

# Wyoming State Golf Association By-Laws

## ARTICLE I MEMBERSHIP

**SECTION 1.** This association shall have two types of members, namely (1) "Individual members" consisting of individual persons, male and female; and (2) "golf organization members" consisting of golfing organizations which qualify for membership, as hereinafter described.

Any citizen of the State of Wyoming shall be eligible for membership as an individual member of this corporation, and may, after written application in such form as the Board of Directors of the corporation may prescribe, be elected to membership by a majority vote of the members of the board of directors. Individual members may also be admitted without direct reference to the name of such members, if they are members of a golf organization member, as hereinafter defined, and participate in the payment of such dues and satisfy such qualifications as may be required from time to time by the Board of Directors as conditions of membership. Notwithstanding anything in these By-Laws to the contrary, the Board of Directors may, at any time and from time to time, impose and require the existence of certain conditions precedent or special qualifications to be met before (1) any person or persons shall be eligible or continue to be eligible for status as an individual member, and (2) for any group or association to be eligible or continue to be eligible as golf organization members. One condition of the type contemplated by the preceding sentence shall be payment or a participation in the payment, of the amount to be determined by the Board of Directors for annual dues to defray the the cost of individual members' handicap fee charges. Further, the board of Directors shall have the right, with or without cause, to terminate any membership or deny membership to any person or persons or to any group or association, in the sole judgment and discretion of the said Board of Directors, and its action in this respect shall be final and conclusive upon all parties.

Memberships, whether the same be individual memberships or golf organization memberships, shall not be transferable. This corporation shall have no capital stock or shares and it shall not declare dividends or otherwise distribute any of its earnings to any members.

In addition to individual members, as described above, the corporation shall have members known as "golf organization members". The expression "golf organization members" shall include, as members in such category, municipal golf clubs, fee courses, and private golf clubs operating in the State of Wyoming, where such organizations or groups have applied for a Golf Organization Membership in the Wyoming State Golf Association, and such membership has been approved by the Board of Directors of this corporation. Within the discretion of the Board of Directors, any golf organization membership may be terminated at any time by action of the Board of Directors, and such termination may be accomplished whether with or without cause.

The corporation may, but shall not be required to issue certificates or other forms of membership to its individual members and golf organization members, which shall serve solely evidence of membership in the corporation and shall not be, nor considered to be evidence of any equity in the assets of the corporation, nor to share any of the earnings or income of the organization.

## **ARTICLE II**

### **ASSOCIATION MEETINGS**

**SECTION 1. *Annual Meeting.*** The annual meeting of the Association shall be held on the Thursday in August of the scheduled Mid-Amateur Tournament, at such date, time and place as the Executive Committee shall designate.

**SECTION 2. *Special Meetings.*** Special meetings of the Association may be called by the President or by the Executive Committee, and shall be called on the written request of any 10 (ten) member clubs.

**SECTION 3. *Notice of Meetings.*** Thirty days' notice of the time and place of the annual meeting and two weeks' notice of the time and place of any special meeting shall be mailed by the Secretary to all Member Clubs in the Association. The notice of a special meeting shall state the objects thereof, and no other business shall be transacted thereat.

**SECTION 4. *Voting Privileges.*** At all meetings of the Association each Member Club shall be entitled to be represented by one voting delegate, whose appointment shall be certified in advance by his Club to the Secretary of the Association..

**SECTION 5. *Quorum.*** A majority of the members of the Board of Directors shall constitute a quorum at any meeting.

**SECTION 6. *Proxies.*** Proxies, duly certified by the Secretaries of Members Clubs, may be voted by voting delegates only at all meetings of the Association. No voting delegate shall vote more than five proxies.

**SECTION 7. *Action at Meeting.*** Voting at meetings of the Associations need not be by written ballot and need not be conducted by inspectors unless a majority of the Member Clubs entitled to vote thereon present by delegate in person or by proxy shall so determine. Election of members of the Executive Committee, Officer, the General Counsel and members of the Nominating Committee shall be by a plurality of the votes cast. Except as otherwise provided by law, the Certificate of the Incorporation or these Bylaws, all other actions shall be decided by the vote of a majority of the Member Clubs entitled to vote thereon present by delegate in person or by proxy at a meeting at which a quorum is present.

**SECTION 8. *List of Members Entitled to Vote.*** The Secretary shall prepare and make, at least ten days before every meeting of the Association, a completed list of the members entitled to vote at the meeting, arranged in alphabetical order and showing the address of each member. Such a list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at at place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The

list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any member who is present..

## **ARTICLE III**

### **EXECUTIVE COMMITTEE**

**SECTION 1.** *Election, Term of Office, resignation, Removal and Vacancies.* There shall be an Executive Committee consisting of the four officers of the Association and nine others. They shall by membership therein represent different Member Clubs in the Association. Each member of the Executive Committee shall be elected at the annual meeting of the Association and shall hold office for three (3) years and his successor is elected and qualified or until his earlier resignation or removal. Any member of the Executive committee may resign at any time upon written notice of the Executive Committee, the President or Secretary, provided that if such member is also an officer of the Association, he shall at the same time resign such office. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any member of the Executive Committee may be removed at any time with or without cause by the members of the Association at a special meeting. Any vacancy in the Executive Committee occurring between annual meetings of the Association may be filled by the remaining members of the Executive Committee.

**SECTION 2.** *Powers and Duties.* Except as may be other provided by law and subject to the provisions of the Association's Certificate of Incorporation and these By-Laws and to such action as may be taken from time to time by the Association at an annual or special meeting, the Executive Committee shall have the entire control and management of the affairs, property and policy of the Association.

The Executive Committee shall adopt, modify and enforce the Rules of Golf and the Rules of Amateur Status.

The Executive Committee shall hear all complaints or disputes between Members of the Association, but no member of the Committee who shall be a member of any club involved in any dispute shall sit in hearing of such complaint or dispute.

The Executive Committee shall determine the course, the time and the conditions of the championship or events that may be given under the jurisdiction of the Association.

The Committee shall take cognizance of any apparent violation of the Rules of Amateur Status the may come to its attention in any manner whatsoever. It shall exercise absolute discretion in the interpretation and enforcement of such Rules and shall in every way safeguard the best interests of the game of golf. The Committee shall have the power to inflict such penalties as each case may in the judgement of the Committee warrant.

**SECTION 3. Meetings.** The Executive Committee shall on a Saturday in the month of March or shall meet at the call of the president or of any three members. At least ten day's notice of the time and place of a meeting shall be mailed to each member of the Executive Committee.

**SECTION 4. Proxies.** Proxies may be voted at all meetings of the Executive Committee.

**SECTION 5. Quorum.** One-third of the total number of members of the Executive Committee present in person shall constitute a quorum of the Executive Committee at any meeting.

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**SECTION 6. Action at Meeting.** Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the vote of a majority of the members present in person or by proxy at a meeting at which a quorum is present shall be the act of the Executive Committee.

**SECTION 7. Committees.** The Executive Committee may, by resolution passed by a majority of the whole Executive Committee, designate one or more committees, each committee to consist of one or more of the members of the Executive Committee. The Executive Committee may designate one or more members of the Executive Committee as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Executive Committee to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Executive Committee, shall have and may exercise all of the powers and authority of the Executive Committee in the management of the business and affairs of the Association and may authorize the seal of the Association to be affixed to all papers which may require it, but no such committee shall have the power of authority to amend the Certificate of Incorporation, adopt an agreement of merger or consolidation, recommend to the members of the Association the sale, lease or exchange of all or substantially all of the Association's property and assets, recommend to the members of the association a dissolution of the Association or a revocation of dissolution, indemnify members of the Executive Committee, amend these By-Laws, elect, expel or suspend members of the Association or adopt, modify or repeal the Rules of Amateur Status.

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Unless the Executive Committee otherwise provides, each committee designated by the Executive Committee may make, alter and repeal rules for the conduct of its business. In the absence of a provision by the Executive Committee or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee and, in other respect, each committee shall conduct its business in the same manner as the Executive Committee conducts its business pursuant to these By-Laws.

The Executive Committee may appoint other committees, or their number or otherwise, which such duties as they may prescribe, subject only to the limitations herein contained.

**SECTION 8.** *Waiver of Notice of Meetings of Executive Committee and Committees.* Whenever notice is required to be given by law or under any provision of the Certificate of Incorporation or these By-Laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Executive Committee or any committee thereof need be specified in any written waiver of notice unless so required by the Certificate of Incorporation of these By-Laws.

**SECTION 9.** *Telephonic Meetings.* Members of the Executive Committee or any committee designated by the Executive Committee may participate in a meeting of the Executive Committee or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this By-Law shall constitute presence in person at such meeting.

**SECTION 10.** *Action Without Meeting.* Any action which may be taken at a meeting of the Executive Committee or any committee thereof may be taken without a meeting, without prior notice and without a vote if a consent in writing setting forth the action so taken, which may be

in counterparts, shall be signed by members of the Committee or such committee having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members of the Executive Committee or such committee were present and voted and the written consent or consents are filed with minutes of proceedings of the Committee or committee, as the case may be. The Secretary shall give prompt notice of the taking of such action without a meeting by less than unanimous written consent of those members who did not consent thereto in writing.

## **ARTICLE IV**

### **OFFICERS**

**SECTION 1.** *Election, Term of Office, Resignation, Removal and Vacancies.* The officers of the Association shall be a President, Vice-President, a Secretary and a Treasurer. Each officer shall be elected at the annual meeting of the Association and shall hold office until the annual meeting next succeeding his election and his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Executive Committee, the President or the Secretary, provided that any such officer at the same time resigns as a member of the Executive Committee. Such resignation shall take effect at the time specific therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to render it effective. The Executive Committee may remove any officer at any time with or without cause. Vacancies shall be filled by the Executive Committee.

**SECTION 2.** *Powers and duties.*

(a) *President.* The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Association and of the Executive Committee and in general shall perform the duties incident to his office. The president shall appoint such special committees as may be found desirable and necessary for further interest and purposes of the Association.

(b) *Vice-President.* During the absence or inability of the President, the Vice-President shall perform the duties of the President.

(c) *Secretary.* The Secretary shall keep the records of all meetings of the Association and the Executive Committee. He shall give and serve all notices of meetings. He shall have charge of all the correspondence and papers of the Association except such as pertain to the office of the Treasurer. He shall present at each annual meeting of the Association a full report on all matters relating to the affairs of the Association, including a summary of all action taken during the year by the Executive Committee. In general, he shall perform the duties incident to his office.

(d) *Treasurer.* The Treasurer shall keep full and accurate accounts of all moneys received, and shall deposit the same in the name and to the credit of the Association in such depositories as may be designated by the Executive Committee. He shall disburse all moneys under the direction of the Executive Committee. He shall have authority to receive and give receipt for all moneys due and payable to the Association from any source whatever, and to endorse on behalf of the

Association all checks, drafts, notes, warrants and orders, and to give full discharge for same. He shall have power to sign all checks, drafts, notes, warrants and orders for the payment of money. He shall present at each annual meeting of the Association a written report of all the money affairs of the Association, and he shall make a like report whenever requested by the Executive Committee. In general, he shall perform the duties incident to his office.

**SECTION 3.** *Other Officers, Agents and Employees.* The Executive Committee may from time to time elect or appoint and remove such other officers, agents, or employees, and may delegate to them such powers and duties, as it may deem desirable and may fix their compensation.

## **ARTICLE V**

### **COMPETITIONS**

**SECTION 1.** *Rules for Competition.* All competitions conducted by the Association shall be played under and in accordance with the current Rules of Golf as approved by the Association, with such amendments and interpretations as have been or may hereafter be adopted by the Association. The Committee may adopt such local rules as in their judgment the conditions warrant. In all competitions held under the auspices of the Association, such entrance fee shall be charged as may be determined by the Executive Committee of the Association. Entries must be received by the Secretary. The Association shall indicate in the program describing each of the events the time before which entries must be received by the Secretary and the methods of making such entries.

Any amateur golfer may compete for the amateur championships conducted by the Association, subject to conditions of play as determined pursuant to Section 2 herein below.

**SECTION 2.** *Conditions of Play in Events Given Under the Auspices and Jurisdiction of the Association.* The conditions of play shall be determined from time to time by the Executive Committee and shall be advertised in such manner as such Committee may determine. Such advertisement or notification shall be published as early as possible prior to the date of each event.

**SECTION 3.** *General Conditions in Respect of Competitions.* All entries for any competition given under the jurisdiction of the Association are subject to the approval of the Executive Committee, and any entry may be rejected by the Committee.

All disputes shall be settled by the Executive Committee, whose decision shall be final.

Contestants paying their entrance money shall be considered thereby to have submitted themselves to the Rules of the Association, both as to restrictions enjoined and penalties imposed. On these conditions alone the contestants shall be entitled to enjoy the advantages and privileges of the competitions given under the jurisdiction of the Association to assist the Committee in every manner.

# **ARTICLE VI**

## **MISCELLANEOUS**

**SECTION 1.** *Fiscal Year.* The fiscal year shall end on December 31 of each year.

**SECTION 2.** *Indemnification.* The Association shall, to the full extent permitted by the Wyoming Corporation law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The right of indemnification provided by this Section shall not be deemed exclusive of any other right to which those indemnified may be entitled apart from this Section.

**SECTION 3.** *Amendment.* These By-Laws may be altered or repealed, and new By-Laws may be made, by the Executive Committee, but the Member Clubs at a meeting of the Association may alter or repeal any By-Law, whether or not adopted by them, and make additional By-Laws.