

BYLAWS
OF
SOUTHERN CALIFORNIA GOLF ASSOCIATION,
a California nonprofit mutual benefit corporation

ARTICLE I
OFFICES

Section 1. Principal Office. The principal office of the Southern California Golf Association (hereafter sometimes referred to as "the Corporation" or "the Association") shall be fixed and located at 3740 Cahuenga Boulevard, North Hollywood, California 91604, or such other place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II
MEMBERSHIP

Section 1. Members. Subject to the exercise of a discretion which is hereby reposed in the Board of this Association, any properly organized Golf Club which is located in the counties of San Diego, Imperial, Riverside, San Bernardino, Orange, Los Angeles, Santa Barbara, Kern or San Luis Obispo, State of California, or outside the State of California, if it may be properly serviced by this Association as determined by the Board, shall be eligible for membership in this Association; provided, however, that no members shall be accepted from territory outside the boundaries established by the Joint Board Resolution adopted by this Association and the Northern California Golf Association, dated December 11, 1991, a copy of which is attached to these Bylaws as Exhibit "A".

Section 2. Membership. Pursuant to Article Fifth of the Articles of Incorporation of this Association ("Articles") and Section 7330 of the California Nonprofit Mutual Benefit Corporation Law, this Association shall have the following two classes of membership, Regular Member Clubs and Affiliate Member Clubs; provided, however, that only Regular Member Clubs as defined below shall be eligible to be "members" as that term is defined in Section 5056 of the California Nonprofit Corporation Law and shall be entitled to the rights and privileges of the members of this Association, unless otherwise expressly provided herein.

A. Regular Member Clubs. Regular Member Clubs shall include any properly organized club which is directly associated with any golf course, whether public or private, and

whether or not such course is owned or leased and operated by its members. In order to become or remain a Regular Member Club, any club shall be required to meet certain standard requirements as established by the Board from time to time.

B. Affiliate Member Clubs. Affiliate Member Clubs shall include any properly organized golf club which is not directly associated with a particular golf course. Nothing in this Article II shall be construed as limiting the right of the Association to refer to persons associated with it as "members" even though such persons are not Regular Member Clubs, including without limitation any Affiliate Member Clubs, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Association may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws or for the selection of delegates who possess any of the preceding voting rights, but no such person shall be a member within the meaning of said Section 5056, unless admitted as a Regular Member Club as provided in this Article II.

Section 3. Procedure for Obtaining Membership.

A. Applications. All applications for membership shall be in writing on the regular application form of this Association from time to time developed or modified by the Board of this Association. All applications shall be accompanied by certified copies of the Articles and Bylaws of the applicant, together with such evidence of control of its members as the Board in its sole discretion may require to insure proper organization and conformance with all rules, regulations, handicap procedures and other requirements of this Association.

B. Election. Any eligible applicant may be admitted to membership and classified as a Regular or Affiliate Member Club by a vote of not less than two-thirds (2/3) of the total fixed number of directors of this Association.

Section 4. Reclassification of Membership. If the character of a Member Club changes, then, either upon the application of any Member Club or upon the initiative of the Board, the membership of such club may be reclassified at any time by the Board of this Association upon the vote of at least two-thirds (2/3) of the total fixed number of directors of this Association.

Section 5. Voting Rights.

A. Vested In Regular Member Clubs. All voting rights of the members of this Association shall be vested solely and exclusively in the Regular Member Clubs. Each Regular Member Club shall be entitled to one (1) vote (unless otherwise expressly provided in these Bylaws) on all matters to be voted on by the members of this Association, and shall appoint a representative who shall vote at and officially represent such Regular Member Club at any annual or special meeting of members of this Association.

B. Selection of Representatives. The bylaws of each member club shall contain a reasonable method for selection or appointment of a representative who shall represent such Regular Member Club and exercise its voting rights at any annual or special meeting of the members of the Association. The Board of the Association shall be the sole judge of whether the representative selection method employed by a member is reasonable.

Section 6. Obligation and Discipline of Members.

A. Obligations of Membership. The acceptance of membership in this Association shall bind each Member Club to uphold the provisions of the Articles and these Bylaws, to abide by all the conditions, rules and regulations of this Association, and to accept and enforce all rules and decisions of the Board or any of its committees acting within its jurisdiction.

B. Termination of Membership. The Board, by two-thirds (2/3) vote of the fixed number of directors then in office, may terminate or suspend a membership or expel or suspend a Member Club for non-payment of fees, periodic dues or assessments as provided in Article V hereof or for conduct which the Board shall deem inimical to the best interests of the corporation, including without limitation the violation of these Bylaws or any other rules or regulations of this Association or the failure to satisfy the membership qualifications set forth in this Article II of the Bylaws or in the Articles. The Board shall give the Member Club which is the subject of the proposed action fifteen (15) days notice of the proposed expulsion, suspension or termination and the reasons therefor. The Member Club may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. A suspended Regular Member Club shall not be entitled to exercise any of its voting rights set forth in this Article II.

Section 7. Meetings.

A. Annual Meetings. Annual meetings of members shall be held on or about the first day of November at such time and place as may be fixed by the Board or the President of this Association. In any year in which directors are elected the

election shall be held at the annual meeting. Any other properly noticed business may be transacted at the meeting.

B. Special Meetings. Special meetings of members may be called at any time by the Board, the President, or by the greater of fifteen (15) Regular Member Clubs or five percent (5%) of all Regular Member Clubs. Upon request in writing to the President, the Vice President, or the Secretary by the required number of members (other than the Board) entitled to call a special meeting of members, such officer shall cause immediate notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within forty (40) days after receipt of the request, the members entitled to call the meeting may give the notice.

C. Notice of Annual or Special Meetings.

(i) Written notice of each annual or special meeting of members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member of record which is entitled to notice thereof; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, the notice shall be given not less than twenty (20) days before the meeting. Such notice shall state the place, date, and hour of the meeting and the general nature of the business to be transacted. Notwithstanding, subject to the provisions of applicable law, any matter may be presented and considered at the meeting for action, if more than one-third (1/3) of the Regular Voting Members are in attendance. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

(ii) Notice of a members' meeting shall be given either personally or by mail or by other means of written communication, addressed to a member at the address of such member appearing on the books of the Association or given by the member to the Association for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the Association is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient.

(iii) No notice of any annual or special meeting need be given to any Affiliate Member Club; provided,

however, that non-voting representatives appointed by Affiliate Member Clubs shall be entitled to attend any such annual or special meeting.

D. Quorum. The lesser of fifty (50) Regular Member Clubs or one-third (1/3) of the total Regular Member Clubs in the Association shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by class is required by law, by the Articles, or by these Bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

E. Adjourned Meetings and Notice Thereof.

(i) Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present in person, but in the absence of a quorum (except as provided in Section 7D of this Article II) no other business may be transacted at such meeting. No meeting may be adjourned for more than forty-five (45) days.

(ii) It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, that if after adjournment a new record date is fixed for voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting, as in the case of the meeting as originally called.

F. Voting. The Regular Member Clubs entitled to notice of any meeting or to vote at any such meeting shall be only Regular Member Clubs in whose name memberships stand on the records of the Association on the record date for notice determined in accordance with Section 7G of this Article II. No Regular Member Club shall be entitled to vote by proxy at any annual or special meeting of members. Each Regular Member Club shall be entitled to one vote, and shall not be entitled to cumulate its vote for the purpose of electing the Board of the Association or otherwise. Contested elections for the office of director shall be conducted by written ballot. In any such election of directors, the candidates receiving the highest number of votes shall be elected. Voting shall in all cases be subject to the provisions of Chapter 6 (Sections 7610-7616) of the California

Nonprofit Mutual Benefit Corporation Law.

G. Record Date.

(i) The Board may fix, in advance, a record date for the determination of the Regular Member Clubs entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than sixty (60) nor less than ten (10) days prior to the date of the meeting nor more than sixty (60) days prior to any other action. When a record date is so fixed, only Regular Member Clubs of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than thirty (30) days.

(ii) If no record date is fixed by the Board, the record date for determining Regular Member Clubs entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. Thus, if no record date is fixed by the Board and notice has been waived, Regular Member Clubs on the day preceding the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, Regular Member Clubs on the day preceding the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members. The record date for determining members for any purpose other than set forth in Section 7G or Section 7C of this Article II shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

H. Consent of Absentees. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not

a waiver of any right to object to the consideration of matters required by the California Nonprofit Mutual Benefit Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes thereof, except as provided in Section 7511(f) of the California Nonprofit Mutual Benefit Corporation Law.

I. Action Without Meeting.

(i) Subject to Section 7513 of the California Nonprofit Mutual Benefit Corporation Law, any action except the election of directors which, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if the following requirements are met: (a) the written ballot of every Regular Member Club is solicited; (b) the required number of signed approvals in writing, setting forth the action so taken, is received; (c) the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and (d) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes be fixed as provided in Section 7G of this Article II, the record date for determining members entitled to cast written ballots pursuant to this paragraph, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first.

(ii) Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all Regular Member Clubs individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

J. Inspectors of Election.

(i) In advance of any meeting of members, the Board may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any Regular Member Club shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more Regular Member Clubs, the majority of Regular Member Clubs represented in person shall determine whether one or three inspectors are to be appointed.

(ii) The duties of such inspectors shall be as prescribed by Section 7614(b) of the California Nonprofit Mutual Benefit Corporation Law and shall include:(a) determining the number of memberships outstanding and the voting power of each; (b) determining the memberships represented at the meeting;(c) determining the existence of a quorum; d) receiving votes, ballots, or consents;(e) hearing and determining all challenges and questions in any way arising in connection with the right to vote; (f) counting and tabulating all votes or consents; (g) determining when the polls shall close; (h) determining the result; and(i) doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

K. Conduct of Meeting. The President shall preside as chair at all meetings of the members. The chair shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The chair's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote which are represented in person at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the chair shall have all of the powers usually vested in the chair of a meeting of members.

ARTICLE III DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles, of these Bylaws, and of the California Nonprofit Mutual Benefit Corporation Law relating to actions required to be approved by the members or by a majority of the members, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Association to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

A. To select and remove all the other officers, agents, and employees of the Association, prescribe powers and duties for them as may not be inconsistent with law, the Articles,

or these Bylaws, fix their compensation, and require from them security for faithful service.

B. To conduct, manage, and control the affairs and activities of the Association and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws.

C. To adopt, make, and use a corporate seal and to alter the form of such seal from time to time.

D. To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 2. Number of Directors. The authorized number of directors shall be not less than sixteen (16) and not more than twenty-one (21) until changed by amendment of the Articles or these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution duly adopted by either the Board or the members from time to time. The exact number of directors shall normally be determined by the resolution of the Board of Directors approving the Nominating Committee report unless and until changed as otherwise provided in this Section 2.

Section 3. Nominating Procedure.

A. Nominating Committee. Within the Board of Directors there shall be a Nominating Committee to select qualified candidates for election to the Association's Board of Directors at least 90 days prior to the date of the meeting scheduled for such election. The Nominating Committee shall include as voting members, the Immediate Past President who shall be its chair, the President the Vice-President, the Secretary and the Treasurer only. The Nominating Committee shall complete its report at least 60 days before the date of such election or at such other time as the President shall determine. The names of the nominees for the Board shall be forwarded to each Regular Member Club at least 30 days in advance of the date of the meeting at which the election of directors is to occur.

B. Nomination By Petition. Nominees for the Board of Directors may be presented for consideration by the membership meeting at which directors are to be elected by petition forwarded to the President at least 30 days prior to the date of such meeting. To be valid, the petition shall: (i) contain the name of a nominee for each board member position which may be filled; (ii) be signed by or on behalf of no less than fifty (50) Regular Member Clubs; and, (iii) have attached to it certified resolutions of the governing boards of the fifty signatory clubs demonstrating their support for the petition. In the event no such petition is

forwarded timely, only the nominees designated in the report of the nominating committee shall be presented at the annual or special meeting of Members at which the Board of Directors is to be elected. If a valid and timely nominating petition is received by the President, it, and any information received regarding the qualifications and views of the nominees named in it, shall be forwarded to the members at least 20 days prior to the annual or special meeting at which the Board is to be elected along with a copy of the nominating committee's report. Any contested election for the Board of Directors shall be conducted by written ballot at the meeting scheduled for that purpose.

Section 4. Qualification Election and Term of Office. Each director shall be an individual member of a Member Club. No more than one (1) such member of any single Member Club shall be eligible to serve on the Board contemporaneously unless the number of directors shall at any time exceed the number of Member Clubs. Directors shall be elected at each annual meeting of the members, but if any such annual meeting is not held or the directors are not so elected, the directors may be elected at any special meeting of members held for that purpose. The directors in office shall continue in office until replaced by their successors. The Immediate Past President of the Association shall serve without vote as a member of the Board in addition to the number of Board members authorized by Article III, Section 2.

Section 5. Vacancies.

A. Resignations. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

B. Filling Vacancies. Vacancies in the Board may be filled by a majority of the remaining directors, although less than a quorum, or by the sole remaining director. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been elected and qualified.

C. Deemed Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, if the authorized number of directors is increased, or if the Regular Member Clubs fail, at any regular or special meeting of members at which any director or directors are elected, to elect the authorized number of directors to be voted for at that meeting.

D. Declared Vacancies. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or found by a

final order of judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law. The Regular Member Clubs may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

E. Effect of Reduction in Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association.

Section 7. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice in November of each year on a day and at a time fixed by the Board of Directors, and if no such day and time is fixed, it shall be held immediately following the annual meeting of members of the Association and at the same location.

Section 8. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 9. Special Meetings.

A. Authority to Call. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Vice President, the Secretary, or any two directors.

B. Notice Requirement. Special meetings of the Board shall be held upon seven (7) days' notice given personally, by first-class mail or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Association or as may have been given to the Association by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

C. Time of Notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common

carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 10. Quorum. A majority of the fixed number of directors constitutes a quorum of the Board for the transaction of business, except as provided in these Bylaws. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Participation by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the Association's corporate records or made a part of the minutes of the meeting.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjournment meeting to the directors who were not present at the time of the adjournment.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of

the Board.

Section 15. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association.

Section 16. Committees.

A. The Board may appoint one or more committees, each consisting of two or more directors (one of whom shall be the President), and delegate to such committees any of the authority of the Board except with respect to:

(i) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires approval of the members or approval of a majority of all members.

(ii) The filling of vacancies on the Board or on any Committee.

(iii) The amendment or repeal of bylaws or the adoption of new bylaws.

(iv) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(v) The appointment of other committees of the Board or the members thereof.

(vi) The expenditure of Association funds to support a nominee for director after there are more people nominated for director than can be elected.

(vii) The approval of any self-dealing transaction, as such transactions are defined in Section 7233(a) of the California Nonprofit Mutual Benefit Corporation Law.

B. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed

by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 17. Fees and Compensation. No director shall in any manner whatsoever receive any salary or compensation from the funds of the Association.

Section 18. Executive Director. The Board may retain an Executive Director to manage the general business affairs of the Association under the direction of the Association's officers and subject to whatever duties and responsibilities may be delegated to that individual by the officers or the Board from time to time. The Board shall have the power to remove the Executive Director from the employ of the Corporation, either with or without cause, but without prejudice to the rights, if any, of the Executive Director under any contract of employment with the Association.

Section 19. Immediate Past President. The President of the Corporation during the preceding year shall serve as Immediate Past President and as an Ex Officio (non-voting) member of the Board and shall chair the Nominating Committee as prescribed in Article III, Section 3., A. of these Bylaws.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election. The officers of the Association, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation.

A. Removal. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

B. Resignation. Any officer may resign at any time by giving written notice to the Association, but without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President is the general manager and chief executive officer of the Association and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the association. The President shall preside at all meetings of the Board and shall serve as a member of each committee of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 7. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

Section 8. Secretary.

A. Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be

kept, at the principal office in the State of California the original or a copy of the Association's Articles and Bylaws, as amended to date.

B. Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 9. Treasurer.

A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall at all times be open to inspection by any director.

B. Depositaries. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V DUES

Section 1. Payment of Dues. The annual dues each Member Club in each classification shall pay to this Association shall be determined on a per capita basis and the amount shall be determined each year for such classification by the Board. All member clubs shall be required to pay such membership dues for the next succeeding year, and such dues shall be payable January 1st of each year, or within thirty (30) days after notice of election to any class of membership (whether or not voting or a member within the meaning of Section 5056 of the California Nonprofit Corporation Law) in this Association. The annual dues shall become delinquent on the first day of April of each year, or within three months of notification of election, if then unpaid. If any Member Club shall fail to pay its membership dues, the Board of Directors may suspend such Member Club until the membership dues are paid in accordance with Section 6B of Article II hereof. In the event such Member Club fails to pay the membership dues within ten (10) days after written notice of suspension, the Board of Directors may commence proceedings to expel such Member Club from the Association in accordance with Section 6B of Article II hereof.

Section 2. Non-Payment of Dues. Representatives of Regular Member Clubs which have not paid all dues payable to the Association shall be ineligible to vote at any regular or special meeting of the Association, nor shall any member of a Member Club which has not paid all dues payable to the Association be eligible to enter any tournament or other event sponsored by the Association.

ARTICLE VI TOURNAMENTS

The Association shall conduct such tournaments as shall be determined by the Board of Directors, and such tournaments shall be held in such manner, at such places, and under such rules, regulations and procedures as the Board shall prescribe. The Board may provide appropriate prizes or trophies to be awarded to successful contestants in any such events.

ARTICLE VII CLUB USAGE

Section 1. Course Use.

A. Regular Member Clubs shall allow use of their golf course for Association events, without greens fees, one-half day per year, cumulative for a maximum of four years.

B. Choice of dates of such usage shall be mutually agreed upon by the Member Club and the Association.

ARTICLE VIII OTHER PROVISIONS

Section 1. Inspection of Corporate Records. Subject to Sections 8330, 8331, and 8332 of the California Nonprofit Mutual Benefit Corporation Law, a Regular Member Club may do either or both of the following for a purpose reasonably related to such Regular Member Club's interest as a member:

A. Inspect and copy the records of all the Member Clubs' names, addresses, and voting rights, at reasonable times, upon five business days' prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or

B. Obtain from the Secretary of the Association, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those Regular Member Clubs entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand.

The demand shall state the purpose for which the list is requested. The Secretary shall make the membership list available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

C. The Association may, within ten (10) business days after receiving a demand, as set forth above in paragraphs A. or B. of this Section 1, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. Any rejection of the Association's offer shall be in writing and shall indicate the reasons the alternative proposed by the Association does not meet the proper purpose of the demand made pursuant to paragraph A. or B. of this Section 1.

D. The accounting books and records and minutes of proceedings of the members and the Board and committees of the Board shall be open to inspection upon written demand on the Association of any Regular Member Club at any reasonable time for a purpose reasonably related to such Club's interests as a member. Anything herein to the contrary notwithstanding, no Affiliate Member Club shall have any right to inspect any of the books or records of the Association other than the Articles or Bylaws as provided in Section 2 of this Article VIII below.

Section 2. Inspection of Articles and Bylaws. The Association shall keep in its principal office in the State of California the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by any Member Club at all reasonable times during office hours.

Section 3. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof shall be signed on behalf of the Association by such person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 4. Representation of Shares of Other Corporations. The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent, and exercise on behalf of the Association all rights incident to any and all shares or memberships of any other corporation or corporations standing in the name of the Association. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 5. Indemnification. The Association shall have the power to indemnify directors, officers, employees and other agents of the corporation as provided in Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

Section 6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 7. Membership Certificates.

A. All Members Entitled. Subject to the provisions of Section 7313 of the California Nonprofit Mutual Benefit Corporation Law, every Member Club of the Association shall be entitled to a certificate signed in the name of the Association by the President or the Vice President, and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, certifying the fact of membership and the class of membership owned by the Member Club. Any or all of the signatures on the certificate may be facsimiles. If any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Association with the same effect as if such person were an officer, transfer agent, or registrar at the date of issue.

B. New Certificates. Except as provided in this

section, no new certificate for membership shall be issued in lieu of an old one unless the latter is surrendered and cancelled at the same time. The Board may, however, if any certificate for membership is alleged to have been lost, stolen, or destroyed, authorize the issuance of a new certificate in lieu thereof, and the Association may require that the Association be given a bond (or other adequate security) sufficient to indemnify it against any claim that may be made against it (including expense or liability) on account of the alleged loss, theft, or destruction of such certificate or the issuance of such new certificate.

Section 8. Amendments. These Bylaws may be amended or repealed by approval of the Regular Member Clubs or by the approval of the Board; provided, however, that a majority of the Regular Member Clubs must approve any action that would: (1) materially and adversely affect the rights of Regular Member Clubs as to voting, dissolution, or redemption, or transfer of memberships; (b) increase or decrease the number of memberships authorized in total or for any class; (c) effect an exchange, reclassification, or cancellation of all or any part of the memberships; (3) authorize a new class of membership; or change from a fixed to a variable number of directors or vice versa.

I hereby certify that the foregoing form of the ByLaws of the Southern California Golf Association was duly adopted at a special meeting of Members duly called for that purpose on the 29th day of August, 1995. Minor amendments not requiring Member approval were also made to Article II, Section 7, C, (ii) and Article III, Section 3, B of these Bylaws by resolution of the Board of Directors duly adopted on the 15th day of September, 1995.



Secretary