

IGCSA By-Laws

Article I

Name

The name of this organization shall be Indiana Golf Course Superintendents Association, Inc., abbreviation I.G.C.S.A., hereinafter referred to as the Corporation.

Article II

Purpose

The purpose for which the corporation is formed is to associate and unite those persons engaged in the construction, reconstruction, development, improvement, and maintenance of golf courses and the environment. These persons are to be designated and known as golf course superintendents.

Except as hereinafter stated, to promote in any manner the lawful and legitimate interests in its members; to assist in the development and advancement of the science of golf course management for the purposes of improving, standardizing and developing methods for efficient and economical maintenance of golf courses.

To collect, promulgate and disseminate practical and scientific knowledge of problems and methods of golf course management of every kind and nature; to facilitate and promote the interchange of ideas among the members; and to edit, publish, distribute and circulate magazines, periodicals, bulletins and journals of all kinds pertaining to the activities and objects of the Corporation.

No member or visitor shall at any time use their affiliation with the Indiana Golf Course Superintendents Association, Inc. for the purpose of promoting schemes, ideas or objects for the purpose of private or collective gain.

Indiana Golf Course Superintendents Association, Incorporated shall be organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C)(3) of the Internal revenue Code, or corresponding section of a future tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, or officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose clause thereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal

income tax under Section 501 (C)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 1.70 (C)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article III

Dues and Assessments

SECTION 1. ANNUAL DUES

The annual dues shall be as prescribed by the Board of Directors subject to a majority vote of the members present at the Annual Meeting with a quorum present. Annual dues are due on the first day of the fiscal year, January 1, and are not to exceed \$80.

SECTION 2. ASSESSMENT

Assessment may be made by the Board of Directors as deemed necessary.

Article IV

Membership

SECTION 1. APPLICATION FOR MEMBERSHIP

Each applicant for membership shall present an application form, as provided by the Board of Directors, to the Board of Directors for action and classification. Membership applications must be approved and classified by the Board of Directors at a regular or special meeting of the Board of Directors. Effective July 1, 1997, each applicant for Class A or Supt Member membership must present to the Board of Directors an application for membership or evidence of membership with the Golf Course Superintendents Association of America.

SECTION 2. MEMBERSHIP CLASSES

CLASS AA-LIFE MEMBERS:

To be a Life Member, one must have retired as a golf course superintendent or assistant superintendent and reached the age of fifty-five (55) and: (1) been a voting member for twenty-five (25) years, or (2) a former board member, or (3) a charter member. A Life Member shall have all the rights and privileges of the Corporation except that of holding office.

CLASS A-GOLF COURSE SUPERINTENDENT

To qualify for a Class A membership, and applicant shall have, at the time of application for membership, at least three (3) years' experience as a golf course

superintendent and be employed in such capacity. Class A members shall have all the privileges of the Corporation.

CLASS B MEMBER-GOLF COURSE SUPERINTENDENT

To qualify for a Class Supt. Member membership, and applicant shall be a golf course superintendent who has, at the time of application for membership, less than three (3) years experience as a golf course superintendent, and shall be presently employed in such capacity. Class Supt. Member members shall have all the privileges of the Corporation.

CLASS C MEMBER-ASSISTANT GOLF COURSE SUPERINTENDENT

To qualify for Class C membership, and applicant shall be, at the time of application for membership, an assistant to a golf course superintendent, and shall be presently employed in such capacity. Class C members shall have all the privileges of the Corporation, except that of holding office.

AFFILIATE

To qualify for Affiliate membership, an applicant must be a business firm or governmental body interested in golf course management and/or in the growing or production of fine turfgrass, either individually or through employment by, or other affiliation with, a company, proprietorship or association who does not qualify for membership in another class. Affiliate members shall have the privileges of the Corporation.

HONORARY MEMBER

To qualify for Honorary Membership, the individual must be recognized annually by the Board of Directors for contributing in an outstanding manner to the Corporation or profession or related field. Honorary Members shall have the privileges of the Corporation, except voting and holding office.

STUDENT MEMBER

To qualify for Student Membership, an applicant must be a full-time turfgrass student enrolled in a formal course of education, or have completed his or her education less than one (1) year prior to the date of application for membership. Student Members shall have such privileges of the Corporation as the Board of Directors may specify by standing rules, except voting and holding office.

RETIRED MEMBERS

Any Class A, Supt Member, Associate Member, or Affiliate Member reaching age fifty-five (55), who is retired and no longer seeking employment within the scope of activities of any membership class of this Corporation, may apply in writing to the Board of Directors for Retired Membership. Retired Members shall have all of the privileges of the Corporation afforded the member in his or her previous class except that of holding office. The annual dues for a Retired Members shall be set by the Board of Directors but shall not exceed one-half the amount of current dues.

ASSOCIATE MEMBER

To qualify for Associate Membership, an applicant must be an individual interested in golf course management and/or in the growing or production of fine turfgrass.

Associate Members shall have such privileges of the Corporation as the Board of Directors may specify by standing rules, except voting and holding office.

Article V

Loss of Membership and Reclassification

SECTION 1. EXPULSION

Any member may be expelled or suspended of all rights and privileges of the Corporation by the affirmative vote of the Board of Directors at a regular or special meeting of the Board of Directors. The member must be notified in writing by the Secretary of the Corporation ten (10) days before the scheduled meeting stating the cause of the proposed action. The member has the right to attend said meeting and be heard before the vote is taken.

The Board of Directors shall be sole judge of what constitutes cause for suspension. Any member expelled or suspended in the above manner may make application to the Board of Directors for reinstatement no earlier than one (1) year after such expulsion.

SECTION 2. NON-PAYMENT OF DUES

Any member whose annual dues or assessment liability falls more than ninety (90) days in arrears of the beginning of the fiscal year shall be automatically suspended of all rights and privileges of the Corporation

Any member suspended in above many may make application to the Board of Directors for reinstatement. Such application for reinstatement must be accompanied by payment of all arrears plus a \$20.00 reinstatement fee, or applicant may wait to reapply at the beginning of the next fiscal year.

SECTION 3. RECLASSIFICATION

If a member of the Corporation has a change in professional status which would affect his or her membership classification, he or she must notify the Board of Directors, in writing, with sixty (60) days after the change and request classification. The Board of Directors may automatically reclassify any member at a regular or special meeting of the Board of Directors, whether or not the member has previously notified the Board of Directors. The member must be notified, in writing, by the Secretary of the Corporation no less the ten (10) days before the scheduled meeting stating the cause of the proposed action. The member has the right to attend said meeting and be heard before the vote is taken.

Article VI

Meetings

SECTION 1. MEMBERSHIP

(A) ANNUAL. The annual meeting of the members of this Corporation shall be held on the second Tuesday of October of each calendar year unless otherwise specified by the Board of Directors as deemed necessary. The election of the Board of Directors shall be held at the annual meeting.

(B) SPECIAL. Special meetings of the members of this Corporation may be called by the President, Board of Directors, or written petition by one-third (1/3) of the members of the Corporation entitled to vote. Members of the Corporation shall be

given written notice by the Secretary of the Corporation Stating the time and place of said meeting at least ten (10) days before the date of the meeting.

(C) **REGULAR.** Regularly scheduled monthly meetings of this Corporation shall be held on the second Tuesday of each calendar month unless specified otherwise by the Board of Directors at a regular or special meeting of the Board of Directors. Written notice stating time and place of a regularly scheduled meeting will be made by the Secretary of the Corporation at least five (5) days before the date of the meeting.

(D) **QUORUM.** The attendance of fifteen (15) members of record entitled to vote, of this Corporation, at any meeting with a quorum present shall be decisive and binding.

SECTION 2. BOARD OF DIRECTORS

(A) **REGULAR.** A regularly scheduled monthly meeting of the Board of Directors of this Corporation shall be held in conjunction with the regularly scheduled monthly meeting of the members of the Corporation unless otherwise specified by the Board of Directors.

(B) **SPECIAL.** A special meeting of the Board of Directors of this Corporation may be held any time on call of the President or Secretary of the Corporation, and shall be called by the Secretary. All members of the Board of Directors must be contacted verbally and notified of any special meeting of the Board of Directors at least twenty-four (24) hours before the time set for the meeting.

(C) **QUORUM.** The attendance of five (5) members of the Board of Directors at a meeting or special meeting shall constitute a quorum and a majority vote cast at any meeting of the Board of Directors with a quorum present shall be decisive and binding. No actions or decisions may be made without a quorum present at any meeting of the Board of Directors.

Article VII

Board of Directors

SECTION 1. QUALIFICATIONS AND TERMS OF OFFICE

(A) Only class A, B, C, and Affiliate members of the Corporation are eligible to serve as a member of the Board of Directors of this Corporation.

(B) The Board of Directors shall consist of six (6) class A or B members, one (1) Class C member, and three (3) Affiliate members. Each member of the Board of Directors will be elected for a three-year term beginning January 1 of the next fiscal year. A member of the Board may serve two consecutive terms (six years). A one-year period must lapse before a member who has previously served six years, or two terms in any one position, may run for the Board again.

The control and management of the association and its affairs and its property shall be entrusted to the Board of Directors, consisting of its officers and at large Directors. All officers and a majority of the entire board of directors shall be GCSAA Class A or B Members.

(C) Newly elected Board of Directors at the annual meeting of the Corporation shall elect from its members, the President, Vice President, Secretary, and Treasurer within thirty (30) days of the annual meeting. Only directors who are Class A or Supt. Member members may be elected as an officer of this Corporation. These officers shall serve a term of one year beginning January 1 of the next fiscal year. The

President of the Corporation shall be a Class A member and have at least one (1) years experience as an IGCSA Board Director.

(D) If the President-Elect is a third year Board of Director he shall serve an additional year on the Board of Directors as immediate Past President with full voting rights.

SECTION 2. VACANCIES

Vacancies occurring in any office or in the Board of Directors of the Corporation shall be filled by appointment of the President with approval of the Board of Directors for the unexpired term.

SECTION 3. DUTIES AND POWERS

(A) The Board of Directors shall have control and management of the Corporation and its affairs and property, and it shall be the duty of such Board of Directors to carry out the objects and purpose of the Corporation, subject to the articles of incorporation and these by-laws. For the better execution of their duties and powers, the Board of Directors may appoint such committees as it may deem necessary and define the duties of these committees.

(B) The President shall be the chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors and of the members. The President shall have general and active management of the affairs of the Corporation.

(C) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may prescribe.

(D) The Secretary shall attend all meetings of the Board of Directors and the members. The Secretary shall record or cause to be recorded all votes and minutes of all meetings of the Board of Directors. The Secretary shall perform other duties as the Board of Directors may prescribe.

(E) The Treasurer shall attend all the meetings of the Board of Directors and of the members. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation. The Treasurer shall perform duties as the Board of Directors prescribes.

(F) The President, with the approval of the Board of Directors shall appoint an Executive Secretary who shall perform for the Corporation as a contracted employee. This position shall be to assume continuous representation and communication with outside parties and assist all IGCSA Committees with their daily operations and otherwise to advise, promote and carry out the objectives and purposes of the Corporation, as directed by the Board of Directors. His or her term of employment and compensation shall be decided by the Board of Directors, but in no event can the Board of Directors commit to a contractual agreement exceeding two (2) years.

Article VIII

Order of Business

SECTION 1.

The order of business at all meetings of members shall be as follows:

(A) Call to order

(B) Roll call of Board of Directors

- (C) Reading of the minutes of the last preceding meeting
- (D) Reading of the financial report
- (E) Reading of any communications
- (F) Reports of Board of Directors
- (G) Reports of committees
- (H) Unfinished business
- (I) New business
- (J) Adjournment

Article IX

Standing Committees

SECTION 1. APPOINTMENT

The following standing committee chairmen will be appointed by the President at the beginning of the fiscal year: Nomination and Election Committee; Publication Committee; Arrangements/Education Committee; Membership Committee; Employment Committee; Scholarship Committee; Executive Committee; and Government Relations Committee.

(A) Nominating and Election Committee:

This committee shall consist of at least three (3) Class A or Supt. Member members of the Corporation and shall provide a slate of nominees and assist the President in the election of a Board of Directors at the annual meeting.

(B) Publication Committee:

This committee shall carry out the duties of the publication of the newsletter, notices, or other publications as the Board of Directors may prescribe. The chairman of this committee will, through the Treasurer of the Corporation, have access to funds in order to carry out his or her duties.

(C) Arrangements/Education Committee:

This committee shall procure the services of a golf course or business for a monthly association meeting. The committee shall be responsible for reservations, accommodations and any scheduled golf play at said meeting site. The committee is also responsible for procuring the services of speakers for the monthly meetings when possible. The chairman of the committee will, through the Treasurer of the Corporation, have access to funds in order to carry out his duties.

(D) Membership Committee:

This committee shall make available application forms to prospective members and encourage membership in the Corporation. The membership committee will screen and process all applications received.

(E) Employment Committee:

This committee shall consist of at least three (3) members of the Board of Directors and will represent the Corporation in all matters and policy of employment, employment referral and employment standards as prescribed by the Board of Directors.

(F) Scholarship Committee:

This committee shall establish a yearly fund derived from donations, contributions or other means established by the Board of Directors. The committee chairman, along with one (1) other Class A or Supt. Member member, will maintain the fund and its disbursements along with the Treasurer and report recommendations to the Board of

Directors for review.

(G) Executive Committee:

This committee shall consist of the President, Vice President, Treasurer and Secretary. The President of the Board shall act as chairman of the committee. The Executive Committee shall have power, at any time between regular meetings of the Board, to act for the Board in all matters wherein immediate decisions and actions are deemed necessary and expedient for the welfare of the Corporation. All such actions shall be reported to the Board at its next meeting and entered into the minutes of such meeting of the Board of Directors.

(H) Government Relations Committee:

This committee chairman, along with at least two (2) Association members, will monitor the activities of Local, State and Federal Government and Legislative bodies and communicate to Association members on those activities. This Committee shall represent the IGCSA and speak for the IGCSA in communications, meetings, hearings, and other functions that could relate to or have an effect on, our industry and our membership. This committee is in no way expected to use association funds to lobby for any legislative action.

Article X

CORPORATION TRUST FUNDS

SECTION 1. CREATION OF FUND

There shall be a benevolent fund which shall be created by allocating the sum of five dollars (\$5.00) as established by the Board of Directors, above the annual dues paid by all Corporation members, maintained separately from the normal operating budget. Additional funds may be allocated by contribution, donation, or by raising in some other manner as established by the Board of Directors.

SECTION 2. TRUSTEES

The President, Vice President, Secretary, and Treasurer shall serve as Trustees of the Fund.

SECTION 3. CREATION OF EDUCATION FUND

There shall be an education fund, which shall be created by allocating five (\$5.00) dollars from each of the annual dues paid by the Corporation's members until the fund shall be equal to the sum of three thousand dollars (\$3,000.00). Any profits from any monthly meetings may also be allocated to the fund at the discretion of the Board of Directors. When the fund shall equal or exceed \$3,000.00 then allocations thereto shall cease until said fund is less than the sum of \$3,000.00 whereupon the Treasurer shall make further allocations.

Article XI

FISCAL YEAR

SECTION 1. The fiscal year of this Corporation shall begin the first day of January and end the 31st day of December of each calendar year.

Article XII

SEAL

SECTION 1. The seal of this Corporation shall be circular in shape and shall have inscribed thereon around the edge thereof the name of this Corporation and across the bottom thereof the year of it's founding and in the center of said seal the word "SEAL".

Article XIII

AMENDMENTS

SECTION 1. PROCEDURES

(A) These by-laws may be altered or repealed by majority vote of the Board of Directors at a regular or special meeting of that Board of Directors and that action must be approved by a majority vote of the voting members of record at a regular or special meeting of the members with a quorum present. At least thirty (30) days notice in writing must be given the entire membership by the Secretary of the Corporation explaining the nature of the action as recommended and approved by the Board of Directors of this Corporation.

(B) These by-laws may also be amended at a special meeting of the members, provided the proposed amendments be written and signed by not less than twenty-five percent (25%) of the voting members, and sixty (60) days' notice prior to the special meeting of the amendment proposed be mailed to each member at his or her last known place of address as registered in the books of the Corporations prior to the special meeting.

SECTION 2. VOTE REQUIRED

A two-thirds (2/3) vote of all members present and voting, shall be necessary for the adoption of any amendment.

Article XIV

INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve or have served at any time as officers or directors, and their respective heirs, paid administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement or any claim, action, suit or proceeding in which, they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being, or having been, an officer or director of this Corporation, except in relation to matters as to which any such officer or director, or former officer or director, shall be adjudged in any action, suit or proceeding to be liable for those acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled including such immunities under any law, by-law agreement, or otherwise.