

MCMGC CONSTITUTION AND BYLAWS

ARTICLE I – NAME

The name of this organization shall be Marshall Canyon Men's Golf Club, hereinafter referred to as "The Club."

ARTICLE II – PURPOSE AND OBJECTIVE

- a) To promote and preserve the rules, customs, and traditions of the ancient and honorable game of golf.
- b) To establish and conduct golf tournaments for all eligible members.
- c) To provide a uniform system of handicapping as prescribed by the United States Golf Association (USGA).
- d) To seek membership in and to comply and cooperate with the Southern California Golf Association (SCGA).
- e) To promote golf without prejudice toward any race, color, or religion.

ARTICLE III – MEMBERSHIP

Section 1 – All males of the age of eighteen (18) or more shall be eligible for membership in the club. Males under the age of 18 may obtain Associate Member status at no cost from the Club or SCGA, assuming the SCGA continues to provide this benefit.

Section 2 – Application for membership shall be submitted on an official form provided by The Club via the Newsletter or The Club web site. The forms shall also be available at all times at the Starter's desk of the golf course. The application form shall provide the choice of two types of membership.

- a) Full Membership (to include senior members who have attained the age of 60 years) – entitled to all club activities, including monthly home and away tournaments, election of officers, and any other events authorized by the Board of Directors.
- b) Associate Membership – Entitled to an index and are eligible to play in all SCGA sponsored tournaments. Associate members are not eligible for club tournaments, nor do they have voting privileges.

Section 3 – All dues, fees or assessments shall be proposed by the Board of Directors and may be subject to approval by a majority vote of those attending a general monthly membership meeting, provided a quorum is in attendance as provided in Article V, Section 3.

Section 4 – There shall be no limit on the number of Full or Associate Members.

Section 5 – To be eligible for Men's Club competitions a full member must:

- a) be an amateur under the Rules of Golf and have amateur status with the USGA. Be in possession of a current validated SCGA index.
- b) Be on suspension free status.

ARTICLE IV – OBLIGATIONS AND DISCIPLINE

Section 1 – Acceptance of membership in the club shall bind each member to conform to all of the conditions, rules, and regulations of the club.

Section 2 – Refusing or neglecting to comply with the rules and regulations of the club or with its decisions shall render any member subject to suspension or expulsion.

Section 3- No member shall be suspended or expelled without formal charges, in writing, to the Board of Directors. After the accused has been given the right to be heard, the board may, by majority vote, recommend his suspension or expulsion to a general meeting of the membership. The accused will again be given the opportunity to be heard at the general meeting prior to a vote.

Suspension or expulsion of a member shall be decided by a two-thirds (2/3) majority vote of those present at the general meeting, provided a quorum is in attendance as stated in Article V, Section 3. Failure to obtain a 2/3 majority vote will vindicate the accused of any wrongdoing and he will continue as a member in good standing.

ARTICLE V – GOVERNMENT AND MANAGEMENT

Section 1 – The control and management of the affairs, funds, and property of the club shall be vested in the Board of Directors, consisting of the President, First Vice President/Home Tournament Chairman, Second Vice President/Handicap Chairman, Third Vice President/Treasurer, Away Tournament Chairman, Club Representative, Membership Chairman, and Secretary. Each officer shall have one vote on any matter before the board of any regular or special meeting of the board. No other person shall have a vote.

Section 2 – A quorum at any board meeting shall require the attendance of five (5) of the elected members.

Section 3 – A quorum at any general membership meeting shall consist of ten (10) or more full members of the club.

Section 4 – On all matters, except the election of officers, the manner of voting shall be voice, a show of hands, or by roll call, at the discretion of the presiding officer.

Section 5 – Regular meetings of the Board of Directors shall be held at the time and place designated by the President. Special meetings may be called by the President or his designee.

Section 6 – General meetings of the membership shall be held each month at the time and place designated by the Board of Directors.

Section 7 – No officer or member of the club shall, except as hereinafter provided, accept or receive funds from the club as either compensation or as a reward for services rendered. Reimbursement of expenses directly related to club activities is permitted upon submission of receipts for payment of approved expenditures.

Section 8 – The Club Representative shall represent the club at monthly SCGA meetings. Expenses for the Club Representative and three board members or designees, may be paid for by the club.

Section 9 - Any director, principal officer, or member of a committee with governing board delegated powers, may not have a direct or indirect conflict of financial interest: See Appendix A

ARTICLE VI – ELECTION OF OFFICERS

Section 1 – Voting for officers may be by secret ballot containing the names of the nominees for each office. If an unopposed slate of candidates is proposed, the election may be made by a show of hands.

Section 2 – Only full members in good standing as of July 15 of the current year shall be eligible to vote in any election.

Section 3 – The President shall appoint a three-man Nominating Committee. The committee shall be full members of the club.

Section 4 – The President shall open the floor for nominations at the general membership meeting in September. The President shall open the floor for additional nominations at the general meeting in October. Nominations shall be closed by two-thirds (2/3) majority vote of those present or after a five-minute waiting period has elapsed.

Section 5 – The Nominating Committee shall inquire of each nominee of his agreement to accept the office for which he was nominated and to serve if elected.

Section 6 – Election of officers shall take place at the general membership meeting in November of the current year. The President shall open the floor for additional nominations for office prior to voting. Nominations shall be closed by a motion made, seconded, and passed by a majority of members present or after a five-minute waiting period has elapsed. Additional nominees, if any, shall be handwritten on the ballots as they are passed out to the members present.

Section 7 – Balloting will be conducted by the Nominating Committee who shall assure that only full members, by check off on the August Index Report, shall vote. The winning candidate for any office shall be elected by obtaining more votes for that office than any other candidate. In the event of a tie for any office, there will be a runoff election for that office. The Committee shall count the ballots and announce the results to the membership.

Section 8 – After the results are announced, the President shall dismiss the Nominating Committee.

Section 9 – Installation of new officers shall take place at the general meeting in December.

ARTICLE VII – OFFICERS

Section 1 – The term of office shall be for one year corresponding to the fiscal year of the club, January 1 to December 31.

Section 2 – The President shall enforce all Articles of the Bylaws and shall supervise club affairs. He shall preside at all general and special meetings of the membership as well as at all meetings of the Board of Directors.

In addition, he shall:

- a) appoint all Committee Chairmen.
- b) be an ex-officio member of all committees.
- c) represent the club at all times; he may delegate his authority, but not his responsibility.
- d) be responsible for the Member-Guest Tournament, when scheduled

Section 3 – The First Vice President/Home Tournament Chairman shall be in charge of all club home tournaments except the Member-Guest Tournament. He may appoint assistants as required. He shall replace the President when required.

Section 4 – The Second Vice President/Handicap Chairman shall maintain up-to-date handicaps of all members of the club. He shall review handicaps on a regular basis and shall serve as Chairman of any handicap review board.

In the case that both the President and First Vice President are absent or otherwise unable to serve, he shall replace the President until one or other returns to duty.

Section 5 - The Third Vice President/Treasurer shall be the custodian of club funds and shall deposit them in an authorized bank approved by the Board.

He shall disperse the funds in settlement of current or previously committed accounts payable. Payment of all accounts and expenses of the club shall be by check, signed by the Treasurer or another designated member of the Board.

He shall submit a statement of accounts at both the monthly general membership meeting and any meeting of the Board of Directors. The account may be given verbally from the actual records.

In the case that the President and both the First and Second Vice Presidents are unable to perform the duty of President, he shall replace the President until one or the other returns to duty.

Section 6 – The Secretary shall keep a record of all meetings of the Board as well as of general or special meetings of the membership.

He shall attend to all club correspondence and send all notices as required by the club.

Section 7 – The Membership Chairman shall receive and process all applications for membership in the club. He shall handle all matters relating to registering members with the SCGA.

As recipient of all membership applications and keeper of membership records, he shall prepare and publish an annual Membership Roster.

Section 8 – The Club Representative shall attend all board meetings as well as general meetings in order to keep the membership apprised of all events and decisions emanating from the SCGA.

Section 9 – The Away Tournament Chairman shall be in charge of all away tournaments and will provide the club with a schedule of tournaments for the coming year.

Section 10 – Elected officers who have served a minimum of five years, not necessarily in succession, shall be declared “Lifetime Members”, exempted from paying dues.

ARTICLE VIII – COMMITTEES

Section 1 – The following standing committees may be appointed by the President:

a) Health and Welfare

- 1) To serve as a point of contact for news and information of members
- 2) Represent the club in contacting ailing or grieving members
- 3) Notify the President if it is felt the club should take action to assist a member with a personal need.

ARTICLE IX – DISSOLUTION OF CLUB

Section 1- After review by the board of directors that the club needs to be dissolved or merged, then a proposed amendment shall be stated in the newsletter and website preceding the meeting date. A quorum must be in attendance.

Section 2- Any funds or remaining assets will be distributed as prize money in the last tournament.

ARTICLE X – AMENDMENTS AND PROCEDURES

Section 1 – After review by the Board of Directors, **ARTICLE X – AMENDMENTS**, the general membership may amend the Bylaws provided a quorum is in attendance as defined in Article V, Section 3 and notice of the intent to vote on a proposed amendment shall have been stated in the newsletter preceding the meeting date.

Section 2 – Roberts Rules of Order shall govern procedures at meetings.

Appendix A: Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (MCMGC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the MCMGC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Club has a transaction or arrangement,
- b. A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 (below), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Club is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Club operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

[These Bylaws were amended by a vote of the General Membership at the June 14, 2011 General Meeting.]