

By-Laws

February 21, 2024



El Paso Golf Club Inc.

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**EL PASO GOLF CLUB, INC.
BY-LAWS**

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ARTICLE I

Name and Object

- Section 1. The name of the corporation shall be "El Paso Golf Club, Inc." d.b.a. El Paso Golf Club.
- Section 2. The general object, purpose, and plan of said corporation should be the conducting of a Club or organization for the purpose of social enjoyment, amusement, recreation, athletics, physical and mental culture. The operation, maintenance, and carrying on of the same and doing and performing any and all acts, and making any contract or contracts which may become, necessary to the full and perfect enjoyment of the membership.

ARTICLE II

Members Qualifications, Etc.

- Section 1. To be considered an active member he or she shall have paid all dues and fees associated with a particular membership class or be approved in the payment plan, then said person should be considered an active member of the El Paso Golf Club, Inc. with the following privileges.
- Green Fees
 - Social/club events
 - Right to acquire a permanent tee time
 - Right to cart shed storage
 - Modified tee time booking
- Section 2. The Board of Directors must finalize any membership category additions/changes/removals, membership dues, initiation fees, payment plan changes, green fees, cart rental fees, trail & cart shed fees, along with any other pertinent fees to the operation of EPGC and publish in the Membership Handbook by January 1 of each year. Any membership handbook changes listed in this section can be made at any time with a motion and approval of the majority of the board.
- Section 3. The membership committee shall be responsible for determining eligibility into membership classes and any interpretations of the same.

ARTICLE III

Stock

- Section 1. The par value of each share of stock will remain at \$25.00 per share.
- Section 2. No individual shall own more than one share of stock.
- Section 3. The qualifications for a stockholder are that he or she be 18 years of age and an active member. Only stockholders are eligible to vote.
- Section 4. Any stockholder who is not an active member must surrender the share of stock for the par value of \$25.00 within thirty (30) days of becoming inactive. The stockholder's name will then be removed from the active list of stockholders. No one may vote this share stock during this surrender period.

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- Section 5. The Secretary and Treasurer are mutually responsible for maintaining an accurate and complete stock ledger including names and addresses of all stockholders.
- Section 6. It will be necessary for the estate of a deceased stockholder to surrender the share of stock for the par value of \$25.00 within six months of death or the stock will be considered void and non-redeemable. The stockholder's name will then be removed from the active list of stockholders. No one may vote this share of stock during this surrender period.
- Section 7. All Stock issued by the club will be for the purpose of voting only. No dividends or other income will be paid to the stockholder. Any stock surrendered will be redeemed at the par value of \$25.00.
- Section 8. No member can obtain or vote more than one share of stock in his or her name.
- Section 9. Any redemption of stock will be made only after all debts and dues to the club are paid by the stockholder. If there are unpaid fees at the time of redemption, the value of the stock will be applied to pay the fee and the balance, if any, will be given to the stockholder.

ARTICLE IV

Stockholders' Meetings

- Section 1. The annual meeting of the stockholders of this corporation shall be held at the clubhouse or another designated location during the month of February of each year.
- Section 2. Notice of the time and place of the annual meeting of the stockholders, a list of candidates for the Board of Directors and any proposed by-law changes, shall be mailed or emailed to each stockholder by the Secretary thirty (30) days before the date of said meeting. At such meeting and at all meetings of stockholders, thirty-two (32) stockholders shall constitute a quorum for the transaction of any and all business.
- Section 3. Special meetings of the stockholders may be called at any time by the President, when he or she may deem it advisable to do so, and it shall be his or her duty to call special meetings whenever requested to do so, in writing, signed by five or more stockholders.
- Section 4. Notice of the time and place of any special meeting, stating the object thereof, shall be mailed or emailed to each stockholder at least thirty (30) days before such special meeting, and at such special meeting no business shall be transacted except that which relates to the subject or subjects mentioned in such notice, unless by consent of three-fourths of those present. Thirty-two (32) stockholders shall constitute a quorum for the transaction of any and all business.
- Section 5. Candidates for the Board of Directors shall be a stockholder, an active member, and submit notice of intent to the Secretary of the Board of Directors, by December 31st, to be eligible to be elected to the Board of Directors.

ARTICLE V

Directors

- Section 1. The corporation shall have a Board of Directors consisting of the eleven members elected by the stockholders at the Annual Meeting. Any board member can be removed from the board by a two-thirds vote of all stockholders.

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- Section 2. The stockholders at the Annual Meeting shall elect the said Board of Directors and said directors shall each hold office for three years. At no point in time can there be more than four (4) directors serving the same 3-year term. In the event that five or more director's positions are open, the individual(s) who receives the least number of votes, that qualifies for the board, will serve a shortened term to keep the election cycle in a 4-4-3 format.
- Section 3. Said Board of Directors shall elect from their number a President, a Vice-President, a Secretary, and a Treasurer who shall hold office for one year.
- Section 4. The President, Secretary and the Treasurer are the only officers who receive remuneration for their services. The amount of remuneration will be voted on by the Board of Directors and need not be the same for each officer.
- Section 5. The President of this corporation, and in his or her absence the Vice-President, shall preside at all meetings of the stockholders and at all meetings of the Board of Directors. In the absence of the President and the Vice-President at any stockholder or board meeting, the Secretary or Treasurer shall be the presiding officer. The President, and in his or her absence the Vice-President, shall perform all of the duties usually required of the corporation. The President shall also be an ex-officio member of all committees.
- Section 6. Since the term of each officer runs for one year and the fact that the directors change each year, committees seem to be the logical place to provide continuity in changing administrations. With this in mind, the following committees must be appointed by the President each year. The committees and their responsibilities shall be as follows.
- Section 7. Administrative Committee – The committee shall consist of the four elected officers meaning the President, Vice-President, Secretary, and Treasurer. The responsibilities of the committee will include negotiating the salaries and other financial and personal benefits of all employees of the club, approving all hiring of all employees of the club, negotiating all leases that involve club property or equipment, combining the budgets submitted by other committees into the final budget for approval by the entire Board. The committee may present a report of their activities at any board or stock holder meeting, as applicable, similar to other committee type reports.
- Section 8. Golf Course Committee – The President will appoint a member of the Board of Directors as chairman and they will jointly appoint committee members. The responsibilities of the committee will include, but not be limited to, overseeing all maintenance and improvements to the golf grounds. This includes supervision of the placement and maintenance of the cart paths, review of the fertilizer program, and recommendation for the purchase and placement of the trees added to the course and grounds. All on course equipment such as flags, benches, tee markers, cart storage shed, maintenance shed, all on course structures and the like will be reviewed. The responsibilities of the committee will also include, but not be limited to, working closely with the course superintendent in overseeing the maintenance, repair, and improvement of the mechanical equipment owned, leased, and operated by the club. This includes all equipment used on or in maintenance of the course as well as the cart fleet owned and maintained by the club. The committee will be responsible for recommending replacements for all of the club's equipment used on the grounds and for budgeting of the expenditures for the same.
- Section 9. House Committee – The President will appoint a member of the Board of Directors as chairman and they will jointly appoint committee members. The responsibilities of the committee will include, but not be

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limited to, overseeing the maintenance, repair, and improvements made to the clubhouse and operation of the Pro Shop and the Restaurant. The committee responsibilities will also include, but not be limited to, arranging and conducting club dinners, golf tournaments, and social functions. The committee will be responsible for recommending replacements for all of the restaurant equipment, building repairs, pro-shop and for budgeting of the expenditures for the same.

- Section 10. Planning, Personnel and Membership Committee – The President will appoint a member of the Board of Directors as chairman and they will jointly appoint committee members. The responsibilities of the committee will include, but not be limited to, periodic reviews of all employee-related policies and procedures. This would include review and update of the employee handbook, review of personnel files and all forms for compliance, and review of employee benefits programs. This committee is also responsible for gathering and reviewing information relative to all insurance coverage for the club and to do strategic short and long term planning for the club. The responsibilities of the committee will also include, but not be limited to, maintaining the accuracy of membership record keeping as well as providing membership reports as requested by the Board of Directors.
- Section 11. All committee actions shall be subject to review and ratification by the Board of Directors.
- Section 12. The Board of Directors shall hold its organizational meeting within twenty days after the annual stockholders meeting and shall elect and appoint the club officers and committees as provided in these by-laws.
- Section 13. The Secretary, in general, will perform all of the duties required by the corporation, such as, but not limited to: recording accurate minutes, keeping an accurate stockholder list, sending out any notices and/or communications for stockholder and special meetings according to the by-laws.
- Section 14. The Treasurer of the club will be responsible for all filing of quarterly and annual tax documents, reporting at each Board of Directors meeting on the financial status of the club in relation to the annual budget, and providing the report at the annual stockholders meeting. He or she will be responsible for administration of receiving and recording all money and funds of the corporation for dues, sale of stock, green fees, cart rental, and all other forms of income to the club. The Treasurer will administer the release of all warrants for the payment of monies. The Treasurer will in general perform all duties usually required of the Treasurer of a corporation.
- Section 15. Any vacancy occurring in the offices of President, Vice-President, Secretary, Treasurer, or directorship by death, resignation, or removal from office may be filled by the Board of Directors for the period until the next election. A vacancy shall occur in any office when the officer shall cease to be a stockholder.
- Section 16. The President of the club may at any time form ad hoc committees in addition to those as defined in other sections of this article. These committees cannot infringe upon nor override the powers and responsibilities of the committees defined in others sections.
- Section 17. Prior to the annual stockholder meeting, the Administrative Committee will be responsible for meeting and drafting a preliminary budget for the following year. The preliminary budget will be presented to the Board of Directors at the November board meeting. The Board of Directors must approve the final budget, for the following year, no later than December 31st of the current year.
- Section 18. The committee defined in other sections of these by bylaws will be formed as follows. The President will be considered a non-voting member of each committee with exception of the Administrative Committee. No board member shall be allowed to chair more than one committee with the exception of the Ad Hoc

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Committees. No two committees can contain the same three members as another committee. The President will be the chair of the Administrative Committee. The President when appointing all other committees listed will appoint a chairperson and an alternate. The chairperson will be allowed to vote in committee meetings if votes are required on matters considered by the committee. No Executive Officer shall serve as a Committee Chairperson except for the Administrative Committee or Ad Hoc Committees.

- Section 19. When the final budget has been approved, no expenditure can be ordered or arranged for that would exceed the budget at that time or cause the annual budget to eventually be exceeded without board approval. In addition, any expenditure of club funds that exceeds \$2,000.00 must be approved by the associated committee chairman prior to an order being placed, a purchase committed to, or a work order Okayed. All expenditures that will exceed \$5,000.00 of club funds must be presented at a meeting of the Board of Director accompanied by a written response to a request for quote from at least two sources unless the item or services are of a unique nature that would prevent the committee from obtaining more than one bid. If the committee cannot obtain two sources or if the request for quote was not identical for work or materials, the board can require that the request for quote process be re-instituted.
- Section 20. All requests for quotes will be prepared and led by the committee responsible for the budget category which the expenditure logically applies to. All requests for quotes will be in writing and contain proper definitions and specification for the work to be done or equipment to be purchased. All requests for quotes will be returned to and opened by the chairman of the committee involved.
- Section 21. The President and the Secretary of the El Paso Golf Club, Inc will normally be acknowledged to have the power and authority to sign all deeds, contracts, and documents entered into by the El Paso Golf Club, Inc. If the President and /or Secretary are unavailable, the Vice-President and/or Treasurer may sign in their absence. If no Executive Officer is available, the General Manager, by verbal or written designation, may sign in their absence for documents that do not legally bind the corporation such as, but not limited to, vendor or service type contracts.
- Section 22. No employee of the corporation, salaried or hourly compensated, shall be elected to or appointed to serve as a member of the Board of Directors of the corporation while employed by the corporation, with the exception of the Secretary and Treasurer.
- Section 23. Audit Committee – The President will appoint three non-directors to serve on the audit committee. The President will appoint one of these committee members to serve as chairperson and report their results to the Board of Directors at least annually. The responsibilities of the committee will include, but not limited to, tracking of standard accounting principles and compliance of policies and procedures set by the Board Directors in accordance with the by-laws.
- Section 24. The Board of Directors may conduct business, including voting, using e-mail or by video/phone conference calls and will be considered in attendance and counted towards the quorum. In addition, any stockholder who attends a stockholder meeting by video/phone conference call will be considered in attendance and counted towards the quorum. Any Board member not connected to e-mail, or by request, will be served by mail, telephone or in person.
- Section 25. Indemnification of Officers and Directors – The corporation shall indemnify its officers and directors or any former officer or director for any liability including but not limited to, attorneys' fees, judgments, fines, and amounts paid in settlement arising out of any act or omission of any officer or director on behalf of the corporation to the full extent allowed by the law.

ARTICLE VI

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Voting Stock

- Section 1. Each stockholder will be entitled to vote at all stockholder meetings, whether annual or special. Stockholders may vote by absentee ballot. An absentee ballot must be requested prior to the date of said meeting. Absentee ballots must be cast and returned to the El Paso Golf Club, Inc. office the Secretary of the Board of Directors, or parties designated by the board by the annual or special meeting date. Absentee voters may not recall their ballot at the Stockholders meeting.
- Section 2. Only one (1) vote of the allotted number of votes may be cast for each candidate listed on the ballot.

ARTICLE VII

Dues

- Section 1. The Board of Directors shall fix the amount of dues required to be paid for each class of membership.
- Section 2. The Board of Directors may establish a reasonable charge for such items as the following: member cart storage shed rental, member cart storage electrical fee, club storage charges, clubhouse locker rental, handicap processing fee and subdivision trail fee. The aforementioned list of items is not to be considered restrictive or all-inclusive.
- Section 3. The Board of Directors is authorized to establish the rate for fees for non-members, and rules pertaining to the same.
- Section 4. The Board of Directors may impose on each new membership, an initiation fee for obtaining such membership. A "new" membership shall be defined as any membership for which a full year's dues were not paid in the previous membership year. Class B and Class C memberships shall be exempt from said initiation fee. Any partial membership that may be approved by the membership committee in a given year shall not be excluded from paying the full initiation fee. The Board of Directors shall set the initiation fee. All initiation fees will be non-refundable.
- Section 5. Employees of the El Paso Golf Club, Inc. may be entitled to memberships of convenience which would include any adjoining initiation fees. Hourly employees may be compensated with payment of dues at the discretion of the Board of Directors. Some employees may receive non-membership golf privileges at the discretion of the Board of Directors. Other employees of the club will pay the required dues and, if applicable, the initiation fee in order to use the privileges of the clubhouse and golf grounds. All employees that qualify for a Class B or Class C membership will be exempt from the payment of dues while employed.
- Section 6. All new memberships that are accepted after the 15th day of June shall be prorated with regard to dues. Memberships that begin June 15th or after, will pay one-half of the annual amount upon acceptance.
- Section 7. Any withdrawal on or before June 15th of the current year, will be refunded at one-half of the dues paid. No refund will be made to a member that has disqualified him or herself from membership.
- Section 8. Any Class A, B or C member that has consecutively joined for at least three (3) years and no longer meets the requirements of either a Class A, B or C membership, is eligible to join as either a Class A, AA, AAA, D or E membership without the burden of the initiation fee or waiting list. This change in membership class must be exercised in the membership year immediately following the year in which eligibility in the previous class ends.

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ARTICLE VIII

Forfeitures

- Section 1. Any active member who shall willfully violate any of the rules or by-laws of this corporation, or who shall be guilty of misconduct may be expelled from membership by the Board of Directors. The membership of said member shall be forfeited. No proceedings to expel a member shall be taken except upon written complaint, or charge, preferred by two or more members and under such procedure as may be fixed by the Board of Directors, provided that no member shall be expelled without having an opportunity to be heard in his or her own defense.

ARTICLE IX

Guests

- Section 1. The Board of Directors at their discretion may extend club and ground privileges to visitors in the El Paso Golf Club area. The Board of Directors may also designate a visitors' day and/or an open week when privileges will be open to invited residents. Applicable fees will be charged.
- Section 2. The Board of Directors may, by majority vote, authorize and arrange an exchange of club and grounds privileges with other clubs in other communities.

ARTICLE X

Directors' Meetings

- Section 1. A regular meeting of the Board of Directors shall be held at least once every three months at such time and place as the Board may fix. Special meetings of the Board of Directors shall be called by the President upon the written request of two of the members of the Board. Notice of all meetings shall be given by the Secretary, either personally or by mail, to all members of the Board of Directors at least one day previous to the holding thereof. In such notice of said special meeting, the time and place of holding the meeting and general nature of the business to be transacted shall be stated. At all meetings of the Board of Directors, six (6) members shall constitute a quorum for the transaction of any and all business.

Any stockholder may observe any regular or special board meeting accorded by the governing laws related to meetings of this type. Any stockholder who wishes to speak at a board meeting must make the request prior to the start of the meeting and disclose the purpose of their request.

If during a meeting where stockholders are present, a member of the board requests that the board retire to executive session, all of the attendees except those members of the Board of Directors must leave the meeting at that time, unless specifically requested to stay.

If a Board of Directors meeting goes into executive session, separate meeting minutes will be recorded. The meeting minutes, along with all applicable documentation, will be stored in a secured location and only accessible by the President and Secretary.

If a review of the Executive Session Meeting Minutes is needed due to a current situation or discussion, an Ad Hoc Committee will be created with three (3) directors voted on by the board. The three (3) directors will review the Executive Session Meeting Minute files to determine if there is any information that is relevant to the current situation or discussion. If there is relevant or beneficial information, all discovered information will be presented to the entirety of the Board of Directors.

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ARTICLE XI

Order of Business

Section 1. The following order of business shall be observed at meeting of the stockholders:

- A. Roll call
- B. Reading and approval of the minutes of the previous meeting
- C. Report of the secretary
- D. Report of the treasurer
- E. Election of directors
- F. General business

Section 2. The following order of business shall be observed at meeting of the Board of Directors:

- A. Roll call
- B. Reading and approval of the minutes of the previous meeting
- C. Reports of secretary, treasurer, officers, standing and special committees
- D. Petitions and other communications
- E. General business

ARTICLE XII

Amendments

These by-laws may only be amended at the annual stockholders meeting duly called for the purpose, but the same shall not be amended, altered, or changed except by a majority of the stockholders voting.

All proposed amendments must be presented in writing to the Secretary on or before December 1st to be eligible to be voted on at the annual stockholders meeting. All proposed amendments shall be mailed to each stockholder along with the list of potential Board of Director candidates by the Secretary thirty (30) days before the date of said meeting.

- By-laws adopted and published December 8, 1924
- By-laws amended and published December 11, 1956
- By-laws amended and published March 28, 1990
- By-laws amended and published November 16, 1993
- By-laws amended and published November 13, 1996
- By-laws amended and published January 12, 2000
- By-laws amended and published January 30, 2004
- By-laws amended, but not published February 9, 2005
- By-laws amended and published February 8, 2006
- By-laws amended and published February 14, 2007
All changes are effective as of 11:59 pm of this date
- By-laws amended and published February 13, 2013
All changes are effective as of 11:59 pm of this date
- By-laws amended and published February 12, 2014
All changes are effective as of 11:59 pm of this date
- By-laws amended and published February 11, 2015
All changes are effective as of 11:59 pm of this date

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- By-laws amended and published February 15, 2023
All changes are effective as of 11:59 pm of this date
- By-laws amended and published February 21, 2024
All changes are effective as of 11:59 pm of this date