

TORREY PINES MEN'S GOLF CLUB, INC.



Minutes of the Regular Meeting of the Board of Directors October 15, 2013

The scheduled Regular Meeting of The Board of Directors of TORREY PINES MEN'S GOLF CLUB, INC., (the "Club") was held at the Torrey Pines Municipal Golf Course, La Jolla, California.

The meeting was brought to order by President Bob Hood at 6:30 pm.

Also present at the meeting were Directors: Peter Born, Brian Cincotta, Claude Gigoux, Jerry Jeli, Dave Kitchen, Heidi Munn, Rob Phillips, Marc Sorenson and John Standish. Bill Riordan participated by teleconference. TPMGC members John Cochran, Jim Lackritz, and Larry Prosi, were also in attendance.

Directors not present: Michael Berg, Marshal Dhillon, John Hoffman, and Jim Kerr.

President's Report: Bob Hood reported that the Torrey Pines Municipal Golf Course were to receive the ball washers the Club donated the week of October 15th and they will probably be installed after the maintenance renovation of the North Course. They have the flag sticks and will be installed once the maintenance renovations of the South Course are completed. Bob then publically apologized to John Cochran for Bob's actions at the Balboa tournament, which he indicated were unprofessional, uncalled for, and Bob claimed he was embarrassed for his actions.

New Business:

1. **Membership Right to Vote for Directors.** David Kitchen, Secretary, led a discussion on TPMGC membership right to vote by citing the Bylaws, Article IV, Section 7, which states the membership has both the right and the responsibility to elect directors. The same section also provides that a member unable to be present at any meeting shall have the right to cast his/her vote on such specific measures by mail or email, provided that his/her vote shall be received by the Secretary in time to be counted at the meeting. In preparation for the November General Meeting, David, as the Secretary, prepared a ballot which will be presented to the BOD for approval after the Nominating Committee Chairman gives his report. Once the ballot is approved by the BOD, the Secretary will post the notice of the General Meeting along with the ballot of nominees, which will enable the membership to return the completed ballots either by mail or email. He further described an authentication process which would require each member to put their TPMGC # (which is their GHIN #) at the top of the ballot and, in the case of mail-in ballots, the Secretary will compare the return address on the envelope to the member address the Club has on record. In the case of email ballots, the Secretary will compare the email address that forwarded the ballot to the member's email address on record. Any ballots not meeting the authentication process will be returned to the member. The authentication process would only allow one ballot per email or mail-in envelope. All such ballots would need to be received by the Secretary prior to the General Meeting and will be included at the count at the General Meeting. Nominations from the floor will be accepted at the General Meeting in accordance with the Bylaws. In accordance with Article IV, Section 9, each member shall have one vote and there will be no voting by proxy.

A motion was made to approve the voting process as described by the Secretary, it was seconded. A discussion ensued concerning when the changes to the Bylaws occurred which included membership of women and email. After lengthy discussion, none of the directors could affirm when the changes to the Bylaws were approved by the membership. The Secretary indicated the current Bylaws, as posted on the website, were the Bylaws presented to him by the previous Secretary. It was decided the Secretary would research the issue and report back to the BOD. The motion was approved without opposition.

TORREY PINES MEN'S GOLF CLUB, INC.

2. **Proposed Amendment to the TPMGC Bylaws, Article IV, Section 10 (e).** David Kitchen led a discussion on the need to amend the Bylaws concerning nomination of Directors. He indicated that in the Nominating Committee determined that the existing wording of the Bylaws was restrictive in nature. The wording of Article IV, Section 10 (e) states: "The Nominating Committee shall meet and nominate one candidate for each vacancy on the Board." In deliberations by the Nominating Committee, it was determined that more than eight candidates were deemed eligible for nomination¹ for the eight positions up for election. The Nominating Committee was in agreement that the General Membership should determine which eligible candidates should be elected rather than be restricted to only eight candidates nominated due to only eight positions up for election.

A motion was made to amend the wording of Article IV, Section 10 (e) to read: "The Nominating Committee shall meet and nominate candidates eligible to run for positions up for election on the Board". The motion was seconded and approved without opposition.

3. **Nominating Committee Report.** John Standish, Chairman, presented the results of the Nominating Committee.² John reported that in addition to the eight incumbents: Michael Berg, Peter Born, Brian Cincotta, Claude Gigoux, John Hoffman, Bob Hood, Jerry Jeli, and Jim Kerr; five additional TPMGC members expressed interest in running for the BOD. Those five members included Brian Dresser, Jim Lackritz, Rob Mills, Larry Prosi and Sean Tucker. During the interviews of the five members. It was determined that Rob Mills and Sean Tucker did not meet the eligibility requirements as stated in the Bylaws, Article IV, Section 10 (d). While they have volunteered their services they were not documented as serving on a standing committee. Therefore the Nominating Committee nominated the following names to be included on the ballot to be presented to the membership: Michael Berg, Brian Cincotta, Brian Dresser, Claude Gigoux, Jerry Jeli, Jim Kerr, Jim Lackritz, Larry Prosi, Peter Born, John Hoffman, and Bob Hood.

John also recommended that in the future, the President and/or BOD should consider restructuring the Nominating Committee to be comprised of a couple past presidents and/or officers, which would avoid any misperceptions of possible conflicts by sitting BOD members determining who should be nominated to the BOD. It was also recommended that the Chairmen of the standing committees should do a better job of documenting the membership of the standing committees to eliminate any confusion on those who may be eligible for consideration to run for the BOD.

Based upon the Nominating Committee Report, the Secretary prepared a ballot³ of eligible candidates to be considered for election to the 2014 BOD. The proposed ballot of eleven candidates listed in alphabetical order was presented to the BOD.

A motion was made to approve the ballot, seconded, and approved without opposition.

4. **SCGA Handicap Concerns regarding Torrey Pines.** While Michael Berg was not present at the BOD meeting, he presented an email message, which was printed and presented to each director by the Secretary. Michael's email indicated the USGA contacted the SCGA concerning a general claim that current or past members of the TPMGC BOD may be treated differently than general members for similar problems. The USGA deferred the issue to the SCGA, which is the authorized golf association of which TPMGC is a member.

In Michael's response to the SCGA, he disputed the claim of preferential treatment and provided significant details concerning the TPMGC Handicap Committee's review of the issues identified by the SCGA. Based upon the fact that the SCGA has not yet responded to Michael Berg's response, the BOD decided no further action was warranted on this issue.

5. **Code of Conduct Issues.** David Kitchen led a discussion concerning the lack of published Code of Conduct for the TPMGC. During a recent TPMGC event, the conduct of a TPMGC member was brought to the attention of the BOD and it was determined that there is no Code of Conduct set forth in the TPMGC Bylaws or published on the website or elsewhere by the Club. The TPMGC Bylaws do provide that a standing committee should be appointed to establish rules for club competitions as required and to establish rules to regulate and govern the

¹ In accordance with Bylaws Article IV, Section 10 (d).

² The President appointed John Standish, Chair, and David Kitchen, Heidy Munn and Marc Sorensen as members.

³ TPMGC Ballot for Election of 2014 Directors attached.

TORREY PINES MEN'S GOLF CLUB, INC.

conduct of members.⁴ While there is currently no committee specifically designated to address Code of Conduct issues, Peter Born, Chairman of the Rules Committee, agreed to have his committee develop a Code of Conduct, which would be presented to the BOD for approval and subsequent posting on the TPMGC Website.

Just prior to the BOD meeting, Secretary David Kitchen received a copy of a revised Tournament Chairman's Manual, submitted by TPMGC member Joe Burwell, which also included language concerning Code of Conduct. While he had not had a chance to review the submission, he provided the proposed manual to Brian Cincotta, the Tournament Chairman for consideration.

- 6. A Review of Tournament Board Policy concerning subsidies.** Claude Gigoux led a discussion concerning the need to review current policies requiring a player contribution of at least \$10 for each tournament in which board subsidies are awarded. The Fall Frolic was a mail-in event with an entry fee of \$50, which covered a luncheon at Fleming's Restaurant following a shotgun start. There were 105 entry fees of \$50 each collected for a total of \$5250. Claude indicated that the cost of the luncheon was \$42 per player, which included a Fleming's gift card for \$25. The total for the luncheon was \$4362.34. Raffle prizes were also given out which cost \$369.31. Unfortunately, that left only an \$5.18 per player contribution toward the prize fund, which would not qualify the tournament for a board subsidy. After further discussion, it was determined that Fleming's actually charged the Club \$5 for each gift card, which caused the increase in funding to the restaurant and decreased the funding to the prize fund. It was also discussed that additional venues should be considered for the luncheons to see if the Club could get a better rate.

A motion was made for the board to amend the tournament policy for this particular tournament to add \$520 to the prize fund. The motion was seconded and approved without opposition.

Although John Hoffman was absent, he previously requested the BOD consider increasing the Club Championship subsidy from \$3,000 to \$4,000. After considerable deliberations, the BOD determined the 2013 subsidy of \$3,000 sufficiently provided a good payout to the prize fund last year and should be sufficient for 2014 as well.

A motion was made for the board to approve the Club Championship subsidy of \$3,000. The motion was seconded and approved without opposition.

Old Business:

1. Secretary's Report: David Kitchen presented a copy of the minutes of the September 17, 2013 meeting to each director.

A motion was made to approve the minutes of the Regular Meeting of the Board of Directors for September 17, 2013; the motion was seconded and approved with one abstention, since Marc Sorensen was absent from the September BOD meeting.

2. Treasurer's Report: Jerry Jeli presented the Treasurer's Report as of September 30, 2013 to each director⁵. He indicated the report noted that the membership as of the end of the month was 1295 and TPMGC had a current asset balance of \$250,151.68. Of this amount, \$183,420.52 was allocated to the Membership Prize Fund; \$50,080.81 was allocated for TPMGC Board of Directors approved reserve Account; \$33 for SCGA Membership Fees was a carry over for one member that the Club had not yet paid for; \$120 for Operations for web hosting; \$4644 approved donations of ball washers to the Torrey Pines Municipal Golf Course (balance of invoice to be paid when the pro shop receives the ball washers); and \$4157.00 allocated to accounts payable. A net balance of \$9,733.79 will be declared as undesignated net balance which will be carried over to the next fiscal year. Jerry added that as of October 15th, we have had 15 members sign up through PayPal.

A motion was made to accept the Treasurers Reports as submitted; the motion was seconded and approved without opposition.

3. Rules Committee Report: Peter Born, Chairman, reported that his committee will work on a Code of Conduct and will report back to the BOD with the results. He also reported that he spoke with the players who were involved with the rules violation at Balboa, wherein one player found a ball hit by the group behind him that overshot a green and landed near the tee box where the player had just finished teeing off. The player then teed up the ball on the tee

⁴ TPMGC Bylaws, Article VII, Section 1 (e).

⁵ Statement of Financial Position included at the end of these minutes.

TORREY PINES MEN'S GOLF CLUB, INC.

box, which was a rules violation. Peter subsequently called the SCGA for a ruling and was informed that the player who teed the ball up was in violation and his disqualification was justified. The member who overshot the green correctly took a drop and therefore was in compliance with the rules; therefore no penalty was issued.

4. Weekend Group Chairman Report, John Hoffman, was not present but Bob Hood indicated the application process for the Club Championship was closed and John indicated he would have a full field for the event.

5. Thursday Group Chairman Report, Claude Gigoux, reported that the poor condition of the Balboa Golf Course during the last event played on October 2nd, caused him to speak to the Superintendent to express the displeasure of the membership who played the course. Claude informed them that if the course is in such condition during the next scheduled event on December 4th, he would consider finding an alternative course to play in January and February of 2014. He was told that the maintenance on the course during October was unfortunate and hopefully would not be the norm for the course in future play.

6. Prize Fund Report: John Standish, Chairman, presented his report on the Prize Fund, which he also sent to each member in advance. He indicated the Active Balance is \$139,082.48; \$7,953.35 consisted of open certificates which have been issued; \$14,833 are certificates that have expired; \$21,527 are open certificates from the old system, which have not been redeemed; which left a grand total of \$183,395.83 as of October 8, 2013. John also pointed out that the Club has conducted due diligence in trying to identify and locate those members with open certificates in an attempt to close out the accounts from the old system.

A motion was made to move the \$21,527 from the Prize Fund account back into the General Funds. The motion was seconded and approved without opposition.

7. Membership Services Report: Peter Born, Chairman, reported that effective October 15th, the Club is accepting new members as well as renewals. Peter has encouraged all members to update their profiles in E-Golfer which is maintained by the SCGA. Bob Hood mentioned that the Club has mailed out all the divot tools to the membership.

8. Entertainment Sub Committee Report: Rob Phillips, Chairman, had to leave the meeting early but Bob Hood reported he would coordinate with Rob concerning pizza and refreshments for the General Meeting in November. The date of the General Meeting was scheduled for Tuesday, November 19, 2013.

9. Volunteers Report: Bill Riordan, Chairman, had nothing new to report but indicated he was getting ready for the Farmer's.

10. Technology Committee Report: Marshal Dhillon, Chairman, was absent, but he previously sent the BOD his Technology Report, which indicated the website is running smoothly with about 300 hits per day. The clubhouse computer connection is working well and newly approved documents such as the Player Selection Process, Board Tournament Policies and the Bylaws have been uploaded onto the website.

11. Torrey Pines Tournament Committee Report: Brian Cincotta, Chairman, noted the Tournament Committee is finishing up reviewing the results of the multiple meetings convened concerning the Thursday and Weekend Tournaments for next year. He anticipated being able to report at the next BOD meeting.

There was a Motion to adjourn at 8:15 pm. The Motion was seconded and approved without opposition.

THE NEXT SCHEDULED BOARD MEETING WILL BE A GENERAL MEETING ON November 19, 2013

David V. Kitchen

David Kitchen - Secretary

Bob Hood

Bob Hood - President

TORREY PINES MEN'S GOLF CLUB, INC.

Torrey Pines Men's Golf Club, Inc.

Statement of Financial Position

As of September 30, 2013

ASSETS

Current Assets

Checking/Savings

PayPal	4,258.85
WF TP-CHECKING	12,391.50
WF TP-PRIZE FUND	183,420.52
WF TP-RESERVE	50,080.81

Total Checking/Savings 250,151.68

Total Current Assets 250,151.68

TOTAL ASSETS 250,151.68

LIABILITIES & EQUITY

Equity

Membership Prize Fund	181,463.89
Temporarily Restricted	50,000.00

Designated

SCGA Membership Fees	33.00
Tournament Subsidies	
Operations	120.00
Officers & Committees	
Member Services	
Donations - Golf Course	4,644.00
Donations - Other	
SCGA Sponsored Events	
Accounts Payable	4,157.00

Undesignated

Net Balance	9,733.79
-------------	----------

Total Equity 250,151.68

TOTAL LIABILITIES & EQUITY 250,151.68

NOTE: 2013 Membership (Renewals & New) = 1295

TORREY PINES MEN'S GOLF CLUB, INC.



TPMGC Ballot for Election of 2014 Directors

For Authentication you must list your (GHIN#) here: _____

In accordance with the TPMGC Bylaws, Article IV, Section 7, the membership has both the right and the responsibility to elect directors. The member has a right to cast his/her vote by e-mail or written ballot provided the vote is received by the Secretary in time to be counted at the General Membership Meeting.

In accordance with the Bylaws, Article IV, Section 10(d): To be eligible for election as a director a candidate must be a member in good standing for at least eighteen (18) months and have served at least one (1) full term on a standing committee.

Please cast one vote for no more than eight (8) candidates

In accordance with TPMGC Bylaws, the Nominating Committee has determined the following members have met the eligibility requirements and are nominated for the eight vacancies on the TPMGC Board for 2014:

_____ **Michael Berg**, Incumbent, Currently serves as the Chairman, Handicap Committee. Mike has been a TPMGC member for 13 years and has served on the Board for 12 years.

_____ **Peter Born**, Incumbent, Currently serves as the Chairman of the Membership and Rules Committees. Peter has been a member of the TPMGC for 37 years and has served on the Board for 4 years.

_____ **Brian Cincotta**, Incumbent, Currently serves as the Vice-President and Chairman of the Tournament Committee. Brian has been a TPMGC member for 37 years and has served on the Board for 4 years.

_____ **Brian Dresser**, Currently serves as a volunteer on the Rules Committee. Brian has been a TPMGC member for 35 years and previously served as a Marshal for 15 years since 1988.

_____ **Claude Gigoux**, Incumbent, Currently serves as a Co-Chairman of Thursday Events. Claude has been a TPMGC member for 43 years and has served on the Board for 23 years.

_____ **John Hoffman**, Incumbent, Currently serves as the Chairman of Weekend Events. John has been a TPMGC member for 22 years, was a past President (1995-1996) and (2010-2011), and has served on the Board for 20 years.

_____ **Bob Hood**, Incumbent, Currently serves as the President. Bob has been a TPMGC member for 20 years and has served on the Board for 6 years.

_____ **Jerry Jeli**, Incumbent, Currently serves as the Treasurer. Jerry has been a TPMGC member for 38 years and has served on the Board for 3 years.

_____ **Jim Kerr**, Incumbent, Currently serves as a Co-Chairman of Thursday Events. Jim has been a member of the TPMGC for 40 years and has served on the Board for 14 years.

_____ **Jim Lackritz**, Currently serves as a volunteer on the Rules Committee. Jim has been a TPMGC member for 6 years.

_____ **Larry Prosi**, Currently serves as a volunteer on the Membership Committee. Larry has been a TPMGC member for 4 years.

Upon completing your vote, please submit your ballot to the TPMGC Secretary – David Kitchen either by e-mail to dkitchen@tpmgc.org or print your ballot and mail to David Kitchen at 11420 Ballyunion Square, San Diego, CA 92128

Only one ballot per email (which will be verified by email on record in membership rolls). Only one ballot per write in (return address on envelope will be verified by address on records in membership rolls).

All ballots must be received by 5:00 pm on the date of the General Membership Meeting (11/ 19/ 2013)