

FRISCO LAKES WOMEN'S GOLF ASSOCIATION CONSTITUTION AND BYLAWS

Amended and Restated as of August 26, 2021

ARTICLE 1 - GENERAL

Section A. The name of the organization shall be the Village at Frisco Lakes Women's Golf Association, which may be referred to as the Association or the FLWGA.

Section B. The objective of the Association is the promotion of good fellowship and sportsmanship among its members, and to encourage the active participation of its members in playing golf and taking part in golf tournaments.

Section C. These bylaws will fully comply with the Village at Frisco Lakes Community Association, Inc. (VAFLCA) Governing Documents (Documents) and Chartered Club Rules and Procedures (Rules). In the event of a conflict between these bylaws and the Documents or Rules, the Documents or Rules will prevail.

Section D. This organization shall be operated as a non-profit association in accordance with applicable statutes and VAFLCA documents.

ARTICLE 2 - MEMBERSHIP

Section A. Membership shall be open to all Village at Frisco Lakes Community female homeowners or residents in good standing, those under contract for future home purchase, and annual renters, without discrimination as to race, religion, color, ethnic culture, or national heritage and upon subscribing to the Association's bylaws, rules of conduct and competitive play, and payment of dues as hereinafter provided. Any exceptions will be reviewed and approved by the Board.

Section B. Members will not be required to join any national, state, or regionally affiliated organization.

Section C. Guest privileges will be accommodated three times in a year for play on FLWGA play days.

Section D. The annual membership dues and fees shall be set forth by the Board of Directors. For current members, the renewal membership dues and fees for the following year shall be collected during the period from November 1st through December 31st. A discounted rate may be offered during this period. Any member who has not renewed by January 1st will be deactivated and may not participate in FLWGA functions. She will be reactivated upon payment of current dues and fees. Members joining after September 1st may pay reduced dues.

ARTICLE 3 - BOARD OF DIRECTORS

Section A. The affairs of the Association shall be managed by its Board of Directors. The Board of Directors of this Association should be comprised of its President, Vice President, Secretary, Treasurer, Membership Director, Social Director, Golf Director, a Past President and such other Directors as may be elected in accordance with the provisions of these bylaws. Directors must be members of the FLWGA. In the event that no candidate is available for one or more positions, the Board will be comprised of no less than its President, Vice President, Secretary and Treasurer. The office of Past President shall be advisory, and she shall have no vote except as needed to break a tie.

Section B. The term of office for each Director shall be for one year beginning January 1st and until December 31st.

The duties of the Directors will include but not be limited to the following and to such other duties as may be prescribed by the Board of Directors. Each Director shall appoint as many individuals or

committees as she deems necessary to carry out the duties associated with her position. The Board of Directors may temporarily reassign responsibilities to other Directors as needed.

President: The President shall be the principal executive director of the Association and shall in general supervise and control all of the business and affairs of the Association. She may sign, with the Secretary or any other proper Director of the Association authorized by the Board of Directors, any contracts or other instruments which have been authorized to be executed. She shall perform all duties incident to the office of President.

Vice President: In the absence of the President or in the event of her inability or refusal to act, the Vice President shall perform the duties of President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. She shall also be responsible for publicity, the FLWGA website, and software.

Treasurer: The Treasurer shall collect and keep all monies of the Association and disburse them as directed by the Board of Directors. She shall keep the accounts and financial books belonging to the Association, which shall be at all times open to inspection by the Board, and shall make a written report at each meeting of the Board of Directors of all monies received and paid out, and the amount of funds on hand. She shall also make a report of the financial condition of the Association at each meeting of the members.

Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and all meetings of the members. She shall also be the custodian of the Association's records.

Membership Director: The Membership Director shall be the contact for new and renewal membership and maintain a register of the current members of the Association. She shall be responsible for sending all notices to members in accordance with the provisions of these bylaws.

Golf Director: The Golf Director shall be responsible for all golf programs.

Social Director: The Social Director shall arrange all FLWGA social events.

Section C. The Board of Directors will meet monthly and as needed at the call of the President. Notice of the date, time and location of the first Board meeting, as well as subsequent monthly meetings, shall be included in the FLWGA annual calendar. Notice of any changes to the schedule of meetings shall be emailed to each Director and the membership at least 7 days in advance. A majority of the existing FLWGA Directors must be present at a meeting to establish a quorum for the transaction of business. Voting shall be by voice unless a written ballot is requested in advance.

Section D. The Board of Directors shall fill any vacancy occurring in the Board because of death, resignation, disqualification, or because of an increase in the number of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office. Any Director may be recalled from her elected position by the presentation to the Board of a duly verified petition requesting the recall, signed by a majority of the current members at the time of submission.

ARTICLE 4 - MEMBER MEETINGS AND ELECTION OF BOARD OF DIRECTORS

Section A. An Annual Meeting of the members will be held for the transaction of such business as may come before the Association. The Board of Directors shall establish the date, time and place for the meeting and notice thereof shall be sent by email to each Member entitled to vote at such meeting at least fourteen (14) days in advance of the meeting date. If the annual meeting cannot take place in person due to unforeseen circumstances, the meeting may be conducted via electronic communication.

Section B. Procedures and timeline for election of the Board of Directors to serve in the following year.

Not later than:

- (1) September 1st of each year, the President shall appoint a Nominating Committee of five (5) current Members in good standing who are not currently Directors of the Association.
- (2) September 25th, the Nominating Committee shall report back to the Board of Directors a slate of Members proposed to be nominated for election as Directors for the following year. The slate shall include all qualified Members who wish to be nominated for election.
- (3) October 1st, the slate shall be sent to all Members advising that they may make additional nominations to the original slate and that the Membership Director must receive any additional nominations via email or in writing no later than October 10th.
- (4) October 15th, a ballot including all nominees shall be sent to all Members. Members shall vote electronically or by paper ballot with voting to conclude on October 25th. The final results of the vote will be confirmed by a committee of three (3) Members, appointed by the President, who are not on the current board, on the ballot, or on the Nominating Committee.
- (5) November 1st, a notice shall be sent to the membership announcing the results of the vote.

Section C. A special meeting of the Members may be called at any time by order of the President, or any three (3) members of the Board of Directors, or the Vice President in the absence of the President. A notice stating the purpose, place, day, and hour of any special meeting of Members shall be sent by email to each Member entitled to vote at such meeting at least fourteen (14) days in advance of the meeting date.

Section D. Passage of any business requiring a vote at a meeting of the Members will require approval by 20% of the total membership plus a majority of the Board of Directors. An option for electronic voting or paper ballots may be utilized if a decision by 20% of the total membership cannot be reached at the meeting.

ARTICLE 5 - FINANCIAL

Section A. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories, as the Board of Directors shall select ~~from time to time~~.

Section B. The Board of Directors may accept, on behalf of the Association, any donation, contribution, gift, bequest or devise for any general or special purpose of the Association.

Section C. The Board of Directors shall adopt written "Financial Controls and Procedures" to regulate the receipt, disbursement and safekeeping of the Association's money including, without limitation, authority to sign checks or contracts and authority to approve expenditures.

Section D. At the end of each year, the outgoing Board of Directors shall appoint one or more individuals who are not then Directors of the Association, to review and validate that the Association's financial records for the year then ending are in accordance with these bylaws and the Financial Controls and Procedures adopted pursuant to this Article 5. The results of the review shall be presented in writing to the new Board of Directors as soon as possible the following year.

Section E. Any Member in good standing shall be entitled to receive, upon request, a copy of the most recent financial statements of the Association or the report of the results of the most recent financial review.

ARTICLE 6 - PROCEDURES

The Board of Directors will make available an official Handbook of Procedures each year to include general information and procedures for FLWGA golfing activities. Changes to the procedures should be approved by the Board. Any dispute regarding procedures should be resolved by the Board based on the information presented in the Handbook.

ARTICLE 7 - COMMITTEES

Section A. There shall be as many standing committees as are necessary for the Board to accomplish its objectives.

Section B. Directors shall appoint committee chairpersons as needed and advise the Board.

Section C. All committees should have written guidelines outlining the scope of the committee's authority and responsibilities.

ARTICLE 8 - RECORDS

Section A. Financial records of the Association shall be retained for a period of seven (7) years.

Section B. Historical records, including minutes of the Board meetings and of any Membership meetings shall be retained for a period of seven (7) years. The Secretary shall review records prior to destroying them for the purpose of preserving historical information, which might be useful to the Association.

Section C. Members, including past Members, are prohibited from disclosing any roster information of Members to non-members. Roster information is to be used only for FLWGA business.

ARTICLE 9 – AMENDMENTS TO BYLAWS

Section A. Any proposed amendment to the bylaws of this Association will be presented at either the annual meeting or a special meeting of the membership. If a meeting cannot take place in person due to unforeseen circumstances, the meeting may be conducted via electronic communication.

Section B. Minimum of fourteen (14) days notice is to be given of a proposal to alter, amend, or repeal the bylaws or to adopt new bylaws at such meeting. The details of the proposed changes will be sent via email to all Members along with the meeting notice. Members will be given an opportunity to question or discuss proposed changes either via email or at the in-person meeting.

Section C. Approval by 20% of the total membership plus a simple majority of the Directors shall be required for the passage of a proposed amendment. An option for electronic voting or paper ballots may be utilized if a decision by 20% of the membership cannot be reached at the meeting.

ARTICLE 10 - DISSOLUTION

Prior to Association dissolution and after all debts are satisfied, all property and assets shall be turned over to the VAFLCA.

ARTICLE 11 - SAFETY AND FINANCIAL LOSS

The FLWGA is not responsible for accidents of any nature, or financial injury/loss to any FLWGA Members or guests during a FLWGA activity.