

THE CLUB AT APPLE MOUNTAIN CONSTITUTION AND BY-LAWS

2012 AMENDED BY-LAWS

Article I – NAME

The name of this golf club shall be The Club at Apple Mountain (the Club).

Article II – PURPOSE

FIRST: To stimulate interest in golf at the Apple Mountain Golf Resort by bringing together a group of golfers desirous of forming a golfing organization.

SECOND: To promote and foster among the members a closer bond and fraternity for their joint and mutual benefit, and to promote and conserve the best interests and true spirit of the game of golf as embodied in its ancient and honorable traditions.

THIRD: To encourage conformance to the USGA Rules of Golf by creating a representative authority.

FOURTH: To maintain a uniform system of handicapping as set forth in the NCGA/USGA Handicap System.

FIFTH: To provide an authoritative body to govern and conduct club competitions at other courses.

Article III – MEMBERSHIP

Section 1. Membership shall be available to all men and women 18 years of age or older. There shall be a minimum of twenty members in the Club.

Section 2. Memberships in the Club are individual and non-transferable. Dues include membership in the Northern California Golf Association (NCGA). All members of this club will be registered for NCGA membership.

Section 3. Only golfers with a reasonable and regular opportunity to play golf with fellow members and who can personally return scores for posting may be members and receive NCGA/USGA Handicap Indexes.

Section 4. Memberships in the Club are for a calendar year only, with all memberships expiring on December 31.

Section 5. The fiscal year for the Club will be January 1 through December 31.

Section 6. The Board of Directors may confer honorary memberships upon those whom they feel have contributed to the advancement of golf.

Section 7. In the event that any member of the Club shall commit any act which reflects discredit or disrepute thereon or shall refuse or neglect to comply with the rules and regulations of Section I,

Etiquette of the USGA. Rules of Golf, and rules and regulations adopted by the Board of Directors, such member shall be subject to probation, suspension, or expulsion by a vote of two-thirds of the Board of Directors at any regular or special meeting called for such purpose. However, such probation, suspension, or expulsion shall be effective only after written notice to the affected Member is delivered by first class mail, registered mail, or Federal Express mail at least fifteen (15) days prior to the effective date of such probation, suspension, or expulsion. Said notice shall state the reasons for the probation, suspension, or expulsion, and shall provide the opportunity for a hearing by the Board of Directors, orally or in writing, at least five (5) days before the effective date thereof; in accordance with the Sturgis Standard Code of Parliamentary Procedure. A member who has been expelled may apply for readmission after one year from the effective date of expulsion.

Section 8. The annual meeting of the Club shall be held after the final round of the Member-Guest Tournament in October. The Board of Directors shall provide for the holding of such other meetings as may be deemed necessary or desirable, and they shall call special meetings upon written petition signed by not less than twenty-five percent (25%) of the membership.

Section 9. A legal quorum at any meeting shall be twenty percent (20%) of the membership in person or by proxy. Each active member in good standing shall be entitled to one vote.

Section 10. All membership fees and dues shall be established by the Board of Directors from time to time in such amounts as they deem to be adequate to operate and maintain the club. All monies collected shall accrue to the benefit of the membership.

Article IV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of six members in good standing of the Club and they shall exercise all powers of management of the Club not specifically excepted by these By-Laws.

Section 2. Election of Directors: An election for directors shall be held at the general membership meeting in October. At least five weeks prior to the annual meeting, the Board of Directors shall post on the Club bulletin board a ballot for members who wish to be nominated to the Board of Directors. A nominee will be any member in good standing. At least four weeks prior to the annual meeting the Board of Directors will compile a listing of all members that have been nominated. Approximately three weeks prior to the annual meeting a ballot will be sent by Email or first class mail to each member at their last known address with a listing of all candidates nominated and a copy of such list will be posted on the Club bulletin board. The term of office shall be twelve (12) months commencing on December January 1st. The newly elected Board will meet no later than the end of November to select their officers.

Section 3. Voting: Voting shall be by written or email ballot and the six names receiving the greatest number of votes cast shall be declared to be elected. In the event a tie vote makes this not possible, the winning candidate shall be determined by lot. The Board shall appoint a committee of three judges who are not members of the Board or candidates for election to supervise the election.

Section 4. The Board of Directors shall meet at such times and places as the president may direct and a majority of the Board shall constitute a quorum at any meeting.

Section 5. In the case of any vacancy through death, resignation, disqualification or other cause, the president may nominate a member in good standing to serve as a member of the Board until the next election. Such nominee shall require a positive vote of a majority of the full Board of Directors at which time the nominee shall be a voting member.

Article V - OFFICERS AND COMMITTEES

Section 1. The officers shall consist of president, vice-president, secretary, treasurer, handicap chairman, and tournament chairman, and their duties shall be such as their titles would indicate or such as may be assigned to them respectively from time to time. An officer may hold more than one office subject to the approval by the Board; however, the officer will have only one vote.

Section 2. The Board of Directors shall authorize and define the powers and duties of all committees. Chairman and members of all committees may be appointed by the president, and the president shall be an ex-officio member of all committees except the nominating committee.

Section 3. Except as modified by the Board of Directors, all appointed committees shall function as recommended in the NCGA Handicap System Manual. The following committees may be appointed each year, with such other committees as the president may deem necessary or advisable:

Tournament Committee: to arrange and schedule with the management of any golf course as necessary, and conduct all intra-club and inter-club competitions including NCGA qualifying events.

Handicap Committee: composed primarily of members with the responsibility to establish a fair and proper system of handicaps in accordance with procedures set forth in the NCGA/USGA Handicap System Manual. The Handicap Committee shall also serve as the Rules Committee.

Section 4. All actions of the Committees that materially affect the members of the Club shall be presented to the Board of Directors for final approval.

Article VI - AMENDMENTS OF BY-LAWS

Section 1. Amendment of By-Laws: The Board of Directors shall have the power to adopt, amend or repeal any of the bylaws unless the action would:

- (a) materially and adversely affect the rights of members as to voting
- (b) increase the quorum requirements at general meetings
- (c) change the number of directors or extend the term of directors

Any change in the By-Laws described in Paragraphs (a), (b), or (c) requires a vote of the members at a regularly scheduled meeting.

Section 2. Any change in the bylaws by the Board of Directors must be posted on the club bulletin board for thirty (30) days before it becomes effective.

The Fifth Amendment of the By-Laws voted on and passed by the Board of Directors in June, 2012.