

GOLDENDALE GOLF CLUB
BY-LAWS

ARTICLE I --NAME AND PURPOSE

1. The name of this organization shall be GOLDENDALE GOLF CLUB.
2. The purpose of this organization shall be to promote and further social and recreational activities among its members and in general to promote and carry out the activities and programs ordinarily undertaken by a golf club.

ARTICLE II--MEMBERSHIP AND TRANSFERS

1. Membership in the Corporation shall be limited to seventy certificate holders.
2. To be eligible to apply for membership in the Corporation, a person shall have been an annual dues-paying player at the golf course for a minimum of two consecutive years immediately prior to making application.
3. A person desiring membership in the Corporation shall make his or her application in writing to the Secretary of the Corporation, submitting with such application the membership fee, which fee shall be returned if the application is rejected by a majority vote of the Board of Trustees.
4. Upon acceptance of an application for membership in the Corporation the membership fee shall be deposited in a bank account owned by the Corporation and the applicant shall be issued, by the Secretary of the Corporation, a Certificate of Membership entitling him or her to all rights, incidents and duties of membership.
5. No member may have more than one membership certificate. Any multiple membership certificates held by one member shall be recalled by the Board of Trustees by giving 30 days' written notice to such member and then refunding to that member the current established membership fee for each certificate which the member holds over and above one. In the event that the member holding multiple membership certificates fails or refuses to surrender said multiple membership certificate(s) within 90 days of the notice to him by the Board of Trustees, all but the lowest-numbered membership certificate shall be cancelled upon the books of the Corporation and the payment for the canceled certificate(s) forfeited.
6. The Corporation membership fee shall be FIVE HUNDRED AND 00/100 DOLLARS (\$500.00) or such other amount which shall from time to time be set by the Board of Trustees.

7. In the event that a member desires to terminate his or her membership in the Corporation, notice of such termination shall be given in writing to the Board of Trustees, together with the membership certificate which he or she is surrendering. The Corporation thereupon shall be obliged to refund to such member, or to his or her surviving heir, a sum for each certificate or membership equal to the established current value thereof. The obligation of the Corporation to refund upon such notice shall be discharged only as existing funds of the Corporation permit.

Refunds of membership fees shall be paid in the order in which the notices for same are received from any such refunds there shall be deducted any unpaid dues or assessment then owing by such retiring member.

8. Each member shall be issued a "Certificate of Membership," which certificate is to plainly set forth that it is held subject to the existing By-laws of the Corporation and to all subsequent amendments thereto.

9. All certificates of membership shall be non-transferable, except to the Corporation itself; PROVIDED, however, that a member may transfer his or her membership to an heir as provided by law upon his or her death, or to a certificate holder of his or her family by gift. Upon written request made to, and the subsequent approval by the Board of Trustees, a member may transfer his or her membership to a named transferee for a sum not less than the then-current membership fee, with the difference, if any, between the then-current fee and the amount which the transferor paid for membership being paid to the Corporation at the time of the transfer.

10. In order to hold a membership certificate in the Corporation a person must be a dues-paying member paying full playing dues; except in a case where the said member has been voted a life membership.

11. Membership in the Corporation shall cease upon and under the following conditions:

- A. By voluntary withdrawal of the member in writing.
- B. By the expulsion of the member for conduct deemed by the Board of Trustees to be detrimental to the Corporation. Such action by the Board of Trustees shall be taken only after written notice to the member, and following a fair and impartial hearing at which the member is present.
- C. If a member is one year delinquent in the payment of dues and assessments, if any, owing by him to the Corporation. In such case said membership shall be terminated at a meeting of the Board of Trustees after notice in writing to the member has been given, with the charges of delinquency, at least two (2) weeks prior to said meeting.
- D. By the death of the member.

In any such case, except as provide in Paragraph 9 above, the membership certificate shall thereupon become the property of the Corporation, and shall be so entered upon the books of the Corporation.

ARTICLE III--MEETINGS

1. Any or all meeting of the certificate holders and/or the Board of Trustees of the Corporation may be held at the club house located on the property of the Corporation, or at any convenient place in the City of Goldendale, WA.

2. A regular meeting of the Board of Trustees shall be held monthly on the third week of each month, or at such other time as may be designated by the Board.

3. Due notice of all meetings of the certificate holders shall be given in writing by the Secretary to the Board of Trustees by mailing the notice to each certificate holder at his or her registered place of residence or by means of email or similar communication not less than ten (10) nor more than fifty (50) days prior to said meeting.

4. Due notice of special meetings of the Board of Trustees shall be given in writing to each Trustee by means of email or similar electronic communication not less than three (3) days prior to said meeting .

5. No notice need be given of any regular monthly meeting of the Board of Trustees unless the time or place of the meeting has been changed, in which case notice shall be posted in or about the club house and by means of email or similar communication not less than three (3) days prior to said meeting.

6. Closed executive work sessions of the Board of Trustees may be convened at any time without notice to the certificate holders, however no legal vote may be taken at such sessions.

7. The regular annual meeting of the certificate holders shall be held on the first Sunday in October of each year, or at such other time as may be designated by the Board of Trustees, for the purpose of electing replacements for those members of the Board of Trustees who will be retiring in January of the following year; and to conduct any other business which may be deemed desirable and appropriate. Since the Board of Trustees is vested with the sole power to make and/or change operating policies (Art. VII, Para. 1), any vote of the certificate holders relating to such policies shall be of an advisory nature, the implementation of which, even though the Board is expected to give strong consideration to such advice, shall not be binding upon the Board of Trustees.

8. The annual budget meeting of the certificate holders shall be held on the second Sunday on January of each year, or at such other time as may be designated by the Board of Trustees, for the purpose of reviewing, as presented, the current year's operating budget as submitted and recommend to the membership by the Board of Trustees.

ARTICLE IV--QUOROM

1. Thirty percent (30 %) of the paid-up certificate holders shall be present at any meeting of the certificate holders for business to be legally transacted.

2. A majority of the members of the Board of Trustees must be present at any meeting of the Board of Trustees in order for business to be legally transacted.

ARTICLE V--VOTING AND ELECTIONS

1. Each certificate holder shall be entitled to one vote and no more at any meeting of the certificate holder.

2. Each Trustee shall be entitled to one vote and no more at any meeting of the Board of Trustees.

3. No proxies of certificate holders or Trustees shall be recognized at any meeting of the certificate holders or of the Board of Trustees.

ARTICLE VI--BOARD OF TRUSTEES

1. The business properties and affairs of the Corporation shall be handled and managed by a Board of Trustees composed of five certificate holders of the Corporation. Each Trustee shall hold office for a period of two (2) years per term, with three (3) trustees being elected in even-numbered years, and two (2) trustees being elected in odd-numbered years.

2. Any Vacancy on the Board of Trustees shall be filled from the certificate holders by appointment made by the remaining Trustees. Such appointment shall serve during the unexpired term of the Trustee whose position has become vacant.

3. The trustees, each year upon their election, shall elect from their own number a President and Vice-President. At the same time, or as soon thereafter as practical, the Board of Trustees shall appoint or hire a Secretary and Treasurer, which two offices may be held by the same person. Said Secretary and Treasurer need not be members of the Board of Trustees or certificate holders.

4. The Board of Trustees shall have the power to appoint or hire, and to remove or discharge, such other employees as they may deem necessary and in the best interests of the Corporation.

5. From the time of their election at the regular annual meeting of the certificate holders until they replace the retiring members of the Board of Trustees in January of each year, the new members-elect of the Board shall be in an advisory capacity to the Board of Trustees and are expected to attend the meeting of the Board of Trustees, without vote.

6. Certificate holders elected to the Board of Trustees shall take office at the annual budget meeting of the certificate holders, or at the regular January meeting of the Board of Trustees, whichever comes first.

7. The officers of the Corporation shall each fulfill the duties of his or her position and office as is usually and customarily called for in each position by customary practices.

ARTICLE VII--GENERAL POWERS OF TRUSTEES

1. In general, the Board of Trustees shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation was organized. Therefore, the Board of Trustees is given the sole power and the responsibility to make any policy decisions and/or changes to any operational policy of the Corporation which it may deem necessary to the accomplishment of that goal. Such policy making power shall include, but not be limited to, policies concerning check cashing privileges, green fee rates, payment due dates for annual dues, clubhouse rental, changes to the bylaws, etc.

2. The Board of Trustees shall have, in addition to the powers and duties conferred by these By-Laws, the right to exercise all powers and to do such acts as are provided by the laws of the State of Washington for a corporation such as this, including the right to borrow money upon and to pledge and mortgage the assets of the Corporation upon a vote or approval of at least two-thirds (2/3), of the certificate holders at a meeting called with due notice for such purpose.

3. The Board of Trustees shall establish a definite system for the handling of corporate finances, including the collection of dues and fees, the payment of bills and obligations, and the manner and method of handling corporate funds.

ARTICLE VIII--CHANGE OF MEMBERSHIP FEES AND/OR DUES

1. The Board of Trustees may increase the membership fees or the annual dues and assessments.

ARTICLE IX--PRIVILEGES OF NON-MEMBERS

1. The Board of Trustees shall have the right to make such rules, regulations and agreements as they shall deem advisable and in the best interests of the Corporation whereby persons who are not certificate holders of the Corporation may be extended the use of the property of the Corporation. However, any such person who is extended this privilege on an annual basis shall be required to pay an annual fee for such use, the amount of which fee shall be more than the annual fee charged to certificate holders of the Corporation by an amount equal to 10% of the current membership fee of the Corporation.

ARTICLE X--FISCAL YEAR AND FINANCES

1. The fiscal year of the Corporation shall be the same as the calendar year, beginning on the first day of January and ending on the last day of December of each year.

2. It shall be the duty of the Board of Trustees to submit to the certificate holders at the regular annual meeting of the certificate holders an up-to-date and complete report of all of the affairs of the Corporation, including a statement showing its current financial condition, a statement of any obligations outstanding, and a statement of any dues and assessments which are outstanding.

ARTICLE XI--AMENDMENTS TO BY-LAWS

1. The power to make and adopt new By-Laws shall be vested in the Board of Trustees of the Corporation; subject to the power of the certificate holders to change, amend or repeal such By-Laws, or any part thereof in accordance with the laws of the State of Washington.

2. A favorable vote by at least two-thirds of the Board of Trustees, voting at a regular or special meeting of the Board, shall be required to adopt new By-Laws or to amend or repeal existing By-Laws.

3. Amendments to the By-Laws which are proposed by the certificate holders must be submitted in writing to the Board of Trustees at least one month prior to the annual or special meeting of the certificate holders of the Corporation, and each member of the Corporation must be notified at least one month prior to the said annual or special meeting.

4. At the regular annual meeting of the Corporation, or at a special meeting of the Corporation convened for the purpose of amending or repealing the By-Laws, a favorable vote by at least two-thirds (2/3) of two-thirds (2/3) of all certificate holders shall be required to amend or repeal the By-Laws as adopted by the Board of Trustees

ARTICLE XII --SALE OF LANDS

1. The acceptance of any proposal to sell any of the lands owned by the Corporation shall require approval by at least 75% of the full Board of Trustees and ratification by the affirmative vote of at least 75% of the certificate holders voting at any regular or special meeting of the certificate holders, as disclosed by the certificate holders roll of the Corporation, is present, and at least thirty days prior to which each certificate holder has been given written notice by mail (USPS) or electronic mail of such proposal to sell. This provision of the By-Laws shall not be amended or repealed except by the affirmative vote of at least 75% of the certificate holders of the Corporation.

The foregoing By-Laws, revised and amended, were adopted at a meeting of the Board of Trustees of the Goldendale Golf Club on October 22, 2018, effective January 1, 2019.

BOARD OF TRUSTEES, GOLDENDALE GOLF CLUB

BY: _____
Robert Moco, President

Pat Gallagher, Member

Rob Rising, V. Pres.

Darren Hoffman, Member

Leslie Hiebert, Member

Art Mains, Member

Richard Marshall, Member