

BYLAWS
Revised March 2017

ARTICLE I ~ NAME, OBJECTIVE AND PURPOSE

Name: The name of this organization shall be The Red Hawk Women's Golf Club hereinafter referred to as "The Club" or "RHWGC."

Objective: The objective of The Club is to promote golf, good sportsmanship and social activities among its members.

Purpose:

A. This corporation is organized exclusively for charitable, educational and/or social activities. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

B. This organization is established for social purposes within the meaning of Code Section 501(c) (7) of the Internal Revenue Code.

C. No part of net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to furtherance of the purposes set forth in Objective above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these sections, the corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Code Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE II ~ MEMBERSHIP

The Club shall be composed of women golfers and social members who are members in good standing at The Private Club at Red Hawk. Members must be 18 years of age by January 1st of the current season. Club members who are women golfers will also maintain through The Club their required membership in the Northern Nevada Women's Golf Association (NNWGA). RHWGC members in good standing are eligible to vote at a general membership meeting or hold an office.

ARTICLE III ~ ELECTIONS

- A. Method of Appointment of Nominating Committee: The Nominating Committee shall consist of three (3) members to be appointed by the Executive Board. The Nominating Committee will elect their Chair. No member of the Nominating Committee may run for election to the Executive Board. They shall present a slate of four (4) members for the Executive Board at the fall General Membership Meeting.
- B. Method of Election of Officers: It shall be the duty of the Nominating Committee to make nominations for President, Vice President, Secretary and Treasurer. The Nominating Committee Chair will post the slate of the nominees four (4) weeks prior to the next fall General Membership Meeting. An alternate slate of nominees may be proposed from the floor for the Executive Board or for a specific Executive Board position at the fall General Membership Meeting. These nominees will be included on the list of proposed candidates presented to The Club membership for election.
- C. Method of Vote: If no candidates are nominated from the floor, the election will be by an immediate show of hands. If there are additions to the proposed slate of officers, the election will be by an immediate ballot.
- D. Election Results: The Nominating Committee Chair will communicate the final election results to The Club membership within 72 hours of completion of the election.
- E. Officer's Eligibility: A member must have served on the Board of Directors for one year to be elected President. In order to serve on the Board of Directors, an eligible member must be available to attend the majority of the Board Meetings.

ARTICLE IV ~ THE EXECUTIVE BOARD

The Executive Board shall be composed of the elected officers of The Club. These officers shall be President, Vice President, Secretary and Treasurer.

A. President – The President shall preside at all meetings of The Club. She shall, with the approval of the Executive Board, appoint the chairs of the Standing Committees and all Special Committees. She shall be an ex-officio (advisory, non-voting) member of all committees except the Nominating Committee and shall act in the absence of the Treasurer. She shall have the authority to call special Board Meetings at her discretion. She shall be an ex-officio member of the incoming Executive Board after her term expires. She shall attend all NNWGA (or its successor) general meetings and report to the Board of Directors.

B. Vice President – The Vice President shall perform the duties of the President in her absence or inability to serve. She shall serve as Chair of any other committee as desired by the Executive Board. She shall be considered as the candidate for President for the following year if she is willing to serve in that office.

C. Secretary – The Secretary shall keep records of all meetings of The Club and of all Executive Board and Board of Director Meetings. She shall keep an active membership list and mail such notices to members as directed by the Board. She shall post the General Membership Meeting minutes as soon as practical. She shall conduct the official correspondence of The Club as directed by the President. Approved Board Meeting Minutes will be distributed to all members as soon as practical and submitted for website publication.

D. Treasurer – The Treasurer shall collect dues for each year and shall be custodian of the general funds of The Club. She shall deposit such funds in an FDIC insured financial institution, keep a full and accurate account of all receipts and disbursements in books belonging to The Club and pay all debts approved by the Board of Directors. Special Committee Chairs shall be accountable to her for any funds expended. She shall prepare a monthly financial report for BOD review and approval. Any RHWGC member, in good standing, may request a copy of the approved report.

ARTICLE V ~ BOARD OF DIRECTORS

Board of Directors shall be composed of the Executive Board and the Chairs of the Standing Committees. The President shall appoint the following Chairs, understanding that not all may be necessary. Each of the following appointees will be a voting member of the Board.

- A. Hospitality (*Membership, Sunshine & Scrapbook*)
- B. Handicap
- C. Tournament
- D. Tournament Weekend
- E. Rules
- F. Social/Special Events
- G. Communications (*Website, Newsletter, EBlasts*)
- H. High Sierra Team Play Captain
- I. Eclectic
- J. Birdie/Chip-in/Other Awards

ARTICLE VI ~ MEETINGS

- A. Meetings: There shall be a minimum of one (1) monthly meeting of the Board of Directors. Special meetings of the Executive Board and Committee Chairs shall be held as requested by the President. General membership meetings shall be called a minimum of biannually, spring and fall, or as posted.
- B. Quorum:
 - a. Executive Board: A quorum shall consist of three (3) Executive Board members.
 - b. Board of Directors: A quorum shall consist of a majority of all members of the Board of Directors.
 - c. General Membership: A quorum shall consist of one-fourth (1/4) of the members of The Club.

ARTICLE VII ~ DUES and FINANCE

- A. Dues: The Board of Directors will recommend annual dues for active membership, due and payable by March 15th. This will allow The Club to pay the NNWGA dues on time. Any member whose dues are not paid will be ineligible to play in any RHWGC sponsored activity.
- B. The fiscal year of The Club is January 1st through December 31st.
- C. Indemnification of Directors: No member of the Board of Directors shall be personally liable for any debts, receipts, neglect, or defaults of any other member of the Board, or for any losses or expense of whatever nature incurred by The Club unless resulting from the director's own dishonesty. The Club shall indemnify each and every member of the Board of Directors, during her term of office and thereafter, and her heirs, executors, and administrators against all expenses and all costs, legal, accounting, or otherwise, necessarily or otherwise reasonably incurred by or otherwise imposed upon her in connection with any action or proceeding to which she may be made a party by reason of her being or having been a member of the Board of Directors of The Club.

ARTICLE VIII ~ AMENDMENTS and RULES OF ORDER

- A. Review and Amendments: These Bylaws may be subject to review every year by a committee appointed by the Executive Board. They may be amended at any General Membership Meeting by two thirds (2/3) of the membership present and they may also be amended by electronic voting (e-mail) outside of a scheduled membership meeting by two thirds (2/3) of the members. The changes must be posted and distributed to members 30 days prior to the vote.
- B. Rules of Order: Robert's Rules of Order shall be the parliamentary authority governing these Bylaws unless a subject is otherwise specifically covered herein.