

November 1, 2003

NOTICE OF BYLAW AMENDMENTS TO BE VOTED UPON BY WGANC DELEGATES
AT THE ANNUAL MEETING TO BE HELD MONDAY, DECEMBER 1, 2003,
AT CASTLEWOOD COUNTRY CLUB, PLEASANTON, CALIFORNIA.

Article XI
AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of the Delegates present and voting at the Annual or Special Meeting or by a two-thirds vote of Delegates voting by mailed ballot. Written notice of such meeting or voting by mailed ballot and the terms of the Amendment to be considered must be sent to each Delegate and Director at least thirty days before such meeting or date for return of mailed ballots.

Article V
INDIVIDUAL MEMBERSHIP

SECTION 2. (Reads) Conditions. Individual members shall comply strictly with the Bylaws, Rules and decisions of the Association.

SECTION 2. (Shall read) Conditions. Individual members shall comply strictly with the Bylaws, Rules and decisions of the Association **and must obtain handicap services through the Association.**

Article VI
GOVERNMENT

SECTION 6. (Reads) Meetings. Meetings of the Board shall be held monthly at times and places fixed by the President. One meeting during the summer may be omitted.

SECTION 6. (Shall read) Meetings. Meetings of the Board shall be held monthly at times and places fixed by the President. **One monthly meeting may be omitted each year.**

Article VIII
OFFICERS AND THEIR DUTIES

SECTION 5. (Reads) Treasurer. The Treasurer shall keep accurate records and books of account reflecting the current financial position of the Association. The Executive Director shall bank all funds of the Association in a depository approved by the Executive Committee. The Treasurer shall send out all bills of the Association and shall receive all the funds in payment thereof. The Treasurer's books

shall be audited annually by a Certified Public Accountant. The Treasurer shall make a detailed written financial report each month and shall supply each Director with a copy of same. A copy of the audited Annual Report shall be supplied to each Director and to each Member Club. The Annual Report shall be filed with the Secretary. The Treasurer shall be bonded, the cost to be defrayed by the Association.

SECTION 5. (Shall read) Treasurer. The Treasurer shall keep accurate records and books of account reflecting the current financial position of the Association. The Executive Director shall bank all funds of the Association in a depository approved by the Executive Committee. The **Executive Director** shall send out all bills of the Association and shall receive all the funds in payment thereof. The Treasurer's books shall be audited annually by a Certified Public Accountant. The Treasurer shall make a detailed written financial report each month and shall supply each Director with a copy of same. A copy of the audited Annual Report shall be supplied to each Director and to each Member Club. The Annual Report shall be filed with the Secretary. The **Executive Director** shall be bonded, the cost to be defrayed by the Association.

These Bylaws changes will be voted on by the Delegates at the Annual Meeting of the Women's Golf Association of Northern California to be held on Monday, December 1, 2003.

Please post these proposed Bylaw changes for all members of WGANC to see. Thank you.

If you have any questions, please call: Fran Weber, President (707) 545-3188
 Lynn Jansen, Vice-President (510) 223-0848

Board of Directors
Women's Golf Association of Northern California

**By-Law Changes
2004**

**Article IV
CLUB MEMBERSHIP**

Section 1 d. (Previous) To have facilities suitable for a five day Championship Tournament every 15 to 20 years.

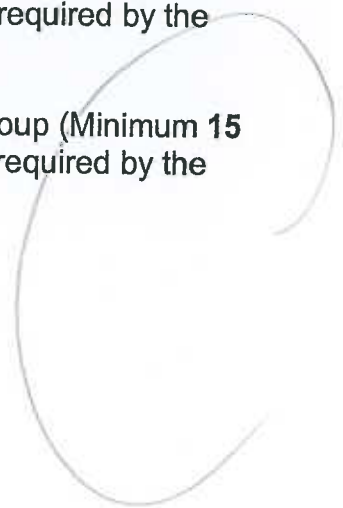
Section 1 d. (Revised) To have facilities suitable for a five day **or less** Championship Tournament every 15 to 20 years.

*2013
Team
Challenge II*

**Article IV
CLUB MEMBERSHIP**

Section 1 h. (Previous) To have an organized women's group (Minimum 25 members) responsible for submitting reports and records required by the Association.

Section 1 h. (Revised) To have an organized women's group (Minimum 15 members) responsible for submitting reports and records required by the Association.



**BYLAWS
of the
WOMEN'S GOLF ASSOCIATION
Of
NORTHERN CALIFORNIA**

**Article I
NAME**

This Corporation shall be known as the **WOMEN'S GOLF ASSOCIATION OF NORTHERN CALIFORNIA**. The term "Association" as used in these Bylaws means the **WOMEN'S GOLF ASSOCIATION OF NORTHERN CALIFORNIA**, a corporation. The term "Board" as used in these Bylaws means the Board of Directors.

**Article II
PURPOSES**

The purposes of this Association shall be: (1) to promote the interests of women's amateur golf in its territorial jurisdiction; (2) to establish a uniform system of handicapping in accordance with recommendations of the USGA; (3) to afford a convenient and authoritative means of arranging dates for calendar events; (4) to provide for holding annually an association stroke play championship tournament and an association match play championship tournament; and for holding biennially the Women's Golf Association of California Championship Tournament in accordance with the Bylaws of the Women's Golf Association of California of which this Association is an affiliate; and (5) to support Junior Girls' golf. ✓

**Article III
TERRITORIAL JURISDICTION**

SECTION 1. *Boundaries.* The territorial jurisdiction of this Association shall include the Counties of Monterey, Tulare and all of California north of said Counties.

SECTION 2. *Geographical Sections.* In order to insure relatively equal representation of each Member Club in the government and affairs of this Association, each Member Club shall be assigned to one of several geographical sections. Said geographical sections shall be elected and delineated by the Board from time to time as necessary, and the assignment of Member Clubs thereto shall be made in such a manner as to keep the number of Member Clubs in each section as nearly equal as possible.

**Article IV
CLUB MEMBERSHIP**

SECTION 1. *Conditions.* Any regularly organized golf club which is located within the legal boundaries of this Association shall be eligible to apply for membership subject to the following conditions. A Member Club is required:

- a. To be a properly organized private membership club.
- b. To maintain a regulation 18-hole golf course and have an established women's day. (A limited number of existing member nine-hole courses are accepted).
- c. To be duly organized with Bylaws, Standing Rules or House Rules
- d. To have facilities suitable for a five day Championship Tournament every 15 to 20 years; to be available for a two day tournament every 4 to 5 years; to be available for a one day event each year. This may be an Open Day or one day of a Major Tournament.
- e. To charge as a condition of membership in said club an initiation fee, regular monthly and/or annual dues.
- f. To install permanent Rating Markers.
- g. To maintain a clubhouse, dining and other necessary facilities, for members and their guests.
- h. To have an organized women's group (minimum 25 members) ^{*} responsible for submitting reports and records required by the Association. They must have a Golf Handicap System and conduct competitive play as recommended by and in accordance with the WGANC and the USGA Rules of Golf.

SECTION 2. *Application.* Application for membership shall be submitted to the Board in writing on regular forms furnished by the Association and shall be accompanied by two copies of the Bylaws of the club, certified as correct and current by the President and Secretary of the club.

SECTION 3. *Discretion of the Board.* The Board of the Association shall be the sole judge of whether the conditions outlined in Section 1 and 2 above have been met.

SECTION 4. *Vote.* Admission of a club to the Association shall be by two-thirds vote of the Board.

SECTION 5. *Dues.*

- a. Annual dues shall be payable on January 1st of each year.
- b. Clubs delinquent in March shall be notified by registered mail of such delinquency, and
- c. Any club whose dues remain delinquent on April 1st may be dropped by a majority vote of the Board.

SECTION 6. *Continuing Conditions.* Member Clubs shall comply with the conditions outlined in Section 1. Any change in the eligibility status of a Member Club must be submitted to the Board of Directors.

SECTION 7. *Suspension and Expulsion*

- a. Refusal or neglect on the part of any club, or its members belonging to this Association, to comply strictly with the Bylaws, Rules or decisions of the Board shall render such club liable to suspension or expulsion.
- b. No Member Club shall be suspended, expelled or have its membership revoked without reasonable notification of the action proposed and an opportunity to be heard in its own defense.
- c. A two-thirds vote of the Board shall be required for the suspension or expulsion of any Member Club.

SECTION 8. *Review of Status.* The Board may review periodically the membership status of any Member Club.

**Article V
INDIVIDUAL MEMBERSHIP**

SECTION 1. *Members.* There shall be individual memberships in the Association comprised of the women members of the Member Clubs.

SECTION 2. *Conditions.* Individual members shall comply strictly with the Bylaws, Rules and decisions of the Association.

**Article VI
GOVERNMENT**

SECTION 1. *Management.* The management, conduct and control of the affairs and properties of this Association shall be vested in a Board of Directors consisting of a minimum of fifteen persons and a maximum of eighteen persons, at least one and no more than two of whom shall be from each geographical section, until the authorized number of Directors is changed by amendment of the Articles of Incorporation or by a bylaw duly adopted by the Delegates amending this Section 1 of Article VI of the Bylaws.

SECTION 2. *Advisor.* A past President or Director of this Association, who shall be appointed by the President-elect with approval of the Board, shall serve in an advisory capacity. The Advisor shall be an ex officio member of the Board and shall have no vote.

SECTION 3. *Election of Directors.* The Directors shall be elected by the Delegates at the Annual Meeting in December for a term of two years. No Director shall hold office for more than two terms. The newly elected Directors shall take office at the regular monthly meeting of the Board in January following their election.

SECTION 4. *Eligibility.* Members of the Association who have been members for three (3) consecutive years immediately preceding the election shall be eligible to serve as members of the Board, provided that not more than two Directors shall be members of the same club.

SECTION 5. *Election of Officers.* The Board of Directors shall elect the officers of the Association at the regular October Board meeting. Only Directors are eligible to election as Officers.

SECTION 6. *Meetings.* Meetings of the Board shall be held monthly at times and places fixed by the President. One meeting during the summer may be omitted.

SECTION 7. *Special Meetings.* The President shall call a special meeting of the Board within ten days after receiving a written request for same from any three Directors.

SECTION 8. *Directors-elect.* The incumbent Board shall invite the Directors-elect to all Board Meetings held between the date of the Annual Meeting and the date when the Directors-elect take office. The Directors-elect shall have no vote at these meetings.

SECTION 9. *Additional Directorates.* Subject to the limitations of Section 1 of this Article VI of the Bylaws, and if at any time, in their absolute discretion, the Board determines that one or more Directors should be added to the Board to assist in the administration of Association affairs, the Directors may, by a two-thirds vote, declare that such a Directorate or Directorates exist, at which time a vacancy shall immediately be deemed to exist with regard to such new Directorate or Directorates.

SECTION 10. *Removal of Director.* A Director shall be removed from office by a two-thirds vote of the Board for:

- a. Failure to attend two (2) consecutive meetings of the Board without satisfactory excuse.
- b. Inability to perform the duties of her office due to illness.
- c. Inability to efficiently administer her office and duties.

A Director may resign at any time.

SECTION 11. *Vacancies.* If a vacancy occurs on the Board before completion of a term of office, that term shall be deemed completed. The vacancy may be filled by appointment confirmed by a majority vote of the remaining Board of Directors. An appointment for a period of six (6) months or more shall constitute one (1) year of a Director's term. A person so appointed must stand for election at the next Annual Meeting. The person so appointed shall serve until the Directors-elect take office.

SECTION 12. *Quorum.* Ten (10) members of the Board shall constitute a quorum for any regular meeting or special meeting of the Board.

SECTION 13. *Vote.* Unless otherwise herein specified, the decisions of the Board in the transaction of all business shall be by majority vote.

SECTION 14. *Parliamentarian.* The President, with the approval of the Board, shall appoint a Parliamentarian who shall be present at all Special and Annual Meetings.

Article VII STANDING COMMITTEES

SECTION 1. *Tournament Committee.* There shall be a Tournament Committee approved by the Board with due regard to geographical representation. The Tournament Director, Assistant Tournament Director and Co-Tournament Directors of the Association shall be Chairman and Co-Chairmen of this Committee.

SECTION 2. *Rules Committee.* There shall be a Rules Committee, members to be appointed with the approval of the Board. A Director, appointed by the President of the Association, will serve as Coordinator between the Board and the Rules Committee.

SECTION 3. *Course Rating Committee.* There shall be a Course Rating Committee, members to be appointed with the approval of the Board. A Director, appointed by the President of the Association, will serve as coordinator between the Board and the Course Rating Committee.

Article VIII OFFICERS AND THEIR DUTIES

SECTION 1. *Officers.* Officers of this Association shall be President, Vice-President, Secretary, Treasurer, Tournament Director and such other officers as the Board may from time to time designate and elect. They shall serve for a term of one year or until their successors take office. Officers may succeed themselves, except the President, who shall serve no more than two (2) consecutive terms. No member shall hold more than one office at a time.

SECTION 2. *President.* The President shall preside at all meetings of the Board and of the Delegates and shall be the Executive Officer of the Association with the power to appoint, subject to the approval of the Board, such committees as she may deem proper to further the purposes of the Association.

SECTION 3. *Vice-President.* The Vice-President shall perform the duties of the President in case of her absence or disability, and such duties as may be assigned to her by the Board.

SECTION 4. *Secretary.* The Secretary shall keep accurate minutes of all meetings of the Association, shall attend to all correspondence of the Association and shall issue the call for all meetings.

SECTION 5. *Treasurer.* The Treasurer shall keep accurate records and books of account reflecting the current financial position of the Association. The Executive Director shall bank all funds of the Association in a depository approved by the Executive Committee. The Treasurer shall send out all bills of the Association and shall receive all the funds in payment thereof. The Treasurer's books shall be audited annually by a Certified Public Accountant. The Treasurer shall make a detailed written financial report each month and shall supply each Director with a copy of same. A copy of the audited Annual Report shall be supplied to each Director and to each Member Club. The Annual Report shall be filed with the Secretary. The Treasurer shall be bonded, the cost to be defrayed by the Association.

SECTION 6. *Tournament Director.* The Tournament Director, under the direction of the President, shall be responsible for the conduct of all WGANC Tournaments.

SECTION 7. *Other Officers.* Other officers designated and elected by the Board shall perform such duties as may be assigned them by the Board.

Article IX DELEGATES AND MEETINGS

SECTION 1. *Delegates.*

- a. **Appointment and Term of Delegates.** Each Member Club shall appoint two of its members to serve as Delegate and Alternate Delegate from the Club to the Annual Meeting and Special Meetings of Delegates of the Association. Delegates and Alternates shall serve one-year terms from October 1st of the year they are appointed until September 30th of the following year, or until the Secretary of the Association is notified in writing of the appointment of a successor. Prior to October 1st of each year, the Captain of each Member Club shall notify the Secretary of the Association, in writing, of the appointment of the Delegate and Alternate Delegate to serve the next term. If

during the year a change of Delegate and/or Alternate is made by the Club, the Captain of said Club shall immediately give written notice of same to the Secretary of the Association.

- b. **Qualifications for Delegates.** A Delegate or Alternate must be a member of the Association. No member may be a Delegate from more than one Member Club.

SECTION 2. *Voting Body.* The Delegates from a majority of the Member Clubs shall constitute a quorum for the transaction of business at all Annual and Special Meetings. In the absence of a quorum, the meeting shall be adjourned to a date fixed by the Delegates and Officers present.

SECTION 3. *Meetings.*

- a. ***Notices.*** Delegates shall be given at least ten days advance notice of any meetings; thirty days written notice shall be given of any meeting at which an amendment to the Bylaws is proposed.
- b. ***Annual Meeting.*** On the first Monday in December in each year the Delegates shall hold an Annual Meeting at such place and hour as a majority of the Board shall designate. If the first Monday falls on a holiday, the meeting shall be held on the following Monday. The purpose of this meeting shall be to consider and act upon the following matters:
 - (1) The reports of Directors. Each Director shall present a written report pertaining to her activities during the preceding year.
 - (2) The Election of Directors for the ensuing year.
 - (3) The consideration of, and action upon, any other business or matters relating to the Association.
- c. ***Special Meetings.*** Special Meetings of the Delegates may be held upon call of the President for the purpose of considering and acting upon any matter other than the election of Directors. The President shall call a Special Meeting within twenty days upon written request of ten Delegates. Any call for, and all notices of, a Special Meeting shall state generally the matters to be considered and acted upon at such meeting.
- d. ***Meeting Procedure.*** All meetings shall be conducted according to Roberts' Rules of Order, Newly Revised.

**Article X
NOMINATIONS**

SECTION 1. *Nominating Committee.*

- a. ***Appointment.*** A Nominating Committee shall be appointed by the Board at least ninety days prior to the Annual Meeting of the Delegates. One representative shall be selected from each geographical section.
 - (1) Within each geographical section the representative shall be selected from clubs in rotation.
- b. The President of the Board shall notify the members of the Nominating Committee of their appointment before the Area Meetings.

- c. The Secretary shall mail to all Delegates, thirty days before the Annual Meeting, the names selected by the Nominating Committee as candidates for Directors.
- d. *Further Nominations.* Further nominations must be presented in writing to the Secretary accompanied by the candidate's written acceptance, and must be signed by five Delegates. Such nominations must be in the Secretary's hands at least five days prior to the Annual meeting.

**Article XI
AMENDMENT OF BYLAWS**

These bylaws may be amended by a two-thirds vote of the Delegates present and voting at the Annual or Special Meeting or by a two-thirds vote of the Delegates voting by mailed ballot. Written notice of such meeting or voting by mailed ballot and the terms of the Amendment to be considered must be sent to each Delegate and Director at least thirty days before such meeting or date for return of mailed ballots.

**Article XII
DISTRIBUTION OF INCOME
AND DISTRIBUTION
OF ASSETS ON DISSOLUTION**

SECTION 1. *Income.* If this corporation holds any event(s) to which members of the general public are invited to observe or participate in for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under Section 501(c) (3) of the Internal Revenue Code on an annual basis.

SECTION 2. *Dissolution.* Upon dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.