

# **CONSTITUTION OF THE CORONADO MEN'S GOLF CLUB**

## **ARTICLE I**

### **ESTABLISHMENT**

**Section 1 - Name.** The name of the club shall be the Coronado Men's Golf Club. The Club is incorporated as a non-profit corporation under the laws of the State of California.

**Section 2 - Existence.** This Club shall remain in existence until such time as three fourths of its regular membership shall vote to disband it. Upon dissolution of the Club, the Board of Governors shall, after paying or making provision for the payment of all liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Governors shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Club is located, exclusively for the purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE II**

### **OBJECTIVES**

**Section 1 - Purpose.** This Club has been formed and exists for the purpose of:

1. Playing the game of golf.
2. Promoting good fellowship and sportsmanship.
3. Learning and promoting the rules and etiquette of the game of golf among members.
4. Promoting tournaments among the members of the Club and between members of the Club and other Clubs.
5. Establishing and maintaining through membership in Southern California Golf Association (SCGA), handicaps for members which will be recognized by other clubs and golf associations in the State of California and anywhere in the United States.

## **ARTICLE III**

## OPERATIONS

**Section 1 - Location.** The Club intends to carry on its activities at the Coronado Golf Course but the Club is an independent non-profit agency of its own members and has no legal connection, either explicit or implied, with the Coronado Golf Course.

## ARTICLE IV

### MEMBERSHIP

**Section 1 - Composition.** The Club shall be composed of five classes of members: Regular, Life, Junior, Honorary and Limited. (Amended Sept 2000 )

**Section 2 - Regular Members.** Any male, age 18 or older, who is acceptable to the Board of Governors of the club, shall be eligible for regular membership. Regular membership shall entitle the holder to all privileges of the Club, including one vote at any meeting of the Club.

**Section 2.a. - Life Members.** Any regular member, who has been a member of CMGC for at least five (5) years, upon attaining age 80 shall be eligible for Life Membership. Life Members shall be entitled to the same privileges as Regular Members and shall be exempt from annual dues for the years after attaining age 80. Life Members shall not be included in determining any limitations on the total number of Regular Members. Life membership may be obtained by giving the Secretary written notice of having attained age 80 and proof of that fact.  
( Amended Sept 2000 / Amended August 2001) (Amended May 2004)

**Section 3 - Junior Members.** Any male, younger than age 18, who is acceptable to the Board of Governors of the club, shall be eligible for junior membership. Junior membership entitles the holder only to establish an official Southern California Golf Association handicap and to participate in special Club events conducted for their benefit. He is not entitled to any privileges or to vote at any meeting of the Club. Junior members shall be exempt from initiation fees or dues. A junior member in good standing on the date of his 18th birthday may, upon invitation of the Board of governors, become a regular member of the Club by paying the applicable dues, regardless of any numerical limitation on membership that may have been established under the provisions of Article VI, Section 2. A vote of the Board of Governors shall not be required. (Amended 4/8/80( Amended 6/96)

**Section 4 - Honorary Members.** Honorary members shall be selected by the unanimous vote of the Board of Governors. Honorary membership shall entitle the holder to all privileges of the Club except to vote at the Club meetings and to hold office either as a member of the Board of Governors or Officer of the Club. An Honorary member may serve on any committee of the Club unless the Constitution or the By-Laws specifically prohibit such service. Honorary members shall be exempt from initiation or dues.

**Section 5 - Limited Members.** Any male golf professional at the Coronado Golf Course is a limited member for as long as he remains a golf professional at said course. A limited member shall be entitled to all the privileges of the Club except those of voting, holding office or recommending and/or sponsoring applicants for membership. Limited members shall be exempt from initiation fees or dues.

**Section 6 - Election of Regular and Junior Members.** Each candidate for Regular or Junior membership shall be proposed over the signatures of two regular members in good standing on the form prescribed by the Board of Governors. The Board shall act on each proposal for membership and a majority vote of the Board will be required to accept or reject the applicant. In the event of rejection, the Board shall provide the applicant with due cause in writing. The decision of the Board on any application for membership is final and not subject to appeal to the membership. (Amended 11/18/80)

**Section 7 - Resignation.** Any member may resign by giving notice in writing to the Secretary. Initiation fees will not be refunded except in special cases involving death, hardship or medical problems as determined by the Board of Governors. (Amended 11/18/80)

**Section 8 - Resigned In Good Standing status.** Any regular member in good standing who, for personal considerations (i.e. health, job requirements, family obligations etc.), will be unable to participate in Club activities for a considerable length of time, but who expects to resume active participation shall be granted Resigned In Good Standing status upon submission of a written request to the Board of Governors of the Club. Each such request shall be acknowledged in writing and the acknowledgment shall be retained by the member and be presented by him to the Board of Governors upon his decision to resume active participation. Resigned in Good Standing status will provide relief from payment of dues but will not result in the prorating or refund of any dues paid. A Resigned in Good Standing member who desires to resume his Regular Membership status shall submit his request in writing to the Board of Governors together with a payment of the annual dues then in effect. A Resigned in Good Standing member may resume his Regular Membership status without a second payment of the initiation fee and without a second formal acceptance for membership regardless of any numerical limitation on membership that may have been established under the provisions of Article VI, Section 2. Resignation in Good

Standing members shall not be included in determining any limitations on the total number of Regular Members. (Amended Nov 2001)

**Section 9 - Membership.** No membership in this Club shall be assessable nor shall it be transferable.

## **ARTICLE V**

### **CLUB MEETINGS**

**Section 1 - Regular Meetings.** Regular meetings of the Club shall be held at the discretion of the Board of Governors on the dates and the place specified by the Board of Governors. At a minimum, Regular Meetings shall be held on the second Tuesday in May and the second Tuesday in November. (Amended 11/8/2005)

**Section 2 - Annual Election Meetings.** The last regular meeting of each calendar year shall be the annual election meeting. This meeting must be held not later than the last day of November. (Amended 11/8/2005)

**Section 3 - Special Meetings.** Special meetings of the Club may be called by the President, the Vice-President acting for the President or by the Board of Governors and shall be called on written request of any fifty regular members in good standing, said request to state the purpose thereof.

**Section 4 - Notice of Meetings.** Two weeks notice of the time and place of all meetings shall be given by the Chairman, Publicity Committee to all members of the Club.

**Section 5 - Voting Privileges.** Only Regular members of the Club shall have voting privileges in Club meetings.

**Section 6 - Quorum.** Ten percent of the regular members shall constitute a quorum in any meeting of the Club.

**Section 7 - Proxies.** Voting by proxy shall not be permitted.

## **ARTICLE VI**

### **BOARD OF GOVERNORS**

**Section 1 - Election.** There shall be a Board of Governors consisting of nine members. The Governors shall be elected by secret ballot at the annual election meeting of the Club and shall hold office for the terms described below until their successors are chosen and installed. Beginning with the annual election meeting in November 1980, seven members of the Club shall be elected to serve as Governors for a term of one year and two members shall be elected to serve as Governors for a term of two years. At the annual election meeting in subsequent years, five members will be elected to serve as Governors for a term of one year and two members shall be elected to serve as Governors for a term of two years. Vacancies occurring on the Board of Governors shall be filled by a majority vote of the remaining members of the Board. The Governors elected to fill such vacancies shall serve only during the remainder of the unexpired terms of their predecessors. (Amended 7/22/00)

**Section 2 - Powers and Duties.** Subject to the provisions of the constitution and to such action as may be taken from time to time by the Club itself at a regular or special meeting, the Board of Governors shall have entire control and management of the affairs, property and policy of the Club. The Board of Governors may make and alter any By-Laws or other rules not inconsistent with this Constitution, including the limiting of membership in accordance with the provisions of the latest determination on the subject by the City Attorney, Coronado, California.

**Section 3 - Committees.** The Board may delegate any of its powers or duties to a sub-committee of three or more of its own members, except that no sub-committee shall have power to expel any member or to make final acceptance of any candidate for membership. The Board of Governors may also appoint from their own number or from the members of the Club such committees as they deem necessary and shall define the duties and tenure thereof. The tenure of all committees shall be no longer than one year or until their successors are appointed.

**Section 4 - Meetings.** The Board of Governors shall meet at the call of the President, the Vice-President acting for the President, or at the request of any three members of the Board of Governors. At least ten days notice of the time and place of the meeting shall be given to each of the Board of Governors. Two consecutive unexcused absences by any member of the Board of Governors shall be considered detrimental to the interests of the Club and the seat may

declared vacated at the discretion of the Board of Governors by majority vote. Any vacancy thus created on the Board of Governors shall be filled as provided elsewhere in this Constitution.

**Section 5 - Quorum.** A majority of the Board of Governors shall constitute a quorum for the transaction of all business at any meeting of the Board of Governors and the affirmative vote of the majority of the Governors constituting a quorum shall be necessary to pass any resolution.

**Section 6 - Proxies.** Voting by proxy shall not be permitted in meetings of the Board of Governors.

**Section 7 - Liability.** No indebtedness or liability shall be incurred by the Board of Governors in any year exceeding in amount the available funds on hand. No liability shall be incurred by any member of the Club or any member of any committee of the Club, unless the same shall be authorized by the Board of Governors.

**Section 8 - Conflict of Interest.** No one associated either directly or indirectly in any financial way with any organization with which the Club conducts business shall serve on the Board of Governors.

## **ARTICLE VII**

### **OFFICERS**

**Section 1 - Election.** The officers of the Club shall be President, Vice-President, Secretary, Treasurer, Tournament Chairman, Handicap Chairman, Publicity Chairman, Entertainment Chairman and Wednesday-Play Chairman, who shall be elected to those positions by the Board of Governors prior to December 31, following the annual election meeting and shall hold office for a period of one year and until their successors are chosen and installed. Any vacancies in the offices occurring between annual election meetings of the Club shall be filled by the Board of Governors from its own members. Officers so elected shall hold office only during the unexpired terms of the officers whom they succeed. (Amended 5/5/81)(Amended Sept 2000).

**Section 2 - Installation.** The Officers and Governors elected shall be duly installed and shall assume their duties as of the first day of January following their election and shall so continue until their successors are duly elected and installed.

### **Section 3 - Powers and Duties:**

**a. President.** The President shall preside at all meetings of the Club and of the Board of Governors. He is to perform all duties of his office and shall advise such action as deemed by him likely to increase the effectiveness of the Club. In addition, he shall be authorized to disburse Club funds for payment of Club obligations in the absence of the Treasurer and shall be bonded as necessary. At the close of his term of office the President shall render a report to the membership.

**b. Vice-President.** In the absence or inability to act of the President, the Vice-President shall assume the duties of the President and in the absence or the disability of the Vice-President; the Board of Governors shall elect from its own members a President pro-tem. In addition, the Vice-President shall be responsible for coordinating the processing of membership applications and annual membership renewals. (Amended 11/18/80)

**c. Secretary.** The Secretary shall record the minutes and keep the record of all meetings of the Club and of the Board of Governors. He shall be responsible for and have charge of all correspondence, file, records and papers of the Club except those pertaining to the office of the Treasurer. He shall present at each regular meeting of the Club a full report on all matters relating to the affairs of the Club, including a summary of all action taken during the preceding quarter by the Board of Governors. In general he shall perform the duties incident to his office.

**d. Treasurer.** The Treasurer shall keep full and accurate accounts of all money received and shall deposit the same in the name and to the credit of the Club in such depositories as may be designated by the Board of Governors. He shall disperse all monies under the direction of the Board of Governors. He shall have authority to receive and give receipt for all monies due and payable to the Club from any source whatsoever; and to endorse on behalf of the Club all checks, drafts, notes, warrants and orders for the payment of money. He shall present at each regular meeting of the Club a written report of the money affairs of the Club and he shall make a like report whenever requested by the Board of Governors. At the annual election meeting the Treasurer shall submit an annual report to the Club which shall be audited as may be directed by the Board of Governors. In general he shall perform the duties incident to his office. The Treasurer shall be bonded for an appropriate amount. The Treasurer shall be responsible for the preparation for the Annual Budget document. The Annual Budget shall be prepared prior to the January Board of Governor's meeting and submitted to the Board of Governors in January for their approval. The Annual Budget is a planning and guidance document only and may be modified by the Board of Governors as required during the year. (Amended 8/11/90)

**e. Tournament Chairman.** The Tournament Chairman shall be responsible for developing the annual tournament schedule for the Club, including the types of tournaments to be played, entry fees, number of flights, etc. Tournaments shall be conducted in accordance with the Tournament Handbook as approved by the Board of Governors. He shall supervise the conduct of tournaments, formulate and promulgate any special rules to be followed by the participants in each tournament and shall be the arbiter in all disputes arising from tournament play.

**f. Publicity Chairman.** The Publicity Chairman shall be responsible for preparing and submitting to the news media proposed articles concerning Club tournaments and activities; keeping the membership advised on Club matters of interest to all members and advising Club members of the date, time and place for **General Membership Meetings**. He shall be responsible for the publishing and distribution of any general club letters or publications authorized by the Board of Governors. (revised 6/96)

**g. Entertainment Chairman.** The Entertainment Chairman shall be responsible for and have charge of all social activities of the Club. He shall submit planned social activities of the Club to the Board of Governors for approval. When social activities are approved by the Board of Governors, he shall have authority to enter into contractual agreement for food, beverage, entertainment and any such other items as required for the planned social activity.

**h. Handicap Chairman.** The Handicap Chairman shall be responsible for the supervision and administration of all matters pertaining to handicaps. He shall act as the representative of the club in all handicap matters with the SCGA and shall insure compliance with SCGA handicap rules and procedures.

**j. Wednesday-Play Chairman.** The Wednesday-Play Chairman shall be responsible for the scheduling, supervision and conducting of organized Coronado men's Golf Club play on Wednesday (or Wednesday substitute day) except those major or satellite tournaments scheduled in the yearly Men's Club Master Tournament schedule that may fall on Wednesday.

## **ARTICLE VIII**

### **INITIATION FEE AND DUES**

**Section 1 - Initiation Fee.** The initiation shall be \$300.00. A deposit of \$150.00, to be applied to the initiation fee, must be submitted with the Application for Membership form unless otherwise specified by the Board of Governors. The \$150.00 deposit is non-refundable except that, subject to the approval of the Board of Governors, an application for membership may be withdrawn prior to an offer of membership with full refund of the deposit under the following

circumstances:

- a) The initiation fee is increased prior to an offer of membership.
- b) The applicant moves out of San Diego County.
- c) The applicant's health prohibits him from playing golf.

The Board of Governors shall refund the deposit to the estate of an applicant who dies prior to acceptance of an offer of membership.

(Amended February 2000)(**Amended February 2002**)

**Section 2 - Dues.** The yearly dues shall be \$100.00 payable in advance by the deadline specified in the annual notice mailed to each member. Applicants for membership shall forward dues with membership applications unless otherwise specified by the Board of Governors. (Amended 8/12/92) (Amended May 2001) (Amended December 2004)

(NOTE: Board has suspended requirement for dues with applications indefinitely due to the long waiting list for membership) (Amended 6/96)

**Section 3 - Delinquencies.** Members delinquent in dues shall be dropped from membership automatically. Members so dropped may only be reinstated through the regular application procedure and if again accepted for membership shall be required to pay another initiation fee plus dues.

## **ARTICLE IX**

### **OBLIGATIONS AND DISCIPLINE**

**Section 1 - Obligation.** The acceptance of membership in the Club shall bind each member to uphold all the provisions of the Constitution, By-Laws and other rules of the Club and to accept and enforce all rules and decisions of the Board of Governors acting within its jurisdiction.

**Section 2 - Unbecoming Conduct.** Members shall be subject to suspension or expulsion for unbecoming conduct detrimental to the game of golf, the good name of the Club, or the proper function or administration of the Club, or disobeying any rules posted by the Coronado Golf Course or any golf course or rules of etiquette. Any charges preferred against any member must be in writing and be signed by a regular member.

**Section 3 - Suspension or Expulsion.** Any member failing in his obligations as above set forth (except failure to pay annual dues, for which provision is made in Article VIII), may be suspended or expelled by at least a two-thirds vote of all the members of the Board of Governors; provided such member shall have been given notice in writing of the charges preferred against him and an opportunity to be heard in his own defense.

**Section 4 - Appeal.** Any member thus suspended or expelled by a vote of the Board of Governors may appeal from its decision to the members at any regular or special meeting of the Club.

## **ARTICLE X**

### **NOMINATIONS**

**Section 1 - Nominating Committee.** At least six weeks prior to each annual election meeting, the Board of Governors shall appoint a Nominating Committee of three regular members who shall nominate candidates for the Board of Governors to be voted on at the ensuing annual election meeting. The report of the Nominating Committee shall be submitted to the Secretary at least ten days prior to the annual election meeting. This report shall specify the position on the Board of Governors for each individual has been nominated to fill. (Amended Sept 2000)

**Section 2 - Independent Nominations.** Independent nominations of candidates for the Board of Governors may be made by any five members jointly, in writing, to the Secretary at least one week before the annual election meeting, stating the position for which nominated. Any individual so nominated shall be required to address the membership in a general meeting prior to election and state the specific position on the Board of Governors for which he is standing for election and the reason therefore. (Amended Sept 2000)

**Section 3 - Nominations.** Nominations may be made only as provided above and no nominations may be made at the annual election meeting, except that members present shall have the power to fill any vacancy on the field.

**Section 4 - Election of Independent Nominees.** Notwithstanding the provisions of ARTICLE VII, Section 1 Independent nominees, nominated under Section 2, above shall stand in the general election against only the individual nominated for that position by committee under Section 1, and the election of other nominees shall not be effected. Such elections shall be binding upon the Board of Governors under Article VII, Section 1 (Amended Sept 2000)

## **ARTICLE XI**

### **AMENDMENTS**

**Section 1 - Procedure.** Amendments to this Constitution may be made at any meeting of the Club by a two-thirds majority of all the votes cast, provided the proposed amendment shall have been announced to the membership at the previous meeting or a written notice of it shall have been mailed to all regular members at least two weeks prior to the meeting.

**Section 2 - Restriction.** This Constitution may not be amended nor the By-Laws changed so as to affect any contractual relationship then existing between the Club and any other person or corporation with which it may have contracted.

November 8, 2005