

TAHOE DONNER MEN'S GOLF CLUB

Revised 1978 and November, 1995

BY-LAWS

ARTICLE I

NAME AND ADDRESS

Section 1. The name of this Club is the Tahoe Donner Men's Golf Club (Amended 11/95).

Section 2. The correspondence address is:

**TAHOE DONNER MEN'S CLUB
P.O. Box 2429
Truckee, CA 96160**

ARTICLE II PURPOSES

Section 1. This Club is organized to accomplish the following purposes:

- a. To foster, encourage, promote and create interest in the practice and enjoyment of the game of golf, and an understanding of and adherence to the rules of golf and golf etiquette. (amd 11/95)
- b. To organize, direct and carry on golf tournaments, competitive play and social activities.
- c. To cooperate with the management of the course in protecting the links and adjoining property.

Section 2. The Club shall be operated exclusively for the purposes enumerated in Section 1 of this Article II and its organization and activities are not designed for and shall not result in financial or pecuniary gain or profit to the members thereof.

Section 3. Notwithstanding anything to the contrary set forth here-in, use of the Tahoe Donner golf course by the Club and its members shall be in accordance with the Rules and Regulations established by the Tahoe Donner Association. (and 11/19)

ARTICLE III DIRECTORS

Section 1. This Club shall be governed and managed by a Board of Directors consisting of seven (7) of its regular members. A regular member is defined as a current property owner.

Section 2. Directors shall be elected at the annual meeting by ballots cast by regular members of the Club, said annual meeting to be held in conjunction with a day during the last major tournament of each year. Directors shall be elected for three (3) year terms staggered so that three (3) will be elected one (1) year and two (2) on each of the following two (2) years. Of the seven (7) Directors to be elected in 1978, two (2) shall be elected for a one (1) year term of office; two (2) for a two (2) year term of office; and three (3) for a three (3) year term of office until their successors have been elected, or until they resign. (amd 11/95)

Section 3. Not less than thirty (30) days nor more than sixty (60) days before the annual meeting, the President of the Club shall appoint a nominating committee which will then receive nominations for members to be proposed for election at the next ensuing annual election; at the annual meeting ballots for election of Directors will be distributed to each regular member then present and results will be announced at the annual meeting at the conclusion of the last major tournament.

Section 4. The Board of Directors shall hold regular meetings at least once a month during the playing season at such place as the Directors may determine. Special meetings may be held at any time requesting such meeting. Four (4) Directors shall constitute a quorum of the Board. Of these four (4) Directors, at least two (2) must be officers of the Club.

Section 5. A Director may resign for any reason by submitting his resignation in writing to the Board. If a Director at any time after his election shall cease to be a regular member of the Club, as provided in Article V, Section 4, or Article VI, Section 2 of these By-Laws, then he shall be deemed to have also submitted his resignation as Director. Any vacancy on the Board of Directors shall be filled by a regular member, who shall be appointed by a majority of the remaining Directors. Such appointed Director shall serve until his successor is elected at the next annual meeting, or until he resigns.

Section 6. Compensation. Except as otherwise provided in Article X below, no Director and no officer shall in any manner whatsoever receive any salary or compensation from the Club for acting as a Director or officer.

Section 7. Reimbursement for expenses. The Officers, Directors, employees, agents, and representatives of this Association shall be entitled to reimbursement for the actual and reasonable expenses incurred by them in performing their duties, and when attending meetings and other functions at the direction of or authorization by the Board of Directors or Executive Committee. Reimbursement may be authorized for expenditures which the Board of Directors considers to be reasonable both in amount and purpose. Travel by any mode other than economy class must be authorized by the Board of Directors.

Section 8. Budget. All anticipated expenditures are to be budgeted at a meeting held in November or December, for the ensuing season. The Budget must cover those items which can be identified and which are expected to be incurred. An adequate

contingency fund must be included in the budget to provide funding for unanticipated expenditures which may be approved by the Executive Committee.

Section 9. Review of Financial Statements. The financial books and records of the Association shall be subjected to an audit or review, as determined by the Board of Directors, not less frequently than biannually. The audit or review shall be conducted by the finance committee and/or a certified public accountant selected by the Board of Directors. The audit or review shall be presented to the Board of Directors at or before the 1997 annual meeting, reviewing the 1996 records, and thereafter as the Board may request. (add sec 6-9, 11/95)

ARTICLE IV **OFFICERS**

Section 1. The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. One (1) member may hold more than one office, provided that no member may be both President and Secretary. (amd 11/95)

Section 2. Following the election of the Board of Directors the elected Board will then elect Officers and the President will appoint committee chairmen for the ensuing year. Officers will be elected, and chairman appointed no later than the first meeting in November following the last major tournament. The new Officers shall take office immediately following their election, and may exercise the duties of such office. The new Board of Directors will take office no later than the first meeting in November immediately following their election.

Section 3. It shall be the duty of the President to preside at all meetings of the Club and of the Board of Directors.

Section 4. In the absence of the President, the Secretary shall preside at all meetings of the Club and the Board of Directors and otherwise perform the duties of the President.

Section 5. The Secretary shall keep the Minutes of all meetings, maintain club records, and take care of all correspondence of the Club and the Board of Directors.

Section 6. The Treasurer shall be responsible for all funds and accounts of the Club, and is to pay just bills after approval of the Board. The Treasurer will report on the finances of the Club at each regular meeting and prepare and submit a final accounting closing the books as of October 31, and the final account shall be presented to the Board no later than the following December.

Section 7. Should a vacancy occur in the officer of the President, the Secretary shall temporarily assume that office to call a meeting within thirty days at which time the Board of Directors shall elect a new President to serve for the balance of the remaining term of office. (amd 11/95)

ARTICLE V
MEMBERSHIP

Section 1. Regular membership in the Men's Club shall be limited to adult (18 years) male Tahoe Donner property owners as determined by the Tahoe Donner Association. The term of Membership is for one year, starting January 1, each membership expires December 31, and membership may be renewed by qualified persons who pay their dues. (amd 11/95)

Section 2. Each regular member of the Club who is present shall have one (1) vote to cast for each director position to be filled at the annual meeting, and at any special meeting which a vote may be taken regarding the Club's affairs, and cumulative voting is not permitted.

Section 3. Associate (or Junior) membership in the Men's Club is open to dependent children who are not yet 18 years of age or who as dependents continue to reside with a property owner, as long as such person is sponsored by a member, and approved by the Board of Directors. Associate or Junior members have no voting privileges, they are entitled to establish a GHIN handicap in conformance with the NCGA and USGA policies, and they may participate in selected Men's Club Tournaments as determined by the Board. (amd 11/95)

Section 4. Membership in the Club, regular or associate, is not transferable.

Section 5. Any member may resign from the Club by submitting her resignation in writing to the Secretary, provided that such resignation shall not be accepted nor shall it be effective until all of the indebtedness of any such member to the Club has been paid.

Section 6. Each application for new membership shall be submitted to the Secretary and shall be accompanied by payment of such initiation fee, annual dues, and Northern California Golf Association dues and Handicap fee in effect at the time of application. If approved by the Board, the applicant shall become a member of the Club for that season so long as the member remains in good standing and retains property ownership according to the Tahoe Donner Association.

Section 7. The membership of any member who fails to conduct himself as a gentleman or whose conduct has been contrary to the best interests of the Club or the Rules of Golf and standards of etiquette as adopted by the UNTIED STATES GOLF ASSOCIATION (USGA) may have this membership terminated by action of the Board of Directors, provided that member is given opportunity to be heard at said meeting of the Board of Directors. terminated by action of the Board of Directors, provided that member is given opportunity to be heard by the Board of Directors.

ARTICLE VI

FEES AND DUES

Section 1. The Board of Directors shall determine the initiation fee for regular and associate memberships and the annual dues for each class of membership.

Section 2. Annual dues shall be payable in advance on or before the first day of December for the following year and season. If such dues are not paid by December 1, such member will become inactive and will have to pay annual dues and a reinstatement fee when dues are paid after the due date. The Club (through its officers and board) shall notify all members in good standing and of record on the latest NCGA/GHIN handicap roster when it is time to renew membership.

ARTICLE VII MEETINGS

Section 1. The annual meeting of the Club shall be held on the day of the last major tournament of each year, (usually the Club Championship) at such time and place as may be designated by the Board, for the purpose of reporting the results of the ballot to elect Directors, and for any other Club business, including presenting the prior year's financial report.

Section 2. A special meeting of members may be called by the President or by three (3) Directors, or on the written request of ten (10) regular members. Notice of the time, place, and purpose of such special meeting shall be given to all members by the Secretary at least fourteen (14) days in advance thereof. Members requesting a special meeting shall first pay for postage, stationary, mailing labels and any administrative expenses.

Section 3. The members present shall constitute a quorum at any meeting of the members, provided that the members present must include any two (2) Officers.

ARTICLE VIII COMMITTEES

Section 1. All committees, committee chairmen, and Club liaison representatives shall be named by the President.

Section 2. Within thirty (30) days of his elections, the President may name the following standing committees, appoint chairmen and Club representatives: Finance, Membership, Program, Publicity, Tournament and Handicap committees, and golf committee representatives.

Section 3. The President select the Finance Committee and or a CPA to perform an audit or review the Club financial records for each year, who will then provide a report to the president of their findings within 60 days of the selection. (amd 11/95)

Section 4. The Handicap Committee shall be responsible for member handicap records, have authority, if necessary, to revise a member handicap, and shall review and post the scores on all matches and tournaments.

Section 5. The President may, at his discretion, appoint such other committees as may be deemed advisable for carrying out the purposes of the Club.

ARTICLE IX
AMENDMENTS

Section 1. These By-Laws may be amended by new By-Laws adopted at any meeting of the members, by a vote of two-thirds (2/3) of those regular members present, provided notice of the proposed amendment shall have been given in the notice calling the meeting, or by a three-fourths (3/4) majority of the Board of Directors.

ARTICLE X
EFFECTIVE DATE

Section 1. These By-Laws shall become effective after revision in 1978, when approved by a majority of the regular members of this Club and adopted by its Board of Directors, and also approved by the Boar of Directors of the Tahoe Donner Association. Amendments to the Bylaws become effective when adopted by the Board of Directors, and are subject to further approval of the Tahoe Donner Association Board. (amd 11/95)

These amended Bylaws are adopted this 21st day of November 1995, and so certified by the Secretary and President.

Bill Helms, Secretary

Howard Jones, President

(Reconfirmed 01-18-97)

CERTIFICATE OF SECRETARY

I, THE UNDERSIGNED, DO HEREBY CERTIFY:

1. THAT I AM THE DULY ELECTED AND ACTING Secretary of TAHOE DONNER GOLF AND COUNTRY CLUB, an unincorporated Association, and

2. That the original Bylaws, consisted of ten Articles and seven pages, approved by the Directors August 21, 1975, approved by the regular members August 20, 1975, and approved by the Board of Directors of the TAHOE DONNER ASSOCIATION on August 22, 1975, in Truckee, California. These Bylaws were revised and approved by the General membership and Board of Directors during the annual meeting held August 12, 1978.

3. The foregoing Bylaws constitute the second revised addition as approved by the Board of Directors during the meeting held November 21, 1995, and as duly approved by the Board of Directors of the TAHOE DONNER ASSOCIATION on _____, 19__ in Truckee, California.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME,
THIS _____ DAY OF _____, 19__.

SECRETARY

