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Bylaws

November 2017

Table of Contents

Table of Contents	2
ANNUAL	5
EXECUTIVE	5
REGULAR	5
SPECIAL	5
WORKING	5
COLD SPRINGS GOLF & COUNTRY CLUB BYLAWS	5
ARTICLE I - NAME AND PRINCIPAL OFFICE	5
ARTICLE II - PURPOSE	5
ARTICLE III - CORPORATE SEAL	5
ARTICLE IV - CORPORATE POWERS	6
ARTICLE V - BOARD OF DIRECTORS	6
SECTION 1. NUMBER	6
SECTION 2. TERM OF OFFICE	6
SECTION 3. NOMINATION	6
SECTION 4. ELECTION	6
SECTION 5. MEETINGS AND QUORUM	7
SECTION 6. POWERS	7
SECTION 7 - DUTIES	8
ARTICLE VI - OFFICERS	9
SECTION 1 – OFFICERS	9
SECTION 2 - PRESIDENT - DUTIES:	9
SECTION 3 - VICE PRESIDENT - DUTIES:	10
SECTION 4 - SECRETARY - DUTIES:	10
SECTION 5 - TREASURER - DUTIES:	10
SECTION 6 - REMOVAL OF OFFICERS	10
SECTION 7 - VACANCY OF OFFICES	10
ARTICLE VII - BONDING AND COMPENSATION	10
SECTION 1 – BONDING	10
SECTION 2 - COMPENSATION	11
ARTICLE VIII - STANDING COMMITTEES	11
SECTION 1 - STANDING AND SPECIAL COMMITTEES	11

SECTION 2 - RESPONSIBILITIES OF THE BOARD	11
SECTION 3 - RESPONSIBILITIES OF COMMITTEES	11
CLE IX - LADIES SECTION	11
ARTICLE X - MEMBERSHIP MEETINGS	11
SECTION 1 - ANNUAL MEETING	11
SECTION 2 - SPECIAL MEETINGS	12
SECTION 3 - QUORUM	12
SECTION 4 - PROXY VOTING	12
SECTION 5 - ORDER OF BUSINESS	12
ARTICLE XI - ADMISSION FEES, TRANSFER FEES, DUES, AND ASSESSMENTS	12
SECTION 2 - PAYMENT OF DUES AND CHARGES	12
SECTION 3 - STATEMENTS AND DELINQUENCY	12
SECTION 4 - NOTICE OF DELINQUENCY	13
ARTICLE XII - MEMBERSHIP CLASSIFICATION	13
SECTION 1 - CLASSIFICATION	13
SECTION 2 – PROPRIETARY MEMBERSHIP DEFINITION	13
SECTION 3 - VOTING RIGHTS	13
SECTION 4 - MEMBERSHIP LIMIT	13
SECTION 5 - FAMILY GOLFING MEMBERSHIP	14
SECTION 6 - HONORARY MEMBERSHIP	14
SECTION 7 - SOCIAL MEMBERSHIP	14
SECTION 8 – SENIOR MEMBERSHIP	14
SECTION 9 – 4 YEAR SUNSET FAMILY MEMBERSHIP	14
SECTION 10 – TRY ME MEMBERSHIP	14
SECTION 11 – JUNIOR SINGLE GOLFING MEMBERSHIP	14
SECTION 12 – CORPORATE MEMBERSHIP	14
ARTICLE XIII-PRIVILEGES OF MEMBERSHIP	14
SECTION 1 – PROPRIETARY GOLFING MEMBERSHIP	15
SECTION 2 – SENIOR GOLFING MEMBERSHIP	15
SECTION 3 – 2 YEAR SUNSET MEMBERSHIP	15
SECTION 4 – TRY ME MEMBERSHIPS	16
SECTION 5 – JUNIOR SINGLE GOLFING MEMBERSHIP	16
SECTION 6 – PROPRIETARY INTEREST	15
SECTION 7 – GUESTS	16
ARTICLE XIV – SALE AND TRANSFER OF MEMBERSHIP	16

SECTION 1 - RESIGNATION	16
SECTION 2 - DEATH	17
SECTION 3 - JUDICIAL	17
SECTION 4 - DISSOLUTION OF MARRIAGE	17
SECTION 5 - PROCEDURE FOR SALE AND TRANSFER OF FAMILY MEMBERSHIP	17
SECTION 6 - COMPLIANCE	17
SECTION 7 - RESTRICTIONS	17
SECTION 8 - PRIORITY LISTS	18
SECTION 9 - OBLIGATIONS	18
SECTION 10 - LIVING TRUST	18
SECTION 11 – FAMILY TRANSFER	18
SECTION 12 – BUYOUT OF FAMILY GOLFING MEMBERSHIP	18
ARTICLE XV - SUSPENSION AND EXPULSION	19
SECTION 1 - BOARD POWER	19
SECTION 2 - LIABILITY	19
SECTION 3 - NOTICE TO MEMBER	19
SECTION 4 - RESTORATION OF MEMBERSHIP	19
SECTION 5 - FINAL ACTION - EXPULSION	19
ARTICLE XVI - PARLIAMENTARY AUTHORITY	20
ARTICLE XVII – AMENDMENTS	20
Notes/Amendment Dates	20

MEETING DEFINITIONS

ANNUAL

An annual meeting shall be held to advise the general membership what has been accomplished previously and to inform them of goals, commitments and projects planned for the future either by the Board or specific committees.

This is a meeting of the membership. If a quorum of the membership is present, business may be conducted, motions may be taken from the floor and members may vote on issues upon which proper notification has been made.

EXECUTIVE

Is a meeting of the Board of Directors which pertains to a particular subject or problem. Action taken at this meeting shall be limited to the following: Personnel matters, discipline, salaries, contracts, complaints, petitions and other confidential matters

REGULAR

A regular business meeting is held by the Board of Directors so the general membership can keep abreast of ongoing activities, problems and changes within the club.

SPECIAL

Members may petition the Board of Directors to have a Special Membership meeting for a specific reason and the membership must be advised in a timely manner.

WORKING

A Working board meeting may be held at any time by the Board of Directors and may be closed to the membership. Minutes of meetings shall be taken and made available to membership.

COLD SPRINGS GOLF & COUNTRY CLUB BYLAWS

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this non-profit corporation shall be Cold Springs Golf & Country Club, herein called Club. The principal office of the corporation is 6500 Clubhouse Drive, Placerville, California 95667.

ARTICLE II - PURPOSE

The purpose for which this corporation and Club has been formed is to:

1. Promote sociability and friendship among its members; manage and conduct social and recreational activities, entertainment and social meetings for its members.
2. Organize, establish and maintain a social and athletic organization with clubhouse and golf course and such other recreational and social facilities as may seem desirable.
3. Sanction and promote club and area golf tournaments.

ARTICLE III - CORPORATE SEAL

The corporation shall have a common seal consisting of concentric circles having on its face the words:

COLD SPRINGS GOLF & COUNTRY CLUB
Incorporated October 20, 1960, California

ARTICLE IV - CORPORATE POWERS

Corporate powers of this corporation are ultimately vested in the membership. Certain powers may be delegated by these bylaws to the Board of Directors, the Officers, the employees, and the various voluntary committees. Notwithstanding such delegation of authority, the members, acting as a whole, may make any decision on behalf of the Club, or overrule any Board, Officer, committee, or staff decision, by a simple majority vote of the members at either a special meeting or by ballot.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. NUMBER

The Board of Directors, herein called Board, shall consist of seven (7) voting members in good standing holding Family Golfing Membership Certificates in the corporation. A director shall not be an employee of the Club.

SECTION 2. TERM OF OFFICE

The term of office shall be three (3) years. Board members shall not succeed themselves after two (2) full consecutive terms. In the event of a resignation or any other vacancy on the Board, the person with the highest number of votes from the previous election shall be appointed by the President, with Board approval, for the remaining period of the unexpired term. If the list is exhausted, the Board shall appoint a successor, in either case the appointee shall serve for the remaining period of the unexpired term.

SECTION 3. NOMINATION

Not more than thirty (30) days prior to the October Board meeting, the President shall appoint a Nominating Committee, with Board approval, of not less than three (3) members. The Committee shall contain no more than one member of the Board. The Committee shall prepare a ticket of nominees for directors to be filed with the Secretary. A ticket of the nominees that have been nominated by the nominating committee shall be placed in the December Mulligan as a separate item.

At any time not less than twenty (20) days prior to the January Board meeting, any ten (10) members of the Club may nominate any other member of the Club as a candidate for director by filing with the Secretary notice of such nomination. There shall be only one nominee per family membership. All nominations shall be included on the official ballot in alphabetical order.

No member who has his/her name on the membership waiting to sell list shall be nominated to serve as a Board member. If a board member places his/her membership name on the membership selling list after being elected he/she shall resign from the Board immediately.

SECTION 4. ELECTION

Directors shall be elected annually by the membership. A secret ballot will be mailed to each member in good standing immediately following the January Board meeting. This ballot must be received at the Club by the first Tuesday after the first Monday in February. The newly elected Directors shall take office at the March Board meeting.

Teller's Committee:

The Tellers Committee shall be composed of three (3) members from the general membership appointed by the President, with Board approval, at the January Board meeting. The Tellers Committee shall be responsible for the count of votes. There shall be only one (1) teller per family membership.

Any ballot upon which there are more votes than there are impending vacancies on the Board shall be rejected and shall not be counted by the Tellers Committee.

The Tellers Committee shall count the votes and report to the President in writing by February 10th the number of votes cast for each candidate. A plurality shall elect. The President shall declare the results by posting the names of the winning candidates, but not the numerical results, in the clubhouse at once and include them in the next regular mailing to members.

In case two (2) or more competing candidates have received an equal number of votes and a second ballot is necessary to determine the Director, a second ballot shall be taken upon said equal candidates by mail. The candidate receiving the highest number of votes shall be duly elected.

SECTION 5. MEETINGS AND QUORUM

All Board meetings shall be held at the clubhouse or such other place as may be designated by the Board. Regular Meetings will be held March (Includes Installation of New Board Members), May, July and November. An annual schedule will be posted. (November 2017 Ballot)

Executive meetings of the Board may be called at any time by the President.

A meeting of the Board may be called at any time by the President, and shall be called upon the written request of three (3) or more Directors. Prior notice of the time and place of a special meeting will be given each Director at least 48 hours in advance.

The act of a majority of the Directors present at a meeting at which a quorum (4 or more directors) is present shall be an act of the Board, unless the act of a greater number is required by law or in these bylaws. There shall be no proxy voting.

Electronic Board meetings - can be: E-mail, fax or chat room. Each Board Director must have access to the system used. Preferred method is E-mail.

- a. Copies can simultaneously be sent to Board Members.
- b. E-mails are all time and date stamped. (NOTE-This is important and must be done by the sender of the message.)
- c. The sender or originator of the message must always be identified.
- d. The subject of the meeting must always be identified.
- e. Results of the vote should be recorded in minutes at the next Board meeting.

Note: The complete ruling is held in the office of the Secretary for more specific rules on any of the above electronic meetings.

SECTION 6. POWERS

All corporate powers of this corporation and Club shall be exercised by or under the authority of the Board. The business and affairs of the Corporation shall be controlled by the Directors subject to the limitations of the Articles of Incorporation, of these bylaws and the California General Corporation Law as to action which shall be authorized or approved by members. Without prejudice to such general powers but subject to the same limitations, it is hereby declared that the Directors shall have

the following powers:

1. Conduct, manage and control the affairs and business of the Club and to make such rules and regulations therefore consistent with law and these bylaws.
2. Establish and maintain a Club Policy Book for purposes of interpreting the intent of these bylaws.
3. Elect, appoint and remove at the pleasure of the Board all other officers, agents and employees of the Club, prescribe such duties for them consistent with law and these bylaws and fix their compensation
4. Borrow money and incur indebtedness for the purpose of the corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes and evidence of debt, not to exceed \$50,000.00 additional indebtedness within any fiscal year provided, however, that any such borrowing or indebtedness shall be unsecured and shall not cause the total unsecured indebtedness of the Club to exceed \$100,000.
5. Recommend for submission to the members and requiring an affirmative vote of two-thirds (2/3) of the general membership voting by mail on a secret ballot the following:
 - a. An acquisition of public lands.
 - b. Any sale, lease, pledge, or encumbrance of real property owned by the Club.
 - c. Any capital improvements built on Club property in excess of \$10,000.00 for any one item or project. Note: The following expenditures are excluded from the provision and may be made by action of the Board of Directors - Capital expenditures for Maintenance and Repair, Construction, Maintenance and Storage Buildings, Cart Stalls and for items of Equipment for the golf course and the clubhouse.
 - d. Empower the Board to borrow \$1,000,000 for golf course improvements and the cost to be covered by the \$25.00 a month dues increase effective 1/1/97.
6. Recommend special assessments but not assess upon the membership or a portion of the membership without an affirmative vote of two-thirds (2/3) of the members to be assessed and voting. A secret ballot shall be mailed to each member to be assessed.
7. Create and appoint such special committees as it shall see fit, define the authorities of such committees and remove any member of a committee whether standing or special.
8. Limit or prohibit any games or sports which it deems prejudicial to the best interests of the Club or to bring the Club into dispute.
9. Prescribe rules under which such games and sports as permitted shall be played.
10. Fine, suspend or expel any member as elsewhere provided in these bylaws.
11. Require that an outside independent audit of the books and records of the Club shall be done every third (3rd) year and during the intervening years, there shall be an annual review audit by an outside independent auditor.
12. Perform every act and thing whatever that may pertain to the office of a Director.

SECTION 7 - DUTIES

1. Cause to be kept a record of all Board and Club meetings.
2. Cause to be presented a full statement, in writing, showing in detail the assets and liabilities of this corporation at the Annual Meeting and at any other meeting when requested by one

third (1/3) of the members.

3. Cause to be kept a membership book containing the name and address of each member and a record of the termination of any membership, together with the date on which the membership ceased.
4. Cause to be issued to each member of the corporation a certificate of membership stating that the corporation is not one for profit printed in clear type under the face of each certificate.
5. Supervise all officers, agents, and employees and see that their duties are properly performed.
6. The Board shall be subject to the orders of the Club, and none of its acts shall conflict with action taken by the Club.

ARTICLE VI - OFFICERS

SECTION 1 – OFFICERS

Officers shall be a President, a Vice President, a Secretary, a Treasurer or a Secretary/Treasurer.

The President and Vice President shall be elected from the members of the Board at a closed meeting of the new Board called for that purpose by the incumbent president immediately following the election of the Board.

The Secretary and Treasurer shall be appointed by the President, with Board approval, and may, or may not, be members of the Club.

Officers shall serve a term of one (1) year or until their successors are elected or appointed. No elected officer may serve more than three (3) consecutive terms in the same office.

The Board may, at any time they deem it advisable, create such offices as shall be consistent with law and these bylaws.

SECTION 2 - PRESIDENT - DUTIES:

1. Preside at all meetings of the Club and the Board.
2. Assure that the bylaws and the rules and regulations are properly enforced and report to the Board any infractions.
3. Call meetings as herein provided.
4. Exercise a general supervision over the business and affairs of the Club, and at the Annual meeting of the members, make a report on the general concerns of the Club during the previous year.
5. Sign all deeds, conveyances, mortgages, leases, promissory notes, contracts and obligations and all other papers and instructions when authorized to do so.
6. Supervise and control, subject to the directions of the Board, all officers, agents and employees of Club.
7. Co-sign all promissory notes or other instruments as authorized by the Board.
8. Co-sign as President all certificates of membership.
9. Appoint all Standing Committee Chairs except Advisory and Ladies Section for Board ratification no later than the July meeting and be an ex-officio member of all committees except the Advisory, Nominating and Ladies Section Committees. Appoint special committees when authorized by the Board or the Club.
10. Perform all duties required by the Board.

11. Cause an annual budget to be prepared by the Budget and Finance Committee for Board approval.
12. Annually appoint the Secretary and Treasurer for the confirmation by the Board.
13. May appoint, with the Board's approval, two (2) other members of the Board to co-sign checks.
14. Shall co-sign all checks, if Treasurer is not available.

SECTION 3 - VICE PRESIDENT - DUTIES:

1. Perform the duties of President in case of the absence or disability of the President. If both the President and Vice President shall be absent at any Board or Club meeting, the secretary shall call the meeting to order and will preside until a chairperson pro-tem is elected.
2. Review the Club Policies annually.
3. Review the Club Bylaws annually.

SECTION 4 - SECRETARY - DUTIES:

1. Keep a full and complete record of the proceedings of the Board and Club meetings and post a copy on the Club bulletin boards. Keep the original signed minutes of every meeting in a bound, numbered book in the corporate office.
2. Keep the corporate seal and affix it to all instruments executed by the Club.
3. Call meetings to order and preside until a chairperson pro-tem is elected when both the President and Vice President are absent.
4. Notify all members with proper notice and in a timely fashion of either Board or Member Special Meetings. (See Club Policies)
5. Prepare all ballots. Mail one (1) ballot by first class mail to each member in good standing.
6. Keep the Bond or certificate of employee dishonesty insurance on officers and employees in the corporate office.
7. Perform such duties assigned to the Secretary by the Board.

SECTION 5 - TREASURER - DUTIES:

1. Oversee an accurate account of receipts and disbursements of the club.
2. May co-sign checks, and shall co-sign all checks if the President is not available, and shall sign all promissory notes or other instruments as authorized by the Board or the Club.
3. Perform such other duties assigned to the Treasurer by the Board.

SECTION 6 - REMOVAL OF OFFICERS

Any Director or officer of the Club may be removed from office for good cause shown by an affirmative vote of not less than a two-thirds (2/3) vote of members present at a special meeting of the Club called for that purpose.

SECTION 7 - VACANCY OF OFFICES

A vacancy in any office shall be filled by the Board as provided in these bylaws during any regular meeting or special meeting called for that purpose.

ARTICLE VII - BONDING AND COMPENSATION

SECTION 1 - BONDING

A bond or certificate of employee dishonesty insurance shall be required for all officers and employees handling, depositing and disbursing Club funds with the amount of the bond to be determined by the Board and filed with the Secretary.

SECTION 2 - COMPENSATION

The Secretary, Treasurer and Mulligan/Publicity Chairperson may be compensated for their services with the compensation to be set by the Board.

ARTICLE VIII - STANDING COMMITTEES

SECTION 1 - STANDING AND SPECIAL COMMITTEES

1. The Board shall annually determine the committees authorized to function and perform services during the course of any year.
2. The President, with Board ratification, shall appoint the Chairpersons for each of the authorized committees.
3. Chairpersons of the committees shall appoint the members to serve on the committee, after first notifying the Board President.
4. Committee Chairperson vacancies shall be filled by action of the Board at a regularly scheduled meeting.

SECTION 2 - RESPONSIBILITIES OF THE BOARD

1. The Board shall be responsible to develop general guidelines and, when applicable, specific procedures for the operation and functioning of all authorized committees.
2. The Board shall meet periodically with committees and/or Chairpersons to assess the activities of the committee and consider recommended actions submitted by the committee.

SECTION 3 - RESPONSIBILITIES OF COMMITTEES

1. All committees shall report to and be responsible to the Board.
2. Each committee shall file an annual report with the Board concerning its goals, activities, recommendations and finances.
3. The committee Chairperson is responsible to prepare a budget for the committee's operation and file it with the Board prior to the start of each fiscal year.
4. Committees and/or Chairpersons have no authority to enter into contracts on behalf of the Club or to expend funds not in their approved budget, unless approved in advance by the Board.

ARTICLE IX - LADIES SECTION

The ladies shall elect Captains for the eighteen/nine (18/9) hole women golfers of Cold Springs Golf and Country Club. They shall appoint a tournament chair that shall have charge of all activities involving the Ladies Section. The Tournament Chair (18/9) may appoint other members to provide assistance.

The ladies Captains (18er's & 9er's) shall also appoint a Handicap Chair who shall maintain handicaps for each member of the Ladies Section.

ARTICLE X - MEMBERSHIP MEETINGS

SECTION 1 - ANNUAL MEETING

An Annual Meeting of the membership shall be held in September on a date determined by the Board

of Directors and published in the Mulligan (2011).

SECTION 2 - SPECIAL MEETINGS

Special meetings of the Club may be called at any time by order of the President, or upon a written request of three (3) or more Directors of the Club.

In addition, members may petition for either a special meeting or a special ballot to decide any club issue. The discretion for calling either a special meeting or mailing a special ballot rests solely with the petitioners and shall be specified in the petition submitted to the Board of Directors. The petition must be signed by at least five (5) percent of the members. The Board of Directors will cause a notice of the reason for calling a special meeting to be mailed to each member by, first class mail, not less than ten (10) days prior to such meeting.

SECTION 3 - QUORUM

At all membership meetings, whether annual or special, ten (10%) percent of the members shall constitute a quorum for the transaction of business. In the absence of a quorum, the meeting shall be adjourned until a quorum is present.

SECTION 4 - PROXY VOTING

There shall be no proxy voting

SECTION 5 - ORDER OF BUSINESS

The order of business of all meetings of the Club shall be as defined by Roberts Rules of Order Newly Revised and subject to California Corp. Code, Section 7510.

ARTICLE XI - ADMISSION FEES, TRANSFER FEES, DUES, AND ASSESSMENTS

SECTION 1 - ADMISSION FEES, TRANSFER FEES, DUES AND ASSESSMENTS

Admission Fees, Transfer Fees, Dues and Assessments shall be recommended by the Board and shall not be changed without a two-thirds (2/3) affirmative vote of the general membership voting. All members shall be mailed a secret ballot for any recommended change. Transfer fees shall be 50% of the price of the membership sold with a minimum of \$500 and a maximum of \$2,000 whichever applies. (Vote April 2009)

SECTION 2 - PAYMENT OF DUES AND CHARGES

Dues are due and payable on the first day of each month.

Charges and other like indebtedness are due and payable on the first (1st) day of the month succeeding the one in which the indebtedness was incurred.

Dues and charges shall become delinquent if payment is not received on or before the twenty-fifth (25th) of the same month in which they were billed.

SECTION 3 - STATEMENTS AND DELINQUENCY

The office will notify each member of his/her indebtedness between the 1st and 10th of the month.

Delinquent accounts are subject to interest charges as set by the Board of Directors.

All members whose delinquent indebtedness is still unpaid on the 1st day of the following month is considered late and subject to interest charges. Upon the 1st day of the following month (60 days) all charging privileges will be discontinued. Upon the first day of the next month (90 days) the membership will be subject to suspension. If the account delinquency reaches 120 days the Board of Directors may expel the membership as per the Bylaws.

A member suspended hereunder may, upon payment within thirty (30) days of all sums for which they may have become indebted including interest charges, dues and other charges in arrears and accrued, apply in writing to the President for reinstatement. Thereupon it shall be discretionary with the Board to reinstate such member. If such member is not reinstated, he may be deemed to be expelled from the Club as set forth herein.

SECTION 4 - NOTICE OF DELINQUENCY

Reference to the preceding paragraph shall be printed on all notices sent in compliance with these bylaws.

ARTICLE XII - MEMBERSHIP CLASSIFICATION

SECTION 1 - CLASSIFICATION

The only proprietary memberships shall be the Family and Individual Golfing Membership.

Classifications shall be as follows:

1. Family Golfing Membership (for members prior to November 7, 2017)
2. Individual Memberships (effective November 7, 2017)
 - A. Individual
 - B. Individual plus 1
 - C. Individual Plus 2 or more, including dependent children under age 26
3. Honorary Membership
4. Social Membership
5. Senior Membership
6. Sunset Membership
7. Try Me Membership
8. Junior Single Golfing Membership
9. Corporate Membership

SECTION 2 - PROPRIETARY MEMBERSHIPS DEFINITION

A Family Membership is defined as an individual or a lawfully married couple plus unmarried sons and daughters who are under the age of twenty-six (26). The Board of Directors is responsible to adjust the definition of a Family Membership based upon Federal or State law. (Memberships prior to November 7, 2017 per ballot)

The Individual Membership(s) are defined as

- A. Individual
- B. Individual Plus 1 (plus 1 must cohabitate with the individual or be a dependent minor under age 26)
- C. Individual Plus 2 (plus 2 or more must cohabitate with the individual or be dependent minors under age 26)

(Memberships after November 7, 2017, per ballot)

SECTION 3 - VOTING RIGHTS

Each Family Golf Membership and Individual Membership will have one (1) vote.

SECTION 4 - MEMBERSHIP LIMIT

Family and Individual Golf Memberships shall be limited to four hundred and thirty (430).

SECTION 5 - FAMILY GOLFING MEMBERSHIP

A Family Golfing Memberships and Individual Memberships shall be a proprietary membership. No Individual or family may own more than one membership.

SECTION 6 - HONORARY MEMBERSHIP

There shall be a limit of one (1) honorary membership issued to a direct descendant of Jerry Brown, and who shall bear the surname of Brown. This shall be a non-proprietary Family Golf Membership with all rights and privileges accorded to a regular membership with the exception that there will be no payment of dues, assessments or green fees.

SECTION 7 - SOCIAL MEMBERSHIP

1. There shall be a maximum of 50 memberships, but with Board approval, it may be increased to 100 memberships.
2. This membership shall be a non-proprietary, non-voting, non-transferable and shall have no golfing privileges.
3. The Board shall set the initial cost and monthly dues, if any.

SECTION 8 – SENIOR MEMBERSHIP

1. There shall be a maximum of 35 Senior memberships (July 2011)
2. This membership shall be non-proprietary, non-voting and non-transferable.

SECTION 9 – Two (2) YEAR SUNSET MEMBERSHIP

1. There will be a maximum of 20, two (2) year Sunset Memberships.
2. This membership shall be non-proprietary, non-transferable, non-voting and may not serve on the Board of Directors.

SECTION 10 – TRY ME MEMBERSHIP

1. There shall be a maximum of 10 Try Me memberships.
2. This membership shall be non-proprietary, non-voting and non-transferable.

SECTION 11 – JUNIOR SINGLE GOLFING MEMBERSHIP

1. There shall be a maximum of 10 Junior Single Golfing Memberships.
2. This membership shall be non-proprietary, non-voting and non-transferable.

SECTION 12 – CORPORATE MEMBERSHIP

1. There shall be a maximum of 10 Corporate Memberships.
2. This membership shall be non-proprietary, non-voting and non-transferable.

ARTICLE XIII-PRIVILEGES OF MEMBERSHIP

All privileges set forth herein shall be subject to these bylaws and the Club policies.

There shall be no proxy voting.

Members shall be responsible for the conduct and all indebtedness incurred by any member of their immediate family using the family privileges as set forth in this Article.

SECTION 1 - PROPRIETARY GOLFING MEMBERSHIPS

A Proprietary Golfing Memberships shall entitle the Family/Individual(s) to enjoy the privileges of the clubhouse, grounds and all facilities including the playing of golf. Each membership shall be entitled to one vote, and only one member per Proprietary membership may serve as a Club Director at the same time.

Family Memberships unmarried sons and daughters under twenty-six (26) years of age shall have family privileges. After reaching the age of twenty-six (26), they shall have the right to apply within six (6) months for a regular membership. If a membership is available, they shall become regular members upon payment of the required fee, A Certificate of Membership shall be issued immediately. If a membership waiting list is in existence, they shall be placed at the uppermost available position of the list.

Individual Memberships

The Board of Directors shall be empowered to amend the definition of a family membership if required to comply with Federal or California law, but only to the extent that is necessary to comply with the law.

SECTION 2 – SENIOR GOLFING MEMBERSHIP

A senior golfing membership shall entitle the member to enjoy the privileges of the clubhouse, grounds and all facilities including the playing of golf. The senior member is not entitled to vote and may not serve on the Board of Directors. There shall be a maximum of 35 Senior Memberships. The Spouse/Significant other of the Senior shall have Senior Privileges. In order to qualify to purchase Senior Membership, the applicant must have owned a Family Golfing Membership for a minimum of 10 years and must be at least 65 years of age. Dues are equal to the amount of Family Membership dues being paid at the time of the purchase and shall remain frozen at that level. No increases or assessments will apply to this classification with the exception of increases in cart stall rentals, cart fleet rentals, trail fees or Mill River Plan. The Senior member may resign their membership at any time.

SECTION 3 – Two (2) YEAR SUNSET MEMBERSHIP

The two (2) year Sunset Membership shall entitle the family (spouse/significant other and minor children) to enjoy the privileges of the clubhouse, grounds and all facilities including the playing of golf for four continuous years.

All two (2) year Sunset Membership transactions will be processed through the Club as there are no private sales or purchases of this Membership. When there is a Family Golfing Membership for sale list, all purchases of the two (2) year Sunset Memberships will be from the number 1 membership on the Club maintained seller's list.

There is a minimum buy in of twice the current transfer fee where 50% goes for transfer fees and the remainder in an escrow account. This escrow account will be credited to their account should they become a Family Golfing Membership or forfeited if they decide not to join. Sunset monthly dues and assessments will be \$25 more than Family Golfing Memberships throughout the term of the two (2) year membership.

At the end of the two (2) year membership they are to inform the Club of their intention to convert to a Family Golfing Membership or surrender their membership with all charges paid. The Sunset

Membership may decide at any time, during the two (2) year membership, to convert to a Family Golfing Membership if one is available. If none are available they may sign the Club maintained buyer's list. A person or family can only purchase a two (2) year Sunset Membership once. (Ballot: November 2017)

SECTION 4 – TRY ME MEMBERSHIPS

A Try Me Membership shall entitle the family to enjoy the privileges of the clubhouse, grounds and all facilities including the playing of golf. There shall be a maximum of 10 Try Me Memberships. The Try Me member is not entitled to vote and may not serve on the Board of Directors. The maximum time period is 6 months when this membership must convert to a Family Golfing Membership or purchase price (Deposit) will be forfeited.

SECTION 5 – JUNIOR SINGLE GOLFING MEMBERSHIP

A Junior Single Golfing Membership shall entitle the member to enjoy the privileges of the clubhouse grounds and all facilities including the playing of golf. They are a nonproprietary membership with no voting privileges. No other family members may play under this membership including children, regardless of custody status. In order to qualify to purchase a Junior Single Membership, the applicant must be between the ages of twenty-one (21) and thirty (30) years of age. Should single status change, or after reaching the age of 30, they shall have the right to apply for a Family Golfing Membership. Initiation fees are 50% of current market rate and monthly dues are equal to 65% of current Family Golfing Membership dues. Increases in fees will apply to these memberships including cart stall rentals, cart fleet rentals, trail fees, locker rental and Mill River Plan. Junior Single Golfing Members may resign their membership at any time.

SECTION 6 - CORPORATE GOLFING MEMBERSHIP

A Corporate Golfing Membership shall entitle the members to enjoy the privileges of the clubhouse grounds and all facilities including the playing of golf. They are a non-proprietary membership with no voting privileges. In order to qualify to purchase a Corporate Membership, the applicant must represent a business that has a unique Tax ID Number. Each Corporate membership will have a minimum of 4 designated employees of that business. The Corporate designees are subject to the Cold Springs Golf and Country Club's Bylaws, Policies and Code of Conduct. Corporate Members and Designees may resign their membership at any time.

SECTION 7 – PROPRIETARY INTEREST

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, the Directors or persons in charge of the liquidation shall pay, or provide for, the debts and obligations of the Corporation. Any remaining assets will be distributed on applicable prevailing California and Federal Law

SECTION 8 – GUESTS

No local guest (anyone residing within a radius of seventy-five (75) miles from Placerville) may play more often than once each month, except for tournaments. Members of a private golf and country club with whom a reciprocal agreement is made and approved by the Board may play more frequently upon payment of the green fees.

Out of town non-local guests policy shall be established by the Board and the golf professional shall be advised of said policy.

ARTICLE XIV – SALE AND TRANSFER OF MEMBERSHIP

SECTION 1 - RESIGNATION

A family member may resign from the Club at any time but only upon the sale or transfer of the membership in the manner hereinafter set forth.

SECTION 2 - DEATH

Upon the death of a member, the family membership shall remain with the surviving spouse unless it is otherwise dealt with in a will or trust. In the event there is no surviving spouse, the family membership may be transferred to a parent, sibling, child or grandchild by written notice of a duly authorized representative of the estate of the deceased member. In the event there is no transfer direction as described above, the family membership shall be sold and transferred in the manner prescribed in these bylaws.

SECTION 3 - JUDICIAL

Upon the award of a certificate of family membership by judicial process, the award of the sale or transfer of the family membership shall be accomplished in the manner hereinafter set forth.

SECTION 4 - DISSOLUTION OF MARRIAGE

In the event of a member's dissolution of marriage, the spouse who is to retain the family membership shall submit to the Treasurer a copy of the dissolution decree showing that he/she has been granted the membership.

The spouse not receiving the membership shall have the right to purchase the next available club membership.

SECTION 5 - PROCEDURE FOR SALE AND TRANSFER OF FAMILY MEMBERSHIP

1. Written notice by a member of the intent to resign or written notice by a duly authorized representative of the death of a member, or the forwarding of a certified copy of an order of court (Affidavit), to the Treasurer or General Manager.
2. Delivery and surrender of the certificate of family membership to the Treasurer, duly endorsed on the reverse thereof.
3. Payment to the Club by a buyer-transferee of the amount of the family membership (the admission fee).
4. Issuance and delivery of a new certificate to the transferee upon election as a member, said transferee to be determined by the Board.
5. As the last step, make payment to the Club office as hereinafter set forth.
6. Transfer fees shall be 50% of the price of the membership sold with a minimum of \$500 and a maximum of \$2,000, whichever applies. (Vote April 2009)

Members shall be permitted to sell their Family Membership, through the Club, for any price by complying with the above requirements. (Ballot 4-22-05)

SECTION 6 - COMPLIANCE

In the event a resigned member or the duly authorized representative of a deceased member, or anyone whom-so-ever, fails to comply with the foregoing procedures within four (4) months from the date of the notice hereinabove set forth, the Board may cancel the outstanding certificate and proceed with the sale and transfer of the Family Membership to a new member. The sale proceeds (less the transfer fee and any indebtedness) shall be transmitted to the party entitled thereto.

SECTION 7 - RESTRICTIONS

1. No member shall advertise or permit a Family Membership to be advertised for sale. Any member violating this privilege shall be subjected to suspension or expulsion as provided

elsewhere in these bylaws.

2. Family Memberships must be sold and transferred through the Club and only at the then current price of admission fee less the transfer fee and all outstanding indebtedness. The buyer- transferee shall remit to the Club the amount of the admission fee.

SECTION 8 - PRIORITY LISTS

In connection with the sale and transfer of Family Membership, the Club shall maintain a seller's list and a buyer's list, each of which shall be continually maintained on a priority in time basis. Absent the privileges set forth herein or other special circumstances as may be determined by the Board in the sale and transfer of memberships, the membership that has been on the seller's list for the longest period of time shall be the membership that is first sold or transferred, and the person who has been on the buyer's list for the longest period of time shall be the person who will purchase that membership.

SECTION 9 - OBLIGATIONS

A transfer of a Family Membership shall not relieve the resigning member of the obligation to pay all dues, charges and other assessments accrued and unpaid at the date of transfer. The Club shall remit to such resigning member the then current price of the membership certificate as paid by the buyer-transferee less the transfer fee and any unpaid indebtedness.

SECTION 10 - LIVING TRUST

Registration and legal ownership of any Family Golfing Membership, after full acceptance into the Club, may be changed to be held in the name of a trust under the following conditions:

1. The Trust is for the sole benefit of any Family Principals, which may be an individual, or a lawfully married man and woman, as defined in Section 1 of this Article.
2. The Family Principals, and any unmarried sons and daughters under the age of twenty-one (21) years, shall exercise the privileges and be responsible for the obligations of the Family Golfing Membership.
3. Upon the death of the last Family Principal of the Trust, the membership may be transferred to a parent, sibling, child or grandchild. In the event there is no transfer directed in the Trust as described above, the Family Membership shall be sold and transferred in the manner prescribed in these bylaws.
4. Trustee shall supply the Club with a Trust Certificate showing Authorization to enter into the provision of this Section.

SECTION 11 - FAMILY TRANSFER

A Family Membership transferred to an immediate member of the same family upon payment of the transfer fee, without going through the Seller's or Buyers list procedure. (Membership meeting vote 9/10/04)

SECTION 12 - BUYOUT OF FAMILY GOLFING MEMBERSHIP

You may Buyout your Family Golfing Membership as long as there are greater than a total of 325 active (dues paying) Family Golfing Memberships and Sunset Memberships.

1. Buyout costs are equal to current monthly dues and assessments with no transfer fees, corresponding to the number of years and months as listed below;

- a. 1 - 5 years of membership-12 months dues and assessments
 - b. 6 - 10 years of membership-10 months dues and assessments
 - c. 11 - 15 years of membership-8 months dues and assessments
 - d. 16 - 20 years of membership-6 months dues and assessments
 - e. 21 - 25 years of membership-4 months dues and assessments
 - f. 26 plus years of membership-2 months dues and assessments
2. Buyout funds will go to the same revenue account as the Family Golfing Memberships.
 3. A buyout list will be established when needed. (Ballot: November 2017)

ARTICLE XV - SUSPENSION AND EXPULSION

SECTION 1 - BOARD POWER

The Board shall have the power by vote of five (5) of its members and without any liability whatsoever to any person affected, to suspend from and deny all privileges of the Club for such period and on such terms as it may impose, or to expel any member, for delinquency in payments as set forth herein or for conduct which, in Board opinion, is likely to be prejudicial to the welfare, interest, repute or character of the Club.

SECTION 2 - LIABILITY

A suspended member shall be liable for payment of all dues, assessments and other Club charges during the period of suspension. An expelled member shall be liable for payment of all dues, assessments and other Club charges theretofore accrued and unpaid on the date that the membership is forfeited.

SECTION 3 - NOTICE TO MEMBER

No vote shall be taken by the Board on a proposed suspension or expulsion until ten (10) days after a notice in writing setting forth the charge or charges against such member shall have been served upon the member by registered or certified mail. Such member shall have the right to be heard before any final vote is taken, if within ten (10) days after service of the notice, a request is made in writing to the President by the member.

SECTION 4 - RESTORATION OF MEMBERSHIP

If the Board votes to suspend a member for a period in excess of thirty (30) days, or votes to expel a member, a special meeting of the Club membership to consider that action shall be called if, within thirty (30) days a written request by fifty (50) members is received by the President. At that meeting the decision of the Board shall be appealed to the Club membership. The Board suspension or expulsion of the members shall be set aside and vacated by a vote of a majority of the regular members present.

SECTION 5 - FINAL ACTION - EXPULSION

An expelled member's membership rights shall terminate immediately following Board action, unless otherwise determined by the Board. His or her membership certificate shall thereupon be null and void. The expelled member shall forfeit his membership certificate within thirty (30) days following Board action and deliver it to the office. Within ten days of receipt of the certificate, the Club shall remit to the expelled member the fair market value of the forfeited membership certificate less any

unpaid indebtedness and less the current transfer fee. The fair market value paid for the forfeited membership shall be the higher dollar value calculated as follows:

1. The average membership sale price during the 90 days preceding the date of expulsion, or
2. The lowest price of a membership on the waiting to sell list.

Immediately upon expulsion the Club shall have the right to issue a new certificate evidencing that membership.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall be the guideline of the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

ARTICLE XVII - AMENDMENTS

With exception to those limitations set forth in Article XI, Section 1, which require a mailed secret ballot, these bylaws may be amended by a two-thirds (2/3) affirmative vote of the membership present at any Special **or** Annual meeting of the general membership, provided there is a quorum present and notice of the proposed changes have been mailed to each member not less than ten (10) days prior to such meeting by first class mail.

Amendments to any bylaw change under consideration during any meeting called for that purpose may be made from the floor provided such amendment does not alter or change the intent of the bylaw proposal. Amendments may be also made by mailed ballots.

Notes/Amendment Dates

Additional rules and regulations, which are currently in effect, are contained in the Club Policies.

Amended March 8, 1989
Amended September 8, 1989
Amended September 14, 1990
Amended June 18, 1991
Amended April 18, 1994
Amended September 25, 1995
Amended November 15, 1995
Amended May 5, 1998
Amended September 10, 1999
Amended October 25, 2000
Amended September 9, 2005
Amended September 1, 2009
Amended July 5, 2011
Amended November 8, 2016
Amended December ..., 2017