

BYLAWS OF ARKANSAS WOMEN'S GOLF ASSOCIATION

Article I – Name

The name of this organization shall be the Arkansas Women's Golf Association, Inc., a non-profit corporation organized and existing under the laws of the State of Arkansas. The colors shall be green and white.

Article II – Objectives

The objectives of this Association shall be:

1. To promote the game of golf among the women of the State of Arkansas;
2. To promote the spirit of good sportsmanship and friendly competition;
3. To hold annual championship tournaments, i.e., match play, stroke play and others;
4. To sponsor the Arkansas Junior girls golf championship tournament;
5. To work on and promote any other women's or junior state sponsored tournaments;
6. To promote and sponsor the Fore States Team competition;
7. To provide handicap service to all individual members;
8. To provide course rating services;
9. To work with women golfers in the State on their projects; and
10. To promote and sponsor the Tri-States Team competition.

Article III – Membership

Section A. Classification

1. **Club Membership.** Upon approval of the Board of Directors and payment of annual dues, all regularly organized golf clubs, or golf organizations composed of individual dues-paying members who manage their affairs, located within the State of Arkansas, may become members. Both categories shall be referred to hereinafter as "Club+."
2. **Individual Membership.** Individuals must be dues-paying members of the AWGA.

Section B. Membership and Annual Dues Records

1. The Treasurer shall maintain the membership information.
2. The amount of dues is determined by the Board of Directors of AWGA.

3. Dues are paid to AWGA and sent to the Treasurer.
3. Club dues and individual dues must be paid prior to any AWGA sponsored tournament for eligibility in such tournament.

Section C. Delegates

Each member Club shall appoint a delegate to serve as its representative to the Board of Directors of the Association.

1. The delegate shall receive all correspondence furnished member clubs.
2. The delegate should represent her Club at the Association's annual meeting.
3. The name and address of such delegate shall be sent to the Treasurer by April 1st of each year.

Article IV – General Membership Meetings

Section A. Time of Meeting

There shall be a General Membership meeting of the Association at the time of the annual match play championship. Before the meeting, copies of the agenda and financial information will be available at the meeting site. At this meeting, the election of officers and members of the Board of directors shall take place.

Section B. Eligibility to Vote

Any AWGA paid individual member shall be entitled to a vote at the annual business meeting held during the match play tournament each year.

Section C. Quorum

A Quorum shall be defined as the voting members of the Association present at the General membership meeting. There shall be no proxy voting.

Article V – Government

Section A. Management

The management and control of the business affairs, properties and policies of the

Association shall be vested in a Board of Directors consisting of not less than eleven (11) or more than nineteen (19) members, including the President. There shall be an Executive Committee, consisting of the Officers of the Board. The duty of this committee shall be to transact any business requiring immediate action during intervals between Board meetings; such action must be unanimous and must be presented to the Board for information and ratification at its next meeting. Should a unanimous decision not be reached by the Executive Committee, the full Board must be polled for a decision on the proposed action. The tally of the vote, including how each Director voted should be made available to the full board.

Section B. Election of Directors

1. Members of the Board of Directors shall be elected at the annual General Membership meeting of the Association to serve a term of two years, limited to three consecutive terms, except for the Treasurer, who shall serve a maximum of two (2) three (3) year terms. The Treasurer may be bonded. If a director becomes an officer during her term, once her term as an officer has been completed, she must be re-elected at the general membership meeting to serve a new term as either a Board Member or Officer. In order for a member to be eligible for nomination, she must have:

A. participated as a competitor in at least one AWGA event in the past three years, or

B. shown an active interest in AWGA and be subject to 75% board approval

2. Any vacancy on the Board during a term of office may be filled by nomination by the President and a majority vote of the remaining directors (though less than a quorum) until the next annual meeting of the General Membership of the Association.
3. Newly elected Board members shall assume office on October 31st.
4. The AWGA shall operate under a calendar year.

Section C. Board of Directors Meetings

1. There shall be a minimum of three meetings annually of the Board of Directors: one in March, preferably at, but not limited to, the site of the year's first championship; one during the championship; and the third in November. The President shall determine the sites for all meetings with considerations given to time and travel restrictions or limitations. The President, if deemed necessary, may call additional Board meetings.

2. Board members shall attend each designated meeting. If a Board member misses two consecutive meetings, she shall lose her position on the Board unless extenuating circumstances exist. The Executive Committee shall make the final decision on the circumstances; and such decision must be unanimously approved by the Executive Committee. Failing unanimous approval of the Executive Committee, it will be referred to the AWGA Board.
3. If an Officer or Director is alleged to have committed misfeasance or malfeasance in the performance of her duties, by a two-thirds vote of the Directors, that Officer or Director will be removed from the Board.
4. A quorum shall consist of six (6) with an eleven (11) member Board; seven (7) with a twelve (12) or thirteen (13) member Board; eight (8) with a fourteen (14) or fifteen (15) member Board; nine (9) with a sixteen (16) or seventeen (17) member Board; ten (10) with an eighteen (18) or nineteen (19) member Board.
5. The Board may take action without meeting in person, provided any motion to be voted on is submitted in writing and by electronic means, to all Directors; and a signed copy from each director is returned to the Secretary for the records. Any motion submitted by mail and electronic means shall be deemed to have been received on the date of its sending. Directors shall have one (1) week within which to respond electronically or by mail. Any Director who fails, for any reason, to respond to the motion, shall be deemed to have abstained from voting. However, amendments to these Bylaws, as set forth in Article IX, may be made only at a regularly convened meeting of the Board.

Article VI – Officers

Section A. Principal Officers

The principal officers of this association shall be President, First Vice President, Second Vice President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors.

Section B. Duties

1. The President shall set the time, date and place for all the meetings of the Board, according to Article V, Section C. She shall preside at all Board meetings and at the General Membership meeting. She shall appoint Chairmen provided for herein who are members of the Board of Directors or members of the association. She shall be an ex-officio member of all committees, except the Nominating Committee. She shall perform all

other duties inherent to the office, or specifically assigned to her by the Board. Following her term of office, she shall serve one year as an ex-officio member of the Board. In the absence of the Treasurer, the President shall have the authority to disburse monies, and her name shall be on the signature card of all accounts. To be elected to this office, she must have served on the Board.

2. The First Vice President shall assume the duties and powers of the President in her absence or disability. She shall be a member of the Finance Committee and attend the budget meetings. She may serve on committees. She shall be responsible for prize selection, display and distribution for the match play and stroke play championships.
3. The Second Vice President shall work with the website manager to assure tournament schedules and entry forms are in place on the website. She shall be the Awards Banquet Chairman and may serve on other committees.
4. The Secretary shall keep minutes of all Board and Association meetings. Such minutes will be sent to Board members within a reasonable time after the meeting. She shall maintain a complete file of each annual tournament, consisting of financial reports and other contestant information.
5. The Treasurer shall have custody of, and be responsible for, all funds received. She shall deposit funds in the name of the Association in FDIC or SIPC insured depositories as decided by the Board. She shall keep regular books of accounts and shall render a statement of such accounts at each Board meeting and at any other time requested by the Board. She shall submit a current financial statement to the AWGA Match Play Registration Chairman to be included in the registration information. She shall maintain a list of Clubs in good standing (those having paid their dues). She shall maintain the list of individual members. At the end of each three year term, all records shall be submitted to the Board of Directors approved accountant for review. Such review shall be presented to the Board at the annual March meeting.

Article VII – Committees

Section A. Committee Chairmen

Committee Chairmen are appointed by the President each year. Each appointee must consent to the Chairmanship. Chairmen shall be approved by the Board at the November meeting. They are to perform duties necessary for the proper management of Association affairs.

Section B. Duties

1. The Finance Committee shall consist of the Treasurer, President and First Vice President. The Treasurer shall be the Chairman of the Finance Committee. The annual budget will be determined by the Finance Committee and presented to the Board of Directors at the March meeting for approval.
2. The Match Play, Stroke Play, Four Ball Tournament Chairmen and the Rules Chairmen are responsible for the duties as defined in the AWGA Manual. Each Tournament Chairman is the Chairman of her respective Tournament Committee. The Tournament Committee includes the Registration Chairman, First Vice President, Host Club Tournament Chairman, and/or the Host Club Golf Professional.
3. The Match Play and Stroke Play Registration Chairmen are responsible for the duties as outlined in the AWGA Manual.
4. The Course and Slope Rating Chairman is responsible for the duties as outlined in the Standing Rules.
5. The Nominating Committee shall consist of three (3) Board members appointed at the November meeting by the President and two Board or Association members, appointed by the Board members.
 - A. The Nominating Committee shall nominate candidates for President, First Vice President, Second Vice President, Secretary, Treasurer, and other members of the Board. Nominations for directors who are non-competitors must be submitted to the Nominating Committee and approved by the directors prior to June 1st.
 - B. The Nominating Committee shall endeavor to present a slate that will maintain a reasonable geographic balance on the Board. The consent of each nominee must be obtained.
 - C. Additional nominations for officers and directors may be made from the floor at the Association's annual meeting. The consent of each nominee must be obtained beforehand. Nominations for non-playing directors will not be allowed from the floor.
 - D. The Nominating Committee shall conduct the election at the annual meeting. The vote shall be by secret ballot.

- E. The Nominating Committee shall send a Director's Orientation packet to all newly elected Directors prior to the November meeting. This packet shall include: a copy of the Bylaws & Standing Rules; a list of present Directors; a brief history of the AWGA; the Board minutes and financial information from the previous calendar year; and any other pertinent and helpful information.

Section C. Other Committee Members

The President shall have the option of authorizing Committee Chairmen to appoint AWGA members to serve on a committee or task force. Such appointment shall be approved by the Board of Directors. The President must have Board approval for paid positions.

Section D. Parliamentarian

The President shall appoint an AWGA member to serve as Parliamentarian to advise the Board as to Robert's Rules of Order. Such Parliamentarian shall not be a member of the Board of Directors.

Article VIII – Authority

Robert's Rules of Order, Newly Revised, 10th Edition (RONR) shall prevail at any meeting. RONR are applicable unless these rules are not in accordance with the AWGA Bylaws or any special rules of order which the Board of Directors may adopt.

Article IX – Amendments

Amendments to these Bylaws may be made at any meeting of the Board of Directors by a two-thirds vote of all Board members, provided written notice of the proposed amendment or revision has been mailed or emailed to all Board members at least two weeks before the meeting.

Article X – Disposal of Assets

There shall be no disposal or compromise of assets of AWGA without approval by a two-thirds majority vote of the total membership. Any such proposal must first be approved by a two-thirds majority vote of the Board of Directors for the purpose of sending such proposal to the general membership for a vote.