



# **BYLAWS OF THE NATIONAL GOLF COURSE OWNERS ASSOCIATION - MID-ATLANTIC CHAPTER**

## **ARTICLE ONE Corporate Name**

The corporate name of the Association shall be National Golf Course Owners Association - Mid Atlantic Chapter, a 501 (c) (6) nonprofit corporation registered in the Commonwealth of Virginia.

## **ARTICLE TWO Purposes**

The purposes of this Association shall be:

1. To consider the challenges of operation and management of golf by owners and operators of golf courses in the Mid-Atlantic region.
2. To promote activities designed to increase the efficiency of golf courses and golf-related operations.
3. To promote cooperation and exchange of ideas among Association members.
4. To encourage the growth and preservation of the game of golf in the Mid-Atlantic region.
5. To cooperate with others who support the purposes and goals of the Association.
6. No resources of the NGCOA Mid-Atlantic will be expended to preserve or advocate any course operator's right to discriminate in any way on the basis of race, color, creed, religion, gender or national origin.

## **ARTICLE THREE Office**

The corporate headquarters of the Association shall be maintained in Virginia.

## **ARTICLE FOUR Membership**

Section 1. Class - There shall be two classes of Association members: Regular and Corporate.

Section 2. Regular Member - Regular Membership shall be granted upon application and approval by the Board of Directors to persons, firms and corporations of good character who:

- a) Own or operate golf courses in the Mid-Atlantic region
- b) Are interested in fulfilling the purposes of the Association
- c) Are members in good standing with the National Golf Course Owners Association
- d) Meet such other requirements as may be established by the Board of Directors

For Regular Membership, a golf course is defined as an outdoor golf facility, which consists of at least nine holes of any length and is made up of tees, fairways and greens.

Section 3. Corporate Members - Corporate Membership shall be granted upon application and approval by the Board of Directors to persons, firms and corporations of good character who:

- a) Provide goods and services to golf course owners and operators
- b) Are interested in fulfilling the purposes of the Association
- c) Meet such other requirements as may be established by the Board of Directors

## **ARTICLE FIVE**

### **DUES**

Section 1. Amount - The dues for members of the Association shall be determined by the Board of Directors.

Section 2. Failure to Pay - Members who fail to pay their dues within 30 days from the time they become due shall be notified and, if payment is not made within the next 30 days shall, without further notice and without hearing, be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership; provided, that the Board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

## **ARTICLE SIX**

### **Meetings**

Section 1 -- Types of Meetings. Meetings of the full membership shall occur as

follows:

- a. Annual membership meeting: The annual meeting of the Association shall be at a time and place to be determined by the Board of Directors upon at least thirty (30) days notice to all members.
  - b. Special membership meetings: Special meetings of the membership may be called by the Board or by not less than 20 percent (20%) of the membership petitioning the President for such meeting. There shall be at least thirty (30) days notice of such meeting. Such notice shall state the business to be conducted at the special meeting.
- a. Section 3. Quorum - Those members present at a membership meeting shall constitute a quorum.

Section 4. Voting - Each regular member shall appoint and certify to the board of directors of the Association, a person or persons to be its representative in the Association who shall then represent, vote and act for the member in all affairs of the Association. Each regular member shall have one vote. Only regular members may vote on any question that comes before the Association. Decisions shall be by majority vote of the regular members in attendance.

Section 5. Proxies - At any meeting of members, a member entitled to vote may vote either in person or by proxy, executed in writing by the member or his duly authorized representative.

Section 6. Procedures - All meetings of the Association shall be governed by Robert's Rules of Order (most recent edition) when it does not conflict with these bylaws.

Section 7. Attendance - At all meetings, members may be represented by any officer, partner or principal or any members of the firm who the member may delegate for the purpose. Meetings of the Board of Directors shall be open only to its members, except by special invitation.

## **ARTICLE SEVEN**

### **Board of Directors**

Section 1 -- Composition. The Board shall consist of no less than nine (9) Directors elected at large by the Regular Members in good standing at the annual membership meeting. Directors shall serve a term of one (1) year. Each Director must be a member of the Association in good standing actively engaged in the business of owning or operating a golf course. No more than two persons per company (including multiple courses) may concurrently hold a position on the Board.

Directors are not subject to term limits and may succeed themselves.

Section 2. Power of the Board of Directors - The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may appoint such agents as it may consider necessary. In addition, the Board of Directors shall have the power to do any and all lawful things, which may necessary, useful or suitable or proper for the furtherance or accomplishment of the purposes and powers of the Association, and to exercise all powers possessed by Virginia corporations of similar nature.

Section 3 -- Meetings. The Board of Directors shall meet upon call of the President or Secretary/Treasurer, or shall be called for meeting by the President upon written request of a majority of the members of the Board of Directors. Notice of all meetings of the Board of Directors shall be sent to each member of the Board at least five days before the time appointed for such meeting. All meetings of the Association shall follow such procedural rules as the Board shall adopt.

Section 4 - Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. If a quorum is not present, a majority of those Board members present may adjourn the meeting.

Section 5 - Voting. All decisions of the directors shall be by majority vote of the directors present except where otherwise provided.

Section 6 -- Compensation. The Directors shall serve without compensation.

Section 7 - Resignation and Removal. Any Board member may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof. Any Board member may be removed by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

Section 8 -- Vacancies. Any vacancies occurring on the Board of Directors by reason of death, resignation or otherwise, may be filled by the Board of Directors for the unexpired term.

Section 9 -- Conflicts of interest. No Director shall participate in the consideration of or vote on any matter in which he or she (or any company or firm with which he or she is affiliated) has a direct financial interest.

## ARTICLE EIGHT Officers

Section 1 -- Officers. At the first Board of Directors meeting following their election, the Directors shall elect from their membership the following Officers: President, Vice President, and Secretary/Treasurer.

Section 2 -- Terms and Conditions of Office. Officers shall serve a term of one (1) year, beginning upon the date of their election and ending at the following annual election. Directors are not subject to term limits and may succeed themselves.

Section 3. Removal - Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served.

Section 4. Vacancies - In the event of a vacancy in the office of President, the Vice-President shall automatically become the President of the Association. In the event of a vacancy in any other office of the Association, the Board of Directors shall fill the vacancy thus created.

Section 3 -- Duties of Officers. The specific responsibilities of each Officer are as follows:

President: The President, shall preside at all meetings of the Board and of the members, shall be a member ex officio of all committees, and shall have the power to call special meetings of the members and of the Board for any purpose. In addition, the President shall be the chief executive officer of the Association, with powers and duties under these Bylaws and incident to the office of President.

Vice President: The Vice President shall have such powers and shall perform such duties as shall be assigned by the Directors or the President. In addition, the Vice President shall be responsible for the coordination of the work of the committees of the Association. In the absence of the President, the Vice President shall preside over all meetings.

Secretary/Treasurer: The Secretary/Treasurer shall give notice of and attend all meetings of the Board and the general membership and keep a record of their proceedings; conduct necessary correspondence; and carry into execution all orders, votes, and resolutions. The Secretary/Treasurer shall conduct or cause to be conducted any and all duties under these Bylaws and incident to the office of Secretary/Treasurer and shall have custody of the funds and assets of the Association and shall keep full and accurate accounts of all receipts and disbursements. The Secretary/Treasurer shall prepare an annual report and financial condition of the Association and other financial statements

as may be requested by the Board.

## **ARTICLE NINE** **Committees**

Section 1. Appointment - The President shall appoint such standing or special committees or subcommittees as may be required by the bylaws or as the President may find necessary.

Section 2. Nominating Committee - In advance of the annual membership meeting, the President shall appoint a Nominating Committee of three regular members to nominate candidates for Directors and elective office. The committee shall report the names of the candidates to the regular members at the annual membership meeting. Nominations, of any regular member, may also be made from the floor at the annual membership meeting.

Section 3. Rules - Each committee may adopt rules for its own operation not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE TEN** **Miscellaneous**

Section 1 -- Fiscal Year. The fiscal year of the Association shall be January 1 to December 31.

Section 2 -- Corporate Seal. The corporate seal shall to be designated and approved by the Board of Directors.

Section 3. Mail, Conference or Email Vote by Board of Directors - In lieu of a formal meeting, the Board of Directors may transact its business by either mail, telephone conference or email vote, provided that, in the event of a mail or email vote, the matter has been previously discussed and the ballots of at least two-thirds of the Board members are returned and at least a majority of votes cast are in the affirmative. In the event of a telephone conference vote, at least two-thirds of the Board members must participate in the conference and at least a majority of votes are cast in the affirmative. Action taken pursuant to such procedures in each case shall bind the Association, provided that each of the Board members has been duly notified of the mail, telephone conference or email vote in advance.

Section 5. Use of Funds and Dissolution - The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of its funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to the NGCOA.

Section 6 -- Indemnification. The Association shall indemnify all current and former officers, directors, employees, managers, committee members, and agents against all costs and liabilities, including attorneys' fees, resulting from any legal action against them arising from their activities in connection with the Association to the fullest extent permitted by applicable law. This provision shall not apply to any legal actions that might be instituted by the Association itself.

Section 7 -- Executive Director. The administrative operations of the Association may be supervised by an executive director selected by the Board. The executive director shall be responsible to the Board on a salaried basis (or on a contracted basis if the Board selects an association management firm). The executive director shall have the authority to execute contracts on behalf of the Association and as approved by the Board. Such person shall have the title of Executive Director or such other title as the Board may designate, and the executive director may act as and carry out the duties of the Secretary/Treasurer of the Association. The executive director may make disbursements on behalf of the Association, which shall be limited to those approved by the Board in the annual budget. The executive director may employ and may terminate the employment of any staff members necessary to carry on the work of the Association and shall perform such other duties as may be specified by the Board.

## **ARTICLE ELEVEN** **Amendments**

The bylaws may be amended, repealed or altered, in whole or in part, by favorable vote of a majority of the Board of Directors present at any regular or special meeting at which a quorum exists.