

**AMENDED BYLAWS 2020**  
**Charbonneau Men's Club**

ARTICLE I. Name

The name of this Nonprofit Mutual Benefit Corporation is the Charbonneau Men's Club, hereinafter referred to as the "Club".

ARTICLE II.

The purpose of this corporation is to promote play and social relations among the members of the Club; to afford a convenient and authoritative means of arranging dates and places for holding tournaments among members and with other clubs and associations; to establish and maintain handicaps; to cooperate with other clubs and associations in furtherance of common purposes; and to promote the interest, in golf particularly at the Charbonneau Golf Course located in the Charbonneau District of Wilsonville, Oregon.

ARTICLE III. Membership

Section 1. Classes and Voting There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a Membership vote is permitted by law, the Articles of Incorporation, and the Bylaws of this corporation except that members may not amend or repeal the Bylaws or adopt new ones.

Section 2. Qualifications The Membership of this Club shall consist of men who are residents or non-residents of Charbonneau and who timely pay the dues and assessments of the Club.

Section 3. Dues and Delinquency Annual dues shall be paid in such amount as set forth from time to time by the Board of Directors ("Board"); and, are due and payable on or before January 1 of each year, or at such times and on such conditions as determined by the Directors. Any such member who fails to timely pay the dues shall be placed in an inactive status in the Club and in the GHIN handicap system.

Section 4. Suspension and Reinstatement Any member who shall fail to pay the his debt to the Club, other than annual dues, within 60 days from the date the same becomes due, shall be suspended from active Membership and shall lose all benefits and privileges of active Membership; except that, the Board, for good cause shown and

upon payment of the full amount due the Club, may reinstate the member to active Membership by the affirmative vote of a majority of the Directors.

Section 5. Expulsion From Membership The Board shall have the power, by affirmative vote of at least two-thirds (66.66%) of the current Directors, to expel a member and to terminate his Membership for any conduct on his part which in their opinion is likely to injure the welfare or the character of the Club, or for any conduct in violation of these Bylaws or the established rules of the Club. However, Membership may only be terminated under any section of these Bylaws by the Board after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and not reviewable by any court.

Section 6. Meetings The annual meeting of the Membership shall be held during October of each year at such time and place as the Board may determine; and, advance written notice thereof shall be posted as follows: (a) on the bulletin board in the Clubs' room in the Pro Shop; (b) in the annual calendar of events, and (c) via electronic mail to each member at his current address at least 30 days prior to the Annual Meeting. Members who are not physically present in person for a Membership meeting may participate in, and be deemed present in person at and vote at the Membership meeting if the Board authorized participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the Board adopts.

Special meetings of the Membership may be called by the President, at any time in his discretion; and, shall be called on the written request of 5 percent (5%) of the Membership.

Advance notice of any special meeting of the Membership shall be given by the Secretary by posting notice thereof in the Club's room and via electronic mail to each member at his current address at least 30 days prior to the special meeting which states the object of the meeting.

Section 7. Quorum and voting. The presence at any meeting of the Membership, in person or by written proxy, of at least 20% of the members, shall constitute a quorum for the transaction of business at such meeting. Each member shall be entitled to one vote on each issue acted upon by the Membership.

## ARTICLE IV. Board of Directors

Section 1. General Powers The business and affairs of the Club shall be managed by its Board. The Directors shall in all cases act as a Board and may adopt such rules and regulations for the conduct of their meetings and the management of the Club as they may deem proper and which are consistent with these bylaws. The Board shall have the power and authority, among other things: to fix, levy and assess, and collect the annual dues, as well as any other assessments authorized by the Membership; to call meetings of the Membership; to appoint and remove at its pleasure all officers and agents of the Club, prescribe their duties, and to keep a complete record of all its acts and Club affairs. And to present a statement thereof to the members at the annual meeting of the Membership or at any special meeting when such is relevant to the purposes for which the special meeting is called.

Section 2. Number, Tenure and Qualification Except for the initial adjustments of shorter terms needed in order to create staggered terms, the number of Directors of the Club shall be not less than nine (9) nor more than twelve (12), each of whom must be an active member in good standing. The term of the office of Director shall be for three years. Each year not less than three (3) nor more than four (4) members shall be elected to the Board for a three-year term, to replace each Director who will complete his three year term. In the event that any Director shall be absent, without excuse, from three consecutive regular meetings of the Board, the Board may by action taken at the meeting during which the third unexcused absence occurs, declare the office of that Director to be vacant. Any Director who ceases to be a member of the Club shall no longer qualify to be a a Director and he will be removed if he has not resigned.

Section 3. Nomination and Election of Directors The President shall, at least 30 days prior to the date of the annual meeting, appoint a Nominating Committee of three Board members. This committee shall nominate not less than three (3) nor more than four (4) members as candidates for the Board and shall, not later than ten days prior to the date of the annual meeting, post on the bulletin board in the Club's room in the Pro Shop, a list of the names of the candidates so selected, and shall send the list to each member by electronic mail.

Any five members may also nominate candidates for the board by posting on the bulletin board in the Club's Room in the Pro Shop, a list of the names of their candidate(s), signed by each of the five members, at least five days prior to the annual meeting. No other member candidates, except those nominated by the Nominating Committee or five members, shall be considered for election to the Board. At the Annual Meeting the Directors shall be elected either by written ballot or by voice vote, in the discretion of the President. In such elections each member, or their proxy, may cast

one vote for each vacancy to be filled. The 3 or 4 nominees receiving the largest number of votes shall be elected to a three year term.

Section 4. Vacancies Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

Section 5. Removal of Directors Any or all of the Directors may be removed for cause by majority vote of the Membership. An individual Director may also be removed for cause by a majority vote of the Board. Directors may be removed without cause only by a two-thirds (66.66%) vote of the Membership.

Section 6. Board Meetings and Notice Regular meetings of the Board shall be held at least once every month, at a time and place designated by the President. Other meetings of the Board may be called by the President or by any two Directors upon giving forty-eight (48) hours advance notice to the Directors personally, or by electronic mail or telephone (voicemail is telephone notice) of the date, time, place and purpose of the meeting. Directors may individually or collectively participate in a Board meeting by telephone or other means of remote communication.

Section 7. Quorum A majority of the prescribed Directors by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as otherwise stated in these bylaws, action by a majority of the Directors present shall be the act of the Board.

Section 8. Action Without Meetings The Board may, without a meeting, use electronic mail or other electronic means to take any action required or permitted by law which may be taken at a meeting of the Board. Before taking action without a meeting, the Club shall send to the electronic mail address that each Director provided to the Club for receiving communications from the Club an electronic mail announcement that states that the Board will take the action without holding a meeting of the Board. This electronic mail announcement must describe the matter upon which the Board will take action. The electronic mail announcement must specify a deadline of not less than forty-eight (48) hours after the time the Club sends the announcement in which a Director may record his vote. The Club shall include the electronic mail announcement of the proposed action and a record of the Director's votes in the minutes for the Board meeting and shall file the announcement and a record of the Directors' votes in documents that reflect the action that the Board took. The Board may not use electronic mail or other electronic means to take action if the Club doesn't have a record of an electronic mail address for a Director. A Director may change his vote at anytime before the deadline set forth in the electronic mail announcement stating that the Board will

take action without a meeting. An affirmative vote of the majority of the Directors at the time the Board takes an action without a meeting by means of electronic mail or by other electronic means is an act of the Board and that action is effective on the deadline specified in the electronic mail announcement.

The Board may use electronic mail to discuss, but not take action on, an issue that comes before the Board without complying with the notice requirement.

Section 9. Committees There shall be five standing committees, and other special committees as in the judgment of the President or Board are necessary and appropriate. The five standing committees shall be comprised of members appointed by the President and chaired by a Director. The committees shall serve for the balance of the year in which appointed and the members thereof shall be eligible for reappointment to serve during the term of the Director-chairman.

The standing committees shall, subject to the supervision and review of the Board of Directors, have jurisdiction over the following Club interests: Social Committee; Tournaments Committee; Handicap Committee, Membership Committee; and Publicity/Archives Committee.

## ARTICLE V. OFFICERS

Section 1. Number The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board from among the members of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office The officers of the Club to be elected by the Board shall be elected annually for a one year term at the first meeting of the Board held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been elected at the first meeting of the Board held after each annual meeting of the members.

Section 3. Vacancies and Removal A vacancy in any office shall be filled by the Board for the unexpired portion of the term. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Club would be thereby served.

Section 4. President The President shall be the principal executive officer of the Club and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Club. He shall, when present, preside at all meetings of

the Membership and of the Board; and, in general, shall perform all duties incident to the office of President and other such duties as may be prescribed by the Board from time-to-time.

Section 5. Vice-President In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President.

Section 6. Secretary The Secretary shall be responsible for all record keeping of the corporation. The Secretary shall perform or cause to be performed: (a) official recording of the minutes of meetings of the Board and the Membership and actions taken; (b) notice of all meetings of the Board and the Membership; (c) authentication of the records of the Club; (d) the preservation of the minutes of the Membership meetings and of the Board meetings in one or more books provided for that purpose; (e) and, in general perform all duties incident to the office of Secretary and such duties as from time to time be assigned to the Secretary by the Board.

Section 7. Treasurer The Treasurer shall perform or cause to be performed (a) keeping of full and accurate accounts of all financial records of the Club (b) have charge and custody and be responsible for all funds and securities of the Club; (c) receive and give receipts for moneys due and payable to the Club from any source whatsoever, (d) deposit all moneys in the name of the Club in such depositories as shall be selected by the Board, (e) supervise and record the disbursement of Club funds to ensure they are made in compliance with resolutions of the Board and/or in the ordinary course of business conducted within the limits of the budget approved by the Board, including disbursements made by ATM or debit card; (f) when so directed by the Board to cause an audit of the Club's books; (g) making financial reports as to the financial condition of the Club to the Board; (h) prepare and present to the Board a proposed annual budget; present to the Membership at the Annual Meeting the budget adopted by the Board together with the balance sheet and operating statements for the immediately preceding fiscal year; and, (i) in general perform all the duties incident to the office of Treasurer and such other duties as from time-to time may be assigned to the Treasurer by the Board or the President.

Section 8. Membership Committee The Membership Committee shall consist of two Directors and the Secretary of the Club. The committee shall (a) maintain a current an accurate Membership list; (b) be custodian of the Club's Membership Roster; (c) keep a register of the post office address and the electronic mail address of each member which shall be furnished to the committee by each member; (d) have general charge of the Membership records of the Club.

## ARTICLE VI. FISCAL YEAR

The Club shall operate on a Fiscal Year, from November 1 through October 31, unless otherwise determined by the Board.

## ARTICLE VII. RULES OF ORDER

Except as otherwise provided in these Bylaws, procedures to be followed at meetings hereunder held shall be governed by Roberts Rules of Order, Revised.

## ARTICLE VIII. INDEMNIFICATION

This Club shall indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit or other proceeding, by reason of the fact that the person is or was a Director or officer of the Club or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the Club's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Club shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally and otherwise.

## ARTICLE IX. AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted at a regular or special meeting of the Board, by an affirmative vote of a majority of the Directors; provided that ten days advance notice of date, time, place, and purpose of the meeting to alter, amend or repeal the Bylaws be given each Director together with the text of the proposed amendment(s).

## ARTICLE X. ARBITRATION

Any controversy or claim arising out of or relating to the relationship between a member and this organization, including but not limited to any action taken by Board pursuant to Article III, Section 5, shall be settled by binding arbitration administered by a single arbitrator pursuant to the American Arbitration Association's Expedited Procedures under its Commercial Arbitration Rules, and judgment on any award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

ARTICLE XI.

By reference, these Bylaws incorporate each and every provision of the Oregon Nonprofit Corporation Act, as amended from time to time.

SECRETARY' S CERTIFICATE OF ADOPTION

I CERTIFY that the foregoing Bylaws were amended and adopted at a meeting of the Board of Directors of the Charbonneau Men's Club held on December 1, 2020 at which a quorum of Directors was present, and said Bylaws received at a majority of the votes of the Directors affirming their adoption.

I FURTHER CERTIFY that the foregoing Bylaws were further amended by adding ARTICLE XI at a meeting of the Board of Directors of the Charbonneau Men's Club held on December 1, 2020 at which a quorum of Directors was present, and said Amendment received a majority of the votes of the Directors affirming this Amendment to the Bylaws.

Signed: \_\_\_\_\_

Steve Werts

Secretary of the Club

Dated: December 1, 2020