

BYLAWS
OF
TAHOE DONNER WOMEN'S GOLF CLUB

ARTICLE I
OFFICES

Section 1. PRINCIPAL OFFICES. The Board of Directors (also referred to herein as the “Board”), of the Tahoe Donner Women’s Golf Club (the “Club”) shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside this State, and the corporation has one or more business offices in this State, the Board of Directors shall fix and designate a principal business office in the State of California.

Section 2. OTHER OFFICES. The Board of Directors or the President may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II
DIRECTORS

Section 1. GOALS. The Board of Directors of Tahoe Donner Women’s Golf Club shall endeavor to promote the enjoyment of the game of golf among its members (individually a “Director” or collectively referred to as the “Directors”) and to provide the privilege of membership in the Northern California Golf Association (“NCGA”) and thereby, participation in its activities as well as Legacy Pacific Women’s Golf Association (“PWGA”) events.

Section 2. POWERS. Subject to the provisions of the California General Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- a. Select and remove all directors, officers, agents, and members of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of California; and designate any place within or without the State of California for the holding of any shareholders' meeting, or meetings, including annual meetings.
- c. Adopt, make, and use a corporate seal; and alter the form of the seal.

Section 3. NUMBER AND QUALIFICATION. The authorized number of directors shall be six (6).

Section 4. ELECTION AND TERM OF OFFICE. The initial Directors of the Corporation shall be Lois Anderson, Karen Grote, Denise Gauny, Barbara Skiles, Tami Waddell and Lydia Stang.

Subsequent Directors shall be elected as follows:

- a. The Board of Directors shall be elected from among the club's Full Members. See Article 6 for Definition of "Full Member."
- b. In the normal course of business Directors shall be elected at the Annual Meeting of the membership; Two Directors shall be elected in odd years, and three Directors shall be elected in even years.
- c. Tami Waddell, Karen Grote and Lydia Stang shall have their seats come up for election in 2022.
- d. The Sixth Director, the "Tournament Chairwoman," shall be appointed by the elected Directors.
- e. Directors shall serve terms of two years or until her successor has been elected, her successor has been appointed, she resigns, or she is removed by a majority vote of disinterested Directors.
- f. Terms shall begin on November 1st.

Section 5. VACANCIES. Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors, though less than a quorum. Director so elected shall hold office until the next annual meeting of the Directors and until a successor has been elected and qualified.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in the event of any of the following: the death, resignation, or removal of any Director, or if the Board of Directors by resolution declares (i) vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or (ii) that the authorized number of Directors shall be increased.

Any Director may resign effective upon providing written notice to any officer or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to assume the resigning Director's positions effective upon the date the resignation becomes effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 6. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside of the state of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation.

Special meetings of the Board shall be held at any place within or outside the state of California that has been designated in the notice of meeting or, if not stated in the notice or there is no notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, in which case all such Directors shall be deemed to be present in person at the meeting.

Section 7. ANNUAL MEETING. The Board of Directors shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business. Call and notice of these meetings shall not be required.

Section 8. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any officer, any Director, by request of ten (10) or more members, or 20% of the membership.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each Director or sent by first-class mail or electronic message (i.e. email), charges prepaid, addressed to each Director at that Director's address as shown on the records of the corporation. If notice is provided via U.S. mail, it shall be deposited in the United States mail at least four (4) days before prior to the date of the meeting. If notice is delivered personally or by telephone or email, it shall be provided at least forty-eight (48) hours prior to the time of the holding of the meeting. Any oral notice, provided either personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person providing said notice has reason to believe will promptly communicate it to the Director. Notice pursuant to this paragraph need not specify the purpose or place of the meeting, if the meeting is to be held at the principal executive office of the corporation.

Section 10. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article III. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the Corporations Code of California regarding (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; and (ii) appointment of committees. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 12. DUTIES OF DIRECTORS. Each Director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing her duties, each Director shall be entitled, so long as in any such case she acts in good faith after reasonable inquiry when the need for it is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted, to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers of the corporation whom the Director believes to be reliable and

- competent in the matters presented;
- b. Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- c. A committee of the Board on which the Director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence.

A person who performs the duties of director in accordance with this Section shall have no liability based on any alleged failure to discharge the person's obligation as a director.

Section 13. TRANSACTIONS WITH CORPORATION. Directors and the club shall not transact with each other.

Section 14. LIABILITY OF DIRECTORS. The liability of the corporation's directors shall be eliminated to the fullest extent permissible under California law.

Section 15. NO INDIVIDUAL INTEREST BENEFIT. The Club's earnings are expressly forbidden from inuring a benefit to any person's personal or private interest in the Club's activities.

ARTICLE III COMMITTEES

Section 1. STANDING COMMITTEES OF DIRECTORS AND MEMBERS. The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- a. The filling of vacancies on the Board of Directors or in any committee;
- b. The fixing of compensation of the directors for serving on the Board or on any committee;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;
- d. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or
- e. The appointment of any other committees of the Board of Directors or the members of these committees.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article II of these bylaws, Sections 6 (place of meetings), 8 (regular meetings), 9 (special meetings and notice), 10 (quorum), , and 14 (action without meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also

be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE IV OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be President, Vice President, Treasurer, Secretary, Director and the appointed Tournament Chairwoman. The corporation may also have, at the discretion of the Board of Directors, a Chairwoman of the Board, one or more assistant 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. Any number of offices may be held by the same person.

Section 2. ELECTION OF OFFICERS. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the Board of Directors, shall serve at the pleasure of the Board, and shall hold her respective office until resignation, removal, or other disqualification from service, or until her term is completed and a successor is elected.

Section 3. REMOVAL AND RESIGNATION OF OFFICERS. Any officer may be removed, either with or without cause by the Board of Directors, 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 corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these bylaws for regular appointments to that office.

Section 5. 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 the officers of the corporation. She shall preside at all meetings of the members and at all meetings of the Board of Directors. She shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

Section 6. VICE PRESIDENT. The Vice President may be chosen by the Board of Directors in accordance with the provisions for electing officers set forth in Section 2 of this Article V. In the absence or disability of the president, the president's duties and responsibilities will be carried out by the vice president designated by the Board of Directors. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions imposed upon the president. The Vice President of the corporation will have such other powers and perform such other duties as agreed from time to time by the Board of Directors, the bylaws, or the president (or chair of the Board if there is no president).

Section 7. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meetings or committee meetings, and the proceedings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the bylaws or by California law to be provided, and she shall keep the seal of the corporation if one is adopted, in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or by the bylaws.

Section 8. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of 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 Corporations Tax Year shall be a calendar year.

The Treasurer shall deposit all moneys 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. She shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of her transactions as Treasurer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

Section 9. DIRECTOR. The Director shall be available to assist any other Board Members.

Section 10. TOURNAMENT CHAIRWOMAN. The Tournament Chairwoman is responsible for weekly tournament play.

ARTICLE V INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The corporation shall, to the maximum extent permitted by the California General Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this Section, an "agent" of the corporation includes any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE VI MEMBERS

Section 1. MEMBERS. Section 1. The club shall have three classes of membership;

- a. Full Members must be either owners of residential property within Tahoe-Donner or the immediate family members of owners of residential property within Tahoe-Donner (i.e. holders of amenity-access member identification cards). Full Members shall be members of the NCGA. Full Members shall be entitled to vote at Club membership meetings, run for the Club's Board of Directors, play in all Club events for which they meet the eligibility requirements, and play in Legacy PWGA play days/tournaments for which they meet the eligibility requirements.
- b. Associate Members include all non-property owner members. Associate Members are members of the NCGA and can play in Legacy PWGA play days/tournaments for which they meet eligibility requirements. Associate Members shall have no voting rights at Club membership meetings and are not eligible to run for the Club's Board of Directors or other Office. Associate Members shall be eligible to play in all Club events for which they meet eligibility requirements.
- c. Handicap Only Members include those members who own residential property within Tahoe Donner and the immediate family members (holders of amenity-access member identification cards) and/or members of the Tahoe Donner Nine Hole Women's Golf Club, who join the TDWGC at a reduced rate, solely for the purpose of establishing an 18-hole handicap index. Handicap Only Members are members of the NCGA and can play in Legacy PWGA play days and tournaments for which they meet eligibility requirements. Handicap Only Members shall have no voting rights at Club membership meetings and are not eligible to run for the Club's Board of Directors or other Office. Handicap Only Members shall be eligible to play on one weekly play day, not inclusive of Club tournaments, and on TDWGC Invitational or Guest Days.

Section 2. ASSOCIATE MEMBER LIMIT. Associate Members shall not exceed forty percent (40%) of the number of Full Members. No new Associate members shall be permitted to join when the number of existing Associate Members equals forty percent (40%) of the number of Full Members.

Section 3. MEMBERSHIP NON-TRANSFERABLE. Membership in the club is not transferable.

Section 4. PAYMENT OF DUES UPON APPLICATION. Each application for membership shall be accompanied by payment of the annual dues, including payment of the NCGA fees.

Section 5. BEST INTEREST OF THE CLUB. The membership of any member whose conduct has been contrary to the best interest of the Club, may be terminated by majority vote of the Board of Directors, provided that the Member is given an opportunity to be heard by the Board of Directors.

Section 6. AUTHORITY OF THE BOARD. The Board of Directors shall have ultimate authority to decide who is a member of the Corporation, to remove any member, and to make any rule or regulation deemed necessary or desirable to govern the Corporation's members and memberships.

Section 7. PAYMENT OF ANNUAL DUES. Dues shall be due on December first, or another date designated by the Board. Dues not paid by the due date shall be deemed delinquent. Delinquent dues shall be grounds for dismissal from the club.

ARTICLE VII RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF BYLAWS. The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the bylaws as amended to date.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form and the accounting books and records shall be kept in written form or in any other form capable of being converted into written form.

Section 3. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 4. FINANCIAL STATEMENTS. A copy of any annual financial statement and any income statement of the corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the corporation as the corporation shall be kept on file in the principal executive office of the corporation for twelve (12) months.

The quarterly income statements and balance sheets referred to in this section shall be accompanied by the report, if any, of the independent accountants engaged by the corporation or the certificate of an authorized officer of the corporation that the financial statements were prepared without audit from the books and records of the corporation.

ARTICLE VIII GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. 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, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; EXECUTION. The Board of Directors, except as otherwise provided in these bylaws, 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, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, 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 for any amount.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE IX AMENDMENTS

Section 1. AMENDMENT BY DIRECTORS. These bylaws may be adopted, amended, or repealed by a super majority vote of the Board of Directors. For the purposes of these Bylaws, a "supermajority" shall constitute three-quarters (3/4ths) of the Directors entitled to vote at a meeting where a quorum is present.

ARTICLE X EFFECTIVE DATE

Section 1. These bylaws shall become effective when adopted by its Board of Directors, approved by the members of the Club and approved by the Tahoe Donner Association Board of Directors.

Section 2. DATES OF APPROVALS

Bylaws adopted by the Club Board of Directors on October 27, 2021

Bylaws approved by the Club Membership on November xx, 2021

Bylaws approved by the Tahoe Donner Association Board of Directors on November xx, 2021

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of The Tahoe Donner Women's Golf Club, a California nonprofit mutual benefit corporation; and
2. That the foregoing Bylaws, consisting of Ten (10) articles and 10 pages including this page, constitute the Bylaws of said corporation as duly approved by unanimous written consent of the directors.

Dated: _____

Karen Grote, Secretary