

Bylaws of the LATIN AMERICAN GOLF ASSOCIATION

Article 1 - Name/Fiscal Year

Section 1 - Official Name/Fiscal Year

The name of this corporation is LAGA Incorporated. The fiscal year for the corporation will be January 1 through December 31. The Association was founded in Stockton, CA 1982 and incorporated in the State of California on October 11, 2012.

Section 2 - Principal Office

The principal office of the corporation is presently located at 1336 Mill Way, Stockton, CA, County of San Joaquin. The location of the corporation's principal office may be changed without amendment of these bylaws by noting the changed address and effective date in the corporation's minutes and notice to the Secretary of State, State of California.

Article 2 - Nonprofit Purposes

Section 1 - IRC Section 501(c)(7) Purposes

This corporation is organized exclusively for the purposes as specified in Section 501(a) of the Internal Revenue Code and exempt nonprofit organizations under Section 501(c)(7) of the Internal Revenue Code, and under the Nonprofit Mutual Benefit Corporation Law, State of California.

Section 2 - Objectives and Purposes

The specific objectives and purposes of this corporation shall be as follows:

- First:** To promote among its members a closer bond for their mutual benefit and best interests, in the honorable game of golf.
- Second:** To afford a convenient and authoritative body to govern club golf tournaments and enforce uniformity in the rules of golf.
- Third:** To maintain a uniform system of handicapping as set forth in the regulations of the Northern California Golf Association in cooperation with the United States Golf Association.

Article 3 - Officers of the Corporation

Section 1 - Number of Directors

The corporation shall consist of up to seven (7) directors and collectively known as the Board of Directors. Together, they shall exercise all powers of the legal and financial management of the Corporation not specifically excepted by these By-Laws, articles of incorporation and state laws. The use of LAGA anywhere in this document is the same as using the word "Corporation".

Section 2 – Directors/Officers

The Board of Directors shall consist of the President, Treasurer/Secretary, Handicap Chair, the immediate Past-President, and up to three (3) appointed members from the membership-at-large. **The offices of the President, Treasurer/Secretary, and Handicap Chair shall be elected positions.** The immediate Past-President shall be an ex-officio member with full voting privileges. The appointed members will have full voting privileges and duties as assigned to them respectively by the President.

Section 3 - Qualifications/Terms of Office

Any LAGA member in good standing as defined in **Article 10, Section 10** may run for an elected office or be appointed to the Board. Each elected director shall serve one term and be limited to two (2) consecutive terms to the same office or until a qualified successor is elected. **A term is defined as 24 months.** The term limitation does not preclude elected officers from running for other elected positions

or be appointed to the Board. In the event the President cannot perform his/her duties, or the position is vacated, the succession of office to the President shall be the immediate Past-President, Treasurer/Secretary, and the Handicap Chair. All other vacancies will be filled according to **Section 5** of this Article.

Section 4 - Election Process

During the President's second term in office, at the September golf tournament, the President shall solicit nominations from the membership for the three (3) elected positions. If the nominees accept their nomination and the eligibility is confirmed by the Treasurer/Secretary, printed ballots may be prepared to hand out at the October golf tournament. **If candidates run unopposed to their nominated position, they shall be declared elected to the office at the time of nomination.** For those positions with two or more candidates, ballots maybe passed out and counted at the October golf tournament. Each member in good standing shall cast one vote per candidate for each office. The candidate receiving the highest number of votes shall be declared elected to the office and announced by the President.

Section 5 - Board Vacancies

In the case of board vacancies of elected office positions, the President shall appoint a successor to the un-expired term with **Board approval**. A person filling an elected office position shall hold office until the next election, or resignation, or removal from office. This will not limit him/her from seeking election to the same office or other offices for two (2) consecutive terms. If the Past-President position is vacated, this position will remain vacant. In the case of **appointed positions**, the President may appoint a successor from the membership at-large without Board approval. Vacancies on the Board shall exist upon death, resignation, or removal from office, or whenever the number of directors is increased. A board member may be removed from office with or without cause with a simple majority vote of the Board. **An elected officer may not step down from his office if the corporation would be left without a duly elected director/officer to manage the corporation, unless notice is first given to the appropriate agency of this state of California,**

Section 6 - Powers/Duties/Compensation of Directors

Subject to the provisions of the laws of this state of California, or any limitations in the articles of incorporation and bylaws, the activities and affairs of this corporation shall be conducted under the direction of the **President** as follows:

- (a) The Directors shall perform any and all duties imposed on them collectively or individually by law, or by the articles of incorporation, or by these bylaws.
- (b) The Directors shall meet at such times and places as required by these bylaws and shall serve without compensation except for reasonable expenses incurred in the performance of their duties outside of the monthly board meetings.
- (c) The three elected positions, **President, Treasurer/Secretary and Handicap Chair** shall have their LAGA dues waived during their terms in office. This provision shall not be considered compensation by any means, but an incentive to encourage members of the LAGA to run for the elected positions.

Section 7 - Non-liability of Directors

The directors/officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The directors/officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state. The directors/officers may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the corporation against liabilities asserted against the corporation.

Section 8 - Board Meetings/ Conduct/Place

Regular meetings shall be held on the first Wednesday of each month at a time and place designated by the President. The LAGA membership will receive notification of the time and place of each Board

meeting. The President shall preside over all regular meetings. Meetings shall be governed by Robert's Rule of Order, or such other rules that do not conflict with the articles of incorporation, these bylaws, or State laws. Special meetings may be called by the President, or by any two elected (2) directors/officers with notice to the Board and membership. Such meetings shall be held at a time and place designated by the persons calling the special meeting.

Section 9 - Quorum

A legal quorum shall be defined as a simple majority of directors present in person or by proxy at the beginning of the meeting. Members may be represented by proxy, but only members in good standing can represent a director by proxy and the absent Board member must notify the President that he/she will be represented by proxy. Except as otherwise provided under the articles of incorporation, or these bylaws, or State law, no business shall be considered by the board at any meeting at which a legal quorum is not present, unless the board members present decide to meet under **Section 10 of this Article**. Every act or decision done or made by the directors present at a meeting duly held at which a quorum is present is the act of the board, unless the articles of incorporation, the bylaws, or provisions of law require a greater percentage.

Section 10 - Actions by Written Consent

In order to conduct corporate business in an orderly fashion, the board has adopted the following procedure in the absence of a Quorum. In the absence of a Quorum, the President shall direct the Treasurer/Secretary to complete an "*Action by Written Consent*." At the ensuing board meeting, the action must be signed by at least three (3) members of the board for the action(s) to pass. A signed Copy of the "*Action by Written Consent*" shall be attached to the minutes taken.

Article 4 - Duties of Officers

Section 1 - Duties of the President

The Office of the President shall preside over all meetings and oversee the affairs of the corporation and the activities of the Board. The President shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the corporation, execute or approve for execution such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The president shall also:

- (a) Keep and maintain the original and official copy of the corporation, a copy of these bylaws as amended to date.
- (b) Keep all corporate documents, a book of minutes of all meetings, and the names of those present or represented at the meeting, and the proceedings thereof.
- (c) Keep membership record or log containing the name and address of each member together with the date on which such membership commenced and ceased.
- (d) Exhibit at all reasonable times to any director of the corporation, or member, on request therefor, the membership book, and the minutes of the proceedings of the directors of the corporation.

Section 2 - Duties of the Past President

As an ex-officio board member, the immediate Past-President serves on the Board to provide the corporation with continuity and stability within the board. In the absence of the President, or in the event of his/her incapacity to act, the Past- President shall step-in to perform all the duties as acting President. If the office of the President is vacated, the Past-President shall immediately assume the office and perform the duties of the presidency as prescribed by the articles of incorporation, or by these bylaws. In this event, the Past-President's position shall remain vacant.

Section 3 - Duties of the Treasurer/Secretary

The Treasurer/Secretary shall:

- (a) Have charge and responsibility for all funds and securities of the corporation; deposit all funds in the name of the corporation in such banks, or other depositories as shall be selected by the board of directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation; disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, keeping proper vouchers for such disbursements.
- (c) Keeping an account of all tournament funds received and disbursed. Keep and maintain adequate and correct accounting of the corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (d) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or member on request therefor.
- (e) Prepare the financial statements or required financial reports to be included as part of the monthly board meeting minutes. File all proper forms, documents with the State of California and the Internal Revenue Service.
- (f) Responsible for all duties incident to the Office of the Secretary as may be required by law, by the articles of incorporation, or by these bylaws. Taking the minutes will not be the sole responsibility of the Treasurer/Secretary but will be delegated monthly by the President. The minute taker will submit written minutes to the board and after Board approval the Treasurer/Secretary will take custody of the approved minutes so when questions arise, the minutes can be used as legal proof of what occurred at the meeting.
- (g) In the absence of the Treasurer/Secretary, the President shall perform these functions.

Section 4 - Duties of the Handicap Chair

The Handicap Secretary shall be responsible for:

- (a) Chairing the Handicap Committee and responsible for maintaining the Handicap Index of the club members and to ensure the index is administered in accordance with the requirements of the Rules of Handicapping.
- (b) Updating the club handicap records with all qualifying scores returned by its members from other courses and ensuring that any changes are published. Certifying and keeping a current directory of all members' NCGA Index/Handicap and establish playing handicap for non-NCGA LAGA members.
- (c) Monitoring the posting of member's scores and cards and maintain records pertinent to the handicap system. With the assistance of the Tournament Director, certify and keep a current index/handicap log of all members.
- (d) Provide all necessary reporting to the NCGA and processing new NCGA Golf Club member applications and serving as the NCGA Club Ambassador.

Section 5 - Duties of the Tournament Director (Appointed Position)

The Tournament Director shall:

- (a) Prepare the club tournament schedule for the ensuing year with a copy of all the golf course contracts. Follow-up with the golf course to ensure LAGA is in the golf course schedule.
- (b) Conduct all LAGA tournaments in an open, fair, and efficient manner, including maintaining contact with the Golf Course in question to make sure LAGA is on the schedule per the written contract.
- (c) With the assistance of the Handicap Chair, do the pairings and all other logistical requirements to run a golf tournament (e.g., monthly sign-up, event fees, preparing the roster to send to the golf course, preparing the flights, etc.). Announce any special rules for the day of the tournament (e.g., lift clean and place).
- (d) Validating members who have played a minimum of three (3) tournaments to be eligible for Club Championship Competition. Tracking non-members who have played two LAGA tournaments and must join the Club to continue playing with LAGA.
- (e) Maintain the Player of the Year scoring system and logbook and assisting the Handicap Chair with his duties and assignments.

Article 5 - Committees

Section 1 - Committees

With the exception of the Handicap Committee, the President shall authorize and define the powers and duties of all committees and appoint the chairpersons. The President shall act as an ex-officio member of all committees. These committees may consist of members-at-large who are not on the board and shall act in an advisory capacity to the board.

- (a) **Handicap Committee** – This is a standing committee and responsible for maintaining the Handicap Index of members and ensuring the index is administered in accordance with the requirements of the Rules of Handicapping. It is responsible for ensuring compliance with the golf club's specified obligations and responsibilities under the Rules of Handicapping and the NCGA. The Handicap Committee must be a minimum of three persons, the majority of whom must be the player's peers to enable accurate review.
- (b) **Membership Committee** – This committee may be established as needed to seek and recruit new members to LAGA.
- (c) **Sunshine Committee** – This committee may be established to arrange any social/entertainment event or events. Unless appointed otherwise, the Past-President shall chair this committee.

Section 2 - Meetings and Action of Committees

Meetings of committees shall be governed in accordance with the provisions of these bylaws. The date and time for committee meetings may be fixed by resolution of the board or by the committee.

Article 6 - Execution of Contracts, Instruments, and Funds

Section 1 - Execution to Fiscally Obligate the Corporation

Except as otherwise specified by these by-laws, orders for payment, check or otherwise, shall be signed by the Treasurer/Secretary, the President, or any elected official of the corporation. Unless so authorized by the Board, **no individual officer, director, or member** of the Board shall have any power or authority to obligate or bind the corporation by any pledge, contract, or commitment to render it liable monetarily for any purpose or for any amount.

Section 2 - Deposits/Gifts

All funds of the corporation shall be deposited to the credit of the corporation in such banks, or other depositories as the board of directors may select. Without the authority to bind the corporation by any contract or other pledge, the board of directors and members may accept on behalf of the corporation any contribution, or gift for the nonprofit purposes of this corporation.

Article 7 - Corporate Records, Reports

Section 1 - Maintenance of Corporate Records

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of accounts, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) A record of its members, indicating their names and addresses and the date of membership.
- (d) Filing of all and any annual or periodic reports required under federal and state laws.

Section 2 - Director/Members' Inspection Rights

Every director or member in good standing shall have the right at any reasonable time to review, the corporation's financial records, and documents as provided by the articles of incorporation, bylaws, and other provisions of state law.

Article 8 - IRC 501(c)(7) Tax Exemption Provisions

Section 1 - Limitations on Activities

No activities of this corporation shall be for political purposes or propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code). Further, this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 - Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for educational purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of the state of California.

Article 9 – Conflict of Interest and Definitions

Section 1 - Conflict-of-Interest Policy

The purpose of this conflict-of-interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an director/officer of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 - Prohibition against Private Inurement

No part of the net earnings of this corporation shall be used to the benefit of, or be distributable to its members, directors, officers, or other private persons for any political purposes.

Section 3 - Duty to Disclose.

All Board members shall disclose the existence or potential existence of any financial interest and/or financial arrangements with the corporation. A board member may have a financial interest if the person has, directly or indirectly, through business, or a family member has a compensation arrangement with the corporation or with any entity or individual with which the corporation is negotiating a transaction or arrangement. Under this **paragraph**, if it is to the benefit of the corporation, a person who has a financial interest **may not have** a conflict of interest if the board decides that a conflict of interest does not exist. The board shall determine by simple majority vote whether a conflict of interest exists.

Article 10 - Membership to LAGA

Section 1 - Qualification/Admission of Members

This corporation shall have one class of members whose rights and interests shall be identical. Membership shall be available to all amateur golfers that foster the ideals of the LAGA golf club. Membership can be sponsored by any member with Board approval. Membership shall be limited to a maximum number of golfers as determined by the Board of Directors at any time.

Section 2 - Fees/Dues

The annual dues payable to LAGA shall be set by the Board and due on or before the 15th day of the month of December. LAGA dues may include the membership dues to the Northern California Golf Association (NCGA) which provides each member with a handicap/index. NCGA membership is not a requirement to join LAGA and the NCGA dues maybe paid through the member's affiliation of another club or eClub.

Section 3 - Rights of Members

All LAGA members have equal and identical rights. Each member in good standing is entitled to one vote in the election of officers. Memberships are individual and non-transferable. Members of this corporation are not personally liable for any of the debts, liabilities, or obligations of the corporation. Members have a right to attend and speak at any regular board meeting, however they may not vote on Board matters unless he/she is representing a director by proxy. Any member facing disciplinary action must EXCUSE him/herself at any meeting dealing with his or her disciplinary action. All rights of membership cease upon death, resignation, or termination.

Section 4 - Definition of Member in Good Standing

A member in good standing is defined as an individual who has currently paid LAGA dues and not in violation of Article 10, Section 5, paragraphs 2 and 3 of these By-Laws and Rule #1(d) of the Club and Tournament Rules.

Section 5 - Termination of Membership

LAGA membership shall terminate upon the occurrence of any of the following events:

- (a) Upon a member's notice to any Board member, orally or in writing, that they are voluntarily terminating their membership to LAGA.
- (b) Upon failure to renew membership on or before the 15th day of the month of January. A member may renew membership by paying all delinquent amounts due, including any late fees. Members with a medical or financial hardship maybe request a waiver of the late fee.
- (c) Upon a determination by the board of directors that the member or his guest has engaged in conduct materially and seriously prejudicial to the interests or purposes of the LAGA Golf Club (i.e., commits an act that discredits LAGA, commits a serious breach of etiquette, or disregards the By-Laws or the Rules and Regulations adopted by the Board of Directors).
- (d) Following the potential breach or harm to LAGA, the member in question will be given the opportunity to be heard at the next board meeting. The member will then excuse him/herself and the Board of Directors will discuss and vote on the action to take. Any member expelled from the LAGA Golf Club shall forfeit his/her dues paid for the current period. All rights as a member to LAGA shall cease on termination of membership as herein provided.

Article 11 - Amendment of Bylaws

Section 1 - Amend/Repeal/Adopt

The Board of this corporation may alter, amend, repeal, or adopt new bylaws at any time except as may be prohibited these bylaws. If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid, the remaining provisions of these bylaws shall be unaffected by such holding. All references in these bylaws to the articles of incorporation shall be to the Certificate of Incorporation used to establish the legal existence of this corporation.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the preceding pages, as the bylaws of this corporation.

Dated and signed on November 29, 2012

Tony Galvez, President, 1336 Mill Way, Stockton, CA 95209

Victor Jose, Vice-President, 2380 Golden Bear CR, Stockton, CA 95209

Manuel deSantiago, Treasurer, 3815 La Miranda Pl, Pittsburg, CA 94565

Margaret Zanini, Secretary, 735 E. Mayfair Ave, Stockton, CA 95207

John Zanini, Handicap Chair, 735 E. Mayfair Ave, Stockton 95207

Keith Belt, Tournament Director, 4239 Hawk Ct, Stockton, CA 95209