the Owners Meeting held November 14, 2021, and are effective per Article XIII, Section 3.

Dennis Barnett, President

Ben Josey, Secretary

Rocky Bayou Country Club

Rocky Bayou Country Club

This amendment changes 2019 ByLaws and is effective November 16, 2021