

2018 CURRENT AND PROPOSED BYLAWS

CURRENT BYLAWS	PROPOSED BYLAWS
<p><b>ARTICLE I, SECTION 1 Application for Membership:</b> Effective July 1, 1997, all Class A and Class B applicants for membership residing in the United States, except Alaska, must be a member of an Affiliated Chapter and shall maintain such membership thereafter. The Board of Directors shall be the sole judge of an applicant’s qualification for membership. The Board of Directors of the Association shall adopt Standing Rules for membership, and shall have the authority to establish qualifications, rights and dues for all classes of membership, except AA, A, B and C. The additional qualifications for Class A membership shall be recommended by the Board of Directors and presented to the membership at the annual meeting and must be decided by a majority vote.</p>	<p><b>ARTICLE I, SECTION 1 Application for Membership:</b> Effective July 1, 1997, all Class A and Class B applicants for membership residing in the United States, except Alaska, must be a member of an Affiliated Chapter and <b>effective March 1, 2018, all Class A and Class B members residing outside of the United States must be a member of an Affiliated Chapter, if one exists as permitted by the policies of the Board of Directors and all shall</b> maintain such membership thereafter. The Board of Directors shall be the sole judge of an applicant’s qualification for membership. The Board of Directors of the Association shall adopt Standing Rules for membership, and shall have the authority to establish qualifications, rights and dues for all classes of membership, except AA, A, B and C. The additional qualifications for Class A membership shall be recommended by the Board of Directors and presented to the membership at the annual meeting and must be decided by a majority vote.</p>
<p><b>ARTICLE I, SECTION 2. International Superintendent Member:</b> To qualify for International Superintendent Membership <b>an applicant shall</b> be employed outside of the United States as a superintendent or head greenkeeper and shall be required to maintain a membership in his/her recognized “home” organization, if one exists. International Superintendent Members shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.</p>	<p><b>ARTICLE I, SECTION 2. International Superintendent Member:</b> To qualify for International Superintendent Membership, <b>individuals must</b> be employed outside of the United States as a superintendent or head greenkeeper <b>where a GCSAA Affiliated Chapter does not exist as otherwise permitted by the policies of the Board of Directors and</b> shall be required to maintain a membership in his/her recognized “home” organization, if one exists. International Superintendent Members shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.</p>
<p><b>ARTICLE III, SECTION 2c AND 2d. Prohibited Conduct:</b> The following conduct is prohibited for members of the Golf Course Superintendents Association of America:</p> <ul style="list-style-type: none"> <li>a) Violations of the GCSAA Code of Ethics.</li> <li>b) Use of GCSAA affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.</li> <li><del>c) Conduct unbecoming a member or inimical to the Association.</del></li> <li><del>d) Submitting false information on an application or on a dues statement.</del></li> </ul>	<p><b>ARTICLE III, SECTION 2c. Prohibited Conduct:</b> The following conduct is prohibited for members of the Golf Course Superintendents Association of America:</p> <ul style="list-style-type: none"> <li>a) Violations of the GCSAA Code of Ethics.</li> <li>b) Use of GCSAA affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.</li> </ul>
<p><b>ARTICLE IV, SECTION 4. Procedure for Probation, Suspension and Revocation:</b> An Affiliated Chapter may be placed on probation, suspension or revoked as a result of conduct described in the Affiliation Agreement,</p>	<p><b>ARTICLE IV, SECTION 4. Procedure for Probation, Suspension and Revocation:</b> An Affiliated Chapter may be placed on probation, suspension or revoked as a result of conduct described in the Affiliation Agreement by a</p>

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<p>Article VI, Section B, by a majority vote of the Board of Directors after compliance with the due process procedures set forth in the Affiliation Agreement. A revoked chapter may reapply for affiliated status no earlier than one (1) year from the date of revocation in accordance with the requirements set forth in the Affiliation Agreement.</p>	<p>majority vote of the Board of Directors after compliance with the due process procedures set forth in the Affiliation Agreement. A revoked chapter may reapply for affiliated status no earlier than one (1) year from the date of revocation in accordance with the requirements set forth in the Affiliation Agreement.</p>
<p><b>ARTICLE V, SECTION 4. Voting Procedures.</b> The Board of Directors shall have the power to establish the Standing Rules of the Convention governing voting procedures at Association Meetings.</p> <p>In addition to the slate of candidates recommended by the Nominating Committee, in accordance with Article VII, Section 1 of these Bylaws, nominations will be open from the floor. When the nominations have been closed, the election shall proceed in orderly fashion by ballot for all elections of officers and directors. However, if there is but one candidate for any office, that election may be held by voice vote. The President, Vice President, Secretary/Treasurer and Directors are elected by a plurality vote. All other issues shall be decided by a majority vote of those present, except as otherwise stated in the Bylaws.</p>	<p><b>ARTICLE V, SECTION 4. Voting Procedures.</b> The Board of Directors shall have the power to establish the Standing Rules of the Convention governing voting procedures at Association Meetings.</p> <p>In addition to the slate of candidates recommended by the Nominating Committee, in accordance with Article VII, Section 1 of these Bylaws, nominations will be open from the floor. When the nominations have been closed, the election shall proceed in orderly fashion by ballot for all elections of officers and directors. <b>There shall be a separate ballot for President, Vice President; Secretary/Treasurer; and for each open Director position.</b> However, if there is but one (1) candidate for any office, that election may be held by voice vote. <b>If, in conjunction with or during the election process, a vacancy occurs, the resulting open position will be filled by ballot immediately following the election of open positions for Director.</b> The President, Vice President, Secretary/Treasurer and Directors are elected by a plurality vote. All other issues shall be decided by a majority vote of those present, except as otherwise stated in the Bylaws.</p>
<p><b>ARTICLE VI, SECTION 2. Vacancies.</b> Vacancies occurring within the Board of Directors of the Association shall be filled by appointment by the President with the approval of the Board of Directors for the unexpired term.</p>	<p><b>ARTICLE VI, SECTION 2. Vacancies.</b> Vacancies occurring within the Board of Directors of the Association <b>between scheduled elections of officers and directors shall be filled by an appointment of</b> the President with the approval of the Board of Directors. <b>The appointment will remain in effect until the next scheduled election of officers and directors.</b></p>
<p><b>ARTICLE VI, SECTION 3e. Removal.</b> The Board of Directors shall have the power to remove or otherwise discipline any member of the board for violation of <del>Article III, Prohibited Conduct of the Board of Directors Code of Ethics</del> by a majority vote of the Board of Directors, <del>as set forth in Article V, Disciplinary Action of the Board of Directors Code of Ethics.</del></p>	<p><b>ARTICLE VI, SECTION 3e. Removal.</b> The Board of Directors shall have the power to remove or otherwise discipline any member of the board for violation of the <b>GCSAA Code of Ethics</b> by a <b>two-thirds (2/3) affirmative</b> vote of the <b>remaining members</b> of the Board of Directors.</p>
<p><b>ARTICLE VIII, SECTION 1b and 1d. Meetings.</b>  <b>1b, Special Meetings:</b> Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the President upon the written request of a majority of members of the Board of Directors, specifying the purpose of the meeting. If the President refuses or fails to call a meeting upon such a request, then such special meeting may be called by</p>	<p><b>ARTICLE VIII, SECTION 1b and 1d. Meetings.</b>  <b>1b, Special Meetings:</b> Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the President upon the written request of a majority of members of the Board of Directors, specifying the purpose of the meeting. If the President refuses or fails to call a meeting upon such a request, then such special meeting may be called by</p>

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<p>any four (4) of the Board of Directors. Any special meeting of the Board of Directors may be conducted by a telephonic or electronic means conference, if a majority of the Directors so agree. The time and place of special meetings shall be transmitted to the members of the Board of Directors at least 10 days prior to the meeting.</p> <p>1d, Waiver of Notice: Notice of any meeting of the Board of Directors may be waived by the Directors by signing and delivering a Waiver of Notice the Secretary of the Board. A person who attends a meeting without making objection of the failure to have received proper notice of the meeting shall be deemed to have waived such notice.</p>	<p>any four (4) of the Board of Directors. If a majority of the Board of Directors so agree, any special meeting of the Board of Directors may be conducted by a conference telephone or similar interactive technology by means of which all persons participating in the meeting can communicate with each other or through any technology or equipment allowable under law. Such participation in the meeting shall constitute attendance in person at the meeting. The time and place of special meetings shall be transmitted to the members of the Board of Directors at least two (2) days prior to the meeting.</p> <p><b>1d, Waiver of Notice:</b> Notice of any meeting of the Board of Directors may be waived by any member of the Board of Directors by emailing or messaging the Secretary of the Board. A person who attends a meeting without making objection of the failure to have received proper notice of the meeting shall be deemed to have waived such notice.</p>
<p><b>ARTICLE VIII, SECTION 3a-c. Delegates</b> This section is not currently in the GCSAA Bylaws</p>	<p><b>ARTICLE VIII, SECTION 3a-c. Delegates</b></p> <p>(a) <i>Annual Chapter Delegates Meeting:</i> The annual Chapter Delegates Meeting shall be held at a location and time to be designated by the Board of Directors. An affiliated chapter representative, who is an eligible voting member of GCSAA and a member of the chapter, shall attend the annual Chapter Delegates meeting unless otherwise approved by the committee/task group tasked with overseeing chapter relations.</p> <p>(b) <i>Consequences of Nonattendance.</i> If a chapter does not have a delegate at the meeting a letter will be sent to the chapter's board of directors notifying them of the absence and potential consequences if the chapter fails to attend the following year. If an affiliated chapter fails to send a representative, who is an eligible voting member of GCSAA and a member of the chapter, to the Chapter Delegates Meeting for two consecutive years, the chapter's right to vote by chapter delegate 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.</p> <p>(c) <i>Notice:</i> Written or electronic notice stating the location and dates of the Chapter Delegates meeting shall be transmitted by the chief executive officer to each affiliated chapter at least sixty (60) days before the date of the meeting.</p>

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**ARTICLE XIV. Dissolution**

In the event of dissolution of the Golf Course Superintendents Association of America, after all liabilities and responsibilities have been met, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time amended and in accordance with State law. The Board of Directors shall determine the distribution.

**ARTICLE XIV. Dissolution**

In the event of dissolution of the Golf Course Superintendents Association of America, after all liabilities and responsibilities have been met, its assets shall be distributed to a qualified non-profit tax-exempt organization to be determined by the Association Board of Directors.