

BYLAWS – ALMANSOR MEN’S GOLF CLUB A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

Updated October 11, 2011

ARTICLE I PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is hereby fixed and located in Alhambra, California. The board of directors may, at any time, or from time to time, change the location of the principal office from one location to another within the boundaries of the City of Alhambra, California, by noting the change of address in the minutes of the meeting of the Board at which the address was fixed or changed. The fixing or changing of such address shall not be deemed an amendment to these bylaws.

ARTICLE II SEAL

The Corporation may have a common seal consisting of two concentric circles with the words “ALMANSOR MEN’S GOLF CLUB”, together with the date of incorporation of this corporation.

ARTICLE III MEMBERS

Section 1. ELIGIBILITY AND ADMISSION – Application for membership shall be in writing accompanied by dues and shall be submitted to the Membership Committee, which shall file its request and recommendations therein with the Board of Directors.

Any male person, subject to the age limits indicated below, may be admitted to the membership in the Club by a majority vote of a quorum of the Board of Directors.

Regular membership in the Club shall not exceed three hundred (300) persons at any one time but all existing members shall automatically be retained from year to year unless they voluntarily withdraw, are expelled under the provision of Article I, section 2 of these bylaws, or become delinquent in the payment of dues as required by Article I, Section 2, thereof. Applications for membership shall be acted upon according to the chronological order in which the Secretary receives them.

In accordance with the foregoing rules, male persons who have attained the age of twelve but who are below the age of eighteen may be accepted as Junior members and continue as such until they reach the age of eighteen at which time they must file an application for regular membership should they wish to remain in the Club, provided, however, that at no time may the number of Junior Members exceed twenty-five (25). Junior Members may participate in all Club sponsored tournaments, but may not vote or hold office therein, and they may attend meetings and social events of the Club only upon the approval of a majority of the members present at a duly called meeting of the Club.

Associate Memberships will be available to any male person who wants to establish an official handicap (Slope index) and have it maintained by the SCGA. These memberships will be available to prospective members during the year in one of the following two different categories:

1. Associate + (active) – (Only available once the Regular Membership reaches the maximum of three hundred members.) These members will be eligible to compete in any Club sponsored tournaments with the exception of the annual Club Championship and the President's Cup Tournaments. They will have all rights and privileges of regular membership except that they may not vote or hold office in the Club and the non residents of Alhambra will not be given a residency status for the purpose of purchasing a resident green fee discount card from the Pro Chop until they become a Regular Member. In the event a particular tournament has too many applicants, i.e., more than can finish before the end of the day, Regular Members will be given priority status over the Associate + Members.

Associate + Members will become eligible in chronological order (by entry date) to fill any openings in the Regular Membership at the beginning of January after the renewal period has expired. An additional fee for the difference between the Regular Membership annual dues and the Associate + Membership annual dues will be assessed to the new Regular Member at the time his status changes.

2. Associate (handicap only) – For classification purposes, these members will be the same as the Associate + Members except they will not be eligible to compete for prize money in Club sponsored tournaments. Also these members will only be allowed to play in tournaments as non-competitive members when or if the Tournament Director determines that the inclusion of any Associate Member(s) into a particular tournament will not result in an excessive number of players for that tournament. Associate Members can change their status to Associate + Members at any time (given that the 300 regular memberships are full and Associate + Memberships are available).

No member (all types) may transfer his membership or any rights arising there from.

Section 2. ANNUAL DUES – The annual dues for each Regular Member shall be \$100.00, \$90.00 for Associate + Members, \$80.00 for Associate Members, and \$20.00 for Junior Members. The PLGA annual dues shall be included in these amounts. The annual dues renewal period for each calendar year begins on November 1st in the prior year and is delinquent in the following December membership meeting. No refund shall be made to any Member who voluntarily resigns from membership or whose membership is revoked in accordance with any provisions of the Bylaws.(voted 10/11)

Section 3. PLACE OF HOLDING ANNUAL MEETINGS – Annual and regular meetings of the membership shall be held at the Alhambra Golf Course, Alhambra, California, or at such other suitable places as the President may select.

Section 4. ANNUAL ELECTION OF OFFICERS AND DIRECTORS – The annual meeting of Members for the election of officers and directors and for other business of the Club shall be held on the first Thursday of November in each year at 7:30 p.m.

A nominating committee shall be appointed by the President at the regular meeting of members in September of each year. Nominations of officers and directors shall be made by the members at their regular meeting in October of each year.

Voting shall be made by written and secret ballot and shall be restricted to those personally present at said annual meeting and the members shall be so advised by written notice. The ballots shall be counted by two tellers appointed by the Chair, but shall be available for the inspection of any member present provided he challenges the count before the next item of business is considered. The election of any officer shall be decided by a majority vote.

In case of the failure of any nominee to attain a majority vote or in case of a tie vote, balloting shall be continued until some nominee of the office involved obtains a majority vote. The second ballot shall contain only the names of the two nominees with the greatest number of votes or those involved in a tie vote, but balloting must be continued until some nominee received a majority of the votes cast.

When there is no contest for the office under consideration, the vote may be taken by voice or by a show of hands, as the Chair may determine.

Section 5. VOTING – Each member eligible to vote, in accordance with the provisions of the Bylaws, shall be entitled to one vote. Upon the demands of a two-thirds majority of the members present, the vote upon any question before any meeting shall be by ballot.

Section 6. QUOROM – Not less than ten (10) persons who must be present in person at any meeting duly called, shall constitute a quorum for the transaction of business, except as otherwise provided herein.

Section 7. REGULAR MEETINGS – Regular meetings of the members for the transaction of business shall be held on the first Thursday of each month at 7:30 p.m. If this date shall fall on a legal holiday, the meeting may be held at such a time as shall be determined by the Board of Directors. All questions shall be decided by a plurality vote, except as otherwise provided herein.

Section 8. SPECIAL MEETINGS – Special meetings of the members for any purpose or purposes may be called by the President, and shall be called upon a demand in writing therefore, stating the purpose or purposes thereof, delivered to the President or Secretary and signed by a majority of Directors, or by at least ten (10) members.

Section 9. NOTICE OF SPECIAL MEETINGS – Notice of all special meetings shall be delivered personally or by telephone to each member or sent by first-class mail, addressed to each member at his address as it is shown upon the records of the Corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of holding such meeting. In case such notice is delivered personally or by telephone, it shall be delivered at least twelve (12) hours prior to such meeting.

No business other than that stated in the notice shall be transacted at any special meeting without the unanimous consent of all members entitled to vote thereat.

Section 10. NOTICE OF REGULAR MEETINGS – Notice of any regular member meetings may be waived by a majority vote of the members present at a regular meeting.

Section 11. EXPULSION OF MEMBERS – Any member of this club may be expelled there from for either of the following reasons:

- a. For any act or acts unbecoming a member of this Club and/or bringing discredit to this Club.
- b. For refusing or neglecting a strict and honorable compliance with the rules and regulations of the Club or with the decisions of the Board of Directors of this Club.

To justify expulsion, a written charge referring to the particular provision of this section, which has been violated, and describing some specific acts as constituting the offense must be filed with the Membership Committee. The Membership Committee shall then file a report on said charge with the Board of Directors. If in the discretion

of the Board of Directors there appears to be sufficient grounds of the expulsion of the member charged, the Board must notify said member that it has called a hearing on said charge.

The above notice to the member must include a copy of the charges made against him, and must notify him as to the date of the hearing, and that he may testify thereat and bring witnesses with him who may testify on his behalf.

Said notice shall be served on the member so charged by delivering it to him personally or by mailing it, by registered mail, to his last known address.

The hearing on said charges must be set for not less than ten (10) nor more than thirty (30) days from the date of service of said notice on the member charged.

No member shall be expelled except by a majority vote of a quorum of the Board of Directors present at the hearing.

Section 12. ORDER OF BUSINESS – The order of business at members' meetings shall be as follows:

1. Call to order
2. Introduction of new members and guests
3. Reading of minutes of last meeting
4. Committee reports
5. Election of officers or directors when authorized or required
6. Unfinished business
7. New business
8. Good of the order
9. Adjournment

ARTICLE IV DIRECTORS

Section 1. NUMBER, TERM, QUORUM – The annual meeting of members for the election of officers and directors and for the transaction of other business shall be held at the Alhambra Golf Course on the first Thursday of November in each year.

At the said annual meeting, the members shall elect from their number a

President, First Vice President, Second Vice President, a Secretary and a Treasurer. The number of directors shall not be less than five (5) nor more than ten (10). These additional members shall also become directors' ex-officio – (a) The outgoing President when a new President is elected. (b) The SCGA representative. The members may determine that number of additional directors desired by a majority vote except that not more than three (3) shall be elected. Such additional directors shall be elected at said annual meeting in accordance with the provision of these Bylaws. New officers and directors will assume responsibilities at the board meeting that precedes the regular meeting held the first Thursday in January. A majority of the directors shall constitute a quorum for the transaction of their business. Such quorum shall not be less than three (3) directors.

Section 2. POWER OF DIRECTORS – Subject to the limitations of the law, the Articles of Incorporation of the Corporation (the “Articles”) and these Bylaws, the powers of this corporation shall be vested in and exercised by, and its property controlled and its affairs managed by, the Board; provided, however, that in order to preserve the non-profit, exempt from income tax status of the Corporation, neither the Board nor any member thereof shall do an act, or authorize or suffer the doing of any act by an officer or employee of the Corporation, on behalf of the Corporation, which is inconsistent with the Articles or these Bylaws or the non-profit purpose of the Corporation. Any such act or acts shall be null and void. Except as otherwise provided, action shall be taken by a majority vote of the directors present at a meeting provided that a quorum exists. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of incorporation or the Bylaws, as they may deem best.
- b) To change the principal office for the transaction of business of the Corporation from one location to another within the same county; to fix and locate, from time to time, one or more subsidiary offices of the Corporation within or without the State of California, and may adopt, make and use a corporate seal and to alter the form thereof, from time to time, as in their judgment they may deem best provided. Such seal shall, at all times, comply with the provision of the law.
- c) To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.
- d) All checks, bonds, warrants, contracts or other instruments in writing

necessary for the regular conduct of the Club's business shall be signed by the Treasurer and the President or the First Vice President, after authorization by the Board of Directors.

Section 3. REMOVAL OF OFFICERS AND DIRECTORS – The members are authorized by vote of a two-thirds majority of at least one-sixth of the entire membership, which said one-sixth must be present at a duly called meeting to remove any officer or director for cause.

Section 4. RESIGNATIONS: FILLING OF VACANCIES – Any officer, director, or member of a committee may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. If, for any reason, the office of any officer or director becomes vacant, the remaining officers and directors in office, by a majority vote, may appoint any qualified member to fill such vacancy, which person shall hold office until his successor shall be duly chosen by the membership at the next regular election. The number of officers and directors may be increased, at any time, by a duly adopted amendment to these Bylaws.

Section 5. COMPENSATION – a) Except as herein provided, the directors shall receive no compensation for their services as such. b) The officers and directors specified in Article IV, Section 1. NUMBER, TERM, QUORUM of these Bylaws may, while serving in their capacity as Board members, have their annual membership dues and entry fees for the Club monthly tournaments waived by the Club treasury. c) The waiver of the annual membership dues shall apply only for the full membership year following election or appointment to the Board. The waiver of monthly tournament fees shall apply only for those tournaments during which the officer or director is actively serving on the Board. d) Pursuant to the provisions of Article IV, Section 2. POWER OF DIRECTORS subsection a) thereof, the Board shall have final authority to decide any contests or appeals that may arise from the application of these compensation provisions. (adopted 7/11)

Section 6. CONFLICT OF INTEREST – A Director shall excuse himself from any vote upon which such Director, or any member of his immediate family, has a material financial interest, provided, however, that the foregoing shall not affect the right of any Director to make donations to the Corporation.

Section 7. ACTION WITHOUT A MEETING – Any action required or permitted to be taken by the Board may be taken without a meeting, if all of the Directors individually or collectively consent, in writing, to such an action.

ARTICLE V DUTIES OF OFFICERS

Section 1. NUMBER AND TERM – The officers of this Club shall consist of a President, First Vice President, Second Vice President, a Secretary, and a Treasurer: each of whom shall be elected by the members and shall perform the duties of his respective office as set out hereinafter. Said officers shall hold office for one year or until their successors are elected and qualified.

Section 2. ELIGIBILITY – No person shall be eligible for the office of President, First Vice President, Second Vice President, Secretary, or Treasurer who is not a member. Any officer who ceases at any time to be a member shall at the same time cease to hold any office in the Club.

Section 3. DUTIES OF PRESIDENT – The President shall, when present, preside at all meetings of the Directors and act as Chairman at and call to order all meetings of the members. He shall have power to call special meetings of the members, and Directors for any purpose: and to appoint and discharge, subject to the approval of the Directors, Agents, and Committee Members of the Club. While the Directors and/or Committees are not in session he shall have general management and control of the affairs of the Club; he shall see that the books, reports, statements, and certificates required by the statute under which this Club is organized, or any other laws applicable thereto, are properly kept, made and filed according to law; and shall generally do and perform all acts incident to the office of President, or which are authorized or required by law.

Section 4. DUTIES OF FIRST VICE PRESIDENT – The First Vice President shall, in the absence of the President, preside at all meetings of the Directors, and act as Chairman at, and call to order all meetings of the members. He shall be the Tournament Chairman. He shall succeed the President at his death, resignation or other disability pending the appointment of a new President by the Board of Directors. The new President will then remain in office until the next regular election.

Section 5. DUTIES OF SECOND VICE PRESIDENT – The Second Vice President shall assist the President and First Vice President in the performance of their duties when so requested. He shall be the Handicap Chairman. He shall succeed the First Vice President at his death, resignation or other disability pending the appointment of a new First Vice President by the Board of Directors. The new First Vice President will then remain in office until the next regular election.

Section 6. DUTIES OF THE SECRETARY – The Secretary shall give or cause to be given notice of all meetings of the Members and Directors, and all other notices required by law or by these Bylaws, and in case of his absence or

refusal or neglect to do so, any such notice may be given by any person so directed by the President or by the Directors, or by the members upon whose demand the meeting is called, as provided in these Bylaws. He shall record all the proceedings of the meetings of the Club and of the Directors in a book to be kept for that purpose. He shall sign the membership cards and keep a membership book containing the name and address of each member.

Section 7. DUTIES OF THE TREASURER – The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other valuable documents of the Club; he shall receive and give or cause to be given receipts and a quittances for money paid into any account of the Club, and shall pay by check out of the funds on hand all approved debts of the Club of whatever nature, upon maturity of same; he shall enter or cause to be entered in books of the Club to be kept for that purpose, full and accurate amounts of all monies received and paid out from any account of the Club, and whenever required by the President or Directors, he shall render a statement of his cash accounts; he shall keep or cause to be kept such other books as will show a true record of the expenses, assets, and liabilities of the Club, and shall perform all of the other duties incidental to the office of Treasurer.

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES – The following standing committees shall be appointed by the President or by the Committee Chairman:

a. Tournament

1. To arrange, schedule and conduct all Club sponsored competitions.
2. The Chairman of the Tournament Committee shall be the First Vice President. The President may select the other members of the Committee if he so desires, or he may authorize the Chairman to do so subject to his final approval.

b. Entertainment

1. To encourage and arrange Club social events.
2. The Chairman of the Entertainment Committee shall be designated by President. The President may select the other members of the Committee if he so desires or he may authorize the Chairman to do so, subject to his final approval.

c. Handicap

1. The Chairman of the Handicap Committee shall be the Second Vice President. The President may select the other members of the Committee if he so desires or he may authorize the Chairman to do so, subject to his final approval.

d. Membership

1. To pass on the qualifications of applicants for membership in this Club, subject to the approval of the Board of Directors.

2. To investigate and file with the Board of Directors reports on any charges filed against any members of this Club.

3. The Chairman of the Membership Committee shall be designated by the President. The President may select the other members of the committee if he so desires or he may authorize the Chairman to do so, subject to his final approval.

Section 2. SPECIAL COMMITTEES – The Board of Directors may designate one or more additional standing committees or special committees, and may assign such additional duties to those committees, as it deems necessary and appropriate.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. INDEMNIFICATION – The Corporation shall, to the maximum extent permitted by law, indemnify each of its Directors and Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Director or Officer of the Corporation.

Section 2. INSURANCE – The Corporation may purchase such insurance, as the Board of Directors find appropriate to indemnify the Directors and officers as provided in Section 1 of Article VII.

Section 3. NON-LIABILITY FOR DEBTS – The private property of the Directors shall be exempt from execution or other liability for any debts, liabilities or obligations of the Corporation and no Director shall be liable or responsible for any debts, liabilities or obligations of the Corporation.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. NOTICE AND WAIVER OF NOTICE – Notice of all meetings shall be delivered personally or by telephone to each Director or Member or sent by first-class mail, addressed to each Director or Member at his address as it is shown upon the records of the Corporation. In case such notice is mailed, it shall be deposited in the United States Mail at least four (4) days prior to the time of holding such meeting. In case such notice is delivered personally or by telephone, it shall be delivered at least twelve (12) hours prior to such meeting.\

Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

Section 2. FIRST MEETING – Newly elected Directors may hold their first meeting for the purpose of organization and the transaction of business if a quorum is present, immediately after the annual meeting of the Members, or at such time and place as may be fixed by consent of all the Directors.

Section 3. REGULAR MEETINGS – Regular meetings of the Directors may be held at such places and times as shall be determined, from time to time, by resolution of the Directors, or they may be dispensed with by resolution of the Directors.

Section 4. SPECIAL MEETINGS – HOW CALLED – Special meetings of the Board of Directors may be called by the President or by the Secretary at any time, or on written request of any two Directors on one day's notice to each Director.

Section 5. PLACE OF MEETINGS – The Directors may hold their meetings at such place as they may, from time to time, decide.

Section 6. RECORDS, PROPERTY AND FUNDS – All records, property and funds shall be the property of the Organization.

Section 7. MEETINGS - Current financial and business affairs of the Club shall be presented to the membership for discussion and vote at the regular and special meetings of the Members. All disbursements must be approved at such a meeting before payment.

Section 8. FISCAL YEAR – The fiscal year of the Corporation shall commence on the first day of January of each year and shall end on the last day of December of the same calendar year.

ARTICLE IX AMENDMENTS

Section 1. AMENDMENT OF BYLAWS – The members by the affirmative vote or written consent of a two-thirds majority of one-sixth of the regular membership, which one-sixth must be present at a duly called meeting, may amend these Bylaws, provided the substance of the proposed amendment shall have been stated in the notice of the meeting.

CERTIFICATE OF SECRETARY

I the undersigned, do hereby certify that I am the duly elected, qualified and acting secretary of the Almansor Men's Golf Club, a California non-profit mutual benefit Corporation, and that the foregoing Bylaws, consisting of eleven (11) pages, including this page, constitute the Bylaws of this Corporation as duly adopted by unanimous consent of the Board of Directors on this day.

Date: _____

Secretary _____