

BY-LAWS

SUNNYVALE MEN'S GOLF CLUB

Revised October 2006

Purpose of Revision: October 2006 (Les Cheong)

- Change the renewal fees from \$120 to \$125.

ARTICLE I

NAME

The name of this club shall be the Sunnyvale Men's Golf Club.

ARTICLE II

OBJECTIVE

The purpose for which this club has been formed is to promote the sport of golf in the City of Sunnyvale according to these By-Laws and the Rules of Golf.

ARTICLE III

POWERS

The powers, government, and management of this club, except as otherwise provided in these By-Laws, shall be vested in, exercised, conducted and controlled by a Board of six (6) Directors who shall be members of this club. If a Director at any time ceases to be a member of this club, he shall thereby cease to be a Director.

ARTICLE IV

TERM OF OFFICE OF DIRECTORS

The term of office of the Directors of this Club shall be two (2) years.

ARTICLE V

ELECTION OF DIRECTORS

SECTION 1

Elections for three (3) Directors of six (6) Directors will be held during the regularly scheduled Annual Meeting to be held during the month of October. Duly elected Directors shall take office effective November first (1st).

SECTION 2

The election shall be held at such place as shall be designated by the Board of Directors. At least seven (7) days notice in writing of the time and place of the election shall be given by the Secretary to each member.

SECTION 3

At the first annual election (2002) following the adoption of these By-Law changes, three (3) Directors (Formerly elected to the Office of Vice President, Secretary and Handicap Chairman), whose terms will not expire until 2003, shall remain as Directors of the Board until the General elections in 2003.

Three (3) Directors shall be newly elected to serve for a term of 2 years as Directors at the October 2002 meeting (Formerly the Offices of President, Tournament Chairman and Treasurer).

SECTION 4

At least sixty (60) days prior to each Annual Meeting of this club, the Board of Directors shall have appointed a Nominating Committee to nominate candidates for three Director positions to be voted upon at the next Annual Meeting. The committee shall consist of three (3) club members, preferably past Board Members. The names of the persons on the Nominating Committee shall be posted in a conspicuous place in the Pro Shop at least sixty (60) days before the Annual Meeting. The names of the nominees selected by the Nominating Committee, of which there shall be at least one for each vacancy on the Board of Directors, shall be posted in a conspicuous place in the Pro Shop, at least forty-five (45) days prior to the Annual Meeting. Any five (5) members of this club may also nominate one or more persons to fill any vacancy on the Board of Directors by submitting a petition at the September General Meeting. The name of the person or persons so nominated will be posted in an equally conspicuous place in the Pro Shop. No nominations may be made from the floor at the Annual Meeting in October.

SECTION 5

At the Annual Meeting in October 2002, the General Membership shall vote for three (3) Directors from the list of nominees submitted by the Nominating Committee. Those nominees for Director receiving the most votes shall be elected as Directors for a two (2) year term on the Board of Directors. In the event of a tie, those nominees that have been elected Directors shall be removed from the list of nominees and a rebalot by the General Membership will be conducted until a winner is determined.

ARTICLE VI

VACANCIES IN THE BOARD OF DIRECTORS

A vacancy of an elected Director will be filled by appointment of the President of the Board of Directors and shall require approval of the majority of the Board of Directors. The Vice President will automatically fill the vacancy of the President of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Board of Directors are:

- A. To conduct, manage and control the affairs and business of this club, and to make such rules and regulations, therefore, not inconsistent with the Law and these By-Laws, which in their judgment may seem best.
- B. Generally to do and perform every act and thing whatsoever that may pertain to the Office of a Director.
- C. To select Board Members to serve as functional Officers of the Club. This shall be done at the first Monthly Board Meeting following the Annual Meeting. These Offices shall be President, Vice President, Secretary, Treasurer, Tournament Chairman, and Handicap Chairman. The standing President shall preside over this meeting until the Office of President of the new Board has been established. The Board shall publish the results of this selection process to the General Membership within fifteen (15) days of said meeting.

ARTICLE VIII

OFFICERS

The Officers of this Club shall be the six (6) Directors as elected by the members at general elections, and they shall consist of a President, Vice President, Secretary, Treasurer, Tournament Chairman, and Handicap Chairman. They shall serve in this capacity until the members of the Board of Directors, are elected at the next succeeding Annual Election and are assigned functional Offices at the Board Meeting immediately following the Annual Election.

Unless specifically reassigned by the Board of Directors, the powers and duties of the Club Officers shall be as follows:

SECTION 1: PRESIDENT

The powers and duties of the President are:

- A. Exercise general supervision over the business and affairs of this club. Preside at all meetings of this club and Board of Directors. Call all meetings as required. Make appointments to committees as required. The President may co-sign all checks issued for this club.
- B. Report the business of this club to membership at the regular monthly meeting.
- C. Appoint a committee of from three (3) to five (5) members annually to conduct an audit of the books and records of this club. The audit shall be conducted during the first week in December. The President shall report the results of said audit to the membership at the January regular meeting.
- D. Will be a member of the Tournament Committee and be responsible to run club tournaments.
- E. Appoint Directors to act as Committee Chairmen for the Standing Committees.

SECTION 2: VICE PRESIDENT

The powers and duties of the Vice President are:

- A. In case of the absence or disability of the President, the Vice President shall take his place and perform his duties.
- B. In case of the President and Vice President both being absent at a meeting, a member of the Board of Directors will be selected by the Board of Directors to act at such meeting.
- C. The Vice President may co-sign all checks issued for this club.
- D. May act as Chairman of a Standing Committee selected by the President.
- E. Will be a member of the Tournament Committee and be responsible to run club tournaments.

SECTION 3: SECRETARY

The duties of the Secretary are:

- A. To keep a full and complete record of the meetings of this club. If the Secretary is not present at a meeting, the presiding Director will appoint a Secretary pro-tem to perform the duties at such meeting.
- B. To prepare and mail such notices as required by these By-Laws and which the Board of Directors deems necessary for the notification of the club members. To maintain the official correspondence of this club.
- C. To collect all membership moneys due to the club, turning same over to the Treasurer.
- D. To maintain a listing of the names and addresses of the members of this club in conjunction with the Treasurer. To keep all applications for membership, and countersign all NCGA applications of membership. Notify Handicap Chairman and Tournament Chairman of new club members.
- E. May act as Chairman of a Standing Committee selected by the President.
- F. The Secretary may countersign any check issued by the club.
- G. Will be a member of the Tournament Committee and be responsible to run club tournaments.

SECTION 4: TREASURER

- A. To receive and safely keep all money of this club and deposit same in the name of the club in such bank or banks as the Board of Directors may designate. List all receipts in the ledger of this club along with the amount of the payment.
- B. To countersign checks issued by him for club expenses and assure that all expenditures are made by check only. It is preferable that the Treasurer issue all checks, however when deemed necessary due to emergency situations, any two (2) Directors may issue a check. They shall report their disbursement to the Treasurer as soon as is possible.
- C. To keep a full and accurate account of the receipts and disbursements of this club, and to render to the President and the Board, whenever they require, a statement of accounts of the financial condition of this club. Maintain a voucher for all indebtedness that is paid or is to be paid until audited by the Auditing Committee.
- D. Will be a member of the Tournament Committee and be responsible to run club tournaments.
- F. May act as Chairman of a Standing Committee selected by the President.

SECTION 5: TOURNAMENT CHAIRMAN

The duties of the Tournament Chairman are:

- A. Confirm arrangements for all tournaments to be held by this club. Recommend type and frequency of all tournaments held by this club.
- B. Determine all prize distributions for said tournaments, with approval of the Board.
- C. Provide, or delegate to other Directors, all operations necessary to conduct golf tournaments, outings, etc., associated with this club.
- D. Maintain a history of tournament records and expenses incurred for same.
- E. May act as Chairman of a Standing Committee selected by the President.
- F. The Tournament Chairman may countersign any check issued by the club.

SECTION 6: HANDICAP CHAIRMAN

The duties of the Tournament Chairman are

- A To cause all handicaps of members to be checked for revision at least once every month.
- B In carrying out the foregoing duties, the Handicap Chairman shall be governed by the system recommended and prescribed by the Northern California Golf Association.
- C. The Handicap Chairman may countersign any check issued by this club.
- D May act as Chairman of a Standing Committee selected by the President.
- E Will be a member of the Tournament Committee and be responsible to run club tournaments.

ARTICLE IX

REMOVAL OF OFFICERS

SECTION 1

Any Director of this club may be recalled by the General Membership at a meeting called for that purpose following the giving of at least five (5) days notice to all members. The Secretary or his designee shall give this notice.

SECTION 2

No Director shall be removed from office unless for a good cause shown by an affirmative vote of not less than three-fourths (3/4) of the members present at such a General Meeting.

ARTICLE X

STANDING COMMITTEES

The Standing Committees to be appointed by the President, as provided in ARTICLE VIII of these By-Laws, shall be as follows and meet when called by the responsible Director: A Tournament Committee, Handicap Committee, Greens Committee, Entertainment Committee, Webmaster, and Tournament Site Selection Committee. Each of said committees shall consist of at least two (2) members, one of whom shall be a Director.

SECTION 1

The Tournament Committee shall be responsible for the arranging of tournaments and all operations required to conduct said events. The Tournament Committee is composed of all members of the Board of Directors, one of who is responsible for the conduct of each event run by this club; this designated Tournament Director will receive free tournament and cart fees for that tournament. The Chairman of the Tournament Committee may appoint a sub-committee to assist the Directors in the conduction of these events.

SECTION 2

The Handicap Committee shall be responsible for all matters pertaining to the club member's handicap.

SECTION 3

The Greens Committee shall draw up special rules of play and also rules of procedure to be observed on the course by the members of this club. It shall cooperate fully with the proper authorities for the maintenance and betterment of the golf course and the playing conditions thereon, and shall post notices in the clubhouse advising members of Local Rules, and such changes as may be made in them from time to time.

SECTION 4

The Entertainment Committee shall, subject to the approval of the Board of Directors, arrange and have direction of all indoor or clubhouse events, amusements, dances and celebrations. Said committee shall have the power to appoint such sub-committees to assist at any such entertainment, from among the members of this club, as it may deem expedient.

SECTION 5

The Tournament Site Selection Committee is composed of all members of the Board of Directors. One member of the Board will be assigned by the President to arrange the schedule for future year's tournaments.

SECTION 6

The Webmaster shall be responsible for building, maintaining, and updating the Club's Website.

SECTION 7

The Committees named in this ARTICLE shall be subject to the supervising power of the President, and to the authority of the Board of Directors.

SECTION 8

The members of said Committees shall hold office for the term of twelve (12) months, unless otherwise ordered by the Board of Directors. None of the Standing or Special Committees have authority to enter into any contract involving the expenditure of money and none of said Committees shall make any purchase or purchases except on written authorization of the Board of Directors or its duly authorized agent, and then only a written requisition.

ARTICLE XI

MEMBERSHIP

The membership of this club shall be confined to MALE members. No person under the age of eighteen (18) years shall be eligible for either a FULL or ASSOCIATE membership. A JUNIOR membership is available for boys from age twelve (12) through seventeen (17).

SECTION 1

Definition of membership. There are three (3) types of membership.

A FULL MEMBERSHIP is defined as a person who is eighteen (18) or older and is eligible to participate in all club events.

An ASSOCIATE MEMBERSHIP is defined as a non-participating member who is ineligible for club events, but has an interest in maintaining a NCGA handicap.

A JUNIOR MEMBERSHIP is defined as a non-participating member between the ages of twelve (12) and seventeen (17) who is ineligible for club events, but has an interest in maintaining a NCGA handicap. NOTE: Exemptions for Associate and Full memberships may be granted individually upon receipt of an application and unanimous approval of the Board of Directors.

ARTICLE XII

SUSPENSION AND EXPULSION

If any member, by his conduct, is likely to be prejudicial to the welfare, interest, repute or character of this club, the Board of Directors shall review the case; and, if in the opinion of the Board, it is necessary to expel the member, the matter should be brought to the attention of the General Membership whereby the vote shall be taken to expel such member.

The member may be expelled by a MAJORITY VOTE of those members at a special meeting called by the Board of Directors on the proposed suspension or expulsion.

ARTICLE XIII

MEETINGS OF THIS CLUB

SECTION 1

There shall be at least five general business meetings each calendar year to be held no more than three months apart. The Board of Directors shall designate the day, place, and time of such meetings. The purpose of such meetings shall be for the receiving of reports from the Directors, and any other general business that may be brought before this club. One of these meetings will be held in October of each year and will be designated the "Annual Meeting." At the Annual Meeting, the Directors shall make a full and complete report of the operations for the previous year.

SECTION 2

The order of business for the regular meetings shall be as follows:

1. Presiding Director will call the meeting to order
2. Tournament Information Given
3. Reports by the Directors
4. Old Business
5. New Business
6. Adjourn

SECTION 3

Special meetings of this club may be called and held at any time by order of the President, and the President must at any time call a special meeting of this club upon the written request of three (3) or more Directors of this club.

SECTION 4

At least five (5) days before the holding of any special meeting of this club, published notice thereof, specifying the time and place of the meeting and the purpose for which the same is called, shall be given by the Secretary or designee to each member.

SECTION 5

At all meetings of this club, whether regular, special or adjourned, ten (10) members shall constitute a quorum for the transactions of business, but a smaller number than a quorum may, in the absence of a quorum, continue any meeting from time to time until a quorum shall be present, and until the business of the meeting shall have been accomplished.

ARTICLE XIV

MEETINGS OF THE BOARD OF DIRECTORS

The meetings of the Board of Directors shall be at such time and place as the Board shall determine. A SIMPLE MAJORITY shall be necessary to form a quorum for the transaction of business.

ARTICLE XV

FISCAL YEAR, FEES, AND DUES

SECTION 1

The fiscal year of this club shall be from November first (1st) to October thirty-first (31st),

SECTION 2

The dues of this club shall be as follows: FULL membership shall be one hundred twenty-five (\$125) dollars per year; ASSOCIATE membership shall be forty (\$40) dollars per year; JUNIOR membership shall be thirty (\$30) dollars per year. All dues are payable between September first (1st) and October fifteenth (15th). Any FULL member not paying by October fifteenth (15th) will be required to pay an additional initiation fee of fifteen (\$15) dollars. Any new FULL member, regardless of when he decides to join, must pay the dues of one hundred twenty-five (\$125) dollars plus the initiation fee of fifteen (\$15) dollars. Any ASSOCIATE member who has been in the club for three (3) years or more is eligible to become a FULL member without paying the initiation fee.

SECTION 3

No member who is delinquent in his dues or any obligation owing to this club is eligible to play in any of this club's tournaments or to enjoy any of this club's privileges.

ARTICLE XVI
AMENDMENTS

These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted at the Annual Meeting or at any Special Meeting called for that purpose, by an affirmative vote of two-thirds (2/3) of the members present, or by written assent of two-thirds (2/3) of the FULL members of this club.