

**BYLAWS Of the PACIFIC WOMEN’S GOLF ASSOCIATION, INC.
Revised 2005**

ARTICLE I

Name

The name of this organization shall be the PACIFIC WOMEN’S GOLF ASSOCIATION, INC., a California mutual benefit corporation organized under the Nonprofit Benefit Corporation Law of the State of California.

ARTICLE II

Purpose

The purpose of this nonprofit organization shall be:

SECTION 1. To promote and maintain the best interests of golf among women golfers.

SECTION 2. To promote adherence to the USGA Rules of Golf and the Golf Handicap Information Network (GHIN), and to disseminate information with regard thereto.

SECTION 3. To determine USGA Course Ratings for golf courses under PWGA jurisdiction, in accordance with USGA approved procedures. To issue USGA Course ratings and USGA slope ratings to be used only in connection with the USGA Handicap System.

SECTION 4. To conduct such Tournaments as are designated by the Executive Board each year.

SECTION 5. To conduct only such activities as are within the meaning of Section 501(e)(7) of the Internal Revenue Code.

ARTICLE III

Membership

SECTION 1. Membership is open to Women’s Golf Clubs meeting and maintaining PWGA requirements and whose membership handicaps are established by eighteen (18) consecutive holes of golf, or consecutive nine (9) holes combined for an 18 hole score. Membership is also open to Nine Hole Women’s Golf Clubs meeting and maintaining PWGA requirements and whose membership handicaps are established nine (9) holes.

Individual members must be eighteen (18) years of age or over and in good standing in their respective clubs.

SECTION 2. Classification: There shall be the following classes of membership:

- A. Club membership (herein referred to as member clubs) shall be Women's Golf Clubs (9 and/or 18 hole) playing at golf courses which meet USGA requirements as set forth in PWGA club membership eligibility standards.
- B. Individual membership shall be open to women who wish to subscribe through a member club.

SECTION 3. Each member club shall be a voting member of the Association and shall have one (1) vote in the affairs of the Association. Individual members shall be non-voting members of the Association except they may exercise their individual vote to elect: Executive Board Officers, the Area Directors within their area, and the operating budget presented by the Treasurer.

SECTION 4. A member or member club shall be required to pay their dues 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 – Sec.1).

SECTION 5. The Association shall issue a Certificate of Club Membership to each member club.

SECTION 6. Member clubs or individual members shall be liable or expelled or otherwise deprived of privileges of membership in this Association for failure to abide by or comply with any provisions of the Bylaws or Rules of this Association or the member club or any decision of the Executive Board.

No member club or individual member shall be suspended, expelled or otherwise deprived of any privileges of membership except after a hearing on the specific charges. Reasonable notice of charges and of the hearings shall be given to the accused club or individual member. At this hearing, the accused club or individual member may be represented by their duly authorized representative and/or their authorized attorneys.

SECTION 7. For administrative purposes, member clubs shall be divided into geographical areas. The Board shall determine which member clubs belong in each area. A member club's request to be transferred to another area shall not be unreasonably denied provided its geographical location makes such transfer feasible. Each area shall have an Area Director to represent it on the Executive Board.

ARTICLE IV

DUES AND FINANCES

SECTION 1. Annual billing to member clubs for dues, in the amount determined by the Board and subject to the approval of the voting members of the Association, shall be payable upon receipt. Annual billing for the individual member's dues in an amount recommended by the Board and subject to the approval of the voting members of the Association, shall be payable upon receipt. Dues not paid sixty days (60) after billing shall result in the delinquency of a member club.

SECTION 2. Operating and Tournament budgets shall be adopted by the Executive Board.

SECTION 3. The fiscal year shall be January 1 through December 31. Dues and fees shall not be pro-rated for any part of the year.

ARTICLE V

GOVERNMENT

SECTION 1. The Association shall be governed and managed by the Executive Board. The Board shall constitute the ruling and governing power of the Association for all purposes.

SECTION 2. The members of the Executive Board shall be:

- A. The Elected Officers, (Article VI, Sec. 1), each of whom shall be elected by a majority vote of the individual members at the Annual Meeting of the Association.
- B. The Area Directors who shall be elected by the members within their area (Article VI, Sec. 3).
- C. The Directors of the Association, (Article VI, Sec. 2), who shall be appointed by the Elected Officers with Board approval.
- D. There shall be no more than four (4) **Directors** on the Executive Board from any one area.

SECTION 3. Qualifications: All Board members shall be members in good standing of the Association or another USGA sanctioned women's golf association for at least three (3) years prior to election and shall have golf administration experience at club and/or area level. Any member nominated for the position of President and/or Vice President must have served as a member of the Executive Board for a minimum of two years.

SECTION 4. Duties: The property, affairs and continued development of the Association shall be the responsibility of the Executive Board.

SECTION 5. Each member of the Executive Board shall be entitled to one (1) vote on all matters concerning the Association. The President shall vote only in the case of a tie.

SECTION 6. The Past President shall be a member of the Executive Board in an advisory capacity only. She shall have no voting power.

SECTION 7. Board members entitled to vote shall have the right to vote by a written proxy executed by her duly authorized agent and filed with the Secretary of the Association.

SECTION 8. Vacancies occurring in any office shall be filled by an appointment of the Elected Officers, subject to the approval of the Executive Board. In the event of a vacancy in the office of the President, the Vice President shall assume the duties of the President. The Elected Officers, with the approval of the Executive Board, will appoint a Vice President to serve the remainder of that term of office.

SECTION 9. Compensation: The members of the Executive Board and PWGA Committees shall serve without compensation, but shall be reimbursed for expenses incurred normally within the scope of their respective duties as determined by the Board. Any unusual expenses shall require prior authorization by the Board.

SECTION 10. Removal: Any member of the Executive Board may be removed from office at any time by the affirmative vote of two-thirds (2/3) of the Board Membership. Cause for removal shall include non-performance of duties, two (2) unexcused absences or three (3) absences for any reason from Board Meetings during any calendar year, or any other misconduct or dereliction of duty in office.

SECTION 11. All Officers and Directors shall be installed into office at the Annual Meeting and shall assume their duties as of January 1st.

SECTION 12. The Executive Board shall be responsible for maintaining a set of Standing Rules to supplement these Bylaws.

ARTICLE VI

OFFICERS AND DIRECTORS

SECTION 1. The elected officers of this Association shall be the President, Vice President, Secretary and Treasurer.

A. The President and Vice President shall each serve a term of one (1) year.

- B. The Secretary and Treasurer shall be elected in alternating years and each Officer shall serve a term of two (2) years.

SECTION 2. The appointed Directors of this Association may include Course Rating Director, Rules Director, Handicap Director, Tournament Director, Team Play Director, Publicity Director, and Membership Director.

- A. The Rules Director, Tournament Director, Team Play Director, Publicity Director and Membership Director shall each serve a term of one (1) year.
- B. The Course Rating Director and Handicap Director shall serve a term of two (2) years.

SECTION 3. An Area Director and Director of Nine Hole Clubs shall be elected by the members within her area for a term of two (2) years.

SECTION 4. No elected Officer, including Area Director, or appointed Director, shall be eligible for the same position for more than two (2) consecutive terms, with the exception of the Course Rating Director and the Handicap Director.

SECTION 5. No elected Officer, Area Director, or appointed Director, shall serve on the Executive Board for more than seven (7) consecutive years.

SECTION 6. No member shall hold more than one office on the Executive Board at any one time.

ARTICLE VII

DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. The Officers and Directors shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by this Association and perform such other duties as may be required by the Executive Board. They shall deliver to their successors all materials pertaining to their office.

A. The President shall:

1. Preside at all meeting of the Association
2. Call to order meetings of the Board or Association
3. Be entitled to make motions at any Board meeting and vote on all questions in the event of a tie.
4. Be an ex-officio member of the committees except the Nominating Committee.
5. Sign all agreements and instruments requiring execution on behalf of the Association with prior Board approval.

6. Make an annual report to the Executive Board and the membership at the end of her term of office.

B. The Vice President shall:

1. Assume the duties of the President in her absence and assume the Presidency in case of resignation, disability, death or removal from office.
2. Be responsible for site selection and preliminary arrangements for the major tournaments for the following year.
3. Make an annual report to the Executive Board and the membership at the end of her term of office.

C. The Secretary shall:

1. Record and keep in her custody the minutes of all meetings of the Association and the Executive Board.
2. Have available for reference at all meetings a copy of the Association Bylaws, Standing Rules, Directory and Handbook.
3. Conduct the correspondence of the Association
4. Maintain the book of Corporate Records.
5. Appoint her own assistant with the approval of the Executive Board.

D. The Treasurer shall:

1. Keep records of all monies of the Association.
2. Be responsible for filing all reports for State and Federal Government requirements.
3. Be a member of the Finance Committee which shall assist in the preparation of the annual budget and in making recommendations as to fiscal policy.
4. Present the operating budget to the Board for approval before presenting it to the general membership for vote at the Annual Meeting.
5. Exercise general supervision over the receipt and disbursement of Association funds in accordance with the approved budget.
6. Give a statement of all financial transactions at all meetings and provide a copy of such reports for the Secretary's records.
7. Make a yearly report at the Annual Meeting.
8. Appoint her own assistant with the approval of the Executive Board.
9. Have the accounting records audited every other year, or upon change of Treasurer or Executive Director, at the end of the fiscal year by an Executive Board approved Certified Public Accountant.

E. The Rules Director shall:

1. Interpret and clarify rules according to the USGA Rules of Golf.
2. Be responsible for Major Tournament's rules and course preparation.

3. Appoint committee members with the approval of the Executive Board.

F. The Tournament Director shall:

1. Direct Major Tournaments subject to the approval of Executive Board.
2. Keep a record of the entries and winners of all Major Tournaments.
3. Send a report of the winners and awards of the Major Tournaments to the members of the Executive Board.
4. Obtain a receipt from the golf course itemizing the expenditures for the tournament to be given to the Executive Director.
5. Submit yearly report for the Annual Meeting.
6. Purchase prizes for tournaments.
7. Appoint an assistant and committee members with the approval of the Executive Board.

G. The Team Play Director shall:

1. Be responsible for the Team Play Program and one other tournament and present it for Board approval.
2. Appoint her own committee members with the approval of the Executive Board.
3. Obtain a receipt from the golf course itemizing the expenditures for the tournament to be given to the Executive Director.
4. Purchase prizes for Team Play Championship and any other assigned tournament.
5. Send a report of the winners and awards of the tournaments to the members of the Executive Board.
6. Submit yearly report for the Annual Meeting.

H. The Handicap Director shall:

1. Keep the responsible officer of each member club informed of changes and procedures.
2. Be the advisor to the member clubs and Executive Board on any question regarding handicapping.
3. Direct correspondence affecting the Association to the President, Vice President, Secretary and Executive Director.
4. Maintain all records as required by the USGA regarding club certification.

I. The Publicity Director shall:

1. Be in charge of all publicity and the newsletter (Notes and Quotes) for the Association.
2. Be responsible for the promotion of benevolent projects.
3. Provide picture album for outgoing President.

4. Be responsible for photographing all flight winners at Major tournaments.

J. The Membership Director shall:

1. Promote membership in PWGA
2. Work with the Publicity Director to develop and distribute promotional material.

K. The Area Director shall:

1. Be the Director for the specified clubs in assigned areas.
2. Act as liaison officer between member clubs and the Executive Board.
3. Appoint or the area elect an Area Tournament Chairperson, Rules Chairperson, Secretary, Handicap Chairperson, and any other officers deemed necessary.
4. Conduct a minimum of four (4) Area Play Days, within her assigned area, each year.

L. The Course Rating Director shall:

1. Be responsible for having all member courses rated.
2. Have courses re-rated according to USGA specifications or upon request.
3. Provide assurance that all clubs applying for membership shall have a current USGA course rating for their course if applicable.
4. Have the Course Rating Committee follow the procedures set forth by the USGA

ARTICLE VIII

MEETINGS

SECTION 1. An Annual Membership Meeting of the Association shall be held in October at the Helen Lengfeld Tournament. The new officers shall be elected at this meeting.

SECTION 2. The Changeover Meeting of the Board shall be held prior to the end of the fiscal year.

SECTION 3. At least seven (7) regular meetings of the Executive Board shall be held annually at times and places to be fixed by the President, upon ten (10) days notice to each member.

SECTION 4. Special Board meetings may be called at any time by the President, and must be called upon written request of two (2) members of the Board. Notice of such meeting, should state the purpose or purposes for which it is called as well as the time and

place it shall be held. The notice shall be mailed or emailed to each member of the Board at least five (5) days before the meeting date and followed by a telephone call. Any Association 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.

SECTION 5. Any business to be presented by members (club or individual) for Board consideration at any meeting should be presented in writing to the Secretary not less than ten (10) days prior to the date of the meeting.

SECTION 6. Quorum:

- A. Two (2) officers plus seven (7) Directors of the Executive Board shall constitute a quorum for meetings of the Executive Board.
- B. A majority of the voting members present shall constitute a quorum at any regular or special meeting of the Association.

ARTICLE IX

NOMINATIONS AND ELECTIONS

SECTION 1. Election of Officers:

- A. On or before May 31st of each year, a Nominating Committee shall be selected for the next election. Such committee shall be comprised of five (5) members, two (2) of whom shall be appointed by the President and three (3) elected by the Executive Board. No two (2) members may be from the same club.
- B. The Nominating Committee shall be responsible for the preparation and distribution of the list of candidates for the election of Officers. A biographical sketch of each candidate, indicating her qualifications, shall be included with the list.
- C. It shall be the duty of the Nominating Committee to interview and select the most qualified candidates available from each area based upon their known leadership experience, and interest in golf. At the discretion of the Nominating Committee, for broader representation, no two nominees should be from the same club.
- D. The Chairperson of the Nominating Committee shall be elected by the Committee immediately, and her name given to the Executive Board. The Chairperson of the Nominating Committee shall present the selected list of candidates to the Executive Board at least thirty (30) days prior to election.

The Executive Board shall recommend a slate to be presented to the membership for vote at the Annual Meeting.

- E. Nominations of willing and qualified candidates will be accepted from the floor at this time.

ARTICLE X

COMMITTEES

SECTION 1. Standing Committees of the Association shall be:

- A. Finance Committee
- B. Rules Committee
- C. Tournament Committee
- D. Site Selection Committee

Each of these committees shall be chaired by a Director or Officer of the Executive Board.

SECTION 2. The President shall appoint, with Board approval, the Chairperson of all standing committees.

SECTION 3. Committee Chairperson shall have administrative and advisory responsibilities as specified in the description of their duties furnished to them upon their appointment.

SECTION 4. Each Committee **Chairperson** shall submit a written annual report to the Board, and shall submit reports during the year as requested by the President or the Board.

SECTION 5. All retiring Chairpersons shall turn over to their successors to the PWGA office all committee related materials in their possession, and be available to assist their successors in the proper assumption of their duties. A full description of duties and responsibilities shall be included in the records of each committee.

SECTION 6. Special committees may be created as deemed necessary by the Executive Board.

ARTICLE XI

REPRESENTATIVE OF MEMBER CLUBS

SECTION 1. Each member club shall appoint a PWGA Representative to act as the liaison between her individual club and the Officers and Directors of the Association.

SECTION 2. Each Representative will receive an instruction kit containing information and forms pertaining to procedures, duties and her responsibilities to the Association.

SECTION 3. New Representatives will receive a “Rep” pin, for permanent retention, to be worn in their official capacity during their term of office.

ARTICLE XII

SPECIAL AWARDS AND GIFTS

SECTION 1. An Association emblem pin shall be presented to the President at the Annual Membership Meeting.

SECTION 2. The outgoing President shall receive a gift. The gift shall be at the discretion of the Board. The cost shall be determined in the Standing Rules.

SECTION 3. The Executive Board may award a gift to a member of the Association for special and extra services to the Association. No more than one such gift shall be awarded to any one person in each fiscal year. The gift shall be at the discretion of the Board and the cost shall be determined in the Standing Rules.

SECTION 4. A pin and a certificate shall be awarded for a Hole-in-One made on a PWGA member course or any other golf course having a USGA Course Rating. The round of golf must have been played under the USGA Rules of Golf.

ARTICLE XIII

Geographical Area

SECTION 1. Any regularly organized golf club situated in California north of the counties of Santa Barbara, Kern and San Bernardino, or outside the State of California if it may be properly serviced by this Association, shall be eligible for membership in this Association.

SECTION 2. Each geographical area shall include all those member clubs which lie within the area as defined by the Executive Board.

ARTICLE XIV

HEADQUARTERS

SECTION 1. The principal office of the Association for its transaction of business is located at 3101 Sunset Boulevard, Suite 1E, Rocklin, California 95677.

SECTION 2. The Executive Board has the authority to change the principal office of the Association from one location to another within its designated areas. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

SECTION 3. The conduct of business in the principal office shall be under the direction of the Executive Director. The Executive Director shall respond to and be responsible to the Executive Board. She shall be supervised and evaluated by the Finance Committee.

SECTION 4. The Executive Director shall

- A. Be employed for such term and shall receive compensation as may be determined by the Board.
- B. Serve as liaison between the general membership, the Executive Board and USGA during regular business hours.
- C. Work closely with the Handicap and Membership Directors to maintain a current file of all members and clubs.
- D. Maintain a master file of member clubs, their course ratings and membership lists.
- E. Be responsible for Hole-in-One awards.
- F. Be responsible for ordering all other awards as directed by the Executive Board.
- G. Receive monies of the Association for dues, handicapping fees, and entry fees from the major tournaments and deposit them in a bank designated by Association Treasurer.
- H. Maintain records of same and send itemized accounting of monies received to the Treasurer.
- I. Perform such duties as directed by the Executive Board.
- J. Attend all Executive Board Meetings.

ARTICLE XV

PARLIAMENTARY AUTHORITY

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

ARTICLE XVI

AMENDMENT OF BYLAWS

SECTION 1. Written notice of any proposed amendment(s) to the Bylaws must be given to the Executive Board three (3) weeks prior to a meeting. The amendment(s) must be approved by two-thirds (2/3) vote of the members of the Executive Board before the proposed amendment(s) are mailed to each member club.

SECTION 2. Prior to sixty (60) days before voting upon any proposed amendment(s) to the Bylaws, written notice of the proposed amendment(s) shall be sent to all member clubs. Each member club may cast one vote.

SECTION 3. Amendment(s) can only take effect following the approval, by two-thirds (2/3) vote, of the member clubs responding.