

LOS ROBLES GREENS MEN'S CLUB

PREAMBLE

As authorized by the Secretary of State of the State of California on February 10, 1964, The Los Robles Greens Men's Club is a corporation organized pursuant to the general non-profit corporation Code of the State of California for the purposes and under conditions described in the official record of the "Articles of Incorporation."

As specified in the "Articles of Incorporation";

- I. The name of the Corporation shall be **Los Robles Greens Men's Club**.
- II. The purposes for which the Corporation is formed are:
 - 1) to promote and maintain for its members a golfing club at the Los Robles Greens Golf Course, to foster and conserve the rules, spirit and system of handicapping of the traditional game of golf and the activities usual and incidental thereto, and
 - 2) to exercise any and all rights and powers which a California Corporation may now or hereafter exercise, organized pursuant to the general non-profit corporation law of the Corporation Code of the State of California.
- III. Said Corporation is organized pursuant to the general non-profit Corporation law, being Part of Division 2, of Title I, of the Corporation Code.
- IV. The principal office for the transaction of business of the Corporation is located in Ventura County, California.
- V. The number of members of the Board of Directors of the Corporation may be changed by the By-Laws.
- VI. The Corporation is not an incorporation of an existing unincorporated association but rather is a newly organized group.
- VII. The Corporation may have one or more member classes, however, only Regular Men's Club members shall have voting rights or any vested interest in the Club if dissolved and liquidated.
- VIII. Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the Directors or persons in charge of the liquidation shall divide any remaining assets among the members in accordance with their respective rights therein.

In order to comply with the spirit and law specified in the "Articles of Incorporation," the conduct of the business and affairs of the Corporation shall be controlled by a Board of Directors in accordance with the constitution and By-Laws of the Los Robles Greens Men's Club.

CONSTITUTION

ARTICLE I: IDENTIFICATION

- Section 1** The Organization shall be known as **Los Robles Greens Men's Club** (hereinafter referred to as the "Club").
- Section 2** The Club shall be a non-profit organization pursuant to the general non-profit corporation law, being Part I of Division 2 of Title I of the Corporation Code.
- Section 3** The Principal office for the transaction of the Club business shall be at 299 South Moorpark Road, Thousand Oaks, California 91360

ARTICLE II: PURPOSE

- Section 1** The purpose of the Club is to promote and maintain for its members a golfing club at Los Robles Greens Golf Course, to foster and conserve high standards of conduct and sportsmanship, to advance and sustain the rules, spirit and system of handicapping of the traditional game of golf and to promote golf, fraternal and social activities attendant thereto.

ARTICLE III: MEMBERSHIP

- Section 1** The Corporation may have one or more member classes, however, only Regular Men's Club members shall have voting rights or any vested interest in the Club if dissolved and liquidated.
- Section 2** Regular Men's Club Membership shall be available to male individuals eighteen years of age or older under provisions of applications and acceptance governed by the By-Laws.
- Section 3** Additional sub-classes of non-voting memberships, if any, shall be addressed in the By-Laws.
- Section 4** Only members in good standing, regardless of class, may participate in club activities.

ARTICLE V: BOARD OF DIRECTORS

- Section 1** The conduct of the business and affairs of the Club shall be controlled by the By-Laws and the By-Laws may be changed by a majority vote of the Board of Directors.
- Section 2** The number of Board of Directors shall be stated in the By-Laws. Directors shall be

exempt from paying annual dues.

Section 3 Members elected to the Board of Directors shall serve on the Board two consecutive years commencing on the first day of the calendar year after elected.

Section 4 The Board of Directors shall have the authority to appoint a permanent Board member to the office of Secretary/Treasurer. There shall be not more than one permanent Board Member on the Board of Directors. The permanent Board member will not be subject to re-election and shall serve on the Board of Directors until he resigns or is removed from the Board by majority vote of the Board of Directors or majority vote of the general membership. The Secretary/Treasurer shall be eligible to receive an annual fee in an amount, if any, as agreed upon by the Board of Directors and shall be exempt from paying annual dues.

ARTICLE V: MEETINGS

Section 1 There shall be an annual general membership meeting not later than the third Wednesday of November for the purpose of electing members to the Board of Directors.

Section 2 Other general meetings shall be scheduled in accordance with the By-Laws.

Section 3 Special meetings of the general membership maybe called at any time by the Board of Directors or by petition representing ten percent of the Club's general membership.

ARTICLE VI: AMENDMENTS

Section 1 Pursuant to the "Articles of Incorporation", amendments to the constitution shall be proposed by the Board of Directors and ratified by a majority of written or electronic ballots by the general membership.

BY-LAWS

ARTICLE I: DEFINITION

Section 1 These By-Laws shall constitute the rules for the conduct and regulation of the business and affairs of the Club. They shall be maintained and administered by the Board of Directors in accordance with the constitution and in the best interest of the Club and its general membership.

ARTICLE II: BOARD OF DIRECTORS

Section 1 Subject to the limitations of the Articles of Incorporation and the Constitution of the Club, all corporate powers shall be exercised by the or under the authority of and the business and affairs of the Club and shall be controlled by a Board of Directors.

1.1 No Director or employee of the Club is authorized to sign any contract or commit the Club to any activity or service without prior approval of the Board of Directors.

Section 2 The number of members on the Board of Directors shall be seven.

Section 3 With the exception of a “permanent” Board member, other members shall be elected to the Board of Directors by majority ballot of the general membership at the November general election.

Section 4 Elected members shall serve on the Board of Directors for two consecutive years commencing the first day of the calendar year after elected. The election of Board Members shall be scheduled such that one half of the Directors shall end their term in odd numbered years with the balance ending their terms in even numbered years.

Section 5 Voluntary resignations of members of the Board of Directors shall become effective on the date the member states his intention to resign.

Section 6 If a Board member resigns, or is unable to serve, a replacement will be selected by majority vote of the remaining directors to serve the remainder of the Director’s term. Alternates from the previous annual election of Board members may be given first consideration in nominating a replacement.

Section 7 Board of Directors meetings shall be held every month on the Wednesday prior to the third Saturday of the month at a time and place selected by the Board of Directors. If the third Wednesday conflicts with a holiday or the proper conduct of the Club business, an alternative day may be selected.

- Section 8** Special Board meetings for any purpose may be called at any time by the President, Vice president or by two Directors. Notice of Special Board meetings shall be e-mailed to each Director, to primary e-mail address noted on the Club's records, two weeks prior to the date of the Special meeting. The two week notice and e-mail may be waived by the Board of Directors.
- Section 9** The Board may conduct a meeting of official business of the Club if a majority of the Board of Directors is present and if the results of business as conducted are ratified at the next regular Board meeting.

ARICLE III: OFFICERS, CHAIRMEN AND DUTIES

- Section 1 The Board of Directors**
Comprised of three officers and 5 chairmen whose official titles and duties shall be as described in the following sections.
- Section 2 President**
Presides at all meetings of the Club and serves as Chairman of the Board of Directors. He ensures that By-Laws and such rules and regulations as may be adopted are enforced. Acts as ex-officio member of all committees. Organizes and conducts the order of business at Board Meetings. Prescribes policy for the conduct of Club affairs in accordance with the Constitution and By-Laws.
- Section 3 Vice President**
Presides at all meetings of the Club in the absence of the President. Serves as Parliamentarian and is responsible for maintaining the By-Laws. Performs as the public relations liaison for the Club and in the absence or inability of the President, performs the duties of the President.
- Section 4 Secretary/Treasurer**
Responsible for the financial and recording duties normally associated with this office as described in the following sub sections.
- 4.1** Is the custodian of the Club funds with power to disburse such funds as approved by the Board of Directors.
 - 4.2** Maintains financial records in accordance with accepted practice.
 - 4.3** Establishes and publishes during the first month of each calendar year an operating budget for the ensuing year for the planned activities of the Club.
 - 4.4** Provides financial and operating statements to the Board on request.
 - 4.5** Will be bondable if the Board so directs.

- 4.6 Will have the Club's financial records audited by an accredited Certified Public Accountant on request of the Board of Directors.
- 4.7 Is responsible for recording the business conducted at the regular Board Meetings and any Special Board Meetings.
- 4.8 In the absence or inability (to act) of the President or Vice President, shall arrange for and preside over a Special Board Meeting to select a temporary Chairman of the Board of Directors
- 4.9 Shall provide each member of the Board an up to date copy of the Constitution and By-Laws and to members upon request.

Section 5

Tournament Chairman

Responsible for formulating, scheduling, promoting and implementing Club Tournaments.

- 5.1 At the July Board of Directors meeting, provides a proposed calendar of events for the following year. Coordinates with the course representative to secure "likely" event dates on a rolling 18 month basis.
- 5.2 Coordinates tournament arrangements with the Social Chairman.
- 5.3 Is responsible for determining tournament award winners and selecting and dispersing tournament awards.
- 5.4 Manages tournament affairs within the budget allocated by the Board.
- 5.5 Provides topical and timely reports to the Communications Chairman for inclusion in the Club's website and/or email to the membership, including but not limited to: full results of all tournaments, tournament rules, etc.

Section 6

Handicap Chairman

Administers the handicap (index) system for Club Members as prescribed by the SCGA and USGA.

- 6.1 Assigns provisional handicaps for new members.
- 6.2 Maintains cognizance of the rules of golf and posts notices and changes to the rules of golf.
- 6.3 Promotes full and accurate posting of members' scores.
- 6.4 Serves as Chairman of the Handicap Committee.

Section 7**Social Chairman**

Responsible for formulation, arranging, promoting and implementing Club social events.

- 7.1 At the July Board of Directors meeting, provides a proposed schedule and list of Club social events for the following year.
- 7.2 Reserves location and rooms for the Invitational/Member Guest, Christmas Party and the Club Championship on a rolling 18 month basis.
- 7.3 Responsible for updating perpetual trophies and providing the President's Cup and Club Championship awards.
- 7.4 Manages social affairs within the budget allocated by the Board.

Section 8**Membership Chairman**

Responsible for creating and managing programs to attract and retain members. Encourages all applicants to apply online through the Club's website, and submits any paper applications to the Communications Chairman for entry into the system.

- 8.1 Presents the names of new applicants to the Board of Directors for membership consideration and approval.
- 8.2 Will sponsor the "new member education" in the rules of the Club.
- 8.3 Serves as the advocate for the general membership in addressing concerns and grievances, and present them along with recommendations to the Board of Directors as/if appropriate.

Section 9**Communications Chairman**

Provides publicity for the promotion of the Club and its activities and is responsible for the official publications for the Club and data management of member records.

- 9.1 Accumulates, edits and prepares material to be published on the Club's website and or communicated via email or U.S. Mail.
- 9.2 Assists in the promotion of Club Tournaments and social events.

ARTICLE IV: ELECTION OF DIRECTORS

Section 1 Candidates for the Board of Directors shall be selected from the membership.

- 1.1** In August, the Board will begin the search for new prospective Board members from the general membership ranks. As part of the search, candidates will be sought that have the requisite skills and commitment to perform adequately as officers and/or committee chairman.
- 1.2** The Board will compile a list of the best qualified candidates and vote on those to be placed on the ballot at least one month prior to the annual election in November. The list will include those Board Members who intend to re-run for the Board.
- 1.3** There shall be no requirement that the number of names on the ballot exceed three, however if there are four or more viable candidates, each shall be considered for placement on the ballot. There shall be space provided on the ballot for "write-in" candidates.
- 1.4** In addition, any member may petition the general membership for inclusion on the ballot without Board approval.
 - 1.4.1** That member will be placed on the ballot if he receives 25% or more signatures of the general membership supporting his candidacy.
 - 1.4.2** Petitions with the requisite number of signatures must be presented to the Board no later than the Wednesday prior to the third Saturday in September to be valid. Each signature on the petition must adjacent to the printed name of the signer and the date signed indicated. On each page of the petition must be included the petitioner's statement that he intends to run for a board position in the next election.

Section 2 Members of the Board of Directors shall be elected by ballot of the general membership in November.

- 2.1** The list of candidates shall be published on the Club website or communicated via email, and a paper or electronic ballot will be made available prior to November 1st.
- 2.2** Ballots must be returned to the Los Robles Men's Club, or presented to the Club's Secretary/Treasurer prior to the start of the November General Membership Meeting to be valid.
- 2.3** The Secretary will be responsible for accumulating the marked paper and/or electronic ballots, and having them present for counting at the November Board Meeting.

- 2.4 The Board shall select three judges from the members present at the November Meeting who shall count the ballots and report the results in writing to the President. If judges are not available, Board members will count the votes.
- 2.5 In the event two or more candidates receive an equal number of votes, a ballot of the members present shall be taken and the candidate receiving the most ballots shall be deemed elected.
- 2.6 The candidates not elected to the Board shall be listed as alternates in descending order of the number of votes received. The unselected candidates receiving the most votes will be the first alternate; the candidate receiving the next largest vote shall be the second alternate, etc.
- 2.7 If a vacancy occurs on the Board of Directors during the ensuing year, the alternates may be given first consideration for filling the vacancy.
- 2.8 The results of the balloting shall be announced by the President at the November general meeting.

ARTICLE V: ELECTION OF OFFICERS

Section 1

The President and Vice President shall be elected by the incoming Board of Directors at the first regular Board meeting following the annual election in the sequence listed below, usually the Wednesday prior to the third Saturday in December.

- 1.1 Candidates for the Office of the President will be nominated by Board Members in attendance.
- 1.2 The President will be elected by a majority of written ballots of the Board Members in attendance.
- 1.3 Candidates for the Office of Vice President will be nominated by Board Members in attendance.
- 1.4 The Vice President will be elected by a majority of written ballots of the Board members in attendance
- 1.5 If only one candidate is nominated, the written ballot shall be dispensed with and the vote shall be deemed unanimous.
- 1.6 In the event of a tie, succeeding ballots will be taken until a nominee is elected or until the Board agrees to defer the election until the next Board Meeting.

ARTICLE VI: APPOINTMENTS OF COMMITTEE CHAIRMEN

- Section 1** The President shall appoint, no later than the first Board meeting following the election of Officers, FIVE Committee Chairmen as described in ARTICLE III.
- Section 2** A board member may serve on more than one committee.

ARTICLE VII: MEMBERSHIP

- Section 1** Membership will be considered for male individuals who are eighteen years of age or older, who possess an acceptable reputation and agree to abide by the rules and regulations of the Club.
- Section 2** Prospective members will apply for membership by completing the Club's application form and forwarding it with the required fees to a member of the Board of Directors.
- Section 3** A candidate will be approved for membership upon approval of the majority of the Board.
- Section 4** Except as otherwise provided, all members are equally bound by the rights, privileges and obligations of the Constitution and By-Laws of the Club and Los Robles Greens golf course.
- Section 5** A member may be reprimanded, suspended or expelled by the Board of Directors for failure to conform to the By-Laws or rules and regulations of the Club, or for any action that may be deemed detrimental to the best interest of the Club.
- Section 6** Each member is entitled to one vote either in person or by written ballot in any action requiring member participation.
- Section 7** All financial obligations of a member are due and payable by the deadline stated by the SCGA, usually in early December.
- Section 8** A member may be deemed delinquent and his name may be posted if full payment of his financial obligation is not received by the published deadline as stated by the SCGA. The Board, at their discretion, may expel or suspend a member if the members account becomes delinquent.
- Section 9** The Board of Directors may grant an honorary membership to an individual who has notably contributed to the advancement of golf, meritoriously performed a service to the Club or whose membership would be in the best interest of the Club. Such a member will not be required to pay any dues or fees to the Club and will have no voting privileges. Honorary members will be appointed for a one year term, subject to renewal no later than the second Board meeting following the end of the one year term.

Section 10 The voluntary resignation of a member will be effective on the date a written or oral notice of his intention to resign is given to the Secretary/Treasurer.

ARTICLE VIII: MEETINGS

Section 1 The Annual General Membership Meeting will be held in November. The meeting will include the annual election of the Board of Directors, and will be held no later than the third Wednesday of the month.

Section 2 Special meetings of the general membership may be called at any time by the President, Board of Directors, or a petition representing twenty-five percent of the Club's general membership.

Section 3 Board of Directors meetings will be held on the Wednesday prior to the third Saturday of each month. The meeting day may be moved by a simple majority agreement of the Board members.

3.1 Board meetings may be open or closed to the general membership at the discretion of the President. If open to the general membership, that membership may attend, but not comment during the business of the Board, unless comments are solicited by the President, Vice President or Secretary/Treasurer.

Section 4 Should any scheduled date conflict with a holiday, the Board of Directors will select and alternate date.

ARTICLE IX: COMMUNICATIONS

Section 1 The Club's primary method of communicating with its member is email. It is the responsibility of all members to ensure they have provided the Communications Chairman with their email address and update it as/when/if it changes.

Section 2 The Club may also communicate with its members by U.S. Mail for the purpose of providing materials of any kind (e.g., ballots for Board of Directors voting, amendments to the Constitution, etc.). It is the responsibility of all members to ensure they have provided the Communications Chairman with their physical mailing address and update it as/when/if it changes.

ARTICLE X: ADMINISTRATIVE AND FINANCIAL YEAR

Section 1 The Club's administrative and financial year will be the same as the calendar year - January 1 through December 31.