



THE CLUB AT SONTERRA
BOARD OF GOVERNORS
BY-LAWS

February 26, 2009

The Club at Sonterra, (hereafter known as the “Club”), a private club, is an association of people who join together to share common social and recreational interests. The Club is its members. Their strength in unity supports the membership as a whole while each individual member contributes to the growth and success of their association. In order to ensure the Club is developed and is managed in accordance with the wishes and expectations of the Membership, a Board of Governors, (hereafter known as the “Board”), is organized. The Board comprised of volunteer Club members, is commissioned by the corporate owners, Arnold Palmer Golf Management, Incorporated in the State of Texas to share in a partnership with the ownership and local management.

I) Mission

- a) The mission of the Board shall be to provide the best club experience for its membership while providing excellent Member Programs and Activities for the Club by partnering with local and corporate management.

II) Goals

- a) Maximize Member involvement.
- b) Member representation in governing the affairs of the Club to create pride, loyalty and the elements of a quality private club.
- c) A sustained high level of daily operation.
- d) Progressive long-range planning and responsible fiscal management.
- e) Consistently high level of member satisfaction.
- f) Membership growth to reach and maintain a “Waiting List Status”.
- g) Financial stability.
- h) A Club of outstanding reputation and tradition.

III) Composition of the Board

- a) The Board shall be composed of a Chairperson and members comprised of:
 - i) Six (6) members shall be designated “at-large.”
 - ii) The Vice Chair
 - iii) Four (4) members sit as Presidents of member groups sub-ordinate to the Board of Governors.
 - (1) Men’s Golf Association (MGA)
 - (2) Sonterra Women’s Golf Association (SWGA)
 - (3) Sonterra Tennis Association (STA)
 - (4) Sonterra Women’s Association (SWA)
- b) Chairperson Emeritus serves one additional year subsequent to the prior years Chairperson..
- c) Ambassador Council Designate. This position is appointed by Club management, serves for one year on the Board, and does not have voting privileges.
- d) Members of the Board serve without direct monetary compensation. Compensation for the commitment to the Club and its Board is to be found in the satisfaction of an active, growing, prosperous Club and the recognition from fellow members for a job well done. Legal liability is covered by the umbrella of the corporate owners.
- e) The Chairperson refrains from Board voting except in the case of a tie.

IV) Board Meeting Schedule & Procedures

- a) Board of Governors shall be governed by *Roberts Rules of Order*.
- b) The Board shall meet monthly, date and time to be mutually agreed upon by its members. The Chairperson may adjust the meeting schedule or schedule an “impromptu meeting” as he/she deems necessary. All meetings shall follow generally accepted parliamentary procedures.

- c) All decisions and issues brought before the Board will be determined by simple majority of the Board of Governors present. Any changes to the By-Laws and Rules and Regulations will still require 2/3 majority of the BOG present. The Board shall consider itself as having a quorum if at least a majority of its members are in attendance. (Example: The Board has twelve total members, there would need to be at least seven members present to establish a quorum.) Substitute Committee members do not have voting privileges.
- d) Board members will attend all scheduled meetings. If a member cannot attend a scheduled meeting, that person shall notify the Chairperson in advanced and send a substitute representative if possible. A Board member will be replaced if he/she misses three (3) consecutive meetings with the exception of personal/family matters with such exception granted by the chair.
- e) The Arnold Palmer Management Group, Inc shall indemnify the actions and decisions of the Board of Governors and its members, acting in their capacity as Board Members.
- f) The Board shall have powers and duties granted by the Arnold Palmer Management Group to represent the Membership for local management of the Club.
- g) The General Manager and/or an appointed member of the staff shall be responsible for recording, maintaining and preserving all Board minutes for a period of not less than five (5) years. Prior minutes shall be available upon request for review by any Club member(s).

V) Responsibilities for Board Membership

- a) The Board of Governors is a Board of Club Members. Each member on the Board membership must be:
 - i) Currently a Resident Member for a minimum of 2 years.
 - ii) All dues and charges at the Club must be current for the last 12 months.
 - iii) No violations for the past 12 months and no violations during his/her term on the Board.
 - iv) Non-dues paying or honorary members are not eligible to serve on the Board.
- b) Each Board member should always have two objectives in mind: the quality of the Club's services for all members and the continued growth of the membership thus insuring the financial future of the Club.
 - i) A Board Member shall be an active participant in Club events and special programs.

VI) Election & Tenure of Board Membership

- a) The Board will conduct its business according to the calendar year (Jan – Dec).
- b) A Vice-Chairperson is elected from the membership of the Board, by the Board, at the October meeting. That election initiates a rotation of annual terms, which progresses from Vice-Chairperson, to Chairperson, and to Chairperson Emeritus. To be eligible for nomination, this person must have completed his/her position on the current BOG for a minimum of one year prior to assuming the position of Vice Chair, unless the nomination is for filling the Vice Chair position due to resignation.
- c) Upon notice to the Board that the Vice Chair can no longer be able to fulfill their position, the Board will elect at the next available opportunity a new Vice Chair from its current Board members to fill the remainder of the current term of the Vice Chair.
- d) Presidents of the sub-organizations of the Club's membership come to the Board as elected representatives of their individual organizations. These elected Presidents are seated as Board members at the time of their sub-organization elections. Sub-organization's tenure is two (2) years.
- e) The call to general membership for "at-large" nominees shall be issued in September of the prior year. Incumbents may submit their own name for nomination if they are a volunteer for a second consecutive term

of service. Ballots shall be issued to the general membership in November of the prior year with their return to the Club due not later than the second Monday in December of the prior year. New “at-large” members are seated at the January meeting of each New Year. Voting results will not be made public. An individual nominee may request the results of his or her vote count.

- f) Should general membership voting for an at-large vacant position on the Board result in a tie among two or more nominees, the existing Board shall vote on the tied nominees to determine the winner.
- g) “At-large” Board members will serve a two-year term. A maximum of two (2) terms may be served consecutively. Exception to this rule is automatic if required to facilitate the progression of the Chairperson as outlined above. Following a one-year absence a member may again be elected to a new cycle of service. Vacancies occurring can be filled for the remainder of that term by appointment at the discretion of the Board. Mid-term vacancies shall count as one of the two terms maximum that may be served by a Board member.
- h) Only one person per membership or one member per corporate membership may serve on the Board at any one time.
- i) In order to maintain a simple majority of experienced Board members the rotation of two-year terms is staggered. (See the “Board Membership Tenure/Rotation Table”).

VII) Committees, Composition & Operation

- a) All Committees shall function under the authority of the Board and report directly to the Chairperson. All recommendations will be brought fourth to the BOG for review & implementation. Standing Committees shall be permanent in nature. Temporary Committees shall be formed to address a specific, usually short-term task (Example: The 20th Anniversary Committee).
 - i) PERMANENT COMMITTEES
 - (1) The Chair will appoint a Committee Chairperson from the seated membership of the Board.
 - (2) Shall establish a mission statement, which may be updated as the needs of the Club evolve.
 - (3) Shall work with the Club Management representative appropriate to the Committee’s mission.
 - (4) Shall establish and maintain a monthly meeting schedule with more frequent meetings being called by the Chair as required.
 - (5) Shall submit monthly written reports, usually one concise paragraph, for inclusion in the Board’s permanent record. Reports are due no later than three (3) working days prior to the Board’s scheduled meeting and shall be published as attachments to the Board’s minutes. These minutes will be posted for review by all Club Members.
 - ii) TEMPORARY COMMITTEES
 - (1) Shall be formed by and serve at the discretion of the Board.
 - (2) The Chair will appoint a Committee Chairperson from the seated membership of the Board or in case of seeking special skills or talents, from the General Membership of the Club.
 - (3) Shall follow the guidelines of Permanent Committees (see above).
 - iii) Shall submit an “After Action Report” to the Chairperson following completion of its specific mission and ultimate deactivation.
- b) At the time of special projects and/or heavy workload a Committee Chairperson may seek authorization, from the Board, to augment a Committee’s membership. This offers the opportunity to recruit from the general Club Membership, on a temporary basis, possible future Board members who offer special skills or talents appropriate to a particular project.

- c) Committee Chairs, as Board members, shall routinely attend BOG meetings. Committee “volunteer” members are not required to attend the BOG meetings.

VIII) Ambassador Committee

- a) The Ambassador Committee’s mission is to promote the Club as a premier, private membership, recreational and social facility. The Committee will serve with the Director of Membership to initiate and participate in programs designed to promote the Club, attract qualified membership candidates for invitation and assist in retaining existing members.
- b) The Ambassador Committee will assume responsibility, along with the sponsoring member, for the introduction of the new member into all aspects of the Club’s service offerings. The Ambassador Committee responsibilities include:
 - i) Hosting orientation functions.
 - ii) Meet individually with new members.
 - iii) Coordinate recreational and social activities with the professional staff of the Club.

IX) Golf and Greens Committee

- a) The Golf and Greens Committee’s mission is to assist in the management of all facilities and activities germane to the sport of golf. The Presidents representing the Sonterra Men’s Golf Association and Sonterra Women’s Golf Association shall Co-Chair the Golf and Greens Committee. This committee will serve with the Director of Golf and the Grounds Superintendent. They are responsible for recommendations for Capital Fund expenditures that impact golf activities for the Club. The Golf and Greens Committee responsibilities include:
 - i) Two 18-hole golf course and support services facilities (restrooms, food/beverage).
 - ii) Greens keeping/maintenance facilities.
 - iii) Golf Pro Shop.
 - iv) Men’s locker room and 19th Hole.
 - v) Women’s locker room and Garden Room.
 - vi) Handicapping System and Rules.
 - vii) Driving range, putting greens and practice facilities.
 - viii) Cart barn, staging area and parking lot.
 - ix) Marshalling, cart traffic and communication systems.

X) Tennis Committee

- a) The Tennis Committee’s mission is to assist in all activities germane to the sport of tennis. The President representing the Sonterra Tennis Association shall Co-Chair The Tennis Committee. This committee will serve with the Director of Tennis and Ground Superintendent. They are responsible for recommendations for Capital Fund expenditures that impact tennis activities for the Club. The Tennis Committee responsibilities include:
 - i) Twenty-Five (25) tennis courts.
 - ii) Tennis Pro Shop.

XI) Policy & Rules Committee

- a) The Policy & Rules Committee’s mission is to assist in the writing and implementation, as well as knowing and understanding all the Club’s rules and regulations and all By Laws. The Board of Governor’s Chairperson shall appoint the Policy & Rules Committee Chair. This committee will serve with the Club

General Manager and all Club Directors. The committee may interpret the Rules and Regulations and By-laws and make recommendations to the Board suggesting modifications and/or changes. Additionally, this committee may write or amend Rules and Regulations or By-laws as needed and approved by the BOG.

- b) The Policy Committee shall review, on a regular basis, infractions made by members in violation of the Rules and Regulations of the Club. Working with Club Management, this committee will help to determine the correct action or actions.

XII) Budget & Capital Fund Committee

- a) The Budget & Capital Fund Committee's mission is to manage Member controlled Capital Improvement Funds derived from new Member dues revenue sharing and to study the allocation of these funds. The Board of Governor's Chairperson shall appoint the Budget & Capital Fund Committee Chair. This committee will work with the Director of Finance and Accounting. The Budget Committee will assist in the establishment and of the Club's annual operation budget. In addition this committee will review appropriated budgets and provide management with recommendations as to areas of needed improvements. The committee shall recommend for Board action projects and their priorities for the most effective use of the Capital Funds.

XIII) All Committees

- a) All committees shall take an active interest as to the conditions and safety in all facilities of the Club.
- b) From time-to-time committees may find areas of over-lapping responsibility or concern, i.e.: food and beverage services managed by the House Committee, which become a concern of the Tennis or Golf & Greens Committees in their respective areas. That is anticipated and is viewed as strength a of the committee structure.
- c) This committee structure requires frequent and continuing dialogue among all Committee Chairpersons of this Board of Governors to ensure quality services are maintained. Communication and cooperation is one of the principle functions of the Committee Chairpersons while they are seated on the Board of Governors.

These By-Laws were ratified by vote of the Board of Governors
on Thursday, February 26, 2009.