AMENDED AND RESTATED BY-LAWS
OF THE COLORADO SENIOR GOLFERS' ASSOCIATION

AS OF NOVEMBER 14, 2019

ARTICLE I.

Section 1.
The name of the Association is THE COLORADO SENIOR GOLFERS' ASSOCIATION.

Section 2.
The corporate seal shall be circular in form and shall have inscribed thereon, in the outer circle, the name of the Association, and in the inner circle, the words "corporate seal."

Section 3.
The principal office of the Association and the registered office of the Association shall be designated from time to time, by the Board of Governors of the Association.

ARTICLE II.
OBJECT

This Association has been organized to promote and encourage friendly competition in the game of golf among the senior male member golfers of Colorado, and to provide an annual tournament exclusively for its members to be held at one of the golf courses in Colorado selected by the Executive Committee.

ARTICLE III.
MEMBERSHIP

Section 1.
Membership at all times shall be subject to the By-Laws then in force and such By-Laws, whether inforce or thereafter adopted, shall be considered, and be an essential part of the contract of membership between the Association and such member.

Section 2. <u>Qualification for Membership.</u>
Any gentleman, fifty-five (55) years of age or over, a resident of Colorado, and a member, with an active GHIN number, of a Colorado golf club in good standing, which club is a member of the Colorado Golf Association, and is recognized by the Colorado Senior Golfers' Association may, subject to approval of the Board of Governors, be elected a member of this Association.

Section 3. Honorary Membership.

The Board of Governors is hereby authorized to grant honorary life memberships as the Board may decide in its sole discretion.

Section 4. Proposal for Membership.

Every candidate for membership, except honorary memberships as above described, must be proposed by one and seconded by another member of the Association. The application, when approved by the Membership Committee, shall be voted upon by the Board of Governors. A majority of the Board of Governors present at the time of the meeting in which said application is considered is necessary for election.

Section 5. Fees.

The Board of Governors shall determine from time to time the appropriate initiation fee and annual dues to be paid by the members.

A statement of annual dues will be mailed to each member. Any member who fails to pay the annual dues within sixty (60) days of the annual dues notice shall be automatically terminated from membership, provided, however, that said membership may be reinstated by the Executive Committee, in their sole discretion, upon written application and payment of the amount in default.

Section 6. Limitation of Membership.

The Board of Governors shall from time to time determine the membership limits. Any member that reaches 80 years of age, as of January 1 of the Association's operating year, will not be counted in the limitation of members. A waiting list shall be maintained by the Executive Committee. Each year the Executive Committee shall fill any openings to membership of the Association from the waiting list.

ARTICLE IV.
MEETINGS

Section 1. Annual Meeting.

The annual meeting of the membership shall be held at the host club of the annual tournament for the purpose of electing governors and for the transaction of such other business as may come before the meeting.

If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day.

If election of Governors shall not be held on the day designated herein, the Board of Governors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be.

Section 2. Special Meetings.

Special meetings of the membership for any purpose may be called by the President or by the Board of Governors and shall be called by the President at the request of not less than one-tenth (1/10th) of the membership.

Section 3. Order of Business.
The order of business at all meetings shall be as follows:

1. Reading of minutes of the preceding meeting.
2. Report of President.
3. Report of Secretary/Treasurer.
4. Report of Executive Committee.
5. Unfinished business.
6. New business.
7. Election to the Board of Governors.

Section 4. Time and Place of Meetings.
The Board of Governors may designate any time and place within the State of Colorado for any annual meeting or for any special meeting.

Section 5. Notice of Special Meetings.
Written or printed notice stating the place, day and hour of any meeting, and in event of a special meeting, the purpose for which said meeting is called, shall be mailed not less than ten (10) nor more than thirty (30) days before the day of the meeting to each member entitled to vote in said meeting, and at the address as shown by the record of membership of the Association.

Section 6. Voting Lists.
The Secretary of the Association shall, prior to holding of each meeting of membership, make a complete list of members entitled to vote at such meeting, arranged in alphabetical order, which shall be brought to said meeting, and be subject to inspection of any member at and during the holding of said meeting.

ARTICLE V.
BOARD OF GOVERNORS

Section 1.
The business and affairs of the Association shall be under the jurisdiction and control of a Board of Governors, consisting of eighteen (18) members. Each member of the Board of Governors shall serve for a six-year term. Effective at the annual meeting for calendar year 2015 and thereafter the Board of Governors shall consist of twelve (12) members. In addition, the immediate Past President will continue as an ex officio member of the Board of Governors for one year following the conclusion of his term as President.

Section 2. Vacancies.
A member of the Board of Governors may resign at any time by giving written notice to the President or Secretary of the Association. Such resignation shall be effective when accepted by the Board of Governors. Any vacancy occurring in the Board of Governors may be filled by an affirmative vote of a majority of the remaining Governors at any meeting. A Governor appointed by the Board of Governors to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 3. Meetings.

The Board of Governors may hold a meeting at such time as may be designated by the President or Secretary, upon five (5) business days' notice by mail or otherwise, directed to each member of said Board, provided, however, that any member may waive notice of any meeting; and provided, further, that the attendance of any member of the Board of Governors at any meeting shall constitute a waiver of notice of such meeting.

Between meetings, actions that require approval of the Board of Governors such as election of new members, may be taken by a poll of the Board members by electronic means such as email. Such actions will be recorded in the Secretary/Treasurer's report at the next Board meeting and in the Minutes of such meeting.

Section 4. Quorum.

Five (5) members of the Board of Governors shall constitute a quorum at any meeting.

Section 5. Executive Committee.

The Board of Governors by resolution adopted by a majority thereof, may designate and appoint an Executive Committee composed of the President, first Vice President, second Vice President, immediate Past President, Secretary/Treasurer, and two other members of the Board of Governors. The Executive Committee shall have and may exercise all of the authority of the Board of Governors, provided that no such delegation of authority shall ever operate to relieve the Board of Governors or any member thereof from responsibility imposed by law. The Executive Committee shall perform functions of the Board of Governors when the latter is not in session, and may have arbitrary power in the conduct of activities of the Association, including authority to appoint committees for membership and tournaments when authorized by the Board of Governors.

Section 6. Nominating Committee.

The Executive Committee shall also function as the Nominating Committee. The Nominating Committee shall, not less than ten (10) days before the annual meeting, place in nomination their choice of candidates for election to the Board of Governors. The Board of Governors shall have the right to provide for any other committees, which in their judgment may be necessary, and such committees shall be appointed by the President.

ARTICLE VI.
OFFICERS

Section 1.

Officers shall be elected by the Board of Governors and shall consist of a President, two Vice Presidents, and a Secretary and a Treasurer, provided that the office of Secretary and Treasurer may be combined, and held by one person, and the immediate Past President.

Section 2.

In all cases where the duties of any officer, agent or employee are not prescribed by the By-Laws or by the Board of Governors, such officer, agent or employee shall follow orders of the President. The Offices of President and Vice President(s) from the group of Board members who are members of one of the Founding Clubs. For this purpose the "Founding Clubs" are Cherry Hills CC, Columbine CC, Denver CC, Lakewood CC, and Pinehurst CC.

Section 3. Election and Term of Office.

The officers of the Association shall be elected by the Board of Governors annually, at the first meeting of the Board of Governors held after each annual meeting of the membership. Each officer so elected shall hold office for one (1) year except for the Secretary/Treasurer who shall serve for a period of three (3) years or until the first of the following to occur:

1. Until his successors shall have been duly elected and shall have qualified;
2. Or until his death;
3. Or until he shall resign;
4. Or until he shall have been removed in the manner hereinafter provided.

Section 4. Removal.

Any officer or agent may be removed by the Board of Governors, whenever, in its judgment, the best interests of the Association shall be served thereby.

Section 5. Vacancies.

A vacancy in any office shall be filled by the Board of Governors for the unexpired portion of the term.

Section 6. President.

The President shall be the chief executive officer and have general supervision of the affairs of the corporation as set forth in these By-Laws, and as ordered by the Board of Governors. He shall execute, on behalf of the Association, all written instruments.

The President shall preside at all membership meetings and meetings of the Board of Governors. He shall also preside at committee meetings where a chairman of said committee shall not have been designated. He shall be an ex officio member of all committees.

The President shall give notices of any and all meetings of membership, both general and special, as required by these By-Laws.

Section 7. Vice President.

In the absence of the President, the first Vice President shall perform the duties of the President and in the absence of both, the second Vice President shall perform such duties.

Section 8. Secretary/Treasurer.

The Secretary shall have possession of the corporate seal and shall act with the President in attesting necessary instruments and other documents executed by the President.

The office of the Secretary/Treasurer may be combined, and when so combined, the Secretary shall send notices of and collect all dues and tournament fees from members of the Association.

Prior to the first meeting of the Board of Governors in the Associations' operating year, the Secretary/Treasurer shall prepare and submit an annual budget. Such budget shall be approved by the Board or, as modified or amended by the Board, approved as so modified or amended.

The Secretary/Treasurer shall deposit all such funds in a bank selected by him and approved by the Board of Governors.

He shall pay all bills of the Association after the same have been approved by the President.

The Secretary/Treasurer shall provide all necessary financial·information relating to the Associations' business operations to the certified public accountant preparing the Associations' state and/or federal tax returns. The Secretary/Treasurer shall insure that such returns are filed in a timely manner.

He shall keep the membership roll of Association members, and send notices of meetings as required by these By-Laws, and also notices of the annual tournament to all members.

He shall keep minutes of all meetings and attend to correspondence of the Association.

Section 9. Immediate Past President.

The immediate Past President is a member of the Executive Committee and performs duties assigned by the Board or the President.

ARTICLE VII.
ANNUAL TOURNAMENT

Section 1.

The Annual Tournament shall consist of a minimum of eighteen (18) holes of strokes play. The winner shall be the member with the low gross score who shall be declared the Senior Champion. In the event of ties for low in the contest for Senior Champion, there shall be a play-off to determine the winner by comparing the score on each hole, taking into account the handicap on each hole shown by the score card.

If there are sufficient entries, a special class may be arranged for those who desire to play only nine (9) holes a day.

Section 2.

The players shall be grouped as follows:

Life	80 & over
A	75·79
B	70·74
C	55·69

Prizes may be awarded in each class as may be determined in advance of play by the Board of Governors, or at its election, by the Tournament Committee.

In the event of ties, a play-off shall be had between the contestants by handicap holes on scorecard.

No player shall receive more than one competitive prize at the annual tournament.

Section 3.
All historic trophies shall remain the property of the Association and shall be kept on display as designated by the Association.

Section 4.
The Association shall not accept from any individual, firm or corporation, any prize or trophy to be competed for in any of its tournaments when such is offered for advertising purposes.

ARTICLE VIII.
HANDICAPS

Section 1.
The Executive Committee shall have the authority to appoint a Tournament Committee or the Executive Committee may act as the Tournament Committee, and in any event, shall have arbitrary authority to adjust handicaps at any time.

Section 2.
Any member desiring to enter competitive play at the Annual Tournament shall submit his current established handicap upon the tournament entry card provided by the Association.

Section 3.
In case an entrant does not submit his required handicap, then such member or members shall be assigned a handicap by the Tournament Committee.

ARTICLE IX.
AMENDMENTS

Section 1.
These By-Laws may be amended, altered or revoked in the manner provided by the statutes of the State of Colorado governing non-profit corporations at the time of said amendment by consent, or at any regular or special meeting of the Board of Governors by an affirmative vote of a majority of the whole Board, provided that written notice of the subjects affected by any proposed amendment shall be given to the Board of Governors at least ten (10) calendar days before the meeting, whether regular or special

Section 2. <u>Quorum</u>.
Ten percent (10%) of the total membership shall constitute a quorum at any annual or special meeting of the Association.

ARTICLE X.
MISCELLANEOUS

Section 1.

The Board of Governors shall appoint an Audit Committee, when requested, consisting of three (3) members who shall inspect the records of the Treasurer and report the results of their audit to the Board of Governors.

Section 2.

The Executive Committee may establish and pay reasonable compensation to the Secretary/Treasurer or to any member in connection with any special projects.

CERTIFICATION

Adopted pursuant to Resolution, October 2, 2017.

R. Michael Haas
Secretary/Treasurer
The Colorado Senior Golfers' Association

Pursuant to Article IX, Section 1, of the *Amended and Restated By-Laws of the Colorado Senior Golfers' Association*, on 23 July 2019 the Board of Governors approved amending the By-Laws by adding Section 7 and 8 to Article III. Membership, to wit:

Section 7. <u>Discipline</u>.

Any Member of the Association whose conduct is deemed by the Board of Governors to be harmful to the welfare, safety, harmony, good reputation, or best interests of the Association may be reprimanded, fined, suspended or expelled from the Association by action of the Board of Governors for such period of time as the Board of Governors may determine. The Board of Governors shall be the sole judge of such conduct after first giving the member an opportunity to explain their actions. The Board of Governors reserves the right to delegate authority regarding discipline to the President or the Association's Executive Committee. Any Member who has been expelled shall forfeit all of their initiation and annual fees paid to the date of the Board action.

Section 8. <u>Resignation</u>.

Any Member may resign at any time by giving notice (written or verbal) to the President or Secretary of the Association. Such resignation shall be effective when accepted by the Board of Governors or Executive Committee. The Member who resigns shall forfeit all of their initiation and annual fees paid to the date of the resignation.

<u>CERTIFICATION</u>

Adopted pursuant to Resolution, July 23, 2019.

R. Michael Haas
Secretary/Treasurer
The Colorado Senior Golfers' Association

*** Form 990 Online Filers: Please sign and date in Part II and then email a scanned PDF copy of the signed form to signatureforms@form990.org or fax it to 866-699-3916

Form **8453-EO**

Exempt Organization Declaration and Signature for Electronic Filing

OMB No. 1545-1879

2018

For calendar year 2018, or tax year beginning 01/01, 2018, and ending 12/31, 20 18

Department of the Treasury
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization	Employer identification number
Colorado Senior Golfers' Association	84-6036514

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a,** or **5a** below and the amount on that line of the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b,** or **5b,** whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

1a	**Form 990** check here ▶ ☐	b	**Total revenue,** if any (Form 990, Part VIII, column (A), line 12)	1b	
2a	**Form 990-EZ** check here ▶ ☑	b	**Total revenue,** if any (Form 990-EZ, line 9)	2b	27,717
3a	**Form 1120-POL** check here ▶ ☐	b	**Total tax** (Form 1120-POL, line 22)	3b	
4a	**Form 990-PF** check here ▶ ☐	b	**Tax based on investment income** (Form 990-PF, Part VI, line 5)	4b	
5a	**Form 8868** check here ▶ ☐	b	**Balance due** (Form 8868, line 3c)	5b	

Part II Declaration of Officer

6 ☐ I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

☐ If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2018 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS **(a)** an acknowledgement of receipt or reason for rejection of the transmission, **(b)** the reason for any delay in processing the return or refund, and **(c)** the date of any refund.

Sign Here ▶ RM Haas (Signature of officer) | 11-14-19 (Date) ▶ Secretary/Treasurer (Title)

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS *e-file* Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature ▶	Date	Check if also paid preparer ☐	Check if self-employed ☐	ERO's SSN or PTIN
	Firm's name (or yours if self-employed), address, and ZIP code ▶				EIN / Phone no.

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ☐	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	