

BYLAWS OF TORREY PINES MEN'S GOLF CLUB

Ratified by the TPMGC Membership November 25, 2014

Subsequent Revisions Approved by Board of Directors on September 18, 2018

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. 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 by following the instructions under the Membership tab on the club's website. Upon approval of the application by the Membership Chair or other director as designated by the Chair, the applicant shall become a member.

SECTION 3. DUES AND FEES

The Board of Directors will adopt a budget for the coming fiscal year which will establish a schedule of dues and fees.

- (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 lets his/her membership expire 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 portion of the fees allocated to the SCGA

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.

(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(s) 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 90 days after the date of the expulsion, suspension, sanction or termination.

SECTION 5. 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 Chair. Each member is responsible for ensuring their contact information is up-to-date.

ARTICLE IV GOVERNANCE 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 Club's 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 or must be called upon receipt of a petition 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 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 ten (10) 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 notice shall be transacted.

SECTION 4. 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 5.

SECTION 5. 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 time 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 6. RIGHTS AND LIMITATIONS OF THE MEMBERSHIP

Members have the right to a fair opportunity to play in Club tournaments and to attend Club meetings. Members also have the right to review Club documents and provide comments, criticisms, and suggestions to the Board and to receive a response to such input. Members also have a right to expect open and fair treatment of members and management of the Club by the Board of Directors.

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 7. 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 8. 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 and shall begin on the first day of the month immediately following their election to the Board; 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 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 assess candidates eligible to run for positions up for election to the Board. Some or all Committee members will meet with each prospective candidate to ensure they have appropriate skills and time availability and to ensure they understand the commitment expected of Directors. The Committee will ensure the process remains unbiased including having Committee members recuse themselves from opining on nominees for which they may have a potential conflict of interest.

The candidates shall be identified in the Newsletter, on the Club's Web Site or by other means of communication to all members.

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.

SECTION 9. ELECTION OF DIRECTORS

Election of directors shall be by ballot at the annual November general meeting. 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. 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 at the annual general meeting, and the one receiving the most votes shall be the newly elected Director filling the last directorship.

SECTION 10. 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.

(b) 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 Annual Meeting of Directors as described in Article IV, Section 10 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 Annual Meeting of Directors. The incoming President is responsible to initiate formulation of committee assignments for the next calendar year for presentation to the Board Members at the Annual Meeting of Directors.

SECTION 11. 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.

SECTION 12. REMOVAL OF DIRECTORS

If a director is performing his/her duties poorly, fails to properly carry out assignments and responsibilities, and/or is not sufficiently contributing to the management of the club, any director may recommend the removal of that director to the President and Vice President. If both the President and Vice President concur with the recommendation, the recommendation to remove the director will be considered in executive session at the next scheduled board meeting. The director will be removed from the board if the board members in attendance constitute a quorum and if two-thirds of the board members attending the executive session approve the dismissal.

SECTION 13. BOARD VACANCIES

The board is authorized to fill the position of a Director who resigns or is removed from the Board 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.

SECTION 14. BOARD MEETINGS

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.

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

SECTION 15. ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if a majority of 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.

SECTION 16. 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 solely by the President

or designee. 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 repealable;

(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.

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

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 two of these three officers: the President, Chief Financial Officer, or Vice-President.

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.

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 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.

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) Prize Fund. To maintain accounts that contain members' tournament winnings and to forward those winnings upon request to members and authorized merchants.
- (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) Technology. To ensure the club's website and tournament management software is implemented, updated and regularly maintained.
- (g) Audit. Reviews the club's books and records for conformity with Generally Accepted Accounting Principles and to prepare a formal report for the Board.
- (h) Nominating. To identify suitable candidates for board membership, assess them to ensure they have appropriate qualifications and present them as nominees for election as directors of the club for the ensuing year.

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.