

MORRO BAY GOLF CLUB

Summary of Changes from the 2024 By-Laws to the Proposed 2026 By-Laws

This summary identifies the substantive changes from the By-Laws adopted November 12, 2024, to the proposed 2026 revision. Editorial cleanup and wording changes that do not alter meaning are not listed separately. This summary is not a substitute for the full proposed By-Laws.

Area	Proposed Change
Organization and tax status (Art. I)	Expressly identifies MBGC as a California nonprofit social and recreational club under Internal Revenue Code section 501(c)(7). The purpose statement is expanded to include promoting and supporting golf activities and tournaments, junior golf, NCGA membership, and golf-related social activities.
Membership eligibility and dues (Art. II §§1-2)	Changes eligibility from automatic eligibility for membership to eligibility to apply. Clarifies that a joining fee is optional; requires the Board to establish and communicate the annual renewal deadline; and expressly permits prorated dues for members joining during the year.
Member discipline (Art. II §3)	Retains the two-thirds vote and notice/hearing protections, while broadening the possible action from suspension alone to suspension or other discipline and using updated due-process language.
Board authority (Art. III §§1-2)	Retains an 8-11 member elected Board and one-year terms, but states that Board management authority is subject to the By-Laws and applicable law and clarifies the January 1-December 31 term.
Club officers (Art. III §3)	Reduces the listed officers from eight positions to four: President, Vice President, Secretary, and Treasurer. Handicap, Tournament, Rules, and Technical positions are treated as committee chairs rather than officers.
Officer eligibility and selection (Art. III §3)	Requires the President, Vice President, and Secretary to be elected by the Board from among the Directors. The Treasurer is appointed or elected by the Board and may, but need not, be a Director.
Officer duties (Art. III §§4-7)	Adds separate, modernized duty provisions for the President, Vice President, Secretary, and Treasurer. The Secretary maintains minutes, correspondence, electronic-action records, and official Club records; the Treasurer maintains financial records and reports.
Tax filings (Art. III §7)	Makes the Treasurer responsible for the timely preparation and filing of all required federal, state, and local tax returns and information returns.

Vacancies and attendance (Art. III §§8-9)	Retains Board appointment of a replacement Director. Changes three consecutive unexcused absences from an automatic resignation to conduct that may be deemed a resignation, and makes removal for nonparticipation subject to applicable law and the By-Laws.
Board quorum (Art. III §10)	Corrects the original inconsistency referring to a 7-9 member Board. A quorum is five Directors for an 8-9 member Board and six Directors for a 10-11 member Board; ordinary Board action requires a majority of Directors present when a quorum exists.
Standing committee structure (Art. IV §1)	Replaces the prior standing-committee list with exactly seven standing committees: Handicap, Membership, Nominating, Finance, Technical, Rules, and Tournament. Social and Hospitality and Publicity are no longer standing committees; Webmaster functions are incorporated into the Technical Committee. The Board may still create ad hoc committees.
Committee chairs and members (Art. IV §2)	Requires every standing-committee chair to be a Director. The Board designates each chair; chairs may appoint Club members to their committees subject to Board approval; and chairs must report to the Board and transfer appropriate Club records or funds to the Secretary or Treasurer.
Committee duties (Art. IV §§3-9)	Adds specific duties for each of the seven standing committees. New or expanded provisions cover handicap compliance with NCGA/USGA requirements, membership records and eligibility, nominations, financial review and budgeting, technology and the website, Rules of Golf questions, and tournament administration.
Tournament Committee (Art. IV §9)	Expressly assigns the Tournament Committee responsibility for formats, schedules, entries, pairings, scoring, prizes, and related matters, with coordination with the Handicap and Rules Committees. The phrase placing the Committee 'under the direction of the Tournament Chair' is not included.
Nominating process (Art. IV §5)	Moves the Nominating Committee provisions into the committee article. Retains the President and two Board-appointed Club members and the two-week written-nomination deadline, while allowing the Board to designate a chair other than the President.
Elections and organizational meeting (Art. V §§1-4)	Allows the annual Director election to occur at a general membership meeting or by ballot, including electronic ballot when legally permitted. Retains the fourth-quarter election and organizational meeting and clarifies officer and committee assignments for the coming year.

Director membership fees (Art. V §5)	Changes payment of MBGC and NCGA membership fees for serving Directors from mandatory remuneration to a payment or reimbursement the Board may authorize.
Removed posting requirement	Eliminates the original requirement to post the names and telephone numbers of all Directors, officers, and committee chairs in the clubhouse.
Board meetings (Art. VI §§1-4)	Retains the monthly-meeting expectation and member attendance, while allowing executive or closed sessions for confidential matters. Adds special-meeting notice and permits telephone, video, or other legally compliant electronic participation.
Action by email or written consent (Art. VI §5)	Adds a procedure for urgent Board action circulated electronically. Action without a meeting must satisfy California-law consent requirements, give every Director the complete proposal and an opportunity to respond, and be retained and reported by the Secretary.
Membership electronic voting (Art. VI §6)	Adds general authority for written or electronic membership ballots when permitted by law, with required ballot content, a return deadline, distribution to all eligible voters, and retention of ballot records.
Financial provisions (Art. VII)	Permits deposits in financial institutions rather than only banks; retains the prohibition against obligations exceeding available cash after known obligations; requires periodic Treasurer reports; and authorizes controls over expenditures, reimbursements, signatures, electronic payments, and account access.
Assessments (Art. VIII)	Retains the prohibition on member assessments, while clarifying that any exception must be expressly authorized by the By-Laws and applicable law.
By-Law amendments (Art. IX)	Replaces the original attendance/mailed-ballot wording with procedures for a properly noticed membership meeting or written/electronic ballot. Voting requirements are made subject to applicable law, and the Secretary must retain the results and records.
Electronic communications and records (Art. X)	Adds a new article recognizing electronic notices, ballots, consents, documents, communications, and official records to the extent permitted by law, and makes members and Directors responsible for keeping contact information current.
Rules of order (Art. XI)	Updates the parliamentary authority from an unspecified edition of Robert's Rules of Order to the current edition of Robert's Rules of Order Newly Revised, subordinate to the By-Laws, applicable law, and properly adopted Board rules.

Applicable law and severability (Art. XII)	Adds a new article requiring interpretation consistent with California nonprofit-corporation law and providing that an invalid or unenforceable provision does not invalidate the remaining By-Laws.
Reorganization and modernization	Reorganizes and rennumbers provisions into twelve subject-based articles, standardizes terminology, removes obsolete website and clubhouse-posting details, and adds an updated adoption block for Board approval and membership adoption.

Items Retained

The proposed By-Laws retain the Club's name and core golf-centered purpose; eligibility for golfers who play at Morro Bay Golf Course; an 8-11 member elected Board; one-year Director terms; the fourth-quarter annual election; monthly Board meetings; notice and hearing protections for discipline; Board authority to fill vacancies; the basic limit on financial obligations; and member approval of By-Law amendments.

Review Note

Because the Club is a California nonprofit corporation, the provisions concerning action without a meeting, electronic ballots, notices, and member voting should be reviewed for consistency with the corporation's specific legal classification, Articles of Incorporation, and applicable California law before final adoption.