

OGLEBAY PARK GOLF CLUB, INC.

CONSTITUTION AND BY-LAWS

(As Amended 2014)

Article I - Organization

Section 1. The name of the Corporation shall be Oglebay Park Golf Club, Inc.

Section 2. The corporation shall be incorporated under the law of the State of West Virginia, as a non-stock, not-for-profit corporation.

Section 3. The principal office of the corporation shall be located at Oglebay Park, Wheeling, West Virginia. The Secretary of the corporation shall be the custodian of the corporate records, seal and original Articles of Incorporation and any Amendments.

Section 4. The objects and purposes for which this corporation has been organized is to promote amateur golf and the proper ethics, sportsmanship, good fellowship of the game; to help improve the conditions for golf at Oglebay Park, to engage in various activities for the purpose of raising funds necessary to operate on a non-profit basis golf tournaments, golf events, and other related organized activities to make golf more pleasurable, recreational, and accessible to its members at Oglebay Park; to organize golf activities and programs to contribute to the general welfare of the young and the aged; to improve health and fitness through the game of golf; and to do and perform all activities of such corporations authorized by the laws of the State of West Virginia. The corporation shall accomplish its stated purpose without discrimination on the basis of race, *sex*, color, creed or religion.

Article II - Membership

Section 1. Membership shall be open to all male individuals interested in the development and betterment of golf at Oglebay Park.

Section 2. Memberships shall be of three (3) kinds: (1) Regular, (2) Honorary, and (3) Life. Regular memberships shall be obtained by application to the corporation and payment of the prescribed membership dues, subject to the approval of the Board of Directors. Honorary memberships shall be awarded without payment of membership dues to all members of the Wheeling Park Commission, the Crispin Golf Course superintendent, the Speidel Golf Course Superintendent, the Director of Golf at Oglebay Park, and the Oglebay Park Golf Professional. Life memberships may be awarded by a majority vote of the Board of Directors at a meeting held for such purposes in order to recognize the lifetime achievements of a member in furtherance of the corporation's purposes and objectives. No ownership rights are associated with membership in the corporation, and no part of the corporation's assets inures to the benefit of any member.

Article III - Dues

Section 1. The annual membership dues shall be determined annually by a majority vote of the Board of Directors at a meeting held for such purposes prior to the annual membership meeting, payable on or before the annual membership meeting or at the time of the application for membership.

Section 2. The annual membership dues shall include each member's participation in a handicap system approved by the Board of Directors in order to maintain an established handicap for each member. An established handicap for each member promotes orderly and fair competition among the members.

Section 3. The amount of annual membership dues may be changed by a majority vote of the members present at a regular or special meeting held for such purposes.

Section 4. Any member who has not paid the annual membership dues shall not be entitled to vote at any meeting or participate in any golf club member events.

Section 5. The Board of Directors may also establish member fees for participation in various club events and tournaments.

Section 6. Any member who does not have status as an amateur golfer shall be permitted to participate in golf club member events but shall not be entitled to receive any skill prizes, or prizes or awards in the medal division for such event. Such member shall be entitled to receive prizes or awards only in the handicap division for such event.

Article IV - Expulsion of Members

Section 1. If in the opinion of a majority of the Board of Directors a member has committed an act or omission likely to injure or discredit the character, reputation or best interests of the golf club, the Board of Directors may expel the member from the club. The Secretary shall provide notice of the Board's action to the expelled member by U.S. mail. The expelled member shall be entitled to a hearing before the Board, if requested, within ten (10) days of the receipt of the request. An expelled member shall not be entitled to participate in any membership event pending the hearing, provided that the expelled member may request an expedited hearing, which shall be held prior to the next scheduled club event.

Section 2. An expelled member may at any time subsequent to his expulsion file a new application for membership which shall be considered in the same manner as other applications.

Section 3. No hearing or notice is required for any person not granted membership for failure to pay annual dues.

Article V - Board of Directors

Section 1. The Board of Directors shall be the governing body of the corporation and shall consist of thirteen (13) members, which shall include the President, Secretary and Treasurer of the corporation from the preceding year, and ten (10) Directors elected annually at the meeting designated for this purpose.

Section 2. With the exception of the President, Secretary and Treasurer, the Board of Directors shall be elected for a term of one (1) year by the members of the corporation.

Section 3. At the first meeting of the Board of Directors following the election, the Board of Directors shall elect from its members: (1) President (2) Vice-President (3) Second Vice-President (4) Secretary and (5) Treasurer. A Board of Director who has been elected or who has served as President during all or any part of two (2) consecutive years or terms shall be ineligible for the office of the President during any part of the term immediately following the second of two (2) consecutive terms or years.

Article VI - Elections

Section 1. Nomination of candidates for Board of Directors shall be made at a meeting held for such purpose. A member may be nominated as a candidate upon the motion of any member in good standing which motion shall be duly seconded by another member in good standing.

Section 2. Election of the Board of Directors shall be on a written ballot approved by the Secretary. The election shall be held at an election meeting scheduled by the current Board of Directors. Notice of the date and time of the election shall be provided to each voting member by the Secretary via electronic mail, by posting notice on the approved website of the Oglebay Park Golf Club, by regular mail if a member so requests of the Secretary, or by such other method as may be determined by the Board of Directors.

Section 3. A ballot shall be provided to each member at the election meeting. All ballots shall be submitted by the members in person to the Secretary at the election meeting, unless a member makes a request to the Secretary at least ten (10) days prior to the election meeting for an absentee ballot. Any absentee ballot shall be mailed by United States mail to the Secretary, or his designee, post marked at least three (3) days prior to the election meeting.

Section 4. No ballots or votes may be received by proxy.

Section 5. The election shall be conducted by the Secretary, or his designee. The balloting shall begin at the election meeting upon the calling of the meeting to order by the President, and the balloting shall continue until the Secretary, or his designee, determines that sufficient time has been permitted for each member to cast his vote. At which time the Secretary, or his designee, shall announce his intention to close the balloting, and upon the motion of a member, duly seconded, the balloting shall terminate. The Secretary, or his designee, shall tabulate the votes and announce the results.

Article VII - Duties of Board of Directors

Section 1. The Board of Directors shall elect all officers of the corporation.

Section 2. The officers of the corporation shall report their actions to the Board of Directors. All ministerial, financial, and policy duties shall be performed under the direction of the Board of Directors. Any officer or Director may be removed from office by a vote of ten (10) members of the thirteen (13) member Board at a meeting called for such purpose. In the event that the Secretary is to be removed, the notice of such meeting shall be given to the Board members by the Second Vice-President via electronic mail, by posting notice on the approved website of the Oglebay Park Golf Club, by regular mail if a member so requests of the Secretary, or by such other method as may be determined by the Board of Directors.

Section 3. The Board of Directors shall conduct meetings pursuant to the call of the President. A majority of the Board of Directors must be present to constitute a quorum necessary to transact business.

Section 4. The President shall preside at all meetings of the corporation and the Board of Directors, and shall be an ex-officio member of all committees. The President shall sign all corporate legal documents, permits, licenses, and other documents. The President shall from time to time, and as often as may be requested by the Board of Directors, submit reports to the Board of Directors and the membership on affairs of the corporation, and shall make recommendations as he may deem proper.

Section 5. In the absence of the President, the First Vice-President shall perform the duties of the President. In the event that the office of President becomes vacant, or the President is unwilling or unable to serve as President, the First Vice-President shall become the President and assume the duties of the office.

Section 6. In the absence of the President and/or the First Vice-President, the Second Vice-President shall perform the duties of the next-higher office, and in his absence, the Secretary shall perform the duties of the next-higher office.

Section 7. In the event that the office of the President or First Vice-President becomes vacant or are removed from office pursuant to Section 2 of this Article, the office of Second Vice-President shall be filled by election from the current Board of Directors, and the resultant vacancy in the Board of Directors shall be filled by election from the membership to be held at the next corporation membership meeting, or at a special designated meeting pursuant to notice provided to the members by the Secretary.

Section 8. The Secretary shall keep the minutes and records of the corporation in appropriate books. The Secretary shall give and serve all notices to members of the corporation via electronic mail, by posting notice on the approved website of the Oglebay Park Golf Club, by regular mail if a member so requests of the Secretary, or by such other method as may be determined by the

Board of Directors. The Secretary, or his designee, shall be responsible for conducting all elections of the Board of Directors, shall record all actions of the Board of Directors and all actions taken at membership meetings. The Secretary shall be the official custodian of the records and seal of the corporation. The Secretary shall present to the membership and to the Board of Directors any communication addressed to the corporation or the Secretary, and further shall exercise all duties incident to the office of Secretary as may be prescribed by the Board of Directors.

Section 9. The Treasurer shall receive all monies, bills, invoices and investments, and shall deposit all monies to the credit of the corporation in such depositories, banks, or credit institutions as may be designated by the Board of Directors. The Treasurer shall present all invoices for payment at the Board of Directors meeting for approval for payment, and maintain a written account of the finances of the corporation. The Treasurer shall pay all bills and make other disbursements as approved by the Board of Directors. The Treasurer shall make an annual report of the finances of the corporation, and make such other reports as may be prescribed by the Board of Directors. The Treasurer is authorized to issue checks of the corporation for payments and disbursements as authorized by the Board of Directors.

Section 10. The books and records of the corporation shall be open to inspection by the membership and the Board of Directors.

Section 11. The Treasurer shall give a surety bond approved by the Board of Directors in the amount of Ten Thousand Dollars (\$10,000.00), or such other amount approved by the Board of Directors, conditioned upon his faithful performance of his duties as Treasurer. The premium for the bond shall be paid by the corporation. The bond shall be held by the Secretary with the other corporation records.

Article VIII - Meetings

Section 1. The annual meeting of the corporation shall be held at Oglebay Park on the last Sunday of February beginning at 2:00 p.m., or such other date or time as may be determined by the Board of Directors.

Section 2. Monthly meetings of the corporation shall be held at Oglebay Park between the months of March and September of each year. The place, date and time of each monthly meeting shall be determined by the Board of Directors.

Section 3. The corporation shall operate on a calendar year from January 1st until December 31st of each year.

Article IX - Committees

Section 1. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees shall have and exercise all authority as authorized by the

Board, except as prohibited by the Articles of Incorporation or the bylaws, or otherwise prohibited by law.

Section 2. The President is an ex-officio member of all committees.

Article X -Salaries

Section 1. No member of the Board of Directors or committee member shall by reason of the office be entitled to receive any salary or compensation from the Oglebay Park Golf Club, Inc., except as recommended by the Board of Directors and approved by a majority vote of the members present at a membership meeting held for such purpose.

Article XI - Amendments

Section 1. The bylaws of the corporation shall not be amended except upon a two-thirds (2/3) vote of all members present at a meeting held for such purposes, provided that the membership has been given at least ten (10) days-notice of the proposed amendments, either in person via electronic mail, by posting notice on the approved website of the Oglebay Park Golf Club, by regular mail if a member so requests of the Secretary, or by such other method as may be determined by the Board of Directors.

Article XII - Interpretation

Section 1. The Board of Directors shall render its opinion and make final decisions upon any and all matters not fully provided for or clearly expressed in these bylaws.

Article XIII

This Corporation shall have a seal which shall consist of a round disc and shall have across the face thereof the words, "OGLEBAY PARK GOLF CLUB (Seal), Incorporated March 9, 1939."

Article XIV

The order of business at all meetings of the Corporation shall be as follows:

1. Minutes of previous meeting
2. Communications
3. Reports of Officers
4. Reports of Committees
5. Unfinished business
6. New business
7. Election of members to Board of Directors at designated meeting
8. Adjournment