

Women's Southern California Golf Association

BYLAWS

ARTICLE I Name

This corporation shall be known as the Women's Southern California Golf Association (the "Association").

ARTICLE II Purpose

The purpose of this Association shall include, but is not limited to the following:

1. To promote and foster interest in women's amateur golf through friendly organized competition.
2. To enforce uniformity in the rules of golf as approved by the United States Golf Association (the "USGA") and to act as a representative authority independent of any organization or authority.
3. To serve in an advisory and consulting capacity with respect to the game of golf; to provide and maintain a uniform system of handicapping, course rating and slope in accordance with the USGA Handicap System and USGA Course Rating System.
4. To establish and provide the administrative framework necessary to implement these programs, activities and events.

ARTICLE III Membership

SECTION A: Club Membership Eligibility

1. Any organized club with a fixed and ascertainable membership, whose course is restricted for play in such a manner as may be determined and approved by the Board of Directors (the "Board"), and subject to such other requirements of suitability as set forth, shall be eligible for membership. The Board of the Association shall have sole and absolute discretion in determining whether a club is eligible for membership and into which division they will be placed. The Board's decision in that regard shall be final.
2. A Member Club shall not be a member of any other woman's golf association.

SECTION B: Club Membership Classification

1. Any club whose application is accepted shall be assigned to one of the following membership classifications:
 - Provisional
 - Regular and Executive
 - Division I
 - Division II
 - Affiliate
2. The Board shall determine the classification assignment.
3. The Board may periodically review the membership status of any Member Club to determine such Member Club's continued eligibility for membership in the Association or to determine whether such Member Club should be moved from one Division to another.
4. The Board may establish other classifications of membership.
5. All Division I Member Clubs, as of the passing of these Bylaws, will be grandfathered into the Regular/Executive Division.

SECTION C: Club Membership Classification Defined

1. **Provisional Members:** A club in the process of being developed may apply for Provisional membership. The club shall pay membership dues, shall receive a course rating and slope, handicap services and shall be without vote. The club shall not participate in Association events and the Association shall not request the use of the golf course. Any club with an approved application for membership will be considered a Provisional Member until such time as the Board determines its membership classification.
2. **Regular Members-Division I:** A club must have been duly organized and in operation for not less than one year. It must support and maintain a golf course of at least eighteen (18) holes, measuring at least five thousand two hundred (5,200) yards per eighteen (18) holes, a course rating of at least sixty-eight (68.0) and a slope of at least one hundred thirteen (113) issued by the Association. Each additional nine (9) hole section must independently measure at least two thousand six hundred (2,600) yards, and must independently meet and be subject to all of the requirements and standards set forth. A Regular Member Club shall pay membership dues, shall have a course rating and slope, handicap services, and shall have voting privileges. A Regular Member Club must provide guest days and host Association events wherein green fees are waived.
3. **Regular Members-Division II:** A club must have been duly organized and in operation for not less than one year. It must support and maintain a golf course of at least eighteen (18) holes, measuring at least five thousand two hundred (5,200) yards per eighteen (18) holes, a course rating of at least sixty-eight (68.0) and a slope of at least one hundred thirteen (113) issued by the Association. Each additional nine (9) hole section must independently measure at least two thousand six hundred (2,600) yards, and must independently meet and be subject to all of the requirements and standards set forth. A Regular Member Club shall pay membership dues, shall have a course rating and slope, handicap services, and shall have voting privileges. A Regular Member Club must, from time to time, host Association events. Green fees may be required. Division II members are ineligible to compete in Division I Tournaments and Team Play.
4. **Executive Members-Division I:** A club must support and maintain a golf course consisting of eighteen (18) holes which is a shorter compact version of a regular golf course, and at the sole discretion of the Board, is consistent with recognized competitive play on Executive courses.

SECTION C: Club Membership Classification Defined (Continued)

- a) A club must be in operation and duly organized for a minimum of one (1) year before it applies for Executive membership. The club shall pay membership dues, shall receive a course rating and slope, handicap services and shall have voting privileges. An Executive Member Club must provide guest days and host Association events wherein green fees are waived.
5. **Executive Members-Division II:** A club must support and maintain a golf course consisting of eighteen (18) holes which is a shorter compact version of a regular golf course, and at the sole discretion of the Board, is consistent with recognized competitive play on Executive courses.
 - a) A club must be in operation and duly organized for a minimum of one (1) year before it applies for Executive membership. The club shall pay membership dues, shall receive a course rating and slope, handicap services and shall have voting privileges. An Executive Member Club must, from time to time, host Association events. Green fees may be required. Division II members are ineligible to compete in Division I Tournaments and Team Play.
 6. **Affiliate Members:** A club of individuals, who do not support or maintain any golf course, must be in operation and duly organized before it applies for membership. The club shall pay membership dues and shall receive handicap services. Affiliate clubs shall be without vote and shall not participate in Association events.

SECTION D: Club Membership Requirements

1. **Regular and Executive Members – Division I:** Any organized club is eligible to apply for membership if it agrees to meet the following requirements:
 - a) To have a membership committee that shall examine each individual application for membership to determine the applicant's eligibility.
 - b) To have a fixed and ascertainable membership, comprised of individual or corporate members having purchased such membership with a monetary payment and who must pay monetary dues for the purpose of maintaining the golf course and member facilities.
 - c) To have an established women's organization.
 - d) Upon request, Member Clubs shall be required to host Association Events. The Board will schedule events on a mutually acceptable date.
 - e) To maintain the golf course and member facilities in the best possible condition that does not compromise the playability or availability of the golf course for the Association's purposes.
 - f) To have and maintain suitable facilities in connection with the golf course so that the Association may conduct tournament play and presentation of awards.
 - g) A Member Club shall not charge green fees for any scheduled Association Event, including any Association sponsored inter-club play.
 - h) When an Association Event is scheduled at a Member Club, the course shall be reserved so that there shall be no interference from any other event whatsoever.
 - i) Member Clubs shall have a minimum of one (1) guest day per month for seventy-five percent (75%) of those months that the club course is in operation each year. Green fees shall be waived on these days for Association members.
 - j) To conduct competitive play in accordance with the USGA Rules of Golf and the USGA Golf Handicap System.

SECTION D: Club Membership Requirements (Continued)

- k) To maintain such records and submit such reports as required by the Association.
2. **Regular and Executive Members – Division II:** Any organized club is eligible to apply for membership if it agrees to meet the following requirements:
 - a) To have an established women's organization.
 - b) Upon request, Member Clubs shall be required to host Association Events. The Board will schedule events on a mutually acceptable date.
 - c) To maintain the golf course and member facilities in the best possible condition that does not compromise the playability or availability of the golf course for the Association's purposes.
 - d) To have and maintain suitable facilities in connection with the golf course so that the Association may conduct tournament play and presentation of awards.
 - e) When an Association Event is scheduled at a Member Club, the course shall be reserved so that there shall be no interference from any other event whatsoever.
 - f) To conduct competitive play in accordance with the USGA Rules of Golf and the USGA Golf Handicap System.
 - g) To maintain such records and submit such reports as required by the Association.
3. The Board may review periodically the membership status and compliance of any Member Club and determine whether such Member Club should be moved from one Division to another. Refusal or neglect on the part of any club to comply strictly with the Bylaws and the rules or decisions of the Board shall render such Member Club liable to suspension, revocation of membership or other disciplinary action. Disciplinary action will be determined by a two-thirds (2/3) vote of the Directors present and eligible to vote, at any regularly scheduled or special meeting of the Board of Directors.
4. No Member Club shall be suspended, suffer revocation of its membership or other disciplinary action without reasonable notification of the action proposed, the reason therefore, and an opportunity to be heard in its own defense, including documents, photographs, and oral presentation to the Board.

SECTION E: Individual Membership Requirements

Membership in the Association may only be obtained through the Member Club's women's organization. Each member of a Regular Member Club's Women's Organization shall also be required to be a member of this Association. These requirements will apply to all individuals in all Divisions.

ARTICLE IV Dues

SECTION A: Member Club Association Dues

1. The Board shall determine the fiscal year of the Association.
2. The Board shall determine the annual dues for each Member Club.

SECTION A: Member Club Association Dues (Continued)

3. Member Club dues shall not be prorated for any part of the year except that clubs elected to membership during the 90-day period prior to the end of the Association's fiscal year shall only be required to pay the annual dues for the following fiscal year.
4. If any Member Club fails to pay its annual dues within sixty (60) days of the date due, such club shall be considered delinquent.

SECTION B: Individual Association Dues

The Board shall determine individual dues. The individual shall pay annual Association dues through the women's organization at each club to which she belongs.

ARTICLE V Government

SECTION A: Association Governance

The Association shall be subject to the provisions and limitations of (i) the California Nonprofit Mutual Benefit Corporation Law and other applicable laws, (ii) the Articles of Incorporation of Association, and (iii) the Bylaws of the Association. The Association's activities and affairs shall be managed, and all powers shall be exercised, by or under the direction of the Board thereof.

SECTION B: Directors

1. **Number of Directors:**
 - a) The Board shall consist of not less than five (5) or more than twenty (20) Directors as deemed appropriate by the Board.
 - b) The Board's directorships shall be allocated to each Division based upon the ratio its membership bears to the total membership of both Divisions.
 - c) The Directors shall be comprised of not less than fifty-one percent (51%) of members from Division I.
2. **Term of Office:** The Directors shall be elected at the Annual Meeting of the Membership, and each Director shall be elected to serve until the next Annual Meeting, and thereafter until her successor has been elected and shall qualify. Should Directors not be elected at any Annual Meeting of the Membership, or adjournment thereof, they may be elected at any special membership meeting held thereafter. No Director may be nominated to serve more than two (2) consecutive years in the same position. Each Director's tenure shall not exceed four (4) years unless she holds the Office of the President.
3. **Powers:** The powers, business and property of the Association shall be exercised, conducted and controlled by its Board. Without prejudice to such general powers, it is hereby expressly declared that the Directors shall have the following powers to wit:
 - a) To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best.

Section B - Directors (Continued)

- b) To change the principal office for the transaction of the business of the Association from one location to another; to fix and locate from time to time one or more branch or subsidiary offices of the Association within its area of operation; to designate any place within its area of operation for the holding of any membership meetings.
 - c) To determine, within its sole and absolute discretion, any application for membership in the Association.
4. **Removal of Directors:** Any Director may be removed for cause by a two-thirds majority vote of the Board of the Association. "Cause" shall include, but is not necessarily limited to the following:
- a) A declaration that such Director is of unsound mind by order of court or by competent medical authority;
 - b) Conviction of a felony;
 - c) Failure to attend two consecutive monthly meetings of the Board which have been duly noticed in accordance with California law, without adequate excuse;
 - d) Failure to disclose a conflict of interest pertaining to her personal, family, business or financial affairs and the business or finances of the Association.

Directors may also be removed from office prior to expiration of their term without cause by the affirmative vote of a two-thirds majority of the Member Club delegates entitled to vote and voting at a duly held meeting.

5. **Vacancies:** A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number of Directors be increased or if the membership fails at any Annual, Regular or Special meeting of the membership at which time any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at any such meeting.

Vacancies may be filled by a majority of the remaining Directors through no lesser than a quorum or by a sole remaining Director, and each Director so elected shall hold office until her successor is elected at an Annual, Regular or Special meeting of the membership.

The membership may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board accepts the resignation of a Director tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective.

6. **Meetings:** Regular monthly meetings shall be held at the office of the Association on the second Wednesday of each month unless otherwise ordered by the Board.
7. **Special Meetings:** Special meetings may be called by the President or by a majority of the Board.
8. **Quorum:** Sixty percent (60%) of the Directors shall constitute a quorum for the transaction of business. A majority vote of those present is required to carry a motion.

SECTION C: Officers

1. **Officers:** The Association shall have the following Officers: President, First Vice President, Second Vice President, Secretary, and Treasurer, all of whom shall be members of the Board.
2. **Succession to Office:** In the event of resignation, death or inability to serve as President, the First Vice President shall become the President and serve until the next annual election of Officers. In the event the First Vice President is unable to serve, the Second Vice President, Secretary or Treasurer shall, in that order succeed to the Office of President and serve until the next annual election of Officers. The new President shall fill any resulting vacancy on the Board with the approval of the Board.
3. **Term of Office and Removal:** Each Officer of the Association shall hold office until she shall resign, be removed, become otherwise disqualified to serve, or her successor shall be elected by the membership at the Annual Membership Meeting. No Officer may serve more than two (2) consecutive years with the same duties. Each Officer's tenure shall not exceed four (4) years unless she holds the Office of the President. Any Officer elected or appointed by the Board may be removed from that office at any time, either with or without cause, by the affirmative vote of a two-thirds majority of the whole Board.

Any Officer may resign at any time by giving written notice to the Board, to the President or to the Secretary of the Association. Her resignation shall take effect at the date of receipt of such notice or at any other date specified therein; and unless otherwise specified in said notice, the acceptance of such resignation shall not be deemed necessary to make it effective.

4. **President:** The President shall preside at the meetings of the Association, the Board and the Executive Committee. She shall, with the approval of the Board, appoint the following: the Advisor, members to the Standing Committees and all other committees not provided for in the Bylaws. She shall be an ex-officio member of all committees, with the exception of the Nominating Committee. She shall perform all other duties as pertain to the Office of President. She may appoint a Parliamentarian.

With the approval of the Board, the President may appoint annually past Directors to serve as Directors-at-Large. The Directors-at-Large shall be neither members of the Board nor members of a Standing Committee. The Directors-at-Large shall be titular Officers to represent the Association at official functions.

The Advisor shall be a past President of the Association and shall be an ex-officio member of the Board without vote.

5. **First Vice President:** The First Vice President shall perform the duties of the President in her absence and shall perform such other duties as may be assigned to her by the President. She shall be Chairperson of the Membership Committee.
6. **Second Vice President:** The Second Vice President shall be Chairperson of the Tournament Committee.
7. **Secretary:** The Secretary shall keep the minutes of all meetings of the Association and the Board and any other duties as pertain to the Office of Secretary.
8. **Treasurer:** The Treasurer shall keep full records of all funds received and disbursed. She shall be Chairperson of the Finance Committee. She shall present reports and financial statements as required by the Board. The Treasurer shall be bonded for an amount determined by the Board.

SECTION D: Indemnification

The Association, shall to the fullest extent authorized by law, indemnify each person who is or was a Director, Officer, employee or other agent of the Association as said term is defined by Section 5328 of the California Corporations Code against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding arising by reason of the fact that such person is or was a Director, Officer, employee or agent of the Association. The Association shall have the authority to advance to each such person, expenses incurred in defending any such proceeding to the full extent permitted by law. The term "expenses" as used herein shall have the same meaning as set forth in Section 5238(a) of the California Corporations Code.

ARTICLE VI Meetings

SECTION A: Voting Privileges

The number of women's organization members shall determine the allocation of voting privileges to Member Clubs as follows:

- a) Member Clubs with 1-99 members shall have one (1) vote
- b) Member Clubs with 100-199 members shall have two (2) votes
- c) Member Clubs with 200 members and above shall have three (3) votes

Only Member Club delegates, or alternates, shall be eligible and entitled to vote at any meeting of the Association. A majority vote is required to carry a motion. Other members of the women's organization may attend meetings and participate in the discussions but shall be without vote. Member Club delegates may be represented by a proxy.

SECTION B: Annual Meeting

1. The Annual Meeting of the Association shall be held on the first (1st) Wednesday in December, unless otherwise ordered by the Board. Thirty (30) days' notice of the Annual Meeting shall be given to each Member Club. Twenty percent (20%) of Member Clubs shall constitute a quorum for the transaction of business.
2. Not less than thirty (30) days prior to the Annual Meeting, members of the women's organization of each Member Club shall elect their delegates and alternates as their representatives.
3. The Board is authorized to approve the Minutes of the previous Annual Meeting.

SECTION C: Special Meetings

1. The President, a majority of the Board or Member Clubs may call special meetings of the Association. The Member Clubs requesting a Special Meeting must file a petition with the Association Secretary. Such petition must be signed by at least thirty-six (36) individuals representing nine (9) women's organizations of Member Clubs with a minimum of four (4) individuals from each club. All business to be transacted must be specified in the call. Upon the filing of such petition, the Secretary shall mail notices within thirty (30) days to the women's organization chairperson of each Member Club. The Special Meeting must be held within sixty (60) days following receipt of the petition.
2. Twenty percent (20%) of Member Clubs shall constitute a quorum for the transaction of business.

ARTICLE VII

Nominations and Elections

SECTION A: Nominating Committee

1. A Nominating Committee of seven (7) members shall be appointed by the President and approved by the Board each year. Three (3) members shall be present Directors. Four (4) shall be from the general membership. The Board shall fill any vacancies occurring on the Committee.
2. The Nominating Committee shall consist of individuals who shall have been a member of a Member Club's women's organization for not less than three (3) consecutive years immediately preceding the election. The members must be selected with regard to geographical representation. There shall be only one (1) member from any one (1) club.
3. The President shall call a meeting of the Nominating Committee in July and shall preside until the Committee elects a chairperson. Meetings, thereafter, shall be held at the discretion of the Committee and a majority must be present for action.

SECTION B: Candidates for the Board

1. A candidate for the Board shall have been a member of the Association for not less than three (3) consecutive years immediately preceding the election.
2. Each candidate for the Board is nominated to serve a one- (1) year term. No Director may be nominated to serve more than two (2) consecutive years with the same duties. Each Director's tenure shall not exceed four (4) years unless she holds the Office of the President.
3. A Director must have served not less than two (2) consecutive years on the Board immediately prior to the year in which she may serve as President. No Director may serve more than four (4) consecutive years on the Board, unless in her fourth year she is elected to serve as President for the following year. She may be reelected as President for her sixth and final consecutive year on the Board. A former Director may be elected to the Board if a period of one (1) year has elapsed since the expiration of her prior term.
4. The Nominating Committee shall present a slate of nominees based upon recommendations made by the Member Clubs, the Board and other sources as may be appropriate. There shall be only one (1) nominee from any one (1) club.
5. The Chairperson of the Nominating Committee shall present to the Board the slate of nominated candidates for approval not less than sixty (60) days prior to the Annual Meeting. Each candidate shall have previously consented to serve if elected. Not less than thirty (30) days prior to the Annual Meeting, the Association Secretary shall mail the proposed slate to the women's organization chairperson of each Member Club.

SECTION C: Further Nominations

Further nominations from Member Clubs for candidates to serve on the Board may be made by filing a petition with the Association Secretary, not less than fifteen (15) calendar days before the Annual Meeting. Such petition must be signed by at least thirty-six (36) individuals representing nine (9) women's organizations of Member Clubs with a minimum of four (4) individuals from each Club. The petition shall contain the name and written consent of the proposed candidate. Upon the filing of any such petition, the Secretary shall mail notices thereof to the women's organization chairperson of each Member Club not less than seven (7) calendar days before the Annual Meeting, after which time the nominations shall be closed.

SECTION D: Election of Officers and Directors

1. An election of Officers and Directors shall be held at the Association's Annual Meeting. If there is a single slate for the entire Board, the election shall be viva voce vote. When there are nominations of candidates to the Board in excess of the number of Directors to then be elected, the election shall be held by written ballot and those candidates receiving the highest number of votes shall be elected.
2. The newly elected Officers and Directors shall assume their duties and positions following the Annual Meeting.

ARTICLE VIII Executive Director

There shall be a chief executive administrator of the Association known as the Executive Director. The Board shall employ the Executive Director. The Executive Director shall be the chief salaried administrator of the Association, shall be accountable to the Board and shall report directly to the President and Executive Committee. The Executive Director is responsible for providing advice and assistance to the Association and the Board.

ARTICLE IX Standing Committees

1. Standing Committees of the Association are: Executive, Calendar, Tournament, Finance, Long Range Planning, Handicap, Team, Rules, Public Relations, Awards and Membership.
2. The President shall appoint the chairpersons and members of the committees, with approval by the Board except as otherwise provided in the Standing Rules. The chairperson of each committee shall be a member of the Board.

ARTICLE X Finance

SECTION A: Fiscal Year

The Board shall determine the fiscal year of the Association.

SECTION B: Depositories

All funds of the Association shall be deposited to the credit of the Association under such conditions and in such financial institutions as shall be designated by the Board.

SECTION C: Approved Signatures

All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Association shall be as provided by resolution of the Board.

SECTION D: Bonding

All persons having access to major responsibility for the handling of monies and securities of the Association shall be bonded as provided by resolution of the Board.

SECTION E: Budget

The Board shall approve an annual budget of estimated income and expenditures. No expenses shall be incurred in excess of total budgeted amounts without approval of the Board.

SECTION F: Contracts and Debts

Contracts may be entered into, debts incurred, or property of the Association conveyed or encumbered only by the majority vote of the Board.

SECTION G: Contributions

All contributions, bequests and gifts made to the Association shall be accepted or collected only as authorized by the Board.

SECTION H: Audits

There shall be an annual examination of the financial accounts of the Association by a Certified Public Accountant. A report of this examination shall be submitted to the Board.

SECTION I: Financial Reports

A summary report of the financial operation of the Corporation shall be made annually to the membership.

SECTION J: Investments

Funds of the Association shall be invested by the Board, as it from time to time deems appropriate.

SECTION K: Legal Counsel

The Board shall retain independent legal counsel as necessary.

ARTICLE XI Parliamentary Authority

This Association shall be governed by the current edition of Robert's Rules of Order Newly Revised, in all cases to which it is applicable and in which it is not inconsistent with these Bylaws.

ARTICLE XII Insurance

The Association shall have the right to purchase and maintain liability and Director's and Officer's insurance in such amounts as from time to time the Board deems appropriate on behalf of its Officers, Directors, employees and other agents of the Association, against any liability asserted against or incurred by an Officer, Director, employee or agent in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

ARTICLE XIII

Amendments

These Bylaws may be amended at any Annual Meeting or special meeting of the Association by a two-thirds (2/3) vote of the Member Clubs present and voting at the meeting. A printed copy of the proposed amendments shall be filed with the Secretary of the Association and shall be mailed to the women's organization chairperson of each Member Club at least thirty (30) days prior to the time of voting. No provision of these Bylaws shall be subject to suspension. Member Club delegates may be represented by a proxy.

ARTICLE XIV

Notices

All notices given pursuant to these Bylaws shall be in writing and shall be deemed to be served when deposited in the United States mail, first class postage prepaid and addressed to the person to whom the notice is given at the address for such person as it appears in the records of the Association.