

BY-LAWS - 2nd REVISION
OF
SENIOR MEN'S GOLF CLUB
Empire Ranch Golf Course

ARTICLE 1: NAME:

The name of the club shall be: SENIOR MEN'S GOLF CLUB which is located at Empire Ranch Golf Course, Carson City, Nevada.

ARTICLE 2: PURPOSE:

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To stimulate interest in golf at Empire Ranch Golf Course and at other golf courses on a visitation basis by bringing together local senior men as a group of golfers desirous of forming a golf an social organization.

To promote and foster among these senior men 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.

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

To provide an authoritative body (more commonly known as the Board of Directors), elected by the members, to govern its members, conduct golf competitions and other golf related social events.

ARTICLE 3: MEMBERSHIP:

Section 1: Membership shall be available to all senior men who have attained the age of 60 years.

Section 2: Membership in the Senior Men's Golf Club is/are individual and nontransferable and is/are solely associated with Empire Ranch Golf Course which is a privately owned and operated course that gives its permission to the Senior Men's Golf Club and its members the authority to conduct golf competitions.

Section 3: Only golfers with a reasonable and regular opportunity to play golf with other fellow members and/or guests and who can/will personally, properly and honestly return scores for posting may be members and receive USGA Handicap Indexes from the Club.

Section 4: Membership in the Senior Men's Golf Club confers no voice in the operation of any golf course, clubhouse or facilities of said golf courses.

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ARTICLE 3 continued:

Section 5: Membership confers no special privileges in connection with any golf course.

Section 6: Membership in the Senior Men's Golf Club is for one calendar year only. The fiscal year for the Senior Men's Golf Club shall also be a calendar year.

Section 7: The Board of Directors may confer "Honorary Lifetime" memberships upon those that they feel have contributed to the advancement and betterment of the Senior Men's Golf Club. A unanimous affirmative vote of the Board in attendance shall be required to approve such action.

Section 8: In the event that any member (Regular, Associate or Honorary) of the Senior Men's Golf Club shall commit any act which is determined by the Board of Directors to reflect discredit and/or disrepute thereon or shall refuse or neglect to comply with the rules and regulations adopted by the Board of Directors or the duly elected officer, said member shall be subject to suspension or expulsion and without reimbursement of any previously paid membership fees.

Any member accused as stated in the above paragraph shall be served, in writing, of said allegations within 10 days of the board of Directors hearing on the subject and shall have the right to present his side of the allegations, including witnesses, at a Board meeting. The Board of Directors, after hearing both sides of the case will take action deemed appropriate to the results of their findings.

If however, the Board of Directors deems the appropriate action to be suspension or expulsion from the Club, then said action shall be decided by a two-thirds voice vote of the members present the meeting. Proxy votes shall not be permitted. Written notice of the Board of Directors decision(s) of suspension or expulsion shall be forwarded to the member affected within a reasonable time period, not to exceed fourteen calendar days following the Board's action. Written notices relating to the Board's action(s) will also include the detailed actions, if any, relating to tournament play, awards participation and length of suspension.

Section 9: An annual Meeting of the Senior Men's Golf Club shall be held on a Tournament day toward the end of the golfing season, and directly following said tournament. The Board of Directors shall provide for the holding of such other meetings as may be deemed necessary or desirable. The President of the Board may also call other meetings as deemed necessary,

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ARTICLE 3 continued:

Section 10: A legal quorum to hold any general meeting shall be twenty members, whose dues are paid and in good standing, and shall be entitled to one vote each. Proxy vote or proxy attendance shall not be permitted.

A legal quorum to all executive meetings held by the Board Directors shall be two-thirds present of the elected officers. Proxy vote or proxy attendance shall not be permitted.

Section 11: All membership dues and fees shall be established by the Board of Directors from time to time as deemed necessary. Dues collected from each member shall serve to adequately operate and maintain the Senior Men's Golf Club. Members shall be liable for the prompt payment of their dues prior to their participation in any scheduled golfing competitions. All monies collected shall accrue to the benefit of the membership.

Section 12: A golfer, who has a current membership in another NNGA golf club and is an Active Member of NNGA, may apply and be accepted as an Associate Member of the Senior Men's Golf Club. Associate Members will have all of the member benefits and privileges and be subject to all rules of the Senior Men's Golf Club. Associate Members will not be registered as Active Members of the Senior Men's Golf Club with NNGA. The membership dues for Associate Members will be established by the Board of Directors.

Section 13: In the event that the Senior Men's Golf Club receives gratuities or awards with monetary values from the Empire Ranch Golf Course or any other golf course or organization, it will be the responsibility of the Board of Directors to determine their dispersal by majority vote. The Board of Directors shall notify the contributor as to how the gifts or awards were dispersed.

ARTICLE 4 BOARD OF DIRECTORS

Section 1: The Board of Directors of the Senior Men's Gold Club shall consist of the following titled positions who are elected and/or appointed to the said positions for an annual calendar basis and who are current paid members in good standing:

- A. President
- B. President Elect
- C. Secretary
- D. Treasurer
- E. Handicap Chairman
- F. Home Tournament Chairman
- G. Home Tournament Co-Chairman
- H. Immediate Past President
- I. Membership Chairman
- J. Away Tournament Chairman
- K. Away Tournament Co-Chairman

L. Web Master

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ARTICLE 4 continued:

A member of the Board of Directors may hold a maximum of two titled positions on the Board of Directors. Each member elected or appointed to the Board of Directors shall exercise all the powers of the management of the Senior Men's Golf Club not specifically excepted by these By-Laws. The Board of Directors shall also include, as a non-voting member, the Golf Professional hired by Empire Ranch Golf Course or one of his designated and licensed assistants, for the purpose of attending all regular scheduled meetings and/or executive Board meetings in an advisory capacity.

Section 2: At least 60 days prior to the scheduled Annual Meeting, a notice seeking nominations for the various Board positions shall be posted. Nominees must be members in good standing who are prepared to fulfill the duties of the position for which they are nominated. Nominees must be proposed by members in good standing. At least three weeks prior to the Annual Meeting, the Board shall review the list of nominees and the approved list shall be posted at least two weeks prior to the Annual Meeting. In the event that no written nominations are received for any position, such nominations may be taken at the Annual Meeting.

Section 3: During the "Business" of each Annual Meeting, the election of officers for the next calendar year shall take place. Voting may be by show of hands, or by pre-written ballots with the approved candidates names displayed for the positions that their nominations were approved. Those names receiving the greatest number of votes shall be declared to be elected.

In the event of voting by ballot, the current Board of Directors shall appoint, from those members in attendance that are not part of the current Board or candidates nominated for election, two members to supervise and count the ballots and report their findings to the Board President. The Board President will announce those newly elected officers.

Section 4: In the case of a vacancy to a position elected to the Board of Directors through death, resignation, disqualification, or any other cause, the remaining Directors, even though they may represent less than two-thirds vote required to conduct a meeting, may elect to appoint a successor, from the membership in good standing, by majority vote of the Board that is in attendance. Said successor appointed will fill the current vacant position for the remainder of the current year.

ARTICLE 5: OFFICERS AND COMMITTEES

Section 1: The officers of the Board of Directors of the Senior Men's Golf Club shall be those positions designated as elected positions in Article 4, Section 1 as delineated therein. Their duties shall be such as their titles would indicate, or as may be assigned to them respectively from time to time.

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ARTICLE 5: continued:

Section 2: The Board of Directors shall authorize and define the powers and duties of all committees. The Chairman and members of all committees shall be appointed by the Board President, and the President and/or President Elect shall be an ex-officio member to all committees.

Except as modified by the Board of Directors, all appointed committees shall function as recommended in the USGA Golf Committee Manual. The following committees may be appointed each year, with such other committees as the President may deem necessary or advisable.

TOURNAMENT COMMITTEES; to arrange, schedule, and conduct with the home golf course management and the management of golf courses other than our home course, all intra-club and inter-club competitions.

HANDICAP COMMITTEE; to establish a fair and proper system of handicaps in accordance with the procedures established and set forth in the USGA Handicap System Manual.

MEMBERSHIP COMMITTEE; to investigate and act upon all applications for membership and recommend appropriate action to the Board of Directors.

SOCIAL COMMITTEE; to encourage and arrange social and entertainment events for special occasions.

ARTICLE 6: ANENDMENTS TO THE BY LAWS

Section 1: The Board of Directors shall have the power to repeal or amend these By-Laws provided that such actions shall not be effective until approved by a majority vote of the members at a meeting held in accordance with the provisions contained herein.

Adopted unanimously by show of hands by the paid members present (52) at a General Meeting held on Wednesday, September 26, 2012, at Mallard's Restaurant in Carson City.

Karl Keller, President

Bob Pitcock, Secretary