

# Valencia Reserve Men's Golf Club Bylaws

## **Article I - Name and Principal Office**

1. This organization shall be known as the Valencia Reserve Men's Golf Club (VRMGC), a not-for-profit organization exempt from Federal Income Tax pursuant to section 501(c) (7) of the US Internal Revenue code.
2. The principal office of the VRMGC shall be the Valencia Reserve Clubhouse, 9275 Lake Royal Road, Boynton Beach, 33473.

## **Article II - Mission, Objectives**

1. The Mission of the VRMGC is to offer members, representing a broad range of golf skills, an affordable and enjoyable golfing experience while enhancing social interaction among the members.
2. The Objectives are accomplished via a variety of tasks including, but not limited to the following: 1) contracting with local golf courses for discounted golf fees and an agreed upon number of tee times for selected days throughout the week (typically, Monday, Wednesday, and Friday), 2) setting up tee times and foursomes for all VRMGC golfing activities, 3) establishing local VRMGC golf rules to supplement USGA rules, 4) maintaining handicap indexes for all members according to USGA rules, 5) running golf tournaments on a periodic basis, and 6) setting up social events aligned to the VRMGC golfing activities.
3. The VRMGC shall be a non-political and non-religious organization as it relates to any of its activities.

## **Article III - Membership**

### ***1. Eligibility***

Any male Valencia Reserve resident who plays golf is eligible for membership in the VRMGC as long as he is current with his VRMGC dues and is a member in good standing with the VR HOA. The set of all Members is called the General Membership.

### ***2. Rights of Members***

Only members (or their guests) may take advantage of the golfing privileges (including golf fee discounts) negotiated for the VRMGC. Only members may vote or serve on VRMGC Committees or the VRMGC Board of Directors. [Note: Male non-Valencia Reserve residents who are currently active in the VRMGC and who were invited to join the VRMGC during its origination are classified as participating, non-residents. These participating, non-residents have the same rights and responsibilities with respect to golfing privileges as members, however, since they are not members they can't vote, be a member of a VRMGC Committee or serve on the VRMGC Board of Directors.]

3. ***Dues***

Dues, established by the VRMGC Board of Directors for a calendar year, are due on an annual basis. The dues help to defray the cost of activities and/or tournaments sponsored by the VRMGC. Dues are not used to cover the cost of golf course fees for individual rounds of golf. Participating, non-residents have the same dues structure as members.

4. ***Loss of Membership***

Any member who does not pay his dues by January 31 of that calendar year shall lose his membership. In addition, any member not acting in a manner deemed to be in the best interest of the VRMGC may be denied membership and/or excluded from membership and/or expelled from membership. Such actions will only occur after the member has received ample warning(s) and/or the opportunity for a hearing with the VRMGC Board of Directors. A simple majority vote of the VRMGC Board of Directors will be required.

5. ***Guest Policy***

- A. There is no limit on the number of guests that a Member may invite to participate in the VRMGC weekly golf outings as long as the guests do not live in the local area (i.e., Palm Beach County) and there are sufficient tee times to accommodate all VRMGC members who wish to play.
- B. The VRMGC Board of Directors shall have the right to determine on an individual basis any situation in which the guest rule is being abused, and any member determined to be abusing the guest rule may have their guest privileges limited or eliminated at the discretion of the VRMGC Board of Directors.

**Article IV - Meetings and Events**

1. ***Agenda for Meetings***

The order of business to be transacted shall be arranged by the President.

2. ***Annual Meeting***

The VRMGC shall hold an Annual Meeting with the timing of the meeting to be determined by the VRMGC Board of Directors, typically in November or December.

3. ***Special Meetings***

A Special Meeting of the membership shall be called upon written request of 20% of the members or when it is determined to be necessary by the VRMGC President and/or the VRMGC Board of Directors.

4. ***Board Meetings***

VRMGC Board of Directors meetings shall be held at least quarterly or more frequently at the discretion of the VRMGC President. Special meetings of the VRMGC Board of Directors shall be convened by the President as required and must be convened in a timely fashion (typically within 10 business days) after a request by 3 or more members of the VRMGC Board of Directors.

5. **Notice of Meetings**

The VRMGC members shall be given reasonable written notice prior to the meeting of the date, time, place and agenda for the Annual Meeting (typically one month) and any Special Meeting (typically two weeks). The VRMGC Board of Directors shall be given reasonable written notice of the date, time, place and agenda for each Board of Directors Meeting (typically two weeks) and each Special Meeting (typically one week). The agenda for a Special Meeting of the members and/or the VRMGC Board of Directors shall be limited to the purpose for which the Special Meeting was called. A shortened period of notice may be given in the event of an emergency. Written notice shall be by email.

**Article V - Board of Directors**

1. **Composition**

The Board of Directors shall consist of 7 members; 5 Officers and 2 at-large members. The Officers are 1) President, 2) Vice-President, 3) Secretary, 4) Treasurer, and 5) Handicap Director.

2. **Board of Directors Voting**

Each Director shall have one vote in determining the outcome of any issue. A majority of those votes shall prevail.

3. **Vacancy**

If a Director's position is vacant for any reason, the vacancy may be filled on an interim basis until the next regularly scheduled Board of Directors election by a majority vote of all remaining Directors. This election shall be held as soon as possible (typically the next Board meeting).

4. **Terms for Directors**

The terms for Directors elected by the general membership at the Annual Meeting shall be as follows:

- A. During the initial election (i.e., the 2014 election), the four Directors who receive the highest vote totals will have a two year term and the remaining three Directors who receive the next highest vote totals will have a one year term.
- B. Each Director elected subsequently shall serve for a term of two years. Therefore, on some years there will be an election for at least 3 Directors while on other years there will an election for at least 4 Directors. This number may vary from year to year due to the appointment of interim Directors.
- C. The term of each Director shall begin as of January first of the following calendar year.
- D. There are no limits on the number of terms a Director may serve.
- E. The term of interim Director always expires at the end of the year and it is automatically up for election for a two year term.

**Article VI – Board of Directors' Fiduciary Responsibility**

The Board of Directors must ensure that the VRMGC abides by all VR HOA Club rules and regulations as specified in Section XVII of the VR HOA Rules and Regulations. All Board Members carry a fiduciary responsibility for the organization and especially for

ensuring compliance to the VRMGC financial responsibility and accountability requirements. As such, on an annual basis, each member of the Board of Directors must sign the Valencia Reserve Compliance Statement on behalf of the Club's Officers and Directors verifying that 1) Club's leadership is aware of and in compliance with all HOA documents and 2) Club has complied with all governmental filing rules and regulations.

1. The Board of Directors must ensure that the VRMGC adheres to all provisions relevant to an organization exempt from federal income tax under section 501 (c)(7) of the Internal Revenue Code. The Board must also ensure that the VRMGC abides by the rules and regulations of the Code, including as appropriate and necessary, the annual filing of federal tax returns (e.g. Form 990).
2. In order to ensure that there is a periodic financial review, not less than annually, the Board of Directors shall designate a VRMGC member in good standing, who is independent of the Board, to conduct the review. The member will verify that the checking account is properly reconciled and test disbursements to ensure they are properly supported in order to attest to the accuracy and dependability of the VRMGC financial records. If any financial review issues are identified, the VRMGC Board of Directors shall take the necessary action to see that these issues are resolved in a timely fashion including, if necessary and appropriate, obtaining the services of an independent Florida CPA to assist with issue resolution.

## **Article VII - Election and Removal of Directors**

### **1. *Director Election***

For each opening on the VRMGC Board of Directions, a Director shall be elected by a majority of the votes cast by the General Membership in attendance at the VRMGC Annual Meeting. The first election under these Bylaws shall be held as part of the 2014 VRMGC Annual Meeting.

### **2. *Election Procedures***

#### **A. Call for Nominations**

At least 30 days prior to the VRMGC Annual Meeting, the VRMGC President shall send a written communication to the General Membership, typically an email, requesting that members inform him if they have an interest in becoming a Director on the VRMGC Board of Directors. Members having an interest in becoming a VRMGC Director shall respond back to the Chairman of the Election Committee in writing, typically via email, within 10 days.

#### **B. List of Nominees for the VRMGC Board of Directors**

At least 20 days prior to the VRMGC Annual Meeting, the VRMGC Secretary shall communicate to the General Membership the names of the nominees via a posting on the VRMGC web site as well by email.

#### **C. Election Committee**

On an annual basis, a 5 member Election Committee (an Election Committee Chairman plus 4 members), shall be appointed by the President with the consent of the VRMGC Board of Directors. No one on the Election Committee can be either a Director or a candidate for the VRMGC Board of Directors. The purpose

of this committee will be to assist in the annual VRMGC election process according to the responsibilities outlined in these Bylaws.

D. Absentee Voting

Absentee voting shall be permitted. The method of absentee voting shall be either by email or an absentee ballot. To be valid, an absentee email or an absentee ballot must be received by the Chairman of the Election Committee prior to the Annual Meeting.

E. Voting

The election of Directors will take place at the Annual Meeting. A ballot will be valid if it contains fewer votes than there are open positions. For example, if four Directors are to be elected and only three receive a vote, the ballot is to be counted. However, a ballot is invalid if it contains more votes than the number of Directors to be elected.

F. Counting of Ballots

Valid absentee ballots or absentee emails that are received in time shall be counted together with those votes cast at the Annual Meeting. Members of the Election Committee shall count all the valid votes before the meeting is adjourned.

3. ***Removal of a Director***

A. Any Director may be removed for non-performance of assigned duties as either an Officer or Director at Large at a Special Meeting of the Board of Directors with at least 4 Directors voting for removal.

B. Reasons for removal shall include, but are not limited to the following:

- 1) Non-performance of assigned duties as either an Officer or Director at Large;
- 2) Breach of loyalty (a Director must publicly and actively support every VRMGC Board of Directors decision);
- 3) Use of the membership lists not authorized by the VRMGC Board of Directors;
- 4) Misuse of VRMGC funds;
- 5) Serving as a Director of the HOA;
- 6) Loss of membership in the Valencia Reserve HOA under Article III, sections 1 and 4.

C. Any member of the board of directors may be removed from office with or without cause by a majority of all votes of the members.

**Article VIII - Responsibilities of Board Members and Officers**

The VRMGC Board of Directors shall communicate with the General Membership in a timely fashion (e.g. email, special meeting or regular meeting) regarding any and all significant matters concerning or pertaining to the operation, maintenance, and welfare of the VRMGC. The VRMGC Board of Directors shall propose and approve a budget and shall make such Rules and Regulations, consistent with these Bylaws, for the operation of the VRMGC as may be reasonably necessary and non-discriminatory. The VRMGC Board of Directors is the only entity that may approve and expend funds for VRMGC activities. No Officer and no member of the VRMGC Board of Directors is permitted to exceed the approved budget for any item and/or for any event, without

specific VRMGC Board of Director approval. The Directors shall have a fiduciary responsibility to the membership.

**Article IX - Disposition of the Treasury and Material Goods in the Event the VRMGC Club ceases to Operate**

If the VRMGC ceases to operate, the following protocol will be used to dispose of its treasury and any material goods.

1. Within 14 days of the Board of Director's decision to cease operations, the General Membership must be notified of the decision and Board must develop a plan for the disposal of all of its assets.
2. The Board developed plan, which will be in compliance with the requirements of Florida statute 617.1406 (Plan of distribution of assets) must be communicated to the General Membership within 7 days after the plan has been developed and a general meeting must be held within 14 days after the plan has been communicated to the General Membership.
3. At the general meeting, a quorum of the members must be present and the plan must be approved by a majority of those members voting for it to become the accepted asset disposition plan.
4. If the plan is rejected by the General Membership, the Treasurer in a manner consistent with the requirements of Florida statute 617.1406 shall determine the dollar value of all assets and divide that value by the total number of members (including participating non-residents) in the VRMGC as of the day the decision was made to cease Club operations. Within 14 days after the general meeting, the members shall be given their pro rata share of the assets.

**Article X – Officers**

1. ***Election of Officers***

The elected members of the VRMGC Board of Directors shall elect the 5 VRMGC Officers from within its members as its first formal action upon completion of the Board of Directors election.

2. ***Duties of the Officers***

A. **President**

The President shall preside at all meetings of both the VRMGC and the VRMGC Board of Directors. He will be the primary member of the VRMGC Board of Directors to communicate with the General Membership on all matters of interest to the VRMGC. He will develop short and long range strategies to ensure that VRMGC meets its Mission and Objectives Statements as outlined in Article II. He will be primary representative of the VRMGC in meetings with golf-related organizations outside of Valencia Reserve.

B. Vice President

The Vice President shall perform the duties of an absent President. In addition, he will also perform any other such duties as are assigned by the VRMGC President or the VRMGC Board of Directors.

C. Secretary

The Secretary shall keep records and take/issue minutes of the VRMGC Board of Directors meetings to all VRMGC Directors. In addition, the Secretary shall perform other such duties as are assigned by the VRMGC President or the VRMGC Board of Directors.

D. Treasurer

The Treasurer shall have custody of all monies and securities of the VRMGC. He shall deposit all funds belonging to the VRMGC in the name and to the credit of the VRMGC. He shall disburse funds pursuant to vouchers and receipts executed in accordance with the direction of the VRMGC Board of Directors, and he shall disburse funds for authorized expenses made by members of the VRMGC Board of Directors and members of the VRMGC. The Treasurer shall develop an annual budget and issue periodic financial reports (typically quarterly) to both the VRMGC General Membership and the VRMGC Board of Directors. The Treasurer shall maintain records of receipts, disbursements, and bank reconciliations and make this information available to the Board, as required. No one bank may contain more than the maximum amount insured by the Federal Government or any agency thereof in a depository account or in securities. The Treasurer will file the appropriate tax related documents on an annual basis, as necessary, to comply with any Florida or IRS requirements. He will co-ordinate this activity with the President. The Treasurer shall maintain and update the VRMGC membership/email list in cooperation with the VRMGC President and/or other members of the VRMGC Board of Directors.

E. Handicap Director

The Handicap Director shall oversee the generation, updating and publication of handicap indexes for all VRMGC players. He shall be a key participant, working closely with the Tournament Committee, in the design (including format and rules) and implementation of VRMGC tournaments.

F. Director At Large

Any member of the VRMGC Board of Directors who is not elected as an Officer shall be a Director At Large, and shall perform such duties as are assigned by the VRMGC President or the VRMGC Board of Directors.

3. **Contracts**

All contracts entered into by the VRMGC are subject to prior approval of the VRMGC Board of Directors and signed by the VRMGC President, or in his absence the VRMGC Vice President, once such prior approval of the VRMGC Board of Directors has been obtained.

4. **Signature on Checks**

The VRMGC Board of Directors shall select two of its members plus the Treasurer as authorized signatories for VRMGC checks. The Treasurer can issue checks for any amount on VRMGC Board of Directors approved budgeted items. The Treasurer shall obtain the approval of the VRMGC Board of Directors prior to issuing any check greater than \$250.00 for an unbudgeted item.

## **Article XI – Quorum**

1. A quorum for conducting the business of an Annual or Special Meeting of the members shall be not less than 25% of all members. Only members who are current in their dues can be counted for the Quorum.
2. A quorum for conducting the business of the Board of Directors shall consist of a majority of the Directors.

## **Article XII - Committees and Appointments**

### **1. Committees**

There shall be an Election Committee, a Tournament Committee, a Membership Committee, a Tee Time Scheduling Committee and such other committees as the VRMGC President and/or the VRMGC Board of Directors determine would be beneficial to the VRMGC. Typical examples of other committees are a Golf Course Committee and a Banquet Committee. The duties of each committee shall be as set forth by the VRMGC President and/or VRMGC the Board of Directors. Once a Committee is formed, the formation of such committee shall be announced to the general membership.

### **2. *Appointments***

Committee Chairmen shall in the first instance be appointed by the VRMGC President and if the President elects not to appoint a chairman of any particular committee, then a chairman of that committee may be appointed by the VRMGC Board of Directors.

### **3. *Committee Membership***

Each member is encouraged to serve on as many committees as his time and interests permits. Committee membership is limited to members in good standing of the VRMGC. The Chairman of a committee, with the exception of the Election Committee, shall select members from those seeking to serve on the committee taking into account such factors as the chairman deems appropriate relative to the goals of the committee.

### **4. *Additional Appointments***

Additional appointments shall be made as deemed appropriate and necessary by either the VRMGC President or the VRMGC Board of Directors. The appointment(s) shall in the first instance be made by the VRMGC President and if the President elects not to make the appointment(s), then the VRMGC Board of Directors may make the appointment(s). There may be appointed a Parliamentarian to assist in interpretation of bylaws, procedural issues and/or legal issues.

### **5. *Duties of Committees***

Committees shall meet as necessary to carry out their duties as assigned by the VRMGC President, the VRMGC Board of Directors and/or these Bylaws, and shall report to the VRMGC Board of Directors. The Election Committee shall be charged with assisting in the annual VRMGC election process. The Tournament Committee shall be responsible for the timing, design and implementation of VRMGC



tournaments. The Banquet Committee shall be responsible for planning social events associated with golf activities such as the Annual VRMGC Awards Dinner. The Membership Committee shall be responsible for activities related to the welcoming of new members and the retention of existing members. The Tee Time Scheduling Committee shall be responsible for all activities related to the setting up of tee times and foursomes for all VRMGC weekly golfing activities.

### **Article XIII - Conflict of Interest**

#### **1. *Statement of Policy***

A possible conflict of interest exists when a Director, Officer, or committee member has a personal interest, either direct or indirect, in a proposed transaction involving the VRMGC, its Board of Directors, or its sanctioned Committees. When a Director, Officer, or committee member ("Person"), or a family member of such Person, has an interest (as defined below) in a transaction being considered by the VRMGC, such Person must disclose that conflict of interest to all members of the VRMGC Board of Directors not associated with the potential conflict of interest (disinterested person(s)), before the VRMGC takes action on the matter. Any such person having a conflict of interest shall not vote or use his personal influence on the matter and shall not be present when the matter is discussed by the VRMGC. Meeting minutes or a special notation concerning the disclosure and the abstention from voting shall be made and the record maintained by the appropriate VRMGC Director (typically the President, Secretary or Treasurer). This policy also will apply to immediate family members, the VRMGC committees, and its volunteer groups. Members of such groups and their immediate families will not benefit materially from the VRMGC beyond reimbursement for authorized expenses.

#### **2. *Definition of Personal Interest***

A material personal interest is:

- A. An ownership or investment interest in any entity with which the VRMGC has a transaction or arrangement;
- B. A compensation arrangement with the VRMGC or with any entity or individual with which the VRMGC has a transaction or arrangement; or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the VRMGC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts, favors, and non-financial benefits that are not insubstantial.

#### **3. *Procedures***

- A. The interested person(s) will disclose to the VRMGC Board of Directors, in writing, the material facts as to his material personal interest in the transaction and in any corporation, partnership, association or other organization involved in the transaction prior to the meeting at which the VRMGC acts upon the transaction.
- B. The interested person(s) will absent himself from the meeting while the transaction is discussed and acted upon.

- C. A disinterested person, or other disinterested party familiar with the transaction, will present evidence of the fairness of the proposed transaction, such as competitive bids or comparable price quotations.
- D. The vote of a majority of the disinterested persons participating in the meeting and constituting a quorum, after reaching a decision regarding whether the proposed transaction is fair to the organization, will be required for approval of the transaction. The meeting minutes, or a special notation, will reflect that a disclosure of interest was made and that the interested person(s) abstained from voting and was not present during the VRMGC consideration of the transaction.

#### **Article XIV - Miscellaneous**

- 1. This is a not for profit club. No Officer and/or member of the VRMGC Board of Directors shall benefit financially or materially from the operation of the VRMGC.
- 2. Any distribution of excess funds not allocated for a VRMGC activity must be approved by the General Membership in a scheduled vote. This shall be done at a meeting for which all members have received at least 14 days' notice.
- 3. No VRMGC Director or Officer shall disburse or offer any monies as donations or gifts from the VRMGC without the approval of a majority of its members.
- 4. The VRMGC shall not donate or offer to purchase anything for the Valencia Reserve Community without the written consent of the Valencia Reserve HOA Board.
- 5. The operation of the VRMGC shall be governed by Florida law, the bylaws/rules of the VR HOA and these bylaws.
- 6. These bylaws may be amended or revised by an affirmative vote of two-thirds of all members present at any Annual Meeting or Special Meeting called for that purpose, provided that written notice of the availability of such amendment or revision shall have been conveyed to the members by email or web-site at least two weeks prior to the date of the meeting at which the same will be voted upon.
- 7. Roberts Rules of Order shall control in the event of any procedural questions.