

ROCKY BAYOU COUNTRY CLUB BYLAWS

Effective 1 January 2026

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Article I – ORGANIZATION

Section 1: Name

The name of the Corporation shall be *Rocky Bayou Country Club, Inc.*, also referred to herein as *RBCC* or *the Club*.

Section 2: Location

The principal location of the Corporation shall be 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 for the pleasure and benefit of its members. In connection therewith and incidental thereto, the Club shall 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 to exercise such other powers as may be convenient or necessary to carry out these purposes. RBCC is a 501(c)(7) Social Club under the IRS Internal Revenue Code.

Section 5: Owners

The term *Owner* shall mean a *Platinum Member* (formerly referred to as a *Proprietary Member*).

Article II – LEADERSHIP

Section 1: Officers and Directors

The Board of Directors (“Board”) shall consist of five (5) Owners in good standing with the Club. Each Director shall serve a three-year term. No Director shall be eligible to serve more than two successive terms. Upon leaving the Board, at least a 12-month period must pass before a Director shall again be eligible to serve.

The Board shall be elected by ballot at the November semi-annual Owners’ meeting. The Board shall meet prior to the November meeting to elect the President for the following year. The Vice President, Treasurer, and Secretary shall be elected at the first Board meeting thereafter. Officers shall hold office for one year or until their successors are elected.

The newly elected Board will assume office on January 1 to coincide with the fiscal year.

Section 2: Resignations, Removals, and Vacancies

Any member of the Board may resign by submitting a letter of resignation to the Board. Resignations are effective upon acceptance. Any Board member may be removed by a three-fourths vote of the Directors for cause shown. When a vacancy occurs, the Board shall appoint an Owner to serve the remainder of the unexpired term.

Article III – DUTIES OF OFFICERS

Section 1: President

The President shall serve as the chief executive officer responsible to the membership for the operation of the Club. The President shall preside at all semi-annual Owner meetings and Board meetings, sign such instruments as the Board may direct, and perform such other duties as prescribed or approved.

Section 2: Vice President

The Vice President shall perform the duties of the President in his absence or disability.

Section 3: Treasurer

Subsection 1. Qualifications: The Treasurer shall have such financial experience or competence as the Board may require (or as reasonably expected).

Subsection 2. Authority, Oversight & Limitations

1. The Treasurer shall act subject to the supervision and control of the Board of Directors (Board).
2. The Board shall, by resolution, designate one or more depositories (banks, credit unions, investment accounts, etc.) in which Club funds shall be held in the name of the Club.
3. Checks, drafts, electronic transfers, or other disbursements must bear such signatures or authorizations as the Board prescribes, including dual signatory requirements and electronic approvals.
4. No check or disbursement shall be made to the Treasurer (or a close relative) without separate, independent review or approval.

Subsection 3. Receipt, Deposit & Custody of Funds

1. The Treasurer shall collect or cause to be collected all membership dues, fees, assessments, and other amounts owed to the Club, issuing receipts or documenting deposits.
2. All funds received must be deposited promptly into the Club's bank accounts or depositories in the Club's name.
3. The Treasurer is responsible for proper oversight of all financial records, vouchers, invoices, bank statements, backup records, and electronic files. These must be secured, backed up, and protected from unauthorized access or loss.

Subsection 4. Accounting, Records & Internal Controls

1. The Treasurer shall keep complete and accurate books of account (ledgers, journals, cash receipts, disbursements) in accordance with US Generally Accepted Accounting Principles (GAAP) applicable to the Club's size and complexity.
2. The Treasurer shall review monthly bank reconciliations of all Club accounts, comparing bank statements to internal records. Any discrepancies or irregularities must be promptly investigated and reported to the Board.
3. The Treasurer will ensure all disbursements are backed by supporting documentation, including invoices, receipts, and written authorizations.

Subsection 5. Budget, Reporting & Certification

1. The Treasurer shall propose an annual operating budget and cash flow estimates for the upcoming fiscal year for Board review and approval.
2. At least quarterly, the Treasurer shall submit a written financial report summarizing income, expenses, deviations from budget, cash position, and liquidity.
3. At the semiannual and annual membership meetings, the Treasurer shall certify and present summarized financial statements covering the period under review.
4. The Treasurer shall make available all financial records and statements for inspection, subject to any restrictions prescribed by Board policy or confidentiality rules.

Subsection 6. Handover

1. When a Treasurer's term ends or the Treasurer resigns, a formal handover process shall occur: all funds, account documents, electronic passwords, records, books, and files must be turned over to the incoming Treasurer. A reconciliation or review should be conducted at handover to confirm balances and integrity.
2. If a successor has not yet been designated, the Board may appoint an interim Treasurer who shall have full powers of the office until a successor is elected or appointed.

Subsection 7. Compliance & Legal Responsibilities

1. The Treasurer shall ensure the Club's compliance with all applicable laws, regulations, tax reporting, filings, and obligations (e.g., IRS, state laws, nonprofit regulations).
2. The Treasurer shall coordinate with legal counsel, accountants, or external professionals as needed to fulfill these obligations.
3. The Treasurer shall act in accordance with the Club's conflict-of-interest policy; any transaction or payment in which the Treasurer has a personal interest must be disclosed and independently reviewed or approved.

Section 4: Secretary

The Secretary shall attend all meetings of the Owners and Board, keep detailed records of all votes and business transactions and corporate records.

Section 5: Board of Directors

The Board shall exercise control and oversight of all affairs, property, and expenditures of the Club, conduct routine and extraordinary affairs as delegated by the Owners, and authorize capital expenditures: up to \$5,000 by the General Manager, up to \$100,000 by a vote of three Directors, and over \$100,000 by a simple majority Owner votes.

Article IV – CONDUCT OF BUSINESS

Section 1: Meetings

The Board shall hold regular monthly meetings and others as needed. Absence from three consecutive meetings without approval shall be grounds for termination from the Board of Directors.

Section 2: Quorum

Three Directors shall constitute a quorum.

Section 3: Electronic Meetings

The President may call an electronic meeting (voice, email, video, etc.) when urgent matters arise. The motion and timeline must be clearly stated and results documented.

Article V – COMMITTEES

The Board shall appoint standing committees and others as necessary. Each committee shall consist of at least three members. Each committee will be chaired by one of the Board of Directors.

Section 1: Finance and Budget Committee

Chaired by the Treasurer; the General Manager serves as a non-voting member. This committee prepares budgets, reviews financial conditions, and recommends fee changes.

Section 2: Golf Committee

The Golf Committee serves as a strategic advisory body to the Board and General Manager on all matters relating to golf. It provides guidance on membership, policies, programs, tournaments, and rules, ensuring alignment with USGA standards.

The Committee also oversees the development and revision of the Golf Member Guide. Day-to-day golf operations remain the responsibility of the General Manager and professional staff.

Section 3: Facilities Committee

The Facilities Committee advises the Board and General Manager on maintenance, safety, and capital improvements of the Club's physical assets. It assists in developing and reviewing the Facilities Master Plan.

Additional Committees (AD HOC):

- *Membership and Admissions Committee* – manages membership drives and categories.
- *Nominating Committee* – prepares Board nominations; chaired by the immediate past President (if available, if not, any former President may chair the committee).
- *Bylaws Committee* – reviews and recommends amendments to these bylaws.

Article VI – CONDUCT OF MEETINGS

Meetings of the Owners shall be held twice per year:

- Third Tuesday in November

- Third Tuesday in May

Special meetings may be called by the Board or upon written request of 25% of the ownership.

No voting by proxy is allowed.

Voting will be one vote per Platinum membership. Platinum Single = 1 Vote, Platinum Family = 1 Vote, not one per family member.

A quorum requires 25% of dues-paying Owners.

Absentee ballots may be used as prescribed by the Board.

Meetings shall follow *Robert's Rules of Order*.

Article VII – DISCIPLINARY ACTIONS

The Board may reprimand, suspend, or terminate membership for violations of Club rules or misconduct. Reprimands may be verbal or written and will expire after three years if no further infractions occur.

Article VIII – OTHER ISSUES

Section 1: Guests

Clubhouse and grounds privileges may be extended to guests under rules set by the Board.

Section 2: Member Guide

The Member Guide shall contain the Club's operational policies, procedures, and rules. It will be maintained by the Golf Committee.

Article IX – FISCAL YEAR

The fiscal year of the Club shall begin January 1 and end December 31.

Article X – BYLAW CHANGES AND CLARIFICATIONS

Section 1: Amendments

- Rocky Bayou Country Club Bylaws – Effective January 2026

Bylaws

These bylaws may be altered or amended by a two-thirds vote of the Owners present at a meeting with quorum, with 14 days' written notice.

Section 2: Interpretation

Masculine pronouns include the feminine; singular includes plural. The Board shall interpret all ambiguities.

Section 3: Effective Date

Unless otherwise stated, amendments take effect on the first day of the month following approval.

Article XI – INDEMNIFICATION

Each Director and employee shall be indemnified against expenses and liabilities arising from actions taken in good faith on behalf of the Club, provided they are not found negligent or guilty of misconduct.

Certification

This amendment replaces the 2021 Bylaws and is effective January 1, 2026.

Jay Fisher, President

Rocky Bayou Country Club

Clayton Smith, Secretary

Rocky Bayou Country Club