

DECISION PAPER



Tahoe Donner Women's Golf Club Bylaws October 27, 2021

Issue:

The Tahoe Donner Women's Golf Club ("TDWGC" or "Club") learned in 2019 that their tax-exempt status and Federal Employer Identification Number ("FEIN") had been revoked due to non-filing of IRS Form 990-N at some time after 2007. As a result, the TDWGC Board has taken steps to establish a new non-profit corporation with legal standing in the state of California and tax-exempt status with the IRS. With pro-bono assistance from MOBO Law, the TDWGC Board has created and attached Club Bylaws for the new organization that require approval by the Tahoe Donner Association Board ("TDA Board").

Background:

TDWGC has been in existence since the 1970's. The Board believes that the Club was established as a legal entity and tax-exempt organization when it was originally formed because Bank of the West (the Club's bank) has record of the Club's FEIN. Unfortunately, Club records do not include the original Articles of Incorporation or any other documentation related to the Club's formation and tax-exempt status.

In 2006 Congress passed the Pension Protection Act, which required tax-exempt organizations to begin filing annual information returns (Form 990-N). Failure to file the 990-N for three consecutive years results in an automatic revocation of tax-exempt status. The Club has no record of ever filing a Form 990-N and TDWGC is not currently recognized by the State of California or the IRS.

The TDWGC Board determined that it was in the Club's best interest to establish itself as a legal entity with the state of California and as a tax-exempt organization with the IRS. MOBO Law provided pro bono assistance to the Club by:

- Filing Articles of Incorporation with the state of California
- Working with the TDWGC Board to create Bylaws for the new Club that meet current regulatory requirements for non-profit and tax-exempt organizations
- Developing Initial Meeting Minutes for the formation of the new Club
- Providing other assistance as needed related to this issue

The attached Bylaws reflect the provisions and intent of the prior organization's Bylaws to the extent possible, with updated language to comply with current corporate governance standards, last approved by the TDA Board on November 30, 2017. The attached Bylaws of the new Club have been adopted by the TDWGC Board and approved by its membership but require final approval by the TDA Board.

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Key Provisions

1. ARTICLE II establishes the power and authority of the Club's Board of Directors including:
 - a. Their number and qualification (Section 3)
 - b. Their election and term of office (Section 4)
 - c. Board vacancies (Section 5)
 - d. Meeting and quorum requirements (Sections 6 – 10), including a change in quorum requirements from 3 Directors to a majority of 4 Directors, in accordance with standard corporate governance practices.
 - e. Director duties (Section 11)
 - f. Director liability and independence (Sections 13 – 15)
2. ARTICLE IV establishes the Officer positions of the Board, provides for their election, resignation and removal and describes their respective roles and responsibilities.
3. ARTICLE VI describes the terms of Club membership and establishes the classes of membership.
4. ARTICLE VII establishes record keeping requirements, including annual financial statements.
5. ARTICLE IX describes the requirements for amending the attached Bylaws.

Request: Approve the attached TDWGC Bylaws as written.

Presented By: Tahoe Donner Women's Golf Club Board of Directors - Lois Anderson, Karen Grote, Denise Gauny, Barbara Skiles, Lydia Stang and Tami Waddell November XX, 2021.

Board Meeting Date: November 19, 2021

General Manager Approval to Place on the Agenda: _____