

MORRO BAY GOLF CLUB BY-LAWS

Proposed Revision - 2026

ARTICLE I - NAME AND PURPOSE

Section 1. Name

The name of this organization shall be the Morro Bay Golf Club (MBGC).

Section 2. Organization and Purpose

The Morro Bay Golf Club is a nonprofit organization incorporated under the laws of the State of California and is organized and operated as a social and recreational club within the meaning of Section 501(c)(7) of the Internal Revenue Code. The Club is formed for the enjoyment and promotion of golf at the Morro Bay Golf Course in San Luis Obispo County. Its purposes include providing for membership in the Northern California Golf Association (NCGA), promoting and supporting golf activities and tournaments, promoting junior golf, and encouraging social activities associated with golf.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility

All golfers who play golf at the Morro Bay Golf Course are eligible to apply for membership in the Club.

Section 2. Dues

A joining fee, if any, and annual membership dues shall be determined by the Board of Directors. Annual dues shall be payable in advance for each calendar year. The Board shall establish and communicate the date by which renewing members must pay their dues. A member who fails to pay by the established deadline shall cease to be a member of the Club. The Board may establish prorated dues for persons joining the Club during the year.

Section 3. Suspension or Discipline

The Board of Directors may, by a two-thirds vote of the Directors present and eligible to vote, suspend or otherwise discipline a member whose conduct is determined to be contrary to the best interests of the Club. Before such action is taken, the member shall be given reasonable notice of the proposed action and an opportunity to appear before the Board and be heard.

ARTICLE III - BOARD OF DIRECTORS AND OFFICERS

Section 1. Composition

The Board of Directors shall consist of not fewer than eight (8) nor more than eleven (11) Directors elected by the membership. Directors shall serve one-year terms beginning January 1 and ending December 31.

Section 2. Authority

The Board of Directors shall be responsible for the management and proper conduct of the business and affairs of the Club, subject to these By-Laws and applicable law.

Section 3. Officers

The officers of the Club shall be the President, Vice President, Secretary, and Treasurer. The President, Vice President, and Secretary shall be elected by the Board from among the Directors at the organizational meeting following the annual election. The Board shall appoint or elect the Treasurer, who may, but need not, be a Director. All other Board members shall be referred to as "members at large".

Section 4. President

The President shall preside at meetings of the Board and meetings of the membership and shall perform such other duties as are customary for the office or assigned by the Board.

Section 5. Vice President

The Vice President shall perform the duties of the President in the President's absence or inability to serve and shall perform other duties assigned by the Board.

Section 6. Secretary

The Secretary shall keep accurate minutes of Board and membership meetings; maintain the official records of the Club, including records of actions taken electronically or by written consent; handle correspondence as directed by the Board; and perform other duties assigned by the Board.

Section 7. Treasurer

The Treasurer shall maintain accurate records of all Club receipts, expenditures, accounts, and other financial transactions; and shall be responsible for the timely preparation and filing of all required federal, state, and local tax returns and information returns. The Secretary and Treasurer shall make Club records within their custody available to the Board on a monthly basis and to the membership, if requested. ~~when requested.~~

Section 8. Vacancies

If a vacancy occurs on the Board, the remaining Directors may appoint a member of the Club to serve for the remainder of the unexpired term.

Section 9. Attendance

An unexcused absence by a Director from three (3) consecutive regular Board meetings may be deemed a tender of resignation. A Director's continuing lack of participation may constitute grounds for removal to the extent permitted by applicable law and these By-Laws.

Section 10. Quorum

A quorum shall consist of five (5) Directors for a Board consisting of eight (8) or nine (9) Directors, or six (6) Directors for a Board consisting of ten (10) or eleven (11) Directors. Unless otherwise provided in these By-Laws or required by law, an action approved by a majority of the Directors present at a meeting at which a quorum is present shall be an action of the Board.

ARTICLE IV - COMMITTEES

Section 1. Standing Committees

The Club shall have the following standing committees: Handicap, Membership, Nominating, Finance, Technical, Rules, and Tournament. These shall be the only standing committees of the Club unless these By-Laws are amended.

Section 2. Committee Chairs and Members

The Board shall designate the chair of each standing committee from among the Directors. Every standing committee chair shall be a member of the Board of Directors. Except as otherwise provided in these By-Laws, each committee chair may appoint committee members from the Club membership, subject to approval of the Board. Committee chairs shall report their activities to the Board and shall provide the Secretary or Treasurer with records or funds relating to Club business as appropriate.

Section 3. Handicap Committee

The Handicap Committee shall administer the Club's handicap program and perform duties necessary to maintain compliance with applicable NCGA and USGA handicap requirements.

Section 4. Membership Committee

The Membership Committee shall receive and process membership applications, maintain the membership roster, determine applicant eligibility, and perform other membership-related duties assigned by the Board.

Section 5. Nominating Committee

The Nominating Committee shall identify and nominate qualified Club members for election to the Board of Directors. The Committee shall consist of the President and two (2) Club members appointed by the Board. The President shall serve as chair unless the Board designates another member. Nominations for election to the Board shall be submitted to the Nominating Committee in writing at least two (2) weeks before the membership meeting at which the election is to be conducted.

Section 6. Finance Committee

The Finance Committee shall assist the Treasurer and Board in reviewing the financial condition of the Club, preparing budgets, reviewing financial reports, and making recommendations concerning the Club's finances.

Section 7. Technical Committee

The Technical Committee shall be responsible for the Club's technology needs, including its website and such electronic systems, communications, tournament technology, and other technical matters as may be assigned by the Board.

Section 8. Rules Committee

The Rules Committee shall advise the Board and membership regarding the Rules of Golf and resolve or make recommendations regarding questions or complaints involving the application of the Rules of Golf. The Committee may also advise the Board regarding Club procedures and these By-Laws.

Section 9. Tournament Committee

The Tournament Committee shall plan, organize, and administer Club tournaments and competitions, including tournament formats, schedules, entries, pairings, scoring, prizes, and related matters. The Committee shall coordinate with the Handicap and Rules Committees as appropriate.

Section 10. Ad Hoc Committees

The Board may create temporary or ad hoc committees when it considers them necessary or advisable. The Board shall determine the purpose, authority, and duration of each ad hoc committee. An ad hoc committee shall cease to exist upon completion of its assigned purpose or upon action of the Board.

ARTICLE V - ELECTIONS AND APPOINTMENTS

Section 1. Annual Election

The annual election of Directors shall be conducted during the fourth quarter of each calendar year. The election may be conducted at a general membership meeting or by a ballot distributed to eligible voting members, including an electronic ballot when permitted by applicable law.

Section 2. Organizational Meeting

As soon as reasonably practical following the annual election, the newly elected Directors, together with any Directors continuing in office and the outgoing President, shall hold an organizational meeting. At that meeting, the incoming Board shall elect a President and Vice President and make such officer and committee assignments as are appropriate for the coming year.

Section 3. Term of Office

The term of office for Directors shall be January 1 through December 31.

Section 4. Committee Assignments

At or following the organizational meeting, the Board shall appoint the chairs of the standing committees.

Section 5. Director Membership Fees

The Board of Directors may authorize reimbursement or payment by the Club of annual MBGC membership dues and NCGA membership fees for Directors serving during that year.

ARTICLE VI - MEETINGS AND BOARD ACTION

Section 1. Regular Board Meetings

The Board should hold at least one regular meeting during each calendar month.

Section 2. Attendance by Members

Club members are invited to attend regular Board meetings except when the Board enters an executive or closed session for a matter that reasonably requires confidentiality.

Section 3. Special Meetings

Special meetings of the Board may be called by the President or by such other Directors as permitted by applicable law. Reasonable notice shall be provided to all Directors.

Section 4. Electronic Participation in Meetings

To the extent permitted by California law, Directors may participate in a Board meeting by telephone, video conference, or other electronic means that allows all participating Directors to communicate with one another as required by applicable law. Participation in this manner shall constitute presence at the meeting.

Section 5. Action by Electronic Mail or Written Consent

When action is required before the next scheduled Board meeting, the President or other authorized Director may circulate a proposed action to all Directors by electronic mail or other written electronic communication. Any action taken without a meeting shall be effective only when the approvals or consents required by applicable California law have been received. Each Director shall be given the opportunity to receive the complete proposed action and respond to it. Electronic communications indicating a Director's consent may constitute written consent to the extent permitted by California law. The Secretary shall retain the proposal and all consents or responses as part of the official records of the Club and shall report the action in the minutes of the next Board meeting. This Section shall not be interpreted to permit action by electronic mail when applicable law requires the matter to be considered at a meeting or imposes a different voting or consent requirement.

Section 6. Membership Electronic Voting

When the Board determines that conducting a membership vote at an in-person meeting is impractical or unnecessary, the Board may authorize voting by written or electronic ballot to the extent permitted by California law. The ballot shall clearly state each proposed action or candidate

being voted upon, provide members an opportunity to indicate their vote, state the deadline for receipt of ballots, and be distributed to all members entitled to vote. Electronic ballots and related records shall be maintained with the Club's records as required by law.

ARTICLE VII - FINANCES

Section 1. Deposits

All funds belonging to the Club shall be deposited in one or more financial institutions selected by the Board of Directors.

Section 2. Financial Obligations

The Board shall not authorize, approve, or ratify an obligation involving the payment or expenditure of Club funds exceeding the Club's available cash balance after taking into account known obligations.

Section 3. Financial Oversight

The Treasurer shall provide periodic financial reports to the Board. The Board may establish reasonable financial controls governing expenditures, reimbursements, signatures, electronic payments, and access to Club accounts.

ARTICLE VIII - ASSESSMENTS

Assessments

No Club member shall be liable for any assessment except as expressly authorized by these By-Laws and applicable law.

ARTICLE IX - AMENDMENT OF BY-LAWS

Section 1. Amendments

These By-Laws may be repealed, revised, or amended by the membership in accordance with applicable California law and this Article.

Section 2. Membership Meeting

An amendment may be approved by a majority of the eligible voting members voting at a general membership meeting properly called and noticed for that purpose, provided any quorum or greater voting requirement imposed by law is satisfied.

Section 3. Written or Electronic Ballot

An amendment may also be submitted to the eligible voting membership by written or electronic ballot. The proposed amendment shall be provided to all members entitled to vote, together with instructions and a deadline for returning the ballot. Approval shall require the vote specified by applicable law and these By-Laws. The Secretary shall maintain the results and appropriate records of the vote with the permanent records of the Club.

ARTICLE X - ELECTRONIC COMMUNICATIONS

Section 1. Electronic Notices

To the extent permitted by California law, any notice, ballot, consent, document, or other communication required or permitted under these By-Laws may be transmitted electronically.

Section 2. Member Contact Information

Members and Directors are responsible for providing the Club with current contact information, including a current electronic mail address if they wish to receive electronic communications.

Section 3. Records

Electronic records maintained by the Club may constitute official Club records to the extent permitted by applicable law.

ARTICLE XI - RULES OF ORDER

Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised 12th edition, or the simplified version as attached, shall serve as the parliamentary authority for meetings of the Club and Board to the extent that its provisions are not inconsistent with these By-Laws, applicable law, or rules properly adopted by the Board.

ARTICLE XII - INTERPRETATION AND APPLICABLE LAW

Section 1. Applicable Law

These By-Laws shall be interpreted consistently with the laws governing the Club as a California nonprofit corporation. If any provision of these By-Laws conflicts with a mandatory provision of applicable law, the applicable law shall control without invalidating the remaining provisions of these By-Laws.

Section 2. Severability

If any provision of these By-Laws is determined to be invalid or unenforceable, the remaining provisions shall remain in effect.

ADOPTION

These revised By-Laws were approved by the Board of Directors of the Morro Bay Golf Club on _____ and adopted by the membership on _____ in accordance with the amendment provisions of the Club's By-Laws.

Date: _____