

ROSSMOOR GOLF CLUB

BY-LAWS

Rossmoor Golf Club, a California Corporation that qualified for tax exemption under Section 501 © (7) of the Internal Revenue Code, was incorporated as a nonprofit corporation in the State of California on December 2, 1965 located at 1010 Stanley Dollar Drive, Walnut Creek, CA 94595

NOW, THEREFORE, the By-Laws of the Rossmoor Golf Club are hereby amended and restated in their entirety as follows:

ARTICLE I NAME AND LOCATION OF CORPORATION

Section 1.1 Names. The name of the Corporation is the Rossmoor Golf Club

Section 1.2 Principal Office. The principal office of the Corporation is 1010 Stanley Dollar Drive, Walnut Creek, CA. 94595.

Article II Golf Clubs Operating Under Rossmoor Golf Club

Section 2.1 The following four golf clubs located in the Rossmoor community in Walnut Creek operate under and as part of Rossmoor Golf Club, using the following fictitious business names ("dbas"):

**Rossmoor Men's Golf Club ("RMGC")
Rossmoor Women's 18-Hole Golf Club
Rossmoor Women's 9-Hole Golf Club ("9ers")
Rossmoor Happy Hackers Golf Club**

Section 2.2 These By-laws shall be the official By-Laws of the Corporation (Rossmoor Golf Club) and shall also serve as the By-Laws of RMGC. The other three golf clubs identified in Section 2.1 may establish their own operating rules and "bylaws," may admit their own "members" and elect their own "directors" and "officers," and have their own bank accounts. However, notwithstanding any other provision of these By-laws or the operating rules or bylaws of the golf clubs, (a) these Bylaws shall be the only official bylaws of the Corporation, (b) the only official members of the Corporation for voting and other legal purposes shall be the members of RMGC, and (c) the only official directors and officers of the Corporation shall be the directors and officers of RMGC elected pursuant to these By-laws.

Section 2.3 Each Club referred in section 2.1 is required to submit its financial information at the end of each fiscal year to the Treasurer of RMGC so that a consolidated tax return can be filed in a timely manner to the IRS and California Franchise Tax Board.

ARTICLE III PURPOSE

Section 3.1 To foster and further the game of golf and to promote good fellowship among its members in the Rossmoor community.

Section 3.2 To establish uniformity of the rules of the game for the Rossmoor Dollar and Creekside courses (i.e. Golf Course Rules).

Section 3.3 To maintain a uniform handicapping system as set forth in the regulations of the USGA/NCGA.

Section 3.4 To provide for the filing of a consolidated tax return to the IRS and State of California for all the dba's and organizations operating under the corporate umbrella of the Rossmoor Golf Club.

ARTICLE IV MEMBERSHIP

Section 4.1 Qualifications. All members of the golf clubs in Rossmoor that have met the membership requirements of their respective organizations.

Section 4.2 Sponsored Guests. GRF Policy 303.3 provides for the golf clubs to have members which are "sponsored" by a resident Member and they pay higher fees than resident Members and can not make tee times until 11:00 am; the total number of this type of Member is limited according to GRF Policy 302.0. Sponsored Guest Members may not vote or hold Office but may play in RMGC non-trophy or awards events, provide there is space available.

Section 4.3 Honorary Members. The Board of Directors may confer annual honorary memberships to individuals who have contributed significantly to the advancement of the Rossmoor Golf Club; the vote of the Board of Directors has to be unanimous and these Members can NOT hold office or vote.

Section 4.4 Member Discipline. In the event any member of this organization shall commit and act which reflects discredit or disrepute thereon or shall refuse or neglect to comply with the rules and regulations adopted by the Board of Directors or its duly appointed Officers, such Member shall be subject to suspension or expulsion after ten (10)

days written notice, by vote of two-thirds of the Board of Directors at any regular or special meeting called for such purpose. Such Member complained against shall, during the ten (10) day period, have the right to demand, by written notice addressed to the Board of Directors, a hearing upon such complaint which hearing shall be completed within twenty (20) days of the receipt of such demand by the Board of Directors.

Section 4.5 Annual Membership Fees. The annual membership fees for all the Rossmoor Golf Club members shall be established by the respective Boards and will include, at a minimum, a charge for the Northern California Golf Association membership and the Northern California Golf Association handicap system maintenance.

Section 4.6 GRF Rules. The Rules, Policies and Procedures of the Golden Rain Foundation of Walnut Creek, including the GRF Guest Policy, are hereby incorporated by reference in the rules for membership in this organization, and compliance therewith is expressly made a requirement for membership into any organization under the umbrella of the Rossmoor Golf Club.

ARTICLE V MEETINGS OF MEMBERS

Section 5.1. Annual Meeting. An annual meeting of the Members of the Corporation shall be held once every twelve (12) months at a date and time determined by the Board of Directors for the purpose of electing or announcing the results of the election of Directors and transacting such other business as may properly come before the meeting.

5.2. Special Meetings. Special meetings of the Members shall be held when called by the President or two members of the Board of Directors. Notice of the special meetings shall specify the time and place of such meeting and the nature of any special business to be conducted. The notice shall be given to all Directors and shall be posted on the bulletin board of the clubhouse not less than 72 hours prior to the scheduled time of the meeting.

5.3 Place of Meeting. Meetings of the Members shall be held at a suitable place designated by the Board of Directors.

Section 5.4. Notice of Annual or Special Meetings. Written notice stating the place, day and hour of the annual meeting of Members or a special meeting of Members shall be posted in the clubhouse and disseminated through online delivery to all Members, not less than ten (10) nor more than fifty (50) days before the date of such meeting.

Section 5.5. Quorum. Those Members present in person at a properly noticed annual meeting of the Corporation holding not less than ten percent (10%) of the total votes of the Corporation shall constitute a quorum.

Section 5.6. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the Members present at a meeting at which a quorum is present shall be necessary for the adoption thereof.

Section 5.7. Non-cumulative Voting. All voting shall be done on a non-cumulative basis.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1. Number and Qualifications. The number of Directors of the Corporation shall consist of twelve (12) Directors. All Directors must be Members in good standing of the Rossmoor Golf Club.

Section 6.2. Procedures for Nominating and Electing Members to the Board of Directors.

- (a) Nomination for election to the Board shall be made by a nominating committee that consist of four members of the RMGC and the past president of the RMGC. This Nominating Committee shall be appointed, at least eight weeks prior to the annual meeting, by the Board of Directors of the RMGC. At least four weeks prior to the annual meeting, the nominating committee shall submit to the Board and shall post on the bulletin board of the pro shop a list of nominees to fill any vacancies for the terms of office beginning on January 1 of the following year. Nominations from the floor shall be accepted at the Annual Meeting.
- (b) Election to the Board shall be by voice vote or by ballot.
- (c) The candidates with the greatest number of votes cast at the meeting shall be declared to be elected to the Board and will assume duties on the first day of January following the election.

Section 6.3. Terms. At each annual meeting, the Members shall elect a number of Directors equal to the number of Directors whose terms are expiring, and each Director so elected shall serve for a term of three (3) years.

Section 6.4. Teleconference Meetings.

Meetings of the Board of Directors may be held by telephone conference or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation at such meeting shall constitute presence in person at the meeting.

Section 6.5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these By-Laws.

Section 6.7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the remaining members of the Board of Directors for the unexpired portion of the term. If the vacancy is filled by a “new Board Member”, that person is then eligible to be nominated and serve a full 3-year term once the temporary term is fulfilled.

Section 6.8. Powers and Duties

- (1) The affairs of the Corporation shall be managed by its Board of Directors. The Board shall have all the powers and duties necessary for the administration of the affairs of the Corporation. In addition, the powers and duties of the Board of Directors shall include, but are not limited to, the following:
 - (a) To open bank accounts on behalf of the Corporation and designate the legal signatories;
 - (b) To pay taxes and assessments for which the Corporation is liable; and
 - (c) To appoint Committees of the Board of Directors and to delegate to such committees the authority to carry out certain duties of the Board of Directors;

ARTICLE VII COMMITTEES

Section 7.1. Committees. The Board shall appoint a Nominating Committee as provided in these By-Laws. In addition, the Board may appoint other Committees as it deems appropriate in carrying out its purpose, with the Board defining the power and duties of each Committee. The President, subject to the approval of the Board, shall appoint Chairs of the Committees and its members. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII OFFICERS

Section 8.1. Officers. The Officers of the Corporation shall be a President, a Secretary, a Treasurer/Chief Financial Officer and such other Officers as the Board may by resolution create.

Section 8.2. Election of Officers. The election of Officers shall take place immediately following each Annual Meeting of the Members.

Section 8.3. Terms. The Officers of the Corporation shall hold office for one (1) year unless he shall sooner resign, be removed or otherwise become disqualified to serve.

Section 8.4. Removal or Disqualification. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors when ever in its judgment the best interest

of the Corporation would be served thereby. Any Officer who ceases to be a Member of the Corporation or who ceases to be in good standing shall be automatically removed from office.

Section 8.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by another member of the current Board of Directors for the unexpired portion of the term.

Section 8.6. President. The President shall preside at all meetings of the Members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws or by California statute to another officer or agent of the Association.

Section 8.7. Past President. The Past President shall be an “ex officio Director” and is invited to all Board Meetings for advice and counsel but can not vote on motions.

Section 8.8. Secretary. The Secretary shall keep the minutes of the meetings of the Members and the Board of Directors in a book provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 8.9 Treasurer/Chief Financial Officer. The Treasurer/Chief Financial Officer shall have charge and custody of and responsibility for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such monies in the name of the Corporation; disburse such funds as directed by resolution of the Board; sign all checks and promissory notes of the Corporation; keep proper books of account; file annual taxes; and such other duties as from time to time may be delegated or assigned by the President or the Board of Directors.

ARTICLE IX MISCELLANEOUS

Section 9.1. Fiscal Year. The fiscal year of the corporation shall be from the first day of January through the last day of the succeeding December.

Section 9.2. Waiver. No restriction condition, obligation, or provision contained in these Bylaws will be deemed to have been abrogated or waived by reason of any failure to enforce it, irrespective of the number of violations and failures to enforce that may occur.

Section 9.3. Invalidity. If any provision or provisions of these Bylaws is or are declared invalid, the invalidity will in no way impair or affect the validity, enforceability, or effect of the remaining provisions of these Bylaws.

Section 10.4. Captions. Captions are inserted in these By-Laws for convenience and reference only, and will not be taken in any way to limit or describe the scope of these By-Laws or any provision thereof.

ARTICLE X AMENDMENTS

Section 10.1. Amendments. Any proposed amendment(s) to these By-Laws will be submitted to the Board of Directors for recommendation on the proposed amendment(s). Upon an affirmative vote to recommend such proposed amendment(s), the matter shall be submitted to the entire membership. The submission shall be by written notice, posted on the bulletin board of the pro shop and by publication through online delivery at least thirty (30) days prior to the date of voting on the amendment(s). This submission shall contain a copy of the proposed amendment. Approval for the amendment will be by voice vote or by ballot of a majority of members present that constitute a quorum (10% of the membership). Once the amendment is passed, it shall be included in the Bylaws and noted at the end of the Bylaws as to the date the amendment was approved and its location in the Bylaws

IN WITNESS WHEREOF, these By-Laws of the Rossmoor Golf Club are hereby amended and adopted as set forth above.

ROSSMOOR GOLF CLUB , a California Non-Profit Corporation

By: _____
President of Rossmoor Golf Club

Original adopted November 1, 1985
Amended November 7, 2003, (AIII-1, 2,3,5,6,7,8; AIV-1,2,3,4)
Amended February 10,2020 (AIII-1-a,b,c)
Edited May 1, 2020 (Header, AI; AII-4; AIII-5; A-III-7: AVI-1)
Amended March 8, 2021 (AIII-5; AIV-5, new 6, AV-1, new 2)
Edited and Amended November 11, 2024 (Header, A-II; A-IV; 4.1 & 4.6; A-VIII; 8.1 & 8.7)

