



**BYLAWS OF TORREY PINES MEN'S GOLF CLUB
WHICH WERE LAST REVISED August 24, 2014
Ratified by the TPMGC Membership November 25, 2014**

ARTICLE I BUSINESS

This corporation shall have the power and shall be authorized to exercise and possess all of the rights, powers and privileges granted generally to non-profit corporations by the laws of the State of California and shall have all the rights, powers and privileges and shall be authorized to do all things except such as are inconsistent with express provisions of the statutes of California applying to non-profit corporations and to do any such things anywhere.

ARTICLE II PURPOSE

The purpose of this organization shall be:

1. To promote the interest of golf, particularly at the Torrey Pines Municipal Golf Course in the City of San Diego.
2. To cooperate with other golf clubs and associations in furthering common purposes.
3. To establish and administer handicaps.
4. To afford a convenient and authoritative means of arranging dates and places for holding tournaments among members and with other clubs and associations.
5. To promote social relations among the members of this club.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP

Membership in this club shall be classified as Active, Junior, and Honorary.

- (a) Active members shall be persons of good character, eighteen (18) years of age or older; residents of San Diego County; and have paid their current dues and fees.
- (b) Junior members shall be persons of good character under the age of eighteen (18); residents of San Diego County.

- (c) Honorary members shall be persons of good character designated as either "active" or "inactive" and approved annually, for the coming membership year, by the Board of Directors at its July meeting. All past Presidents of the club shall be honorary members.
- (d) Rights and Privileges.
 - 1. Honorary active members shall have all the rights and privileges of an active member, subject to the dues and fees schedule under Section 3e.
 - 2. Honorary inactive members may attend general meetings but may not vote on any matter, or participate in organized events.

SECTION 2. APPLICATION FOR MEMBERSHIP

Application for membership shall be made in writing on a form to be provided for that purpose and shall be presented to the Membership Committee. Upon approval of the Membership Committee the application shall be presented to the Board of Directors and, when accepted, the applicant shall become a member.

SECTION 3. DUES AND FEES

The Board of Directors at its July meeting will adopt a budget for the coming year which will establish a schedule of dues and fees for the coming membership year.

- (a) The established renewal dues and fees shall accompany membership renewal.
- (b) The established new member dues and fees shall accompany applications for new membership.
- (c) A member who is over fifteen (15) days delinquent in renewal of his/her membership shall be dropped from the rolls and must submit a new membership application and pay applicable dues and fees.
- (d) A member in good standing having submitted a letter of resignation may be reinstated upon request by the payment of the established renewal dues and fees, with the approval of the Board of Directors.
- (e) Annual membership fees are waived for honorary members, but the honorary active member shall pay the handicap fees.

SECTION 4. OBLIGATIONS AND DISCIPLINE

- (a) The acceptance of membership in the club shall bind each member to abide by all the conditions, rules and regulations of the club, including the Member Code of Conduct and the Member Code of Etiquette, and to accept and enforce all decisions of the Board of Directors within its jurisdiction.
- (b) Refusing or neglecting a strict and honorable compliance with the rules and regulations of this club, or with the decisions of the Board of Directors, shall render any member liable to suspension or expulsion by a two-thirds (2/3) vote of the Board of Directors, from whose decision an appeal may be taken to the members at the next meeting.
- (c) If grounds appear to exist for expulsion or suspension of a member under Article III, Section 4 of these By-Laws, the procedure set forth below shall be followed:

1. The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent Certified Mail, Return Receipt Requested, to the member's last address as shown on the corporation's records.
2. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered by the Board or by a Committee or person authorized by the Board of Directors to determine whether the expulsion or suspension should take place.
3. The Board or Committee shall decide whether or not the member should be expelled, suspended or sanctioned in some other way. The decision of the appointed determining body shall be final.
4. Any legal action challenging an expulsion, suspension, sanction or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, sanction or termination.

SECTION 5. WITHDRAWAL FROM MEMBERSHIP

A member wishing to terminate his/her membership shall notify the Board of Directors in writing or via email of his/her wish to withdraw.

SECTION 6. MEMBERSHIP ROLL

A list of the members, with their addresses, and the other contact information called for on the membership application, shall be kept by the membership committee. Each member shall agree to notify the membership committee within ten (10) days of any change of contact information.

ARTICLE IV GOVERNMENT AND MANAGEMENT

SECTION 1. CLUB MANAGEMENT AND CONTROL

Control of the club shall be vested in the membership. The Board of Directors and such special committees as may be appointed by the Board of Directors shall administer club affairs to the most equitable benefit of membership. The Board of Directors shall inform the membership of club policies and procedures and be accountable to the membership for their effectiveness. The Board of Directors shall be subject to the Board of Directors Code of Conduct.

SECTION 2. GENERAL MEETINGS

The general meetings of the membership shall be held in the months of April or May and November. Notice of general meetings shall be provided in the club newsletter, and posted on the club web page.

SECTION 3. SPECIAL MEETINGS

Special meetings of the membership may be called anytime by action of at least one third (1/3) of the Board of Directors and must be called upon petition therefore signed by at least ten percent (10%) of the members, and presented to the Board.

Notice of special meetings shall be posted on the TPMGC Website and shall also be sent by mail or by email to each member using the contact information registered on the books of the club at the time the notice is sent. Notices shall be sent at least five (5) days before date set for the meeting.

Notice of special meetings shall state time; place and purpose of such meeting, and the business to come before it, and no business other than that which is specified in the call shall be transacted.

SECTION 4. ANNUAL MEETING OF DIRECTORS

The annual meeting of the club Directors and installation of Directors shall be held in at such time and place as the President may designate. At that meeting the President, Secretary and Treasurer shall report on their accounts and general business of the club, and such other business shall be transacted as may be brought before the meeting.

(a) **ORDER OF BUSINESS.** The following shall be the order of business at the annual meeting of Directors of this club.

1. Introduction of all guests.
2. Reading of minutes of previous meeting.
3. Outgoing Treasurer's report.
4. Outgoing Secretary's report.
5. Outgoing President's report.
6. Unfinished Business.
7. Election of new officers for the upcoming year
8. Introduction of new officers.
 - a. Turn meeting over to new President.
 - b. New business.
 - c. Adjournment.

SECTION 5. QUORUM

Five percent (5%) of the voting power (active membership) shall constitute a quorum for the transaction of business of any meeting of the members. If any general or annual meeting is actually attended in person by less than a quorum the only matters that may be voted on are those of which notice of their general nature was given pursuant to Article IV Section 6.

SECTION 6. NOTICE REQUIREMENTS FOR MEMBER MEETINGS

Whenever members are required or permitted to take any action at a meeting, written or email notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting.

SECTION 7. RIGHTS AND LIMITATIONS OF THE MEMBERSHIP

The membership has both the right and the responsibility to elect directors, to remove them from office, if and when they are derelict in their duties, and to hear and pass upon the reports of officers and any committee which is responsible to it; to make the final decision regarding any drastic changes in the financial policy; to act as final arbiter in any dispute or disagreements which may arise between the Board of Directors and individual members; to approve the Bylaws and any proposed amendments submitted by

the Board of Directors that the Board alone may not make according to Article VIII; and to exercise as final authority in all other matters vitally affecting the club.

At the discretion of the Board of Directors, or upon presentation of a petition signed by ten percent (10%) of the membership, the Secretary shall, along with the notice of the annual meeting or notice of any meeting include a copy of any specific proposal or election to be acted upon by the meeting. 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 or by such time as specified in the notice of the meeting.

SECTION 8. PARTICIPANTS TO MEMBERSHIP MEETINGS

Every member whose dues and fees are paid in full shall be qualified to vote and participate in the meetings of the club.

SECTION 9. ELECTION OF DIRECTORS

Election of directors shall be by ballot. The ballot may be cast via e-mail, USPS or in person. Action on all other matters shall be by ballot, by an "aye" or "no" vote, or by a rising vote, as the majority of members present may decide. Each member shall have one (1) vote, and there shall be no voting by proxy. Candidates must be provided with equal access to the membership.

SECTION 10. BOARD OF DIRECTORS

- (a) **GENERAL CORPORATE POWERS.** Subject to the provisions and limitations of the California Non-profit Mutual Benefit Corporation Law and any applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.
- (b) **SIZE.** The Board of Directors shall consist of fifteen (15) members.
- (c) **TERM OF OFFICE.** The term of office for directors shall be two (2) years; eight (8) directors shall be elected in the even years and seven (7) directors in the odd years.
- (d) **ELIGIBILITY.** To be eligible for election as a director an individual must be a member in good standing in the club for at least 365 days.
- (e) **NOMINATION AND ELECTION OF DIRECTORS.** The Nominating Committee shall be appointed by the President. The President will be a member of the Nominating Committee. The Nominating Committee shall meet and nominate candidates eligible to run for positions up for election to the Board. The slate of candidates recommended by the Board shall be identified in either or both the Newsletter and on Web Site in October. The report of the Nominating Committee shall be read at the regular meeting of the members at the November meeting, at which time additional nominations of eligible (under Article IV, section 10(d)) individuals can be identified from the floor. In the event that there are no nominations from the floor, the written ballot may or may not be dispensed with, and the Secretary, upon motion, shall cast the unanimous ballot for all candidates presented by the Nominating Committee, whereupon, the President shall declare them duly elected. In the event that there are nominations from the floor and after said nominations have been closed, all names and nominations shall be submitted for vote to the members present at the meeting, and the

nominees receiving the most votes shall be elected Directors. In the event of a tie vote for the last directorship, the names of the two nominees tied for said directorship shall be submitted alone to a further vote by the members present, and the one receiving the most votes shall be the newly elected Director filling the last directorship.

- (f) **ELECTION OF OFFICERS.** The Board members newly elected at the November meeting and the Board members who have a year or more to serve on the Board shall meet at the January Board meeting and at such time shall elect a President, Vice-President, Secretary and Chief Financial Officer.

Formal Installation of newly elected officers and Board members shall take place at the regular January meeting. While neither newly elected Board members, nor newly elected officers shall participate as such, in the administration or management of club affairs during November and December, the incoming President is responsible to initiate formulation of committee assignments for the new calendar year for presentation to the BOD at the February meeting.

- (g) **RESIGNATION OF DIRECTORS.** Any Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice; and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.
- (h) **VACANCY.** The board is authorized to fill the position of a Director who resigns before his term expires, dies, is unable or unwilling to act, or who absents himself for two (2) consecutive meetings without the approval of the President, or in the case of the President, the Vice-President, without sufficient reasons. Such qualified appointee to serve out the unexpired term of the Board member being replaced.
- (i) **MEETINGS.** Monthly meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time by resolution of the Board of Directors. Notice of such meetings shall be given by the Secretary on the Web Site, in a Newsletter or in writing or via e-mail notification.

A special meeting of the Board of directors shall be called at any time by the Secretary on the order of the President or one-third (1/3) vote of the Directors. The Secretary shall give each Director notice of the time and place of such meeting, at least five (5) days previous thereto, specifying the object thereof. The minutes of said meeting, upon being read and approved at a subsequent meeting, shall be conclusive on the question of service of notice of said meeting.

- (j) **QUORUM.** At meetings of the Board, a majority of Board members shall constitute a quorum

SECTION 11. ACTION WITHOUT A MEETING.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent by email or in writing to that action, and the number of Directors then in office constitutes a quorum. Such action by consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. One dissenting vote by a Board member will cause the action to go before the Board in person.

SECTION 12. COMMITTEES OF THE BOARD.

The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of one (1) or more directors and persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the board shall be by the President or majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board except that no committee, regardless of board resolution, may:

- (a) Take any final action on any matter that, under California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the board or on any committee that has the authority of the board;
- (c) Fix compensation of the directors for serving on the board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any board resolution that by its express terms is not so amendable or repeal-able;
- (f) Create any other committees of the board or appoint the committees of the board;
- (g) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected.

SECTION 13. HONORARY BOARD MEMBERS.

All past presidents of the club shall be Honorary Members of the Board of Directors, entitled to attendance and discussion only, at all meetings of the Board of Directors.

ARTICLE V OFFICERS

SECTION 1. OFFICERS

The officers of this club shall be President, Vice-President, Secretary and Chief Financial Officer. A bond shall be procured for both the President and Chief Financial Officer each year. The Board may also authorize bonding for any other club member it deems necessary to protect club funds.

SECTION 2. PRESIDENT

It shall be the duty of the President to preside at all meetings of the club and the Board of Directors, to see that the bylaws and such regulations as may be adopted by the club are strictly enforced, to supervise generally all affairs of the club and at the Annual Meeting to make a report of the accounts and general business of the club during the previous year. He/She shall appoint all committees by and with consent of the Board of Directors.

SECTION 3. VICE-PRESIDENT OR CHAIRMAN

In the absence or inability of the President to act, the Vice-President shall take the chair. In the absence of both the President and the Vice-President the Secretary shall take the chair. In the event of the absence of these three named officers, the directors present shall select one from among themselves to act as chairperson of that occasion.

SECTION 4. SECRETARY

The Secretary shall keep a record of the proceedings of the Board of Directors and of the regular meetings of the club in a book kept for that purpose. He/She shall send all notices and attend to such other business as may belong to duties of his/her office, or as may be directed by the President or Board of Directors.

SECTION 5. CHIEF FINANCIAL OFFICER/TREASURER

The Chief Financial Officer/Treasurer shall be the custodian of the club funds. He/She shall deposit all club funds in a depository or depositories, approved by the Board of Directors. He/She shall monitor the activities of all tournament committees and shall be responsible to see that all tournament funds are properly accounted for. He/She shall disburse funds by checks signed by proper officers of the club, in settlement of expenses as authorized in the current approved budget. Statements received for expenses in excess of budgeted funds or for expenses not included in the current approved budget, must be approved by the Board of Directors prior to payment. He/She shall render an annual account to the Board of Directors prior to each Annual Meeting, and report upon the financial affairs of the club at the Annual Meeting. He/She shall perform such other duties as may properly belong to his/her office or as may be directed by the Board of Directors. The Chief Financial Officer's books and accounts shall be audited annually. The Chief Financial Officer, for the purposes of giving any reports or executing any certificates or other documents requiring the signature of the "Treasurer", is deemed to be also the Treasurer of this corporation.

SECTION 6. DISBURSMENTS & CONTRACTS for, to, and by Directors

No liability shall be incurred or business contracted by any member of the club or member of any committee of the club, unless the same shall be authorized by the Board of Directors. All contracts and checks must be signed by the President and Chief Financial Officer, or by the Vice-President in the event of incapacitation of either the President or Chief Financial Officer.

No officer, director or member shall under any pretense whatever, receive any salary or compensation from the funds of the club except as approved by a majority of the Board of Directors, and by a majority of the membership at the next regularly scheduled general meeting of the membership. Any compensation authorized under this section shall be received by the Board of Directors at the January meeting. Additionally, a Board member may not receive monetary, materials, or access to anything complimentary for personal use.

SECTION 7. REMOVAL OF OFFICERS

An officer may be removed with or without cause by the Board.

SECTION 8. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving notice in writing to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective.

ARTICLE VI - INDEMNIFICATION

SECTION 1. RIGHT TO INDEMNITY

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

SECTION 2. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE VII - STANDING COMMITTEES

SECTION 1. ASSIGNMENTS

The following standing committee assignments shall be appointed by the incoming President each year:

- (a) Tournament. To arrange, schedule and conduct all club sponsored competition.
- (b) Association Representative. To represent TPMGC at association meetings and report such activities to the Board.
- (c) Membership. To receive and process new member applications, renewal applications, and reinstatement requests.
- (d) Handicap. Administer the handicap system as selected by the Board of Directors for the club members. Rulings by the Handicap Committee are not subject to veto by a majority vote of the Board.
- (e) Rules and Conduct. To establish rules for club competitions as required and to establish rules to regulate and govern the conduct of members.
- (f) Budget. To establish and monitor a financial plan for club management.
- (g) Entertainment. To encourage and arrange club social events.
- (h) Publicity and Public Relations. To publicize club related news.
- (i) Nominating. To study and familiarize themselves with the club membership and present at the November meeting a list of nominees for directors and committees of the club for the ensuing year.
- (j) Historian. Prepare and maintain a chronological history file of club activities including, Articles of Incorporation, successive Bylaws Editions, club Newsletters, and club correspondence. Prepare a short biographical sketch describing club activities and services performed by past Presidents

and individuals designated "member-of-the-Year." Maintain Trophies, Plaques and other miscellaneous duties.

ARTICLE VIII - AMENDMENTS TO BYLAWS

SECTION 1. AMENDMENT BY THE BOARD.

(a) Membership Rights and Limitations

Subject to the rights of members under Article VIII Section 1(c) of these bylaws, the board may adopt, amend, or repeal bylaws unless action would:

- 1) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;
- 2) Increase or decrease the number of members authorized in total or for any class;
- 3) Effect and exchange, reclassification, or cancellation of all or part of the memberships; or
- 4) Authorize a new class of membership.

(b) Change the Number of Directors

The board may not, without the approval of the members, specify or change any bylaw provision that would:

- 1) Fix or change the authorized number of directors;
- 2) Fix or change the minimum or maximum number of directors; or
- 3) Change from a fixed number of directors to a variable number of directors or vice versa.

(c) Members' Approval Required

Without the approval of the members, the board may not adopt, amend, or repeal any bylaw or take any action that would:

- 1) Increase or extend the terms of directors:
- 2) Allow any director to hold office by designation or selection with the exception of the board's right to appoint a director for a vacant directorship, allow any director to hold office by designation or selection rather than by election by the members;
- 3) Increase the quorum for members' meetings.
- 4) Allow any Director to receive a salary or compensation from the funds of the Club.

Signed

President David V. Kitchen

Secretary Brian Dresser