

BYLAWS  
OF  
GREATER RICHMOND SENIOR MENS GOLF ASSOCIATION

ARTICLE I

DIRECTORS

I.1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, which shall have all voting power including the power to vote on electing, appointing, or removing Directors.

I.2. Number of Directors. The Board of Directors shall consist of five individuals. The number of Directors may be changed by amendment of these bylaws but shall not be less than three.

I.3. Election of Directors. Directors shall be elected or appointed annually by the incumbent Directors of the Corporation.

I.4. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, its chairman, if any, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

I.5. Removal of Directors. A Director may be removed by such vote as would suffice for the Director's election, but a Director may be removed only at a meeting called for that purpose.

I.6. Directors' Meetings. The annual meeting of the Board of Directors shall be held at such time and place fixed by the Board for the purpose of electing officers and transacting such other business as may come before the meeting. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may determine by resolution. Special meetings of the Board of Directors may be called at any time by any two Directors.

I.7. Notice of Meetings. Except as provided elsewhere in these bylaws or in applicable law, no notice of the annual meeting or any regular meeting of the Board of Directors shall be required. Notice of each special meeting shall be mailed to each Director's residence or usual place of business at least three days before the date of the meeting or given by telephone or electronic mail at least two days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of the meeting, except that notice of a meeting at which removal of a Director is to be proposed shall state that the purpose, or one of the purposes, of the meeting is removal of the Director.

I.8. Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director, and filed with the minutes or corporate records.

I.9. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present.

I.10. Participation in Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

I.11. Actions Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. If a consent specifies an effective date, it shall be effective as of that date, provided it also states the date that each Director executed it; otherwise the consent shall be effective when the last Director signs it. The Directors' consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors and may be described as such in any document.

## ARTICLE II

### OFFICERS

II.1. General. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed advisable by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, or Assistant Treasurers. All officers shall serve until the annual

meeting of Directors next following their election and until their successors are elected. At each annual meeting of Directors, the Directors shall elect officers to fill vacancies occurring at that meeting. Any person may hold two or more offices simultaneously other than the offices of President and Secretary.

II.2. President. The President shall be the chief executive officer of the Corporation, shall be primarily responsible for implementing the policies and procedures established by the Board of Directors. The President shall preside at meetings of the Board of Directors; supervise the other officers, agents, and employees of the Corporation; perform such other duties as may be prescribed from time to time by the Board of Directors; and have all other powers and duties that pertain to the position of chief executive officer.

II.3. Vice President. The Vice-President shall serve in the absence of the President. In the ordinary course, the Vice President shall be expected to succeed the President as and when his term expires.

II.4. Secretary. The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors, maintain the records of the Corporation, give all required notices of meetings of the Board of Directors, and have such other powers and duties as may be prescribed by the Board of Directors from time to time. In the ordinary course, the Secretary shall be expected to succeed the Vice President as and when his term expires.

II.5. Treasurer. The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Board of Directors.

II.6. Other Officers. The Corporation may establish other officers, with such duties and responsibilities as the Board of Directors may establish. For example, the Board may appoint one or more persons to be in charge of their tournament organization or website.

Assistant officers shall have such powers and duties as the Board of Directors may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers. In the event of a vacancy in any assisted office, the assistant officer having the greatest period of service to that assisted office shall assume the powers and duties of the vacant office.

II.7. Agents. Such agents as the Board of Directors may deem necessary may be elected, appointed, or chosen in the manner prescribed by the Board of Directors. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for such agent.

II.8. Removal of Officers and Agents. Any officer or agent may be removed with or without cause whenever the Board of Directors in its absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Any agent appointed otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in the exercise of absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

### ARTICLE III

#### MEMBERS

3.1 Members. The Corporation shall have one class of Members. Eligible Members shall be limited to private golf and country clubs located in the

Richmond metropolitan area. Existing Members as of the date of incorporation are Brandermill Country Club, The Country Club of Virginia, The Federal Club, The Golf Club at the Highlands, Hanover Golf Club, Hermitage Golf Club, Lakeside Park Club, Lake Chesdin Golf Club, Meadowbrook Country Club, Petersburg Country Club, Richmond Country Club, Salisbury Country Club, Stonehenge Golf and Country Club, and Willow Oaks Country Club. Subject to the second sentence of this subsection, additional clubs may become Members if nominated and approved by at least two then-existing Members, and approved by the vote of at least two-thirds of the then-existing Members. Members are to be “grandfathered” if their clubs become semi-private. Members shall make their course available each year to host one of the Corporation’s tournaments.

3.2 Voting Rights. Each Member shall be represented by a captain and co-captain, who together shall have one vote per Member. Members shall have no management or financial responsibility with respect to the Corporation.

3.3 Member Participation. Play in any tournament sponsored by the Corporation shall be limited to males at least 50 years old who are members in good standing with one or more of the Members or who are guests of a captain or co-captain. Participants shall pay fees established by the Board of Directors and the host Member to participate in any activity sponsored by the Corporation.

#### ARTICLE IV

#### MISCELLANEOUS PROVISIONS

4.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

4.2 Voting of Interests Held. The Corporation may hold stock, membership interests, or other securities in other corporations or enterprises. Unless otherwise provided by the Board of Directors, the President or the Secretary may, on behalf of the Corporation, cast the votes or take such other actions as the Corporation may be entitled to cast as a stockholder, member, or voting interest holder in the other corporation or enterprise; and they may from time to time appoint one or more agents of the Corporation to take such actions on behalf of the Corporation pursuant to instructions. The appointing officer may execute, or cause to be executed on behalf of the Corporation, such written proxies, consents, waivers, or other instruments as the officer may deem necessary or proper.

4.3 Amendment of Bylaws. The power to alter, amend, or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively in the Members. Alterations, amendments or repeal of these bylaws shall be by majority vote of the Members, except that any amendment to Section 3.1 shall require at least a two-thirds vote of the Members.

Adopted at the organizational meeting of the Board of Directors of the Corporation on \_\_\_\_\_, 2024, by a unanimous vote of the initial Directors.

\_\_\_\_\_  
President

Attest:

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Secretary