**AMENDED REGULATIONS OF EAST PALESTINE COUNTRY CLUB**

**ORIGINAL DATE:** JANUARY 24, 1989
**SUBMITTED TO THE BOARD OF DIRECTORS:** FEBRUARY 5, 1989
**UPDATED:** JUNE 2025

1. **LEGAL STATUS:** The East Palestine Country Club [EPCC] is a for-profit Ohio corporation incorporated in 1919. It's official name is "THE EAST PALESTINE COUNTRY CLUB COMPANY." The corporation operates in accordance with its Articles of Incorporation filed with the Secretary of State of Ohio.
2. **STOCK OWNERSHIP:** In 1919, the corporation authorized Thirty Thousand Dollars ($30,000) of capital stock, divided into three hundred (300) shares with a par value of one hundred dollars ($100) each.
	1. Shares may be transferred, with consent of the board, subject to a fee and in accordance with applicable law.
3. **INTENT AND PURPOSE:** The East Palestine Country Club Company is a for-profit corporation organized pursuant to Chapter 1701 of the Ohio Revised Code, founded in 1919 under the laws of the State of Ohio.
4. **MISSION STATEMENT:** The East Palestine Country Club Company is dedicated to maintaining a premier golf course with excellence in turf management that promotes fair and competitive play for all levels of players, while providing exceptional recreational facilities and social experiences for members and the public in a welcoming environment.
5. **CORE VALUES:**
	1. Excellence in golf course maintenance and playability
	2. Accessibility to players of all skill levels
	3. Fiscal responsibility and sustainable operations
	4. Encourage competitive golf with camaraderie and sportsmanship
	5. Respect for the game's traditions and etiquette
6. **DEFINITIONS:** As used in the provisions of these Amended Regulations of The East Palestine Country Club Company:
	1. **Member** means a stockholder who has paid such membership initiation fees as set by the Board of Directors, and such other dues or obligations to The East Palestine Country Club Company, as may, from time to time, be authorized by the Board of Directors and who has neither submitted a membership resignation, in writing, to the company treasurer, pursuant to the provisions of bylaws of The East Palestine Country Club Company nor has been terminated as a member in accordance with bylaws.
	2. **Initiation fee** means such entrance fee as the Board of Directors may, from time to time, set for a person desiring to be a member or associate member of The East Palestine Country Club Company.
	3. **Public Access** refers to non-members who may access the golf course at rates determined by the Board of Directors, subject to all rules and regulations of the club
7. **GOVERNMENT**
	1. **The company's affairs shall be administered and controlled by a Board of Directors, hereinafter referred to as THE BOARD, consisting of not less than nine (9) and not more than thirteen (13) members of the club. Directors shall serve staggered three-year terms, with approximately one-third elected each year.**
	2. A vacancy occurring in the membership of the Board, shall be filled by a vote of the remaining directors, and the directors so elected shall hold office for the unexpired term.
	3. **Regular meetings of the Board shall be held monthly at such time as it may be determined, and a special meeting shall be called at any time by the Secretary, upon the call of the President or at the request of three (3) directors of the Board. Notice of meetings shall be provided at least 48 hours in advance.**
	4. **A majority of** directors shall constitute a quorum of the Board.
8. **BOARD OF DIRECTORS:** Subject to the bylaws of the company, the Board shall have general charge and control of the affairs, funds and property of the club, but it shall have no power to incur any indebtedness in excess of **One Hundred and Twenty-Five Thousand Dollars ($125,000)**~~,~~ except for the ordinary operating expenses and maintenance of the club.
	1. It shall authorize all such contracts, purchases and payments as shall be necessary or proper.
	2. Make, revise and enforce regulations for the use of the clubhouse and grounds, and for the conduct of the members and their guests, and prescribe penalties for the violation thereof, which it may enforce or remit in any particular case as it may see fit.
	3. **Employ or authorize the employment of a Club Manager/Golf Professional to oversee daily operations and such other assistants and staff as it may deem necessary and fix their compensation. The Club Manager/Golf Professional reports to the Board and is responsible for implementing Board policies and directives.**
	4. Control the club's expenses and fix the yearly membership dues and fees, and any other charges for using its facilities.
	5. Regulate competition, games, sports, and other activities and prohibit those which it may consider prejudicial to the welfare and interest of the club.
	6. Fill any vacancy that may occur in office by a majority and by two-thirds (2/3) vote of the Board of Directors and remove any officers.
	7. **Prescribe rules for the admission of visitors and the public, establish tee-time procedures that balance member and public access, and fix the charges for their use of the club and its property.**
	8. **Terminate the membership of or suspend any member or associate member from club privileges by a three-quarter (3/4) vote of the entire membership of the board, for any violation of the regulations or by-laws or for any conduct not in violation thereof, which, in its opinion, is improper or prejudicial to the welfare, interest or reputation of the company and its club property. No member or associate member shall be terminated or suspended for a period exceeding Three (3) months, unless the Board shall cause to be given them Two (2) weeks' written notice of the charges preferred against them, and an opportunity to be heard at such time and place as it may fix. In any case in which a member's address is unknown, notice may be given through electronic communication channels officially used by the club.**
	9. Appoint or authorize the President to appoint such committees, either from the members of the Board, or from the members and associate members, as it may deem advisable from time to time.
	10. At its discretion, from time to time, limit the number of members and associate members who are entitled to club privileges.
	11. Adopt by-laws that shall govern all conduct and administration of the company activities.
	12. **Establish policies and set strategic directions for the club.**
	13. **Ensure excellence in turf management and course conditions through the development and approval of annual maintenance plans and budgets.**
9. **COMMITTEES**
	1. All committees shall be subject to the discretion and control of the Board and shall have such powers and discharge such duties as the Board may prescribe and shall hold office during the term of the Board. The Board, unless it delegates authority to the President, shall appoint the chairman thereof.
	2. Each committee shall meet at the call of its chairman and shall act by a vote of the majority of its members.
	3. The Board shall appoint a (1) house committee, (2) greens committees, (3) golf committee, (4) social committee, (5) finance committee, and (6) member experience committee, whose duties, unless otherwise prescribed by the Board, shall be as follows:
		1. **The House Committee oversees clubhouse maintenance, operations, and facility renovations.**
		2. **The Greens Committee advises on course maintenance, improvements, and play policies and serves as a liaison between the Board and Professional Management.**
		3. **The Golf Committee plans and executes leagues, member events, and tournaments.**
		4. The Social Committee is authorized to manage miscellaneous social activities at the course and club and to schedule and arrange such events in concert with the House Committee.
		5. **The Finance Committee reviews financial statements, prepares budget recommendations, and oversees audits.**
		6. **The Members Experience Committee develops recruitment strategies, addresses the concerns of the members, and oversees membership, public relations, websites, and special events.**
		7. The Board may establish special committees as needed, each with a clear charter and reporting relationship.
		8. Each committee shall have at least one Board member. Committees may include non-board members. The President appoints committee chairs with Board approval.
10. **DUTIES OF OFFICERS**
	1. The President shall preside at meetings of the club and the Board, and shall be ex-officio and member of all committees thereof.
	2. The Vice President shall act in the absence of the President.
	3. **c. The Treasurer shall oversee financial affairs, ensure proper accounting, prepare financial reports, oversee budget preparation, collect all entrance fees and dues, keep all club accounts, and make payments approved by the President or acting President. The Treasurer shall notify people elected to associate membership of their elections and keep a correct list of members. The Treasurer shall render monthly financial statements to the Board and an annual statement at each yearly meeting of the company. The accounts shall be audited or reviewed annually if directed by the Board.**
	4. **The Secretary shall keep minutes of all meetings; maintain corporate records; issue notices; handle correspondence; keep a record of all meetings of the club and the proceedings of the Board. The Secretary shall give notice of all meetings of the company or the Board and notify the Treasurer of all names of all persons elected. The Secretary shall maintain a list of record stockholders, members, and associate members**
	5. **An individual may hold two offices simultaneously if no one is interested in one of the offices or for a matter of efficiency, as determined by the Board. However, the positions of President and Secretary shall not be held by the same person**
11. **CLUB PRIVILEGES**
	1. The power to grant club privileges to persons other than members shall be vested exclusively in the Board, from time to time. Persons not owning stock admitted to club privileges shall be known as associate members and stockholders holding club privileges shall be designated as members.
	2. The Treasurer shall notify each member and associate member of his election to club privileges, and shall furnish him with a copy of the regulations and by-laws of the company, upon written request, at cost.
	3. **The Board of Directors may establish additional membership categories (e.g., Junior, Senior, Corporate, Social) with appropriate dues structures and privileges. Such categories shall be clearly defined in club policies.**
	4. **The golf course shall be accessible to the public at rates determined by the Board of Directors. Public players shall adhere to all club rules and regulations. Tee-times may be allocated to balance public access and member play.**
12. **INITIATION FEES AND DUES**
	1. INITIATION FEE. Upon the initial purchase of stock in the company, or upon transfer of company stock the initiation fee as determined by the Board of Directors shall be levied upon the same purchaser or transferee to be paid to the Treasurer of the company.
	2. MEMBERS ANNUAL DUES. Members' annual dues shall be payable by all shareholders to the Treasurer of the Company, in such amounts and manner as the Board of Directors may determine. A notice for dues and other indebtedness to the company shall be sent to each member liable therefore, in February of the year to which dues shall apply. Annual dues and accounts shall be paid in advance by March 1st of the year to which they apply. In the event of non-payment of current dues by March 15th of the year of application, such members shall be notified of such delinquency. Suppose the account is not paid within ten (10) days of said notice. In that case, the members shall automatically be suspended from club privileges
13. **STOCK TRANSFER UPON TERMINATION:** Upon termination from membership of any person for any reason whatsoever including nonpayment of indebtedness, the share or shares of stock held by such member shall be immediately surrendered by the member to the club and, in turn, placed in escrow by the club. After one year of escrow, the board, at its discretion, may resell the stock, retire the stock to treasury, or return the stock to the former member for readmission to membership.
14. **RESIGNATIONS:**
	1. Any member may withdraw as such, after payment of all indebtedness to the club, and by written notice of withdrawal to the Treasurer and tender of stock certificate endorsed in blank for resale. Such withdrawal shall be effective as of the date of receipt by the Treasurer.
	2. Reinstatement to member status before resale of the tendered certificate may be obtained by the payment of a reinstatement charge as may be set, from time to time, by the Board of Directors. If the Board is able to resell the tendered certificate the proceeds from said sale shall be paid to the former member, less any indebtedness owed to the club.
15. **MEETINGS**
	1. **The fiscal year of the company shall end December 31st.**
	2. **The annual meeting shall be held as arranged by the Secretary and/or fixed by the Board during March of each year for election of directors, presentation of financial reports, and transaction of other business.**
	3. **The Secretary shall call a special meeting whenever requested to do so by resolution of the Board, or by twenty percent (20%) of shareholders.**
		1. **Each request shall state the objects for which the meeting is to be called, and matters submitted to the meeting shall be restricted to those objects.**
	4. **The secretary shall mail or e-mail notices of each meeting to each active member fourteen (14) days before each regular and three (3) days before each special meeting.**
		1. **Notices for special meetings shall state the objectives for which they are called.**
	5. **The vote upon any matter submitted to the meeting shall be cast in such manner as the majority may prescribe.**
16. **AMENDMENT OF BYLAWS**
	1. These Bylaws may be amended through either of the following methods:
		1. **Amendment by Shareholders:** The Bylaws may be amended, in whole or in part, by two-thirds (2/3) vote of the shares represented at any regular or special meeting of the company, duly called. Such meetings may be conducted in person, by proxy, or through virtual/electronic means that allow for proper verification of shareholder identity and voting. Amendments may be proposed by the Board or by written petition of 20% of shareholders. No change shall be made at any special meeting unless the notice of said meeting clearly states the change to be proposed for consideration.
		2. **Amendment by Board of Directors:** The Board of Directors may amend the Bylaws by a two-thirds (2/3) vote at any regular or special meetings of the Board, provided that written notice of the proposed amendment has been given to all shareholders at least seven (7) days prior to the Board meeting. Such notice shall include the full text of the proposed amendment and shall be delivered by mail, email, or other means reasonably calculated to provide actual notice to shareholders.
			1. **Shareholder Challenge:** If, within seven (7) days after the Board adopts an amendment to the Bylaws, ten (10) or more shareholders object to the amendment to the Secretary, the amendment shall be suspended pending approval by the shareholders at a special or regular meeting. Such meeting shall be called within thirty (30) days of receiving the objections.
17. **TRANSFERS OF STOCK**
	1. Transfer of stock can only be made on the books of the company, in person or by proxy, in the presence of the President or Secretary, on surrender of the previous certificate and payment of all obligations due to the company, including, but not limited, membership annual dues, initiation fees, and such other charges as the Board may, from time to time, require, provided, that if a certificate be lost or destroyed, a duplicate may be issued by a special order of the Board of Directors, upon satisfactory proof of such loss or destruction and the giving of a simple bond of indemnity against loss by reason thereof, if required.
	2. The transfer books shall be closed for thirty (30) days next preceding each annual meeting of the members. No certificate of stock shall be transferred on the company's books until after the payment of all indebtedness and all liability to the company of the person in whose name the previous certificate is and the payment of the initiation fee, which may then be in effect.
	3. **c. An individual may hold only one share of stock. Stock certificates are issued to shareholders upon full payment for shares. The Board of Directors shall maintain an accurate record of all shareholders.**
18. **RESCISSION OF PREVIOUS REGULATIONS**
	1. **That all regulations of The East Palestine Country Club Company, heretofore adopted prior to this date, are hereby revoked and repealed and declared to be void and of no effect, and that the regulations herein set forth shall constitute the regulations of The East Palestine Country Club Company.**
19. **CORPORATE RECORDS:** The corporation shall maintain complete and accurate records of all corporate affairs. Records shall include, but not be limited to: minutes of meetings, financial records, membership rolls, and stock ownership.
20. **CONFLICTS OF INTEREST:** A conflict of interest exists when a Director, Officer, or Committee Member has a direct or indirect personal, professional, financial, or business interest that does work for, contracts with, or provides goods and services to, or may be perceived to do work for, contract with, or provide goods and services to the East Palestine Country Club Company.
	1. **Examples of a conflict of interest:**
		1. A Director, Officer, or Committee Member who provides paid goods or services to the club, either personally or through a business in which they have an ownership interest or from which they receive compensation.
		2. A Director, Officer, or Committee Member whose immediate family member (spouse, child, parent, or sibling) provides paid goods or services to the club.
		3. A Director, Officer, or Committee Member who stands to benefit financially from a particular transaction or arrangement being considered by the Board.
	2. **Procedures for Addressing Conflicts of Interest:**
		1. Self-Disclosure: Any Director, Officer, or Committee Member with an actual or potential conflict of interest shall disclose the conflict to the Board before any discussion or vote on the matter.
		2. Board Declaration: A majority of disinterested Directors may determine that a conflict of interest exists for any Director, Officer, or Committee Member, even if not self-disclosed.
	3. **Recusal Requirements:**
		1. A Director with a conflict of interest shall leave the meeting during the discussion and vote on the matter giving rise to the conflict.
		2. The Director may provide information to the Board before departing but shall not attempt to exert influence over the decision.
		3. The recused Director shall not be counted for purposes of determining whether a quorum is present for the vote on the matter.
21. **FINANCIAL PROVISIONS**
	1. **Fiscal Year:** The fiscal year shall be January 1 through December 31.
	2. **Financial Reporting:**
		1. Monthly financial statements shall be prepared for Board review.
		2. Annual financial statements shall be provided to all shareholders.
		3. An annual audit or review may be conducted if directed by the Board.
22. **GOLF COURSE OPERATIONS**
	1. The Board shall ensure excellence in turf management and course conditions.
	2. Rules of play, etiquette, and dress code shall be established and enforced.
	3. USGA Rules of Golf shall govern all play except as modified by local rules.
23. **NON-DISCRIMINATION STATEMENT**
	1. The East Palestine Country Club Company does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The East Palestine Country Club Company is committed to providing an inclusive and welcoming environment for all members, guests, staff, vendors, and the public.

**ORIGINAL DATE:** JANUARY 24, 1989
**SUBMITTED TO THE BOARD OF DIRECTORS:** FEBRUARY 5, 1989
**UPDATED:** JUNE 2025

**These Amended Regulations were duly adopted by the shareholders of The East Palestine Country Club Company on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2025.**