

WEST SEATTLE GOLF CLUB
AMENDED AND RESTATED BYLAWS

Article 1 – Club Name/Form of Organization/Purpose

Section 1: Club Name

The name of the club shall be the West Seattle Golf Club (the “Club”). Section 2: Form of Organization

The Club is incorporated in the State of Washington under the Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, exclusively as a social club within the meaning of Section 501 (c)(7) of the Internal Revenue

Code of 1954, as now or hereafter amended (the “Code”). Section 3: Purpose

1. The Club is organized to provide and promote golf activities for the membership.
2. To engage in any other lawful business activity whatsoever which may hereafter from time to time be authorized by the Board of Directors; provided, however, that the purposes for which this corporation is formed shall at all times comply with Section 501 (c)(7) of the Code. Subject to such limitations and conditions as are or may be prescribed by law or in this corporation's Articles of Incorporation or Bylaws, this corporation shall have all powers which by law are now or may hereafter be conferred upon or allowed to any corporation organized for the purposes hereinabove set forth.

Article 2 – Membership and Membership Dues

Section 1 – Active Membership Categories

General Membership

Members ranging in age from 18 to 64 at the time annual membership acceptance and are entitled to all of the privileges of Club membership.

Senior Members

Members who are 65 or older at the time annual membership acceptance and are entitled to all of the privileges of Club membership.

Junior Members

Members who have not attained the age of 18 at the time annual membership acceptance and are entitled to all of the privileges of Club membership.

Section 2 – Honorary Members

Members 80 years of age or older

Any member reaching the age of 80 years at any time during the membership year shall automatically be entitled to permanent membership in the Club.

Members under the age of 80

The nominating committee may nominate any member under the age of 80 to be an honorary member. The board shall vote on the nomination and the nominee advised of their honorary status. Honorary members shall not be required to pay annual dues, and shall be entitled to all privileges of the Club membership except the right to vote or hold office in the Club.

Section 3 – Membership Dues

Membership dues for each membership class except Honorary Membership shall be determined by the Board of Directors.

Article 3 – Membership Application and Acceptance

Applications for membership in the Club may be submitted electronically using the systems designated by the Board of Directors or using a paper form and shall be accompanied by full payment of the annual dues.

The application shall be referred to the Board of Directors for the action and the favorable vote of the Directors shall be necessary for acceptance.

The membership is valid only for the calendar year for which dues payment has been received and accepted by the Club.

Article 4 – Officers

The officers of the Club shall be President; Vice President; Secretary; Treasurer; Handicap Chair; and Tournament Director, all of whom shall be elected annually by the membership of the Club. The term of office shall be from January 1 to December 31.

Article 5 - Governing Body

The Club shall be governed by a Board of Directors (the “Board”), which shall include all 6(six) officers and 9(nine) Director Members, for a total of fifteen (15) voting Officers and Directors. The Directors shall be elected annually in groups of three (3) for terms of one, two, or three years, and shall serve until their successors are elected and installed. Subsequent vacancies shall be filled by alternates for the remaining term (one, two, or three years) in order of votes received in the most recent election, or as determined by the Board. The outgoing President may be installed as a Board member for a term of three years.

Article 6 – Duties of Officers and Board of Directors

Section 1: President

The President shall preside at all meetings of the Club and the Board of Directors and shall perform such other duties as would usually devolve upon an executive officer of a social organization.

Section 2: Vice President

The Vice President shall perform the duties of the President in the President’s absence, , and shall be the Chairman of the Greens Committee and assist the Tournament Director.

Section 3: Secretary

The Secretary shall keep the records and files of the Club activities, minutes of the Board of Directors meetings, and Club-related correspondence. He shall notify the Board in advance of Board meetings and be in charge of all correspondence to the membership. He shall assist the Handicap Chair and Tournament Director and collaborate with the Handicap Chair establish an accurate membership roster.

Section 4: Treasurer

The Treasurer shall have the responsibility for safeguarding the assets of the Club by maintaining an inventory of all Club assets. Other duties shall include:

- Preparation of an operating budget in advance, for approval by the Board. Said budget is to be approved no later than the first regular Board meeting of the year.
- preparation of a monthly report which lists current cash balances, revised budget projections, and all paid and unpaid balances,
- maintain proper checking account and other financial records,
- arrange for the timely submission of any federal, state, or local regulatory filings as required, and
- Perform other duties as directed by the Board.

Section 5: Handicap Chair

The Chair shall be the co-chair of the Tournament and Handicap Committee. The Handicap Chair shall arrange for and be in charge of all handicap matters and perform

other duties as directed by the Board. The Handicap Chairman shall be assisted by the Tournament Director and the Secretary.

Section 6: Tournament Director

The Tournament Director shall be chair the Tournament and Handicap Committee. The Tournament Director shall arrange for and be in charge of all club competitions and perform other duties as directed by the Board. The Tournament Director shall be assisted by the Handicap Chair, Secretary and Vice President.

Section 7: Board of Directors

The Board shall have general supervision over the affairs of the Club. They shall have the fiduciary responsibility to make rules and regulations for the government of the Club that adhere to any applicable federal, state, or local laws, rules, and regulations. The Board shall have such powers and duties as would normally devolve upon the governing body of a social organization. The Board shall assist the Tournament Director with the administration of Club events.

Article 7 – Standing Committees and Club Representatives

Section 1: The Greens Committee shall be chaired by the Vice President of the Club. This Committee shall be responsible for the communication with all entities, which make rules for golf competition, maintain the course and or set policy for course management. Assistants may be selected by the Chairman as needed.

Section 2: Tournament and Handicap Committee shall be chaired by the Tournament Director who may appoint one or more members in addition to the Handicap Chairman, Vice President, and Secretary to assist and serve on the Tournament Committee. The Committee shall arrange for all club competitions and tournaments and shall conduct and facilitate such events and give advance notice to the membership of such events.

The Tournament Director shall assure that all competitions do not conflict with the United States Golf Association Rules of Golf except when the acknowledged format is contrary to such Rules and advance notice is provided to the participants in the form of Local or Competition rules and shall serve as arbitrator if a dispute should arise. The decision of the Tournament Director is final.

The Committee under the direction of the Handicap chair shall arrange for membership handicaps on a timely basis, and shall relate to the membership updated information regarding rules, handicaps, and the items of interest.

Section 3: The Nomination Committee shall consist of the President, Vice President, and the immediate Past President. In the absence of any of the aforementioned, the board

shall fill the vacancy. This Committee shall be responsible for obtaining names of qualified members and submitting them to the Board for nomination in upcoming election. In addition the Board approved ballot of proposed Officers and Board members, nominations will be accepted from the membership, if any prior to the annual election. The nomination committee shall propose members for the honorary membership each year at or before the September Board of Directors' Meeting.

Section 4: Special Committees shall be appointed by Board resolution.

Section 5: Club Representatives to any outside organizations shall be appointed by Board resolution.

Article 8 – Communication

All communications on behalf of the Club shall be sent through the Secretary, with prior approval of the President. Correspondence to the Club shall be sent to the Secretary, in care of the West Seattle Golf Course, a private mail box, or a post office box, as determined by the Board.

Article 9 – Collection of Dues

Annual dues shall be payable on a date and an amount set forth in advance by the Board. Notice of dues payable shall be mailed by the Secretary or his designee. Payment shall be made in a manner as determined by the Board.

Article 10 – Approval of Bills

Section 1: Budgeted Expenditures

Expenditures may be made by the Treasurer or President for items approved in the annual operating budget without further approval.

Section 2: Unbudgeted Expenditures In Excess of \$150.00 (one-hundred fifty)

No expense whether individual or if grouped, in excess of \$150.00 (one-hundred fifty) shall be incurred by any member or Director, or Officer without the authorization of the Board.

Section 3: Unbudgeted Expenditures Less Than \$150.00 (one-hundred fifty) Amounts under \$150.00 spent for Club business shall be approved in advance by the President, Treasurer, or the Board, as appropriate.

Section 4: Expenditures Other Than For Club Purposes

Under no circumstances shall a member, Director, or Officer use the Club's account at West Seattle Golf Course or its affiliates to acquire items that are not specifically for the Club's activities.

Article 11- Deposit of Event Proceeds

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the the Board of Directors may select. The proceeds from Club events shall be deposited into the Club's accounts within 5 (five) business days after the event is closed.

Article 12 – Meetings

Club meetings may be called at any time by the President. Written notice of such meeting shall be given by the Secretary to the membership at least seven (7) days in advance, either by mail or electronic transmission, stating the reason for the meeting. Twenty-five (25) members shall constitute a quorum for the transaction of business at said meetings.

Article 13 –Annual Club Meeting

The annual Club Meeting shall be held during the Club Dinner held in September or October of each year. Notice shall be given in advance by the Secretary either in writing or by electronic transmission to the membership and twenty-five (25) members shall constitute a quorum for the transaction of any business. Election of Officers and Directors shall be held at this meeting, and newly elected officers and board members shall be installed at the December Board meeting.

Article 14 – Board of Directors Meetings

The Board of Directors shall meet monthly on a date determined by the President. Special meetings of the board may be called by the President, as needed. Meetings shall also be called upon the request of at least three (3) Directors. Advance notice (written, electronic transmission, or verbal) shall be given by the Secretary, at least five (5) business days prior to said meetings. A minimum of eight (8) Directors must be present to constitute a quorum for the transaction of business. A majority vote will carry a motion with any tie vote determined by a final single vote of the presiding officer.

Article 15 –Vacancies

Any vacancies, which occur in an office, committee, or director position, shall be filled by election of the Board of Directors, if a specific remedy is not otherwise set forth herein. Such election shall be for the remaining term of the vacated office or position.

Article 16 – Compensation for Officers

Section 1: Officer Compensation

Directors shall not be paid compensation for their services as a Director, but may be reimbursed for bona fide expenses incurred arising out of such services rendered.

Section 2: Expenses

The Club shall reimburse for expenses incurred in accordance with Article 10.

Article 17 – Duality or Conflict of Interest

Any Director, officer, employee or committee member having an interest in a transaction, contract or other matter presented to the Board of Directors or a Committee thereof for authorization, approval or ratification shall provide prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall determine, by a majority vote, whether a duality or conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum is present. The Club may also adopt policies from time to time more clearly setting forth any requirements regarding disclosure and actions relating to duality or conflicts of interest. In addition, any Director, officer, employee, or committee member having an interest in a transaction, contract or other matter presented to the Board of Directors or a Committee thereof must conform to the then existing Club conflict of interest policy.

Article 18 – Prior Resolutions or Board Actions

All prior resolutions passed, or actions taken by the Club, which conflict with these Bylaws, are, by the adoption of these Bylaws, hereby approved, provided they do not conflict with any applicable federal, state, or local laws, rules, or regulations.

Article 19 – Amendments

These Bylaws must be amended in whole or in part by a majority of the membership present at any regular or special meeting. They may also be amended by the Board of Directors by a majority vote of the Directors. Such amendment by the Board shall have the full force and effect, pending its submission to the members at the next membership meeting. If said amendment fails to be approved by the membership, then it shall be null and void.

Adopted at a meeting of the Board of Directors held on the _____ day of _____, 20
, as duly recorded in the Minutes of the Club.

Attest:

Randall Berg, Secretary