

FIRST AMENDED CONSTITUTION OF THE

EATON CANYON GOLF CLUB

ARTICLE I

NAME

The name of this organization shall be the EATON CANYON GOLF CLUB (hereinafter, "E.C.G.C." or "the Club").

ARTICLE II

OBJECTIVES

- To promote the interests of golf.
- To establish and maintain a uniform system of handicaps for members of the Club.
- To conduct Annual Championship Tournaments and other golf activities.
- To establish and maintain membership in and cooperate with the rules and regulations of the Southern California Golf Association ("SCGA") or other sponsoring entity of the Club.
- To conduct any and all other recreational events from time to time which in the judgment of the Board of Directors shall be deemed proper.

ARTICLE III

MEMBERSHIP

Section 1. Regular Club Members

Any person over the age of 18 years with approved access to a working email address shall be eligible for membership in the Club as a regular member. No eligible person shall be denied membership because of race, creed, color, national origin, political affiliation, marital status, sex, or disability. Application for membership shall be submitted on a form approved by the Los Angeles County Department of Parks and Recreation. Each applicant shall become a regular member when his application for membership has been filed with the Membership Chairman and is accompanied with such dues and assessments, which apply, to new members.

Section 2. Honorary Members

Subject to the conditions with respect to age, any person may become an honorary Member of the Club upon election by a majority vote of the Board of Directors.

Section 3. Members in Good Standing

Only members in good standing may participate in Club activities, except as authorized by a majority of the Board. A member in good standing is one whose membership application has been received and approved, and who is not in arrears on Club dues, and who has not been suspended.

Section 4.

Total members in the Club may be limited at any time by a majority vote of the Board of Directors at a regular meeting if the facilities available for the use of the members make such limitation necessary.

Section 5.

In the event a membership limitation shall be reached, a waiting list shall be established. Applications for membership for those on the waiting list shall be acted upon on pure numerical and/or chronological order of such application.

Section 6.

In the event a regular member is drafted, or otherwise serves in the armed forces, that member may, upon return, apply for reinstatement as a regular member by paying prorated dues for the year in which the application for reinstatement is made. This application must be submitted within six months of discharge and, upon application, reinstatement as a regular member shall occur.

Section 7.

In addition to regular Club membership, an alternate form of membership shall be available known as associate membership, as long as such form of membership is recognized by the SCGA or other applicable governing body. In addition to any requirements established by the Club, SCGA or other governing body regarding the rights and obligations of associate members, all requirements of Club membership stated above shall apply equally to associate members.

ARTICLE IV

OBLIGATION AND DISCIPLINE

Section 1.

The acceptance of membership in this Club shall bind each member to abide by all conditions, rules, and regulations of the Club, the rules of golf (as governed by the USGA and the R&A) and the rules of the World Handicap System (“WHS”) or such other entity that may be governing handicap procedures for the Club.

Section 2.

Refusing or neglecting strict and honorable compliance with the rules and regulations of this Club or with its decisions, or intentionally engaging in conduct detrimental to the best interests of the

Club, shall render a member liable to suspension or expulsion from the Club by a two-thirds vote of the Board of Directors in attendance at any regular Board of Directors meeting.

Section 3.

No member shall be suspended or expelled without formal charges, in writing, having been made and an opportunity having been given the member to defend those charges before the Board of Directors.

ARTICLE V

GOVERNMENT AND MANAGEMENT

Section 1.

The control and management of the affairs, funds and property of the Club shall be vested in the Board of Directors, which Board of Directors shall be composed at all times of at least nine members, consisting of five officers and four or more additional members. The five officers shall consist of the President, 1st Vice-President and Handicap Chairman, 2nd Vice-President and Tournament Chairman, Treasurer, and Secretary. The full membership of the Board shall consist of the following officers and at least the following additional Board members:

- President
- 1st Vice-President and Handicap Chairman
- 2nd Vice-President and Tournament Chairman
- Treasurer
- Secretary
- Membership Chairman
- Special/Away Tournament Chairman
- Publicity Chairman
- Entertainment Chairman

Section 2.

The term of office of the members of the Board of Directors shall be for one year and shall correspond with the fiscal year of the Club, namely, December 1 through November 30.

Section 3.

The President and Board shall, not later than the regular Board meeting in October of each year, nominate the new Board of Directors.

Section 4.

The new Board will be considered and approved at the November Board meeting. The new Board members will be elected by the existing members of the Board. The new Board will be presented at the December Member/Guest Tournament.

Section 5.

The results of the election of the members of the Board of Directors shall be announced not later than the annual meeting of the membership.

Section 6.

The Directors so elected shall take office on December 1st following their election.

Section 7.

In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by the Board of Directors and such director shall serve for the duration of the term of the individual being replaced.

Section 8.

The Board of Directors shall at all times act as the Finance Committee of this Club and shall approve, in advance, all expenses of the Club and authorize all checks drawn by the Treasurer. Only Board members who are officers shall have authority to sign contracts, agreements, checks and other instruments that are binding on the Club.

Section 9.

The Club is intended to be an unincorporated non-profit association, pursuant to California Corporations Code Section 18020 (a).

ARTICLE VI

MEETINGS

Section 1.

Regular meetings of the Club shall be held at least once a year in conjunction with a monthly Board meeting. The Board may call more regular meetings of the Club as it feels are warranted at a place and designated by the Board of Directors. The Secretary of the Club shall provide advance notice of all such meetings to all Club members.

Section 2.

Regular meetings of the Board of Directors shall be held monthly at such places and at such times as shall be designated by the Board. Except for the annual meeting of the Club, Board meetings shall not be open to any persons who are not Board members unless such person has been invited by the

President to attend as a guest for a particular purpose. In the event a guest attends a Board meeting, the guest shall be first on the Board meeting agenda, shall be limited to an appropriate amount of speaking time, and shall be excused from the meeting upon completion of the guest's agenda item. Guests shall not participate in debate of proposed action on any agenda item.

Section 3.

Special meetings of the Board of Directors shall be called at any time by the Secretary on order of the President, or any five members of the Board of Directors. The Secretary shall give each Board member a minimum of 48 hours advance notice of the time and place of such meetings by email, using the email address submitted to the Club by each Officer and Director. It is the policy of the Club that unless this Constitution is further amended, email shall be the exclusive method of providing notice to members of the Board, and members of the Club, of any Club business or matters for which notice is required. Club members who do not have access to email as of the time of any particular Club notification agree to waive the right to any such notification as a condition of membership.

Section 4.

The annual meeting of the Club shall be held during the month of January. The annual meeting shall be open to all members and invited guests.

Section 5.

Notice of the annual meeting, including date, time and place thereof, shall be provided to all members of the Club by email no later than the last day of November.

Section 6.

The following shall be the order of business at all regular and special meetings of the Club:

1. Introduction of all guests
2. Roll call of Officers and Directors of Record
3. Review and approval of minutes from the previous meeting
4. Board of Directors' reports
5. Unfinished business
6. New business
7. Entertainment
8. Adjournment

Section 7.

Robert's Rules of Order shall govern procedure at all Board meetings, with the following modifications:

- a. No Board member may have more than two sessions of speaking time, with a maximum of 5 minutes for each such session, for debate of each item of Board business, except as authorized by the President or other Chair of the meeting. The President or other Chair of the meeting shall assure no person who properly has the floor is interrupted before that person's speaking time is concluded. All communications in all Board meetings shall be made in a courteous and respectful manner.
- b. All Board members are entitled to be heard regarding any item of Board business.
- c. No person may be heard at any Board meeting unless and until that person has been recognized by the President or other Chair of the meeting.
- d. Only Board members, including the President, may vote on Board business. Except for a vote to amend the Constitution of the Eaton Canyon Golf Club, or to expel a Club member, which shall each require a two-thirds vote, the results of all other votes on Board and/or Club business shall be determined by a simple majority vote.

ARTICLE VII

QUORUM

Section 1.

No official business of any kind may be transacted by the Board of Directors unless approved in a regularly scheduled Board meeting, or in a duly called meeting where a minimum of 48 hours advance notice has been provided. A quorum shall consist of at least five members of the Board who are present at a meeting. Board members who do not attend a Board meeting shall not be entitled to authorize another member to cast the absent Board member's vote. For purposes of this Section, a "meeting" shall consist of any in-person or electronic arrangement in which all participants can hear and see everything that is said in the meeting, and can be heard and seen by all other participants in the meeting. Meetings using electronic technology shall only be carried out when special circumstances prevent an in-person meeting from being held.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1.

The officers of this Club shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer and such other officers as the Board of Directors may from time to time determine. Said officers shall be elected annually by the newly elected Board of Directors at a

special meeting of the new Board of Directors to be held, upon call of the President or any five of the new Board of Directors, not later than November of each year. Said officers so named shall take office on December 1st following their election.

Section 2.

It shall be the duty of the President to preside at all meetings of the Club and of the Board of Directors and to see that all provisions of the Constitution of the Eaton Canyon Golf Club are strictly enforced. The President shall supervise all affairs of the Club. The President shall appoint all committees and shall be ex-officio member of all committees. In the absence or inability of the President to act, the First Vice-President or Second Vice-President, in that order, shall perform all the duties of the President. If the President and both Vice-Presidents shall be absent from any meeting, the Secretary shall call the meeting to order and a temporary chairman shall be chosen.

Section 3

The First Vice-President shall customarily be appointed Handicap Chairman. The Handicap Chairman shall be the sole determiner of the proper handicap for each playing member and guest of the Club in accordance with the rules and regulations of the World Handicap System (“WHS”) or such other entity that may be governing handicap procedures of the Club. Handicap records shall be kept up to date and shall be kept in a place readily accessible to members.

Section 4.

The Second Vice-President shall customarily be appointed Tournament Chairman. The duties of the Tournament Chairman shall be to arrange and conduct monthly Club Tournaments and to arrange a schedule of said tournaments to be approved by the Board of Directors. When approved, a copy will be furnished, in November, to the Head Professional in the Pro-Shop, so that guaranteed dates and starting times for the following year will be assured to the Club.

Section 4. continued:

Perpetual Trophies: The Board of Directors, under the direction of the Tournament Chairman, shall hold an annual Club Championship Tournament. The Low Gross Club Championship Trophy and the Low Net Club Championship President's Trophy will be engraved with the winners' names and remain in the Trophy Case. The Board of Directors, under the direction of the Chairman, shall also hold the Senior Championship Tournament. The Low Gross Senior Championship Trophy and the Low Net Senior Championship Trophy will be engraved with the winners' names and remain in the Trophy Case.

Section 5.

The Secretary shall keep a record of the proceedings of all Club meetings in a book or electronic database maintained for that purpose, shall publish a record of all such meetings in a manner available to all Club members, and shall conduct the official correspondence of the Club. The

Secretary shall send all required notices and shall attend to such other business as may belong to the duties of this office, or as may be directed by the President or the Board of Directors.

Section 6.

The Treasurer shall be the custodian of the funds of the Club and shall deposit them in some depository or depositories under the instruction of the Board of Directors. The Treasurer shall disburse the same upon warrants or checks, signed by an officer of the Club, in settlement of accounts payable. The Treasurer shall keep the books of accounts of the Club and shall submit a statement of accounts at each regular meeting of the Club and of the Board of Directors. The Treasurer shall perform such other duties as may properly belong to this office or as may be directed by the President or Board of Directors.

Section 7.

All checks, warrants, contracts or other instruments in writing necessary for the regular conduct of the Club business shall be signed by the Treasurer, President or any other officer of the Board. Only officers of the Board shall have authority to sign such documents on behalf of the Club.

Section 8.

The Membership Chairman shall promote an annual membership campaign and work with the Treasurer in maintaining the active membership in good standing and to promote such other membership activities as the Board of Directors may determine. It shall be the responsibility of the Membership Chairman to publish the Local Rules and Membership Directory each year.

Section 9.

The Publicity Chairman shall be responsible for publicizing all tournaments and Club activities.

Section 10.

The Special and Away Tournament Chairman shall be responsible for all special tournaments, other than the regular monthly tournaments, to be approved by the Board of Directors, and shall reserve dates and starting times, collect necessary fees and provide advanced publicity for local and away special tournaments.

Section 11.

The Entertainment Chairman shall create, promote and conduct such special activities which the Board of Directors and general membership may desire.

Section 12.

No Officers of the Club or Director serving in any capacity shall receive any salary or regular compensation from the funds of the Club.

ARTICLE IX

SCGA REPRESENTATIVE

Section 1

The President shall appoint a SCGA Representative, or representative of such other entity as may be sponsoring the Club, herein referred to as the Representative, no later than January 1.

Section 2.

The Representative shall report to the Club on items of importance involving the SCGA/sponsoring entity. The Representative shall promote the interests of the Club with the SCGA/sponsoring entity.

Section 3.

Dinner and gasoline/mileage expenses incurred by the Representative shall be paid from the funds of the Club.

ARTICLE X

DUES

Section 1.

The annual dues for regular membership shall be designated by the Board of Directors. Dues shall be paid based on the "rolling membership" concept, whereby each member's annual dues are payable based on the time of commencement of membership. The membership Renewal Date shall be the anniversary of the date that each Club member's membership commenced.

Section 2.

Club membership may be terminated for any members who have not renewed their membership prior to their Renewal Date. Members who have not submitted annual dues by their Renewal Date shall not be eligible for Club tournament play.

Section 3.

An annual Membership Renewal reminder shall be provided to each Club member by the Membership Chairman on or before their rolling annual Renewal date.

ARTICLE XI

AMENDMENTS

Section 1.

This First Amended Constitution of the Eaton Canyon Golf Club may be repealed or amended, by a two-thirds majority of Club members present at a board meeting called for the purpose of amending said First Amended Constitution. Notice of any proposed changes or amendments to said First Amended Constitution shall be provided to all Club members using the email address each such member has provided to the Club, at least 30 days prior to any meeting to vote on proposed changes or amendments to said First Amended Constitution. All proposed amendments to this First Amended Constitution shall be forwarded to and approved by the Los Angeles County Department of Parks and Recreation prior to submission to the Club membership for a vote on such proposed amendments.

Section 2.

On all questions of construction or interpretation of this First Amended Constitution of the Eaton Canyon Golf Club, the decision of the Board of Directors shall be final.

Section 3.

This Amended Constitution of the Eaton Canyon Golf Club shall be the sole governing document for the Eaton Canyon Golf Club, and no separate set of By-Laws shall be created, established or used by the Eaton Canyon Golf Club for any purpose. The Club is not presently aware of any previously prepared By-Laws or amended constitution, but if any such documents exist, they are revoked and canceled upon approval of this First Amended Constitution.

ARTICLE XII

PROCEDURE

Section 1.

Robert's Rules of Order shall govern procedure at all meetings, except as otherwise herein provided. The original Constitution of the Eaton Canyon Golf Club was duly adopted by vote of the members at a special meeting called for that purpose on May 21, 1962. This First Amended Constitution of the Eaton Canyon Golf Club was duly adopted by vote of the members at a special meeting called for that purpose on November 9, 2021.

Section 2.

Any Board member, including the President, may make a motion. In the event the President or other Chair of a Board meeting makes a motion, another Board member shall be appointed to preside until a determination on the motion has been completed.