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BY-LAWS
of
THE KALISPELL GOLF ASSOCIATION
April ~~27~~24, ~~2016~~2019

ARTICLE I NAME, PURPOSE, LOCATION, CAPITAL STOCK

Sec. 1: The name of this Corporation shall be The Kalispell Golf Association, incorporated under the laws of the State of Montana as a non-profit corporation on the 29th day of May, 1946, to have perpetual existence.

Sec. 2: The purpose of the Kalispell Golf Association is to promote the Buffalo Hill Golf Club and provide the best possible golf experience for members and guests by offering first class customer service and superior playing conditions.

Sec. 3: The principal office of this Corporation shall be located at Kalispell, Montana.

Sec. 4 There shall be no capital stock in this Corporation.

ARTICLE II MEMBERSHIP

Sec. 1: Voting membership of this Corporation shall be attained by any person who is a minimum of eighteen (18) years of age and who has paid the adult membership fees or such other fees and charges as may be imposed by the Board of Directors of this Corporation for that fiscal year.

Sec. 2: Annual fees for membership shall be from January 1 to December 31. Membership requirements must be met prior to the start of the Annual Meeting of the Corporation.

ARTICLE III DIRECTORS

Sec. 1: The corporate powers of this Corporation shall be vested in a Board of nine (9) Directors who shall be current members of the Corporation.

Sec. 2: The Directors shall have general power to conduct, manage and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with the laws of the State of Montana, or the Bylaws of this Corporation.

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Sec. 3: At each Annual Meeting of the Corporation, Directors shall be elected to fill the positions of those Directors whose terms then expire.

Sec. 4: The term of office shall be three (3) years, or until his or her successor has been elected. Any Director of the Kalispell Golf Association may serve a limit of two (2) consecutive three-year terms elected by the membership.

Sec 5: To be eligible for election to the Board of Directors, a candidate shall have been a member of the Kalispell Golf Association for the past three (3) consecutive years, agree to abide by the Board Manual, and sign the Commitment To Serve and sign the Conflict of Interest Policy as adopted by the Board of Directors.

~~Sec. 6: In each year following the Annual Meeting of the Corporation, the Executive Committee shall review all existing contracts with the General Manager and Course Superintendent of the Corporation, and retire and/or replace as deemed necessary. The Executive Committee shall also negotiate any new contracts or employment agreements with the General Manager and Golf Course Superintendent. This procedure shall be completed by December 31st of that year.~~

~~Sec. 76: The Board of Directors shall negotiate any new contracts or employment agreements with -elect, appoint or remove the General Manager and Course Superintendent-of the Corporation, as well as prescribe their duties. This procedure shall be completed by December 31st of that year.~~

~~Sec 87: The Directors of this Corporation shall hold a minimum of ten (10) regular meetings to be scheduled monthly during the calendar months of January through December. Special meetings of the Directors shall be held when called by the President or any two (2) of the Directors. All Directors shall be provided twenty-four (24) hours notice prior to any regular or special meeting of the Board.~~

~~Sec. 98: The quorum for each Board meeting shall be five (5) members. A majority vote of the Directors present at a duly assembled Board meeting shall be considered as a valid Corporate Act. All voting at either a regular or special Board Meeting shall be by those present and no proxies shall be recognized.~~

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Sec. ~~109~~: _____ In case of a vacancy on the Board of Directors occurring for any reason, the remaining members of the Board of Directors shall elect from the membership, within ninety (90) days, a director to fill the unexpired term.

Sec. ~~110~~: _____ Any Director of the Kalispell Golf Association may be removed by a two-thirds (2/3) vote of the membership present at any legal, general or special, meeting of the membership of said corporation.

ARTICLE IV OFFICERS

Sec. 1: The officers of the Board of Directors shall be the President, Vice-President, Secretary and Treasurer, and these shall compose the Executive Committee.

 The Executive Committee, when directed by order of the Board of Directors, shall have the power to execute, on behalf of the Corporation, such contracts, notes, mortgages, bonds, or other evidences of indebtedness, as deemed necessary by the Board.

Sec. 2: At the first meeting of the Board of Directors following the annual membership meeting, the Directors shall organize by the election of a president, a vice-president, a secretary, and a treasurer each of whom must be a Board member.

Sec. 3: Each officer shall hold office for a term of one year or until his successor is elected.

Sec. 4: In case a vacancy occurs among any of the officers, the President or any two Directors shall immediately call a special meeting of the Board of Directors for the purpose of electing a successor to fill the unexpired term.

Sec. 5: Duties of Officers

A. President - The President shall perform the duties enjoined on him/her by ~~law~~ and the Bylaws of this Corporation, and shall, in addition to the usual duties appertaining to the office, preside over all meetings of the membership and Directors.

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- B. Vice-President - In the absence of the President, the Vice-President shall perform the duties enjoined upon the President.
- C. Secretary - The Secretary shall, in addition to the usual duties pertaining to the office, attend all sessions of, and oversee the keeping of the records of the proceedings of all membership and directors' meetings. The Secretary shall perform such other duties as may be delegated by the Board of Directors.
- D. Treasurer - The Treasurer shall sit as Chairperson of the Finance Committee and deliver a monthly report to the Board of Directors.

ARTICLE V MEETINGS

Sec. 1: Annual Meeting

- A. The Annual Meeting of the members of this corporation shall be held in April of each year, at such time and place as may be directed by the Board of Directors, for the purpose of election of Directors and for transacting such other business as may be placed on the agenda prior to the meeting. Notice of such Annual Meeting shall be mailed or e-mailed to each member not less than ten (10) days prior to such date. Any item to be placed, by members of the Corporation, on the agenda of the Annual Meeting shall be submitted to the proper Committee of the Board by February 15 of that year.

Sec. 2: Special Meetings

Special meetings of the members of the Corporation may be held at such time and place as may be directed by the Board of Directors provided notice of such special meeting shall have been mailed or emailed to each member not less than seven (7) days prior to such meeting. Special meetings may be called upon an affirmative action of a majority of the Board of Directors or upon the written request to the Board by not less than seventy-five (75) members of the Corporation.

Sec. 3: Quorum

At either the Annual Meeting or a special meeting, twenty-five (25) members present shall constitute a quorum for the transaction of business.

Once a quorum is established, all business transacted will be binding regardless of the number of members present.

Sec. 4: Voting

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Members may vote in person or by absentee ballot. Members in good standing who are unable to attend the meeting may obtain an absentee ballot from the KGA business office up to 10 days prior to the vote in accordance with the following provisions:

1. Request for absentee ballots must be made in writing or in person at the KGA business office.
2. Completed absentee ballots must be signed, dated, and submitted to the ~~Secretary/Treasurer~~ KGA business office 24 hours -prior to the start of the meeting.
3. Ballots submitted after the meeting is called to order will not be counted. The ~~Secretary/Treasurer~~ KGA business office will maintain a complete record of all absentee ballots issued, returned by absentee voters, and those not submitted by the specified deadline.
4. The absentee ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.
5. The absentee ballot is valid for only one specified election or meeting of the members and expires automatically after the completion of the election or meeting.
6. The absentee ballot does not authorize another person to cast votes on behalf of the member.

ARTICLE VI COMMITTEES

Sec. 1: The President, with the approval of the Board of Directors, shall appoint members of the Corporation to such committees as may be deemed advisable by the Board.

Sec. 2: Standing Committees The following shall be the Standing Committees of the Board and their responsibilities.

- A. House Committee - Operation and maintenance of the clubhouse and its immediate adjuncts and environs. Planning and carrying out the social program of the Corporation. ~~Reporting Club activities to the local news media.~~

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- B. Greens Committee - Operation and maintenance of the Golf Course and grounds.
- C. Rules and Tournament - Responsible for enforcing the rules of golf promulgated by the U.S.G.A., and such local rules as may be adopted. Planning and staging of ~~the Annual Labor Day~~ Tournaments.
- D. Memorial Committee - Development and Administration of Memorials to honor deceased members of the Kalispell Golf Association.
- E. Finance & Audit Committee - Shall be responsible for the formulation of the club's financial policies and procedures all of which are subject to the review and approval of the Board. The Committee shall present for Board approval the annual operating and capital budgets. They shall ~~oversee~~ ensure the implementation of the annual audit.
- F. Long Range Development Committee - Recommend and investigate growth options of the Association. Monitor National and Regional trends of Golf Courses and Golf Club Operations.
- G. Bylaws Committee - Review and update Association Bylaws and Articles of Incorporation as needed; and assure that Board Orientation is provided to the Board of Directors on a yearly basis.
- H. Grievance Committee - Responsible for customer grievances, problem resolution, enforcement of rules and regulations; and determines proper sanctions for course violations.

Sec. 3: Ad hoc Committees (Task Forces/Work Groups)

Ad hoc Committees, Task Forces and/or Work Groups may be appointed by the President with the approval of the Board of Directors as the need arises. Any such committee shall function only until their special issue has been addressed and a final report has been presented to the Board of Directors.

ARTICLE VII NOMINATIONS/ELECTIONS

Sec. 1: Nominating Committee At least forty-five (45) days before the Annual Meeting of each year, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of three (3) or more members, one (1) of whom may be a current member of the Board of Directors, whose

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duty shall be to select eligible members for the positions to be filled on the Board of Directors at the Annual Meeting, and to nominate those persons at such meeting.

The names of such members so selected shall be delivered to the Secretary –not less than fifteen (15) days before the Annual Meeting, and notice thereof, together with the names of the Directors whose terms are expiring, shall be included in the written notice of the Annual Meeting given to the members.

Sec. 2: Floor Nominations Members shall have the right to make further nominations from the floor for such positions at the Annual Meeting.

Sec. 3: Ineligibility A member is not eligible for election, or to serve on the Board of Directors, for any of the following reasons:

- A. The member or a member of their immediate family is, or becomes, an employee of the Kalispell Golf Association; (a member’s immediate family is defined as a spouse, child, grandchild, parent, grandparent, or like relative of the member’s spouse).
- B. There is a conflict of interest which includes but is not limited to the following:
 - (1) Is employed by, is an agent of, or is an immediate family member of an employee or agent of other golf courses;
 - (2) Is employed by or materially affiliated with any other Board Member;
 - (3) Has an ownership interest, serves on the Board of Directors, or is an employee of a golf course that is located within a one hundred (100) mile radius of Buffalo Hill Golf Course.

Sec. 4: Election of Directors shall be by written ballot only if there are more than three (3) candidates running for the open positions.

ARTICLE VIII

BONDS

The Board of Directors shall have the power and authority to require the furnishing of a bond by the Treasurer, or any other officer or employee having the responsibility of handling monies, to insure the faithful performance of duties and accounting in connection therewith, the amount of such bond or bonds to be determined from time to time by such Directors.

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ARTICLE IX

FINANCE

Sec. 1: No Capital Expenditure on any single item, the cost of which exceeds one hundred fifty thousand dollars (\$150,000) shall be undertaken by the Board of Directors without its first having obtained the approval of the members of the Corporation at any Annual Meeting or special meeting called for the purpose of considering the same.

Sec. 2: Except for where provided herein, the Board of Directors shall not borrow money against the assets of the Corporation without approval of the members obtained at the Annual Meeting or at a special meeting called for such purpose, but the Board may from time to time raise or borrow money for the current operation of the Corporation.

Sec. 3: The books and accounts of the Corporation shall be audited at least once each year by a licensed Certified Public Accountant, appointed by the Board of Directors for that purpose who shall return a report of such audit to the Board.

Sec. 4: The fiscal year of the Corporation shall be from January 1 through December 31.

ARTICLE X

SEAL

This Corporation shall have and use as its seal a metal impression seal, which shall contain thereon in the outer circle the words: "KALISPELL GOLF ASSOCIATION, Kalispell, Montana", and in the center within the circle, the words: "Non-Profit Corporation".

ARTICLE XI PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern all meetings of this Corporation insofar as they are consistent with the laws of the State of Montana, and these Bylaws.

ARTICLE XII AMENDMENT

These Bylaws may be amended at any meeting of the members of the Corporation by a majority vote of such members, provided that notice of consideration of such change shall have been given in the notice of any membership meeting, or by a two-thirds (2/3) vote of the whole number of the Board of Directors at any regular or special meeting provided that such action of the Board of Directors is ratified and confirmed at the first meeting of the members held thereafter.

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| Approved by the Board of Directors: ~~3-23-2016~~11-28-2018

| Ratified by the membership ~~4-27-2016~~ Presented to membership for ratification - 4-24-2019

Attest

Randy Hinzman - President

Date

| ~~Sherri~~Sheryl Border Sonju - Secretary

Date