

**BYLAWS OF  
MEN'S GOLF CLUB of LINCOLN HILLS**

Dated February 3, 2018

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## **Article I. Club Name and Location**

The name of this club shall be the Men's Golf Club of Lincoln Hills, hereinafter referred to as MGCLH, which is an unincorporated association which will seek tax exempted status as a social club under IRS 501(c) (7)

## **Article II Purpose**

### **Section 2.1 Operation in Full Compliance**

MGCLH is organized and will operate in full compliance with the Sun City Lincoln Hills's (SCLH's) governing documents, including the Association's Club Information & Guidelines Handbook, as well as any Operating Policies and Procedures as may be adopted by MGCLH.

### **Section 2.2 Purpose of the MGCLH**

MGCLH is formed for the express purpose of promoting the sport of golf at Sun City Lincoln Hills in accordance with these Bylaws, the United States Golf Association (USGA) Rules of the game of golf, and our Local Rules of the game of golf. This Organization shall not engage in any activities or exercise any powers that are not in accordance with the primary purpose of the Sun City Hills Community Association (SCLH) and its governing documents.

## **Article III. Membership**

### **Section 3.1 Qualifications for Membership**

The members of MGCLH shall consist of adult males residence of SCLH who: 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of MGCLH; and 3) agree to abide by the Bylaws of MGCLH as amended from time to time.

### **Section 3.2 Classes of Members**

The membership of MGCLH shall be divided into two classes: (1) Regular members include all members who are adult males that satisfy requirements for membership in the MGCLH and (2) Honorary members are individuals who have contributed outstanding services to MGCLH and reach a designated age. Honorary membership may be conferred upon individuals based on guidelines established by the Board of Directors from time to time.

### **Section 3.3 Voting Rights**

Each Regular member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Honorary members shall have no voting rights. Votes may be taken by voice, by a show of hands or by written ballot. Voting members shall have no right to cumulate their votes.

### **Section 3.4 Membership Dues**

All Regular members shall pay annual membership dues to MGCLH in such amounts and in such manner as the Board of Directors determines from time to time. Each year the Board of Directors shall specify a date, and give all members prior written notice thereof, when membership dues are due, and permit members to pay their dues at any time within ninety-one (91) days thereafter.

### **Section 3.5 Meetings of Members**

The annual meeting of the voting members shall be held in the Fall of each year, or such other time as the Board of Directors may fix in the notice of such meeting, at the principal place of business of MGCLH or in such other place as may be designated by the Board of Directors.

At each annual meeting the directors of MGCLH shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting members held for that purpose. Other Club business may be considered and voted on at the Annual Meeting provided that notice of each such matter to be voted on was set forth in the Notice of the Annual Meeting or proposed at the Annual Meeting and not objected to by more than 20% of those in attendance at the Annual Meeting.

Special meetings of the voting members for any purpose or purposes may be called at any time by the President or by a majority of the directors, or upon written petition by at least ten percent (10%) of the voting members.

### **Section 3.6 Notice of Meetings of Members**

Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either personally or by prepaid mail, or by facsimile transmission or other electronic means, addressed to each member at the address appearing on the books of MGCLH. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

### **Section 3.7 Quorum**

The presence in person of the lesser of 50 voting members or 25 percent (25%) of the voting membership shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

### **Section 3.8 Voting Generally or by Mail and/or Facsimile**

Generally voting by the members of MGCLH shall be at the annual fall meeting. If determined by the Board of Directors, the annual election of directors shall by mail and/or facsimile transmission, ballots shall be mailed, faxed or otherwise delivered to all voting members not more than sixty (60) days before such annual meeting of the members and, to be valid, ballots must be completed, mailed (or otherwise delivered) to MGCLH and received by a date specified in the ballot, which shall be not less than five (5) days before such annual meeting.

### **Section 3.9 Termination of Membership**

The membership of each member of MGCLH will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his membership dues have not been paid by the 14th of January each year. Members terminated as a result of expulsion may not renew their membership in MGCLH without obtaining the affirmative vote of at least two-thirds (2/3's) of all the directors. Members terminated as a result of non-payment of dues may reactivate their membership in MGCLH within two years after such termination by the payment of all current and past due membership dues. Members terminated as a result of resignation or for non-payment of dues in excess of two years may renew their membership only by re-application for membership in MGCLH.

### **Section 3.10 Suspension and Expulsion**

Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds (2/3's) of all the directors if, at the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of MGCLH. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in MGCLH.

### **Section 3.11 Member List and Information**

Distribution and use of the Club membership list and information is strictly limited to Club Business.

## **Article IV. Directors**

### **Section 4.1 Powers**

Subject to the limitations of these Bylaws, all powers to be exercised in the business and affairs of MGCLH shall be exercised and controlled by or undertake authority of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- (a) To appoint and remove all officers of MGCLH subject to such limitations as may appear in these Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law or these Bylaws.
- (b) To conduct, manage and control the affairs of MGCLH, and to make such Operating Guidelines and Procedures, not inconsistent with law or these Bylaws.

### **Section 4.2 Number of Directors**

The number of directors constituting the entire Board shall be a minimum of three (3) and a maximum of fifteen (15), as fixed by resolution of the Board from time to time

### **Section 4.3 Qualifications for Office**

Every director must be a member in good standing of MGCLH. Each director shall serve without compensation except for reasonable expenses incurred for MGCLH.

### **Section 4.4 Election of Directors**

All directors shall be elected by the voting members of MGCLH.

The Board of Directors shall choose their own officers.

The term of each director, upon being elected to office, shall begin at the beginning of the next calendar year.

### **Section 4.5 Term of Office**

The regular term of office for each director shall be two (2) years, unless sooner terminated by death, incapacity, resignation or removal. Directors may be elected or appointed to no more than three (3) successive terms. A director who has served all or part of three (3) successive terms shall be ineligible for reelection for one (1) year. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

#### **Section 4.6      Nomination of Directors**

Prior to the annual meeting of voting members, the Board of Directors shall select a committee to present a list of eligible nominees as directors for the ensuing year. Said list shall contain the names of at least one eligible nominee to each vacancy. In case the Board of Directors fails to select such a committee, then the President shall appoint such a committee. Nominations shall be delivered to the Secretary at least sixty (60) days before the annual meeting of the voting members. The Secretary shall attach a list of nominees to the notification of the annual meeting of the voting members.

#### **Section 4.7      Removal, Resignation**

Any director may resign from office at any time by giving written notice thereof to an officer of MGCLH. Any director may be removed with or without cause by a two-thirds (2/3's) vote of all of the other directors then in office.

#### **Section 4.8      Existence of Vacancies**

A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any director.
- (b) The authorized number of directors is increased.

#### **Section 4.9      Filling of Vacancies**

Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. However, the Board has the power to fill or leave unfilled, until the next election. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy.

#### **Section 4.10     Place and Number of Meetings**

Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. The Board shall hold at least three (3) meetings each calendar year.

#### **Section 4.11     Annual and Special Meetings**

Immediately following each annual meeting of voting members, the Board of Directors shall hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third (1/3) of the directors then in office.

#### **Section 4.12     Notice of Meetings**

A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication.

#### **Section 4.13     Quorum and Voting**

A quorum will consist of at least one-half (1/2) of the total number of directors. Every act or decision done or made by a majority of the directors' present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by these Bylaws.



A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present when the meeting began.

#### **Section 4.14 Action by Unanimous Written Consent**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

#### **Section 4.15 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 4.16 Committees**

Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting MGCLH or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the law or these Bylaws. The Board shall appoint the members of such committees. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a director of MGCLH.

### **Article V. Officers**

#### **Section 5.1 Responsibility**

All officers are subordinate and responsible to the Board of Directors.

#### **Section 5.2 Number and Selection**

The Board of Directors shall appoint a President, a Secretary and a Treasurer, and may appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The President and the Vice President, if any, must also be a director of MGCLH. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

#### **Section 5.3 Resignation and Removal**

The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of MGCLH. Such removal shall terminate all authority of the officer, except that any right to reimbursement for reasonable expenses incurred for MGCLH and other perquisites shall depend on the circumstances of removal.

#### **Section 5.4      President**

The President shall be the chief executive and operating officer of MGCLH, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of MGCLH. The President shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these By-laws or the Board of Directors.

#### **Section 5.5      Vice President**

At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

#### **Section 5.6      Secretary**

The Secretary shall cause to be kept at the principal office of MGCLH, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of MGCLH (if any), a book of minutes of all meetings of directors and members. The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of MGCLH. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

#### **Section 5.7      Treasurer**

The Treasurer shall have custody of all MGCLH funds; keep full and accurate accounts of all receipts and disbursements of MGCLH, an inventory of assets, and a record of the liabilities of MGCLH; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of MGCLH as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

#### **Section 5.8      Annual Transition**

To maintain continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of MGCLH's financial accounts and signature cards.

### **Article VI.            Prohibited Activities**

#### **Section 6.1      Actions Jeopardizing Tax Status**

MGCLH shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

## **Section 6.2 Private Inurement**

No part of the net income or net assets of MGCLH shall inure to the benefit of, or be distributable to, its directors, officers, or members. Specifically, club revenue generated from nonmembers shall not be used to the personal advantage of the members (such as in reduced dues, improved facilities, and the like). However, MGCLH is authorized to pay reasonable compensation to employees for services actually rendered and to make payments and distributions of prize money within the limitations allowed in keeping with its tax exempt purposes.

## **Section 6.3 Non-Discrimination**

In the conduct of all aspects of its activities, MGCLH shall not discriminate on the grounds of race, color, national origin or religion.

## **Section 6.4 Litigation**

MGCLH shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

# **Article VII. Other Financial Matters**

## **Section 7.1 Property of MGCLH**

The title to all property of MGCLH, both real and personal, shall be vested in MGCLH.

## **Section 7.2 Disposition upon Dissolution**

Upon the dissolution or winding up of MGCLH, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of MGCLH remaining after payment, or provision for payment, of all debts and liabilities of this MGCLH, shall be distributed either to (1) the Members; or (2) a non-profit fund, association, charity or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of MGCLH, as may be determined by the Board of Directors in its sole discretion, and which has established its tax exempt status under §501(c)(7) of the Internal Revenue Code of 1986, as amended.

## **Section 7.3 Contracts**

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of MGCLH. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind MGCLH by any contract or engagement, or to pledge its credit, or render it pecuniary liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, MGCLH, and any such officer may affix the corporate seal (if any) of MGCLH thereto.

## **Section 7.4 Financial Accounts**

MGCLH may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for

MGCLH purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of MGCLH, shall be signed by such officer(s) or agent(s) of MGCLH, and in such manner, as is determined by the Board of Directors from time to time.

### **Section 7.5 Appointment and Employment of Advisors**

The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out MGCLH's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of MGCLH and to pay reasonable compensation for services and expenses thereof.

### **Section 7.6 Financial Statements and Reports**

An independent auditor or CPA appointed or approved by the Board shall at such time as the Board determines prepare for MGCLH as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board. The auditor or CPA shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by MGCLH. The auditor's or CPA's charges and expenses shall be proper expenses of administration.

### **Section 7.7 Limitations on Debt**

No debt shall be incurred by MGCLH beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of MGCLH unless authorized by the Board of Directors.

### **Section 7.8 Liability of Directors and Officers**

No director or officer of MGCLH shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to MGCLH's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith. Liability insurance, as well as surety bond coverage for Club leaders, is extended to Clubs through the provisions of the SCLH Association insurance coverage.

### **Section 7.9 Fiscal Year**

The fiscal year of MGCLH shall be maintained in conformity with the calendar year.

## **Article VIII. Indemnification**

### **Section 8.1 Right to Indemnification**

Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of MGCLH or, while serving as a director or officer of MGCLH, shall be indemnified and held harmless by MGCLH to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits MGCLH to provide broader indemnification rights than state law permitted MGCLH to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and

the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, MGCLH shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the board of directors of MGCLH. To the extent authorized by state law, MGCLH may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

### **Section 8.2 Non-Exclusivity of Rights**

The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

### **Section 8.3 Indemnification of Employees and Agents of MGCLH**

MGCLH may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to payment by MGCLH, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of MGCLH to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of MGCLH.

### **Section 8.4 Insurance**

In addition to the provisions in Section 7.8 of these bylaws, MGCLH may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of MGCLH, or is or was serving at the request of MGCLH as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not MGCLH would have power to indemnify the person against the liability under these bylaws or the laws of the state of California.

### **Section 8.5 Changes in California Law**

If there is any change of the California statutory provisions applicable to MGCLH relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits MGCLH to provide broader indemnification rights than the provisions permitted MGCLH to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

### **Section 8.6 Amendment or Repeal of Article**

No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of MGCLH for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

### **Section 8.7 Impact of Tax Exempt Status**

The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating MGCLH's status as a tax exempt organization described in §501(c) of the Internal Revenue Code of 1986, as amended.

## Article IX. Amendments to Bylaws

### Section 9.1 Adoption

Except as otherwise provided herein with respect to greater voting requirements, or provisions which are not subject to amendment, if any, these Bylaws may be adopted, amended, restated or repealed by a majority/two-thirds/three-quarters of the Board of Directors.

### Section 9.2 Inspection of Bylaws

The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of MGCLH for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

I, Robert P. Emge, hereby certify that I am the duly elected Secretary of the Men's Golf Club of Lincoln Hills; that attached hereto are the Bylaws of the within named corporation, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary