

ARIZONA WOMEN'S GOLF ASSOCIATION BYLAWS

ARTICLE I – Name

The name of this corporation shall be the Arizona Women's Golf Association, hereinafter referred to as the "Corporation," operating as a 501(c)(3), a non-profit Corporation.

ARTICLE II – Purpose

Section 1. The purposes for which the Corporation is organized are as follows:

- A. To nurture, foster and promote women's golf activities;
- B. To create new opportunities for women golfers for instruction, participation and competition in golf;
- C. To develop the skills of women amateur golfers, enabling them to compete in regional, national and international golf tournaments and events;
- D. To advance the interest and true spirit of amateur golf among women;
- E. To encourage and cultivate a spirit of cooperation, fellowship, harmony, and friendly competition among the members whom the Corporation serves;
- F. To approve, conduct and sponsor such women's golf tournaments and events at the local, national and international level as its Board of Directors may desire;
- G. To educate the public about women's amateur golf;
- H. To engage and promote such other activities deemed to be in the best interest of golf, golf facilities, and the golfers of Arizona;
- I. To establish and/or support such scholarships or scholarship funding as necessary or desirable to further the training and education of those women students who have shown promise and ability as caddies and/or amateur golfers in Arizona. When such scholarships or scholarship funding is established, appropriate oversight will be exercised in accordance with all applicable requirements of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), and all other applicable laws;
- J. To maintain its current membership in the United States Golf Association (the USGA) and to affiliate with other organizations duly organized under Section 501(c)(3) of the Code whose objectives are also to nurture, foster and promote regional, national and international competition for women amateur golfers and are otherwise consistent with the requirements of the foregoing Code section;
- K. To promote adherence to the USGA Rules of Golf and the USGA Handicap System;
- L. To rate golf courses throughout the State of Arizona in accordance with USGA procedures, guidelines and licensing agreement.

Section 2.

In addition to, and not in limitation of the foregoing purposes, the Corporation is organized exclusively for charitable and educational purposes which shall include those purposes set forth in Section 1 above, all of which shall be within the scope of and pursuant to the provisions of Section 501(c)(3) of the Code or any subsequent similar provision of law.

Section 3.

No part of the income or net earnings of the Corporation shall inure to the benefit of or be distributable to any member, Director or officer of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and reimbursement may be made for any expenses incurred for the Corporation by any officer, Director, agent, or employee, or any other person or Corporation, pursuant to and upon authorization of the Board of Directors); and no member, Director or officer of the Corporation, or any private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. In addition, no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of any candidate for public office.

Section 4.

No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III – Members and Dues

Section 1. Membership Classifications

There shall be the following classes of memberships:

- A. Member Clubs refer to four classes of member clubs:
 - (1) A golf course facility that has an active women's group which maintains its USGA Handicap administration by license through the AWGA. This shall be known as a Regular Club.
 - (2) A golf course facility that does not have an active women's group which maintains its members' USGA Handicap administration by license through the AWGA. This shall be known as an Affiliate Club.
 - (3) A group of individuals who meet the definition of a Type 2 club as specified in the USGA Handicap System manual and maintains its USGA Handicap administration by license through the AWGA.
 - (4) A group of individuals who meet the definition of a Type 3 club as specified in the USGA Handicap System manual and maintains its USGA Handicap administration by license through the AWGA.
- B. Individual membership refers to two classes of individual members.
 - (1) Club Members are individuals who maintain a USGA Handicap Index through a member club licensed through the AWGA.
 - (2) Advocate Members are individuals who do not wish to maintain a USGA Handicap Index through a member club or the AWGA, but who desire to be AWGA members.

Section 2. Member Club Geographical Regions

For administration purposes, Member Clubs shall be divided into geographical regions. The Board of Directors shall determine which Member Clubs belong in each geographical region.

Section 3. Annual Dues

Annual billing for dues, in an amount determined by the Board of Directors, shall be payable upon receipt. Dues not paid 60 days after billing shall result in delinquency. A Member or Member Club in good standing shall be one whose dues have been paid in accordance with these Bylaws. A delinquent Member or Member Club shall be one whose dues are not paid in accordance with these Bylaws.

ARTICLE IV – Board of Directors

Section 1. Board of Directors

- A. Board of Directors shall consist of nine elected Board members and up to six Appointed Directors. The Board of Directors may increase or decrease the size of the Board of Directors by appointing up to six Directors as they deem necessary. The total number of members of the Board of Directors should always be an odd number.
- B. No Director may serve more than eight consecutive years.
- C. The responsibility of each member of the Board of Directors is to create an atmosphere where the strategic health and future growth of the Corporation will thrive.
- D. The Board of Directors has the right to exercise all powers permitted under the law in order to manage the affairs, property and assets of the corporation, and shall approve Bylaw changes and be responsible for the continued development of the Corporation, proposing, adopting, and amending such policies and procedures as it deems necessary in the conduct of business of the Corporation.
- E. Newly elected and appointed Directors shall take office at the close of the Annual Meeting of the Corporation. (Article VI, Section 1).

Section 2. Executive Board

- A. Nine board members elected by the general membership shall constitute the Executive Board.
- B. The minimum membership representation within the Executive Board shall be one Director from each geographical region.
- C. An Executive Board member shall serve a three-year term or until his/her successor is elected and takes office.

Section 3. Appointed Directors

An Appointed Director shall serve a one-year term or until his/her successor is appointed and takes office.

Section 4. Qualifications

Each member of the Board of Directors shall:

- A. Have been a member in good standing of the AWGA for at least one year prior to election to the Executive Board. An appointed Board member shall be a member in good standing of the AWGA prior to appointment to the Board of Directors.
- B. Have had leadership experience and an active interest in golf and/or represents a golf interest important to the AWGA and its members.
- C. Be a legal resident of the state of Arizona and reside in the state at least eight months of the year.
- D. Reside in a specific geographical region, for at least six months of the year, in order to represent that geographical region on the Executive Board.

Section 5. Executive Board Vacancies

In the event of a vacancy on the Executive Board, the remaining members of the Board of Directors shall, by majority vote, appoint a successor to serve out the unexpired term. Such successor may be from any geographical region as long as the required Executive Board membership representation is maintained.

Section 6. Compensation

The members of the Board of Directors and the AWGA committees shall serve without compensation, but shall be reimbursed for expenses normally incurred within the scope of their respective duties as determined by the Board of Directors. Any expenses not budgeted shall require prior authorization by the Board of Directors.

Section 7. Removal

Any member of the Board of Directors may be removed from office at any time by the affirmative vote of two-thirds of the Board of Directors members. Cause for removal shall include nonperformance of duties or any other misconduct or dereliction of duty of office.

ARTICLE V – Officers

Section 1. Election/Term

Officers shall be elected by the Board of Directors from among the members of the Executive Board. The elected officers of this Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and a Member-at-Large who shall comprise the Executive Committee. They shall serve for a term of one year or until their successors assume office. Officers may succeed themselves, except the President, who shall serve no more than two consecutive terms. No member shall hold more than one office at a time.

Section 2. Duties

The officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by this Corporation, and shall perform such duties as prescribed by the position description adopted by the Board of Directors.

Section 3. Officer Vacancies

In the event of a vacancy among the officers, except the President, the vacancy shall be filled for the remainder of such term by an Executive Board member elected at a regular or special meeting of the Board of Directors. A vacancy in the office of President shall be filled by the currently sitting Vice President.

ARTICLE VI – Meetings

Section 1. Annual Membership Meeting

- A. The Annual Meeting of the Corporation shall be held during the month of January at such time and place as stipulated by the Board of Directors. The purpose of said meeting shall be to receive annual reports of the officers, committees and Executive Director and such other business that may arise. A majority of the Members in good standing who are present shall constitute a quorum.
- B. Any business to be presented by Members for the Board of Director's consideration at the Annual Meeting must be submitted in writing to the Secretary no less than 20 days prior to the meeting. This required time limit may be waived by the Board of Directors.

Section 2. Board of Directors' Meetings

- A. Regular meetings of the Board of Directors shall be held at times and places recommended by the President and approved by the Board of Directors. The schedule for these meetings will be presented at the first Board of Directors' meeting of the year for discussion and approval. Changes in the schedule will require a 15 day notice to the Board of Directors' members.
- B. Special Board of Directors' meetings may be called at any time by the President or upon the written request of two members of the Board of Directors. Notice of such meeting, stating the purpose or purposes for which it is called, and the time and place it shall be held, shall be mailed or emailed to each member of the Board of Directors. The President shall exercise due diligence insuring that sufficient attempts have been made to notify all members of the Board of Directors at least five days prior to the scheduled meeting date. Any Corporation business, except as otherwise prescribed by law or in these bylaws, may be transacted at a special meeting whether or not it is expressly within the purposes stated in the notice.
- C. Board meetings may be attended via video, or teleconference, provided that all participating directors may simultaneously hear each other during the meeting. Board Members attending regularly scheduled meetings in this manner will be considered the same as being physically present at the meeting. If the need to call for an email vote arises, all Board Members must respond, and all Board Members must be in agreement. An abstention will nullify the vote.
- D. Two officers plus three other members of the Board of Directors shall constitute a quorum of the Board of Directors.
- E. Request by a Member(s) to attend a specific Board of Directors' meeting for the purpose of including and/or presenting an item of business to the agenda must be presented in writing to the Secretary at least 30 days prior to the meeting. This required time limit may be waived by the Board of Directors.

ARTICLE VII – Nominations and Elections

Section 1. Board Development Committee

- A. The Chairperson of the Board Development Committee shall be the Vice President. She shall have voice, but no vote on the Committee.
- B. The Board Development Committee shall be comprised of a minimum of three AWGA Members selected annually by the Vice President and approved by the Board of Directors.
- C. The Committee shall have representation from each geographical region of the state.

Section 2. Nominations

Nominations must be received in writing to the AWGA office no later than July 31st.

Section 3. Elections

- A. The Executive Board election shall be conducted as set forth by the election procedures adopted by the Board of Directors upon recommendation of the Board Development Committee.
- B. Each Member Club of the Corporation shall appoint one AWGA Representative who has the right to cast a vote on behalf of the Member Club.
- C. Officers
 - (1) Following the election of the Executive Board, prior to the Annual Meeting, the President shall convene a meeting of the current members of the Board of Directors for the purpose of electing the officers of the Board of Directors. Officers shall be elected serially in the sequence they are listed in Article V, Section 1. The President shall preside until her successor is elected and assumes office.
 - (2) If only one candidate is nominated for an office, that candidate shall be considered elected.
 - (3) If there is more than one candidate for an office, voting shall be by written ballot or by verbal ballot (telephone or video conferencing mode of those not in physical attendance). Verbal ballots waive the right to a secret ballot. Each officer shall be elected by majority vote of those physically and electronically present at the meeting.

Section 4. Terms

- A. Terms of Directors going off of the Board of Directors shall expire at the close of the Annual Meeting.
- B. Terms of the newly elected and appointed Board of Directors' members and officers shall begin at the close of the Annual Meeting.

ARTICLE VIII – Committees

Section 1. Executive Committee

There shall be an Executive Committee consisting of the elected officers, chaired by the President of the Corporation. The Executive Committee shall meet when necessary, and may execute, to the extent permitted by law, all powers and perform all functions of the Executive Board. Any emergency business may be transacted by telephone, mail, email, fax or courier. Approval of expenditures that have not been budgeted may not exceed \$1,500. The Executive Committee shall report said actions to the Board of Directors at its next meeting. If no Board of Directors meeting is scheduled within 30 days of an Executive Committee meeting, the report shall be emailed or regular mailed to the Board of Directors.

Section 2. Committees of the Corporation

- A. Committees of the Corporation shall be approved by the Board of Directors as deemed necessary to carry out the work of the Corporation. Each of these committees shall be chaired by an individual appointed by the President and approved by the Board of Directors and shall report to the President.
- B. With Board approval, the Executive Director shall recommend and directly supervise Committees established to work with staff to oversee and present AWGA programs. These Committees shall report to the Executive Director.
- C. Committee chairpersons shall have administrative and advisory responsibilities as specified in the Position Description upon appointment.

ARTICLE IX – Finances

Section 1. Budgets

Operating budgets shall be adopted annually by the Board of Directors.

Section 2. Financial Audits

The year-end financial records shall be fully audited every three years and reviewed in the interim years by the Corporation's independent accountant. This report shall be presented to the Board of Directors no later than August 1st of the following year.

Section 3. Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE X – Headquarters

Section 1. Location

The permanent headquarters and executive office shall be located in Maricopa County, Arizona.

Section 2. Executive Director

- A. The conduct of business in the headquarters office shall be under the direction of an Executive Director hired and so designated by the Board of Directors. The Executive Director shall respond to and be responsible to the Board of Directors through the President.
- B. The Executive Director shall be employed for such term and shall receive such compensation as may be determined by the Board of Directors through the President.
- C. The Executive Director shall perform such duties as directed by the Board of Directors.

ARTICLE XI – Indemnification

Section 1. Director Liability

No member of the Board of Directors shall be personally liable to the Corporation or to its members for monetary damages for any negligence or breach of fiduciary duty as a Director, except that the foregoing shall not operate as a waiver of, nor limit such Director's liability to the Corporation or its members for damages arising out of the following:

- A. Any breach of such Director's duty of loyalty to the Corporation or to its Members;
- B. Any of such Director's acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of the law;
- C. Such Director's assent to or participation in the making of a loan by the Corporation to any Director or officer of the Corporation; or
- D. Any transaction from which such Director derived an improper personal benefit.

Section 2. Survival

Any repeal or modification of this Article XI, Section 1 by the members of the Corporation shall be prospective only and shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern for all matters of procedure not specifically covered by these Bylaws or any special rules of order this Corporation may adopt.

ARTICLE XIII – Amendments

These Bylaws must remain consistent with the Articles of Incorporation and the laws of the State of Arizona for the administration, operation and regulation of the affairs of the Corporation, but may be amended by either of the following:

- A. The vote of two-thirds of the Board of Directors membership, provided that at least three weeks written notice of the proposed changes has been given to each Board of Directors member. If no previous written notice to the Board of Directors has been given, any amendment to the bylaw changes proposed shall take a vote of three-fourths of the Board of Directors membership to adopt.
- B. The majority of the club membership, by mail, provided the text of the proposed amendment shall have been mailed at least 30 days in advance of the voting deadline. Each member club shall have one vote regardless of the number of individual members in that club.

The foregoing Bylaws are dated this 12th day of May, 2016.