

Bylaws

Adopted March 9, 2011

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BYLAWS OF FORE WOMEN GOLF ASSOCIATION

Adopted March 9, 2011

FWGA BYLAWS

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CERTIFICATION OF AMENDMENT AND ADOPTION

ARTICLE 1: NAME

The name of this organization shall be *Fore Women Golf Association*.

ARTICLE 2: PURPOSES

Fore Women Golf Association (the “Association,” “Club,” or “FWGA”) was formed in February 1997. FWGA is classified by the IRS as a 501(c)(7) which does not hold funds or assets for charitable purposes. FWGA operates primarily as a social club which exists to promote and preserve the best interests and true spirit of the game of golf as embodied in its ancient and honorable traditions.

To this end, the Association shall:

- Promote and foster a close bond among its members for their mutual benefit.
- Enforce uniformity in observation of the rules of the game.
- Maintain a uniform system of handicapping as provided in the regulations of the Northern California Golf Association in cooperation with the United States Golf Association.

- Empower and support an authoritative body to govern Club tournaments held at various courses.

ARTICLE 3: GENERAL

Section 1. Relationship with Other Golf Associations

Fore Women Golf Association is an “Associate Member Club” of the Northern California Golf Association (NCGA). Payment of FWGA membership dues includes membership in the NCGA. As NCGA members, FWGA members use as a playing guideline the Rules of Golf of the United States Golf Association (USGA).

Section 2. Fiscal Year

The fiscal year for the Club is December 1 through November 30.

Section 3. Association Structure

The Club shall consist of members and a Board of Directors.

ARTICLE 4: MEMBERSHIP

Section 1. Qualification for Membership

Membership shall be available to any adult individual willing to abide by the rules and regulations of the NCGA and FWGA. Membership is open to individuals with any index rating, including those with no index rating.

Section 2. Membership Dues

The Board of Directors shall establish all membership dues from time to time in such amounts as they deem necessary to operate and maintain the Club. Membership dues, as set by the Board, include membership in both FWGA and the Northern California Golf Association. The NCGA membership includes a subscription to the quarterly magazine, *NCGA News*, a monthly computerized index update, NCGA tournament eligibility, access to NCGA golf courses, and other special membership services as available.

Section 3. Rights of Members

The Association shall have only one class of member. There is no limit on the number of members.

Memberships are individual and non-transferable, and no member shall hold more than one membership.

Except as otherwise authorized by these Bylaws, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 4. Non-Liability of Members

A member of the Association is not personally liable for the debts, liabilities, or obligations of FWGA.

Section 5. Meetings of Members

1. Time and Purpose. The Annual Meeting of the Association members shall be held toward the end of the year. The purpose of the meeting is to recognize member contributions and present awards for that fiscal year and to introduce the newly elected Board of Directors for the next fiscal year.

The Board of Directors shall provide for the holding of such other meetings as may be deemed necessary.

2. Quorum Requirements. A quorum at any membership meeting shall be a majority of the membership.

Section 6. Membership Voting

1. Voting Rights. Each member is entitled to one vote on any matter submitted to a membership vote.

Voting at membership meetings shall be by voice vote. Election of the Board of Directors shall be by written or electronic ballot. Unless these Bylaws require a greater number, a majority vote of the membership participating decides an issue.

2. Proxy Voting. Members may vote by written proxy. No proxy shall be irrevocable. All proxies shall state the general nature of the matter to be voted.

Section 7. Suspension or Termination of Membership

1. Grounds. The Board may suspend or terminate the membership of a member based on any of the following:

- Commission of an act that reflects negatively on or discredits the Association.
- Refusal or negligent failure to comply with the Association rules and regulations adopted by the Board of Directors or Officers; or
- Blatant violation of NCGA or USGA rules.

7-2. Procedure for consideration for Termination or Suspension of Member.

- Within 15 days of incident a majority of the board shall meet. The board can choose to dismiss incident or to further pursue.
- To pursue incident further the Board shall send an email followed up with a notice by first-class or registered mail to the member within 72 hours of board meeting, setting forth the suspension or termination and the reasons for it.
- This notice shall give the member the opportunity to rebut the suspension or termination either in writing or in person in a hearing before the Board.
- To rebut the Board's action, the member must let the Board know within ten days of receiving the notice.
- At the time of the notice, the Board will conduct a 3-day investigation of the alleged behavior, or violation. This investigation will consist of interviewing witnesses to the rule violation or unsatisfactory behavior.
- A vote to confirm suspension or termination of the member requires a two-thirds (2/3) vote of the Board. The decision of the Board shall be final.
- The details of necessary actions for reinstatement and follow up shall be held by the president and secretary in confidence to pass to future president.

7.3 Procedure for Termination or Suspension of a Member.

Following an initial determination that a member should be suspended or terminated, the following due process procedures apply:

- The Board shall send a notice by first-class or registered mail to the member, setting forth the suspension or termination and the reasons for it. This notice shall give the member the opportunity to rebut the suspension or termination either in writing or in person in a hearing before the Board.
- If the member desires to rebut the Board's action, the member must let the Board know within ten days of receiving the notice. A vote to confirm suspension or termination of the member requires a two-thirds (2/3) vote of the Board. The decision of the Board shall be final.

ARTICLE 5: DIRECTORS

Section 1. Number

The Association shall have Directors elected by the Members. Collectively they shall be known as the Board of Directors (the "Board"). The Board shall consist of members in good standing in the Fore Women Golf Association, and they shall exercise all powers of management of the Club. In its discretion, the Board by resolution may set the number of Directors at no fewer than seven (7) or more than fourteen (14). These numbers may be changed by amendment of these Bylaws as provided in Article 9.

Section 2. Composition

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and other Directors. The offices of President, Vice-President, Secretary, and Treasurer are elected by the

Board of Directors. If desired, the past President may be asked to serve in an advisory capacity to the Board in a non-voting position.

Section 3. Powers

Activities of the Association are subject to state and Federal law and any specific limitations in the Articles of Association and Bylaws. The Board of Directors shall conduct the activities and affairs of the Association, which may be subject to approval by the members as set forth in the Bylaws.

Section 4. Duties

It shall be the duty of the Directors to:

- a) Perform duties and activities described in these Bylaws and as necessary to operate and maintain the Association.
- b) Appoint and remove, employ, and discharge, and prescribe and supervise the duties and fix the compensation, if any, of any agents and employees of the Association.
- c) Meet at such times and places as required by these Bylaws.

Section 5. Terms of Office

1. Staggered terms. Directors are elected for a term of two years, with four Directors elected one year, and the other five Directors standing for election in the alternate year. If the number of Directors changes, the number of Directors elected each year to a two-year term changes accordingly.

2. Limits on terms. A Director shall hold office after election from January first (1st) until two years later on December thirty-first (31st). Members may run for the Board as many times as desired. There is no limit on the number of terms that a member of the Board may serve.

3. Transition. The outgoing Board will serve in an advisory capacity through December 31 to facilitate the transition.

Section 6. Compensation

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as determined in the annual budgetary process.

Section 7. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of FWGA.

Section 8. Procedures for Election of Board

The following procedures shall be followed in the annual election of the Board of Directors:

- a) No later than mid-July, the Board of Directors shall appoint an impartial nominating committee. This should consist of 2 or 3 members but may be lowered to one if the Board approves. Members of the nominating committee may not be currently on the Board or running for the Board. In the August newsletter, the Board shall send a notice giving an invitation to members to submit names to the nominating committee.
- b) The nominating committee shall post on club website the slate of candidates and their statements. Candidates must submit their statements, limited to 200 words or less.
- c) No later than mid-September, a ballot consisting of a list of candidates shall be electronically transmitted to each member. Voting shall be secret and cast by the membership by electronic ballot. Those names receiving the greatest number of votes shall be declared elected.
- d) The ballot count will be totaled by the Director of Website and Communications, then she will communicate the results to the Board. Vote count shall be performed in strict secrecy and only shared with the Board of Directors. The election results and officers (see Section 9) shall be announced at the Annual Meeting.

Section 9. Officers

1. Election of Officers. After the election results are determined and before the Annual Meeting, the new Board shall meet and elect the Officers.
2. Officer Positions. Any elected Director on the Board may serve as an officer of the Association. The officers of the Association shall be President, Vice-President, Secretary, and Treasurer.

Section 10. Board Meetings; Notice

1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly or as frequently as the Board deems necessary and at a time and place determined by the Board. The Board may hold its regular meetings without notice.
2. Special Meetings. The Board may hold special meetings with reasonable notice to all Board members.

Section 11. Waiver of Notice and Consent to Holding Meetings

The transactions of any special meeting of the Board held without notice are valid, provided a quorum is present at the meeting.

Section 12. Quorum for Board Meetings

1. Quorum Requirements. A quorum shall consist of a simple majority of the Directors. The Board shall consider no business at any meeting at which a quorum is not present. The only motion that the President shall entertain at such a meeting is a motion to adjourn.

2. Validity of Action after Loss of Quorum. The Directors present at a Board meeting at which a quorum is initially present may continue to do business even when there is a loss of a quorum due to a withdrawal of Directors from the meeting. Any action taken after the loss of quorum must be approved by at least a majority of the required quorum for the meeting.

Section 13. Action by Written Consent without Meeting

The Board may take any action without a meeting that it could take under normal circumstances. Every effort shall be made to contact each member of the Board. (Quorum requirements – see Section 12.) The written consents shall be filed with the minutes of the proceedings of the Board. These actions shall have the same force and effect as any other vote of the Directors.

Section 14. Vacancies

1. Board Declared Vacancy. Vacancies on the Board of Directors exist (1) when a Director dies, resigns, or is removed; or (2) whenever the Board increases the number of authorized Directors. Any Director may resign by giving written notice to the President, the Secretary, or the Board of Directors. The resignation may be effective immediately or it may specify a later time for its effect.

2. Vacancy by Removal. The Board of Directors may remove a Director by a two-thirds (2/3) vote.

3. Filling of Vacancy. If vacancy(ies) is created or an additional Board member is considered necessary, the Board may decide to elect a new Board member(s).

4. Term of Filled Vacancy. A person selected to fill a vacancy shall hold office until the end of that fiscal year.

5. Leave of Absence. A leave of absence may be extended to any Board member who cannot attend three consecutive regularly scheduled Board meetings. This leave of absence shall require a two thirds (2/3) vote of the Board.

ARTICLE 6: COMMITTEES

Section 1. Appointment of Committees

The Board of Directors shall authorize and define the powers and duties of all committees. The Chairperson of each committee shall be appointed by the President. The President and the liaisons shall be ex-officio members of all committees except the election nominating committee.

Section 2. Standing Required Committees

Standing required committees:

- a) *Tournaments*. Organize and manage tournaments.
- b) *Handicap and Rules*. Establish and maintain a fair and proper system of handicapping in accordance with procedures of the Northern California Golf Association. Encourage uniformity in members' observation of the USGA Rules of Golf through education and example.
- c) *Membership*. Encourage and act upon all applications for membership.
- d) *Events*. Organize and manage all events outside of tournaments.
- e) *League and Casual Play*. Manage and keep an open communication with coordinators to share with Board.

Section 3. Additional Committees

The Board of Directors may appoint additional committees as it deems necessary or advisable.

ARTICLE 7: ASSOCIATION RECORDS

Section 1. Maintenance of Association Records

The Association shall keep the following records:

- a) Minutes of all meetings of the Board, indicating decisions made at the meeting.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A list of members indicating their names and addresses. A database coordinator shall keep the list up to date. This list shall not be used for any purpose not reasonably related to the Club.
- d) A copy of the Association's Articles of Association and Bylaws as amended which shall be open to inspection by Association members at all reasonable times.

Section 2. Inspection Rights

Association records shall be available for inspection by any Director or member upon request at reasonable times.

ARTICLE 8: CONTRACTS AND FINANCIAL MATTERS

Section 1. Contracts

The Board may authorize any officer or agent of the Association to enter into a contract in the name of and on behalf of FWGA. This authority may be general or confined to specific instances. Without this authorization, no one shall have power or authority to bind the Association by contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes.

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association may be signed by any of the officers or other Board members.

Section 3. Deposits

Funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 4. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, or bequest for the public purposes of this Association.

Section 5. Prohibition against Sharing FWGA Profits and Assets

No one connected with the Association shall receive at any time any moneys from operation of the Association. This provision shall not prevent payment of reasonable compensation for services performed for the Association, as long as the compensation is otherwise permitted by these Bylaws and has been set by the Board of Directors. No one is entitled to share in the distribution of, and shall not receive, any of the Association assets if the Association ever dissolves.

ARTICLE 9: INTERPRETATION AND AMENDMENT OF BYLAWS

Section 1. Interpretation

On all questions regarding the construction or interpretation of these Bylaws, the decision of the Board of Directors of this Association shall be final.

Section 2. Amendment

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of at least two-thirds (2/3) of the Board of Directors.

ARTICLE 10: OFFICES

Section 1. Principal Office

The principal office of the Association for the transaction of its business is located in Contra Costa County, California. The mailing address is P.O. Box 2116, San Ramon, California 94583.

Section 2. Change of Address

The county of the Association's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Dated:

Dated:

Section 3. Other Offices

The Association may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

CERTIFICATION OF AMENDMENT AND ADOPTION

These amended Bylaws were duly adopted at a meeting of the Board of Directors of the Fore Women Golf Association on the date set forth below.

Dated: 3/9/2011

Kelly Andrews, President

Daniela Colbasso, Vice-President

Joan McCarthy, Secretary

Betty McCabe, Treasurer

Piper Shaul, Director / Handicap

Tami Waddell, Director, Website, Membership

Terri Malatesta, Director, League Play

Darlene Ayers-Johnson, Director, Charities

Della Gutterrez, Director, Tournaments

Sandy Gonzalez, Director, Communication

These amended By Laws were duly adopted at a meeting of the Board of Directors of the Fore Women Golf Association on the date set forth below:

Dated: March 4, 2019

Liz Riddle, President
Shelly Kopp, Secretary
Ruta Rudisill, Treasurer
Alice Hansen, Clinics and Handicaps Chairperson
LaLani Rapp, Website and Membership Chairperson
Terri Malatesta, Events Chairperson
Diane King, Charities Chairperson
Alleen Hodgkin, Tournaments Chairperson
Yvonne Perkins, Casual Play Chairperson
Kathi Kling, New Member Ambassador Chairperson

These amended By Laws were duly adopted at a meeting by a quorum of the Board of Directors of the Fore Women Golf Association on the date set forth below:

Dated May10, 2021

Jen Shaull, President
Denise Qualls, Vice President
Kathi Kling, Treasurer
Shelly Kopp, Secretary
Kay Middleton, Events Chairperson
Lalani Rapp, Membership / Website / Communication Chairperson
Therese Johnson, Tournament Chairperson
Yvonne Perkins, League & Casual Play Chairperson
Alice Hansen, Clinics & Handicap Chairperson

These amended By Laws were duly adopted at a meeting by a quorum of the Board of Directors of the Fore Women Golf Association on the date set forth below:

Dated July 13, 2021

Jen Shaull, President
Denise Qualls, Vice President
Kathi Kling, Treasurer
Shelly Kopp, Secretary
Kay Middleton, Events Chairperson
Lalani Rapp, Membership / Website / Communication Chairperson
Therese Johnson, Tournament Chairperson

Yvonne Perkins, League & Casual Play Chairperson
Alice Hansen, Clinics & Handicap Chairperson