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In the office of the Secretary of State  
of the State of California

JUL 16 1958

FRANK M. KURDAN, Secretary of State

*Thomas W. Vichett*  
Deputy

ARTICLES OF INCORPORATION

OF

SANTA BARBARA MEN'S GOLF CLUB

KNOW ALL MEN BY THESE PRESENTS:

That SANTA BARBARA MEN'S GOLF CLUB of Santa Barbara, California, desires to incorporate under Part 1 of Division 2, Title 1 of the Corporations Code of the State of California, also known as the General Nonprofit Corporation Law, and its duly authorized officers do hereby certify as follows:

FIRST: That the name of said corporation is SANTA BARBARA MEN'S GOLF CLUB; that the name of the unincorporated association incorporated hereby is SANTA BARBARA MEN'S GOLF CLUB, of Santa Barbara, California.

SECOND: That the purposes for which this corporation is formed are:

(a) Primarily to encourage, promote and advance the game of golf. To enforce uniformity in the rules of the game of golf. To establish a uniform handicap system for its members. To arrange dates and places for holding tournaments. To conduct tournaments.

(b) To receive property by devise or bequest, subject to the laws of transfer of property by will and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds, securities of other corporations.

(c) To act as Trustee under any trust incidental to the principal objects of the corporation, and to receive, hold administer and expend funds and property subject to such trust.

(d) To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.

(e) To borrow money, contract debts, and issue notes, bonds and debentures, and to secure the payment or performance of its obligations.

(f) To make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

THIRD: That this corporation does not contemplate the distribution of gains, profits or dividends to the members thereof.

FOURTH: That the county in this State where the principal office for the transaction of the business of the corporation is to be located is the County of Santa Barbara, State of California.

FIFTH: That the names and addresses of the persons who are to act as the first directors of this corporation until the selection of their successors are:

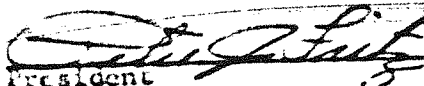
Peter J. Fritz	725 North La Cumbre Road Santa Barbara, California
Bud Oxford	2149 Modoc Road Santa Barbara, California
Paul Molitor, Jr.	14 South Soledad Santa Barbara, California
Edward G. VanCleve	4075 Foothill Road Santa Barbara, California
William C. Clark	664 Oak Grove Drive Santa Barbara, California
Floyd J. Davis	1724 Santa Barbara Street Santa Barbara, California
Oscar Nicolas	114 San Clemente Santa Barbara, California

SIXTH: That the authorized number and qualifications of the members of this corporation, different classes of membership, the property, voting and other rights and privileges of each class of membership, the liability of each and all classes

for dues and assessments, method of collection of said dues or assessments, shall be set forth in the bylaws of this corporation.

SEVENTH: That the bylaws of this corporation shall be adopted by the directors and may thereafter be amended or repealed by any means provided in the said bylaws.

IN WITNESS WHEREOF, we, PETER J. FRITZ, the President, and EDWARD G. VAN CLEVE, the Secretary-Treasurer, of SANTA BARBARA MEN'S GOLF CLUB, an unincorporated association, each being duly authorized by said association, have executed these Articles of Incorporation this 11th day of July, 1953.

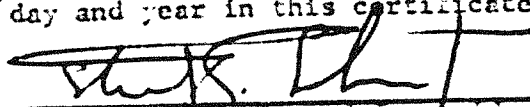
  
President

  
Secretary-Treasurer

STATE OF CALIFORNIA }  
County of Santa Barbara } ss.

On this 11th day of July, 1953, before me, STANLEY E. SCHWARTZ, a Notary Public in and for said County and State, personally appeared PETER J. FRITZ and EDWARD G. VAN CLEVE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public in and for said County and State. My commission expires July 31, 1960.

STATE OF CALIFORNIA

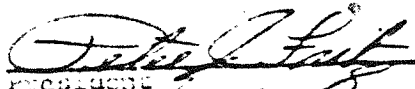
County of Santa Barbara


} ss.

PETER J. FRITZ and EDWARD G. VAN CLEVE, the President and Secretary-Treasurer, respectively, each being sworn for himself along, deposes and says:

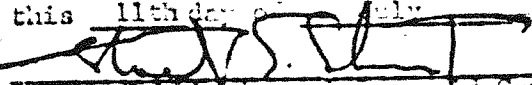
That PETER J. FRITZ is the President of the unincorporated association known as SANTA BARBARA MEN'S GOLF CLUB, and that EDWARD G. VAN CLEVE is the Secretary-Treasurer thereof.

That said PETER J. FRITZ as President and said EDWARD G. VAN CLEVE as Secretary-Treasurer were, and each of them was, duly directed and authorized by said association to execute the foregoing instrument for and on behalf of said unincorporated association and its members, and such association has duly authorized its incorporation, and that the said officers, PETER J. FRITZ as President and EDWARD G. VAN CLEVE as Secretary-Treasurer, have executed the Articles of Incorporation by authority of such unincorporated association as aforesaid.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary-Treasurer

Subscribed and sworn to before me  
this 11th day of July, 1958.

  
\_\_\_\_\_  
Notary Public in and for said County  
and State. My commission expires  
July 31, 1960.

ROBERT C. AIRWOOD CHAIRMAN  
STATE COMPTROLLER  
HUGH M. PRINCE VICE CHAIRMAN  
DIRECTOR OF FINANCE  
GEORGE R. REILLY  
MEMBER BOARD OF QUALIFICATION



JOHN J. CAMPBELL  
EXECUTIVE OFFICER  
SACRAMENTO 14

State of California  
**Franchise Tax Board**

June 26, 1952

Santa Barbara Men's Golf Club  
c/o Trevey, Schwartz & Wood  
Attorneys at Law  
Suite 200, La Arcadia Bldg.  
Santa Barbara, California

Gentlemen:

Re: Exemption from Franchise Tax

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701g of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a social club.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

You will be required to file the loyalty declaration set forth in Section 23705 of the Revenue and Taxation Code on or before May 15 of each year. Form 99 is used for this purpose. In addition, if your gross income exceeds \$25,000 you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire within thirty days unless incorporation or qualification is completed within such period.

Very truly yours,

FRANCHISE TAX BOARD  
John J. Campbell  
Executive Officer

CMG:mm  
cc: Secretary of State  
(c, f, g, i, j, l)

By *C. M. Gray*  
C. M. Gray  
Associate Tax Counsel



# **BY-LAWS OF SANTA BARBARA MEN'S GOLF CLUB**

## **ARTICLE I - PURPOSE**

**Section 1.** The general purpose of this corporation, incorporated as a non-profit corporation, shall be to encourage, promote and advance the game of golf.

**Section 2.** In order to facilitate the general purposes, this corporation shall enforce uniformity in the rules of the game of golf; establish a uniform handicap system; arrange dates and places for holding tournaments; and conduct tournaments.

## **ARTICLE II - MEMBERSHIP**

**Section 1. Qualifications** Any male person who is interested in the promotion of the purposes of this corporation, may be elected a member of the corporation. Males under 18 years of age must provide a release of liability form signed by a parent or legal guardian. *revised 2-95*

All members in good standing of the Santa Barbara Men's Golf Club, an Unincorporated association, at the time of the incorporation of said association are members of this corporation and their names shall be entered in the membership book of this corporation unless they file a written request to withdraw their name with the Secretary prior to July 1, 1958.

**Section 2. Application** Application for membership in this corporation shall be filed with the Treasurer, and accompanied by the membership fee and the dues for the current year, if any, and shall become effective upon the majority approval of the members of the Board of Directors present and voting at any regular or special meeting. *revised 2-95*

**Section 3. Resignation** Any member may be terminated by the letter of resignation to the Secretary, and his resignation shall be effective upon receipt by said Secretary, provided his indebtedness to the corporation, if any, is paid in full.

**Section 4. Termination** Any member may be terminated by the Treasurer for non-payment of dues at the expiration of thirty (30) days after mailing said member a notice for said dues. Termination by the Treasurer shall be at the discretion of the Treasurer. Upon payment of back dues, a member terminated for non-payment shall be automatically reinstated providing he pays any additional dues together with the delinquent amount that caused the termination. *revised 2-95*

**Section 5. Suspension** The Board of Directors shall have summary power by vote of a majority of its members, to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity, good will or prosperity of the organization, or for non-payment of dues or for any conduct in violation of these By-Laws or of the rules and regulations of the corporation which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in any suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A three-fourths affirmative vote of all members of the Board of Directors present at any regularly called meeting shall be required to pass upon such reinstatement.

**Section 6.** Upon the resignation, suspension, expulsion or death of a member, his rights and privileges as a member of this corporation shall cease.

### **ARTICLE III - PERSONAL LIABILITY**

**Section 1.** All persons or corporations extending credit to, contracting with or having any claim against the corporation shall look only to the funds and property of the corporation for payment of any such contract, claim, debt, judgment, damage, decree or cause of action or any money that may in any way become due and payable from the corporation.

**Section 2.** Neither the members of the corporation, the Board of Directors nor officers, present or future, shall be personally liable for any debt set forth in Section 1 of this Article III.

**Section 3.** This corporation is a non-profit corporation; the members hereof shall not be entitled to any individual or collective interest, participation, share, right, and/or property right in and to the assets of this corporation, but such assets shall be and constitute the indivisible property of this corporation; no dividends, pecuniary profits or dividends or payments of like nature shall ever be declared or paid to the members of this corporation.

#### **ARTICLE IV - MEETINGS OF THE MEMBERS**

**Section 1.** Place of Meetings All meetings of the members shall be held at the office of the corporation in the City of Santa Barbara and/or the County of Santa Barbara, State of California, as may be designated for that purpose from time to time by the Board of Directors. *revised 2-95*

**Section 2. Annual Meetings** The annual meeting of the members shall be held in November or December on a date set by the Board of Directors. Members must be notified thirty (30) days prior, each year. Members shall consider reports of the affairs of the corporation, and transact such other business as may properly be brought before the meeting. *revised 2-95*

**Section 3. Special Meetings** Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, or by the Board of Directors, or by any two (2) or more members thereof, or at the request of ten percent (10%) of the members in writing directed to the Secretary of the corporation.

**Section 4. Notice of Meetings** Notices of meetings, annual or special, shall be given in writing to members entitled to vote by the Secretary or the Assistant Secretary, or if there be no such officer, or in the case of his neglect or refusal, by any director or member.

Such notices shall be sent to the member's address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice, not less than seven (7) days before such meetings.



Notice of any meeting of the members shall specify the place, the day and the hour of the meeting, and in case of special meetings, as provided by the Corporations Code of California, the general nature of the business to be transacted.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save, as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

**Section 5. Consent to Members' Meetings** The transactions of any meeting of members, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

**Section 6. Quorum** Twelve (12) members, or ten percent (10%) of the membership, whichever is the least, entitled to vote thereat, present in person, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws. If, however, such quorum shall not be present, the members entitled to vote thereat, present in person, shall have the power to adjourn the meeting from time to time, until the requisite amount of voting members shall be present at such adjourned meeting at which the requisite amount of voting members shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 7. Voting Rights:** Cumulative Voting: Proxies Only persons whose names appear in the corporate records as members on the fifteenth (15th) day prior to the day of any meeting of the members, unless some other day be fixed by the Board of Directors, then on such other day, shall be entitled to vote at such meeting.

Every member entitled to vote shall be entitled to one (1) vote. Cumulative voting shall be prohibited. The use of proxies at any membership meeting or Board of Directors meeting is prohibited and the voting at any such meeting shall be only by those personally present who otherwise are entitled to vote.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1. Powers** Subject to the limitation of the Articles of Incorporation, of the By-Laws and of the Laws of the State of California as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of Directors.

**Section 2. Number and Qualifications** The authorized number of directors of the corporation shall be eight (8) who shall be members of the corporation, until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article V of these By-Laws, adopted by the vote or written assent of the members entitled to exercise the majority of the voting power of the corporation.

**Section 3. Election and Tenure of Office** At the first meeting of the members of the corporation, the eight (8) members of the Board of Directors shall be elected for a term of one (1) year from among the members of the corporation. At each annual meeting thereafter, eight (8) members of the Board of Directors shall be elected for a term of one (1) year.

**Section 4. Vacancies** Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of members or at a special meeting called for that purpose.

The members may at any time elect a director to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the By-Laws is voted authorizing an increase in the number of directors.

A vacancy, or vacancies, shall be deemed to exist in case of death, resignation or removal of any director, or if the members shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional directors so provided for, or in case the members shall fail at any time to elect the full number of authorized directors.

If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board, or the members, shall have the power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

**Section 5. Removal of Directors** The entire Board of Directors or any individual director may be removed from office by a vote of a majority of members, entitled to vote at an election of directors, at any annual meeting or special meeting of the members.

**Section 6. Place of Meeting** Meetings of the Board of Directors shall be held at the office of the corporation in the City of Santa Barbara, and/or the County of Santa Barbara, State of California, as designated for that purpose, from time to time, by resolution of the Board of Directors or written consent of all of the members of the Board. Any meeting shall be valid, wherever held, if held by the written consent of all members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the corporation. *revised 2-95*

**Section 7. Organization Meetings** The organization meetings of the Board of Directors shall be held immediately following the adjournment of the annual meetings of the members or such other time as shall be decided on by a majority of the Board of Directors within thirty (30) days after the annual meeting for the purpose of election of officers and the transaction of other business lawfully before the Board of Directors.

**Section 8. Other Regular Meetings** Regular meetings of the Board of Directors shall be held at the direction of the Board of Directors. No notice need be given of such regular meetings. Said day of the month may be changed from time to time by the President by giving notice as provided in Article V, Section 9 hereof. *revised 2-95*

**Section 9. Special Meetings - Notices** Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or if he is absent or unable or refuses to act, by the Vice-President, or by any two (2) directors.

Written notice may be given regarding the time and place of special meetings or telephone or personal calls may be made to inform the Directors of the time and place of special meetings. In any event the Directors must receive notice at least twenty-four (24) hours prior to such special meeting.

**Section 10. Waiver of Notice** When all the directors are present at any Directors' meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the Directors are present, and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the Corporation, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

**Section 11. Notice of Adjournment** Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

**Section 12. Quorum** Four (4) members of the Board of Directors as fixed by the Articles or By-Laws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

**Section 13. Fees and Compensation** Directors shall not receive any compensation, fee or salary for their services as Directors, but by resolution of the Board, reimbursements may be allowed to any Director for any moneys or expenses actually incurred and paid by an Director for the benefit of the corporation. A stipend may be approved in order to perform a function efficiently as prescribed by the Board of Directors, or the By-Laws. *revised 2-95*

## **ARTICLE VI - BOARD OF DIRECTOR SIGN-UP AND BALLOTING**

**Section 1. Board of Director Sign-up and balloting** The Board will designate who will post a sign-up sheet for each Board position 30 days prior to mailing ballots. Ballots shall be mailed to all members entitled to vote at least ten (10) days prior to the day set for the annual membership meeting. The ballots must be returned before the annual membership meeting to the person that The Board designates in order that such ballots may be counted as voted. No proxies will be allowed. *revised 2-95 & revised 9-05*

**Section 2. Declaration of Election by the Board** In the event that at the end of the nominating period no office or vacancy on the board has more than one person nominated to run for that office, the election may, as decided by a vote by the entire board present, be declared to have taken place and that all directors have been returned to office for a period of one year. If any office or vacancy has more than one candidate running for it, the election will be held as usual with all board seats open for election. *revised 6-99*

## **ARTICLE VII - OFFICERS**

**Section 1. Officers** The officers of the corporation shall be president, first vice-president, second vice-president, secretary, and treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this article. One person may hold two or more offices, except those of president, secretary, and treasurer.

**Section 3. Subordinate Officers, etc.** The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

**Section 4. Removal and Resignation** Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

**Section 6. President** The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of a president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.



**Section 6. President** The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of a president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

**Section 7. Vice-Presidents** In the absence or disability of the President, the Vice-Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of the President. The First Vice-President shall be Chairman of the Tournament Committee and the Second Vice-President shall be chairman of the Handicap Committee. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws. *revised 2-95*

**Section 8. Secretary** The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present at members' meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notices of all the meetings of the members and of the Board of Directors required by the By-Laws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws. *revised 2-95*

The Secretary will be The 19<sup>th</sup> Hole coordinator. *revised 3-97*

**Section 9. Treasurer** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and capital. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall also keep a membership register showing each member's name, address, and date membership was paid and shall update the SCGA computerized member file electronically. The Treasurer shall annually file both Federal and State income tax forms in a timely manner on or before the due date. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws. *revised 2-95*

**Section 10. Chairmen of Committees** Of the three (3) Directors who are not elected as an officer, one (1) may be named by the President to serve as Chairman of Publications and Advertising, one (1) may be named Chairman of Publicity, and one (1) may be named Chairman of Greens Committee. *revised 2-95*

#### **ARTICLE VIII - EXECUTIVE AND OTHER COMMITTEES**

The President may appoint an executive committee, tournament committee, handicap committee and such other committees as may be necessary from time to time, consistent with the Articles of Incorporation and By-Laws and the General Corporation Laws of the State of California, Such committee shall hold office at the pleasure of the President.

## **ARTICLE IX - CORPORATE RECORDS AND REPORTS**

**Section 1. Records** The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the City of Santa Barbara, and/or the County of Santa Barbara, State of California, as fixed by the Board of Directors from time to time. *revised 2-95*

**Section 2. Inspection of Books and Records** All books and records provided for in S3003 of the Corporations Code of California shall be open to inspection of the Directors and members from time to time and in the manner provided in said S3003.

**Section 3. Certification and Inspection of By-Laws** The original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, shall be kept in the corporation's principal office and shall be open to inspection by the members of the corporation at all reasonable times.

**Section 4. Checks, Drafts, etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**Section 5. Contracts, etc. - How Executed** The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

**Section 6. Annual Report** Upon the request of twenty-five percent (25%) of the members in writing, the Director shall cause to be sent to the members, not later than one hundred twenty (120) days after the close of the fiscal or calendar year, a balance sheet as of the closing date of such year, together with a statement of income and profit and loss for such year. The financial statements shall be certified by the President, Treasurer, or a certified public accountant.

**ARTICLE X - CORPORATE SEAL** The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word California.

**ARTICLE XI - FISCAL YEAR** The fiscal year of the corporation shall be the calendar year. *revised 2-95*

**ARTICLE XII - DUES AND MEMBERSHIP FEES**

**Section 1. Dues** Membership dues shall be such sum as shall be fixed by the Board of Directors from time to time.

**Section 2. Membership Fees** Each member shall be required to pay a membership fee which shall be such sum as shall be fixed by the Board of Directors from time to time, payable at the time of applying for membership.

**ARTICLE XIII - AMENDMENTS TO BY-LAWS**

**Section 1.** By Members New By-Laws may be adopted or these By-Laws may be repealed or amended at their annual meetings, or at any of their meetings called for that purpose, by a vote of members entitled to exercise a majority of the voting power of the corporation, or by written assent of such members.

**Section 2. Powers of Directors** Subject to the right of the members to adopt, amend or repeal the By-Laws, as provided in Section 1 of this Article XIII, the Board of Directors may adopt, amend or repeal any of these By-Laws other than a By-Law or amendment thereof changing the authorized number of Directors.

**Section 3. Record of Amendments** Whenever an amendment or new By-Law is adopted, it shall be copied in the Book of By-Laws with the original By-Laws and dated, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book. *revised 2-95*

**ARTICLE XIV - MEMBERSHIP CARD** The membership identification card shall be of such form and device as the Board of Directors may elect, and each member shall be given such membership card. *revised 2-95*

**ARTICLE XV - RULE OF PROCEDURE** Robert's Rules of Order shall regulate conduct of all meetings called under and pursuant to the Articles of the corporation and the By-Laws of this corporation.

**SANTA BARBARA MEN'S GOLF CLUB SS-49**  
**P.O. BOX 3033**  
**SANTA BARBARA, CA 93130-3033**

**COMMON CORPORATE PRACTICES FOR NON-PROFIT CORPORATIONS**

**ANNUAL MEETINGS**

California Non-Profit Corporations should have an Annual Meeting and all members of the Corporation are eligible to be present.

**MINUTES**

The minutes of the Annual Meeting are not filed with the Secretary of State.

**OFFICERS**

Every Non-Profit Corporation is required to submit annually to the Secretary of State, a form disclosing the Corporation's Chief Executive Officer, Secretary and Chief Financial Officer, the street address of its principal office in California and its agent for service of process.

**CORPORATE NOTE BOOK**

Every Non-Profit Corporation should maintain a book with the minutes of its meetings, the Articles of Incorporation, its By-Laws (as originally adopted and amended to date), the original letters of exemption from the I.R.S. and the State Franchise Tax Board for the Corporation. Another item that is of immense help to the Corporation, is a sheet in the front of the Corporate Notebook, listing any amendments to the By-Laws or Articles of Incorporation and the date, also any resolutions that have been adopted. This is an important tool for quickly being able to find important information. The Secretary should keep 3 years minutes in the notebook, filing past years minutes to be readily accessible for inspection.

**MEETINGS**

It is important to note that any member of the Corporation may attend any meeting of the Board of Directors but without the right to participate in its deliberations. The Chair does have the right to let any person speak.