

# EL PRADO MEN'S GOLF CLUB

Constitution and Bylaws — 2026 Restated Final for Approval 8/19/2026

## Article I — Name, Status, and Principal Office

- The name of this organization is El Prado Men's Golf Club, referred to in these Bylaws as the "Club."
- The Club is an unincorporated nonprofit association organized and operated as a nonprofit membership golf club for the mutual benefit of its members.
- The Club may maintain its principal office and mailing address at such place as the Board of Directors determines from time to time.

## Article II — Purpose and Governing Standards

- The purposes of the Club are to promote interest, participation, sportsmanship, fellowship, and fair competition in golf at El Prado Golf Courses.
- The Club may conduct tournaments and related golf activities for members.
- The Club shall support the traditions and integrity of the game of golf.
- The Club shall maintain an organized club structure consistent with the Rules of Golf, the World Handicap System, and the requirements of the Club's authorized golf association.
- The Club shall be nonpartisan and nonprofit.
- The Club shall be operated exclusively for recreational, social, and member-benefit purposes.
- No part of the Club's net earnings shall be used for the private benefit of any director, officer, member, or other private person, except for payments, reimbursements, prizes, awards, or benefits that further the Club's purposes and are approved in accordance with these Bylaws.
- The Club may provide reasonable compensation, reimbursement, prizes, awards, or member benefits when approved in accordance with these Bylaws.
- The Club shall follow the Rules of Golf, the World Handicap System, Southern California Golf Association requirements, and local rules adopted for Club events.
- The Board may adopt policies and procedures to administer tournaments, handicaps, membership records, conduct standards, and other Club operations.

## Article III — Membership

- Membership is open to men who are 18 years of age or older and meet the eligibility requirements established by the Board.
- Members must agree to comply with these Bylaws and Club policies.
- Members must pay all required dues and fees.
- The Club shall administer membership without unlawful discrimination.
- The Club may maintain membership categories approved by the Board.
- The Board of Directors shall establish the annual dues schedule for all membership categories and retains the sole authority to adjust such dues at its discretion.
- Dues and fees shall be communicated to members in advance.
- A member is in good standing only if all required amounts are paid and the member is not suspended.
- The membership year shall begin at the time of payment and renew annually.
- New-member dues may be prorated under a schedule approved by the Board.
- The Board may confer honorary, lifetime, or special membership status on individuals who have made significant contributions to the Club or the game of golf.
- The Board shall determine the rights, privileges, and dues obligations of any honorary, lifetime, or special membership category.
- A member may be suspended, expelled, or otherwise disciplined for conduct that violates these Bylaws, Club policies, tournament rules, handicap rules, golf course rules, or standards of sportsmanship.
- Except where immediate temporary action is reasonably necessary to protect the Club, its members, guests, golf course personnel, or Club operations, the members shall receive written

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notice of the proposed discipline before final disciplinary action is taken.

- The member shall be given an opportunity to be heard before final disciplinary action is taken.
- Discipline requires approval by at least two-thirds of the directors present at a duly called Board meeting at which a quorum exists.
- Regular membership meetings may be held at times and places established by the Board.
- The annual membership meeting shall be held in September or at another time designated by the Board.
- The annual membership meeting may include the election of directors, reports to members, and other proper business.
- Special membership meetings may be called by the Board, the President, or the Chair of the Board.
- Special membership meetings may also be called by written petition signed by at least ten percent of members in good standing.
- Notice of any membership meeting shall state the date, time, place or electronic access method, and general purpose of the meeting.
- Each member in good standing is entitled to one vote on matters submitted to the membership.
- Unless a greater vote is required by these Bylaws, matters are approved by a majority of votes cast at a meeting or election where a quorum exists.
- A quorum for membership action is twenty-five members in good standing.
- Members may be counted toward quorum if present in person, participating through authorized remote participation, or voting by valid written or electronic ballot. Members may be counted by proxy only if proxies are expressly permitted by Board policy.

## Article IV — Board of Directors

- The affairs of the Club shall be managed by a Board of Directors.
- The Board shall consist of the number of directors approved by the Board from time to time, subject to these Bylaws.
- Each director must be a member in good standing.
- The Board has all powers necessary to manage the Club, subject to these Bylaws and member approval where required.
- Directors shall serve staggered two-year terms.
- Directors shall be elected in staggered classes as approved by the Board to preserve continuity of governance.
- A director serves until a successor is elected and qualified, unless the director earlier resigns, is removed, or becomes disqualified.
- Before the annual meeting, the Board shall provide members with a reasonable nomination period and election schedule.
- Ballots may be cast in person, by mail, or by secure electronic process as approved by the Board.
- Any electronic election or ballot process used by the Club shall provide reasonable voter authentication, preserve one vote per voting member, protect ballot integrity and confidentiality where appropriate, provide a reasonable voting period, and retain records sufficient to verify the outcome.
- The Board shall meet at times and places determined by the Board.
- Board meetings may be held in person, remotely, or by hybrid format using communications technology that allows participating directors to hear one another and participate.
- A majority of the authorized number of directors constitutes a quorum for Board action unless these Bylaws or Board policy establish a different standard.
- Board action requires the affirmative vote of a majority of directors present at a meeting at which a quorum exists, unless a greater vote is required by these Bylaws.
- Directors may not vote by proxy.
- The Board may act by unanimous written consent.
- A vacancy on the Board may be filled by majority vote of the remaining directors, even if less than

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- a quorum.
- A director elected to fill a vacancy serves for the unexpired portion of the term.
  - A director may resign at any time by written notice to the President, Secretary, or Board.
  - A director may be removed under these Bylaws or Board policy, including for failure to remain a member in good standing or failure to fulfill director's responsibilities.
- To qualify as a director, a nominee must be a member in good standing.
- A nominee must support the Club's purposes.
- A nominee must comply with Club policies.
- A nominee must be willing to carry out fiduciary duties of care, loyalty, and good faith.
- The Board may adopt additional reasonable eligibility standards, including minimum membership tenure or participation expectations, provided they are applied consistently.
- To be eligible for election to the Board of Directors, a nominee must have been a member in good standing of the Club for at least two consecutive years immediately prior to nomination, unless the Board determines that extraordinary circumstances warrant consideration of an otherwise qualified nominee.
- To be nominated for an officer position, a nominee must have served on the Board of Directors for at least one year before assuming the office, unless the Board determines that the best interests of the Club require consideration of an otherwise qualified nominee.
- The Board shall have discretion to review, evaluate, and determine whether any actual, potential, or perceived conflict exists that may affect a person's eligibility or continued service as a director or officer, including conflicts arising from related persons, business relationships, professional duties, outside affiliations, or other obligations that could reasonably interfere with the person's duty of loyalty, independent judgment, or faithful service to the Club.

## Article V — Officers and Committees

- Within a reasonable time after the annual election, the Board shall elect the Club's core officers from among the directors or members in good standing, as determined by the Board.
- Core Board Officers:
  - President: Leads meetings, sets the overall vision, represents the Club, and performs duties assigned by the Board.
  - Vice President: Assists the President and performs the President's duties when the President is unavailable.
  - Secretary: Records meeting minutes, maintains official Club records, and handles Club correspondence.
  - Treasurer: Manages the Club budget, tracks funds, and provides financial reports.
- The Board may establish standing and special committees, appoint committee chairs and members, and define committee duties by Board policy.
- Common committee chairs may include:
  - Membership Chair: Reviews new member requests and supports member retention.
  - Handicap Chair: Administers the Rules of Handicapping, supports peer review, educates members on score posting and handicap responsibilities, and coordinates with the Club's authorized golf association as needed.
  - Tournament Chair: Plans and administers Club competitions, coordinates formats, flights, and scoring, and resolves tournament matters under Club policies and the Rules of Golf.

## Article VI — Financial Administration

- The Club's funds shall be used only for Club purposes.
- The Board shall:
  - approve an annual budget or spending plan; designate authorized signers; and require reasonable documentation for receipts, disbursements, reimbursements, prizes, and awards.
- The Club shall maintain appropriate bank accounts.

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- The Club's fiscal year shall be the calendar year unless the Board approves a different fiscal year.
- The Treasurer shall:
  - provide periodic financial reports to the Board; and provide an annual financial summary to the membership.
- The Board may require review of the Club's financial records by a finance committee, independent reviewer, or other person designated by the Board.
- No director, officer, committee member, or member may obligate the Club to any contract, expenditure, or liability unless authorized by the Board.

## Article VII — Records, Notices, Conflicts, and Indemnification

- The Club shall maintain:
  - minutes of membership and Board meetings; current membership records; financial records; governing documents; election records; and other records required for responsible administration.
- Members may inspect records to the extent allowed by reasonable Club policy.
- Notices may be delivered by:
  - personal delivery; mail; electronic mail; a Club-approved electronic platform; or another method reasonably calculated to reach the member or director.
- Members are responsible for keeping current contact information on file with the Club.
- Directors, officers, and committee members shall disclose actual or potential conflicts of interest and act in the best interests of the Club.
- A person with a conflict shall not vote on, or improperly influence, a matter affected by the conflict unless the Board determines participation is permitted under an adopted conflict-of-interest policy.
- Directors, officers, committee members, and members shall protect confidential Club information, including member records, financial information, disciplinary matters, election materials, and other nonpublic Club business, except as authorized by the Board.
- The Board may adopt written policies addressing conflicts of interest, confidentiality, records access, and related governance standards.
- The Club may indemnify directors, officers, committee members, and agents for actions taken in good faith on behalf of the Club.
- The Club may purchase insurance for indemnification or related protection if approved by the Board.

## Article VIII — Dissolution

- Upon dissolution of the Club, after payment or provision for all debts and obligations, any remaining assets shall be distributed for nonprofit, recreational, charitable, or member-benefit purposes as approved by the Board. No assets shall be distributed for improper private benefit.

## Article IX — Amendments

- These Bylaws may be amended, restated, or repealed by the Board.
- An amendment shall not become effective until approved by the members if it materially affects: member voting rights; director election rights; dues obligations; membership rights; or other matters requiring member approval.
- Notice of any proposed amendment requiring member approval shall include the text or a summary of the proposed change.
- Notice of any proposed amendment requiring member approval shall be provided with the notice of the meeting or ballot.
- Unless a greater vote is required by these Bylaws, member-approved amendments require the affirmative vote of a majority of votes cast once a quorum is present.

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## Article X — Adoption and Effective Date

- These Bylaws become effective upon approval by the Board and, where required, the membership.
- The Secretary shall record the date of adoption and maintain these Bylaws with the Club's official records.