



PAN AMERICAN GOLF ASSOCIATION OF SAN ANTONIO, LLC

REGULATIONS

ARTICLE I

NAMES

The name of the Company is PAN AMERICAN GOLF ASSOCIATION OF SAN ANTONIO, LLC.
(Here in after referred to as the "Company").

ARTICLE II

OBJECT AND POWERS

The objects and purposes of this Company shall be to provide a means whereby members may collectively play the game of golf and enjoy common fellowship; to instill fair play; to cooperate and intensify good friendly relations with all the. Golfing Association; to further the interest in Golf, both Amateur and Professional, in San Antonio, Texas, and vicinity; to purchase or otherwise acquire, hold, maintain, on, develop, sell, lease, convey, mortgage, pledge, or otherwise dispose of ordeal in land and buildings, only to the extent that said lands or buildings are required' to achieve the ends of the Company; to enter into, make and perform contracts of every kind for lawful purposes; with any person, firm, association, corporation, town, city, county, body politic, state, 'territory, government, or colony or dependency thereof; to' promote civil, charitable, and educational activities throughout the State of Texas; and to have and exercise all powers which may belawfully conferred upon Limited Liability Corporation organized under the laws of the State of Texas, for the purposes hereinabove mentioned, whether or not the same have been herein enumerated .

ARTICLE III

MANAGERS

The Managers shall constitute the governing body of the Company. They shall manage, control and direct the affairs and property of the Company and subject to these regulations shall have all powers specified in the laws of the United States and Texas. The Managers shall consist of the following duly elected officers: the President; the Vice President ; the Treasurer; the Secretary; the Auditor; the Public Relations-Officer; the Sergeant-at-Arms; the Tournament Chairman ; and ten (10) other duly elected Managers, all of whom · shall be elected by the membership of the company as hereinafter provided and all of whom shall serve until their successors shall have been elected as hereinafter provided.

The Managers shall act as the executive Committee of the Company and shall have full power and authority in the intervals between General Meetings of the members of the Company to do all acts and perform all functions which the Company itself might do or perform, except that

it shall have no power to amend the Regulations of the Company.

Regular meetings of the Managers shall be held when deemed necessary but not less than once a month. The President shall preside as Chairman at all meetings of The Managers and the President shall exercise a vote only in the case of a tie. Proxy votes shall not be allowed at any meeting. A majority of the Managers shall constitute a Quorum for the transaction of business at any meeting of the Managers except that if the Quorum shall not be present at a meeting, a majority of the Managers present may adjourn the meeting from time to time without further notice. The annual meeting of the Managers shall be held in January of each year. Special meeting of the Managers shall be designated by the President. At least seven (7) days' notice shall be given to each Manager of the Annual and regular meetings of the Managers. Special meetings of the Managers may be held if at least three (3) days' notice is given of such meeting. Any Manager may waive notice of any meeting by submitting a signed waiver of notice whether before or after the meeting.

The President shall include in the agenda of all Managers meetings an opportunity for all members of the Company to speak at the Managers meeting. Each member must state his or her intent to speak at the meeting and will be allowed up to five minutes to speak, however, the President will be allowed to limit this agenda item to 45 minutes.

If the office of any elected Manager becomes vacant for any reasons; the vacancy shall be filled by the President with the approval of the Managers at a meeting held for that purpose.

Five (5) Managers shall be nominated, as hereinafter provided, the first week of November of each year. The date of the Election of the Managers shall be the first week in December of each year.

Each Manager will be elected to serve a two (2) year term.

All matters shall be decided by a vote of a majority of the Managers present at any meeting at which a Quorum is present, except as otherwise provided by Statute, the Articles of Organization or these Regulations. Any action which is required or permitted to be taken at any meeting of the Managers or of any committee of the Managers may be taken by oral agreement, provided, however, that within seven (7) days after said agreement or action is taken, the text of the resolution or matter agreed upon is sent to all Managers and more than a two-thirds (2/3) majority of the Managers do not object to such action in writing within fourteen (14) days of the mailing of such text.

ARTICLE IV

OFFICERS - DUTIES AND POWERS

The officers of the Company shall consist of a President, a Vice President, a Secretary, a Treasurer, an Auditor, a Public Relations Officer, a Sergeant-at-Arms, a Tournament Chairman and a Legal Advisor. All officers of this Company shall be Managers and will be elected for a two (2) year term. -

The President: The President shall perform all duties incidental to his office. He shall act as chief administrative officer and legal head of the Company. He shall exercise supervision over the Company and all its activities and members. He shall represent and speak for the Company. He shall preside at all General Meetings or Special Called Meetings of the membership of the Company and at all meetings of the Managers. He shall appoint Committees and Committee Chairmen. He shall sign letters or documents necessary to carry out the will of the Company except where the Managers or these Regulations require the signature of some other officer or agent of the Company. He shall propose programs or plans for future events. He shall call all meetings of the Company and the Managers by proper notice as herein set out. The President shall be the principal officer of the Company, and, subject to the control of the Managers, shall perform all duties customary to that office for which supervision and control are necessary and of the affairs of the company in accordance with the purposes of the Company and the policies and directive approved by the Managers.

The Vice President: The Vice President shall, in the absence of the President, assume the duties of the President. He shall further perform all duties incidental to his office and from time to time those duties properly delegated to him by the President or by the Managers.

The Secretary: The Secretary shall keep a written record of all meetings. He shall submit in writing to each of such meeting of the prior meetings, whether he is in attendance or not. In general, he shall perform all duties customary to the office of Secretary and shall see that all notices are duly given in accordance with these Regulations or as required by law.

The Treasurer: The Treasurer shall perform all duties customary to that office; shall have custody and be responsible for all company funds and securities and shall keep full and accurate accounts of receipts and disbursements, assets and liabilities, in the books of the Company. He shall deposit or cause to be deposited all monies or other valuable effects in the name of the Company in such depositories as shall be designated by the President. He shall prepare and submit a monthly financial statement to the Managers and a financial statement to the membership at all general meetings.

The Auditor: The Auditor shall check the accounts of the corporation quarterly with the Treasurer, and shall prepare the audit semi-annually and present same to the Managers.

Public Relations Officer: The Public Relations Officer shall be the Reporter of this organization and shall report to all concerned all activities of the Corporation.

Sergeant-at-Arms: The Sergeant-at-Arms shall keep order at all meetings.

Tournament Chairman: The Tournament Chairman shall keep a handicap book. Said book shall contain the competitive scores and handicap of each member. He shall appoint a committee to govern all tournaments with their objective.

Legal Advisor: The Legal Advisor shall be a duly qualified attorney, licensed to practice in the State of Texas. He will be an ex-officio Manager but he shall not have authority to vote on any issue at any meeting or to make rulings. He shall act as Parliamentarian at all meetings and advise the Chairman on all parliamentary proceedings and make certain all parliamentary requirements are observed. He shall explain and offer advice to the Managers, Committees and Members. He shall handle all legal matters of this organization and shall receive compensation for. His services at whatever amount the Managers may deem just and reasonable.

ARTICLE V

MEMBERSHIP

Membership of this organization shall consist of a maximum number of playing members as approved within thirty (30) days by the Membership Committee, composed of the Managers.

Anyone interested in the objects of the Company and in the advancement of Golf may become a member, subject to acceptance by the Membership Committee (Managers) and upon payment of dues as provided by the Regulations.

Any member who willfully, or for any reason, commits an act of misconduct, an unsportsmanship act, or fails to perform the duties of his elected office or appointed office, or any other act that reflects unfavorably on the image of the Company, may be penalized by the Managers. Depending upon the degree or number of infractions, the penalty may be as severe as removal from office and/or expulsion from the Company. The action of the Managers in such cases shall only be taken upon written charges deemed sufficient by the managers upon hearing, after proper notice to the accused and upon evidence satisfactory to the Managers.

The annual dues for each approved member of this Company shall be determined in November of each year for the following year by the Managers. Dues for members having belonged to the Pan American Golf Association of San Antonio, L.C., in previous years and who have not paid dues by December 31 will not be allowed to participate in Weekly Scheduled Tournament, and will lose all voting rights as a delinquent member not in good standing. The delinquent member not in good standing shall pay a ten percent (10%) penalty based on the annual dues, provided that there is an opening in the membership quota. If the delinquent member has not paid his dues by

January 15th the penalty will increase to 20% percent of the annual dues. If delinquent member has not paid annual dues by January 31st the delinquent member will be considered NOT a member. The member will be dropped from the Handicap System. The delinquent member will pay New-Member dues at this time to rejoin the Company, provided that there is an opening in the membership quota. Dues for new members shall be the prevailing amount and will not be pro-rated.

PAGA TRANFERING MEMBERS

Any PAGA active member in good standing from any other PAGA chapter can join our Company. The transferring member needs to submit a written letter from his previous chapter stating his membership in good standing and established handicap in handicap system. The Company Board approves or disapproves admission to our Company. If approved, New Member dues will be required and shall be the prevailing amount and will not be pro-rated.

NON-MEMBER of Pan American Golf Association of San Antonio or OPEN GUEST

Non-members of PAGA of SA or Open Guest golfer are allowed to participate in our weekly tournaments, No More Than Five Occasions per Year, provided there is an opening for participants that are not members of PAGA of SA or Open Guest Golfers. Pan American Golf Association of San Antonio members will have priority. Any PAGA Golfer from another Chapter that is registered in the National Handicap System with a current handicap index may enter the prize tournament, including the Skins Game. Open Guest may enter in Skin Game. Any Member NOT IN GOOD STANDING will not be allowed to participate in any tournaments.

A list of prospective members will be kept by the Membership Committee. Any vacancies occurring in the quota of the Company membership shall first be filled from this list after the 31st of January, subject to approval of the Managers. A membership card shall be mailed by the Treasurer to each member upon receipt of payment of his annual dues.

A copy of the Regulations shall be mailed by the Secretary to each member, thereafter, a copy of each amendment as, if and when adopted, shall be mailed by the Secretary to each member in good standing. A member in good standing is one who has paid all his current dues and/or debts to this organization.

ARTICLE VI

ELECTIONS

Nominating Committee: The President shall appoint a Nominating Committee consisting of five (5) active members in good standing, one of which shall be designated as Chairman.

The Nominating Committee shall, at a pre-election meeting (first week in November of each year), present to the membership a list of candidates that they feel are qualified to fill the various positions. The membership may, at this meeting, nominate from the floor any additional nominees that they wish to be considered as candidates for election to any office in this organization.

To be qualified to vote at any meeting or for nominees for office, a member must be a member in good standing and shall have been such a member in good standing for at least thirty (30) days immediately preceding said meeting or election.

An Election Ballot shall be prepared by the Nominating Committee, the form of which shall be subject to approval by the Managers. Said Election Ballot shall, among other things, list those candidates recommended by the Nominating Committee, as well as those nominated from the floor by the membership. Said Election Ballot shall be mailed to all members in good standing by the Secretary no later than November 15th with a deadline for return of same set for November 30th. Any Election Ballot returned with a postmark after 2400 hours, November 30, shall be invalid and void.

An Election Meeting shall be called by the President the first week in December at which time all ballots shall be opened, canvassed and the results made public by the Chairman of the Nominating Committee.

Rules of Procedure: The usual parliamentary rules, as set forth in Robert's Rules of Order (revised), shall govern all meetings of this organization except as otherwise provided by these Regulations, or rules or resolutions hereafter adopted by this organization.

Tournament Rules:

1. All tournaments will be played under the rules of the United States Golf Association.
2. A Player entering any club competitive event must be a member in Good Standing.
3. All entry fees must be paid *in full* prior to beginning of play or the player will be subject to disqualifications at the discretion of the Tournament Chairman.

- 4. Any member, once committing himself as entered to any tournament, will be liable for the entry fee, unless he has a valid excuse and proof thereof**
- 5. Entry deadline: Unless publicized, deadline for entry to regular Sunday tournaments will be determined by the Tournament Chairman and approved by the Managers.**
- 6. Entrants in the Fall Tournament must have an established handicap, with a minimum of fifteen (15) competitive scores recorded in the handicap book. These scores are to be counted from the previous (last) Fall Tournament.**
- 7. To qualify for the Company's national team, a minimum of fifteen (15) scores recorded (from the last national meet) in the handicap book will be required.**
- 8. The Tournament Chairman will select the twelve (12) lowest handicap players within sixty (60) days prior to the National Tournament and Convention. The Tournament Chairman will then conduct a 54-hole play-off-tournament for these players for the purpose of selecting the National Four-Man Team to represent our company at the National Tournament. In order to be selected for the 54-hole play-off, a player must have a minimum of 12 scores recorded as of the Sunday prior to the 54-hole play-off. The four golfers with the lowest scores, without handicap, will be designated as the National Team. The qualifier with the lowest score will be designated as team captain. The 5th, 6th, 7th and 8th players will be chosen as 1st, 2nd, 3rd and 4th alternates.**
- 9. In the event that one or more of the team members cannot compete or fails to meet the criteria in Rule 9(a). Or 9(b), an alternate or alternates, will be selected on their ranking, i.e., 1st, 2nd, 3rd or 4th alternate.**

9(a). In order to qualify for the National Four-Man Team, all team members must have fifteen (15) competitive scores by the Sunday immediately before the National Tournament.

9(b) In addition to the fifteen (15) score criteria, all eligible players must have played five (5) rounds ninety (90) days prior to the National Tournament.
- 10. In the event of a rain-out during the 54-hole tournament, the selection will be made based on 36 holes. In the event of two rain-outs, the selection will be made based on 18 holes. In the event of a third rain-out, the selection will be based on the four lowest handicap players selected 30 days prior to the national tournament. Alternates will use the same criteria.**

10(a). In the event of any ties, a sudden death play-off will be conducted. If sudden death play-off is not possible, and then the ties will be resolved by mutual agreement among the involved players.

10(b).In the event that a situation arises that is not covered by the regulations for the selection of the national team, the President and the Tournament Chairman will make a determination to resolve the issue.

- 11. Committee Starting Time: The time for committee members (as designated by the Tournament Chairman) will be #1 and #5 for the following type of play: Blind draw, a tournament consisting of 36 holes or more, and any tournament where there will be a large workload after the tournament. All other tee time, the committee will require one tee time which will be #5.**

Any player or players entered in any Pan American Golf Association Tournament will not tee off or start either before or after Pan American Golf Association scheduled time, unless authorized by the Tournament Chairman.

The Tournament Committee will be allowed two (2) complimentary entries to any tournament.

In any tournament where money is allocated from-the Company Treasury (as prize or part of):

- a. The Tournament Chairman will make the pairings.**
 - b. All entries will be required to have a minimum of ten (10) competitive scores in the handicap book also they must have played a minimum of three (3) rounds in the last ninety days prior to the tournament.**
- 12 Unsportsmanlike conduct will,not be tolerated at any time.**
- 13. Any protest arising during Tournament Play shall be presented to the Tournament Committee; players will be heard and a decision rendered. The decision of the Tournament Committee will be as per U.S.G.A. rules and will be final.**

ARTICLE VII

CRITERIA FOR LIFETIME MEMBERSHIP

In order to qualify for lifetime membership, member needs to be 55 years of age, or older, and have paid dues for 30 years with the Pan American Golf Association. Any PAGA of SA Member who has accumulated membership years with another PAGA Chapter in good standing that would give PAGA of SA Member qualifying years for Lifetime membership criteria, must submit Memorandum from previous Chapter in good standing declaring membership years with previous Chapter

Current lifetime members will determine who is eligible and will maintain a roster of those members eligible.

The President of the Pan American Golf Association will appoint two (2) current lifetime members to organize all lifetime members once a year to determine the new eligible members and update roster of

current eligible member.

The current lifetime membership will then select up to five eligible members. The selection will be conducted at any time during the month of November. The selected lifetime members will be announced at the annual awards dance or dinner.

The two (2) appointed lifetime members will maintain a list of all lifetime members, present and deceased. This will be kept with the official Company records.

ARTICLE VIII

PAGA NATIONAL DELEGATES

The Company will be represented at all National Meetings or Events by The President of the Company. The President will select 2nd Delegate from Officers or Board Members. If President and 2nd delegate cannot attend the meeting, the President shall select a Delegate to attend National Meeting or Event.

The Company will pay each delegate .50 cents per mile (round trip) prior to all meetings. Delegate must be present at the meeting and give their report at the following board meeting. If a delegate does not attend the meeting Delegate must reimburse the allocated travel expense back to the Company within a month. The Board may adjust the per mile rate in January of each year if needed. Depending on the distance of the meeting there will be a minimum of \$100.00 and a maximum of \$400.00 dollars to each delegate attending National Meeting or Event.

MEMBERS FUNERAL

The Company shall send a Floral Spray or the wishes of a donation no more than \$50.00, upon the death of a member in good standing and his immediate family consisting of his wife, children and parents. This also includes any charter member, honorary member or lifetime member not active.

ARTICLE VIII

GENERAL PROVISIONS

Checks: All checks, drafts, or other orders for payment shall be signed by such officer or officers or such other person or persons as the Managers may, from time to time, designate.

Gifts: The President and/or the Managers may accept on behalf of the Company any contribution, gift, bequest, or devise for the purpose of the Company.

Fiscal Year: The fiscal year of the Company shall be fixed by the Managers.

Auditing of Books At least one month prior to the annual meeting of the Managers, the President shall cause the accounts of the company to be audited by the Auditor and a full statement of the finances shall be submitted to the Managers.

Home Office: The home office of this Company shall be the same as that of the registered agent of The Company.

Depository: The depository for the funds of this Company shall be designated by the President.

Committees: The President shall appoint whatever committees he deems necessary to carry out the functions of this Company. All of the actions of any Committee shall be subject to the approval and consent of the Managers.

Ladies Auxiliary: The President, with the approval of the Managers will organize (in the event no Ladies Auxiliary exist) or officially recognize the existence of a Pan American Golf Association of San Antonio Ladies Auxiliary, at the beginning of each year and officially notify the National Pan American Golf Association Ladies Auxiliary of its recognition no later than March 15th of each year.

Deposition: In the Event that the Company is sold, liquidated or dissolved, any proceeds, assets or any items of value, after all debts are satisfied will be given to a charitable organization(s), as defined in Internal Revenue Code Section 501(c) (3)

Amendments: All propositions to alter, amend, or add to these Regulations shall be submitted in writing at any meeting of the membership of this organization and filed with the Secretary, who shall have same fully publicized at least thirty (30) days before being acted upon, and same shall not be adopted without the concurrence of two-third (2/3) of the votes of the members present.

Effective Date: These Regulations shall be in effect immediately upon adoption by the initial Managers, and any amendment of these Regulations shall be in full force and effect upon adoption.

- 2015 amendments in red