THE ARROYO DEL OSO GOLF ASSOCIATION
ARTICLES OF ORGANIZATION (BYLAWS)

WHEREAS, Arroyo Del Oso Golf Course has authorized the creation of a men's golf association and delegated the authority to establish Articles of Organization (bylaws) the following is adopted.

ARTICLE I
Name

The name of this organization shall be "Arroyo Del Oso Golf Association". Known as ADOGA hereafter.

ARTICLE II
Purpose

The purpose of the organization shall be to promote friendship, fellowship and sportsmanship through regular competition. The association will promote education on golf course etiquette, the rules of golf, and other aspects of the game, consistent with the spirit of the game of Golf.

ARTICLE III
Membership

Membership shall be open to all male golfers in good standing in the community regardless of race, color, or religion.

The Board of Directors shall have the power, by majority vote, to suspend or terminate the membership of any member for conduct which in its opinion is or has been detrimental to the welfare, interest, repute, integrity or character of the game of golf or the ADOGA.

There will be three types of memberships offered: Full, Associate, and Junior.

All paid Full and Junior Members shall be provided access to the Golf Handicap and Information Network (GHIN) to establish a valid USGA handicap.

All Associate Members must have an established USGA handicap and be members in good standing at another Sun Country (SCAGA) member course.

Members in good standing shall be entitled to one (1) vote at the Annual Association meeting. No proxies will be recognized. All voting must be in person.

To qualify for all events, members must comply with all rules and regulations established by the Men's Golf Association Board of Directors.

ARTICLE IV
Membership Dues

Members shall be able to pay their dues beginning December 1 for the next year and membership will remain open throughout the season. The amount of the dues will be determined by the Men's Golf Association Board of Directors. Paid members shall be included in the annual roster.

Annual dues are non-refundable.

Member's annual dues shall be for the current business year of the association and shall make the member eligible to play in all Men's Golf Association events for that year. The business year for the Men's Golf Association shall be from Jan 1 through December 31.

Prizes and entry fees for events shall be determined by the Men's Golf Association Board of Directors, in conjunction with the golf professional staff.

ARTICLE V
Board of Directors

The Board of Directors of the Association shall consist of nine voting members, three at large members and six officers; namely, a President, a Vice-President of Membership, a Secretary, a Handicap Chairman, a Tournament Chairman, and a Treasurer. The Director of Golf and/or head golf pro shall be honorary members of the Board and shall be encouraged to participate in all discussions of the Board but may not vote.

All officers of the Board of Directors shall be elected by the membership and hold office for two years. At Large members of the board shall be elected by the membership and hold office for one year.

In order to promote the continuity and stability of the Board of Directors, the elections for officers shall be staggered. The President, Tournament Chairman, and Treasurer positions shall be up for election on even numbered years. The Vice- President, Handicap Chairman, and Secretary positions shall be up for elections on odd number years.

In order for the Board of Directors or Executive Committee to transact some types of business a quorum must be present. Since some members may not be able to be present in person, those members may be present via the telephone in such cases.

Any officer can be removed from his position on the Board by two-thirds vote of the Board of Directors at a meeting called for that purpose. A quorum of two-thirds of the board (6 members) shall be required to vote at any meeting to remove a board member.

The Board of Directors may pass tournament and other simple issues without a quorum; these issues shall be decided by a simple majority vote of those board members present.

Proposed changes to the association by-laws are covered in Article XI of these by-laws.

Members of the Board of Directors and Officers shall be elected by the general membership at the Annual Association Meeting.

Any member in good standing may ask to be nominated to any Board of Directors position. A member in good standing is any member current in their ADOGA Dues.

Voting shall take place by a show of hands by all members present at the Annual Association Meeting. All election results are final at the adjournment of the Annual Association Meeting. Any Protests shall be handled and decided on by the Director of Golf at Arroyo Del Oso Golf Course.

The board terms shall start on December 1 of their elected year and run until December 31of the final year of their term year unless otherwise decided by the Board of Directors.

Any officer or Director whose term has expired shall continue in office until his successor is chosen and qualified.

All vacancies, other than the President, occurring on the board shall be filled for the unexpired term of the member being replaced, by election of the remaining Directors. In the event of the President position becoming vacant the Vice-President shall assume the position and the board shall fill the Vice-President position as described above.

Net earnings of the association may not inure to the benefit of any person having a personal and private interest in association activities.

ARTICLE VI
Powers and Duties

Board of Directors --The Board of Directors shall determine and execute the policy of the Association. They may

establish rules and regulations for the government of the Association, the Association members, and may establish such committees as they deem necessary for the purpose of carrying out their work. The Board may enact such rules and procedures as it deems necessary in governing its own actions. The board may receive compensation for their work in the form of reduced or free tournament fees or reduced association dues.

President - The President shall preside over all meetings of the Association and of the Board of Directors, and shall have the power and perform the duties usually incumbent upon a presiding officer. He shall submit a report on the doings and progress of the Association at the Annual Meeting held in October of each year.

Vice-President of Membership -The Vice-President of Membership shall have all the powers and shall perform all the duties of the President in his absence or during his inability to act. In addition he shall act as a liaison between the board and all other parties concerned; the Golf Course and the membership. He shall create and distribute all advertisements and literature necessary to the betterment and growth of the association. He shall maintain a current membership roster.

Secretary-The Secretary shall take minutes of all meetings and provide a copy of same to each Board member for approval. He will carry on whatever correspondence is necessary to conduct the business of the Board of Directors.

Treasurer-The Treasurer shall continuously keep the board informed of which individuals have met membership eligibility requirements and have paid their annual dues and should be included on the membership roster. He shall keep a reconciliation of all monies received and paid out of the Association account.

Handicap Chairman- The Handicap Chairman shall input and delete members of the association in the Golf Handicap and information Network (GHIN) computer in accordance to the information given to him by the treasurer. In addition, he shall be in charge of encouraging the membership to uphold the rules of the USGA handicap system, and acting on the association's behalf in investigations of members not in accordance with ADOGA score posting guidelines.

Tournament Chairman-The Tournament Chairman shall be responsible for the planning and set-up of all ADOGA Tournaments. He shall work with the Director of Golf or his delegate to prepare the schedule and rules for all Tournaments as well as to avoid conflicting dates with other golf events or club activities. He shall advise the Treasurer of funds needed for all events and have reconciliations available for the board after each tournament.

At Large Members- At large members will perform various duties on Tournament days including but not limited to tee placement and setting of the closest to the pin markers. In addition one at large member may be chosen as webmaster and maintain the Association website.

ARTICLE VII
Business Year of the Association

The business year of the Association will commence on January 1, and end on the following December 31.

ARTICLE VIII
Meetings of the Association and Board of Directors

The annual meeting of the Association each year shall take place immediately following the annual ADOGA October Tournament. The Board shall notify the members of the Association of the meeting no less than fifteen (15) days prior to the event. In the event of the cancellation of the October Tournament, the meeting shall still take place on the same date at a location decided on by the Board of Directors. No quorum is necessary at Association meetings.

Meetings of the Board of Directors shall take place monthly basis on the Monday preceding the ADOGA Tournament. In addition, the President may call a meeting if he deems it necessary for the welfare of the Association.

ARTICLE IX
Standing Committees of the Association

The Association shall have the following "Standing Committees" and such other committees deemed necessary by the President or the Board. The President shall approve the members of each committee. All committee chairmen will report to the Board on their committee's deliberations and projects.

HANDICAP COMMITTEE-The Handicap Committee shall be led by the Handicap Chairman and shall be responsible to the Board of Directors on all aspects of handicapping. The committee will be prepared at all times to monitor and audit all handicaps. It will make recommendations to the Board whenever an individual's handicap should be adjusted from what the computer or printed list reflects.

RULES AND REGULATIONS COMMITTEE-The Rules and Regulations Committee shall be led by the Tournament Chairman and shall be responsible to the Board of Directors on all aspects of the Rules and Regulations for tournament play. The committee will recommend revisions, additions and deletions, to the current tournament rules and regulations, as it deems appropriate. This Committee shall also rule on any and all rules questions during tournament play.

SPECIAL COMMITTEE-The President may when needed appoint a special committee to work on "other" projects when and if needed.

ARTICLE X
Rules Governing Tournament Play

All Tournaments shall be conducted in accordance to the ADOGA Tournament Policies.

Tournament entries must be received and paid in full by 6:00pm the Monday before the event. No extensions will be granted for any reason. The Tournament Director and Treasurer, or their designees, will reconcile tournament entry fees at the monthly board meeting.

The ADOGA Board must provide to the membership a tournament schedule by January 1 of the upcoming season.

ADOGA sponsored tournament play is restricted to dues-paying members only.

In order to be eligible to play in the Club Championship, participants must have played in at least one prior ADOGA stroke play event in that calendar year.

ADOGA tournaments shall pay a prize to at least 30% of the field's participants.

With the exception of the Member Guest, 100% of all tournament fees shall be applied to the tournament purse and paid out to the participants.

Entry fees for all tournaments shall be determined by the Board of Directors.

All ADOGA tournament participants must have a valid USGA or equivalent handicap to enter ADOGA play.

Valid Handicaps must have at least 5 scores posted within the last 12 months.

Once a USGA handicap has been established, it will take precedence over all other handicaps for play at Arroyo Del Oso golf course. The Board of Directors of the Men's Golf Association may direct that members be required to participate with a handicap derived solely from the ADOGA events.

ARTICLE XI
Amendments

These Bylaws/Articles of organization may be amended by the members of the Board present at the annual meeting or at another Board of Directors meeting. A quorum of at least seven (7) members of the Board shall be required at any meeting at which an amendment of the Bylaws/Articles of organization is put to a vote.

Any proposed changes or amendments to these Bylaws must be made available and communicated to the general membership no less than 15 days prior to the proposed vote. Failure to do so will make any changes or amendments null and void.