

PACIFIC SENIOR GOLF ASSOCIATION BY-LAWS

ARTICLE I – GOVERNANCE

The Board of Directors is hereby granted full power and authority to determine the policies and procedures that are developed and implemented to govern, guide, and manage the Pacific Senior's Golf Association.

ARTICLE II - THE BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall consist of no less than nine (9) or more than fifteen (15) members. Directors are appointed by the President, subject to approval by the Board of Directors, to primarily represent a state, states, or a specific geographical area within a state. The term of office of such appointed directors shall be three (3) years. A Director may serve any number of terms at the discretion of the Board. If a Director resigns or is removed from office for any reason, the President shall recommend to the Board the appointment of a new Director to serve out the remainder of the term. Any member of the Board of Directors may at a regular meeting of the Board of Directors, request that a specific director or officer be removed from office. A two-thirds majority of those board members present and constituting a quorum, shall be required to confirm such action.

Section 1a.

The Board of Directors may appoint an immediate past president of the Association to serve on the Board of Directors for one year. This appointment will count towards the maximum limit on the number of board members allowed.

Section 2. Communications

Members of the Board of Directors shall receive the agenda and minutes of each meeting of regular and special Board meetings, including meetings of the officers of the Association (President, Vice-Presidents, and Treasurer) and are expressly invited to attend and participate in such meetings. It is the responsibility of the presiding officer of the meeting to comply with this requirement, and to provide notice and agendas to all Board members 24 hours prior to the start of the meeting.

2 a. The Association will maintain a web site for the purpose of facilitating communications between current and future members of the organization. The site will be maintained by the Executive Manager.

Section 3. Duties and Responsibilities of Directors

- A. Elect officers and members of the Board at the annual meeting of the Association for the ensuing year, or at such time that a Board vacancy occurs prior to the annual meeting.
- B. Formulate policy, procedures, and to give direction to the Executive Manager through the President and other Board officers in the operation of the Association.
- C. Approve the annual budget for the Association
- D. Represent the members in their region and to recruit prospects for membership.
- E. Review and approve the tournament schedule for the following year, and the long range planning tournament schedule as presented by the Tournament Committee.
- F. Search out and make known to the officers and tournament committee possible sites for future local, regional, and annual tournaments.
- G. Assist in monitoring the activities of the Association so that high standards of respect, ethical

behavior, decorum, and conformance to association rules are followed by all members and guests.

ARTICLE III - OFFICERS, THEIR ELECTION AND DUTIES

Section 1. Officers

Officers of the Board shall consist of the President, one or more Vice Presidents, and Treasurer, each of whom shall be a member in good standing of the Pacific Seniors Golf Association (PSGA). Members of the Board may be appointed as officers by the President, subject to approval by the Board of Directors. The same person may hold the offices of the Executive Manager and Treasurer, however, when the positions are combined in this manner, neither position will be a voting member of the Board of Directors.

Section 2. Meeting Quorum

In order to conduct any business of the Association, which requires a vote for approval for any item or issue, a quorum must be in attendance at the meeting. A quorum for these purposes is defined as a simple majority of all Board Members currently appointed and in good standing.

Section 3. Election of Board Officers

The President shall appoint a nominating committee 60 days prior to the annual meeting of the Board of Directors, composed of three (3) members from among the general membership or from the Board, who shall make nominations of officers to be elected for the next year. This committee shall make known its slate of officers to the Board of Directors ten (10) days before the annual meeting. The Board of Directors shall vote on the slate of officers nominated by the committee. Officers will be elected by a simple majority of the entire Board in attendance at the Annual Meeting. If the slate or any part thereof is rejected, then nominations from the Board of Directors will be in order and such proceedings continued until officers for the ensuing year have been duly elected. The two (2) year term of office for Board officers shall extend from January 1 through December 31.

Section 4. Removal of Board Officers

Officers may be removed from the office for cause, by two-thirds vote of those Board Members present at any regular or special meeting of the Board of Directors. Any officer so removed shall be replaced by the Board of Directors within thirty (30) days by a member who shall serve the unexpired term of the member removed.

Section 5. Duties of Officers

The governance and policy direction of the Pacific Senior Golf Association (PSGA) shall be by its duly elected officers and directors. They shall constitute the ruling and governing authority of the Pacific Senior Golf Association, perform such duties herein provided, and prescribe rules consistent with the provisions of the by-laws. Board Officers shall monitor and support the daily operations of the Association and bring matters requiring Board action and/or knowledge to the Board of Directors

A. PRESIDENT

The President shall act as the Chairman of the Board of Directors. It shall be the duty of the President to preside at all meetings; appoint board and committee members, subject to approval and ratification by the Board of Directors; provide oversight to ensure that the by-laws and such rules and regulations as may be adopted are enforced; to call meetings; and to have general supervision over the affairs of the Pacific Senior Golf Association. The Executive Manager will report directly to the President. The President shall be an ex-officio member of all committees.

B. VICE PRESIDENTS

In the absence of the President, a Vice-President shall preside at meetings and perform the duties of

President. If the President and Vice Presidents shall be absent from any meeting, the Board of Directors present, and constituting a quorum, shall elect a chair for the meeting from among those in attendance.

C. EXECUTIVE MANAGER

The Executive Manager serves at the will of the Board of Directors and generally reports to the President for routine guidance and direction. He/she shall maintain a record of the names and addresses of all members, keep a record of the minutes of all meetings, develop an annual budget for Board approval, pay and record all expenses and bills for the Association and submit financial transaction documents to the Finance Committee Chairperson for review and approval of the Finance Committee, promote and carry out necessary communications with members of the PSGA, have charge of all records generally required, and to perform all duties incidental to the office of the Executive Manager as may be prescribed by the Board of Directors. He/she shall conduct research, arrange for and conduct tournaments in collaboration with the Tournament Committee. He/she shall publish an annual report that includes a financial report, a listing of current Officers and Board of Directors and a roster of membership.

D. TREASURER

The Treasurer works closely with the Executive Manager and acts as the financial agent for the receipt and disbursement of funds pertaining to the affairs of the Association. He/she shall provide security and account for all funds under his/her direct control, and cause deposit of same to the credit of the Pacific Senior Golf Association in a bank or other financial institutions as approved by the Board of Directors. He/she or any one of the elected officers designated by the Board of Directors, as bank signatories, shall sign one-signature checks. Financial reports shall be submitted annually and at each regular meeting of the Board of Directors.

At the discretion of the Board of Directors, the Treasurer and Executive Manager positions may be combined. If this is done, neither position will be eligible to vote on matters before the Board of Directors. However, as Treasurer the Executive Manager is considered to be a non-voting member of the Board of Directors.

E. COMPENSATION

The Association shall reimburse Board Members for all reasonable expenses incurred in accomplishing their assigned tasks. Directors shall not receive any compensation for duties associated with their position as a member of the Board of Directors the Executive Manager shall be compensated for work performed on behalf of the Association. Such compensation shall be determined by the Board of Directors.

ARTICLE IV - MEMBERSHIP

Section 1. Subject to the provisions of these by-laws, any person of good character, fifty (50) years of age or over, of amateur status that includes a registered and recognized golf handicap may apply for membership. The spouse of the member is also eligible to participate in the association's activities. To participate in tournaments, the spouse must also be fifty (50) years of age or over, and possess a registered golf handicap. A fully completed application for membership that includes the name, age residence of each candidate shall be sent to the Executive Manager. The Board of Directors shall establish limitation on the number of members.

Section 2. Each person accepted to the membership shall conform to and abide by these by-laws, amendments and changes thereto, as well as to all rules and regulations now or hereafter adopted.

Section 3. Membership is not transferable.

Section 4. Any member may resign by filing such intent in writing with the Executive Manager. Any former member applying for membership is to be treated as a new applicant for membership.

Section 5. Any member who violates these by-laws or the established rules of the Association, or whose conduct shall be or becomes injurious to the character of or is disadvantageous to the best interests of the Association may be suspended or expelled by the Board of Directors. Not less than ten (10) days before such action is taken on the expulsion of any member, they shall be furnished with a statement, personally delivered or by first class mail, of the charge against him/her, and be notified of the time and place fixed for consideration of such charges. He/she may write to explain their position and attend such meeting and be heard in their own behalf. After such hearing, the directors at a regular meeting shall consider such evidence and arrive at a decision, by 2/3 majority of the directors present, which shall be entered in the minutes. The determination shall be conclusive and final.

ARTICLE V - FEES AND DUES

Section 1. The Board of Directors shall prescribe the initiation fee and the annual dues.

Section 2. The annual dues shall be payable in advance and be due January 1st of each year. If such dues are not paid within thirty (30) days, they become delinquent. The Executive Manager shall notify each member of such delinquency in writing. Delivery of such notice to the US Postal Service shall be sufficient notification. Any member who fails to pay his/her dues by March 1st ceases to be a member, and shall be so notified by the Executive Manager.

Section 3. The term “annual dues” shall mean the period January 1st to December 31st of the current year. New members, joining after July 1st, will pay the full amount when joining, but will be credited a prorated amount which will apply to the following year’s dues.

ARTICLE VI – MEETINGS

Section 1. The annual meeting of the Board of Directors shall take place during the fall 4-day tournament.

Section 2. The President shall call all regular meetings and notices shall be announced orally, by mail or e-mail to all members of the Board at least forty-eight (48) hours prior to the meeting. Currently, Five (5) members of the Board of Directors shall constitute a quorum.

Section 3. Special meetings of the Board of Directors may be called by the President, or upon written request of ten (10) non-board members. Telephone, email or mail to all board members shall communicate the time, place and purpose of such meeting at least 48 hours in advance. No subject, other than the purpose for which the meeting was called, shall be discussed at the meeting. For such a special meeting, a quorum shall consist of not less than five (5) board members and at least half of the ten (10) members requesting the special meeting. This meeting can be held by conference call or in person at a place and time determined by the President.

ARTICLE VII – COMMITTEES

Section 1. The President shall appoint all committee members, including chairpersons for each committee, subject to approval by the Board of Directors.

Section 2. Standing committees shall be Finance, Rules, and Tournament.

A. Finance Committee

The Finance Committee shall consist of three (3) board members. The primary tasks for the Committee involves the review and recommendations to the Board on financial matters requiring action by the Board.

The committee shall:

1. Review and advise the Board on the annual budget prepared by the Executive Manager.
2. Review and approve Board and Executive Manger expenditures.
3. Review and assist with any financial issues as directed by the Board or requested by the Executive Manager.

B. Tournament Committee

The Tournament Committee shall consist of a minimum of three (3) and a maximum of five (5) members that shall include the Executive Manager. The chairman of this committee must be a Board member. The primary duties of this committee, in collaboration with the Executive Manager, are:

1. to maintain a four (4) year plan which will define future tournament locations,
2. to investigate and recommend tournament sites to the Board of Directors and Executive Manager,

The Tournament Committee Chairman shall provide a report at each meeting of the Board of Directors as to the status of all activities of the committee.

C. Rules Committee

The Rules Committee shall consist of three (3) to four (4) members, at least one of which is on the board. They will be responsible for the integrity of each tournament by governing the rules of play, defining the conditions of the competition, and ensuring that they are enforced. They are authorized to make specific rulings at each tournament and will communicate the ruling to the affected player or players. If Rules Committee members are not readily available at tournaments, the President may form an ad hoc committee to review and provide conclusions to any rules issues raised at the tournament. The President of the Board and Executive Manager shall be notified of any issues regarding adherence to or infractions of the Rules of Golf and/or the rules of the PSGA as they apply to play or utilization of the recognized handicap systems employed by the PSGA.

Section 3. The President shall recommend the appointment of special or ad hoc committees for approval by the Board of Directors, as deemed necessary.

Section 4. Expenses

The Association shall reimburse committee members for all reasonable approved expenses incurred in accomplishing their assigned tasks.

ARTICLE VIII - DUTIES OF MEMBERS

Section 1. It shall be the duty of any member witnessing a breach of the by-laws or rules and regulations to forthwith report it in writing to the proper committee. In addition, verbal notification should be made to the President or any Board member.

Section 2. All complaints from members on matters concerning Pacific Senior Golf Association shall be made in writing, over the complainant's signature, to the committee that has responsibility for the issues surrounding such complaint. In addition, verbal notification should be made to the President or any Board member.

Section 3. It shall be the duty of all members to be familiar with and in compliance with the By-Laws, the

policies and procedures of the Association, as well as the rules and etiquette of golf.

Section 4. Special Meetings. Ten (10) members may request that the Board hold a special meeting to address specific topics or items impacting the PSGA. This request must be made in writing and signed by at least the 10 members requesting such meeting. At least five members, who requested the meeting and are signatory to the request, shall attend the meeting. The meeting may be held telephonically, as determined by the President. The written request shall include the items or topics that will be addressed at the meeting and shall be given or sent to the President or Executive Manager.

ARTICLE IX – AMENDMENTS

These by-laws may be amended at any meeting of the Board of Directors called for this purpose, and by a vote of two-thirds (2/3) of those present. Notice of such meeting shall be sent to each member of the Board of Directors together with a statement of the proposed amendment not later than twenty (20) days prior to the date of such meeting.

Alan Hargreaves, Executive Manager