

BY-LAWS
of
DRY CREEK MENS CLUB

Submitted May 24, 1965
(Revised 2004)
(Ray rev 3 March 9 '09)

ARTICLE
Name

The name of this club shall be Dry Creek Mens Club.

ARTICLE II
Object

The purpose for which this club has been formed is to promote the sport of golf, according to these by-laws and rules.

ARTICLE III
Powers

The powers, government and management of this club, except as otherwise provided in these by-laws, shall be vested in, exercised, conducted and controlled by a board of up to nine directors who shall be members of the club. The Board shall be elected by the general membership for the purpose of conducting the general business of the club in the best interest of the club.

ARTICLE IV
Term of office of Directors

The term of office of the directors of this club shall be twelve (12) months.

ARTICLE V
Election of Directors

Section 1. The Board shall be responsible for developing a recommended slate of officers to present for election. This process will start at the March Board meeting. There shall be an open session where members may nominate candidates. The Board shall review the nominations and candidate's experience and select its recommended slate of nominations. The Board's recommendation may be up to

nine (9) directors.

- Section 2. The election of Officers of the Board shall be held at the April Meeting of the Board (or in a special Board meeting, if necessary) in a session open for all member to attend and vote. That meeting shall be noticed to all members, and will be held before the June Annual Meeting.
- Section 3. In the event there should be a disagreement to a nomination by the Board, a Member may call for a vote on that position in the open session of the Board, where a majority of the members, including the general membership present, will elect that position (subject to section 5 below).
- Section 4. The president shall not vote, but will cast the deciding vote in the event of any ties.
- Section 5. The Board shall review the nominated candidates' qualifications and consider their experience and background for the position to which a candidate may be nominated. In any event, the presidential candidates should have a minimum of 2 years experience with the club and have held a position on the Board for at least one year. The Board has the right to deny nomination to any candidate who lacks the experience for a position by a 2/3rds vote of the Board

ARTICLE VI

Vacancies in the Board of Directors

- Section 1: Whenever a vacancy occurs in the office of director, an appointee of the Board of Directors shall fill such vacancy, and the person so appointed shall hold office until the next general membership election.
- Section 2: If less than nine (9) Directors have been elected, the Board may appoint an Intern Board Officer if needed.

ARTICLE VII

Board of Directors

- Section 1. The Powers of the Board of Directors are:
- First: To conduct, manage and control the affairs and business of the club, and to make such rules and regulations therefore, not inconsistent with law and these by-laws, as in their judgment may seem best.
- Second: To oversee the management of expenditures and exercise prudent financial controls over the funds of the club.

Third: Generally to do and perform every act and thing whatsoever that may pertain to the office of a Director. The Board of Directors may make any expenditure they deem necessary for the welfare and efficient operation of the club.

ARTICLE VIII Officers

Section 1. The officers of this club shall be up to nine (9) directors as elected by the members at the general election, and shall consist of at least President, Vice-President, Secretary, Treasurer, Handicap Director, Tournament Chairman, Communications Director, and Website Administrator to serve until the members of the Board of Directors, elected at the next succeeding annual election shall enter upon their terms of office. If one person holds more than one position, an open position may be authorized by the Board until the next election.

Section 1. PRESIDENT - The Powers and Duties are:

- First: To preside at all meetings of the club and the Board of Directors, including the general membership meetings.
- Second To prepare an agenda of business affairs to be handled at the meetings, which shall be posted by the Saturday preceding the meeting and e-mailed to Board members.
- Third: To see that the by-laws and such rules and regulations as may be adopted by the Board of Directors are properly enforced, and to report to the Board of Directors any infractions of the same.
- Fourth: To call all such meetings as are herein provided to be called by him.
- A. To exercise a general supervision over the business and affairs of the club,
 - B. To make a report of the general concerns of the club during the previous period.
- Fifth: He shall be an ex-officio member of all Standing Committees, including the Membership, Tournament, and Handicap committees, and any other committees formed by the president.
- Seventh: Generally to do and perform all such duties as pertain to his office, and as may be required by the Board of Directors not inconsistent with these by-laws.

Section 2. VICE-PRESIDENT - The Powers and Duties are:

- First: In case of the absence or disability of the President, the Vice-President shall take his place and perform his duties.
- Second: If both the President and the Vice-President be absent at any meeting of the Board of Directors, or of the club, the line of succession following the Vice-president shall be the Past President, the Secretary, and then the Treasurer. The remaining members shall determine any additional succession, if needed.
- Third The Vice-President shall be chairman of the Membership Committee.
- Fourth Consideration may be given to the possibility that the Vice- president may move into the President's position at a future time.

Section 3. SECRETARY - The Power and Duties are:

- First: To keep a full and complete record of the proceedings of the Board of Directors and of the meetings of the Club.
- Second: To countersign all instruments in writing requiring his signature.
- Third: To maintain the official correspondence of the Club
- Fourth: In the event of the inability, refusal or neglect of the Secretary to make service or publication of a notice, then such notice may be served and published by the President or Vice-President, or by any person thereto authorized by either of them, or by the Board of Directors.
- Fifth. If the Secretary is not present at any meeting of the Board of Directors or of the Club, a Secretary pro tem may be chosen to perform the duties of the Secretary at such meeting.

Section 4. TREASURER - The Power and Duties are:

- First: To receive all monies of the Club and deposit the same in the name of the Club in such bank or banks as the Board of Directors may designate.
- Second: To insure that all checks are properly signed and issued and shall see that all disbursements are paid by check only.
- Third: To keep full and accurate accounts of the receipts and disbursements of

the Club, and render to the President and Board of Directors, whenever they may require it, a statement of his accounts, and of the financial condition of the Club. He shall keep vouchers of all indebtedness of the Club, which are paid until audited by the auditing committee.

- Fourth: To insure all expenses of the club are paid.
- Fifth: With Board approval, secure the services of a CPA if needed for the purpose of filing the tax returns, and insuring that such returns are filed on time.
- Sixth: Based on projected membership and current bank balance, prepare a draft budget for review at the December meeting. The final budget for the ensuing year should then be reviewed and adopted by the Board at the January meeting if possible, but no later than at the February meeting.

Section 5. HANDICAP DIRECTOR - The Powers and Duties are:

- First: To work with the NCGA in establishing the handicap index of each member, including maintaining the computer in the clubhouse.
- Second: Endeavor to insure all scores of full rounds played by members to be entered in the handicap records provided by this club.
- Third: In carrying out the foregoing duties, the Handicap Director shall be governed by the system recommended and prescribed by the Northern California Golf Association.
- Fourth: The Handicap Director shall be chairman of the Handicap Committee.
- Fifth: The other members of the handicapping committee shall assist The Handicap Director.
- Sixth: The Handicap Director will report to the Board and member who has had their handicap index adjusted and the reasons for the action.

Section 6. TOURNAMENT DIRECTOR – The Powers and Duties are:

- First: Prepare for, operate, score and distribute results and prizes for all club tournaments
- Second: Insure club meets NCGA requirements as needed
- Third: Chairman of the Tournament committee

- Fourth Responsible for the timely filing of all tournament applications to NCGA
- Fifth: Start preparations of the next year's Tournament Schedule in August or September when the NCGA starts to put out its tentative schedule for the upcoming year.

Section 7: Board Intern

- First: If elected or appointed by the Board, the duties of this position shall be to assist the Board as needed.

Section 8: COMMUNICATION DIRECTOR– The Powers and Duties are:

- First: Accomplish the bi-monthly club newsletter
- Second: Accomplish all member notices
- Third: Maintain a copy of the membership roll, including addresses, phone numbers, and pertinent information as provided.
- Fourth: Sit on the Membership Committee.

Section 9. WEBSITE ADMINISTRATOR – The powers and Duties are:

- First: Assure that the domain host website is retained and recommend to Board any suggested changes of domain host
- Second: Maintain the website with current tournament information regarding Tournament Schedule, Entry Form, Times and Pairings, and Results.
- Third: Maintain the website with current club information regarding Board Members, Board Meetings, Membership Meetings, By Laws, Renewals, and General Notice Information.

ARTICLE IX
Removal of Officers

- Section 1. Any officer may be removed under the following method:
- 1) The recommendation may be made by either a Board Member or a general member at a general business meeting.
 - 2) If approved by the Board of Directors, the item shall be placed on the agenda of the next general business meeting, or a general membership meeting (or a special members meeting, at the discretion of the Board)

- with written notification given to members at least 15 days in advance.
- 3) Should the Board deem it necessary, it may appoint an interim president.

Section 2. No officer or director shall be removed from office unless for a good cause shown by an affirmative vote of not less than three-fourths of the Board members present at the meeting.

ARTICLE X Standing Committees

Section 1. The standing committees to be appointed by the President, as provided in Article VIII of the by-laws, shall be a Tournament Committee, a Membership Committee, and a Handicap Committee.

Section 2. A. The TOURNAMENT COMMITTEE – Composed of:

The Tournament Director
At least one member-at-large

B. The purpose and function of the Committee is to assist the Tournament Director in the execution of the club tournaments. The Tournament Committee shall develop and propose the annual tournament schedule to the Board at the November meeting, which will include associated rules, participation requirements and prizes. The committee is charged with the responsibility of promoting DCMC tournaments participation and the sport of golf.

C. The committee will meet as needed

D. The Tournament Committee, subject to approval of the Board of Directors, shall arrange all tournaments and club matches. Said Committee shall be the “Committee” referred to in Section II entitled “Definitions” of the Rules of Golf of the United States Golf Association.

Section 3. A. The MEMBERSHIP COMMITTEE – Composed of:

The Vice-President, (Chairman)
The Communications Director
At least one member-at-large

B: The purpose and function of the committee is to encourage and develop the membership of the club.

C: Applicants for membership shall fill out an application blank properly signed by a member in good standing, which shall be submitted to the Committee.

D: The Membership Committee shall have charge of obtaining applications for membership and shall devise ways and means in an endeavor to keep the membership of the Club at the maximum limit. It shall (through appointed members) examine all application for membership, investigate the standing and desirability for membership of applications and approve the results as necessary.

- Section 4.
- A. The HANDICAP COMMITTEE, composed of
 - The Handicap Director
 - The tournament Director
 - One additional Board member
 - At least one member at large

 - B. The purpose of the Handicap meeting shall be to assist the Handicap Director in the tasks of meeting the rules and spirit of the NCGA handicapping system and of monitoring the members' handicap indexes by:
 - 1. Assisting in insuring that all members scores are posted accurately.
 - 2. Disseminate information to insure all members understand the proper method of posting scores and understanding the basis of the GHIN
 - 3. Other tasks as determined necessary to fulfill the duties of the committee.

ARTICLE XI Membership

- Section 1.
- A. The membership of this club shall be confined to male persons. No person under the age of eighteen (18) shall be eligible for membership except as provided in Section 2 of this Article.

 - B. The members shall have the responsibility to elect the Board of Directors and to ratify any changes to the by-laws. They are not involved in the day-to-day operation of the club

- Section 2.
- Junior Golf memberships
 - A. Before a junior golfer is admitted into the Club, he shall pass the Membership Committee's approval as to sportsmanship, adherence to golf courtesy, willingness to compete under the Club's established rules and be morally acceptable to the Club. Under this membership, the Junior will be able to maintain his golf handicap index.

 - B. The Junior program may operate at a minimum level. If at some time, a higher level of interest should prevail, the Board may activate the Junior program, and

possibly form a Junior Membership/program Committee.

C. The Committee shall also consider the following factors before arriving at a favorable motion to accept junior memberships:

- a. Age Limit: A minimum age of twelve (12) years shall be required for eligibility. At the age of 19, the Junior member's rights will terminate, and he will become a regular member.
- b. Membership Dues: Fees and dues shall mirror the NCGA fees, so the junior member's only costs will be the NCGA's. If the Junior participates in tournaments, he shall pay the normal tournament fees.
- c. Participation in Tournaments: Shall be allowed to compete in all tournaments requiring an entrance fee except a home and home. Those failing to qualify for the Championship Flight of the annual Club Championship Tournament shall compete in a Junior Flight only. (Four members shall be required for a Junior (net) Flight.
- d. Each Junior applicant must be sponsored by a member in good standing.

ARTICLE XII

Suspension and Expulsion

Section 1. The Board of Directors shall have the power, by a majority vote of its members, to suspend, expel or forfeit the membership of any member for conduct, which, in its opinion, is likely to be prejudicial to the welfare, interest, repute or character of the Club.

Section 2. No vote shall be taken by the Board of Directors on a proposed forfeiture, suspension or expulsion, until ten (10) days' notice in writing, setting forth the charge or charges against such member, shall have been served upon the member concerned by sending to him by registered mail, and such member shall have the right to be heard before the Board before any final vote is taken thereon.

ARTICLE XIII

Meetings of the Club

Section 1. The Board of Directors shall meet to carry out the general business of the club. Any member in good standing may attend these meeting, but may not vote on general club business. There shall be an open session where members may bring up topics for discussion and action as necessary.

Section 2: The annual Membership meeting shall be the June Tournament.

- Section 3. The order of business at the annual meeting of the Club shall be as follows:
- First: Meeting called to order by outgoing president.
 - Second: Report of the outgoing President.
 - Third: Reports of outgoing Board Members as warranted
 - Fourth: Presentation of the new Board of Directors
 - Fifth: New Board of Directors takes over.
- Section 4. Special meetings of the Club may be called and held at any time by order of the President, and the President must at any time call a special meeting of the Club upon the written request of three (3) or more Directors of the Club.
- Section 5. At least five (5) days before the holding of any special meeting of the Club, written notice thereof, specifying the time and place of the meeting and the purpose for which the same is called, shall be either posted on the Club bulletin board or given to each member by mail.
- Section 6. At all membership meetings of the Club, whether regular, special or adjourned, a majority of members shall constitute a quorum for the transaction of business, but a smaller number than a quorum may, in the absence of a quorum, continue any meeting from time until a quorum shall be present, and until the business of the meeting shall have been accomplished.

ARTICLE XIV Meetings of the Board of Directors

- Section 1. The meetings of the Board of Directors shall be at such time and place, as the President / Board shall determine, although it will endeavor to maintain a schedule that members may follow.
- Section 2. A majority of the Directors shall be necessary and sufficient to constitute a quorum and to form a Board for the transaction of business; provided however, that a smaller number of Directors than a majority may, in the absence of a quorum, continue and adjourn any meeting, from time to time, until a quorum shall be present.

ARTICLE XV Fees and Dues

- Section 1. The annual fees due from the members shall mirror the fees required by the NCGA (\$30), plus operating expense (\$40) for a total \$70. Should NCGA fees increase, the Board may adjust the annual fee to maintain the same spread. Such fees may be reviewed by the Board and adjusted accordingly. Adjustments shall be ratified at the next general Membership meeting or at an open meeting for

members.

- Section 2. The dues for persons joining the Club after the NCGA cutoff date of December 15 shall include and additional ten dollars for “initiation/rejoining” (\$80 total) and may be adjusted per Section I.
- Section 3. Dues shall be due and payable on the 15th of November and shall be delinquent after the 15th of December. These dates may be adjusted as necessary by the Board to meet NCGA requirements.
- Section 4. No member, who is delinquent in his dues or any obligation owing to the Club, is eligible to play in any of the Club tournaments or to enjoy any of the Club privileges until dues or obligations are paid in full.
- Section 5. The members of the Board of Directors shall not be assessed for dues during their term of office.

ARTICLE XVI Certificates of Membership.

- Section 1. The NCGA membership card shall serve as evidence of membership.

ARTICLE XVII Amendments

- Section 1. These by-laws may be altered, amended or repealed. The Board may approve amendments by a 2/3s majority of the Board Members present at its meeting, with ratification at the next scheduled membership meeting by a 2/3s majority of the members present. Notices of any amendments to be ratified shall be provided at least 10 days prior to general membership meetings.

ARTICLE XVIII Construction of by-laws

- Section 1. On all questions as to the construction of these by-laws, the decision of the Board of Directors shall be final and conclusive.

ARTICLE IX Proxies

- Section 1. Board Members may use signed proxies to give their voting authority to other Board members.