

To: Tahoe Donner Board of Directors
Date: August 7, 2023

The document below, which explains the bylaw changes we approved on 8/22/22, was circulated to our membership two weeks before our 8/22/22 meeting. At that meeting, our members approved the proposed changes shown in red and described below. After this 2-page explanation, a full set of our bylaws is attached, with the proposed changes shown in the context of the full set.

1. Proposed change to Article III, Section 2

ARTICLE III – DIRECTORS

- a. **Section 2.** A Director shall serve a term of ~~one (1) year~~ two (2) years, or until their successor is elected or the Director resigns. The two-year terms are staggered as follows: President and Treasurer serve concurrent terms, Vice President, Secretary and Member-at-Large serve overlapping concurrent terms (i.e., President and Treasurer serve year 1&2; VP, Secretary, and Member-at-Large serve year 2&3). Candidates for election to the Board shall be nominated from among the Club's Full Members by any Full Member, including the candidate herself, during the nomination period before the annual membership meeting.
- b. Directors elected at the annual membership meeting will begin their term of service on October 1.

● Purpose of changes

- a. First red-text change: To increase opportunities for information sharing and training between continuing and ~~new~~ Board members.
- b. Second red-text change: To document the timing of the annual Board transition.

● Effects of changes

- a. Director terms, which have historically varied between 1 and 2 years as desired by the Director and the membership, will now be 2 years.
Note - Directors may serve longer if desired by the Director and membership.
- b. Documenting the date of the term start will have no effect on practices. For several years, the Board transition has occurred on (or as soon as practical after) October 1. This date allows each Board to complete the TD golf season, which typically ends around the beginning of October.

The information in this box is for the Board's info only, and is not in our bylaws. See the following section for a full copy of our bylaws, if needed.

2. Proposed change to Article VI, Section 4

Section 4. The annual meeting of the membership shall be held ~~at the end of season banquet~~ **before the end of the season**, at such time and place determined by the Board. Directors shall be elected at the annual meeting.

- **Purpose of change** – to provide flexibility for scheduling the annual membership meeting.
- **Effect of change** – May have no effect on historical practices, or may result in the membership meeting occurring at a time other than the tournament banquet. The Board will be required to hold the meeting before the end of the TD golf season.

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TAHOE DONNER WOMEN'S 9-HOLERS GOLF CLUB BYLAWS

ARTICLE I – NAME

Section 1. The name of this club is the Tahoe Donner Women's 9-Holers Golf Club.

ARTICLE II – PURPOSE

Section 1. This Club is organized to accomplish the following purposes:

- a. To furnish pleasure and recreation to its members in connection with golf;
- b. To foster, encourage, promote and create interest in the practice and enjoyment of the golf game;
- c. To organize, direct and carry on golf tournaments, competitive play and social activities exclusively pertaining to golf;
- d. To cooperate with the management of the golf course in protecting the links and adjoining property.

Section 2. The Club shall be operated exclusively for the purposes enumerated in Section 1 of this Article II, and its organization and activities are not designed for, and shall not result in, financial or pecuniary gain or profit for the members thereof.

Section 3. Notwithstanding anything to the contrary set forth herein, use of any Tahoe Donner facilities by the Club and its Members shall be in accordance with the Rules and Regulations established by the Tahoe Donner Association.

ARTICLE III – DIRECTORS

Section 1. The Club shall be governed and managed by a Board of Directors consisting of five (5) of its Full Members, who are currently Tahoe Donner Association property owners (defined as holders of Tahoe Donner Association amenity-access member identification cards).

Section 2. A Director shall serve a term of ~~one (1) year~~ two (2) years, or until their successor is elected or the Director resigns. The two-year terms are staggered as follows: President and Treasurer serve concurrent terms, Vice President, Secretary and Member-at-Large serve overlapping concurrent terms (i.e., President and Treasurer serve year 1&2; VP, Secretary, and Member-at-Large serve year 2&3). Candidates for election to the Board shall be nominated from among the Club's Full Members by any Full Member, including the candidate herself, during the nomination period before the annual membership meeting. **Directors elected at the annual membership meeting will begin their term of service on October 1.**

Section 3. A Director may resign for any reason by tendering notice of such to the Board. Immediately upon a Director's loss of Full-Member status (e.g., is no longer a Tahoe Donner property owner), her Director's seat shall be declared vacant. Vacancies on the Board shall be filled by majority vote of the remaining Directors appointing any Full Member of the Club to serve for the remainder of the vacant term.

Section 4. Meetings of the Board shall be held as frequently as is determined necessary by the Board. Special meetings of the Board may be called by the President or any three (3) Directors. A majority of the Directors then serving on the Board shall constitute a quorum for the transaction of business.

ARTICLE IV – OFFICERS

Section 1. The officers of the Club shall be a President, a Vice President, a Treasurer, a Secretary and a Member at Large. Said officers shall be elected by a majority of Full Members present at the annual meeting.

Section 2. The President shall preside at all meetings of the Board and of the membership.

Section 3. The Vice President, in the absence of the President, shall preside at all meetings of the Board and of the membership.

Section 4. The Treasurer shall maintain adequate records of, and be ultimately responsible for, all funds and accounts of the Club. All checks issued by the Club shall be signed by the Treasurer or one other officer designated by the Board.

Section 5. The Secretary shall keep the minutes of all meetings, keep an updated roster of all club members and take care of all correspondence of the Club and the Board of Directors.

Section 6. The Member at Large shall attend Board meetings in a voting capacity.

ARTICLE V – MEMBERSHIP

Section 1. The Club shall have two classes of membership: Full Members include those who own residential property within Tahoe Donner and their immediate family members (holders of amenity-access member identification cards). Associate members include all others.

Section 2. At least sixty percent (60 %) of the Club's membership shall at all times be Full Members. No new Associate Members shall be permitted to join while Full Members number less than 60% of the total membership.

Section 3. Full Members shall be entitled to vote at Club membership meetings; Associate Members shall have no voting rights. When there is limited capacity for social functions, Full Members have first priority.

Section 4. Amount of annual dues shall be determined by the Board of Directors. Dues are due annually at a date set by the board. After that date, an additional amount shall be assessed as determined by the Board.

Section 5. Following reasonable notice and an opportunity to be heard, the Board may revoke the membership of any Member whose conduct is determined to be contrary to the best interests of the Club.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1. Meetings of the membership shall be called by the President, the Board, or by twenty percent (20%) of its Full Members.

Section 2. Notice of membership meetings shall be given to all Members, if reasonably practicable, at least fourteen (14) days in advance thereof.

Section 3. Those Full Members present at any membership meetings shall constitute a quorum for the transaction of business, provided that at least any two (2) officers or those members who called the meeting are present.

Section 4. The annual meeting of the membership shall be held ~~at the end of season banquet~~, before the end of the season, at such time and place determined by the Board. Directors shall be elected at the annual meeting.

ARTICLE VII – COMMITTEES

Section 1. All committees of the Club shall be established, and their members shall be appointed, by the President.

Section 2. The Board shall determine the responsibilities and authority of all committees.

ARTICLE VIII – AMENDMENT

Section 1. These Bylaws shall only be amended by the affirmative vote of the majority of the Full Members present at a duly called meeting of the membership; notice of the proposed amendment shall be provided in the notice by which the meeting is called.

ARTICLE IX – EFFECTIVE DATE

Section 1. These Bylaws shall become effective upon their approval by the Tahoe Donner Association Board of Directors.

Section 2. Amendments to these Bylaws shall become effective upon their approval by the Club's Full Members and the Tahoe Donner Association Board of Directors.

2015

- Approved by the Tahoe Donner Women's 9-Holers Golf Club Board on July 20, 2015.
- Voted/Passed by the Club Membership on August 27, 2015.
- Approved by the Tahoe Donner Board of Directors on September 25, 2015.

2017

- Approved by the Tahoe Donner Women's 9-Holers Golf Club Board on June 22, 2017.
- Voted/Passed by the Club Membership on June 22, 2017.
- Approved by the Tahoe Donner Board of Directors on October 28, 2017.

2019

- Approved by the Tahoe Donner Women's 9-Holers Golf Club Board on October 1, 2019
- Voted/Passed by the Club Membership on October 18, 2019.
- Approved by Tahoe Donner Board of Directors November 23, 2019

2022

- Approved by the Tahoe Donner Women's 9-Holers Golf Club Board on August 11, 2022.
- Voted/Passed by the Club Membership on August 25, 2022.
- Approved by Tahoe Donner Board of Directors _____.