

AFFILIATION AGREEMENT

THIS AFFILIATION AGREEMENT is made this ____ day of _____, 20__, by and between the GOLF COURSE SUPERINTENDENTS ASSOCIATION OF AMERICA, a nonprofit corporation (GCSAA) and _____, a nonprofit corporation (hereinafter referred to as Chapter).

I. PURPOSE

The purpose of affiliation between chapters and GCSAA is to ensure the golf course superintendents profession, and its respective associations, are adequately represented in the golf course industry.

This agreement is made in order to:

- Enhance the image of its members and assist in elevating their professional status;
- Have an effective national and chapter network of trained volunteers that vigorously represent the profession in areas including, but not limited to: career development, education, the First Tee initiative, government relations, media/public relations, membership, research and fundraising;
- Promote and develop future chapter and national leaders;
- Support both GCSAA and chapters in their activities and programs to benefit members and the golf course superintendent's profession and;
- Share information that helps preserve and advance the members' livelihood and the golf course superintendent's profession.

II. TERM

This agreement shall supersede any prior understandings and agreements between Chapter and GCSAA and shall expire December 31, 2009.

Both parties shall operate and conduct their business and affairs in accordance with the generally accepted principles of nonprofit business organizations.

In consideration of the mutual promises and commitment both parties hereby agree as follows:

III. PRIVILEGES OF AFFILIATED STATUS

- A. Voting Representation:** Chapters holding affiliated status have the privilege to be represented by a delegate at all GCSAA meetings, as defined by Article VII, Section 2 of the GCSAA Bylaws. Such Chapter delegate shall represent and be authorized to cast the votes of the voting members of GCSAA who are also members of such Affiliated Chapter and who desire to be represented by such delegate.

- B. Promotional Materials & Logo:** A chapter which has been granted affiliated status may identify itself as such on circulars, brochures and other such promotional materials related to solicitation of members, continuing education programs, or other such programs or materials. The GCSAA logo may not be used in any manner without the prior written permission of GCSAA. The Chapter may use affiliated chapter logo in accordance with the GCSAA Board of Director guidelines. GCSAA logos must not be used in such a way as to represent approval by GCSAA of the content of publications or programs.
- C. Member Lists:** Affiliated Chapters shall be provided with the names and addresses of GCSAA members who are not affiliated with a chapter and the executive staff shall be provided with a GCSAA Membership directory.

GCSAA and affiliated chapters shall encourage shared members to take advantage of continuing education and professional development opportunities. In support of this effort, GCSAA shall provide each affiliated chapter with a list of all GCSAA Class A and Superintendent Member members of their chapter. In addition, chapters will be provided the Class A renewal dates for their GCSAA Class A members and then on a routine basis will be provided names of their GCSAA Class A members who have met the renewal qualifications so that chapters may help promote the value of Class A membership.

- D. Cooperative Programs:** Affiliated Chapters shall be entitled to participate in cooperative programs sponsored by GCSAA. A list of current chapter programs shall be made available to chapter leaders and executives annually. Chapter programs include, but are not limited to: education (i.e. chapter-hosted and/or chapter-administered regional seminars and the Superintendent Leadership Series), employer consulting, The Environmental Institute for Golf, the First Tee, government relations advocacy and compliance, media/public relations, membership, the Professional Development Initiative (PDI), research, scholarships, speakers bureau, strategic planning and the Technical Assistance Network.

IV. AFFILIATED STANDARDS

- A. Definition of Affiliated Chapter:** “A voluntary association of persons engaged in the management and operation of a golf course that have formed a nonprofit corporation to support each other. It is recognized that this voluntary association promotes activities and programs that benefit its members and the golf course superintendent profession.” This voluntary Association may make application for admission as an Affiliated Chapter of this Association in accordance with the GCSAA Bylaws, Article IV Section 2.

B. Application: Any chapter applying for affiliation with GCSAA must complete a pre-application checklist and complete the process outlined therein (contact GCSAA to request a copy). GCSAA shall provide the forms necessary for admission as an Affiliated Chapter of this Association which shall be submitted to the Chapter Relations Committee. Upon recommendation of the Chapter Relations Committee, the GCSAA Board of Directors shall act upon any application for admission as an Affiliated Chapter at its meeting next succeeding the receipt of such application and all accompanying documents.

1. Chapter shall submit its Constitution or Articles of Incorporation and Bylaws with the application for admission as an Affiliated Chapter.
2. Chapter must submit a complete membership roster with the application for admission clearly indicating all membership classifications according to job description of each member including but not limited to Class A, Superintendent Member and C members all in accordance with GCSAA Bylaws. The membership roster shall also designate those members of GCSAA. All chapters seeking affiliation are required to pay an initiation fee of \$1,000.00 and must submit a petition signed by the Class A and Superintendent Member members that they are members of that chapter and support the affiliation application.

C. Incorporation: Chapter shall incorporate in the State where its principal business is located. Chapter, however, understands and agrees that it is the sole responsibility of Chapter to examine and comply with laws relating to; incorporated associations in the state where Chapter is located, the filing requirements of non-profit corporations, and the nature of activities to be undertaken by Chapter to maintain its corporate status in good standing as required by state law. The Chapter shall furnish to GCSAA a Certificate of Good Standing from the State where the Chapter is incorporated when executing the affiliation agreement and provide a written affirmation of good standing on a yearly basis as part of the annual reporting requirements.

D. Conformity of Bylaws:

1. Chapter Bylaws must be consistent with, but need not be limited to, the Bylaws of GCSAA. The appropriate governing body shall have authority to determine acceptability of Chapter Bylaws for admission as an affiliated chapter. Refer to Section K for the minimum requirements for Class A, Superintendent Member and Class C members.
2. Before any amendments to Chapter Bylaws are formally presented to the Chapter membership for consideration, the Chapter shall submit the

proposed amendment(s) to GCSAA with a request that the proposed Bylaws amendments be reviewed for conformity with the policies of GCSAA. The Chapter shall furnish GCSAA with a copy of the amended Bylaws approved by the Chapter thirty days after the date approved.

3. Chapter hereby acknowledges receipt of the Bylaws of GCSAA and expressly agrees to comply with and conform to all of the terms and provisions thereof and to all amendments, revisions and modifications thereof.
4. Chapter expressly acknowledges the objectives of GCSAA as set forth in the Articles of Incorporation and in the Bylaws of GCSAA, and agrees to take such action as is appropriate to implement such objectives and to enhance the reputation and goodwill of GCSAA, the chapter and all members.
5. Chapter shall hold a minimum of one annual meeting per year.

- E. Officers and Directors:** Chapter shall be governed by a Board of Directors, a majority of which shall be Class A and Superintendent Member members of GCSAA, elected by its members. The officers of the Chapter shall all be Class A and Superintendent Member members of GCSAA which shall include President, Vice President, Secretary and Treasurer (Secretary/Treasurer can be two separate positions).

Chapter shall elect officers and directors of the chapter in accordance with the Chapter's Bylaws. Chapter agrees to notify GCSAA electronically within thirty (30) days identifying the new officers and directors with their respective addresses.

- F. Annual Reporting of Association Activities:** The Board of Directors of Chapter, or a committee appointed by the Board of Directors, shall prepare and submit an Annual Report of Association Activities to GCSAA which shall contain an outline of Chapter activities for the past year, anticipated activities for the upcoming year, additional miscellaneous information and the following attached documents: current Bylaws, current officers, a current membership roster, an affirmation of current good standing of incorporation, an affirmation that chapter has retained its tax exempt status and does not anticipate losing such status, Certificates of Insurance for General Liability and Directors and Officers, and a financial summary if the Chapter has less than \$25,000 of gross annual revenues or a copy of the 990 annual tax returns if the chapter has more than \$25,000 of gross annual revenues. This report shall be due on March 31 of each year.

- G. Annual Chapter Delegates Meeting:** A Chapter representative shall attend the annual Chapter Delegates meeting unless otherwise approved by the Chapter

Relations Committee. If an affiliated chapter fails to send a representative, who is a member of the chapter, to the Chapter Delegates Meeting for two consecutive years, the chapter delegate's right to vote at the next annual meeting shall be suspended. A letter will be sent to all eligible voting members of the chapter, notifying them that their chapter lost its privilege to vote on behalf of its members at the annual meeting.

- H. Voting:** Each Chapter is required to vote at the GCSAA annual meetings.
- I. Insurance:** The Chapter shall procure insurance coverage for its operation, activities and conduct to include but not limited to; premises, operations, property, personal injury, special events, and directors and officers liability. A certificate of insurance shall be provided to GCSAA with the annual report confirming a minimum of \$500,000 in general liability and directors and officers coverage. Each chapter shall consult its insurance agent to determine the amount of coverage necessary for its operation.
- J. Tax-Exempt Status:** All Chapters applying for affiliated status shall obtain tax-exempt status from the Internal Revenue Service or the equivalent revenue agency. Chapter shall provide GCSAA with a copy of its application for tax-exempt status submitted to the Internal Revenue Service or the equivalent revenue agency when executing the affiliation agreement. All Chapters are required to submit to GCSAA a copy of the Internal Revenue Service or the equivalent revenue agency exemption determination letter and failure to submit the exemption letter within two years from the date of application will cause the chapter's application for affiliated status to be reviewed by the Chapter Relations Committee which may result in revocation of affiliated status. Chapter must notify GCSAA of a substantial change or revocation in the Chapter's tax-exempt status.
- K. Membership:** Both parties agree to jointly promote membership of both organizations. All Class A and Superintendent Member members applying for membership in GCSAA or an Affiliated Chapter who have not been previously affiliated with a chapter shall be a member in both GCSAA and the affiliated chapter and must maintain such membership thereafter. Affiliated chapters have a responsibility to ensure that golf course superintendents (Class A and Superintendent Member members) comply with the dual membership requirement. When appropriate, a chapter may offer a facility membership to a facility that qualifies for this classification.

Chapters and GCSAA shall maintain the following definition for a golf course superintendent:

“A golf course superintendent is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.”

The following minimum definitions are required for chapter golf course superintendent and assistant superintendent members:

- Chapter Class A member – An individual with a minimum of three (3) years’ experience as a golf course superintendent. Chapters *may* additionally choose to require their Class A members to comply with all additional qualifications of a GCSAA Class A membership.
- Chapter Superintendent Member – An individual with less than three (3) years’ experience as a golf course superintendent.
- Chapter Class C member – An individual who is an assistant to a golf course superintendent, and is presently employed in such capacity.

L. Newly Affiliated Chapter: All Chapters seeking to become affiliated with GCSAA shall have and maintain a minimum of fifty (50) GCSAA Class A and Superintendent Member members, and comply with membership requirements set forth in K above. All Chapters seeking affiliation are required to pay an Initiation Fee of \$1,000.00 and must submit a petition signed by the Class A and Superintendent Member members that they are members of that Chapter and support the affiliation application. A chapter applying for affiliation must complete the chapter assessment tool as part of the application process. GCSAA reserves the right to decline acceptance of an affiliated chapter if its reasons for affiliating are inconsistent with the purpose and the objectives of the association.

M. Assessment: Chapters shall be required to complete a GCSAA-developed assessment prior to, or during a planning session with the board, during the first year of each affiliation agreement period. This self-assessment allows chapters to identify their current resources and competencies, and determine opportunities to better serve their members.

V. RESPONSIBILITIES

A. Separate Corporate Entities: Chapter and GCSAA expressly acknowledge and agree that Chapter and GCSAA are, and intend to maintain, separate corporate entities and as such shall not incur any liability, obligation or expense on behalf of each other. The Chapter and GCSAA and its members are prohibited from acting as agents or representatives of the other without express written authority. In furtherance of such intention and agreement, Chapter hereby indemnifies and holds

harmless GCSAA and its officers, directors and employees from and against any suit, claim, obligation, cost and expense which may be incurred by Chapter and/or its officers, directors and employees which may arise by reason of any act or failure or omission to act or any agency relationship by Chapter, its officers, directors or employees.

1. **Self Governance:** Chapter hereby understands and agrees that it (Chapter) is a legal entity which must not only observe all GCSAA affiliated status obligations, but also discharge legal obligations incumbent upon any self-governing organization.

VI. PROBATION, SUSPENSION AND REVOCATION OF AFFILIATED STATUS

- A. **Authority and Events:** The affiliated status granted to Chapter and all of the rights and obligations created thereunder shall remain in full force and effect through the expiration of this agreement unless placed on probation, suspended or revoked in accordance with the procedure set forth in paragraph C. GCSAA shall have the authority to place on probation, suspend or revoke the affiliated status granted to Chapter if the Board of Directors determines the conduct of Chapter to be in violation of the affiliation agreement.
- B. **Grounds for Probation, Suspension or Revocation:** GCSAA shall have the right to place on probation, suspend or revoke a Chapter affiliated status if the chapter:
 1. Fails or refuses to comply with the Affiliation Agreement and/or GCSAA Bylaws.
 2. Knowingly and willfully violates any law including but not limited to antitrust laws.
 3. Chapter and/or its officers, directors or employees, willfully and/or maliciously undermine the objectives, reputation and/or goodwill of GCSAA and/or its officers, directors and employees.
 4. Officers, directors or employees of the Chapter willfully violate the GCSAA Code of Ethics.
 5. Fails to comply with the annual affiliation requirements.
 6. If a chapter fails to send a chapter delegate, who is a member of the chapter, to two consecutive chapter delegates meetings, the chapter's right to vote on behalf of its members shall be suspended at the next annual meeting.

C. Procedure:

1. **Inquiry:** The Board of Directors of GCSAA may cause an inquiry by the chapter relations committee or duly appointed investigating body (investigating body) for the purpose of determining whether there is reasonable basis to believe that Chapter's affiliated status should be placed on probation, suspended or revoked upon receipt of a written, signed request or upon its own initiative.

2. **Investigation:** The Investigating body shall review the written request or the Board of Directors request.
 - a) If the investigating body finds that the written request does not state allegations which if sustained, would constitute grounds for probation, suspension or revocation, it shall so notify the GCSAA Board of Directors, who shall notify the originator of the request.

 - b) If the investigating body finds that the written request does state allegations which, if sustained, would constitute a violation of the standards of GCSAA, it shall make inquiries of Chapter and may make inquiries of any individual who may have knowledge of pertinent facts and circumstances.

 - c) On the basis of these inquiries, the investigating body shall determine whether there is or is not sufficient evidence to support the allegations in the request. The investigating body shall notify the Board of Directors of its determination.

3. **Notification:** Within thirty (30) days after notification of the investigating body's findings, the President of GCSAA shall send notice of the purported violation by Certified Mail, Return Receipt Requested, to the appropriate representatives of the Chapter and originator of the request. The notice shall specify the conduct which is the subject of the request and shall specify the date the GCSAA Board of Directors will meet to review the Investigating Body's findings.

4. **Hearing:** At the time and place fixed for the Board of Directors meeting, the representatives of Chapter shall have an opportunity to be heard, to present witnesses, to question witnesses and to present written evidence.

5. **Determination:** The GCSAA Board of Directors shall review the findings of the Investigating Body and evidence and arguments offered by the Chapter, it shall consider the gravity of the offense and shall take any action which it deems appropriate which may include placing the Chapter on probation, suspending or revoking the Chapter's affiliated status. The determination of the GCSAA Board of Directors shall be affirmative vote of a majority of the Board of Directors present and voting at the duly called meeting at which a quorum is present. The action of the GCSAA Board of Directors shall immediately be communicated to the appropriate representatives of Chapter by Certified Mail, Return Receipt Requested.
- a) **Probation.** The Board of Directors may place a Chapter on probation for a period not to exceed 90 days. All GCSAA Class A and Superintendent Member members shall be notified of such probation.
 - b) **Suspension.** The Board of Directors may suspend a Chapter's affiliated status for a period of nine (9) months, which shall result in a loss of all privileges. All GCSAA Class A and Superintendent Member members shall be notified of such suspension.
 - c) **Revocation.** The Board of Directors may also revoke a Chapter's affiliated status. In the event that the Chapter's affiliated status is revoked, the Chapter will cease to have the right to represent itself as an Affiliated Chapter of GCSAA and will lose all benefits and privileges provided therein.
 - d) **Automatic Probation, Suspension and Revocation.** Failure to comply with the Affiliation Agreement reporting requirements shall result in automatic probation and failure to file the required reports within the probationary period will result in automatic suspension. If the Chapter fails to comply with the reporting requirements within the nine (9) month suspension period, then the Chapter's affiliated status shall be automatically revoked.
6. **Reapplication:** Any Chapter that has been revoked may reapply for affiliated status one (1) year after the date of revocation.
- a) Each Chapter shall pay \$500.00 when reapplying for affiliated status.

VII. MISCELLANEOUS PROVISIONS

- A. **Confidentiality:** GCSAA will hold and will cause its officers, directors and employees to hold in strict confidence, unless compelled to disclose by judicial or administrative process or, in the opinion of its counsel, by other requirements of law or as necessary, all documents and information provided to GCSAA as required by this agreement.
- B. **Severability:** In the event any part of this agreement is found to be illegal, in violation of public policy, or otherwise unenforceable in law, such finding shall not invalidate any other part(s) of this Agreement.
- C. **Choice of Law:** The parties acknowledge that this Agreement shall be governed by and construed under the laws of the State of Kansas.
- D. **Amendments:** This agreement may be amended by the GCSAA Board of Directors at any time, with 90 days written notice of the proposed change provided to the affiliated chapters.

IN WITNESS THEREOF, the parties hereto have caused this Affiliation Agreement to be executed by their duly authorized officers, effective as of the day and year first written above.

CHAPTER

ATTEST:

BY: _____
Authorized Chapter Officer

Chapter Secretary

TITLE: _____

DATE: _____

GCSAA

BY: _____
GCSAA Chief Executive Officer

DATE: _____