

# FOX HOLLOW GOLF CLUB

## BYLAWS

(Adopted by Board of Directors on November 7, 2020)

### PREAMBLE

The primary purpose of the Fox Hollow Golf Club, (the "Club") is to promote good fellowship, enjoy organized competition, and to provide both golfing and social experiences for its members.

### ARTICLE I OFFICES

The principal offices of the Club shall be located at 13410 West Morrison Road, Lakewood, Colorado 80228.

The registered office of the Club required by the Colorado Corporation Code to be maintained in Colorado may be, but need not be, identical with the principal office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE II MEMBERS

**Section 1. Membership.** Membership in the Club is open to adult male amateur golfers, who have an established handicap based on their playing ability (which shall be subject to review by the Board of Directors), and who are approved and admitted as Members by the Board of Directors according to criteria established by the Board, which shall include but not be limited to, in the Board's discretion, minimum participation requirements. The Board may establish from time to time a limit on the number of Members and may also create additional categories of Members that would have full or limited tournament participation rights. Members shall include Lifetime, Honorary and Special Tenure Members.

**Section 2. CGA Handicap Only.** Members of the Colorado Golf Association (CGA) who are affiliated with the Club solely for maintenance of a Golf Handicap Index Number (GHIN), are not members of the Club. However, these CGA Handicap only individuals may be extended invitations to participate in Club events at the discretion of the Board of Directors.

**Section 3. Fees and Dues.** The annual dues and initiation fees to shall be set from time to time by the Board of Directors. The Board of Directors shall determine the deadline for the payment of dues and may increase or decrease fees from time to time as it deems appropriate.

**Section 4. Special Membership.** Special Memberships for deserving inductees may be allowed upon approval of the Board of Directors. These members are not required to pay annual dues. To participate in event competition the inductees are responsible to maintain a current GHIN

with the Fox Hollow Men's Golf Club. The GHIN fee will be the same amount paid for regular membership, unless waived by the Board of Directors annually.

**1. Honorary Membership or Special Tenure Membership.** Individual inducted as Members annually, due to their political appointment or official governmental position. To participate in the Club's competition, the inductee will be responsible for tournament entry fees. The inductee may also be responsible for green fees and applicable cart fees if not provided on a complimentary basis by the Fox Hollow Golf Course.

**2. Lifetime Membership.** An individual inducted into Lifetime Membership is provided this status for the remainder of his life. To participate in the Club's competition, the inductee will be responsible for tournament entry fees green fees and applicable cart fees. Any Club Member may nominate a potential inductee for a Lifetime Membership providing the inductee meets ALL of the following minimum qualifications:

- a. Outstanding performance in service of the Club. Volunteer and participate in assistance of all necessary functions required for making a successful event competition (i.e. Rules, check-in, scoring, and/or pace of play); community service; course maintenance; or other positive contributions to the Club and/or Fox Hollow Golf Course.
- b. Member of the Club, minimum of ten (10) years of membership.
- c. Participation on the Club, Board of Directors, minimum of six (6) years of service.
- d. To attain Lifetime Membership the inductee must obtain ten (10) or more votes of the Club's, Board of Directors.

**Section 5. Annual Meeting.** The annual meeting of the Members shall be in the autumn, on a date to be determined by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be called.

**Section 6. Special Meetings.** Special meetings of the Members, for any purpose, unless otherwise **prescribed** by law, may be called by the Board, and shall be called by the Board at a written request signed by not less than one-third of all the Members of the Club entitled to vote at the meeting, presented to the Secretary. The written request shall state the purpose or purposes of such proposed meeting.

**Section 7. Place of Meeting.** The Board may designate any place, within Colorado, as the place for any annual meeting or for any special meeting called by the Board. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, within Colorado, as the place for such meeting. If no designation is made, or if a special meeting shall be called otherwise than by the Board, the place of meeting shall be designated by the Board.

**Section 11. Notice of Meeting.** Written or electronic notice (email, text or other form of electronic notice) stating the place, day and hour of the meeting, and, in case of a special meeting or as otherwise required by the Colorado Corporation Code, the purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting, except to the extent that a longer notice period is required by the Colorado Corporation Code. If mailed, such notice shall be deemed to be delivered three days after it is deposited in the United States mail, addressed to the member at his address as it appears on the books of the Club, with postage thereon prepaid.

**Section 12. Quorum.** One-fourth of the Members entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of members. If less than one-fourth of the Members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The affirmative vote of a majority of the Members represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by law or the Articles of Incorporation.

**Section 13. Voting of Members.** Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of members and voting by proxy shall be allowed.

### **ARTICLE III CENSURE AND EXPULSION OF MEMBERS**

**Section 1. Reasons for Censure or Expulsion.** Any Member of the Club may be censured or expelled for good cause including but not limited to: unsportsmanlike behavior, vulgarity, flagrant violation of Club rules, conduct contrary to the spirit of the game as defined by the Rules of Golf or any other conduct deemed by the Board of Directors to reflect adversely on the Club.

**Section 2. Complaints.** All complaints against Members shall be in writing, addressed to the Club President. For all complaints deemed worthy of a hearing by the Board, a formal hearing will be held with the parties concerned requested to attend. The Board will decide the validity of such complaints.

**Section 3. Sole Decision on Censure.** The Board of Directors shall have the sole decision on censure of a Member.

**Section 4. Expulsion of a Member.** Except for non-renewal of membership, expulsion of a Member from the Club under this Article III shall require a vote of two-thirds of the Board of Directors, after providing the Member an opportunity for a hearing before the Board.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the Club shall be managed by its Board of Directors. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Club, and may do all such acts and things as are not by law or by these Bylaws reserved to the members. The powers of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these Bylaws and in the Articles of Incorporation, and shall include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate such duties as appear in the best interest of the Club and to the extent permitted by law.

**Section 2. Number, Tenure and Qualifications.** The number of directors of the Club shall be fourteen. Directors shall be elected to the Board for two year terms at each annual meeting of members. Each director shall hold office until his successor shall have been elected and qualified. Directors need not be residents of Colorado but must be members of the Club.

**Section 3. Removal of a Director.** Any Director may be removed as provided in 7-128-108 of the Colorado Revised Nonprofit Corporation Act.

**Section 4. Vacancies.** Any director may resign at any time by giving written notice to the president or to the secretary of the Club. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board may be filled by the Board of Directors. A director elected to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

**Section 5. Regular Meetings.** A regular meeting of the Board shall be held without notice immediately after and at the same place as the annual meeting of Members. In order to plan the Club's next season of events, budget and policies, the Board may provide by resolution the time and place, within Colorado, for the holding of additional regular meetings without other notice than such resolution.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by the President on three days' notice to each director, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice upon the written request of any three directors.

**Section 7. Notice.** Notice may be given by mail or in electronic form (email, text or other form of electronic notice). If mailed, such notice shall be deemed to be delivered three days after such notice is deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of

such meeting.

**Section 8. Quorum.** A majority of the number of directors fixed by Section 2 shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 9. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 10. Presumption of Assent.** A director of the Club who is present at a meeting of the Board at which action on any Club matter is taken shall, be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 11. Conflict of Interest.** No individual member of the Board of Directors shall perform or participate in any official act in which such member has a direct or substantial financial or personal interest. All such situations may be considered actual conflicts of interest and those individual members of the Board of Directors shall recuse themselves from any participation in those matters, including any discussion, vote or contract negotiations.

**Section 12. Committees.** The Board, by resolution adopted by a majority of the Board, may designate from among its members an executive committee and one or more other committees, each of which shall have the duties and authority to the extent provided in the resolution designating such committee. The members of these committees shall be selected by the Board of Directors.

There are hereby established the following standing Committees:

(I) **Awards Committee.** The Awards Committee shall consist of a Board member as chairman and such other Members as the chairman may select. The Committee shall be responsible for recommending to the Board the type of awards for the Club. The Committee shall be responsible for the procurement and issuance of the awards subject to prior approval of the Board.

(II) **Bylaws Committee.** The Bylaws Committee shall consist of the President as chairman and such other Members as the chairman may select. The Committee shall be responsible for reviewing the Club's Bylaws annually and may recommend changes, additions, and/or deletions in writing to the Board.

(III) **Handicap Committee.** The Handicap Committee shall consist of a Board member as chairman and such other Members as the chairman may select. The Handicap Committee shall maintain the Club's handicap computer and comply with the requirements of the USGA Handicap System and Committee Manual and the Colorado

Golf Association on behalf of the Club.

(IV) **Membership Committee.** The Membership Committee shall consist of a Board member as chairman and such other Members as the chairman may select. The duties of the Membership Committee shall be to actively solicit new members, report to the Board on Matters of participation, eligibility, requests for leaves of absence or relief from participation requirements, probation and make recommendations to the Board.

(V) **Publicity and Advertising Committee.** The Publicity and Advertising Committee shall consist of a Board member as chairman and such other Members as the chairman may select. The Committee shall keep Members advised of its activities, designate one Member to keep the local press advised of Club activities and results of tournaments, and to cause a Newsletter to be published and distributed to all Members to announce upcoming events, results of tournaments played, and, when appropriate, the state of health of any and all Members who have been hospitalized or incapacitated in any other way. The Committee shall also be responsible for soliciting paid advertising for the Club's membership book

(VI) **Rules Committee.** The Rules Committee shall consist of a Board member as chairman-and such other Members as the chairman may select. The Rules Committee shall keep the Board advised of changes in the Current USGA Rules of Golf and recommend approved local rules and conditions of competitions for the Club's tournament play. The Rules Committee is responsible for providing rules education for members seeking to satisfy the Club's rules proficiency requirement.

(VII) **Social Committee.** The Social Committee shall consist of a Board member as chairman and such other Members as the chairman may select. The Committee shall make recommendations to the Board on Club social events. After Board approval, the Committee shall make preparations for all social events.

(VIII) **Tournament Committee.** The Tournament Committee shall consist of a Board member as chairman and such other Members as the chairman may select. The Committee shall be responsible for recommending to the Board the types of tournaments to be played on the play dates agreed to with the Director of Golf from the City of Lakewood. The committee may establish sub committees as necessary to properly manage the tournaments of the club; these sub committees may include Match Play, Home & Away events and Tournament Computing per USGA rules.

(IX) **Budget Committee.** The Budget Committee shall consist of the President, Vice President, Treasurer and Secretary and any other Board Member that may be selected. Their duties are to plan and prepare a budget for the coming operating year. The budget will, be presented to the Board of Directors for approval.

**Section 13. Informal Action by Directors.** Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the

directors, and may be stated as such in any documents delivered to any other party including any articles filed with the Secretary of State under the Colorado Corporation Code.

**Section 14. Executive Session.** As permitted by 7-128-203 of the Colorado Revised Statutes, the Board of Directors or any committee of the Board may hold executive or closed door sessions and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session may include only the following matters:

- (I) Matters pertaining to the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the corporation;
- (II) Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- (III) Investigative proceedings concerning possible or actual criminal misconduct;
- (IV) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- (V) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; and
- (VI) Review of or discussion relating to any written or oral communication from legal counsel.

**Section 15. Telephonic Meetings.** Members of the Board or any Committee designated by the Board may participate in a meeting of the Board or Committee by means of conference telephone or similar communications by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

## **ARTICLE V OFFICERS**

**Section 1. General.** The officers of the Club shall be a president, a vice president, a secretary, and a treasurer. The Board may appoint such other assistant officers, including assistant secretaries and assistant treasurers, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board. One person may hold more than one office, except that no person may simultaneously hold the offices of president and secretary. In all cases where the duties of an officer or member are not prescribed by the Bylaws or by the Board, such officer or member shall follow the orders and instructions of the president.

**Section 2. Election and Term of Office.** The officers of the Club shall be elected by the Board of Directors annually at the Directors meeting following the 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 conveniently may be. Each officer shall hold office until the first of the following occurs: until his successor shall have been duly elected and qualified, or until his death, or until he shall resign, or until he shall have been removed in the manner hereinafter provided,

**Section 3. Removal.** Upon an affirmative vote of a majority of the members of the Board of Directors present at a meeting at which a quorum is present, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

**Section 4. Vacancies.** A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

**Section 5. President.** The president shall be the principal executive officer of the Club and, subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the Club, and shall have the powers generally attributable to the chief executive officer of a corporation. The president shall preside at all meetings of the members of the Club. The president shall have custody of the treasurer's bond, if any. At the annual meeting of the Board, the preceding year's vice president shall succeed to the office of president for the following year. The president shall have the same voting rights as any other Board Member.

**Section 6. Vice President.** The vice president shall assist the president and shall perform such duties as may be assigned to him by the president or by the Board. In the absence of the president, the vice president, if any, shall have the powers and perform the duties of the president. In the year following serving as vice president, the vice president shall succeed to the office of president. In the event the Board of Directors elects a one-year-tenure Board member to the office of vice president, that member's term shall automatically be extended by one year to allow him to serve as President.

**Section 7. The Secretary.** The secretary shall: (a) keep the minutes of the proceedings of the members, executive committees and the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Club records and of the seal of the Club and affix the seal to all documents when authorized by the Board; (d) keep at its registered office, or principal place of business within Colorado, a record containing the names and addresses of all members; (e) have general charge of the membership books of the Club; and (f) in general, perform duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary. Any books, records, or minutes may be in written form or in any form capable of being converted into written form within a reasonable time.

**Section 8. Treasurer.** The treasurer shall be the principal financial officer of the Club, shall have the care and custody of all finds, securities, and evidences of indebtedness and other personal property of the Club and shall deposit the same in accordance with the instructions of the Board. He shall receive and give receipts for money paid in on account of the Club, and shall pay out of the funds on hand all bills, payrolls and other just debts of the Club of whatever nature upon maturity. He shall perform all other duties incident to the office of the



treasurer and, upon request of the Board, shall make such reports to it as may be required at any time. He shall, if required by the Board, give the Club a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Club of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Club. He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board or the president. The assistant treasurers, if any, shall have the same powers and duties subject to the supervision of the treasurer.

The treasurer shall also be the principal accounting office of the Club. He shall, prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board statements of account showing the financial position of the Club and the results of its operations.

## **ARTICLE VI INDEMNIFICATION OF CERTAIN PERSONS**

The Club shall indemnify each officer and director of the Club to the fullest extent permissible under Article 129 of Title 7 of the Colorado Revised Statutes, as it may be from time to time amended or under any statute which replaces said Article 129 and shall advance expenses to the extent permitted under Title 7, Article 129 Section 104 of the Colorado Revised Statutes. The foregoing rights shall not be exclusive of other rights to which such director or officer may be entitled.

## **ARTICLE VII PROVISION OF INSURANCE**

By action of the Board, notwithstanding any interest of the directors in the action, the Club may purchase and maintain insurance, in such amounts as the Board deems appropriate, on behalf of any person who is or was a director, officer, member, fiduciary, or agent of the Club or who is or was serving at the request of the Club as a director, officer, employee, fiduciary, or agent of another organization, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the Provisions of Article VI.

## **ARTICLE VIII MISCELLANEOUS**

**Section 1. Waivers of Notice.** Whenever notice is required by Law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director, member or other person entitled to said notice, whether before, at, or after the time stated therein, or his appearance at such meeting in person or (in the case of a members meeting) by proxy, shall be equivalent to such notice.

**Section 2. Seal.** The seal of the Club shall be circular in form and shall contain the name of the organization and the words, "Seal, Colorado."

**Section 3. Fiscal Year.** The fiscal year of the organization shall be January 1 to December 31.

**Section 4. Amendments.** The Board may make, amend, and repeal the Bylaws of the Club at any regular meeting of the Board or at any special meeting called for that purpose.