

**AMENDED AND RESTATED BYLAWS
of
BRAEMAR MEN’S CLUB**

Adopted: September 17, 2020

WHEREAS, the Braemar Men’s Club (sometimes referred to as the “BMC” and sometimes as the “corporation”) has determined to reorganize as a nonprofit corporation under Minnesota Statutes, Chapter 317A, as amended (the “Minnesota Nonprofit Corporation Act”), the Bylaws of the BMC are hereby amended and restated as follows:

ARTICLE I

OFFICES, CORPORATE SEAL

Section A. Registered Office. The registered office of the corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section B. Other Offices. The corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section C. Corporate Seal. The corporation shall have no corporate seal.

ARTICLE II

PURPOSE

The Braemar Men’s Club is organized and shall be operated exclusively for the following social, recreational, and pleasurable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended:

1. To provide opportunities for competitive golf;
2. To provide social contact among its golfing members;
3. To promote proper habits and observance of golfing rules and courtesies concerning play and upkeep of the golf course; and
4. To join with other organizations in carrying out its purposes.

ARTICLE III

MEMBERS

Section A. Requirements.

1. Age and Character. The members of the BMC shall be male persons of good character, of the age of 18 or over.

2. USGA Membership Service. Each Member must purchase their USGA handicap service in accordance with such policies as are established from time to time by the Board.

Section B. Applications.

1. Form. All applications for membership shall be made through the BMC's web site, and shall contain such information as may be approved by the Board from time to time. Every application shall be submitted in the manner approved by the Board.

2. Processing of applications. Applications for membership shall be processed in such manner and in accordance with such rules as shall be established by the Board from time to time.

3. Acceptance of Applications. Applicants are accepted for membership upon approval by the Membership Chairman.

Section C. Membership.

1. Total Membership. The total membership, exclusive of Honorary, Emeritus, and MLOA members, shall be no more than 350 until such time as the Board shall, by appropriate action, increase or decrease the limits.

2. Carryover of Memberships. Each Regular member in good standing shall automatically become a member for each year thereafter, provided that his dues are paid when required and all other qualifications and requirements, established by the BMC, are met.

3. Waiting List. The names of all new applicants for membership shall be placed on the current waiting list in the order in which they are received. The Membership Chairman shall maintain and update the waiting list.

4. Reapplication of Former Members. A Former Regular member, who left the BMC in good standing, may reapply for membership. Such applicant shall not receive preference on the waiting list and shall be subject to all requirements of membership applicable at the time of reapplication.

5. Declination of Membership. Applicants on the waiting list, who are offered membership, but decline such membership, will be removed from the waiting list. Any subsequent membership application by the individual will be placed at the end of the current waiting list. An exception to this rule would be those with a bona fide medical condition or other circumstances that would support a Member Leave of Absence under Section D.2. below.

6. No Assignment or Transfer. Memberships may not be assigned or transferred and shall terminate upon death, resignation, expulsion or not meeting BMC requirements.

Section D. Classification of Members.

1. The following constitutes the classifications of members; however, such classifications may be changed from time to time by the Board:

(a) Regular Membership. A Regular member is a member in good standing that maintains his eligibility.

(b) Distinguished Membership.

(i) Nominations for Distinguished Member status may be made by any sitting BMC board member. The nominating board member shall present his selection to the board accompanied by a delineation of the nominee's compliance with the criteria outlined below.

(ii) Criteria for Distinguished Memberships:

A. Tenure - Members being considered for "Distinguished Member" status shall have been active members of the BMC for a minimum of five years.

B. Participation - Members being considered for "Distinguished Member" status shall have participated in at least one league and one special event during each year of membership and shall have otherwise complied with all of the requirements of membership as outlined in the BMC Bylaws.

C. Volunteer Activity - Members may be considered for "Distinguished" status if they have, in addition to complying with the rules of membership, extended their participation in the BMC by volunteering and serving in leadership positions such as Board Members, League Managers, etc.

D. Special Service - Members may be considered for "Distinguished" status if they have extended themselves by service to the BMC either in leading special projects for the benefit of the BMC or by serving in volunteer capacities outside the BMC which nonetheless bring positive recognition to the BMC and/or benefits to the members. Included in outside activities would be service to the Minnesota Golf Association, the USGA and similar organizations.

(iii) The BMC board shall, by majority vote, approve or disapprove a nominee for Distinguished Member status. In the event that

a nominee is at the time of his nomination a sitting board member, he shall recuse himself from said vote.

(iv) Those appointed shall be entitled to the same privileges and obligations as required of regular members with the exception of the requirements of annual dues and event participation. For complete playing privileges a Distinguished Member must fill out a renewal form.

(v) Distinguished Members are entitled to:

A. Listing in the BMC Roster as a Distinguished Member.

B. Receive all BMC mailings.

C. An Invitation to attend member meetings, such as the spring Kick Off Meeting and Annual Meeting.

D. Attendance at any of the dinners following other BMC events in which they have played, by making a dinner reservation and paying such amount therefor as shall have been determined by the board.

E. Are eligible for prizes at any event they attend.

(c) Membership Emeritus. A BMC Membership Emeritus may be offered to all former BMC Members who have completed at least five years in the BMC, subject to the following:

(i) This is not a golf membership.

(ii) The annual fee for a BMC Member Emeritus is \$20.00.

(iii) BMC Members Emeritus will be entitled to:

A. Listing in the BMC Roster as a Member Emeritus.

B. Receive all BMC mailings.

C. An invitation to attend member meetings, such as the spring Kick Off Meeting and Annual Meeting.

D. Members Emeritus can attend any of the dinners following other BMC events by making reservations and paying such amount therefor as shall have been determined by the board. Members Emeritus are eligible for door prizes.

(iv) BMC Members Emeritus who fail to renew in a subsequent year may, upon renewal of the annual dues, re-enroll as a Member Emeritus in a later year.

(v) BMC Members Emeritus who wish to return to regular BMC golf playing membership must complete an application for membership. They will be placed in active member status.

2. Member Leave of Absence (MLOA).

The Board may grant a member MLOA status. The following Rules shall apply:

(a) Requests for MLOA status must be directed to the Board, stating the reason for the request and the expected length of absence. In no event can the request extend beyond the golf season in which the MLOA is to be applicable. The maximum length of an approved MLOA is one golf season, but may be renewed upon application to the board.

(b) The Board shall grant MLOA status only if the request is made in a timely manner and then only if good cause is shown.

(c) MLOA status may be granted for any specific circumstances acceptable to the Board. Any member granted MLOA status shall be exempted from such requirements of regular membership, including payment of membership dues and/ or required participation in events, to the extent determined by the Board in individual circumstances.

Section E. Notice of Admission.

The President or the Membership Chair shall formally notify an applicant of his admission to membership.

Section F. Acceptance of Membership.

The payment and receipt of annual dues as required shall constitute acceptance of membership and agreement by each new member to abide by the Bylaws and all rules of the BMC. The membership chair shall enter the new member's name on the rolls of the BMC.

Section G. Resignation.

All resignations from membership shall be made in writing. Failure to renew membership will also be deemed resignation.

Section H. Maintaining Eligibility. The Board may require that all Regular members must play in at least one major event each year, as designated in the annual membership application for such year. The annual membership application forms govern this policy.

Each Regular member must register and participate in at least one of the leagues organized each year by the board. Eligibility requirements may change from time to time. [The current year's roster is the authority on this requirement.]

Section I. Membership Dues.

The annual Regular membership dues shall be in such amount and payable in such manner as may be fixed from time to time by the Board.

Section J. Payment of Dues

1. Due Date. The Board shall notify the Regular members of the amount of dues payable for the next season, by notice sent with respect to such season.
2. Payment. Payment must be received with application. Applications submitted through the web site will not be considered complete until payment is received.

Section K. Discipline.

1. Conduct Subject to Discipline. Any member whose conduct shall be deemed to be improper or likely to endanger the welfare, harmony or good reputation of the BMC or of its members or who is not continually in good faith responsive to his obligations or shall willfully violate any provisions of the Bylaws or rules of the BMC or the rules of the Braemar Golf Course, as determined by Braemar management, may be reprimanded, suspended or expelled from the BMC by action of the Board. All complaints against members, directors and officers of the BMC must be made to the Secretary of the BMC in writing. While the complaint is being investigated, the member shall continue to enjoy the privileges of the BMC. The Board shall refer the complaint to an appropriate Special Committee for investigation.
2. Board Action. The Special committee shall report its findings and make its recommendations in writing to the Board. A special Board meeting will be called to consider the committee recommendations. Notice of the meeting of the Board shall also be given to the offending member, mailed at least seven (7) days in advance of the meeting, and shall include a statement of the charges against the member and the findings and the recommendation of the committee. At the meeting of the Board, counsel may represent the member, and he shall have an opportunity to be heard in his own defense. After hearing the member, the Board may, by three-fourths (3/4) vote of the Directors present, reprimand, suspend or expel the member. The Board shall be the sole judge of what constitutes improper conduct or conduct likely to endanger the welfare, harmony or good reputation of the BMC or its members, or whether said member was not continually responsive to his obligations or what constitutes willful violation of the provisions of the Bylaws or rules of the BMC.
3. Expulsion. Any member of the BMC who has been expelled shall not again be eligible for membership.

4. Appeal. If, at any time within thirty (30) days after the suspension or expulsion of a member by the Board at least five percent (5%) of the Regular members request in writing that a special meeting of the members of the BMC be held to reconsider the matter, the Secretary shall give notice of such a meeting. The President shall convene such a meeting and shall afford the suspended or expelled member an opportunity to be heard. The member may then be reinstated by an affirmative secret ballot vote of two-thirds (2/3) of the members present and voting.

Section L. Annual Meeting.

1. Purpose and Day. The annual meeting of the Regular membership of the BMC shall be held at such place and at such time as may be designated by the Board. At such meeting there may be reports of officers and transaction of such other business as may properly be brought before the meeting.

2. Meetings Conducted Solely Through Electronic Communication. The Board may specify that an annual meeting will be conducted solely through one or more means of Remote Communication, provided that proper notice is given and that the quorum requirements are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis ("Remote Communication"). Participation in a meeting through a form of Remote Communication that is authorized by these Bylaws constitutes personal presence at a meeting.

3. Omitted Meeting. In the event the Board does not call an annual meeting as provided for in these Bylaws, ten percent (10%) of the Regular members may, by written action, require the Secretary to send a notice to each Regular member announcing such membership meeting at a time and place to be specified in the notice.

Section M. Special Meetings.

1. Call. Special meetings of the Regular members may be called by the President at any time or within thirty (30) days of the adoption of a resolution by the Board to that effect, or upon the written request of at least ten percent (10%) of the membership of Regular members of the BMC. Any announcement of a special meeting shall be in writing and shall include a statement of the purpose of the meeting. At such special meeting, if so stated in the notice, any matter pertaining to the affairs of the BMC may be considered, consistent with these Bylaws.

Section N. Notices.

1. Notice Requirements. Prior notice shall be given to every Regular member in good standing at least ten (10) days' in advance of the date, time and place of the annual or any special meeting. Notice of special meetings must contain a statement of the purpose for which the special meeting was called, and no other business may be transacted at that meeting.

2. Member Email Addresses. Every member shall be required to provide a current email address with the Secretary or Membership Chairman, or by posting on the BMC web site. Failure to provide an email address, including a change of email address, shall be regarded as a waiver of any notice required by the Bylaws.

Section O. Quorum.

A quorum at any meeting, annual or special, shall consist of at least ten percent (10%) of the Regular members in good standing present in person at the opening of the meeting. A smaller number present at any meeting may adjourn the meeting, to another day and time, in which case written notice of such adjournment must be provided to each Regular member and/ or posted on the BMC's web site.

Section P. No Voting Rights.

Members shall have no voting rights

Section Q. Conduct.

Robert's Rules of Order shall govern the conduct of all meetings of the BMC, consistent with these Bylaws.

Section R. Adjournment.

Any meeting of the Regular membership may be adjourned from time to time subject to being reconvened by the presiding officer subsequent to the time of adjournment. Written notice thereof shall be given to all Regular members.

ARTICLE IV

GOVERNANCE

Section A. Board of Directors.

1. Constitution and Authority of Board. The control, business and management of the affairs of the BMC shall be entrusted to and vested in a Board of Directors (the "Board") composed of not more than thirteen (13) elected directors. The terms of not fewer than nine of the elected directors (referred to herein as the Regular Directors) shall be for three (3) years and shall be staggered so that not less than three nor more than five Regular Directors are elected each year. Of the remaining directors, not more than four shall have terms of one year (these directors shall be referred to herein as the "One-Year Directors"). The initial members of the Board shall consist of those individuals identified in the Articles of Incorporation. Upon expiration of the terms of board members not commencing new terms, the vacancy or vacancies shall be filled by a majority vote of the members of the Board whose terms are not expiring. All Regular Directors and One-Year Directors may be nominated to succeed themselves for an unlimited number of terms. Terms shall initially commence on November 1 of each year but such annual periods may be adjusted from time to time by the Board.

2. Any vacancy occurring in the Board or in any office shall promptly be filled for the un-expired term by the remaining members of the Board, except that in case of a vacancy in the office of President, the vice-president shall be elevated to that office and a new vice-president shall be elected.

Section B. Meetings of the Board.

1. Regular and Special Meetings. The Board shall have a regular monthly meeting at the Braemar Golf Club Clubhouse or at some other convenient place determined by the President. The Board shall have the right at a previous meeting to determine the time of any next meeting. Special meetings of the Board may be called at any time by the President at such times and places he may direct by giving to the Board members at least five (5) days' notice. Should at least three (3) members of the Board petition the President to call such meeting, he shall do so. If he refuses to do so, then the three (3) petitioning members may call such meeting by notifying the Secretary who shall give notice of the meeting, stating the business to be brought before the Board to each director at least five (5) days prior to said meeting.

2. Quorum. A quorum at any meeting of the Board shall consist of not less than a majority of the members of the Board. Unless otherwise provided herein, a majority vote of the quorum shall rule.

3. Attendance at Meetings. Failure by a Board member to attend three (3) successive meetings of the Board shall subject said Board member to action for removal from office.

4. Other. The Board shall have the power to do anything permitted by law, the Articles of Incorporation and these Bylaws that may be in the best interests of the BMC, including the making of reciprocal agreements with other clubs, to invite special guests, to arrange for special programs, to elect, suspend, and expel members, to create standing and special committees, and to determine the interpretation or construction of the Bylaws or any parts thereof which may be in conflict or of doubtful meaning and therein their decision shall be final. No indebtedness may be incurred by the BMC without express approval of the Board.

5. Meetings Conducted Solely Through Electronic Communication. The Board may specify that a meeting will be conducted solely through one or more means of Remote Communication, provided that proper notice is given and that the quorum requirements are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis ("Remote Communication"). Participation in a meeting through a form of Remote Communication that is authorized by these Bylaws constitutes personal presence at a meeting.

6. Attendance and Participation in Meetings by Means of Remote Communication. The Board may authorize attendance and participation by individual

members at meetings through one or more means of Remote Communication. Participation in a meeting through a form of Remote Communication authorized by the board constitutes personal presence at the meeting.

Section C. Officers.

Within not more than thirty (30) days following the annual election of directors, the Board shall elect from its members a President and a Vice President who shall serve in such capacities for a term of one (1) year, or until their successors are duly elected and qualified. Within thirty (30) days following the annual election of directors, the Board shall also elect from its members a Secretary and a Treasurer, who shall serve in such capacities for a term of one (1) year, or until their successors are duly elected and qualified. In the same manner, the Board may, in its discretion, elect an Assistant Secretary and an Assistant Treasurer. All officers, including but not limited to President and Vice President, may be nominated to succeed themselves for an unlimited number of terms.

Section D. Duties of Officers.

1. President. The President, or in his absence the Vice President, shall preside at all meetings, enforce an observance of all of the Bylaws and rules, appoint all standing committees with the approval of the Board, call special meetings of the BMC and perform all other duties usually pertaining to the office. The President shall be an ex-officio member of all committees. He shall have the authority to fill all vacancies on the committees, and to remove the members of any committee subject to the confirmation of the Board. The President shall also have general supervision of the affairs of the BMC. He shall have power to sign all checks, certificates, evidences of indebtedness, and other instruments executed by the BMC, to initiate electronic payments in lieu of issuing checks, and to perform all other duties as are incident to his office or properly required of him by the Board. The President shall appoint the Membership Chairman, who may be removed or replaced by the President, acting in his discretion.

2. Vice President. The Vice President shall preside at all meetings in the absence of the President. The Vice President shall have the power, jointly with the President or the Secretary, to sign notes, bonds, contracts or other instruments on behalf of the BMC, which have been approved by the Board.

3. Secretary. The Secretary shall keep a record of all the meetings of the members of the BMC and of the Board of Directors. Complaints against members, directors or officers must be made to the Secretary in writing.

4. Treasurer. The Treasurer shall have custody of all of the money and securities of the BMC and keep record books of account. He shall deposit all moneys received by him in such bank or banks as the Board of Directors may designate. He shall have power to sign checks, notes, and other evidences of indebtedness, to initiate electronic payments in lieu of issuing checks, and to perform all duties incident to his office or that are properly required of him. He shall make regular accounting to the BMC of its finances.

Section E. Removal.

1. Any officer of the BMC may be removed for cause by the affirmative vote of not less than two-thirds of the members of the Board.

Section F. Conflicts of Interest.

It shall be the policy of the BMC that all directors, officers, and committee members of the corporation shall scrupulously avoid any conflict between their own respective individual interests and the interests of the BMC in any and all actions taken by them on behalf of the corporation in their representative capacities. Directors, officers, and committee members shall comply with any Conflict of Interest Policy approved by the Board of Directors, as the same may be amended from time to time.

Section G. Electronic Records and Signatures.

The corporation recognizes that authenticated electronic communication which meets the requirements of the Minnesota Nonprofit Corporation Act and this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. For purposes of this section, the following terms shall have the meanings assigned to them below:

“Electronic record” means a record created, generated, sent, communicated, received or stored by electronic means.

“Electronic” means technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities.

“Record” means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

Valid electronic signatures are those that are expressed through an electronic sound, symbol or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

ARTICLE V

COMMITTEES

Standing Committees, Special Committees and Activity and Event Chairmen may be appointed annually by the President with the advice and consent of the Board. Committees may include:

Section A. Finance and Budget Committee. The Finance and Budget Committee shall consist of the Treasurer, President and up to three (3) additional Board members.

Section B. Rules and Greens Committee. The Rules and Greens shall consist of the Braemar Golf Course Manager, course Professionals, BMC President and at least two (2) other BMC members. The two BMC members will be voted on by the Board annually.

Section C. Handicap Committee. The Handicap Committee shall have a chairman and several members appointed by the chairman. Among other responsibilities, the committee shall monitor the cards and rounds of BMC members to assure that the score cards are appropriately completed and attested. The Membership Chairman is an “ex officio” member of this committee to assure that he has information necessary to monitor membership requirements.

Section D. Nominating Committee. Any Nominating Committee appointed from time to time shall consist of such members of the Board or Regular membership that the President may select, including any retiring directors and any available Past Presidents of the BMC.

ARTICLE VI BOOKS AND RECORDS

The corporation shall keep at its registered office, or at such other location selected by the board, including through electronic means, correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

ARTICLE VII INDEMNIFICATION

The corporation shall indemnify members of the board, its officers and agents to the extent authorized by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify such persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended, modified, restated or repealed, in whole or in part, by the affirmative vote of not fewer than two-thirds (2/3) of the members of the board. A copy of any amendments adopted by the Board shall be posted on the web site.

ARTICLE IX

LIQUIDATION

Upon liquidation of the BMC, all assets of the BMC remaining after payment of all debts shall be transferred and paid over to the Regular Members in proportion to the membership dues most recently paid by such members in the year of or prior to such dissolution and any excess to any other organization described in section 501(c)(7) of the Internal revenue Code.