



# ADMIRAL BAKER MEN'S CLUB SAN DIEGO, CALIFORNIA

## CONSTITUTION

### ARTICLE I - ESTABLISHMENT

- SECTION 1. **Name.** The name of the Club shall be the Admiral Baker Men's Club.
- SECTION 2. **Existence.** This Club shall remain in existence until such time as three fourths of its regular membership shall vote to disband it. No member shall have any right, title, or interest in any of the assets of the Club unless the same is disbanded, in which event only regular members in good standing at the time the Club is disbanded may participate pro-rata in the assets.
- SECTION 3. **Fiscal Policy.** This club does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.
- SECTION 4. **Limitation of Powers.** Notwithstanding any purposes or powers delineated in this Constitution, this association 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 the organization.
- SECTION 5. **Legal Characteristic.** The Club is a 501©7 "Social Club" recognized by the IRS as a "Military oriented" club, and, under IRS Rules, cannot allow unrestricted access to membership by the general public. All applicants for membership must undergo vetting to ensure that commonly accepted standards of a military oriented club are maintained.

## **ARTICLE II - OBJECTIVES**

This Club has been formed and exists for the purpose of:

- (1) Playing the game of golf.
- (2) Promoting good fellowship and sportsmanship.
- (3) Learning and promoting the rules and etiquette of golf among the members.
- (4) Promoting tournaments among the members of the Club and between members of the Club and other clubs.
- (5) Establishing and maintaining handicaps for members which will be recognized by other clubs and golf associations.

## **ARTICLE III - OPERATIONS**

This Club intends to carry on its golf operations at the Admiral Baker Golf Course, but the Club is an independent agency of its own members and has no connection, either official or implied, with Admiral Baker Golf Course.

## **ARTICLE IV - MEMBERSHIP**

SECTION 1. **Composition.** The Club shall be composed of three classes of members: regular, associate, and honorary. No person has an absolute "Right" to be a member due to his background; however, it is the policy of the Men's Club to not consider an applicant's ethnicity or religious preference as a basis for acceptance or rejection to membership.

SECTION 2. **Regular members:**

- (a) Male members of the armed forces of the United States on active duty for a period of more than ninety days, male personnel receiving retainer pay either for career service or for disability discharge, and Reserve personnel possessing a valid "Active Reserve" ID card shall be eligible for regular membership.
- (b) Male dependents, 18 or older, who are sons or current legal spouses of active duty or retired female military personnel, and who possess a valid dependent's ID card.
- (c) Any active duty or retired male member of a foreign nation who has been granted playing privileges at its golf courses by the Commander, Navy Region Southwest.
- (d) Any retired or current male member of the Department of Defense having a valid Government ID card who has been granted playing

privileges at its golf courses by Commander, Navy Region Southwest.

**SECTION 3. Honorary Members:**

- (a) Honorary memberships may be granted by a majority vote of the Board of Governors. There is no limit on the number of Honorary memberships that the Board may grant.
- (b) Honorary membership shall entitle the holder to all privileges of the Club except to vote at the Club meetings and to hold office either as a Governor or Officer of the Club. An honorary member may serve on any committee of the Club unless this constitution, or the bylaws specifically prohibit such service. Honorary members are exempt from annual dues but must pay the same tournament entry fees as other members, except those who are exempt from paying annual fees at Admiral Baker Golf course. Those persons will pay a reduced fee, determined by the Tournament Chairman. Generally, the fee will be the standard Tournament fee less the green fee charges.
- (c) Honorary membership will expire at the annual election meeting of the Board and may be renewed at the time of expiration by vote of the new Board of Governors.

**SECTION 4. Associate Members:**

- (a) Associate members are male personnel over 18 years old who join the Men's Club under the SCGA Associate program. Their names will appear on the "Admiral Baker Golf Club (73-0100-01) Handicap Index/CH Report."
- (b) Associate members will not be eligible to play or join in any Men's Club event unless specifically authorized by the Board of Governors.

**SECTION 5. Acceptance of Members.** Each candidate's application for membership shall be reviewed by the Membership Chairman to determine whether they meet the membership criteria for their class of membership. The Treasurer will verify payment of dues. Upon verification that the candidate meets these requirements, the Membership Chairman will notify the SCGA of the new member and obtain his handicap number (GHIN). If there is any question of an applicant's meeting the standards of the Club the matter will first be brought before the Board of Governors for resolution.

SECTION 6. **Resignation.** Any member may resign by giving written or verbal notice to the President. Membership dues are not refundable.

SECTION 7. **Absentee Status.** Any regular member may request and be granted absentee status in accordance with such rules as may be prescribed by the Board of Governors. It is intended that absentee status provide relief from payment of dues for members who will be absent from the San Diego area for a considerable length of time but who expect to return and resume active participation in the Club. The rules for absentee status will provide that the absentee member may resume his regular membership status without a second formal acceptance for membership.

The Board of Governors will determine if the returning member receives credit for his dues during the time he was away. This category of membership is meant to account for members who receive official government issued orders or who are otherwise absent, but who desire to return to active membership in the future.

SECTION 8. **Membership.** No membership in this Club shall be assessable nor shall it be transferable.

SECTION 9. **Loss of Eligibility for Membership.** Any regular member who, by virtue of change of status, loses eligibility for regular membership in the Club shall submit his resignation from the Club at the earliest practical date. The Board of Governors will decide on a case-by-case basis whether to allow his membership to continue.

## **ARTICLE V - CLUB MEETINGS**

SECTION 1. **Regular Meetings.** Regular meetings of the Club shall be held at the discretion of the Board of Governors.

SECTION 2. **Annual Election Meeting** shall be held in January of each year. The results of the annual election of Board Members are to be announced by email to all members and will be posted on the Men's Club bulletin board.

SECTION 3. **Special Meetings.** Special meetings of the Club may be called by the President, Vice President acting for the President, or on the written request of any five members of the Board of Governors.

SECTION 4. **Notice of Meetings.** Two weeks' notice of the time and place of all meetings shall be given by the Secretary to all members of the Club.

SECTION 5. **Voting Privileges.** Only Regular members of the Club shall have voting privileges in club meetings.

SECTION 6. **Quorum.** Any number of eligible members in attendance at a regular general membership meeting shall constitute a quorum. A quorum at a Board of Governors meeting will be a simple majority of the currently serving governors.

SECTION 7. **Proxies.** Voting by proxy shall not be permitted.

## **ARTICLE VI - BOARD OF GOVERNORS**

SECTION 1. **Election.** There shall be a Board of Governors consisting of twelve or more Members. The Governors shall be elected by written ballot. If possible, at each annual election six (6) Governors will be elected to full terms of two years each. Terms of office shall commence for newly elected Governors at the first meeting of the Board following the election. Vacancies occurring on the Board of Governors shall be filled by appointment by the Board of Governors to serve the unexpired term of that vacancy. Nominees for election shall be selected during the period of 15 October through 15 November of each year. Normally by 15 November, but no later than 1 December, the Secretary shall provide the membership with ballots containing the list of candidates. Voting shall be held during the months of November and December and the results will be announced in December.

SECTION 2. **Composition.** All Regular members of the Men's Club are eligible to serve on the Board of Governors.

SECTION 3. **Powers and Duties.** Subject to the provisions of this constitution and to such action as may be taken from time to time by the Club itself at a regular or special meeting, the Board of Governors shall have entire control and management of the affairs, property and policy of the Club. The Board of Governors may not make and alter any bylaws or other rules not consistent with this constitution.

SECTION 4. **Committees.** The Board may delegate any of its powers or duties to a committee of three or more of its own number, except that no sub-committee shall have power to expel any member. The Board of Governors may also appoint from their own number or from the members of the Club, such committees as they may deem necessary, and shall define the duties and tenure thereof. The tenure of all committees shall be no longer than one year or until their successors are appointed.

SECTION 5. **Meetings.** New Board members, elected in December, shall be seated at the January Board meeting. The Board of Governors shall meet at the call of the President, Vice President acting for the President or on the written

request of any five members of the Board. At least two weeks' notice of the time and place of a meeting shall be given to each of the Board of Governors. Two consecutive unexcused absences by any member of the Board of Governors shall be considered detrimental to the interest of the Club and the seat may be declared vacated at the discretion of the Board of Governors by majority vote at a BOG meeting where a Quorum exists. Any vacancy thus created on the Board of Governors shall be filled as provided elsewhere in this constitution.

SECTION 6. **Quorum.** A majority of the currently serving Board of Governors shall constitute a quorum for the transaction of all business at any meeting of the Board of Governors and the affirmative vote of the majority of the Governors constituting a quorum shall be necessary to pass any resolution.

SECTION 7. **Proxies.** Voting by proxy shall not be permitted in any meeting of the Board of Governors.

SECTION 8. **Liability.** No indebtedness or liability shall be incurred by the Board of Governors in any year exceeding in amount the available funds on hand. No liability shall be incurred by any member of the Club, or member of any committee of the Club, unless the same shall be authorized by the Board of Governors or contained in the By-Laws.

## **ARTICLE VII - OFFICERS**

SECTION 1. **Election.** The Officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected by the Board of Governors from its own members and shall hold office for a period of one year or until their successors are chosen and installed. Any vacancy in the Officers occurring shall be filled by the Board of Governors from its own members. Officers so elected shall hold office only during unexpired terms of the Officers whom they succeed.

SECTION 2. **Installation.** The Officers and Governors chosen shall be duly installed and shall assume their duties at the meeting in which they were elected and shall so continue until their successors are duly elected and installed.

SECTION 3. **Powers and Duties:**

- (a) **PRESIDENT.** The President shall preside at all meetings of the Club and of the Board of Governors. He shall be a signatory on the bank account, along with the Treasurer, and be able to deposit and withdraw funds from the bank account along with the Treasurer. He

is to perform all duties of his office and shall advise such action as may be deemed by him likely to benefit and increase the effectiveness of the Club.

- (b) **VICE PRESIDENT.** In the absence or inability of the President to act, the Vice President shall assume the duties of the President. In the absence or disability of said Vice President, while acting as President, the Board of Governors shall elect from its own members a President Pro Temp.
- (c) **SECRETARY.** The Secretary shall keep the records of all meetings of the Club and of the Board of Governors. He shall give and serve notice of all meetings. He shall maintain historical records of all correspondence and files of the Club except those pertaining to the office of Treasurer. In general, he shall perform the duties traditionally incident to his office.
- (d) **TREASURER.** The Treasurer shall keep full and accurate accounts of all money received and shall deposit the same in the name and to the credit of the Club in such depositories as may be designated by the Board of Governors. He shall have the authority to receive and give receipt for all money due and payable to the Club from any source whatsoever and to endorse on behalf of the Club all checks, drafts, notes, warrants and order the payment of money. The Treasurer's report shall be audited as directed by the Board of Governors. In general, he shall perform the duties of his office. The Treasurer will be responsible for the filing of Federal and State taxes.
- e) **SECRETARY and TREASURER.** The office of Secretary and The Treasurer may but not need be held by the same person, at the discretion of the Board of Governors.

## **ARTICLE VIII - INITIATION FEE & DUES**

SECTION 1. **Fiscal year.** The fiscal year for all financial reporting and accounting shall be from 1 January through 31 December of each year.

SECTION 2. **Annual dues and other fees** shall be set by the Board of Governors to meet current requirements in providing handicapping services, operating and general funds.

SECTION 3. **Period of Membership.** Membership in the Club will be for 12 months from their payment of the annual dues. While many members are on a Jan 01 – 31 Dec membership period some members will be on other 12-month membership periods

according to when they first joined. Their membership period will conform to the SCGA's 12-month membership protocol.

## **ARTICLE IX - OBLIGATION AND DISCIPLINE**

The acceptance of membership in the Club shall bind each member to uphold all standards of conduct of the Club, provisions of the constitution, bylaws, and other rules of the Club and to accept and enforce all rules and decisions of the Board of Governors acting within its jurisdiction.

Members shall be subject to suspension or expulsion for unbecoming conduct detrimental to the game of golf, the good name of the Club, or the proper function or administration of the Club. Any charges preferred against any member must be in writing and signed by a regular member.

Any member failing in his obligations above set forth, except failure to pay annual dues, for which provision is made in Article VIII, may be suspended or expelled by a two-thirds vote of all members of the Board of Governors, provided such member shall have been given due notice in writing of the charges preferred against him and an opportunity to be heard in his own defense.

Any member thus suspended or expelled by a vote of the Board of Governors may appeal from its decision to the members at any regular or special meetings of the Club.

## **ARTICLE X - NOMINATIONS**

Nominations will be solicited by the Board of Governors at least six weeks prior to each annual election. The Board of Governors may also appoint a Nominating Committee of three regular members who shall solicit candidates for the Board of Governors to be voted on at the ensuing annual election.

## **ARTICLE XI - AMENDMENTS**

Amendments and changes to this Constitution may be made in any General Meeting of the Club, by a quorum of all present, provided written notice of the proposed amendment shall have been sent at least thirty days prior to the meeting. As wording of this Constitution is changed to reflect changes authorized by the membership as stated above the president and secretary will submit the proposed new wording to the Board of Governors for approval in a timely manner.

This Constitution may not be amended, nor the bylaws be changed so as to affect any contractual relationship then existing between the Club and any other person or corporation with which it may be contracted.



Adopted: Nov. 14, 1957

Amended:	April 28, 1966		
	Jan. 02, 1974	/s/ Tex Ireland	President
	Jan. 03, 1975	/s/ Chesey Neil	President
	Mar. 04, 1982	/s/ Jerry Tingle	President
	Nov. 18, 1983	/s/ Jerry Tingle	President
	Nov. 15, 1985	/s/ Robert Evans	President
	May 05, 1988	/s/ P. Christensen	President
	Nov. 16, 1989	/s/ D. B. Williams	President
	Apr. 18, 1995	/s/ J. R. Mastronardi	President
	Apr. 17, 1996	/s/ J. R. Mastronardi	President
	Nov. 20, 1996	/s/ G.H. Ernster	President
	Nov 10, 1999	/s/ G. H. Ernster	President
	Apr 2, 2002	/s/ G. H. Ernster	President
	Apr 8, 2003	/s/ J. Shields	President
	Jan 22, 2007	/s/ J. Bepko	President
	Apr 24, 2007	/s/ J. Bepko	President
	Feb 5, 2008	/s/ J. Bepko	President
	Apr 29, 2009	/s/ J. Bepko	President
	Sep 15, 2009	/s/ J. Bepko	President
	Apr 6, 2010	/s/ J. Bepko	President
	Apr 10, 2012	/s/ J. Bepko	President
	Oct 14, 2012	/s/ J. Bepko	President
	Apr 30, 2013	/s/ J. Bepko	President
	Apr 15, 2014	/s/ J. Bepko	President
	Jul 31, 2015	/s/ J. Bepko	President
	Feb 14, 2017	/s/ J. Bepko	President
	Feb 21, 2024	/s/ J. Bepko	President

Certified to be a true copy:



John J. Bepko III      President