

BYLAWS OF
CALIFORNIA ALLIANCE FOR GOLF

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1
Purposes, Functions and Location

Section 1: The purposes and functions of California Alliance for Golf (hereafter referred to as “CAG” or “the Association”) shall be:

To improve business conditions for the golf industry in the State of California by serving as an educational resource for the industry and the public, by serving as an advocate for the industry before the state legislature and other governmental bodies, and by communicating to the public the economic benefits and environmental stewardship provided by the game of golf;

To facilitate the exchange of views and information of common interest among the members; and

To take any other actions as the Board of Directors may authorize to protect and further the common interests and objectives of the members.

Section 2: The Association is organized solely for nonprofit purposes and shall not be operated for pecuniary gain or profit nor contemplate the distribution of gains, profits or dividends to its members. No part of the profits or net income of the corporation shall inure to the benefit of any director, officer, member of the Association or to any individual. Upon the dissolution or winding up of the Association, a prorated portion of its assets attributable to dues and remaining after payment of all debts and liabilities of this corporation shall be distributed to its members as provided in these Bylaws. The remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has tax exempt status under section 501(c) of the Internal Revenue Code.

Section 3: The principal office of the Association shall be located at 3200 Lopez Road, Pebble Beach, California, 93953. The principal office and additional offices may be located in such other places as determined by the Board of Directors.

ARTICLE 2
Membership and Members’ Rights

Section 1: Eligibility for Membership. The membership of CAG shall consist of those entities and individuals doing business or residing in the State of California interested in furthering the aims of CAG and accepted to membership by the Board of Directors. Any entity or individual dedicated to the purposes of the corporation who wishes to become a member may submit an application in a form determined by the Board of Directors.

Section 2: Membership Categories. Membership shall consist of members in two categories, voting and non-voting. The Board of Directors shall determine the characteristics and profile of all sub-categories of voting memberships, subject to approval of the current voting members. The Board of Directors shall determine in its sole discretion the terms and conditions of all sub-categories of non-voting memberships. Each member shall use his best efforts to further the objectives and purposes of the Association.

Section 3: Dues and Assessments. The Board of Directors shall determine any fees required for membership, including entrance fees, annual dues and assessments imposed from time to time. Payment to the Association of fees, dues or assessments by an entity or individual and receipt of a copy of the Bylaws by such entity or individual (a) shall constitute an unconditional agreement by such entity or individual to be bound by these bylaws and (b) shall create a valid and binding contract between the Association and such entity or individual which requires such entity or individual to be responsible for such dues, assessments, fees and other charges levied by the Association with respect to the membership until such membership is transferred or otherwise terminated in accordance with these Bylaws.

Section 4: Right to Vote. Each voting member shall have the right to vote for the election of Directors and on every other matter submitted to the vote of the members. No member shall have the right to cumulate votes in the election of Directors or on any other matter.

Section 5: Right to Share in Net Assets upon Dissolution. No member shall have any proprietary interest in the assets of the Association except that, upon the dissolution or winding up of the Association, the net assets remaining after the Association's debts, obligations, and liabilities have been paid or adequately provided for shall be divided among the members proportionately according to the total amount of dues and assessments paid by them, respectively, during the 5 year period prior to the year in which such distribution is made.

Section 6: Memberships Not Transferable. No member shall have the right to transfer its membership in the corporation to any entity or individual without approval of the Board of Directors.

Section 7: Termination of Membership. Any member may withdraw or resign from the Association by written notice to the Secretary and by so doing shall forfeit all rights and interest in the Association including the right to share in net assets upon dissolution. The membership of any member shall be terminated by the resignation, dissolution, bankruptcy, or admitted insolvency of such member. The Board of Directors may terminate or suspend a membership or expel or suspend a member for nonpayment of dues or assessments or for conduct that the Board of Directors shall deem inimical to the best interests of the Association. The Board of Directors shall give the member that is the subject of the proposed expulsion, suspension or termination 15 days' prior notice of the proposed expulsion, suspension, or termination and the reason there for. The member may submit a written statement to the Board of Directors regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension, or termination. Prior to the effective date of the proposed

expulsion, suspension, or termination, the Board of Directors shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension, or termination. If the membership of any member is terminated by the Board of Directors, such member shall be entitled to receive the refund of any dues and assessments related to the unexpired portion of the then current fiscal year theretofore paid by the member. If the membership of any member is terminated by resignation, dissolution, bankruptcy, or admitted insolvency, then such member shall not be entitled to receive any such refund.

Section 8: Members' Representatives. Each member may, over the signatures of its president or vice president and secretary or assistant secretary, notify the Secretary in writing as to the individual who shall be its accredited Representative. Each such Representative shall be authorized and empowered to vote, speak for, and represent such member in all matters.

ARTICLE 3 Meetings of Members

Section 1: Annual Meeting. An annual meeting of the members shall be held in the first quarter of each calendar year for the purpose of electing directors and such other business as may come before the meeting. The annual meeting shall be held at such place and time as the Board of Directors may designate.

Section 2: Election of Directors. At least 45 days prior to the date of each annual meeting of Members, the Nominating Committee shall nominate a ticket (to be designated the "Regular Ticket") of an appropriate number of candidates to stand for election as Directors at the annual meeting. The Nominating Committee, when it has acted, shall deliver to the Secretary a written statement naming the candidates so nominated. Any group of voting members constituting at least 20 percent of the total number of voting members or at least 20 voting members, whichever number is the lesser, shall have the right to propose an alternate ticket of candidates to fill the vacancies by delivering to the Secretary, at least 30 days before the date of the meeting: (i) the written request that such alternate ticket be submitted to the members, and (ii) the written confirmation of availability of each such candidate. The candidates named on any ticket receiving all of the votes cast or, if there is more than one ticket, the candidates on the ticket receiving the highest number of votes cast, shall be elected as Directors to serve during the ensuing year and until the election and qualification of their respective successors. In the event there is more than one ticket of candidates and in the event the two tickets receiving the highest number of votes cast receive the same number of votes, the meeting (or any adjournment thereof) shall be adjourned for 30 days and the election shall again be submitted to the vote of the members.

Section 3: Vote Required on Matters Other than Election of Directors. The favorable vote of at least a majority of all members present in person or by proxy shall be required for the adoption of any resolution other than the election of Directors.

Section 4: Voting by Proxy. Each voting member may vote, at the annual or any special meeting, either in person or by proxy, provided such proxy is received by the Secretary prior to the time of the meeting. No such proxy shall be valid after the expiration of 13 months from the date of its execution. All proxies shall be voted in accordance with the voting instructions specified therein and, in the absence of any such instructions, in accordance with the discretion of the proxy holder or of a majority of the proxy holders.

Section 5: Method of Voting: Judges of Election. Voting for the election of Directors shall be by written ballot. The Chairman shall appoint three Representatives as Judges of Election to supervise the voting at each meeting of the members. The decision of a majority of the Judges of Election as to the number of votes cast for the election of Directors or on any other matter shall be final. When the poll has been closed and the tally of the votes cast has been completed, the Judges of Election shall deliver their report to the Secretary.

Section 6: Special Meetings of Members. A special meeting of the members may be called at any time by the President or by the Board of Directors, and the Board of Directors shall call such meeting upon the written request of at least 5 percent of the total number of voting members or at least 10 voting members, whichever number is the lesser, specifying the purpose of the meeting.

Section 7: Notice of Annual and Special Meetings. The Secretary shall, at least 30 days prior to the date of each annual or any special meeting, mail to each member a written notice of the time, place, and purpose of the meeting. In the case of each annual meeting at which Directors are to be elected, the Secretary's notice shall state the names of the candidates nominated by the Nominating Committee to stand for election as Directors and any alternate ticket of candidates. If it is proposed that any matter other than the election of Directors be acted upon at the meeting, the Secretary's notice shall (i) describe such matter and provide additional explanatory information, and (ii) state the recommendation, if any, of the Board of Directors as to the adoption or rejection of the proposition. In each case, the Secretary's notice shall be accompanied by an appropriate form of proxy which shall provide the means by which the member may specify its voting instructions. If an alternate ticket of candidates is proposed or if at least the number of members required to propose an alternate ticket of Directors wish to oppose the Board of Directors' recommendation on any other matter submitted to the vote of the members, the Secretary's notice shall be accompanied by such alternative form of proxy, together with any explanatory proxy material, as may be furnished by the members proposing such alternate ticket or opposing such recommendation of the Board of Directors.

Section 8: Quorum. At any annual or special meeting of the members, the presence in person or by proxy of at least 40% of the voting members shall constitute a quorum.

Section 9: Adjournment. The annual or any special meeting of the members (or any adjournment thereof) may, by the voice vote of a majority of the members present in person or by proxy, adjourn to a later date, even though no quorum shall be present. No further notice need

be given of any such adjourned meeting unless the adjournment is for more than 45 days or if a new record date is fixed for the adjourned meeting, in which event a notice of the adjourned meeting must be given to each member entitled to vote at the adjourned meeting.

Section 10: Voting by Mail or Alternative Means. Voting on all matters on which members are entitled to vote, including the election of directors and officers, and amendment of these Bylaws, may be conducted by first-class mail, electronic mail, or in such other manner as the Board shall approve.

ARTICLE 4 Board of Directors

Section 1: Powers of the Board. The powers of the Association shall be exercised, its property shall be controlled, and its affairs shall be conducted by the Board of Directors.

Section 2: Authorized Number and Term of Office of Directors. The Association shall have no less than five (5) nor more than fifteen (15) Directors, who shall be unrelated persons. The exact number within the specified limits shall be fixed by the Board. Each Director shall hold office until the next annual meeting as designated by the Board or until a successor shall have been elected. Each Director shall serve for a one year term. The Board may accept a resignation prior to filling that vacancy with a successor.

Section 3: Removal of Directors. Any Director may be removed from office by the vote of two-thirds of the members at any special meeting of the members held for that purpose.

Section 4: Vacancies. Any vacancy occurring in the Board of Directors directorship to be filled by reason of an increase in the number of directors shall be filled by a majority of the remaining directors, though less than a quorum, or a sole remaining director. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or successor is elected.

Section 5: Regular Meetings of the Board. An organizational meeting of the Board of Directors shall be held each year at the place of the annual meeting of Members immediately following the annual meeting of Members. Thereafter, regular meetings of the Board shall be held at such places and times as may be determined by the Board.

Section 6: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or a majority of the actual directors. Unless approved by the President for an alternate location, the place will be the principal office of the corporation. The Secretary shall give to each Director at least four days' advance written notice by fax or email or at least two days' advance telephonic notice of the time, place, and purpose of each such special meeting. The attendance of a director at any special meeting shall constitute a waiver of notice of such meeting.

Section 7: Adjournment of Meetings. A majority of the Directors present at any regular, special or adjourned meeting of the Board of Directors, in the absence of a quorum, may adjourn the meeting to meet again at a specified time and place. The Secretary shall give immediate notice to each absent Director by fax or email of such adjournment and of the time and place of the adjourned meeting.

Section 8: Quorum. A majority of the directors holding office at any point in time shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting.

Section 9: Action without a Meeting. Any action by the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 10: Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 11: Directors to Serve without Compensation. Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor or from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

Section 12: Resignation. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, 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 effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective.

ARTICLE 5 Officers

Section 1: Designation and Number. The officers of the Association shall be the President, one or more Vice Presidents, the Treasurer, and the Secretary. Each of such officers shall be a member of the Board of Directors. The Association may also have, in the discretion of the President, an Executive Secretary and Assistant Secretary, and such other officers and agents as the President may deem advisable. Any two or more offices, except those of the President and Secretary, may be held by the same person.

Section 2: Term of Office. Each officer of the Association shall hold office only during the pleasure of the Board of Directors or until he or she shall resign.

Section 3: Resignation. Any officer may resign at any time by giving written notice of resignation to the Board of Directors. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein, and, unless otherwise specified in such notice, no acceptance of such resignation shall be necessary to make it effective.

Section 4: President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Members and of the Board of Directors. Subject to any limitations imposed by the Board of Directors, the President shall have the general supervision, direction, and control of the business and affairs of the Association, and shall have the general powers and duties of management usually vested in the office of the president of a nonprofit corporation and such other powers as may from time to time be delegated to him by the Board of Directors.

Section 5: Vice President. The first Vice President shall, in event of the President's absence or inability to act, preside at any meeting of the Members or of the Board of Directors and, in the event of any emergency, shall take any other action that is immediately required under the circumstances. Each Vice President shall have such other powers and duties as may from time to time be delegated to him or her by the President or Board of Directors.

Section 6: Treasurer. The Treasurer shall have custody of the Association's funds, shall keep full and accurate accounts of all receipts and disbursements, and shall deposit such funds in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall render to the Board of Directors and the President, whenever required, an account of his transactions as Treasurer and a report on the financial condition of the Association and the financial results of its operations.

Section 7: Secretary. The Secretary shall attend all meetings of the Members and of the Board of Directors, shall keep the minutes of such meetings, and shall give all of the notices to Members and Directors provided for in the By-Laws. The Secretary shall have custody, and shall be responsible for, the safekeeping of all of the corporation's records. The Secretary shall also have such other powers and duties as may from time to time be delegated to him or her by the Board of Directors or the President.

Section 8: Executive and Assistant Secretaries. The President may appoint one or more Executive and/or Assistant Secretaries. Subject to any limitation imposed by the Board of Directors, each Executive Secretary or Assistant Secretary shall have all of the powers and duties of the Secretary in the event of the Secretary's absence or inability to act, and shall also have such other powers and duties as may from time to time be delegated to him or her by the President or the Secretary;

Section 9: Assistant Treasurer. The President may appoint one or more Assistant Treasurers. Subject to any limitations imposed by the Board of Directors, each Assistant Treasurer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or inability to act, and the Assistant Treasurer shall also have such other powers and duties as may from time to time be assigned to him or her by the President or the Treasurer.

ARTICLE 6 Committees

Section 1: Standing Committees. The President shall, with the approval of the Board of Directors, appoint the following Standing Committees, which shall have the responsibilities herein stated, each of which shall consist of at least three members or member Representatives, the Chairman of each of which shall be a member of the Board of Directors, and of each of which the President shall be an ex officio member.

Section 1.1: An Executive Committee, to which the Board of Directors may delegate all of its powers and of which the President shall be a member and the chairman, except that a committee cannot be given authority with respect to (i) the imposition of dues, (ii) the levy of assessments, (iii) the termination of the membership of any Member, (iv) the authorization of the incurrence of any indebtedness except in the ordinary course of business, (v) the filling of any vacancy in the membership of the Board of Directors, (vi) the approval of any action for which approval of the Members is required by the Non Profit Mutual Benefit Corporation Law, (vii) the amendment or repeal of the by-laws or the adoption of any new by-law, (viii) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not amendable or repeal-able, or (ix) the appointment of committees of the Board of Directors or the members thereof.

Section 1.2: A Nominating Committee, which shall have the responsibility of nominating candidates to stand for election as Directors.

Section 1.3: A Finance Committee, which shall have the responsibility of monitoring the financial results of the Association's operations throughout the year, of reviewing and recommending to the Board of Directors the budget for each year, and of recommending to the Board of Directors such financial policies as the Committee deems in the best interest of the Association.

Section 1.4: A Membership Committee, which shall have the responsibility of attracting and recommending candidates for membership subject to approval of the Board of Directors.

Section 2: Other Committees. The Board of Directors may appoint such other committees, with such chairmen and membership and responsibilities, as it may from time to time deem advisable.

Section 3: General Provisions Applicable to Committees.

Section 3.1: Any Committee having a member not currently serving on the Board of Directors shall be advisory to the Board of Directors and may have members who are not members of the Association.

Section 3.2: A majority of any Committee present at any meeting shall constitute a quorum.

Section 3.3: Meetings of each Committee shall be held at such times and with such frequency as such Committee may deem advisable or as the Board of Directors may prescribe.

Section 3.4: Each Committee shall establish its own rules of procedure.

ARTICLE 7

Indemnification of Directors, Officers and other Corporate Agents

Section 1: General Provisions. The Association may, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Association, including, without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

Section 2: Insurance. The corporation may purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE 8

Miscellaneous

Section 1: Fiscal Year. The fiscal year of this corporation shall be January through December.

Section 2: Books and Records. The corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and these Bylaws as amended to date, and a record giving the names and addresses of all members.

Section 3: Annual Reports. Not later than one hundred twenty days after the close of the corporation's fiscal year, the Board shall cause to be sent to the members an annual report and an annual statement of transactions and indemnifications in accordance with state law.

Section 4: Amendments to Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present or by unanimous written consent. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each Director.

CERTIFICATE

I, Robert L. Bouchier, hereby certify:

That I am the duly elected and acting Assistant Secretary of California Alliance for Golf, a California Nonprofit Corporation; and

That the foregoing Bylaws, consisting of eleven (11) pages including this page, constitute the Bylaws of said corporation, as duly adopted by the Board of Directors on October 4, 2007 at Los Angeles, California.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of November, 2007.

Robert L. Bouchier, Assistant Secretary