

Par 5 Golf Club of the Treasure Coast, Inc:
Bylaws Revised 2020

Mission Statement: The primary purpose of this organization is to support both the educational and healthy development of at-risk youths, through strengthening and expanding our golf program, in low-income/at-risk communities, in St. Lucie County, Martin County, India River County and surrounding areas. Also; do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

Article I.

Office and Corporate Seal

Section 1. Registered Office.

The registered office of the Corporation in Florida shall be as stated in the Articles of Incorporation.

Section 2. Corporate Seal.

The Corporation shall not have a corporate seal but have a logo.

Article II.

Membership.

The Corporation shall consist of members in accordance with Article II, Section 1 hereinafter. Members in the Association shall not be limited in number.

Section 1. Members. A member (“Member”) is a resident male or female of St. Lucie, Martin, or Indian River Counties provided they are recommended by an active Member and the application is approved by the Executive Board of Directors, and subsequently by the Membership. A person so approved shall be declared a Member of the Corporation upon payment of the annual membership fee.

Section 2. Trustee. A Member who has continuous tenure of five (5) years or more with Par 5 is eligible for election to the Executive Board of Directors as a Trustee.

Section 3. Membership Fee. The annual membership fee to join the Corporation is set by the Executive Board of Directors and approved by a majority of Members. Membership dues will be \$150.00 annually.

Section 4. Tournament Responsibilities. Any member joining the first year will have their \$200.00 contribution for advertisements waived. Any member who sells the most ads for the tournament, will have their dues for the following year waived. If any member fails to use their winning contribution for their dues, it will remain with the club. Any member who fail to meet their financial obligation the second (2nd) year, will not be able to win the club championship and the benefits that goes with it. They will be able to participate in the tournament.

When Par-5 Golf Club has a fundraiser tournament, each member will be responsible for a foursome. This will consist of 1 Par-5 member and 3 nonmembers. If a member has a foursome excluding himself, he can play with other Par-5 members. Also, there will not be any additional free play if the foursome is not met. **(three persons in cart only three hits unless the fourth spot is paid for).**

During the club championship, the club will subsidize the food and golf play for members only. This gathering will be used to hold our final meeting for that year.

No current member or immediate family members shall quality to win a Par 5 Golf Club Scholarship as set forth in 501(3) C statues.

All immediate Par-5 members are prohibited from winning any raffle conducted by the club.

Dress code for all Par-5 members on outings and state tournaments shall be: Gold shirts and khaki pants long/shorts. On Sunday, the attire will be Green shirts and white pants long/short.

The Par-5 Golf Club shall conduct an internal audit of the finances every other year. An audit committee will consist of three current financial members. The committee will be selected by the president.

ARTICLE III **Executive Board of Directors**

The Executive Board of Directors (the “Board”) shall consist of Members duly elected to any one of the following positions, in accordance with Section 2. below: President, Vice President, Treasurer, Secretary, and Trustees. The President will serve as the chairperson of the Executive Board of Directors.

Section 1. General Powers. The Board shall manage and direct the business and affairs of the Corporation under policies approved by the membership. The Board shall in all cases act as a board, and in the transaction of the business, the act of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of the Board, provided a quorum of four (4) or more Directors is present.

Section 2. Number, Qualifications and Methods of Selection. The Executive Board of Directors shall consist of seven (7) Members including a maximum of three (3) Trustees. The Executive Board of Directors shall be nominated and elected by Members present at a duly held annual membership meeting.

Section 3. Term of Office. Each Director shall serve a term of three years. The Board may, at any meeting, elect a new Director to serve the remaining term upon the death, resignation, or removal of a Director.

Section 4. Removal. A Director may be removed from the Board with or without cause by the affirmative vote of not less than three-fourths (3/4) of the total membership of the Corporation.

Section 5. Compensation. No compensation shall be paid to any Member for his services, except that the Board may approve, by resolution, reimbursement to Members for expenses incurred that are relevant to affairs of the Corporation after producing a receipt.

Section 6. Voting. All Members of this Corporation shall have full and equal voting rights at all meetings. Each Member shall have one (1) vote. No Member may vote by proxy.

Section 7. Directors Annual Meeting. The Board shall hold its annual meeting on the first Tuesday of October for the purpose of planning for the upcoming year including budget proposals and new club proposals for SSAGA, etc.

- a) Annual Membership Meeting shall be held on the First Tuesday of November.
- b) the fiscal year for the Corporation runs from October 1st to September 30th each year. The Membership dues are due by October 1st and no later than December 31st, after which a Member will no longer be considered in good standing until dues is paid in full. A late fee of 33% will be assessed.

Section 8. Membership Meetings. Regular meetings of the Corporation will be held on the 1st Tuesday of each month. All Directors must attend at least 6 scheduled Membership meetings of the general Membership or he forfeits his seat on the Executive Board.

Section 9. Special Meetings. Special meetings of the Board may be called by the Chairperson or by any three (3) or more Directors, by giving three (3) days' notice to all Directors of the date, time, and purpose of the meeting.

Section 10. Remote Communication. A conference by means of remote communication through which the membership may participate with each other during the conference constitutes a general membership meeting.

Section 11. Committees. The President may, from time to time, establish committees. Any committee so established shall consist of a committee chairperson who shall be a Member of the Corporation. Each committee shall keep a written record of its activities and shall submit such written record to the Directors after each meeting.

Article IV
Officers

Section 1. The officers of this Corporation shall consist of a President, Vice President, Secretary, Treasurer, and three (3) at-large Trustees.

Section 2. President. The President of the Corporation shall:

- a) have a general knowledge of active management of the business of the Corporation.
- b) see that all order and resolutions of the Executive Board of Directors are in effect.
- c) with the approval of the membership the President shall execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments necessary and appropriate to enable this Corporation to accomplish its mission.
- d) The President shall maintain all regulatory authority requirements including the IRS and Department of Revenue to maintain the Corporation's exemption status.

Section 3. Vice President. The vice president of the board is prepared at all times to assume the role of president, if necessary.

The vice president, whose knowledge and commitment mirrors that of the president, may serve in the president's place for board activities and in the spokesperson capacity.

The president may delegate special assignments to the vice president to carry out the board president's vision and directives.

Section 4. Secretary. The Secretary of the Corporation shall keep correct and complete books and records necessary and appropriate to the conduct of the Corporate business, including minutes of the proceedings of its Board and any committees established by the Board, and the names and addresses of all Members.

Section 5. Treasurer. The Treasurer of the Corporation shall:

- a) keep accurate accounts of all assets of this Corporation received or disbursed.

- b) deposit all monies, drafts, and checks in the name of, and to the credit of, this Corporation in such banks and depositories as the Board shall from time to time designate.
- c) have power to endorse for deposits all notes, checks, and drafts received by this Corporation.
- d) disburse the funds of this Corporation as ordered by the Executive Board of Directors, making proper vouchers, therefore.
- e) render to the Executive Board of Directors, whenever requested, an account of all his or her transactions as Treasurer and of the financial condition of this Corporation.
- f) perform such other duties as may from time to time be prescribed by the Executive Board of Directors or the Chairperson; and,
- g) in general, perform all duties usually incident to the office of the Treasurer.

Section 6. Other Officers, Agents, and Employees. This Corporation may have such other officers or agents and employees as may be deemed necessary by the Executive Board of Directors. Such other officers shall be elected and such other agents and employees shall be appointed in such manner, have such operational and administrative duties, and hold their offices for such terms as may be determined by resolution of the Executive Board of Directors.

Article V **Conflict of Interest**

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a Director or Member of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This policy was adopted and approved by the Corporation's Executive Board of Directors.

Section 1. Interested Person. Any Member with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article VI, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article VI **Procedures**

Section 1. Duty to Disclose. In connection with actual or possible conflicts of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists.

- a) After disclosure of the financial interest and all facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Members shall decide if a conflict of interest exists.
- b) The chairperson of the governing board or committee shall, if possible, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more

advantageous transaction or arrangement from a person or entity that would not rise to a conflict of interest.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 3. Violations of the Conflicts Interest Policy.

- a) If the governing board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing board of committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action.

Article VII
Record of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact exist.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article XIII
Annual Statements

Each director, principal officer, and Member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article IX
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

Article X
Financial

Section 1. Books and Records. The Corporation shall keep at its registered or principal office, correct and complete books and records, necessary and appropriate to the conduct of the corporate business, including minutes of the proceedings of its Executive Board of Directors and any committees established by the Executive Board of Directors, and the names and addresses of the Members of the Executive Board of Directors. All books and records of the Corporation may be inspected by any Member during normal business hours, for any reasonable purpose

Section 2. Contracts, Checks, Drafts, and Other Matters. (a) The Executive Board of Directors may authorize any officer or officers, agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or

execute and deliver and instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President of the Corporation.

(c) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board of Directors may select.

(d) The Executive Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

Article XI. **Amendments**

The membership may amend the Corporation's Articles of Incorporation, as from time to time amended or restated, and issue these Bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted.

Article XII. **Severe illness (extended hospitalization) and or death of Club Members, spouse, parents, and children.**

In the event of illness, or death of Club Members, spouses, parents, or children, the Club will express its concerns/condolences as follows:

(a) The Treasurer will purchase and send cards to express Club Members' concerns/condolences for illness indicated above.

(b) The Treasurer will purchase and send flowers to express Club Members' concerns/condolences for deaths indicated above.

(c) If these costs are expected to exceed \$100.00 a simple majority vote of the Membership is required.

Article XIII.
Dissolution

Upon dissolution of the Corporation, all assets will be given to another qualified not for profit organization.

Signed by:

Ralph Morrison Sr. President

Anthony Dudley, Secretary

Bylaws Committee President

Jon Cummings, Vice

Bernard Jethroe, Treasure

Dated

Revised 2020