

**AMENDED AND RESTATED BYLAWS
BRAEMAR GOLF ASSOCIATION
APRIL 2022**

I. Purpose

The Braemar Golf Association (BGA) is an unincorporated association organized to provide consultation and advice to the management of Braemar Golf Course in the City of Edina (Braemar), as further described below, and which has been formed to represent Minnesota residents who have an interest in promoting golf as a social and competitive sport in the City of Edina.

II. Goals

- A. To promote golf at Braemar for social and competitive purposes, within and between organized leagues and for non-league golfers.
- B. To continually review and assess the status and condition of Braemar in terms of its physical condition and plant (both capital improvements and maintenance) and operations, and to provide counsel to the General Manager with respect to the BGA's findings and recommendations in these areas.
- C. To assist the General Manager and Braemar staff in gaining the cooperation of all golfers to care for the course, and to promote safe and timely playing conditions.
- D. As the BGA Board deems necessary or appropriate, to present BGA findings and recommendations to City of Edina governmental units or officers (such as the City Council, Mayor, Park Board, and Parks and Recreation Director).
- E. To assist the General Manager and Braemar staff, when requested, in planning, implementing, and operating specific golf events that are inclusive of inter-league and open play golfers. Such events may be for the purpose of raising funds to support maintenance, operations, or the improvement of Braemar.
- F. To review requests for expenditures from the Memorial Fund and to approve such requests as the board may decide in its discretion.
- G. To represent, to the extent practicable, all golfers at Braemar and address their concerns.

III. Governing Board

- A. The BGA shall be governed by a board representing those who play the course. The board shall consist of 9 to 15 members and shall be composed of persons who, to the greatest extent practicable, equitably represent golfers at Braemar, based on gender and those who play in 18 hole leagues, 9 hole leagues, and non-league golfers.

- B. Each board member shall have a term of three Board Years, as described below. A member may serve two consecutive terms (six years). A member who wants to serve a third term must submit a written request to the Board. No member may serve more than nine consecutive years. If a member vacates a board position prior to the expiration of the term, his or her successor shall be selected by the remaining board members and shall serve for the remainder of the unexpired term (which shall be considered the successor's first Board Year) and all related conditions of board membership shall apply. As used in these Bylaws, the term "Board Year" shall mean each twelve-month period beginning October 1 and continuing through the following September 30.
- C. The General Manager of Braemar Golf Course shall serve in an advisory capacity to the BGA Board. Any staff member appointed by the General Manager to be a management representative at a scheduled meeting will be recognized as such by the Board Chair. Braemar staff members are not official board members. The Board may request others to attend board meetings to provide input or advice to the Board.
- D. BGA members shall nominate candidates for election and the board may ask the General Manager for the names of potential candidates.
- E. The board shall consider for approval all requests for funding from the Braemar Memorial Fund as are presented by the General Manager.
- F. Board members are expected to attend all scheduled meetings. Any absences must be communicated to the Board Chair.
- G. All Board members and officers shall serve on a voluntary basis. No compensation other than receipted expenses incurred on behalf of the Association shall be paid to any board member or officer.

IV. Meetings of the Board

- A. Regular meetings of the Board shall be held on the first Wednesday of each of the following months: April, June, August and October.
- B. Exceptions to the time of day or the day or week of the month of regular meetings must be approved by a majority of the Board members at least three weeks prior to a given regular meeting and all Board members must be notified of the change in writing, email or by telephone at least one week in advance.
- C. Special meetings of the Board shall be held at the call of the Board Chair, or at the written/email request of any four (4) Board members or of the General Manager. Forty- eight hours' written notice of special meetings shall be given to all Board members.

V. Officers

- A. Election of Officers. The Board shall elect from its members a Board Chair, a Vice Chair, a Secretary and a Treasurer, each of whom shall serve in such capacities for a

term of up to three years, as determined by the board, or until their successors are duly elected and qualified. All officers, including but not limited to the Board Chair and Vice Chair, may be nominated to succeed themselves for an unlimited number of terms, so long as they continue to be members of the Board.

- B. Board Chair. The Board Chair shall have general supervision of the affairs of the BGA. The Board Chair, or in his/her absence the Vice Chair, shall preside at all meetings, enforce observance of all of the Bylaws, appoint all standing committees with the approval of the Board, and perform all other duties usually pertaining to the office. The Board Chair shall be an ex officio member of all committees and shall have the authority to fill all vacancies in committees, and to remove the members of any committee subject to confirmation of the Board.
- C. Vice Board Chair. The Vice Chair shall preside at all meetings in the absence of the Board Chair. The Vice Chair shall have such additional duties as may be prescribed by the Board Chair.
- D. Secretary. The Secretary shall maintain the records of the BGA and shall take minutes and keep a record of all meetings of the board.
- E. Treasurer. The Treasurer shall maintain such financial records for the BGA as may be appropriate to provide periodic reports to the board on the status of the Memorial Fund and such other financial matters as may be requested by the Board Chair.

VI. Committees

- A. The Board Chair, with the consent of a majority of the Board, may establish such standing or ad-hoc committees of the Association as the Board Chair deems appropriate. Committees shall remain active until terminated by action of the Board Chair.
- B. Standing committee members shall consist of current or former board members and/or Braemar staff members. Standing committees may include a Nominating Committee, a Greens Committee, and a Distinguished Service Award Committee.
- C. Ad-hoc committee members shall be appointed by the Board Chair, and may be comprised of current or former board members and members-at-large from the community representing various areas of expertise needed for a specific project.

VII. Miscellaneous

- A. The Association shall continue until terminated by action taken by a majority vote of the Board.
- B. The Bylaws may be amended by action of a majority of the members of the Board.