

**AMENDED AND RESTATED**  
**BY-LAWS**  
**OF**  
**PGA WEST MEMBERS ASSOCIATION**  
A California Nonprofit Mutual Benefit Corporation

**ARTICLE I**

The name of this corporation (the "Corporation") is:

PGA WEST MEMBERS ASSOCIATION

**ARTICLE II**

**OFFICES**

**Section 1. PRINCIPAL OFFICE.** The principal office for the transacting of the activities, affairs and business of the Corporation ("Principal Office") is located at The Club at PGA West, 55-955 PGA Boulevard, La Quinta, State of California, County of Riverside. The Board of Directors (referred to sometimes in these By-Laws as the "Board") may change the location of the Principal Office from one location to another. Any change of location of the Principal Office shall be noted by the Secretary on these By-Laws opposite this Section, or this Section may be amended to state the new location.

**Section 2. OTHER OFFICES.** The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III**

**PURPOSES AND LIMITATIONS**

**Section 1. GENERAL PURPOSE.** The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the California Nonprofit Mutual Benefit Corporation Law (the "Nonprofit Corporation Law").

**Section 2. SPECIFIC PURPOSES.** The specific purposes of this Corporation are pleasure, recreation and other non-profitable purposes including:

(a) the promotion and encouragement of golf, tennis, physical education and other athletic sports;

(b) the promotion and encouragement of the sport, pleasure, exercise and recreation of the Associate Members;

(c) the promotion of sociability, friendships and mutually beneficial relationships among the Associate Members;

(d) the management and conduct of entertainment, excursions and social functions for the Associate Members;

(e) the management and conduct of golf competitions for the Associate Members both at The Club at PGA West (the “Club”) and elsewhere, consistent with applicable rules and regulations; and

(f) the representation of Associate Members as members of the Club in their relations with the owner and manager of the Club with regard to membership rights and privileges and other Club issues, that affect Associate Members.

### **Section 3. LIMITATIONS.**

(a) Non-partisan Activities: This Corporation has been formed under the Nonprofit Corporation Law for the purposes stated in this Article III. The Corporation shall be non-partisan, and no substantial part of its activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

(b) Dedication of Assets: The properties and assets of this Corporation are irrevocably dedicated to fulfillment of its purposes and objectives. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any Director of this Corporation except in fulfillment of said purposes and objectives. On liquidation or dissolution, all properties, assets and obligations shall be distributed pursuant to the applicable provisions of the California Corporation Code.

## **ARTICLE IV**

### **ASSOCIATE MEMBERS AND DUES**

**Section 1.** This Corporation shall have no statutory members, as defined in Section 5056 of the California Corporation Code (the “Code”).

**Section 2. ASSOCIATE MEMBERS.** Any person eighteen (18) years of age or older, of good character and dedicated to the purposes of this Corporation and who is either a member of The Club at PGA West, La Quinta, California, as presently constituted or any successor organization similarly constituted, or a resident in the City of La Quinta in the area generally known as PGA West, shall be eligible to become an Associate Member of this Corporation upon acceptance of his or her application by the Board of Directors and payment of such dues as may from time to time be fixed by the Board. Members of the Board of Directors must be Associate Members who are members of the Club at PGA West. Associate Members are not statutory members, as that term is defined in Section 5056 of the Code.

**Section 3. DUES, FEES AND ASSESSMENTS.** To remain in good standing, each Associate Member must pay, within the time and on conditions set by the Board of Directors, annual dues in amounts which may be fixed from time to time by the Board. No assessment may be levied on Associate Members.

**Section 4. ANNUAL MEETING OF ASSOCIATE MEMBERS.** It is not necessary to hold an annual meeting of Associate Members. However, if ten percent (10%) or more of the Associate Members submit to the Board of Directors a written request for a meeting of the Association Members, such a meeting shall be called within forty-five (45) days of receipt of such a request. At such meeting, the officers of the Corporation will report on the status of the Corporation and significant events affecting the Corporation.

**Section 5. TERMINATION OF ASSOCIATE MEMBERSHIP STATUS.**

(a) Causes of Termination: The Associate Membership status of any Associate Member shall terminate upon occurrence of any of the following events:

- (i) The resignation of the Associate Member.
- (ii) The failure of the Associate Member to pay any dues in the amounts and within the times set forth by the Board of Directors.
- (iii) The determination by the Board of Directors, or a Board committee designated to make such determination, that the Associate Member has failed in a material and serious degree to observe the rules of conduct for Associate Members as promulgated by the Board from time-to-time.

(b) Procedure for Expulsion: Following a determination under subparagraphs (a)(ii) and (a)(iii) above, that an Associate Member's Membership status should be terminated, the following procedure shall be implemented:

- (i) A notice shall be sent by prepaid, first-class, or registered mail to the most recent address of the Associate Member as shown on the Corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(ii) The Associate Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by an Associate Membership Status Committee composed of not fewer than three (3) Directors appointed by the President. The notice to the Associate Member of his/her proposed expulsion shall state the date, time, and place of the hearing on his/her expulsion.

(iii) Following the hearing, the Associate Membership Status Committee shall decide whether or not the Associate Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Committee shall be final.

(iv) Any Associate Member who has been expelled shall receive a prorated refund of dues already paid.

#### **Section 6. TRANSFER OF ASSOCIATE MEMBERSHIP.**

Associate Memberships are not transferable.

### **ARTICLE V**

#### **COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors shall be composed of the Member-elected Advisory Board of Governors for the Club at PGA West and the Presidents of the PGA West Men's Golf Association, Ladies Golf Association, and Tennis Association.

Any additional Directors beyond those designated above pursuant to Article VI, Section 2 shall be appointed by a majority vote of the then existing Board of Directors.

### **ARTICLE VI**

#### **DIRECTORS**

##### **Section 1. POWERS.**

(a) General Corporate Powers: Subject to the provisions and limitations of the Nonprofit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers: Without prejudice to the general powers, set forth in Section 1(a) of this Article VI, but subject to the same limitations, the Board of Directors shall have the power to:

(i) appoint and remove at the pleasure of the Board all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these By-Laws; and fix their compensation;

(ii) change the Principal Office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of meetings of the Board;

(iii) adopt, make, alter and use a corporate seal;

(iv) acquire real property in furtherance of the purposes of the Corporation; and

(v) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

**Section 2. NUMBER AND QUALIFICATION OF DIRECTORS.** The authorized number of Directors shall not be less than twelve (12), nor more than seventeen (17), until changed by an amendment to this Bylaw. The exact number of Directors shall be twelve (12) until changed by resolution of the Board within the limits specified herein. Directors need to be residents of the State of California, but they must be Associate Members of this Corporation and members of The Club at PGA West, La Quinta, California, as constituted as of September 1, 1996, or any successor organization similarly constituted.

**Section 3. TERM OF OFFICE OF APPOINTED DIRECTORS.** The Directors appointed by the Board of Directors shall serve for a period of one (1) year and shall be elected annually in the month of May by the Board of Directors. Each Director, including a Director elected to fill a vacancy shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

#### **Section 4. VACANCIES.**

(a) Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of a court or convicted of a felony; or (iii) an increase of the authorized number of Directors. A majority of the remaining Directors shall fill such vacancies by appointing qualified individuals to serve the remainder of the one (1) year term.

(b) Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is to be effective at a later time, the Board may appoint a successor to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

**Section 5. DIRECTORS' MEETINGS; PLACE OF MEETINGS; MEETINGS BY TELEPHONE.** Regular meetings of the Board of Directors may be held at any place within the State of California that has been designated from time-to-time by resolution of the Board. Special meetings of the Board shall be held at any place within the State of California that has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

**Section 6. ANNUAL MEETING.** The Board of Directors shall hold a regular meeting during the month of May of each year for the purpose of organization, election of officers, election of directors pursuant to Section 3 of this Article VI, and the transaction of other business. The Board shall determine the specific date of such meeting. Notice of this meeting shall be required.

**Section 7. OTHER REGULAR MEETINGS.** Other regular meetings of the Board of Directors shall be held without notice at such time and place as the Board may fix from time to time.

**Section 8. SPECIAL MEETINGS.**

(a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President, any Vice-President, the Secretary, or any three (3) Directors.

(b) Notice.

(i) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone, either directly to the Director or to a person at the Director's office or residence who would reasonably be

expected to communicate such notice promptly to the Director; (d) by telegram, charges prepaid; (e) by facsimile transmission; or (f) by electronic mail message. All such notices shall be given or sent to the Director's address, telephone or facsimile numbers, or electronic mail address as shown on the records of the Corporation.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time of the meeting and the place of the meeting, if the place is other than the Principal Office of the Corporation. It need not specify the purpose of the meeting.

**Section 9. QUORUM.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VI. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the provisions of the Nonprofit Corporation Law, including those provisions relating to (i) approval of contracts or transactions between the Corporation and one or more Directors or between the Corporation and any entity in which a Director has a direct or indirect material financial interest; (ii) creation of and appointments to committees of the board; and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section 10. WAIVER OF NOTICE.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

**Section 11. ADJOURNMENT.** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Section 12. NOTICE OF ADJOURNMENT.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than two (2) weeks, in which case personal notice of the time and place of the adjourned meeting shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 13. ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and

effect as any other validly approved action of the Board. Such consents may be signed in counterparts and all such consents shall be filed with the minutes of the Board.

**Section 14. COMPENSATION AND REIMBURSEMENT.** Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

## **ARTICLE VII**

### **COMMITTEES**

**Section 1. COMMITTEES OF DIRECTORS.** The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees to provide recommendations to the Board, including an Executive Committee, each consisting of one or more Directors to serve at the pleasure of the Board. The Board may appoint Associate Members, who are not Directors, to any such committee, except the Executive Committee. Any committee, to the extent provided in the Board resolution, creating it or amending its purpose and/or powers, shall have the authority of the Board, except that no committee, regardless of Board resolution, shall have the power to:

- (a) fill vacancies on the Board or on any committee of the Board;
- (b) fix compensation of the Directors for serving on the Board or on any committee;
- (c) amend or repeal By-Laws or adopt new By-Laws;
- (d) amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (e) create any other committees of the Board or appoint the members of Committees of the Board; and
- (f) approve any transaction (i) to which the corporation is a party and one or more Directors have a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation or an entity in which one or more Directors have a material financial interest.

**Section 2. MEETINGS AND ACTIONS OF COMMITTEES.** Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with, the provisions of these By-Laws, concerning meetings of Directors and other Board actions, including actions by written consent, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors, if any, or by vote of the committee members. Special meetings of committees may also be called by resolution of the

Board of Directors. Notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. Minutes of each meeting of a committee shall be kept and shall be filed with the Secretary, who shall keep them with the corporate records. The Board of Directors may adopt rules for the governance of any committee, not inconsistent with the provisions of these By-Laws.

## **ARTICLE VIII**

### **OFFICERS**

**Section 1. OFFICERS OF THE CORPORATION.** The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation also may have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

**Section 2. ELECTION OF OFFICERS.** The officers of the Corporation, shall be chosen annually by the Board of Directors at the Board meeting during May. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

**Section 3. SUBORDINATE OFFICERS.** From time to time, the Board may appoint any other officers that it determines the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties, specified in the By-Laws and determined from time-to-time by the Board of Directors.

**Section 4. REMOVAL OF OFFICERS.** Subject to the rights, if any, of an officer under any contract of employment, an officer may be removed, with or without cause, by the Board of Directors.

**Section 5. RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section 6. VACANCIES IN OFFICES.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to that office.

## **Section 7. RESPONSIBILITIES OF OFFICERS.**

(a) Chairman of the Board. If a Chairman of the Board is elected, he or she shall preside at Board meetings and exercise and perform such other powers and duties as the Board may assign from time-to-time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties prescribed by these By-Laws for the President of the Corporation.

(b) President. Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall supervise, direct, and control the Corporation's activities, affairs, and officers. In the absence of the Chairman of the Board, or if there be none, the President shall preside at all Board meetings. The President shall have such other powers and duties as may be prescribed by the Board of Directors.

(c) Vice-Presidents. In the absence or disability of the President, the Vice-Presidents, if any, in order of tier rank as fixed by the Board or, if not ranked, a Vice-President shall have all the powers of and be subject to all the restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board may prescribe.

(d) Secretary.

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at such place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes shall include the time and place of meetings and whether meetings were regular or special. If special, the minutes shall state how the meeting was authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices, Seal and Other Duties. The Secretary shall give or cause to be given, notice of meetings of the Board and of committees of the Board required by the By-Laws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board.

(e) Chief Financial Officer.

(i) Books of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times. The Chief Financial Officer shall provide to the Directors such financial statements and reports as may be required to be given by law, these By-Laws or the Board.

(ii) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the President and the Directors, when requested, an account of all of his transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board.

(iii) Bond. If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its book, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office.

## **ARTICLE IX**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

**Section 1. RIGHT OF INDEMNITY.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code (the “Code”), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amount actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described on that Section. “Expenses”, as used in this Article, shall have the same meaning as in Section 7237(a) of the Code.

**Section 2. APPROVAL OF INDEMNITY.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the Code, the Board shall promptly determine under Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7273(b) or Section 7273(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect which indemnification is sought prevents the formation of a quorum of Directors, who are not parties to that proceeding, the issue of indemnification, including whether or not the applicable standard of conduct has been met, shall be decided by the court in which such proceeding is or was pending upon application made by the Corporation or the agent, the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

**Section 3. ADVANCEMENT OF EXPENSES.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt of the Corporation of any undertaking by or on behalf of

that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

**Section 4. INSURANCE.** The Corporation shall have the right to purchase and maintain director's and officer's liability insurance, or similar liability insurance coverage, to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

## **ARTICLE X**

### **RECORDS AND REPORTS**

#### **Section 1. MAINTENANCE OF CORPORATE RECORDS.**

The Corporation shall keep:

- (a) Adequate and correct books and records of account, which shall be kept either in written form or in any other form capable of being converted into written form; and
- (b) Written minutes of the proceedings of the Board, and committees of the Board.

**Section 2. MAINTENANCE OF ARTICLES AND BY-LAWS.** The Corporation shall keep at its Principal Office, the original or a copy of the Articles of Incorporation and the By-Laws, as amended to date.

**Section 3. INSPECTION BY DIRECTORS.** Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**Section 4. ANNUAL REPORT.** An annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that they were prepared without an audit from the books and records of the Corporation;
- (b) any information that is required by Section 5 of this Article.

**Section 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.**

As part of the annual report, the Corporation shall prepare and furnish to the Directors a statement of any transactions or indemnifications of the following kinds:

(a) any transaction (i) to which the Corporation was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which any Director or officer of the Corporation had a direct or indirect material financial interest (a mere common directorship does not by itself constitute a material financial interest). The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, when applicable, the amount of that interest.

(b) a brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$5,000 paid during the fiscal year to any officer or Director of the Corporation under Sections 1, 2 and 3 of Article IX of these By-Laws.

**Section 6. REPORTS TO ASSOCIATE MEMBERS.** At least two times a year the Board of Directors, or its Executive Committee if one exists, shall make a written report to the Associate Members, regarding matters of current interest. A newsletter or other similar means may be used as the vehicle for such report.

**ARTICLE XI**

**CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of constructions, and definitions in the Nonprofit Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the proceeding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

**ARTICLE XII**

**AMENDMENTS**

These Amended and Restated By-Laws may be adopted, amended or repealed by the Board of Directors.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the duly elected and acting Secretary of PGA WEST MEMBERS ASSOCIATION, a California Nonprofit Mutual Benefit Corporation, and the above By-Laws, consisting of fourteen (14) pages are the By-Laws of this Corporation as adopted by the Board of Directors of this Corporation, acting by a majority vote, dated \_\_\_\_\_.

DATED: \_\_\_\_\_

\_\_\_\_\_  
**SECRETARY**