

GRAEAGLE MEN'S GOLF ASSOCIATION

CONSTITUTION AND BYLAWS, [Amended May 3, 2018]

ARTICLE I – NAME

The organization shall be known as the Graeagle Men's Golf Association (hereinafter the "Association" or "GMGA").

ARTICLE II – PURPOSE AND OBJECTIVES

The purpose of the Association is to promote the best interests of golf throughout the jurisdiction of this organization.

The Objectives of the Association are:

First: to adopt and enforce the rules and policies of the United States Golf Association;

Second: to utilize the Northern California Golf Association electronic handicap system to establish and maintain valid handicaps for its members; and

Third: to conduct annual tournaments and events for its members and to decide where and under what conditions they shall be played.

Conduct: Members are responsible for knowing the Rules of Golf and regulations for participation in GMGA, NCGA and other sanctioned events.

SPIRIT OF THE GAME: Golf is played, for the most part, without supervision of a referee or tournament official. The game relies on the integrity of the individual to show consideration for other players and to abide by the Rules. All players should conduct themselves in a disciplined manner, demonstrating courtesy and sportsmanship at all times, irrespective of how competitive they may be. This is the spirit of the game of golf.

Any action contrary to the spirit of the game such as abusive language, throwing of clubs, threatening of other players or other disruptive behavior will not be tolerated and will result in disciplinary action. If a member commits a serious breach of conduct, the member will be suspended indefinitely unless or until he files a written appeal with the Board of Directors of the Association. If the Board denies the member's appeal, **the minimum suspension is one year.** The Board has the right to lengthen the term of suspension based on the severity of the violation.

ARTICLE III – MEMBERSHIP

An applicant shall become a member of the Association when he agrees to abide by the Association's Constitution and Bylaws and has paid the required membership fee. To be eligible to play in any Association championship tournament, a new or reinstating member must have played in at least five (5) sanctioned events within the same year, and prior to, such tournament.

ARTICLE IV – GOVERNMENT

SECTION I: The management of the affairs and property of the Association shall be conducted by a Board of Directors elected by the membership. The Board of Directors shall comprise the following officers:

President
Vice President and Invitational
Chairman Secretary and Membership
Chairman Treasurer
Handicap and Rules
Chairman Men’s Tournament
Chairman Couples Events
Chairman Food and Beverage
Chairman Communications
Chairman Immediate Past
President

SECTION II: The term of each director and officer shall be one year until the election and qualification of his successor, except for the President, Vice President, and Past President whose terms shall be two years. Unless otherwise impractical, each director shall not serve more than four consecutive years in the same position. Exceptions to these limits may be provided if the position cannot be filled for a particular year. Board terms shall be staggered, except for the president and vice president, so that a smooth transition of experience can avail itself to the board.

SECTION III: The fiscal year of the Association shall be the 12-month period from November 1 through October 31 of the following year.

ARTICLE V – POWERS AND DUTIES OF DIRECTORS

SECTION I: The Board of Directors shall exercise all powers of this Association permitted by law except those requiring a vote of the membership at large. These powers include, but are not limited to, the following:

- A. Accept or reject any application for membership at its sole discretion;
- B. Make, alter or amend these Bylaws by unanimous vote of those present for the conduct of the affairs of this Association that are not inconsistent with this Constitution;
- C. Delegate its authority to elect, suspend or expel members of the Association to an officer, member or duly appointed committee upon such terms and conditions as a majority of the Board sees fit; except the authority to adopt, amend or repeal these Bylaws may not be delegated;
- D. Appoint committees and remove committee members as it deems necessary, and fix their duties.

SECTION II: It shall be the duty of the Board of Directors to:

- A. Supervise all officers of this Association to assure their duties are properly performed;
- B. Cause to be kept a written record of all meetings, acts and proceedings of the membership and of the Board of Directors;

- C. Present at a duly called general meeting of the membership, 1) a budget reflecting the projected revenues and expenditures for the ensuing year; 2) a balance sheet indicating the Association's financial condition; and 3) an operating statement reflecting the Association's actual revenue and expenditures for the current year.
- D. Meet at such times and places as may be designated from time-to-time. The President may call a meeting of the Board or at the request of any three (3) directors.

SECTION III: Six (6) members of the Board of Directors shall constitute a quorum for the purpose of conducting Association business.

At each Annual Fall Meeting of the Members, directors shall be elected to hold office until the next Annual Fall Meeting of the Members.

The maximum number of directors of the Association shall be ten (10). The minimum number of directors shall be five (5).

SECTION IV: 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 loss or expense of whatsoever nature incurred by the Association unless such item is the result of his own dishonesty or gross negligence.

SECTION V: Any director may resign on giving written notice to the President, Secretary or Board of Directors unless the notice specifies a later time for that resignation to become effective. The Board of Directors may elect a successor to take office when such resignation becomes effective to serve the remaining term of the resigning director.

SECTION VI: Regular and Special meetings of the Board of Directors may be held at any place designated by the President or Board of Directors within close proximity to Graeagle, California. Notice of any meeting may be made by E-mail, facsimile or resolution of the Board of Directors. Any meeting of the Board of Directors may be held by conference telephone or similar communication equipment so long as a quorum is present at the beginning of the meeting and all those present can hear one another. If it is not possible to have a quorum present by telephone, the President may call, E-mail or fax each director requesting a vote on a specific issue so long as that vote comprises a majority of directors voting and is ratified at the next formal Board meeting.

Regular meetings are established at the time of the immediately preceding regular meeting or as soon thereafter as practicable. Regular meetings are open to any member of the Association in good standing upon request or invitation.

A Special Meeting may be called by the President or any two directors. Special meetings are held in closed session unless a majority of the directors vote to open the meeting to others.

SECTION VII: Directors shall not receive any compensation for serving on the Board or any of its designated Committees. Directors may receive reimbursement for out-of-pocket expenses if approved by the Board of Directors based on properly submitted receipts and/or expense reports.

SECTION VIII – COMMITTEES: The Board of Directors has two standing Committees: an Executive Committee and a Nominating Committee.

The Executive Committee is comprised of the President, Vice-President, Treasurer and Secretary. The Executive Committee may act on behalf of the Board on any such matters that require Board action when the full Board is unable to meet in a timely manner except for those actions that require the vote of a quorum of Directors. Any such actions taken by the Executive Committee shall be ratified by the Board at the next regular Board meeting. The President or any two of the members of the Committee may call for an Executive Committee meeting.

The Nominating Committee is comprised of the President, Vice-President and the Immediate Past President. The duty of the Nominating Committee is to recommend candidates for positions on the Board of Directors and for the various support positions. The Nominating Committee shall meet at least once per year prior to the fall General Meeting of the Members when nominees are elected.

Other special committees may be appointed by the President or Board of Directors from time-to-time when needed for specific projects.

ARTICLE VI – INTERIM VACANCIES

Any interim vacancy in an office of this Association shall be filled by appointment at any meeting of the Board of Directors by the remaining directors. The person so appointed by said directors shall hold office for the remaining term of the predecessor officer.

ARTICLE VII – OFFICERS

The elected officers of this Association shall be the President, Vice President and Invitational Chairman, Secretary and Membership Chairman, Treasurer, Handicap and Rules Chairman, Men’s Tournament Chairman, Couples Events Chairman, Food and Beverage Chairman, Communications Director and Immediate Past President.

SECTION I: DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Board of Directors and of the General Membership. He shall be the chief executive officer of the Association with the power to call special meetings of the membership and of the Board; to appoint such committees as he deems proper to further the objectives of the Association; to affix the signature of the Association to any documents and instruments that may require it; and to supervise and control, subject at all times to the direction of the Board of Directors, the affairs of the Association. Annually, prior to the Spring General Membership meeting, he shall prepare a “President’s Letter” to be mailed, e-mailed to members or posted to the Association’s website in conjunction with the Tournament Schedule.

SECTION II: DUTIES OF THE VICE-PRESIDENT AND INVITATIONAL CHAIRMAN

The Vice President shall perform the duties of the President in the latter’s absence or failure to perform for any reason. He shall also be the officer in charge of the annual Men’s Invitational Tournament for which he will prepare the Tournament’s budget, appoint any necessary assistants and perform any other required procedures for the orderly conduct thereof. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION III: DUTIES OF THE SECRETARY AND MEMBERSHIP CHAIRMAN

The Secretary shall prepare agendas and keep complete and accurate records of the proceedings of the Board of Directors and of the general membership. He shall serve all notices required by law or by these Bylaws. He shall also serve as Membership Chairman. In this capacity, he shall prepare and annual renewal notices to existing members; prepare applications for new members; keep payment records for members; maintain a current roster of members; assure that all active and inactive members are properly input to the GHIN system; and oversee the preparation of the annual Directory of members to be distributed at the Spring General Membership Meeting. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION IV: DUTIES OF THE TREASURER

The Treasurer shall collect or supervise the collection of all monies due the Association and disburse funds as directed by the President or Board of Directors. He shall maintain a complete record of cash receipts and disbursements and provide periodic reports of such transactions to the Board. Annually, he shall prepare and submit a projected budget to the Board for approval prior to the Fall General Membership meeting and shall prepare annual financial statements reflecting the Association's actual financial condition and results of operations. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION V: DUTIES OF THE MEN'S TOURNAMENT CHAIRMAN

The Men's Tournament Chairman shall plan, schedule and execute all men's tournaments for the year. He shall prepare and post the schedule of tournaments at the clubhouse and Association's website and include a copy with the annual mailing distribution of the Membership Directory to members. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION VI: DUTIES OF THE COUPLES EVENTS CHAIRMAN

The Couples Events Chairman shall plan, schedule and execute all couple's tournaments for the year. He shall prepare and post the schedule of tournaments at the clubhouse and Association's website and include a copy with the annual distribution of the Membership Directory in coordination with the Men's Tournament Chairman. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION VII – DUTIES OF THE HANDICAP AND RULES CHAIRMAN

The Handicap and Rules Chairman is responsible for maintaining valid handicaps for all members utilizing the automated GHIN system. He shall provide continued monitoring of player postings by periodically performing audits of selected scorecards and publishing results. He shall communicate any changes made to the GHIN system by the USGA. He shall maintain handicap records for three years. In the event of any dispute over a player's index or course handicap by any party, the Handicap and Rules Chairman is responsible to investigate the nature of the dispute and recommend a solution to the Board of Directors.

The Handicap and Rules Chairman also maintains the Rules of Golf and related interpretations published by the USGA and NCGA. He is responsible for recommending any new local rules or rules changes to the Board of Directors for resolution. Any questions concerning the rules are to be referred to the Handicap and Rules Chairman for interpretation. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION VIII: DUTIES OF THE FOOD AND BEVERAGE CHAIRMAN

The Food and Beverage Chairman, in coordination with the other officers in charge of tournaments and events, is responsible for the planning and management of meals associated with all GMGA tournaments that include a dinner, lunch or breakfast, including the Annual Men’s Invitational Tournament. In this capacity, he supervises the grill men who perform cooking duties and the bar managers who conduct the beverage duties. The Food and Beverage Chairman also is responsible for purchasing food and beverages and the rental of facilities for all tournament events. He may delegate these functions to food assistants and bar managers but remains responsible for their effective administration. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION IX: DUTIES OF THE COMMUNICATIONS DIRECTOR

The Communications Director shall report directly to the President. He shall be responsible for working with the President and other Board members as necessary communicating the workings of the club to include, but not necessarily limited to: newsletters, e-mail of importance to the members, website development and maintenance, Board actions, newspaper articles, special occasion notifications, assistance in drafting policy and fulfilling the role of historian. He shall also perform such other duties as may be delegated from the Board from time-to-time.

SECTION X: DUTIES OF THE IMMEDIATE PAST PRESIDENT

The Immediate Past President is a voting member of the Board of Directors and shall provide guidance and advice to the President and other Board members as needed. He shall also perform such other duties as may be delegated from the Board from time-to-time.

ARTICLE VIII – AUTHORIZED SIGNATORIES

The Association maintains three bank accounts – a general checking account and the Men’s Invitational Tournament checking account. The Hole-in-One account is an interest-bearing savings account that is used to reimburse the general account for the cost of any hole-in-one scored by a member in accordance with the Association’s Hole-In-One policy. The officers authorized to sign on these accounts are the President, Vice President and Invitational Chairman, Secretary and Membership Chairman and the Treasurer. One signature is required to disburse funds from these accounts.

ARTICLE IX – MEETINGS OF THE MEMBERSHIP

SECTION I: The Association shall hold two general membership meetings each year. The Spring Meeting and the Fall Meeting. The Spring meeting is to be held at or near the time of opening of the golf course and at such time and place as the Board of Directors shall designate.

- A. The Spring meeting shall include a summary of the business and affairs of the Association by the President, reports of the other Officers on their areas of responsibility, and any other business needed to be acted upon by the membership.
- B. The Fall Meeting shall be deemed to be the Association’s Annual Membership Meeting. It shall include the following:
 - 1. A President’s Report;
 - 2. A Treasurer’s Report, including a review of the Association’s financial condition.

3. Reports of the other Officers;
4. Election of Directors and Officers for the ensuing year; and
5. Any other matters deemed pertinent to the affairs of the Association.

SECTION II: Special meetings of the membership may be called by the President or the Board of Directors on an as needed basis or by a majority of the membership.

SECTION III: Those members present at any General Membership meeting in person shall constitute a quorum for the purpose of voting for directors or on any other Association matters.

SECTION IV: At least twenty (20) days' advance notice of the time and place of all General Membership meetings shall be given to the membership by the Secretary. The notice may be satisfied by a posting of the pertinent information on the annual Tournament schedule provided to members or on the Association's website.

SECTION V: At all General Membership meetings, each member in good standing shall be entitled to one (1) vote.

SECTION VI: The entire Board of Directors, or any individual director may be removed from office at any time by the vote of members representing two-thirds (2/3) of a quorum of the total membership at a meeting properly called for such purpose.

SECTION VII: In addition to the election and/or removal of directors, the following matters pertaining to the Association shall require a majority vote of the membership:

- A. Incurrence of debt by the Association.
- B. Liquidation and winding up of the affairs of the Association.
- C. Distribution of monies or other property to the membership.
- D. Filing for bankruptcy by the Association.

ARTICLE X – DUES

SECTION I: Annual dues shall be in such amount as may be fixed from time-to-time by the Board of Directors, including any assessments required to replenish the Hole-in-One Fund and dues charged by the NCGA and Northern Nevada Golf Association. Junior memberships for individuals aged 12 to 18 may also be accepted at a reduced rate. The Secretary will distribute renewal notices to active members each year on or before October 1. The notice will contain instructions for renewal and the related amount of dues for each item and the date dues become delinquent (usually a date prior to the end of December). Dues paid after the delinquent date are subject to a late charge in an amount established by the Board.

SECTION II: Membership shall be continuous unless interrupted by written resignation, suspension, expulsion or nonpayment of dues. Members who do not renew will be inactivated on the GHIN system. Reinstatement to active status is subject to an additional charge. Inactive members will be retained in the Graeagle Meadows computer for one year. After that time, if not reinstated, their handicap information will be deleted from the computer records.

SECTION III: Members who are chronically delinquent in payment of dues or other charges may be subject to expulsion at the discretion of the Board of Directors.

SECTION IV: Dues for certain types of members of the Association may be complemented; however any waiver of the payment of dues must be approved by the Board of Directors. Such waiver does not apply to participation in the Hole-in-One Fund or any other voluntary fund.

ARTICLE XI – OBLIGATIONS AND DISCIPLINE

The acceptance of membership in the Association shall bind each member to uphold all of the provisions of the Constitution and Bylaws of the Association, including those stated in Article II of these Bylaws; and to accept and enforce all other rules and decisions established by the Board of Directors.

Any member failing in his obligations as set forth in these directives may be suspended or expelled by either of two methods:

(1) Action by the Board of Directors: A vote of two-thirds (2/3) of the Board of Directors constituting a quorum of at least eight (8) directors (for this section only) may cause a “suspension” to be issued. A unanimous vote of a quorum consisting of at least eight (8) directors is required to cause an “expulsion” to be issued.

a. In the event of suspension, the member in question shall be suspended from participation in GMGA events for a period specified by the Board of Directors. The member shall be notified in writing as soon as possible of the Board’s decision to suspend him. The member may appeal such suspension by requesting, within ten (10) days of his receipt of the notice of suspension, to meet with a quorum of eight (8) members of the Board. Such request for appeal must be made in writing to GMGA, P.O. Box 1285, Graeagle, CA 96103.

If the suspended member’s appeal is denied by the Board, he may request reconsideration by a quorum of the GMGA membership at the next scheduled general membership meeting. A vote of 80% of a quorum (as defined in Article IX, Section

III) of the general membership is required to revoke the suspension issued by the Board.

b. In the event of expulsion, the member in question shall be suspended from participation in GMGA events as specified by the Board of Directors. The matter of expulsion shall then be referred by the Board to a vote by a quorum of the membership at the next scheduled general membership meeting (or a special membership meeting which the Board may call at its sole discretion). If 80% of the quorum of the membership vote to expel, the expulsion shall be final.

In any event, a member for whom the Board has voted an expulsion action shall remain suspended from participation in GMGA events as specified by the Board until a vote on expulsion is held by a quorum of the membership.

(2) Action by a Member: A proposal may be made by any member(s) requesting the suspension or expulsion of another member. Such proposal must be made in writing to the Board of

Directors. The proposing member(s) will be asked to meet with the Board. After such meeting, a quorum of the Board comprising at least eight (8) directors will vote on the proposal. If such quorum of the Board votes by a two-thirds (2/3) majority in favor of the proposal for suspension; or votes unanimously in favor of a proposal for expulsion, the matter shall then proceed as specified above under “Action by the Board of Directors.”

Adopted by the Board of Directors:

Date: May 3, 2018

By: _____
George Fraser

Title: President