

Bylaws of the Metropolitan Golf Club

ARTICLE 1 - Name and Location

1.1 The name of this organization is the Metropolitan Golf Club (hereinafter the Club) which is a non-profit unincorporated association,

1.2 The home course is Metropolitan Golf Links at 10051 Doolittle Drive Oakland, CA 94603.

ARTICLE 2 - Purpose

2.1 General Purpose: The Club is organized exclusively as a golf and social club and operated for the recreation and pleasure of its members within the meaning of 501c(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.

2.2 Specific Purposes

(a) To organize and conduct tournaments for the purpose of increasing competition and sportsmanship.

(b) To be affiliated with Northern California Golf Association and The United States Golf Association.

(c) To protect and improve the Metropolitan Golf Links and its facilities.

(d) To provide members a legitimate golf handicap in accordance with USGA guidelines

ARTICLE 3 - Membership

3.1 The active membership shall be limited to three hundred individuals. A waiting list will be created in order of application if needed.

3.2 Classes of Members

(a) Regular members: Persons of 18 years or more who have properly completed and submitted an application and appropriate dues to the Club.

(b) Junior Members: Persons of 12 to 17 years of age who have properly completed and submitted his or her application and appropriate dues to the club.

(c) Honorary Members: Persons who have been approved by a majority of the Board of Directors for greater than usual meritorious service to the Metropolitan Golf Club, the Metropolitan Golf Links and/or the game of golf. No application or dues are required of Honorary Members. The Board of Directors shall be limited to the installation of two Honorary Members per year. Honorary members may be determined to be annual or lifetime.

3.3 All members shall have equal voting rights. Every member in good standing shall have one vote with respect the election of Board Members and to those matters submitted to the members for action or approval.

3.4 All Regular and Junior members shall pay an annual membership fee to the Club in such amounts and in such manner as determined by the Board of Directors.

(a) The renewal period is from October 1st to November 30th.

(b) The club will notify members of yearly fees and due dates no later than October 1st.

(c) The Treasurer and Membership Chairman shall meet between the first and fifteenth of January to determine delinquent members. If a delinquent member's fees are not paid by December 31st, the member's name shall be removed from the active roster. The member shall be notified of such action.

3.5 Membership in the Club will include membership in the Northern California Golf Association and the

USGA GHIN system.

3.6 Any member may be suspended or expelled with or without cause for any action deemed harmful to the best interests of the Club by a majority vote of the Board of Directors. Such member has the right to be heard by the Board of Directors as well as the right to appeal to the membership.

ARTICLE 4 - Meetings

4.1 The Board of Directors shall meet at least 10 times per year.

4.2 No business shall be conducted unless a quorum of six Board members is present.

4.3 Special Board meetings may be called by the President or any six Board members of the Club. All available members of the Board must be given at least 24 hours notice of the meeting and of the purpose for which it is being held. A quorum of six Board members is required and business is limited to the purpose for which the meeting is called.

4.4. If an officer or Board Member fails to attend three consecutive Board meetings without reasonable excuse, the Board may declare his or her office vacant and the Board may select a successor to fill the remainder of the term.

4.5. Board meetings are open to all active members.

4.6 Any required notice to the membership of the Club may be given by postal service or electronic mail.

ARTICLE 5- Directors and Officers

5.1 Officers: The officers of the Club shall be President, Vice-President, Secretary and Treasurer. The Club shall also have eight Directors. The positions of Tournament Chair, Membership Chair, and Handicap Chair, shall be appointed from these directors. These Officers and Directors shall constitute the Board of Directors.

5.2 Director duties: Directors will have the responsibility of managing the affairs of the club. Officers implement the decisions of the Board of Directors and maintain the general procedures involved in running the Club. All actions taken by the Board shall be available to the members.

5.3 Officer duties:

(a) President: The President will preside at all board meetings. The President will have the authority to appoint committees and sub-committees necessary for the operation of the Club. Such appointments shall be reported to the Board. The President is empowered to disburse club funds up to seventy-five dollars for any single club expenditure without Board approval.

(b) Vice-President: The Vice-President will assist the President in such manner as the President requests. The Vice-President shall perform the duties of the President at which time(s) the president is unavailable. The Vice-President will become President in the event that the President becomes unable to perform the duties of the office.

(c) Secretary: The Secretary will maintain meeting minutes, keep the records of the Club and correspond on behalf of the Club. The Secretary will furnish minutes of Club meetings to the Board. The Secretary will also maintain a Member information and assist the Membership Chairman.

(d) Treasurer: The Treasurer with the assistance of the Membership Chairman and the Tournament Chair has charge of all Club funds and the disbursement of said funds. The Treasurer will maintain fiscal records displaying all receipts and expenditures to the Board of Directors. Each year the Treasurer will develop and propose an Annual Budget to the Board for approval. The Board may grant authority to other Directors to assist the Treasurer in handling the finances of the Club.

5.4 Committee Chair Duties:

(a) Membership Chair: The Membership Chair maintains the roster of the Club, oversees the annual membership drive to solicit and procure members. The Membership Chair assists the Secretary in

notification of bulletins, Club periodicals, and other correspondence relative to Club business to members. In January of each year, the Membership Chair, Secretary and Treasurer confer to confirm eligibility of members

(b) Tournament Chair: The Tournament Chair is in charge of Club tournaments and Club matches. The Chair will create a tournament calendar, procure dates and sites with courses, and oversee the play of Club tournaments.

(c) Handicap Chair: The Handicap Chair, with the assistance of the Tournament Chair and the Handicap Committee, maintains a fair and equitable golf handicap for each active member in accordance with the principles of the United States Golf Association.

(d) Rules Chair: The Rules Chair is the authority of the Club for the Rules of Golf. The Chair will make recommendations to the Club for policies pertaining to local and Club golf rules and procedures. The Rules chair may be a member of the Board of Directors or be from the general membership of the Club.

5.5 Board Member Recall: Any Board Member of the Club may be recalled in the following way.

A petition of recall signed by ten Members in good standing must be submitted to the Board of Directors.

A hearing will be conducted by the Board at which all interested Members and the Board Member(s) petitioned will be heard. The written notice of this meeting must be sent to the membership one week prior to the date. The Board will decide on the validity of the petition by a majority vote by secret ballot in Executive Session at its next regular meeting.

If the petition is deemed persuasive, a recall election shall be conducted. Voting shall be done by the Membership by secret ballot. At least two week notification of the meeting and recall vote must be furnished to the Members. A successor to any recalled Board Member(s) will be elected by the Board to serve the term.

5.6 Board Member Vacancy: Any vacancy occurring on the Board of Directors shall be filled by the Board for the un-expired term only.

5.7 Compensation: All Board members will serve without financial compensation.

ARTICLE 6 - Committees and Sub-committees:

6.1 Officers and Directors may form as necessary groups of members to assist them in Club pursuits. Formation of such committees must have Board approval.

6.2 Committees of the Club may be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Club or any operations needing study, recommendation, or action. The Board may establish such special committees in addition to those specified in this article as it deems appropriate.

6.3 Standing Committees:

Tournament Committee

Handicap Committee

Audit Committee

Nominations Committee

Rules Committee

6.4 Special Committees: Special committees may be formed by the President, Vice-President or a majority vote of the Board of Directors.

ARTICLE 7 - Financial Matters

7.1 All property of the Club, both real and personal, shall be vested in the Club.

7.2 The fiscal year of the Club shall be from October 1st through September 30th.

7.3 An annual audit committee appointed by the President shall conduct an audit of the Treasurer's records after the close of the fiscal year under audit procedure approved by the Board of Directors. The audit report shall be submitted to the Board within three months of the end of the fiscal year.

7.4 The Club may establish one or more checking, savings or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Club purposes.

7.5 No Director, Officer or Member shall be personally liable for any indebtedness or financial liability incurred by the Club. Any and all creditors shall look only to the Club's assets for payment.

7.6 Dissolution Clause: If the Club is closed, any remaining assets will be contributed to another non-profit organization related to the game of golf. The organization will be determined by vote of the remaining members of the Club.

ARTICLE 8 - Elections

8.1 The Board of Directors shall be elected by the Membership to serve a one-year term commencing October 1st.

8.2 There are no term limits on Board Members.

8.3 Nominations: At the August Board meeting the Board of Directors shall appoint an Nominating Committee consisting of three club members. The Nominating Committee shall compile a list of nominees by:

- (a) Determining desire to continue service by incumbent Board Members.
- (b) Nominating current Club members in good standing who wish to serve as Board Members.
- (c) Identifying current Club members in good standing who wish to be Board Members that have submitted to the Nominating Committee a petition signed by a minimum of Club members in good standing.
- (d) Submit a list of nominees to the Board of Directors at the September meeting.

8.4 Elections shall be held during the last two weeks of September.

8.5 Ballots shall be provided to all members in good standing by e-mail and on the Club website prior to elections. Candidates shall be listed in alphabetical order by office sought.

8.6 Ballots may be cast by Members via the Club website or the Club drop box.

ARTICLE 9 - Indemnification

9.1. Right to Indemnification: Each person who is or was a party to or involved in any legal action or proceeding by the fact that he or she is or was a Director or Officer of the Club shall be indemnified and held harmless by the Club to the fullest extent of state law.

9.2 Non-Exclusivity of Rights: The right to indemnification conferred in this article shall not be exclusive of any other right that a person may have or acquire under any statute or provision of the articles of incorporation.

9.3 Insurance: The Club may purchase insurance on behalf of any person who is or was a Director, Officer or Member of the Club against any liability asserted against said person incurred by the performance of Club activities or procedures.

9.4 Changes to State Law: If there is any change of the State statutory provisions applicable to the Club relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change

provides The Club broader indemnification rights than before the change. Subject to the next section, the Board of Directors is authorized to amend these Bylaws to conform to any such changed statutory provisions.

9.5 Amendment or Appeal: No amendment or appeal of this Article shall apply or to or have any effect on any director, officer, employee, or agent of The Club for any acts or omissions occurring before the amendment or repeal.

9.6 Impact of Tax Exempt Status: The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Club's status as a tax exempt organization as described in 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 - Amendments to Bylaws

10.1 Any proposed amendment to the Bylaws of the Club must be submitted to the Board of Directors in writing at any Board meeting or special meeting called for that purpose. The Board will study the proposed amendment.

10.2 Written notice must be given to the Membership that a Bylaws amendment is being considered by the Board.

10.3 An amendment shall be in effect immediately upon receiving a two-thirds vote of the Board of Directors.

10.2 Inspection of Bylaws: The original copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be open to inspection by members, officers and directors.