

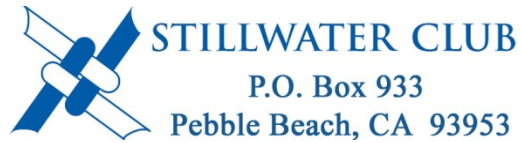
BYLAWS OF STILLWATER CLUB

ARTICLE 1 - NAME & PURPOSE

1. **NAME:** The name of the association shall be STILLWATER CLUB organized as a nonprofit California social club.
2. **PURPOSE:** STILLWATER CLUB (SWC) is a men's club devoted to the education and enlightenment of senior men through regular social meetings and activities. Members are encouraged to share their past work experiences and knowledge with other members so that all are better informed members of society. STILLWATER CLUB's educational activities will support no organized religion or political party.

ARTICLE 2 – MEMBERSHIP

1. **ELEGIBILITY FOR MEMBERSHIP:** Membership shall be open to any male resident whose home is within 50 miles of The Lodge at Pebble Beach and who supports the purpose statement in Article 1, Section 2. All memberships shall be granted upon a majority vote of the board. Members shall not be discriminated against on the basis of race, color, or religion.
2. **ANNUAL DUES:** The Annual Dues shall be established by a majority vote of the board. Continued membership is contingent upon being up-to-date on membership dues. The association is substantially supported by membership dues and payment for the direct costs of services provided, such as lunch costs.
3. **LIMITED MEMBERSHIP:** The number of voting members shall not exceed 200. Those persons who have been placed on Medical Leave by the Board of Directors shall not be counted as a voting member or counted in the membership total.
4. **RIGHTS OF MEMBERS:** Each member shall be eligible to cast one vote for election of officers at the Annual Meeting. The member must be present at the Annual Meeting to cast his vote.
5. **RESIGNATION AND TERMINATION:** Any member may resign by informing the board in writing of his resignation. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have his membership terminated by a majority vote of the board.
6. **NON-VOTING MEMBERSHIP:** The board shall have the authority to define and establish non-voting categories of membership.

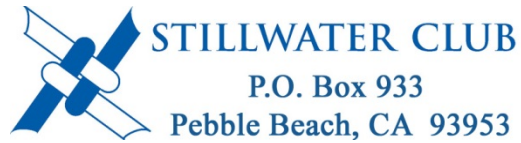


ARTICLE 3 – MEETINGS OF MEMBERS

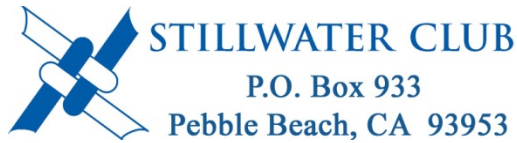
1. **REGULAR MEETINGS:** Regular meetings shall be held monthly, preferably on Thursdays. A representative appointed by the Board of Directors will meet annually with the Pebble Beach Company to set a calendar for the upcoming year based on availability of the Pebble Beach Room at the Lodge at Pebble Beach, and such other venues as are suitable for the Stillwater Club meeting schedule.
2. **ANNUAL MEETING:** An annual meeting of the members shall take place at the regular meeting in October. At the annual meeting the members shall elect the new directors for their terms beginning in January of the following year.
3. **SPECIAL MEETING:** Special meetings may be called by a majority vote of the board. A petition signed by ten percent of voting members may also call a special meeting. Special meetings shall be held at the time and place of the next scheduled regular meeting.
4. **NOTICE OF MEETINGS:** Notice of each meeting shall be given to each voting member, by mail, email or via the web-site not less than one week prior to the meeting.
5. **QUORUM:** The members present at any properly announced general meeting shall constitute a quorum.
6. **VOTING:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE 4 – BOARD OF DIRECTORS and OFFICERS

1. **BOARD ROLE, SIZE, TERM and COMPENSATION:** The board is responsible for all issues involving policy and direction of the association. The board shall consist of nine members with each serving three year terms. The terms shall be staggered, and thus each year three new members shall be elected. The officers are selected from and by the board. The board, which includes the officers, shall receive no compensation.
2. **BOARD ELEGIBILITY:** Any member in good standing who has been a member for at least 12 months shall be eligible to become a board member.
3. **BOARD MEETINGS:** Board meetings shall be held monthly prior to each regular monthly meeting unless waived by a majority vote of the board. By custom, there will be no board meeting in December.
4. **BOARD ELECTIONS:** New directors shall be elected by vote of the members present at the annual meeting in October of each year.
5. **ELECTION PROCEDURE:** Annually, a Nominating Committee shall be responsible for nominating a slate of prospective board members. Prior to the annual meeting, the slate will be presented to the Board of Directors for approval. By custom, the slate, as approved by the Board of Directors, will be published,



6. prior to the annual meeting, in the Stillwater Club Newsletter, The Wave. The Nominating Committee shall be appointed by the board.
7. QUORUM: A quorum is defined as at least six of the nine board members for business transactions to take place and motions to pass.
8. OFFICERS and DUTIES: There shall be four officers of the Stillwater Club elected each year by the Board of Directors consisting of the President, Vice President, Secretary and Treasurer.
 - a. President: The President shall preside over board meetings and regular and special meetings of the members. In the absence of the President, the following shall preside over meetings, in the following order: Vice President, Secretary, and Treasurer.
 - b. Vice President and Program Chair: In addition to the traditional roles of a vice-president, there is, by custom of the organization, the assignment of Program Chair. The duties of the Program Chair are to select and coordinate speakers for each monthly luncheon, and to inform the board of the calendar of speakers for purposes of advance publicity.
 - c. Secretary: The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes of board meetings and distributing copies of minutes to each board member, and working with the Treasurer to assure that corporate records are maintained.
 - d. Treasurer: The Treasurer shall be Chairman of the Finance Committee and shall be responsible for keeping the financial books of the association, collecting and dispensing funds, filing any tax exempt organization documents with Federal and State government agencies, and other duties assigned by the board.
9. SELECTION and TERMS of OFFICERS: The officers are selected from the Board of Directors at the November meeting of the board, by a majority vote of the board, to serve one year terms as an officer, said term to begin in January of the following year. Officers may be selected to serve more than one year in any of the officer positions.
10. VACANCIES: When a vacancy of the board arises mid-term, the remaining board members, by a majority vote, shall appoint a member to serve until the next special meeting at which time the vacant position shall be filled by a vote of the members.
11. RESIGNATION, TERMINATION, and ABSENCES: Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences.
12. SPECIAL BOARD MEETINGS: Special meetings of the board may be called by the President or by one third of the board. Notice of a special meeting shall be sent out by the secretary to each board member at least one week in advance.



ARTICLE 6 – COMMITTEES

1. COMMITTEE FORMATION: The board may create committees as needed. The board shall appoint all committee chairs. Committee chairmen may attend board meetings at the will of the board but shall not participate in voting on board actions.
2. FINANCE COMMITTEE: The Finance Committee shall consist of the entire Board of Directors. The purpose of the Finance Committee is to review at each monthly meeting the reports of the board treasurer, and to be responsible for developing and reviewing fiscal procedures and annual budgets. The board must approve the budget and all expenditures within the budget. Any major changes to the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports showing income and expenditures are required to be submitted to the board. The Finance Committee is responsible for all information systems used for managing financial activities, tracking meeting attendance, keeping membership records and other activities assigned by the board.

ARTICLE 7 – AMENDMENTS and ASSOCIATION STARTUP

1. AMENDMENTS OF BY-LAWS: These by-laws shall be amended when necessary by a two thirds majority of the Board of Directors. Proposed amendments should be submitted to the secretary to be sent out with regular board announcements.

ARTICLE 8 – LIMITATION OF POWERS

The organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes within the meaning of R&TC Section 23701g. Notwithstanding any of the above statements of purposes and powers, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this organization.

Approved by the Board of Directors March 15, 2018

Signed: _____
Don Eastman, Secretary