

Bylaws of the Plateau Men's Golf Association

Amended December 9, 2022

Article I. Name

The name of this non-profit organization shall be the Plateau Men's Golf Association ("PMGA"), an association affiliated with the Plateau Club (the "Club"), hereinafter referred to as the **PMGA**.

Article II. Purpose

The PMGA is formed as a non-profit organization for the purpose of providing, planning, and overseeing golf and social activities for male members of the Club. The mission of the PMGA is to create a positive and friendly environment at the Club, to promote fellowship, and to encourage an active golf and social agenda for the membership.

Article III. Membership and Dues

Section 1. Membership. Membership is open to all adult male members of the Club, of at least 18 years of age. Any such person admitted to the PMGA as a member pursuant to these Bylaws shall be a "Member" for purposes hereof.

Section 2. Admission, Renewal, Resignation, Revocation. Application for, and renewal of membership shall be accomplished at the direction of, and by methods adopted by, the Board of Directors of the PMGA ("Board of Directors"). Membership may be revoked with or without cause, by a majority vote of the Board of Directors. Any Member may resign at any time, upon written notice to the Board of Directors.

Section 3. Dues. Membership requires payment of the annual dues assessment and any special assessments, as adopted by the Board of Directors. The PMGA shall have the right to collect dues and assessments from Members on a voluntary basis. The Board of Directors shall oversee the collection thereof. The funds shall be deposited in a bank account of the PMGA. Financial records of the PMGA shall be maintained at least five years.

Article IV. Directors

Section 1. Number. The Board of Directors shall consist of one or more Members. The number of directors shall be fixed by the Board of Directors once per year, prior to the Annual Meeting, but shall not be more than twelve or less than one. Each Director shall have one vote on matters before the Board of Directors.

Section 2. Election; Qualification. At the Annual Meeting the Board of Directors shall be elected by the Members. Typically, and at the discretion of the Board of Directors, half of the board seats will be eligible for reelection each year. The immediate past president will be granted a seat on the Board of Directors immediately following his term of office, and shall remain until

he is no longer the immediate past president or until he is removed by the Board of Directors, as permitted in Article IV, Section 6.

Section 3. Term of Office. Each Director shall hold office for two fiscal years following their election to office until their successors are elected and assume the position, pursuant to and in accordance with Article VII.

Section 4. Meetings. Quarterly meetings shall be held by the Board of Directors, or as otherwise determined by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Directors. The Board of Directors may participate in-person, by teleconference, or by video conference, and such participation shall constitute presence in person at such meeting.

Section 5. Quorum; Voting. A majority of the total number of Directors shall constitute a quorum for the transaction of business. The vote of the majority of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors. For purposes hereof, if a quorum is present and there is a tie during a vote of the Board of Directors, the President's vote will break the tie.

Section 5. Committees. The Board of Directors may, by resolution passed by a majority of the Directors, designate one or more committees, each committee to consist of one or more Directors. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of PMGA business and affairs.

Section 6. Removal; Resignation. Any Director may be removed with or without cause, by a two-thirds vote of (i) the Board of Directors or (ii) the Members. Any Director may resign at any time, upon written notice to the Board of Directors.

Section 7. Vacancies. Vacancies may be filled by the Board of Directors, or if less than a quorum, a sole remaining director. Any newly created directorship resulting from an increase in the authorized number of Directors must be filled by the election process set forth in Article VII. When one or more Directors shall resign from the Board of Directors, effective as of a future date, the Board of Directors, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take affect when such resignation or resignations shall become effective. A vacancy in the office of President shall be filled by the Vice President who shall succeed to the office of President for the remainder of his predecessor's term. A Director appointed to fill a vacancy shall hold office for the unexpired term of his predecessor.

Section 7. Compensation. No Director shall be granted any compensation by the PMGA for his participation in the Board of Directors, unless it is related to expense reimbursement approved by the Board of Directors.

Article V. Officers

Section 1. Election; Qualifications. At the first meeting following the election of the Board of Directors, the Board of Directors shall elect or appoint a President, Vice President, Treasurer,

Secretary, Games Chairman, Major Events Chairman, Greens Chairman, and Handicap Chairman, to the extent such position was vacated due to re-election. Any number of officers may be held by the same person. All officers must be Directors.

Section 2. Term of Office; Vacancies. Each officer shall hold office until his term as a Director expires, he resigns, or he is removed. Any vacancy occurring in any office shall be filled by the Board of Directors.

Section 3. Removal; Resignation. Any officer may be removed at any time with or without cause by the Board of Directors. Any officer may resign his office at any time.

Section 4. Powers and Duties of the President. The President shall preside at all meetings of the PMGA and the Board of Directors; appoint all committees as authorized by the Board of Directors; be an *ex officio* member of all committees; welcome new members and help them become integrated into the PMGA; provide general leadership to the PMGA; provide liaison to the owners and management officials of the Club from the PMGA membership; recommend to the Board of Directors "special committees" as required; and have such power and perform all duties as they pertain to this office, as agreed upon by the Board of Directors.

Section 5. Powers and Duties of the Vice President. The Vice President shall be given such powers and perform such duties as may from time to time be assigned to him by the Board of Directors. In the event of the absence or inability of the President to perform the duties, shall perform the duties of President.

Section 6. Powers and Duties of the Treasurer. The Treasurer shall be custodian of all PMGA funds; receive all monies and disburse funds only upon the approval of the Board of Directors or the membership; submit written reports at each regular meeting of the Board of Directors and as required for each general membership meeting; submit books and records for audit when required; file any and all tax forms and assure IRS compliance as required; and have such power and perform all duties as they pertain to this office, as agreed upon by the Board of Directors.

Section 7. Powers and Duties of the Secretary. The Secretary shall take minutes of the meetings of the PMGA and the Board of Directors; maintain an accurate list of the membership; conduct and maintain a record of the general correspondence of the PMGA at the direction of the President; supervise annual elections; and have such power and perform all duties as they pertain to this office, as agreed upon by the Board of Directors.

Section 8. Powers and Duties of the Games Chairman. The Games Chairman shall be the primary interface between the PMGA and the Head Golf Professional of the Club; assist with the planning, organizing, and scheduling of all tournaments and competitions; be the liaison with the Plateau Women's Golf Association (the "PWGA") with respect to PMGA golf activities and coordinated joint golf events; and have such power and perform all duties as they pertain to this office, as agreed upon by the Board of Directors.

Section 9. Powers and Duties of the Major Events Chairman. The Major Events Chairman shall be the primary interface between the PMGA and the respective chairmen of the Member-Member and Member-Guest tournament committees; be responsible to the Board for the

execution of these tournaments; and have such power and perform all duties as they pertain to this office, as agreed upon by the Board of Directors.

Section 10. Powers and Duties of the Handicap Chairman. The Handicap Chairman shall be the primary interface between and represent the PMGA on the Plateau Club Handicap Committee; coordinate with his counterpart at the PWGA to assure consistency in rules, regulation and systems related to all handicaps at the Plateau Club; and have such power and perform all duties as they pertain to this office, as agreed upon by the Board of Directors.

Section 11. Powers and Duties of the Greens Chairman. The Greens Chairman shall be the primary interface between the PMGA and the Club Greens Superintendent and Greens Committee; be the liaison with the Plateau Women's Golf Association (the "PWGA") with respect to greens issues that are common to both associations; and have such power and perform all duties as they pertain to this office, as agreed upon by the Board of Directors.

Section 12. Delegation. In the event of the absence of any officer or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may at any time delegate all or any part of the powers or duties of any officer to any other officer or officers, or Director or Directors.

Section 13. Compensation. No officer shall be granted any compensation by the PMGA for his participation as an officer, unless it is related to expense reimbursement approved by the Board of Directors.

Article VI. Meetings

Section 1. Annual Meeting. The Annual Meeting of the Members shall be held no earlier than October 1st of each year (the "Annual Meeting"), unless otherwise decided by the Board of Directors. The Annual Meeting shall be for the purpose of electing directors, receiving reports of officers and committees, and for any other business that may arise. The Annual Meeting may be held in-person, by teleconference, or video conference. At least 10 days prior to the Annual Meeting, the Board of Directors will provide the Members notice of the Annual Meeting.

Section 2. General Meeting. A general meeting of the Members may be scheduled at the direction of the Board of Directors. A general meeting may be held in-person, by teleconference, or by video conference. At least 10 days prior to a general meeting, the Board of Directors will provide the Members notice of the meeting.

Section 3. Quorum; Voting. Twenty percent of the Members shall constitute a quorum at any meeting. The vote of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members for purposes hereof.

Article VII. Nominations and Elections

Section 1. Nominations. At least 10 days prior to the Annual Meeting, the Board of Directors will provide the Members notice regarding how many board seats will be up for election and solicit nominations from the Members. Any Member may nominate any other Member, or themselves, for an open Board of Directors position.

Section 2. Nominees. Any nominee shall have consented to serve in the capacity he was nominated for.

Section 3. Elections. The Board of Directors, shall be elected at the Annual Meeting. Typically, half of the Board of Directors positions will open for reelection in a given year, as determined by the Board of Directors. The Board of Directors may open any or all board positions for election, irrespective of term, provided it complies with Article VII, Section 1.

Section 4. Voting. Voting shall take place in-person or electronically the day of the Annual Meeting, as determined by the Board of Directors. Voting shall not be anonymous but the Board of Directors shall not disclose any information other than the results to the Members. The Board of Directors shall determine the length of time that voting is permissible on the day of the Annual meeting, not less than three hours, and at least partially occurring during normal clubhouse hours.

Article VII. Indemnification

The PMGA shall indemnify all Directors to the full extent permitted, and in the manner provided by state law.

Article IX. Amendment of Bylaws

These bylaws may be amended at any Annual Meeting or General Meeting by a two-thirds) vote of the Members present, subject to quorum, provided that the amendment has been sent to the Members at least ten days prior to the meeting at which it will be considered. Approved amendments shall become effective immediately unless otherwise specified in the amendment. If any amendment to these bylaws causes them to conflict with federal or local governmental rules, law, or regulations, this document shall automatically conform to the said rule, law or regulation.

Article X. Dissolution

To effect dissolution of the PMGA, these bylaws must be rescinded by a two-thirds vote of the Members after ten days' notice has been sent to each Member. The Board of Directors then holding office shall distribute the assets of the PMGA remaining after the payment, satisfaction and discharge, or adequate provision thereof, of all liabilities and obligations of the PMGA to the Members on a pro-rata basis, or to a non-profit organization or charity at the discretion of the Board of Directors.

Article XI. Fiscal Year

The PMGA financial reporting year shall be calendar (i.e. January 1 to December 31).