

BYLAWS OF THE LATAH CREEK MEN'S GOLF CLUB

ARTICLE I - NAME, PURPOSE, DURATION, FISCAL YEAR & PRINCIPAL OFFICE

Section 1. The name of this Washington Nonprofit Corporation shall be The Latah Creek Men's Golf Club hereinafter the "LC Men's Golf Club" or "Organization".

Section 2. The purpose of the LC Men's Golf Club is to offer those with an interest in the game of golf the opportunity for personal contact, commingling, and fellowship as Members at golf tournaments, Member meetings, and annual dinners, among other events. The LC Men's Golf Club shall also provide and oversee Member handicaps of the United States Golf Association ("USGA") through association with Washington Golf ("WA Golf").

Section 3. The duration of this Nonprofit Corporation shall be perpetual, with the fiscal year being from January 1 through December 31.

Section 4. The principal office and location for LC Men's Golf Club is the Latah Creek Golf Course, located at 2210 E. Hangman Valley Rd, Spokane, WA 99223.

ARTICLE II - MEMBERSHIP

Section 1. Membership shall be open to all who are 18 years of age or older.

Section 2. Membership applications shall be submitted, together with the appropriate Annual Membership Dues, as set forth within the LC Men's Golf Club and WA Golf websites, with the right of approval vesting with the Board of Directors (hereinafter the "Board").

Section 3. There shall be three (3) Membership Classes: Regular Member; Associate Member; and Dual Member, as defined below.

Section 4. Regular Members in good standing have the right to:

- a. Play in all Monthly and Senior Tournaments as appropriate as well as the Annual Latah Creek Amateur Tournament, upon payment of the required tournament entry fees;
- b. Vote on all matters brought before the Voting Membership for determination;
- c. Serve as a Member of the Board, Officer, Committee Chair, or Committee Member upon election or appointment; and
- d. Attend all Membership and Board meetings, as well as all social functions where Members have the opportunity to engage in natured fellowship, including the Annual Organizational/Informational and Social Meeting in March, The Awards Banquet in September, and the Annual Latah Creek Amateur Tournament post-tournament activities, if any Membership meetings,

Section 5. Associate Members in good standing have the right to:

- a. Play in two (2) Monthly Tournaments, two (2) Senior Tournaments, as appropriate, and the Annual Latah Creek Amateur Tournament, upon payment of the required tournament entry fees; and
- b. Attend all Membership and Board meetings, as well as all social functions where Members have the opportunity to engage in good-natured fellowship, including the Annual Organizational/Informational and Social Meeting in March, the Awards Banquet in September, and the Annual Latah Creek Amateur Tournament post-tournament activities, if any.

Section 6. Dual Members belong to another recognized Men's Golf Club through which they enjoy that Club's membership voting rights and through which they obtain and maintain USGA handicaps ("GHIN"). Dual Members in good standing have the right to:

- a. Play in all Monthly Tournaments and Senior Tournaments, together with the Annual Latah Creek Amateur Tournament, upon payment of the required tournament entry fees; and
- b. While they have no voting rights, nor the right to serve on the Board, hold any Office or serve on any Committee they may attend all Membership Membership and Board meetings, as well as all social functions where members have the opportunity to engage in good-natured fellowship including at the Annual Organizational/Informational and Social Meeting in March, the Awards Banquet in September, and the Annual Latah Creek Amateur Tournament post-tournament activities, if any.

Section 7. Annual Membership Dues shall be established by a majority of the Voting Members of the Board of Directors and published on the LCMGC and/or WA Golf websites. With the exception of Dues paid by Dual Members, LCMGC membership Dues are processed through WA Golf. After netting out WA Golf Membership and any processing fees, the remaining balance is paid to the organization. WA Golf, among other things, provides and maintains USGA handicaps ("GHIN") for these Members. Dues paid by Dual Members shall be paid directly to LCMHC.

Section 8. The LC Men's Golf Club shall not in its granting of membership rights, discriminate based on sex, race, color, religion, national origin, marital status, disability, gender identity, or sexual orientation.

Section 9. Two-thirds of the Voting Members of the Board, as defined below, may reprimand, suspend, or terminate the rights of any Member (Non-Director or Officer) without a showing of good cause, including but not limited to, conduct detrimental to the purposes of the LC Men's Golf Club; willful violation of the USGA Rules of Golf; or, unacceptable conduct toward another LC Men's Golf Club Member or a member of another Golf Club participating in any LC Men's

Golf Club event. Notice of any intended sanction by the Voting Members of the Board shall be mailed to the subject Member no less than thirty (30) days prior to a Meeting of the Voting Members of the Board of Directors, held in Executive Session. The Member shall have the right to appear at the hearing without legal counsel and present any facts which they desire the Board to consider. Written notice to the Member of the Board's determination shall be made within 14 days after said Meeting.

Section 10. Any contemplated removal of a Director or Officer must proceed pursuant to the provisions of the Revised Code of Washington governing Nonprofit Corporations, Section 24.03A.530.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. An Annual Membership Organizational/Informational and Social Meeting shall be held on the last Thursday of March, or such other date as may be set by the President, during which announcements regarding the upcoming annual tournaments and social events are made; serving Board Members and Officers, Committee Chairs and Members introduced; the prior annual finances and the current years Budget adopted by the Board reviewed; and, such other business and/or social functions as the President determines appropriate.

Section 2. The Annual General Meeting of the Membership shall be held on the last Thursday of September, or such other date as may be set by the President, during which elections of the four (4) Board of Directors, who will also assume the responsibilities of President, Vice-President, Secretary, and Treasurer, shall take place, together with action on any proposed Motions to Amend these Bylaws. Such Meeting shall be in accord with the Voting rights established pursuant to Article II, Section 4 above.

Section 3. In preparation for the Annual General Meeting, the Governance/Nomination Committee shall solicit Regular Members interested in serving on the Board and thereafter share with them the opportunities and responsibilities of such service. The Chair of the Committee will submit a Nomination report to the Board listing interested candidates which, upon approval of the Board, should be distributed to the Membership no less than (15) days prior to the Annual Meeting. Additional nominations by Regular Members may be made at the Annual Meeting.

Section 4. An Awards Banquet may be scheduled in October on a date and time established by the President.

Section 5. Special Meetings of the Membership may be called by the President, a majority of the Board Members, or upon written request signed by no less than five percent (5%) of the Regular and/or Associate Members upon thirty (30) days prior notice.

Section 6. Members may attend the meetings of the Board and Officers, as noted in Article VI below, other than any Executive Session meeting which deals with personal or sensitive matters not open to the general Membership,

Section 7. Notice of all Membership meetings and events shall be given via email or by posting on the LC Men's Golf Club website, with such notice being given no less than 10 calendar days prior to the scheduled meeting or event.

Section 8. For the Annual Membership Meeting and all Special Meetings of the Membership, a quorum of Regular Members shall be deemed those Voting Regular Members personally in attendance. Neither virtual attendance nor attendance via proxy shall be permitted at any Membership meeting.

Section 9. The Latah Creek Golf Course will serve as the meeting place of all Annual and Special Membership meetings, as well as all social functions unless the President designates otherwise.

Section 10. Membership Meetings shall be conducted by the President, or his designee, who shall conduct such meeting(s) in a business-like and fair manner and shall generally follow Roberts Rules of Order.

Section 11. Any action which may be taken at any Regular or Special Meeting of the Membership may be taken via Ballot and without a meeting, at the sole discretion of the Voting Members of the Board and upon a finding of unusual circumstances, provided there is satisfaction of the following Ballot requirements:

- a. The LC Men's Golf Club emails to all Regular Members who have provided an active email address, an electronic ballot no less than 30 calendar days before any action on the ballot would take effect.
- b. The ballot sets forth the proposed action(s) to be taken and provides an opportunity for the Voting Member to specify approval or disapproval. All Regular Member executed ballots must be received by the Board Secretary, as set forth within the ballot transmittal, no later than seven (7) calendar days prior to any meeting of the Board at which time the proposed action could be voted upon.
- c. The number of Regular Member votes cast by ballot will be deemed a quorum.
- d. The solicitation providing the ballot will state the percentage of approval necessary to pass any measure submitted.
- e. Any election Ballot may not be revoked once received by the Board Secretary.
- f. The Board Secretary will announce the result of the vote to all Regular Members by email or by posting the result on the Organization's website.

ARTICLE IV - AFFAIRS OF THE ORGANIZATION

Section 1. The affairs of the Organization shall be managed by the Board and Officers, as well as through various Committees including, but being not limited to, the Governance, Handicap, and Tournament Committees should they exist.

Section 2. The business of the Organization shall be conducted in accord with the statutory laws of the State of Washington governing Nonprofit Corporations, the obligations of good governance, and the financial requirements imposed by all levels of the Federal, State, and Local Governments.

ARTICLE V - DUTIES, ELECTIONS, APPOINTMENTS, AND VACANCIES OF THE BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board is responsible for the overall direction of the LC Men's Golf Club including, but not limited to:

- a. Approval of an Annual Budget;
- b. Approving any proposed contracts or sponsorships with the Organization;
- c. Defining the categories of Membership;
- d. Setting of the Annual Membership Dues subject to approval by the Voting Members;
- e. Establishment of all Tournament Entry Fees;
- f. Designation and oversight of the approved Standing Committees
- g. Providing and maintenance of Regular and Associate Member handicaps in coordination with WA Golf;
- h. Selection and oversight of the Organizations' social events, including the Monthly, Senior, and Annual Latah Creek Amateur Tournaments, as well as the scheduling of all social events and the publication thereof.

Section 2. The Board will be composed of no less than three (3) or more than (7) Voting Board Members and one (1) No-Voting Member.

Section 3. Following the election of the Four Members of the Board of Directors and Officers, as set forth within Article III, Section 2 above, those elected will immediately take office.

Section 4. The Chairmen of the Handicap and Tournament Committees discussed in Sections 12 and 13 immediately below, if any, will be appointed to the Board as Voting Board Members by then existing Voting Board Members and those appointed will immediately take office.

Section 5. One (1) Director at Large may also be appointed to the Board as a Voting Board Member by the then-existing Voting Board Members, who when appointed will immediately take office.

Section 6. One (1) Non-Voting Board Member may also be appointed by the Voting Board Members, upon such conditions as may be authorized by the Board.

Section 7. The President shall have all duties and responsibilities consistent with those of a Chief Executive Officer including, but being not limited to: Ensuring that the Organization's activities are compliant with Washington's laws governing nonprofit corporations; Leading the Board of Directors in the oversight of the Organization's programs, financial management and culture of socially interactive golfing activities; The scheduling and presiding over Membership and Board meetings; Appointing Chairs and members of authorized Committees as appropriate; Supervising the overall affairs of the other Officers; Being a co-signer on all bank accounts of the LC Men's Golf Club; Arranging in concert with the Treasurer for a periodic audit of the Organization's finances; Assisting other Members of the Board in publicizing the activities of the Organization; and, leading and encouraging the other Board Members, Officers and Committee Chairs and Members towards the accomplishment of the Organization's purposes and goals.

Section 8. The Vice President shall, in the absence of the President, have the authority to call, postpone, and oversee meetings of the Membership or Board, and such other duties and responsibilities as may be directed by the President. In addition, the Vice president will oversee all communications on behalf of the Organization including, but not limited to, the maintenance of the Organization's website with all relevant announcements and meeting agendas; coordination of the Organization's announcements with WA gold; the solicitation and negotiation of Sponsorship; and, the publication of any press announcement or articles.

Section 9. The Secretary shall record and maintain the Minutes of Membership and Board meetings and all other official records of the Organization including the Articles of Incorporation/Bylaws and Policies and Procedures and any amendments thereto, consistent with a Document Retention Policy, if any, adopted by a majority of the Voting Members of the Board. Should there be any request to inspect and/or copy any of the Organization's books and records pursuant to Article VII below, the Secretary shall respond as appropriate and coordinate any such inspection and/or copying.

Section 10. The Treasurer is responsible for the receipt of all monies, including but not limited to Annual Membership Dues, Tournament Entry Fees, and any Sponsorship funds. Along with the President, the Treasurer shall be a co-signer on all Organization bank accounts. The Treasurer is also responsible for the preparation of an Annual Budget to be submitted to the Voting Members of the Board for approval before the Annual March Organizational Membership meeting; the accounting of all Disbursements including tournament prizes and related disbursements; the coordination of Membership applications with WA Golf; the maintenance of Membership roles and contact information; and, with the assistance of the Governance Committee, if any, is responsible or meeting all IRS requirements for annual reporting; and, such other duties and responsibilities and may be authorized by the Board.

Section 11. The Chair of the Chair of the Governance/Nominating Committee, if any, shall be responsible along with all Committee Members, if any, for assisting the President/Board in assuring that the Organization is compliant with Washington's laws governing Nonprofit Corporations. The Chair and Committee shall also assist the Treasurer in meeting all IRS requirements for annual reporting. The Chair shall, together with the other members of the Committee, with the President/Board ensure effective Board governance; the evaluation of the needs, strengths, and opportunities of the Organization's leadership; and, identifying future candidates for the Board with the experience and strengths needed.

Section 12. The Handicap Chairman, appointed by the Voting Board Members, and with the assistance of the Handicap Committee Members, shall ensure the World Handicap System is properly administered and the System's integrity is protected following the Latah Creek Men's Golf Club Handicap Committee Policy and Procedures.

Section 13. The Tournament Chairman, together with his Committee Members, shall be responsible for administering, as authorized by the Board, all Club Tournaments, in concert with the Director of Golf at the Latah Creek Golf Course, or their designee, fairly and equitably consistent with the USGA Handicap system with the additional emphasis of creating a social environment of collegiality and good-hearted competition.

Section 14. The Non-Voting Member of the Board of Directors shall offer recommendations and counsel to the Board and Officers, as may be helpful to the Board and Officers in meeting the performance of their duties and obligations. The Non-Voting Board Member may also assist the Board/Officers as well as the Committee Chairmen with appropriate functions and services, including serving as a Committee Member.

Section 15. Upon the unanimous agreement of the Voting Members of the Board of Directors, except any Director under consideration, a monetary gift of appreciation may be given to any Member of the Organization, including Members of the Board, Committee Chairs, and/or Committee Members for efforts considered above those reasonably expected in their capacity of service. Any such Board approval must follow the adopted Conflict of Interest Policy, if any.

Section 16. The number and selection of Committee Members will be made by the President after consultation with the Committee Chairman

Section 17. All elected and appointed Board Members, Officers, Committee Chairs and Committee Members shall assume their terms of office as noted above, immediately upon election or appointment. They shall serve a one (1) year term of service, or until the next Annual General Meeting of the Membership, death, resignation, removal, or as otherwise specified by the President.

Section 18. A vacancy in the Board shall be deemed to exist in case of the death, resignation, or removal of any Board Members; if the authorized number of Board Members is increased; or, if at a duly called Meeting of the Membership, the Members fail to elect the full number of specified Board Members.

Section 19. When a vacancy on the Board exists, the remaining Board members shall, in a timely fashion, consider nominations from within, or from without, the Board. Upon a vote of the majority of the remaining Voting Board Members, a new Board Member shall be appointed to fill the remaining term of the Board Member whose term was not completed.

ARTICLE VI - MEETINGS OF THE DIRECTORS

Section 1. Monthly Regular Meetings of the Board of the Organization shall take place on the last Thursday of each month March through September at a time set by the President, or on such other dates as established by the President.

Section 2. A quorum of the Board for any Regular or Special Meeting is established when no less than a majority of the Voting Members of the Board are in attendance, as defined immediately below.

Section 3. Board Members may participate in any meeting of the Board/Officers in person or through the use of a conference telephone or other similar communication equipment so long as all in attendance may simultaneously participate with each other. No proxies are permitted.

Section 4. Notice of, and agendas for, all Regular Board Meetings shall be made by email or posting on the LC Men's Golf Club website no less than seven (7) days before the scheduled meeting.

Section 5. Special Meetings of the Board may proceed upon no less than 48 hours email or verbal notice to the Board and without notice to the Members, at the discretion of the President, unless the Board is considering changes to the rights of the Members, as set forth within Article II.

Section 6. The Voting Members of the Board may, however, meet in Executive Session which is closed to all others, to discuss sensitive matters involving LC Men's Golf Club members; potential or actual legal matters; or, such other matters that the Voting Members of the Board and Officers consider confidential or delicate. Separate minutes will be taken of such sessions and maintained separately from otherwise open Board meeting minutes.

Section 7. Under unusual circumstances, the Voting Members of the Board may meet by unanimous written consent, with any actions taken thereby having the same force and effect as if taken at an actual meeting of the Board.

ARTICLE VII - COMMITTEES

Section 1. If the Board determines that the management of the Organization would benefit from the establishment of one or more Standing Committees, it has the power to act.

Section 2. Among the Standing Committees that may be appointed are the Governance, Tournament, and Handicap Committees. Such committees shall be led by a Chairperson appointed as set forth in Article V, Sections 4 and 5 above, and members nominated by any Regular or Associate Member of the Organization and appointed by the President.

Section 3. The powers and responsibilities of the Governance and Tournament Committees shall be determined by the President, in consultation with the Board and Chairman of the Committee if any, and documented in the Minutes of the Board.

Section 4. The powers and responsibilities of the Handicap Committee shall be as set forth within the World Handicap System, governed by the R&A and the USGA.

Section 5. Meetings of the Standing Committees shall be scheduled by the Committee Chairperson and Minutes maintained thereof.

Section 6. No Standing Committee has any power to take any action exclusively granted to ~~by~~ the Board of Directors pursuant to the Washington Statutes governing Non-Profit Corporations.

Section 7. Any monetary expenditure desired by any Standing Committee must be approved by the President before any Organizational funds are committed.

ARTICLE VIII - RIGHTS OF INSPECTION

Section 1. Any Regular or Associate Member may inspect the books and records of the Organization no less than five (5) business days prior to the date upon which inspection is requested. Any such request must be in writing and delivered to the Board Secretary specifying with reasonable particularity the purpose of the inspection and the records requested. Upon receipt of such a request, the Board Secretary will schedule a reasonable time and place for the requested inspection, unless an objection to the inspection is made pursuant to the provisions of the Revised Code of Washington governing Nonprofit Corporations at which time the Voting Members of the Board of Directors will take appropriate action.

Section 2. Should the Member requesting the inspection desire copies, the requestor must make arrangements for the same.

ARTICLE IX - POLICIES & PROCEDURES

In further of Good Governance, the Board of Directors has enacted, or may in the future enact, the following Policies & Procedures, among others:

Section 1. A **Conflict of Interest Policy** to protect the Organization when it is contemplating any transaction or arrangement that may benefit any Member of the Board of Directors, an Officer of the Corporation, or any Employee should there be any, or any such person's family members (spouse, child or stepchild, grandchild or sibling).

Section 2. A **Document Retention Policy** to comply, as best as reasonably possible, with all Federal and State laws regarding the maintenance of business records including, but not limited to, the Sarbanes-Oxley Act and the Federal Revenue Code.

Section 3. A **Whistleblower Protection Policy** requires all Members of the Board of Directors, Officers, and Employees, if any, to observe the highest standards of business and personal ethics in the performance of their duties and responsibilities.

Section 4. A **Handicap Committee Policy and Procedure** outlining the duties and responsibilities of the Handicap Chairman and Committee, as set forth within the World Handicap System adopted by the R&A and USGA.

Section 5. An **Indemnification Policy** may be enacted by which the Organization agrees to indemnify specified persons within the LC Men's Golf Club for certain expenses and/or liabilities connected to their service as a Director, Officer, Committee Chair, or Committee Member of the Organization. The Board may also obtain a General Liability Policy of Insurance, as well as a Directors & Officers Insurance Policy, at the discretion of the Voting Members of the Board.

ARTICLE X - AMENDMENTS

Section 1. These following Articles and Sections of the Bylaws may only be amended by an affirmative vote of the majority of the Voting Members, at a properly scheduled Membership Meeting: Article II, Sections 3 - 6, inclusive. Any such proposed Amendment(s) must be submitted to the Board Secretary no less than sixty (60) days before a scheduled Membership meeting. The Governance Committee, should there be one, or at the President's directive outside legal counsel, shall review all proposed Bylaw Amendment(s) and advise the Board and Officers of the appropriateness of the proposals. The President, after consultation with the remaining Voting Board Members, shall within 15 days of receipt of the Governance Committee or Outside Legal Counsel's recommendations, give oral or email notice to the proponent(s) of the proposed Amendment(s) whether the proposed Amendment(s) will be brought before the Membership for decision or not. Should any such proposed Amendment(s) be determined appropriate for Membership vote, a copy of such proposed Amendment(s) shall be posted on the Organization's website, no less than 10 days prior to the scheduled Membership Meeting. Upon affirmative vote by a majority of the Voting Members at the Membership Meeting, the Board Secretary will cause the Bylaws to be updated accordingly.

Section 2. All other Articles and Sections of the Bylaws may be amended by the Voting Members of the Board of Directors at a time and place determined by the President. Upon approval of a majority of such Voting Directors in attendance at a Meeting wherein a quorum is present, the Board Secretary will cause the Bylaws to be updated accordingly and notice given to the Membership by posting on the Organization's website.

Adopted: 12/11/2022

Revised: 2/29/2024