



**2015 AMENDED BYLAWS  
OF  
NORTHERN CALIFORNIA GOLF ASSOCIATION**

**ARTICLE I  
NAME**

THE NAME OF THIS ASSOCIATION SHALL BE NORTHERN CALIFORNIA GOLF ASSOCIATION ("NCGA").

**ARTICLE II  
MEMBERSHIP**

**SECTION 1. LOCATION OF MEMBERSHIP.** ANY REGULARLY ORGANIZED GOLF CLUB SITUATED, OR INDIVIDUAL RESIDING, IN CALIFORNIA NORTH OF THE COUNTIES OF SANTA BARBARA, KERN AND SAN BERNARDINO, OR OUTSIDE THE STATE OF CALIFORNIA IF IT MAY BE PROPERLY SERVICED BY THIS ASSOCIATION, SHALL BE ELIGIBLE FOR MEMBERSHIP IN THIS ASSOCIATION.

**SECTION 2. THE CLASSES OF MEMBERSHIP.** PURSUANT TO THE ARTICLES OF INCORPORATION OF THIS ASSOCIATION, THE FOLLOWING CLASSES OF MEMBERSHIP ARE HEREBY ESTABLISHED:

**I. REGULAR, ASSOCIATE AND AFFLIATE ASSOCIATIONS AND MEMBER CLUBS.**

A. **REGULAR MEMBER CLUBS.** A REGULAR MEMBER CLUB SHALL BE ALL CLUBS WHICH WERE MEMBERS OF THE UNINCORPORATED ASSOCIATION KNOWN AS THE NORTHERN CALIFORNIA GOLF ASSOCIATION AS OF JANUARY 23, 1979, AND WHICH CONTINUE TO MEET THE STANDARD REQUIREMENTS FOR A REGULAR MEMBER CLUB AS ESTABLISHED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. A REGULAR MEMBER CLUB SHALL BE A REGULARLY ORGANIZED GOLF CLUB, WHICH IS A PERMANENT CLUB COMPOSED OF INDIVIDUAL DUES PAYING MEMBERS WHO HAVE JOINED TOGETHER FOR THE PURPOSES OF PROMOTING AND PLAYING GOLF ACCORDING TO THE RULES OF GOLF AND AMATEURISM AS DESCRIBED BY THE UNITED STATES GOLF ASSOCIATION, AND WHO MANAGE THEIR OWN AFFAIRS THROUGH OFFICERS AND COMMITTEES WHICH THEY SELECT. SUCH CLUB MUST OPERATE PERMANENTLY AT ONE GOLF COURSE, BUT IT NEED NOT CONTROL SUCH COURSE. NO MORE THAN ONE SUCH CLUB FROM EACH COURSE SHALL BE ELIGIBLE FOR REGULAR MEMBER CLUB MEMBERSHIP, EXCEPT BY SPECIAL APPROVAL BY THE BOARD OF DIRECTORS.

B. **ASSOCIATE MEMBER CLUBS.** AN ASSOCIATE MEMBER CLUB SHALL BE A REGULARLY ORGANIZED AND ACTIVELY OPERATED GOLF CLUB, WHICH IS A CLUB COMPOSED OF INDIVIDUAL MEMBERS WHO HAVE JOINED TOGETHER FOR THE PURPOSES OF PROMOTING AND PLAYING GOLF ACCORDING TO THE RULES OF GOLF AND AMATEURISM AS DESCRIBED BY THE UNITED STATES GOLF ASSOCIATION AND WHO MANAGE THEIR OWN AFFAIRS THROUGH OFFICERS AND COMMITTEES WHICH THEY SELECT. SUCH CLUB NEED NOT PLAY OR OPERATE THEIR GOLF CLUB PERMANENTLY AT ONE GOLF COURSE. ALL ASSOCIATE MEMBERSHIPS SHALL AUTOMATICALLY TERMINATE AT THE END OF EACH CALENDAR YEAR AND SHALL BE SUBJECT TO REINSTATEMENT ANNUALLY BY THE APPROVAL OF THE BOARD OF DIRECTORS BY THE SAME MINIMUM VOTE AS IS REQUIRED FOR INITIAL ELECTION, PROVIDED SUCH CLUB MEETS THE



STANDARD REQUIREMENTS FOR AN ASSOCIATE MEMBER CLUB AS ESTABLISHED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. THE PRIVILEGES OF SUCH ASSOCIATE MEMBER CLUB SHALL BE DETERMINED UPON SUCH ELECTION OR RE-ELECTION BY THE BOARD OF DIRECTORS.

- C. AFFILIATE ASSOCIATIONS AND MEMBER CLUBS. AN AFFILIATE ASSOCIATION OR MEMBER CLUB SHALL BE A REGULARLY ORGANIZED AND ACTIVELY OPERATED GOLF CLUB, WHICH IS AN ASSOCIATION COMPOSED OF MEMBER CLUBS OR A CLUB COMPOSED OF INDIVIDUAL MEMBERS WHO HAVE JOINED TOGETHER FOR THE PURPOSES OF PROMOTING AND PLAYING GOLF ACCORDING TO THE RULES OF GOLF AND AMATEURISM AS DESCRIBED BY THE UNITED STATES GOLF ASSOCIATION AND WHO MANAGE THEIR OWN AFFAIRS THROUGH OFFICERS AND COMMITTEES WHICH THEY SELECT. SUCH ASSOCIATION OR CLUB NEED NOT PLAY OR OPERATE THEIR GOLF CLUB PERMANENTLY AT ONE GOLF COURSE. ALL AFFILIATE MEMBERSHIPS SHALL AUTOMATICALLY TERMINATE AT THE END OF EACH CALENDAR YEAR AND SHALL BE SUBJECT TO REINSTATEMENT ANNUALLY BY THE APPROVAL OF THE BOARD OF DIRECTORS BY THE SAME MINIMUM VOTE AS IS REQUIRED FOR INITIAL ELECTION, PROVIDED SUCH ASSOCIATION OR CLUB MEETS THE STANDARD REQUIREMENTS FOR AN AFFILIATE MEMBER ASSOCIATION OR CLUB AS ESTABLISHED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. THE PRIVILEGES OF SUCH AFFILIATE MEMBER ASSOCIATION OR CLUB AND THE SERVICES PROVIDED TO SUCH AFFILIATE MEMBER ASSOCIATION OR CLUB SHALL BE DETERMINED UPON SUCH ELECTION OR RE-ELECTION BY THE BOARD OF DIRECTORS.

II A. INDIVIDUAL MEMBERSHIP.

AN INDIVIDUAL MEMBERSHIP SHALL ENTITLE THE HOLDER TO ALL OF THE RIGHTS, BENEFITS AND PRIVILEGES AFFORDED TO OR RECEIVED BY INDIVIDUALS WHO ARE MEMBERS OF THE CLUBS OR AFFILIATE ASSOCIATIONS DESCRIBED HEREINABOVE, EXCEPT THE FOLLOWING:

UNLESS ALSO A MEMBER OF AN NCGA CLUB OR AFFILIATE ASSOCIATION,

1. AN INDIVIDUAL MEMBER ONLY SHALL NOT RECEIVE A GOLF HANDICAP; AND
2. AN INDIVIDUAL MEMBER ONLY SHALL NOT BE ELIGIBLE TO PLAY IN ANY NCGA CHAMPIONSHIPS.

**SECTION 3.** RIGHTS AND PRIVILEGES. ALL VOTING RIGHTS OF THIS ASSOCIATION SHALL BE VESTED SOLELY AND EXCLUSIVELY IN THE REGULAR MEMBER CLUBS.

**SECTION 4.** PROCEDURES FOR MEMBERSHIP.

- A. APPLICATIONS. ALL APPLICATIONS FOR CLUB, ASSOCIATION OR INDIVIDUAL MEMBERSHIP SHALL BE IN WRITING OR ELECTRONIC, ON REGULAR APPLICATION FORMS FURNISHED BY THIS ASSOCIATION. EXCEPT FOR INDIVIDUAL MEMBERSHIP, APPLICATIONS SHALL BE ACCOMPANIED BY CERTIFIED COPIES OF THE ARTICLES AND BYLAWS OF THE APPLICANT, TOGETHER WITH SUCH EVIDENCE OF CONTROL OF ITS MEMBERS AS MAY BE REQUIRED TO INSURE CONFORMANCE WITH ALL RULES, REGULATIONS, HANDICAP PROCEDURES AND OTHER REQUIREMENTS OF THIS ASSOCIATION.





- B. ELECTION. ANY ELIGIBLE CLUB OR ASSOCIATION APPLICANT MAY BE APPROVED AND ADMITTED TO MEMBERSHIP CLASSIFIED AS A REGULAR, ASSOCIATE, AFFILIATE BY A STAFF COMMITTEE (CHIEF EXECUTIVE OFFICER, EXECUTIVE DIRECTOR, AND DIRECTOR OF COURSE RATING & HANDICAPPING) BASED ON MEMBERSHIP ELECTION GUIDELINES. IF THE STAFF COMMITTEE IS NOT ABLE TO APPROVE CLUBS BASED ON THE MEMBERSHIP ELECTION GUIDELINES THE APPLICATION MUST BE APPROVED BY A VOTE OF AT LEAST TWO-THIRDS (2/3) OF THE BOARD OF DIRECTORS. APPLICANTS FOR INDIVIDUAL MEMBERSHIP MAY BE APPROVED BY THE EXECUTIVE DIRECTOR, OR DESIGNEE.
- C. CERTIFICATE OF MEMBERSHIP. UPON ELECTION TO, OR APPROVAL OF, MEMBERSHIP, EACH APPLICANT SHALL BE ISSUED A CERTIFICATE OR EVIDENCE OF MEMBERSHIP.
- D. MEMBERSHIP ELECTION GUIDELINES. THE FOLLOWING GUIDELINES SERVE TO PROVIDE THE NECESSARY CRITERIA TO APPROVE CLUB OR ASSOCIATION MEMBERSHIP APPLICATIONS AS NEEDED.
1. ALL REQUIREMENTS OF ARTICLE II SECTION 3A ARE MET
  2. APPLICATIONS MAY BE APPROVED WITH FEWER THAN TEN (10) MEMBERS ON A CASE-BY-CASE BASIS. SUCH CLUBS WILL BE REQUIRED TO HAVE THE NECESSARY TEN (10) MEMBERS WITHIN ONE YEAR AFTER ACCEPTANCE OR THEY WILL BE SUBJECT TO SUSPENSION.
  3. ALL APPROVED AND ADMITTED CLUBS WILL BE MADE KNOWN TO THE BOARD OF DIRECTORS ON A REGULAR BASIS.

**SECTION 5. RECLASSIFICATION OF MEMBERSHIP.** IF THE CHARACTER OF A MEMBER CLUB CHANGES, THEN, EITHER UPON THE APPLICATION OF SUCH CLUB OR UPON THE INITIATIVE OF THE BOARD OF DIRECTORS, THE MEMBERSHIP OF SUCH CLUB MAY BE RECLASSIFIED AT ANY TIME BY THE BOARD OF DIRECTORS UPON THE VOTE OF AT LEAST TWO-THIRDS (2/3) OF THE BOARD OF DIRECTORS.

**SECTION 6. MEETINGS.** EACH REGULAR MEMBER CLUB SHALL APPOINT A DELEGATE WHO SHALL VOTE AT AND OFFICIALLY REPRESENT SUCH REGULAR MEMBER CLUB AT ANY ANNUAL OR SPECIAL MEETING OF THIS ASSOCIATION. SUBJECT TO THE DIRECTION AND INVITATION OF THE BOARD OF DIRECTORS, EACH ASSOCIATE OR AFFILIATE MEMBER CLUB SHALL APPOINT A DELEGATE WHO SHALL OFFICIALLY REPRESENT SUCH ASSOCIATE OR AFFILIATE MEMBER CLUB AT ANY ANNUAL OR SPECIAL MEETING OF THIS ASSOCIATION.

### **ARTICLE III OBLIGATION AND DISCIPLINE**

**SECTION 1. OBLIGATIONS OF MEMBERSHIP.** THE ACCEPTANCE OF MEMBERSHIP IN THIS ASSOCIATION SHALL BIND EACH MEMBER CLUB OR INDIVIDUAL MEMBER TO UPHOLD THE PROVISIONS OF THE ARTICLES OF INCORPORATION AND BYLAWS OF THIS ASSOCIATION, TO ABIDE BY ALL THE CONDITIONS, RULES AND REGULATIONS OF THIS ASSOCIATION, AND TO ACCEPT AND ENFORCE ALL RULES AND DECISIONS OF THE BOARD OF DIRECTORS OR ANY OF ITS COMMITTEES ACTING WITHIN ITS JURISDICTION.

**SECTION 2. SUSPENSION AND EXPULSION.** REFUSING OR NEGLECTING TO COMPLY WITH THE RULES AND REGULATIONS OF THIS ASSOCIATION, OR WITH THE DECISIONS OF THE



BOARD OF DIRECTORS SHALL RENDER ANY MEMBER CLUB OR INDIVIDUAL MEMBER LIABLE TO SUSPENSION OR EXPULSION BY A TWO-THIRDS (2/3) VOTE OF THE TOTAL MEMBERSHIP OF THE BOARD OF DIRECTORS.

**SECTION 3. NOTIFICATION AND HEARINGS.** NO MEMBER CLUB SHALL BE SUSPENDED OR EXPELLED OR HAVE ITS MEMBERSHIP REVOKED OR RECLASSIFIED WITHOUT REASONABLE NOTIFICATION OF THE ACTION PROPOSED AND AN OPPORTUNITY TO BE HEARD IN ITS DEFENSES.

#### **ARTICLE IV GOVERNMENT AND MANAGEMENT**

**SECTION 1. BOARD OF DIRECTORS.** THE CONTROL AND MANAGEMENT OF THE AFFAIRS, FUNDS AND PROPERTY OF THIS ASSOCIATION SHALL BE VESTED IN A BOARD OF DIRECTORS (THE "BOARD") CONSISTING OF AT LEAST FIFTEEN (15) AND NO MORE THAN TWENTY-ONE (21) MEMBERS TO BE ELECTED AS HEREIN PROVIDED.

**SECTION 2. COMPENSATION.** NO DIRECTORS SHALL RECEIVE ANY SALARY OR COMPENSATION FOR SERVICE, BUT BY RESOLUTION OF THE BOARD OF DIRECTORS MAY BE REIMBURSED FOR REASONABLE EXPENSES FOR ATTENDANCE AT REGULAR AND SPECIAL MEETINGS AND FOR REASONABLE EXPENSES IN CONNECTION WITH OFFICIAL DUTIES.

#### **ARTICLE V ELECTION OF DIRECTORS**

**SECTION 1. COMPOSITION OF DIRECTORS.** AT THE ANNUAL MEETING OF THE DELEGATES FROM REGULAR MEMBER CLUBS, A BOARD OF DIRECTORS SHALL BE ELECTED. THE COMPOSITION OF THE ELECTED BOARD OF DIRECTORS SHALL BE AS FOLLOWS:

- A. REGION I. THREE (3) DIRECTORS WHO ARE MEMBERS IN GOOD STANDING OF REGULAR MEMBERS CLUBS PRINCIPALLY SITUATED IN THE NORTHERN HALF OF THE SERVICE AREA OF THE NORTHERN CALIFORNIA GOLF ASSOCIATION, AND COMPRISED OF THE COUNTIES OF: DEL NORTE, SISKIYOU, MODOC, HUMBOLDT, TRINITY, SHASTA, LASSEN, MENDOCINO, TEHAMA, PLUMAS, GLENN, BUTTE, LAKE, COLUSA, SUTTER, YUBA, SIERRA, NEVADA, SONOMA, NAPA, YOLO, PLACER, SOLANO, SACRAMENTO AND EL DORADO COUNTIES IN CALIFORNIA, AND WASHOE AND DOUGLAS COUNTIES IN NEVADA.
- B. REGION II. THREE (3) DIRECTORS WHO ARE MEMBERS IN GOOD STANDING OF REGULAR MEMBER CLUBS PRINCIPALLY SITUATED IN THE SAN FRANCISCO BAY AND PENINSULA AREAS COMPRISED OF THE COUNTIES OF: MARIN, CONTRA COSTA, ALAMEDA, SAN FRANCISCO, SAN MATEO, SANTA CRUZ AND SANTA CLARA.
- C. REGION III. THREE (3) DIRECTORS WHO ARE MEMBERS IN GOOD STANDING OF REGULAR MEMBER CLUBS PRINCIPALLY SITUATED IN THE SOUTHERN HALF OF THE SERVICE AREA OF THE NORTHERN CALIFORNIA GOLF ASSOCIATION COMPRISED OF THE COUNTIES OF: SAN JOAQUIN, AMADOR, CALAVERAS, ALPINE, STANISLAUS, TUOLUMNE, MONO, MONTEREY, SAN BENITO, MERCED, MARIPOSA, MADERA, FRESNO, SAN LUIS OBISPO, KINGS, TULARE AND INYO.

THE REMAINING DIRECTORS SHALL BE "AT LARGE" DIRECTORS WHO ARE MEMBERS IN GOOD STANDING OF REGULAR MEMBER CLUBS, EXCEPT THAT UP TO THREE (3) OF THE "AT





LARGE" DIRECTORS MAY BE MEMBERS OF ASSOCIATE CLUBS AND OR ECLUB.

**SECTION 2. ELECTION.** THE ELECTION OF DIRECTORS SHALL BE HELD AT THE ANNUAL MEETING OF THIS ASSOCIATION. EACH REGULAR MEMBER CLUB SHALL HAVE ONE VOTE.

**SECTION 3. NOMINATIONS; ELIGIBILITY.** IMMEDIATELY FOLLOWING THE ANNUAL MEETING, OR AS SOON AS PRACTICABLE THEREAFTER, THE INCOMING PRESIDENT SHALL CONVENE A NOMINATING COMMITTEE, WHICH SHALL CONSIST OF SIX (6) MEMBERS. THE MEMBERS OF THE NOMINATING COMMITTEE SHALL BE:

- A. THE IMMEDIATE PAST PRESIDENT (WHO SHALL ACT AS CHAIRPERSON OF THE NOMINATING COMMITTEE)
- B. THE PRESIDENT (WHO SHALL ACT AS VICE CHAIRPERSON OF THE NOMINATING COMMITTEE)
- C. THREE (3) ADDITIONAL BOARD MEMBERS (WHO MAY NOT BE CANDIDATES FOR SECRETARY-TREASURER)
- D. AND, ONCE NOMINATED, THE NOMINEE FOR PRESIDENT.

THE THREE ADDITIONAL BOARD MEMBERS SHALL BE ELECTED BY THE MAJORITY VOTE OF THE BOARD, AND SHALL SERVE ON THE NOMINATING COMMITTEE UNTIL THE NEXT ANNUAL MEETING. ANY VACANCIES OCCURRING ON THE NOMINATING COMMITTEE SHALL BE FILLED BY, IN ORDER OF THE PERSON RECEIVING THE NEXT HIGHEST NUMBER OF VOTES IN THE NOMINATING COMMITTEE ELECTION. THE NOMINATING COMMITTEE SHALL, AT LEAST FOUR (4) MONTHS BEFORE THE ANNUAL MEETING, DETERMINE THE PERSON TO BE NOMINATED AS PRESIDENT FOR THE FORTHCOMING YEAR. A PRESIDENT MAY NOT SERVE IN THAT OFFICE MORE THAN TWO (2) TERMS AND MAY ONLY SERVE A SECOND TERM UPON UNANIMOUS VOTE OF THE NOMINATING COMMITTEE. UPON THE SELECTION OF THE NOMINEE FOR PRESIDENT, AS SET FORTH ABOVE, THAT NOMINEE SHALL THEREAFTER SERVE AS THE SIXTH MEMBER OF THE NOMINATING COMMITTEE.

THE FULL NOMINATING COMMITTEE SHALL THEN SELECT THE NOMINEES FOR THE REMAINING OFFICERS AND A TICKET OF DIRECTORS, INCLUDING THE TERM FOR SUCH DIRECTORS, AND SHALL FILE WITH THE SECRETARY, AT LEAST FIFTY-FIVE (55) DAYS PRIOR TO THE ANNUAL MEETING, THE NAMES OF THE OFFICER NOMINEES AND THE TICKET TO BE VOTED FOR AS DIRECTORS AT THE ENSUING ANNUAL MEETING. THE SECRETARY SHALL SEND TO ALL OF THE THEN CURRENT DIRECTORS A COPY OF THE TICKET TOGETHER WITH A RESUME AND DESCRIPTION OF ANY NEW DIRECTORS ON THE TICKET. THE SECRETARY SHALL, NOT LESS THAN FORTY-FIVE (45) DAYS BEFORE THE ANNUAL MEETING, MAIL SUCH TICKET TO ALL THE REGULAR MEMBER CLUBS. AFTER RECEIVING RECOMMENDATIONS FROM THE NOMINEE FOR PRESIDENT, THE FULL NOMINATING COMMITTEE SHALL NOMINATE TWO INDIVIDUALS FROM THE TICKET OF DIRECTORS WHO ARE NOT OFFICER NOMINEES, TO SERVE AS MEMBERS OF THE ADVISORY COMMITTEE, TO BE ELECTED IN ACCORDANCE WITH ARTICLE IX.

ANY FIVE (5) REGULAR MEMBER CLUBS MAY JOINTLY NOMINATE A TICKET OF DIRECTORS AND THE TERMS FOR SUCH DIRECTORS, TO BE VOTED FOR AT THE SAME TIME, BUT EACH TICKET SO PRESENTED SHALL BE FILED WITH THE SECRETARY AT LEAST THIRTY (30) DAYS BEFORE THE ANNUAL MEETING AND MUST INCLUDE CERTIFIED RESOLUTIONS BY THE BOARD OF DIRECTORS OF THE NOMINATING REGULAR MEMBER CLUBS ADOPTING AND APPROVING SAID NOMINATION. NO NOMINATIONS SHALL BE RECEIVED THEREAFTER. THE SECRETARY SHALL IMMEDIATELY UPON RECEIPT OF ANY SUCH NOMINATIONS FORWARD A COPY TO EACH REGULAR MEMBER CLUB ENTITLED TO VOTE AT THE ANNUAL MEETING.

**SECTION 4. TERM.** SUBJECT TO BEING ELECTED UNDER THE PROVISIONS OF ARTICLE V, SECTION 2, EACH DIRECTOR SHALL SERVE A TERM AS FOLLOWS:





- A. NEWLY ELECTED DIRECTORS SHALL SERVE FOR AN INITIAL TERM OF TWO (2) YEARS. THEREAFTER, EACH SUCH DIRECTOR SHALL SERVE FOR ONE (1) YEAR TERMS.
- B. NO DIRECTOR SHALL SERVE FOR MORE THAN SIX (6) CONSECUTIVE YEARS UNLESS, IN THE SOLE DISCRETION OF THE NOMINATING COMMITTEE, A DIRECTOR IS NOMINATED FOR A SEVENTH (7<sup>TH</sup>) AND FINAL ONE (1) YEAR TERM. THIS TERM LIMITATION SHALL NOT APPLY TO DIRECTORS NOMINATED AND SUBSEQUENTLY ELECTED TO SERVE, OR WHILE SERVING, AS AN OFFICER OF THE ASSOCIATION.
- C. SERVICE TERM COMMENCES JANUARY 1 OF THE YEAR FOLLOWING ELECTION.

**SECTION 5. PROCEDURE.** EACH REGULAR MEMBER CLUB SHALL BE ENTITLED TO VOTE FOR ONE (1) TICKET OF DIRECTORS WHOSE TERMS ARE EXPIRING. THE TICKET RECEIVING THE GREATEST PLURALITY OF VOTES SHALL BE DECLARED ELECTED AS DIRECTORS TO SERVE UNTIL THE ELECTION AND QUALIFICATIONS OF THEIR SUCCESSORS.

**SECTION 6. VACANCIES.** IF A VACANCY OCCURS ON THE BOARD OF DIRECTORS, AND THAT VACANCY CAUSES THE TOTAL NUMBER OF DIRECTORS TO FALL BELOW THE MINIMUM NUMBER SPECIFIED IN ARTICLE IV SECTION 1 OF THESE BYLAWS, THE NOMINATING COMMITTEE SHALL NOMINATE, AND THE BOARD REMAINING SHALL ELECT AN INDIVIDUAL ELIGIBLE HEREUNDER TO FILL THE VACANCY FOR THE REMAINDER OF THAT YEAR. OTHERWISE, NOMINATION OF A REPLACEMENT DIRECTOR SHALL BE WITHIN THE SOLE DISCRETION OF THE NOMINATING COMMITTEE.

**SECTION 7. ORGANIZATIONAL MEETING.** THE BOARD OF DIRECTORS SHALL MEET FOR ORGANIZATION IMMEDIATELY AFTER EACH ANNUAL MEETING, AND NO NOTICE OF SUCH ORGANIZATIONAL MEETING NEED BE GIVEN TO THE NEWLY ELECTED DIRECTORS. AT SAID MEETING THE BOARD OF DIRECTORS SHALL ELECT A PRESIDENT, A VICE-PRESIDENT, AND A SECRETARY-TREASURER, AS NOMINATED BY THE NOMINATING COMMITTEE. IN THE EVENT ONE OR MORE OF THE OFFICER CANDIDATES NOMINATED BY THE NOMINATING COMMITTEE IS REJECTED BY THE BOARD, OR UNWILLING/UNABLE TO SERVE, THE BOARD SHALL ENTERTAIN NOMINATIONS FROM THE FLOOR, AND VOTE, UNTIL ALL OFFICER POSITIONS ARE FILLED. THE BOARD MAY ALSO ELECT SUCH OTHER OFFICERS AS MAY BE NOMINATED AND AS THE BOARD SHALL AT THAT TIME DETERMINE TO BE NECESSARY. EACH OFFICER MUST BE A DIRECTOR OF THIS ASSOCIATION.

**SECTION 8. REMOVAL.** A DIRECTOR MAY BE REMOVED FOR CAUSE BY A VOTE OF TWO-THIRDS (2/3) OF THE BOARD OF DIRECTORS. A DIRECTOR WHO IS ABSENT WITHOUT LEAVE OR GOOD CAUSE FROM THREE (3) CONSECUTIVE REGULAR MEETINGS OF THE BOARD MAY IN THE DISCRETION OF THE BOARD, BE DECLARED TO HAVE FORFEITED THE OFFICE.

## **ARTICLE VI POWERS AND DUTIES OF DIRECTORS**

**SECTION 1. POWERS.** THE BOARD OF DIRECTORS SHALL EXERCISE ALL POWERS OF THIS ASSOCIATION PERMITTED BY LAW, INCLUDING, BUT NOT BY WAY OF LIMITATION, THE POWER TO:

- A. ACCEPT OR REJECT ANY APPLICATION FOR MEMBERSHIP AT ITS DISCRETION.
- B. MAKE, ALTER OR AMEND THE BYLAWS FOR THE CONDUCT OF THE AFFAIRS OF THIS ASSOCIATION NOT INCONSISTENT WITH THE ARTICLES OF INCORPORATION OF THIS ASSOCIATION.
- C. DELEGATE ITS AUTHORITY, EXCEPT THE AUTHORITY TO ADOPT, AMEND OR





REPEAL BYLAWS, TO AN ADVISORY OR OTHER COMMITTEE, OR TO ANY OFFICER, AGENT OR EMPLOYEE, THIS UPON SUCH TERMS AND CONDITIONS AS A TWO-THIRDS (2/3) MAJORITY OF THE BOARD OF DIRECTORS DEEMS NECESSARY.

- D. APPOINT, AND IN ITS DISCRETION REMOVE, THE CHIEF EXECUTIVE OFFICER AND SUCH AGENTS AND EMPLOYEES AS IT DEEMS NECESSARY.
- E. ACT WITHOUT A MEETING, PROVIDED THE RESOLUTION OR MATTER REQUIRING ACTION IS APPROVED IN WRITING BY NOT LESS THAN TWO-THIRDS OF THE DIRECTORS. FURTHER, THE TRANSACTIONS OF ANY MEETING OF THE BOARD OF DIRECTORS, HOWEVER CALLED AND NOTICED, OR WHEREVER HELD, SHALL BE AS VALID AS THOUGH HAD AT A MEETING DULY HELD AFTER REGULAR CALL AND NOTICE THAT A QUORUM BE PRESENT, IF, EITHER BEFORE OR AFTER THE MEETING, EACH DIRECTOR NOT PRESENT SHALL SIGN A WAIVER OF NOTICE OR CONSENT TO THE HOLDING OF SUCH MEETING OR SHALL APPROVE THE MINUTES THEREOF. ALL SUCH WAIVERS, CONSENTS OR APPROVALS SHALL BE FILED WITH THIS ASSOCIATION'S RECORDS AND BE MADE A PART OF THE MINUTES OF THE MEETING.
- F. TO VOTE THE SHARES OF OTHER CORPORATIONS STANDING IN THE NAME OF THE ASSOCIATION AND TO EXECUTE A PROXY IN THE NAME OF THIS ASSOCIATION FOR PURPOSES OF VOTING THESE SHARES.

**SECTION 2. DUTIES.** IT SHALL BE THE DUTY OF THE DIRECTORS TO:

- A. OVERSEE THE CHIEF EXECUTIVE OFFICER OF THIS ASSOCIATION TO ENSURE THAT DUTIES OF THE CHIEF EXECUTIVE OFFICER ARE PROPERLY PERFORMED.
- B. CAUSE TO BE KEPT A RECORD OF ALL THEIR MEETINGS AND ACTS, AND OF THE PROCEEDINGS OF THE MEMBERSHIP, AND PRESENT IN WRITING AT THE ANNUAL MEETING OF THE MEMBERSHIP FINANCIAL STATEMENTS OF THIS ASSOCIATION PREPARED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES FOR THE PRECEDING YEAR.
- C. MEET AT SUCH TIMES AND PLACES AS MAY BE DESIGNATED FROM TIME TO TIME BY THE DIRECTORS, BUT AT LEAST FOUR (4) TIMES EACH YEAR, AND AT SUCH TIMES AND PLACES AS MAY BE DETERMINED BY THE PRESIDENT UPON REASONABLE NOTICE, BUT AT LEAST 24 HOURS BEFORE THE HOUR FIXED FOR SUCH MEETING. THE PRESIDENT SHALL CALL A MEETING OF THE BOARD UPON THE REQUEST OF ANY THREE (3) DIRECTORS.
- D. OBSERVE THE CONFLICT OF INTEREST POLICY AS SHALL BE ADOPTED BY THIS ASSOCIATION.
- E. APPROVE AN ANNUAL ASSOCIATION BUDGET.
- F. PERFORM SUCH OTHER DUTIES WITH RESPECT TO TOURNAMENTS, PUBLIC RELATIONS, AND OTHER PROGRAMS AS THE BOARD DEEMS APPROPRIATE.

**SECTION 3. QUORUM.** A MAJORITY OF THE BOARD OF DIRECTORS SHALL CONSTITUTE A QUORUM.

**SECTION 4. PERSONAL LIABILITY.** NO MEMBER OF THE BOARD OF DIRECTORS SHALL BE PERSONALLY LIABLE FOR ANY DEBTS, RECEIPTS, NEGLECTS OR DEFAULTS OF ANY OTHER MEMBER OF THE BOARD, NOR FOR ANY LOSSES OR EXPENSES OF ANY NATURE INCURRED BY THIS ASSOCIATION UNLESS THIS IS THE RESULT OF SAID DIRECTOR'S OWN DISHONESTY. THIS ASSOCIATION SHALL INDEMNIFY EACH AND EVERY MEMBER OF THE BOARD OF DIRECTORS AND SAID DIRECTOR'S HEIRS, EXECUTORS AND ADMINISTRATORS AGAINST ALL EXPENSES AND ALL COSTS, LEGAL, ACCOUNTING OR OTHERWISE, NECESSARILY OR REASONABLY INCURRED BY OR OTHERWISE IMPOSED UPON HIM IN CONNECTION WITH ANY ACTION OR PROCEEDING TO WHICH SAID DIRECTOR MAY BE MADE A PARTY BY REASON OF



SAID DIRECTOR BEING OR HAVING BEEN A MEMBER OF THE BOARD OF DIRECTORS.

#### **ARTICLE VII OFFICERS**

**SECTION 1. DUTIES OF THE PRESIDENT.** THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE BOARD OF DIRECTORS AND ALL MEETINGS OF THE DELEGATES OF MEMBER CLUBS AND SHALL BE THE GENERAL EXECUTIVE OFFICER OF THIS ASSOCIATION, WITH POWER TO CALL SPECIAL MEETINGS OF THE DELEGATES AND THE BOARD OF DIRECTORS AND TO APPOINT SUCH COMMITTEES AS THE PRESIDENT MAY DEEM PROPER TO FURTHER THE OBJECTIVES OF THIS ASSOCIATION. THE PRESIDENT SHALL SIGN, ON BEHALF OF THIS ASSOCIATION, ANY PAPERS AND INSTRUMENTS IN WRITING THAT MAY REQUIRE THE SAME.

**SECTION 2. DUTIES OF THE VICE-PRESIDENT.** IN CASE OF THE ABSENCE OR THE FAILURE FOR ANY CAUSE OF THE PRESIDENT TO ACT, THE VICE-PRESIDENT SHALL BE ELECTED BY THE BOARD OF DIRECTORS TO PERFORM THE REQUIRED DUTIES. THE VICE-PRESIDENT SHALL PERFORM SUCH OTHER DUTIES AS MAY BE DELEGATED FROM TIME TO TIME BY THE BOARD OF DIRECTORS OR THE PRESIDENT.

**SECTION 3. DUTIES OF THE SECRETARY-TREASURER.** THE SECRETARY-TREASURER SHALL: KEEP FULL AND COMPLETE RECORDS OF THE PROCEEDINGS OF THE BOARD OF DIRECTORS AND OF THE MEETINGS OF THE DELEGATES; SERVE ALL NOTICES EITHER REQUIRED BY LAW OR THE BYLAWS OF THIS ASSOCIATION; COLLECT OR SUPERVISE THE COLLECTION OF ALL MONIES BELONGING TO THIS ASSOCIATION AND DISBURSE THE SAME AS DIRECTED BY THE PRESIDENT OR THE BOARD OF DIRECTORS, AND, IN GENERAL, SHALL DO AND PERFORM ALL SUCH OTHER DUTIES AS PERTAIN TO SUCH OFFICES AND AS MAY BE PRESCRIBED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.

**SECTION 4. TERM.** THE TERM OF SERVICE FOR OFFICERS SHALL COMMENCE JANUARY 1 AND END DECEMBER 31 OF EACH YEAR UNLESS OTHERWISE EXTENDED AS PROVIDED IN THESE BYLAWS.

#### **ARTICLE VIII MEETINGS**

**SECTION 1. ANNUAL MEETING.** THIS ASSOCIATION SHALL HOLD AN ANNUAL MEETING IN NOVEMBER OF EACH YEAR, OR AS CLOSE THERETO AS PRACTICAL, AT A PLACE THE BOARD OF DIRECTORS SHALL DESIGNATE, TO CONSIDER AND ACT UPON THE FOLLOWING ORDER OF BUSINESS:

- A. CALL TO ORDER
- B. APPROVE MINUTES OF PREVIOUS MEETING
- C. PRESIDENT'S REPORT
- D. SECRETARY-TREASURER'S REPORT
- E. COMMITTEE REPORTS
- F. ELECTION OF DIRECTORS
- G. NEW BUSINESS
- H. ADJOURNMENT

NO RESOLUTION SHALL BE PRESENTED FOR ACTION OR DISCUSSION AT ANY ANNUAL OR SPECIAL MEETING UNLESS SUCH RESOLUTION HAS AT FIRST BEEN EITHER (A) APPROVED FOR PRESENTATION BY THE BOARD OF DIRECTORS; OR (B) APPROVED FOR PRESENTATION BY THE BOARD OF DIRECTORS OF FIVE (5) REGULAR MEMBER CLUBS AND SHALL HAVE





BEEN FILED IN WRITING WITH THE SECRETARY AT LEAST THIRTY (30) DAYS PRIOR TO THE DATE OF SUCH MEETING, TOGETHER WITH CERTIFIED COPIES OF THE RESOLUTIONS OF THE RESPECTIVE BOARDS OF DIRECTORS APPROVING SUCH PRESENTATION.

**SECTION 2. SPECIAL MEETINGS.** SPECIAL MEETINGS OF THIS ASSOCIATION MAY BE CALLED BY THE PRESIDENT OR THE BOARD OF DIRECTORS, AND SHALL BE CALLED ON THE WRITTEN REQUEST OF AT LEAST TWENTY-FIVE (25) REGULAR MEMBER CLUBS.

**SECTION 3. NOTICE OF MEETING.** FORTY-FIVE (45) DAYS' NOTICE OF THE TIME AND PLACE OF THE ANNUAL MEETING AND TEN (10) DAYS' NOTICE OF THE TIME AND PLACE OF ANY SPECIAL MEETING SHALL BE MAILED BY THE SECRETARY TO ALL REGULAR MEMBER CLUBS. THE NOTICE OF A SPECIAL MEETING SHALL STATE THE SUBJECT THEREOF, AND NO OTHER BUSINESS SHALL BE TRANSACTED THEREAT.

**SECTION 4. VOTING PRIVILEGES.** AT ALL MEETINGS OF THIS ASSOCIATION EACH REGULAR MEMBER CLUB IN GOOD STANDING SHALL BE ENTITLED TO BE REPRESENTED BY ONE (1) VOTING DELEGATE, WHOSE APPOINTMENT SHALL BE CERTIFIED IN WRITING IN ADVANCE BY HIS CLUB TO THE SECRETARY. SAID VOTING DELEGATE MAY VOTE IN PERSON OR BY PROXY.

**SECTION 5. QUORUM.** AT THE ANNUAL MEETING, OR AT ANY SPECIAL MEETING, SEVENTY-FIVE (75) VOTING DELEGATES OF THE REGULAR MEMBER CLUBS WHO ARE ENTITLED TO VOTE, PERSONALLY PRESENT OR PRESENT BY PROXY, SHALL CONSTITUTE A QUORUM.

**SECTION 6. REMOVAL.** THE ENTIRE BOARD OF DIRECTORS, OR ANY INDIVIDUAL DIRECTOR OR DIRECTORS, OR ALL OF THE OFFICERS, OR ANY INDIVIDUAL OFFICER OR OFFICERS, MAY BE REMOVED FROM OFFICE AT A SPECIAL MEETING CONVENED FOR THAT PURPOSE BY THE VOTE OF DELEGATES REPRESENTING TWO-THIRDS (2/3) OF ALL THE REGULAR MEMBER CLUBS.

#### **ARTICLE IX ADVISORY COMMITTEE**

**SECTION 1. MEMBERS.** THERE SHALL BE AN ADVISORY COMMITTEE OF THE BOARD OF DIRECTORS, CONSISTING OF SIX (6) MEMBERS, WHO SHALL BE THE PRESIDENT, THE VICE-PRESIDENT, THE SECRETARY-TREASURER, THE IMMEDIATE PAST PRESIDENT, AND TWO ADDITIONAL BOARD MEMBERS. THE TWO ADDITIONAL BOARD MEMBERS SHALL BE RECOMMENDED BY THE PRESIDENT, AND ELECTED BY A MAJORITY VOTE OF THE BOARD. THE CHIEF EXECUTIVE OFFICER SHALL ATTEND THE MEETINGS OF THE ADVISORY COMMITTEE UNLESS THE COMMITTEE IS IN EXECUTIVE SESSION.

**SECTION 2. MEETINGS.** THE ADVISORY COMMITTEE WILL MEET AS NEEDED WHEN REQUESTED BY THE PRESIDENT OR THE BOARD.

**SECTION 3. RESPONSIBILITIES.** THE ADVISORY COMMITTEE SHALL PROVIDE GUIDANCE TO THE PRESIDENT AND THE CHIEF EXECUTIVE OFFICER. IT WILL ALSO SERVE AS THE PERSONNEL COMMITTEE, AND MAY ACT WITH SPECIFIC AUTHORITY FROM THE BOARD WHEN THE BOARD CANNOT ACT ON A SPECIFIC ISSUE.

#### **ARTICLE X**





## CHIEF EXECUTIVE OFFICER

**SECTION 1. APPOINTMENT.** THE BOARD OF DIRECTORS SHALL APPOINT A CHIEF EXECUTIVE OFFICER OF THIS ASSOCIATION.

**SECTION 2. TERM.** THE CHIEF EXECUTIVE OFFICER SHALL SERVE AT THE DISCRETION OF THE BOARD OF DIRECTORS ON TERMS AND CONDITIONS TO BE DETERMINED BY THE BOARD OF DIRECTORS.

**SECTION 3. DUTIES.** THE DUTIES OF THE CHIEF EXECUTIVE OFFICER SHALL BE TO MANAGE, SUPERVISE AND CARRY OUT THE POLICIES AND DIRECTIONS OF THE BOARD OF DIRECTORS AND THE DAY-TO-DAY MANAGEMENT OF THIS ASSOCIATION WITHIN THE FISCAL CONFINES OF THE ANNUAL ASSOCIATION BUDGET.

**SECTION 4. POWERS.** THE CHIEF EXECUTIVE OFFICER SHALL HIRE AND, IF NECESSARY, DISCHARGE EMPLOYEES TO CARRY OUT THE FUNCTIONS OF THIS ASSOCIATION, AND SHALL FURTHER PRESCRIBE THE DUTIES AND CONDITIONS OF EMPLOYMENT FOR SUCH PERSONS, SUBJECT TO THE APPROVAL OF THE BOARD OF DIRECTORS.

**SECTION 5. REPORTS.** THE CHIEF EXECUTIVE OFFICER SHALL REPORT THE CURRENT CONDITION AND ACTIVITY OF THIS ASSOCIATION TO THE BOARD OF DIRECTORS AT ANY REGULAR OR SPECIAL MEETING THEREOF.

**SECTION 6. ATTENDANCE AT MEETINGS.** THE CHIEF EXECUTIVE OFFICER SHALL ATTEND ALL ADVISORY COMMITTEE MEETINGS UNLESS EXCUSED THEREFROM BY THE PRESIDENT.

## ARTICLE XI DUES

**SECTION 1. ANNUAL DUES.** ANNUAL DUES FOR REGULAR MEMBER CLUBS, ASSOCIATE MEMBER CLUBS AND AFFILIATE MEMBER CLUBS AND INDIVIDUALS SHALL BE IN SUCH AMOUNTS AS MAY BE FIXED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. DUES SHALL BE PAYABLE JANUARY 1<sup>ST</sup> OF EACH YEAR AND SHALL BE DELINQUENT FEBRUARY 28<sup>TH</sup> OF EACH YEAR, EXCEPT DESIGNATED CLUBS THAT SHALL BE DELINQUENT APRIL 30<sup>TH</sup>. A MEMBER CLUB DELINQUENT IN THE PAYMENT OF DUES SHALL BE DENIED REPRESENTATION AT ANY MEETING OF THIS ASSOCIATION AND ITS MEMBERS SHALL BE BARRED FROM ENTERING ANY TOURNAMENT OR EVENT CONDUCTED BY THIS ASSOCIATION.

**SECTION 2. DELINQUENCY.** ANY MEMBER CLUB OR INDIVIDUAL WHICH IS DELINQUENT IN PAYMENT OF DUES MAY, AT THE OPTION OF THE BOARD OF DIRECTORS, BE DECLARED INELIGIBLE FOR REINSTATEMENT UNLESS AND UNTIL A SUM DETERMINED BY THE BOARD OF DIRECTORS, IN ADDITION TO THE REGULAR DUES, BE PAID.

**SECTION 3. CONTINUOUS MEMBERSHIP.** MEMBERSHIP OF REGULAR MEMBER CLUBS SHALL BE AUTOMATICALLY CONTINUOUS UNLESS INTERRUPTED BY WRITTEN RESIGNATION OR EXPULSION, AND REGULAR MEMBER CLUBS SHALL BE LIABLE FOR ALL DUES ACCRUING TO THE DATE OF SUCH RESIGNATION OR EXPULSION.

## ARTICLE XII AMENDMENTS

**SECTION 1. VOTE REQUIRED.** PURSUANT TO ARTICLE VIII OF THE ARTICLES OF





INCORPORATION OF THIS ASSOCIATION, THESE BYLAWS MAY BE AMENDED OR REPEALED BY ACTION OF A THREE-FOURTHS (3/4) MAJORITY OF THE BOARD OF DIRECTORS AT ANY REGULAR MEETING OR ANY SPECIAL MEETING HELD FOR THAT PURPOSE OR BY ACTION OF A TWO-THIRDS (2/3) MAJORITY OF THE REGULAR MEMBER CLUBS PRESENT IN PERSON OR BY PROXY AND ELIGIBLE TO VOTE AT ANY ANNUAL MEETING, OR ANY SPECIAL MEETING HELD FOR THAT PURPOSE.

**ARTICLE XIII  
MISCELLANEOUS**

**SECTION 1. INTERPRETATION.** THE DECISION OF THE BOARD OF DIRECTORS SHALL BE FINAL ON ALL QUESTIONS AS TO THE CONSTRUCTION OR INTERPRETATION OF THESE BY-LAWS.

**SECTION 2. PRINCIPAL OFFICE.** THE PRINCIPAL OFFICE OF THIS ASSOCIATION SHALL BE ESTABLISHED AT 3200 LOPEZ ROAD, PEBBLE BEACH, CALIFORNIA, OR AT SUCH OTHER PLACE AS THE BOARD OF DIRECTORS SHALL FROM TIME TO TIME DIRECT.

THESE 2015 AMENDED BYLAWS WERE ADOPTED AT A REGULARLY CONVENED MEETING OF THE BOARD OF DIRECTORS OF THIS ASSOCIATION.

DATE:

January 27, 2016

SIGNED:

Tom Bone

ITS:

SECRETARY-TREASURER