

BY-LAWS OF CRYSTAL SPRINGS
MEN'S GOLF CLUB

Article I

NAME AND ORGANIZATION

Section 1. CRYSTAL SPRINGS MEN'S GOLF CLUB is incorporated under the General Non-Profit Corporation Law of the State of California, hereinafter called the Club.

Section 2. Place of Business. Its principal place of business shall be at the Clubhouse of CRYSTAL SPRINGS GOLF COURSE, 6650 Golf Course Drive, Burlingame, San Mateo County, California.

Article II

MEMBERSHIP

Section 1. Class of Members. There shall be but one class of membership which shall be composed of playing members.

Section 2. Membership. Membership in the Club shall be available to all males 21 years or older. There shall be a maximum of three hundred persons holding membership at any time.

Section 3. New Members. Persons applying for membership shall do so by written application containing their contact information in a format prescribed by the Board of Directors. The applicant must pay all admission fees and dues required for membership.

Section 4. Rights and Privileges. Each member in good standing shall have equal voting rights, be eligible to hold office and enjoy the privilege of participating in all Club activities subject to compliance with Club rules and regulations.

Section 5. Membership Transfer and Termination. Membership shall be non-transferable and shall terminate or lapse upon voluntary retirement, failure to pay dues or assessments, or expulsion as hereinafter provided. Upon termination all rights, privileges and interests shall cease.

Section 6. Notification Address. Each member shall provide a preferred contact address for notices, whether it be email, U.S. Mail or other subsequent notification system not yet known or adopted by the Club at the present time, given future changes in technology.

Section 7. Expulsion. No member shall be expelled except for conduct determined to be by the Board of Directors to be detrimental to the best interest of the Club and/or exhibiting unsportsmanlike conduct that is unbecoming the spirit of the game and/or the Rules of Golf. Such determination shall be made only after a hearing with the Board of Directors. The accused member shall be given no less than a ten day notice of the hearing, delivered to his address as contained in Club records. Such notice shall specify with reasonable certainty the charges made and at the hearing before the Board said member shall be entitled to be informed of his accuser(s).

Article III

DUES AND ASSESSMENTS

Section 1. Admission Dues. Admission dues shall be determined by the Board of Directors and approved by the membership and shall be payable with application.

Section 2. Club Dues. The annual Club dues shall be determined by the Board of Directors and approved by the membership. These dues shall be paid within thirty days of billing. The Club will also collect and remit its members annual NCGA dues.

Section 3. Assessments and Indebtedness. Assessments may not be levied by the Board of Directors without the written consent of the majority of the Club members or by a majority vote of said members at a membership meeting duly convened pursuant to notice of the business to be transacted, at which a quorum shall be present and acting. The Board of Directors shall not incur any indebtedness, obligation or liability in excess of funds in the Club treasury.

Section 4. Green Fees. In addition to the annual dues and any assessments, each member shall pay such monthly green fees as shall be agreed upon between the Club and the course management, such green fees to be paid directly to the course management.

Section 5. Termination of Membership for Failure to Pay.

- (a) A member may be terminated by management for failure to pay green fees. A member so terminated may be reinstated upon payment of delinquent green fees.
- (b) Club annual dues shall be delinquent if not paid by January 31st of each year. If annual dues are not paid by January 31st, dues will be doubled. If the double annual dues are not paid by February 28th, the membership shall be terminated.

Article IV

GOVERNMENT

Section 1. Board of Directors.

- (a) The management and control of the Club and its business and property shall be vested in and exercised by a Board of Directors consisting of nine members, to be elected from the Club membership.
- (b) In addition to the nine elective directors, as above provided, each ex-President of the Club shall be an ex-officio member of the Board of Directors for a period of one year after he ceases to hold the office of President, provided that he shall have no vote, except in the case of a tie, or unless he is also occupying an elective term as director.

Section 2. Tenure of Office.

- (a) Nine directors shall constitute the board and continue in office until their successors are chosen as herein after provided.
- (b) All board members shall be elected for two year terms, four members to be elected on even number years, five to be elected on odd numbered years. Terms will start on January 1 and end on December 31.

Section 3. Powers of the Board. Except as expressly restricted or limited by these by-laws, the Board of Directors shall have all of the powers vested by law in the directors of a non-profit corporation, and such powers shall include, without limiting the generality of the foregoing, the right to:

- (a) Appoint and act through Committees composed of its own members, or other Club members, or both, or delegate the power to constitute any Committee and appoint the members thereof to the President.
- (b) Fill any vacancy upon the Board for the unexpired term.
- (c) Contract with the golf course management for playing arrangements and club house privileges and establish rules and regulations for membership exercise of such arrangements and privileges.
- (d) Levy assessments upon members, subject to the restrictions and limitations hereinbefore imposed by these by-laws.

Section 4. Meetings and Organization of the Board.

- (a) A regular meeting of the Board of Directors shall be held once a month, as directed by the President. Time and location of the meeting shall be posted on the Club website and bulletin board at least seven days in advance of the meeting.
- (b) Special meetings may be called by the President or Secretary, or any three members of the Board, upon five days notice of time and place to the other directors.
- (c) Quorum and Conduct of Meetings. Five members of the Board shall constitute a quorum for the transaction of any business and the meetings shall be conducted in accordance with Roberts Rules of Order, unless inconsistent with these by-laws.
- (d) Organization and Election of Officers. At the first regular meeting of the Board following the annual election of directors, the Board shall organize itself by the election of new officers to consist of a President, Vice President and Secretary-Treasurer which latter officer may, but need not be a member of the Board of Directors. Each Board may prescribe its own method for selection of such officers, whether by secret ballot or otherwise. Nothing herein shall be construed as barring the selection of an incumbent officer, unless he is an ex-officio member of the Board only.
- (e) Powers and Duties of Officers.
 - (e-1) President. The President shall have general supervision over the activities and affairs of the Club, its property and relations with its employees and the general public. He shall preside at all meetings of the Club and the Board of Directors. He shall be ex-officio a member of all committees.
 - (e-2) Vice President. The Vice President shall act in the absence or disability of the President, with the same powers and duties. Should neither President or Vice President be present at any meeting, a presiding officer shall be chosen by voice vote.
 - (e-3) Secretary-Treasurer. He shall make and preserve in the Club records proper minutes of Club and Directors meetings

He shall maintain a membership list containing current contact information.

He shall preserve the seal of the Club and all Club records and property.

He shall deliver all notices called for under these by-laws or otherwise; conduct the Club correspondence and arrange to make all necessary tax returns.

He shall collect and discharge Club funds as directed by the Board and keep proper books of account which shall be at all times open to the inspection of the Board.

He shall make financial reports as required by the Board.

He shall perform such other duties as the Board shall prescribe.

He shall be bonded in such amount as the Board shall prescribe, commensurate with the funds being handled, and the premiums shall be paid by the Club.

He shall be compensated through arrangement with the Board.

He shall publish a financial report 15 days prior to each general meeting, and make available on the Club website / and bulletin board.

- (f) Club Funds and Banking Arrangements. Club funds shall be deposited in one or more bank accounts in the Club name and shall be withdrawn by checks signed by not less than two of the signatories authorized from time to time by the Board. Bank statements and corroborating records shall be preserved for a period of at least five (5) years.
- (g) Auditing of Club Books. Club shall have all financial books audited at the end of each year, or upon change of office of treasurer. Auditor to be selected by Board, and shall not be a director.

CLUB MEETINGS

Section 1. Annual Meetings. Semi -annual meetings shall be held, one in the spring and one in the fall, dates to be determined by the President. If any Club action is to be proposed or taken at such meetings it shall be described with reasonable particularity in the notice of the meeting. Notice of the time and place of the meeting shall be delivered to the members not less than ten (10) days prior to the date of the meeting. The agenda shall be posted on the website / bulletin board 15 days prior to the fall meeting.

Section 2. Special Meetings. A special meeting may be held at the call of the Board upon ten (10) days notification to the members which shall describe the reason for the business proposed to be transacted at such meeting. The Secretary shall call such a special meeting within a reasonable time after receiving requests delivered by not less than twenty-five (25) members, and which requests must describe with reasonable particularity the matters desired to be presented to such meeting sufficient to give notice to the members of the business proposed to be transacted.

Section 3. Quorum and Proxies. Ten (10%) percent of the members shall constitute a quorum at any meeting of the Club. If there is less than a quorum at any meeting, a majority of the members present may vote to adjourn from time to time without further notice until a quorum is present. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting originally called.

Section 4. Conduct of Meetings. Meetings shall be conducted according to Roberts Rules of Order, unless inconsistent with these by-laws. Action shall be by majority vote unless a different percentage is provided by these by-laws.

Section 5. Action by Written Assent. Any action necessary to be taken by the members at large may, in lieu of a membership meeting be taken by written consent, which may be signed in counterparts by the requisite number of entire membership, describing the action taken and delivered or returned to the Secretary.

Article VI

ELECTIONS

Section 1. Nominating Committee. A committee of five members shall be selected each year by the Board of Directors prior to September 1 for the purpose of nominating members to fill the terms of Directors expiring in December. Such committee shall be composed of one Director, who is not up for election that year and he shall be Committee Chairman, and at least four members who shall not be directors. Such Committee shall solicit and nominate member candidates for such offices, not to exceed in number twice the offices to be filled. The Committee shall obtain consent of each member to be nominated and the list of nominees shall be selected and posted upon the Club website and bulletin board along with a biographical profile on each nominee not later than 15 days prior to the Fall meeting. Such list to be included in the notice of annual meeting as hereinbefore provided.

Section 2. Voting Process. The Secretary shall not later than October 15 mail to each member at this address contained in the Club records a written ballot containing the names of all nominees and specifying the number of Directors to be elected. Such ballot shall contain appropriate markings so that the voter may indicate the nominees for whom he desires his ballot cast, not to exceed the number of offices to be filled; a voter may vote for fewer candidates than the offices to be filled, but a ballot marked for candidates in excess of the number of said offices shall invalidate the ballot. Voting shall close not later than 10 days after ballots mailed and ballots not returned to and received by the Election Committee by said date shall not be cast or counted. In mailing the ballots to members, the Secretary shall include a ballot envelope in which the ballot shall be sealed and a return envelope addressed to Chairman of Nominating Committee, at his address, upon the outside of which the member shall write his name and GHIN number, for identification purposes. The ballot shall state the final date within which it must be received by the Nominating Committee to be voted. If for any reason mailing of ballots to members should be delayed, then not less than ten (10) days time between mailing to members and return to the Nominating Committee shall be provided.

Section 3. Casting of Ballots. An election committee of three (3) Club members shall be appointed by the Board of Directors not later than October 15. Such Committee shall meet promptly after the close of voting and shall receive from the Nominating Committee the returned envelopes containing ballots. With the aid of the Secretary the committee shall verify the name of the return envelope as a member in good standing. The ballot envelopes shall then be placed together in a container and thereafter opened and the ballots cast and votes tabulated by the Election Committee. The candidates receiving the highest number of votes shall be elected according to the number of offices to be filled. Any decision of the Election Committee may be reviewed by the Board of Directors upon written request of any candidate and notice to all candidates affected and the determination of the Board of Directors shall be final.

Article VII

By-law Amendments, Construction and General Provision.

Section 1. Amendments. These bylaws may be amended, altered or repealed or new by-laws adopted at any regular meeting or at any special meeting called for that purpose at which meeting a quorum is present and acting, by a vote of two-thirds of the members present in person or by proxy, or by the written assent of a majority of the members of the Club.

Section 2. Notices. Members shall be responsible to provide the Secretary of any change in contact information and notice shall be validly given when addressed to the member at the contact address shown upon Club records, whether it be US mail or electronic delivery as requested by the member.

Section 3. Construction. Any question concerning the meaning and intent of these by-laws shall be determined by the Board of Directors, whose interpretation shall be final.

Adopted: February 21, 1958

Changes approved by Membership: October 18, 1986

February 1, 1996 May 14, 2016