

Highlands Men's Golf Club

By-Laws

ARTICLE I NAME

The name of this Club shall be the
HIGHLANDS MEN'S GOLF CLUB.

ARTICLE II PURPOSE

1. This club shall be a non-profit club and shall be athletic, social, and educational in its purposes and programs. It shall receive its financial aid and support from activities related to its purposes and from fees and dues.
2. The purposes for which this Club is formed are: to provide the membership with the opportunity to engage in friendly, fun oriented golf activities, to provide members the opportunity to establish and maintain golf handicaps as provided in the rules of the United States Golf Association and to improve the playing conditions of the Highlands Golf Course.
3. The Club may also strive towards promoting junior youth golf activities. The Club will operate within the guidelines of Section 501 (c) (7) of the Internal Revenue Code, or the correspondence section of any future federal tax code, including for such purposes, the making of distributions to organizations under Section 501 (c) (3).
4. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, The Club shall not carry on any other activities not permitted to be carried on (a) by the club exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. No member of the Men's Club shall be discriminated against based on race, color, sex or religion.

ARTICLE III NO PRIVATE INTEREST IN ASSETS

This Club is not organized for profit and no part of the net earnings of the club shall ever benefit any private individual.

In the event of liquidation or dissolution of the Club, whether voluntary or involuntary, no individual shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money or other property held by the Club, after payment of all debts and obligations of the club shall require a majority vote of the membership to determine the distribution of the remaining assets.

ARTICLE IV MEMBERSHIP

There shall be the following classes of membership in the Highlands Men's Golf Club:

FULL MEMBERSHIP:

Any male person who is eighteen (18) years of age or older and has paid current membership dues shall be eligible for annual membership. Each full member shall be entitled to one vote in the affairs of the Club. Proxy voting is permitted for the absent member if signed and in writing.

ASSOCIATE MEMBERSHIP:

Any male who is eighteen (18) years of age or older, who is a member of another USGA Sanctioned golf club, may be allowed to participate in specific activities designed by the Club. Associate members are not entitled to vote in the affairs of the Club.

JUNIOR MEMBERSHIP:

Any male person under 18 years of age as of January 1 of said year. Junior members are not entitled to vote in the affairs of the Club.

ARTICLE V MEMBERSHIP DUES

The Board shall determine the dues required for membership in the Club. All dues shall be for a year's membership and shall be payable in advance of any participation in The Highlands Men's Golf Club events. For the purpose of dues, each year shall commence on February 1st.

FULL MEMBERSHIP

The amount of dues to be set by the Board each year.

ASSOCIATE MEMBERSHIP

Dues are to be the same as full membership dues less WSGA charges.

JUNIOR MEMBERSHIP

Dues will be equal to the amount charged to the Club by WSGA.

ARTICLE VI MEETINGS OF MEMBERS

ANNUAL MEETING

The annual meeting of the members shall be held within one month following the end of league play each year, or as otherwise ordered by the Board, for the election of Board members for the ensuing year and for the transaction of such other business as may properly come before the membership.

SPECIAL MEETINGS

Special meetings of the Club members may be called at any time by a majority vote of the Board members, or on the written request of not less than 10% of the eligible voting club members

NOTICE OF MEETINGS

Notification by e-mail, posting and website stating the place, day and hour of the annual meeting and in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than 10 nor more than 30 days before the date of the meeting either by e-mail, posting or website, at the direction of the President, the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting

QUORUM

At least ten percent (10%) of the active membership having voting rights must be present either in person, or by signed proxy, at any meeting, to constitute a quorum, and in such case where there is less than this number, the presiding officer may adjourn from time to time until a quorum is present or reschedule the meeting until a quorum can be established.

ARTICLE VII BOARD MEMBERS

NUMBER:

The number of Board Members, which shall constitute the Board, shall be no less than five (5) and no more than nine (9). If at the annual election the number of open Board positions exceeds the number of nominees, no vote is necessary and all nominees shall become Board Members upon affirmation.

QUALIFICATIONS:

All eligible voting members of the Club in good standing are eligible to be elected to the Board.

TERM:

At each annual meeting there shall be elected a number of Board Members to fill the Board to a total of no less than five (5) and no more than nine (9). Each newly elected Board Member(s) shall serve for a term of two (2) years. A Board Member may elect to continue on the Board annually without term limits by reaffirming the mission of the Club and giving the Board thirty-one (31) days notice prior to the annual election of Board Members. Those Board members exceeding two (2) consecutive years of service must be confirmed each year by a vote of the general membership at the annual election.

NOMINATING COMMITTEE:

Not less than thirty days prior to the annual election of Board Members, the President shall appoint a nominating committee of five voting members, two of which must not be Board members, whose duty it shall be to nominate candidates for the Board to be elected at the annual meeting and to notify the Secretary of said nominations not less than fifteen days prior to the meeting. In addition, nominations may be made by any member having voting rights by filing such nomination in writing, signed by not less than five members having voting rights, with the Secretary ten days prior to the annual meeting to be listed on the ballot. The Secretary in the notice of the meeting shall publish a report of nominations. Nominations will also be accepted at the annual meeting.

ELECTION OF SUCCESSOR:

In the event of a vacancy occurring on the Board, a successor shall be elected by the remaining Board to fill the unexpired term. The Board shall fill the vacancy within 45 days after it occurs. In the event the Board shall not be able to elect a successor within 45 days, a special meeting shall be called in not less than 30 days from the date of call to fill said vacancy under such procedure as the Board shall prescribe.

POWERS OF THE BOARD:

The control of the property, business and affairs of the club shall be vested in a Board consisting of members with voting rights only. The Board may exercise all such powers of the Club and do all such lawful acts as are not by statute or by these bylaws directed or required to be done by the members.

AUTOMATIC TERMINATION:

If any member of the Board shall be absent for 2 consecutive unexcused regular meetings of the board, his term as Board member shall automatically terminate. Nothing in this section shall prevent the re-election to the Board of the person who was terminated.

ARTICLE VIII BOARD OFFICERS

OFFICERS:

The officers of the Club shall be a President, Vice President, Secretary and Treasurer.

ELECTION OF OFFICERS:

The Board members at its first regular meeting, following the annual meeting of members, shall elect the officers, who shall perform their duties for the ensuing year or until their successors are elected and qualified. Officers must be members of the Board.

VACANCIES:

In case a vacancy occurs in any of the offices named, the Board shall elect a new officer to fill the vacancy for the unexpired term as soon as practicable.

OTHER OFFICERS AND AGENTS:

The Board may appoint other officers and agents, who shall have such authority and shall perform such duties in the management of the club affairs as shall be determined by the Board.

SALARIES:

The President, Vice President, Secretary and Treasurer shall serve without compensation. The salaries of any employees or agents of the Club shall be fixed by the Board

REMOVAL:

Any officer or agent of the Club elected or appointed by the Board may be removed at any time by the Board when, in the judgment of the Board, the best interests of the Club will be served. A majority vote of the entire Board is required to remove a Board member.

PRESIDENT:

The President shall be the chief executive officer of the Club. He shall preside at all meetings of the members and of the Board. He shall see that all orders and resolutions of the Board are carried into effect.

VICE PRESIDENT:

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall from time to time prescribe.

SECRETARY:

The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of special meetings of the Board and shall perform such other duties as may be prescribed by the Board. He shall cause to be maintained in the Club register of all Bylaws; Rules, Qualifications and Privileges relating to any membership classifications adopted by the Board of Directors and the Bylaws, rules and regulations relating to visitors and all amendments and additions with respect to the foregoing matters which are in effect or shall in the future be adopted by the members, by the Board, or by any authorized committee

TREASURER:

The treasurer shall have such duties with respect to the financial affairs of the Club, as the Board shall direct. The Treasurer shall maintain current financial statements and supply each member of the Board a copy at each Board meeting.

ARTICLE IX MEETINGS OF THE BOARD

REGULAR MEETINGS:

The Board shall meet at the Club once during each calendar month the golf course is open, or as often as deemed necessary.

SPECIAL MEETINGS:

The President or any 3 board members may call a special meeting of the Board by delivering a request (therefore) to the Secretary, who shall give notice to the BOARD of the time and place of the meeting. Notice of the meeting may be given in person, by telephone or by Email.

QUORUM:

At all meetings of the Board, a quorum for the transaction of business shall be five (5) Board members or, if less than nine (9) Board members are then in office, 2/3 of the Directors then in office.

ARTICLE X COMPENSATION OF BOARD MEMBERS

Board members shall not receive any monetary compensation for their services. Nothing here contained shall be construed to preclude any Board member from serving the Club in any other capacity and receiving compensation thereof.

ARTICLE XI COMMITTEES

MEN'S LEAGUE COMMITTEE

It shall be the responsibility of committee to bring to the Board a detailed plan establishing the format and budget for the Men's League each season for Board approval.

TOURNAMENT COMMITTEE

It shall be the responsibility of this committee to bring to the Board for approval, a detailed plan for the tournaments to be held each year. The plan should include the dates, format and budget requirements.

HANDICAP COMMITTEE

The Handicap Committee is responsible within the golf club for all aspects of the USGA Handicap System, including the computation of each member's Handicap Index. The Handicap Committee must verify that all acceptable scores are reported for handicap purposes, and that recorded scores are available for peer review.

ESTABLISHING COMMITTEES

The Board, by majority vote, shall have authority to establish standing and ad hoc committees and prescribe their rules of operation and duties. The President shall appoint the members of the committees. The appointed members shall then elect it chairman to represent such committee to the Board.

**ARTICLE XII
SUSPENSION AND EXPULSION OF MEMBERS**

1. Any member willfully infringing upon the rules and regulations of the Club or the USGA shall be subject to suspension or expulsion from the privileges of the Club.
2. Any member found to have exhibited verbally offensive behavior either aimed at another Club member or found to have a detrimental affect on the membership as a whole shall be subject to suspension or expulsion from the privileges of the Club.
3. Process for suspension and expulsion requires a majority vote of the Board at a meeting at which a quorum is present, called for the purpose of considering the case. Notice of the meeting shall be given to the offending member two weeks prior to the meeting date. The meeting will provide the offending member the opportunity to be heard on his behalf.

**ARTICLE XIII
ORDER OF BUSINESS**

At the regular or special meetings of the Club or of the Board, the following order of business shall be generally followed:

1. Roll call (or signed sheet) of those present
2. Reading of Minutes
3. Secretary's Report
4. Treasurer's Report
5. Reports of Committees
6. Elections, if required
7. Old business
8. New business
9. Adjournment

**ARTICLE XIV
AMENDMENTS**

These Bylaws may be changed or amended only by a majority vote of members with voting status attending a regular or special meeting called for that purpose. Sixteen voting members shall be a quorum.

**BYLAW
CERTIFICATION**

On this 7th day of September 2011 we, the elected Officers of the Highlands Men's Golf Club Board of Directors do hereby certify the passage of these Bylaws by majority vote of the Highlands Men's Club general membership.

Jack Evans
President

Dale Willis
Vice President

Dennis Lightbourne
Secretary

Ken Kitchener
Treasurer