

## **2017 STANDARDS AND BYLAWS COMMITTEE REPORT AUGUST 22, 2017**

The 2017 Standards and Bylaws Committee met via conference call on Tuesday, August 23<sup>rd</sup> to take under consideration the proposed amendments to the GCSAA Bylaws.

Members of the committee participating on the call included:

- Peter J. Grass, CGCS – Chairman
- Scott E. Dodson, CGCS
- Eric H. Frazier, CGCS
- Hampton Kicklighter Jr., CGCS
- Jay M. Randolph, CGCS
- Stephen A. Ravenkamp, CGCS

Members of the committee unable to participate included:

- Matt Dutkiewicz
- Shane Eble
- Parker L. Ferren

The committee members present on the call discussed the following proposed amendments to the Bylaws and recommended that Article V, Section 4 be revised to remove the option of an appointment:

- Article I, Section 1 – will require all Class A & B members living outside of the United States to belong to a GCSAA affiliated chapter, if one exists
- Article I, Section 2 – will only recognize the International Superintendents Member (ISM) classification in countries outside of the United States that do not contain a GCSAA affiliated chapter
- Article III, Section 2c – is removed due to the fact that a specific action is not identified
- Article III, Section 2d – is removed since this statement is already covered by 2a, given the fact that it is contained within the Code of Ethics
- Article IV, Section 4 – removing specific location, so Affiliation Agreement can be revised without having to amend the Bylaws
- Article V, Section 4 – changes the voting procedure for Director from an all-in-one ballot to separate ballots for each open position, including the filling of any vacancies, therefore more clearly identifying the assembly's choice
- Article VI, Section 2 – clarifies the fact that vacancies on the board that arise between elections are only in place until the next election occurs
- Article VI, Section 3e – clarifies the document being referenced
- Article VIII, Section 1b and 1d – affords the Board of Directors more flexibility relative to the scheduling of board meeting
- Article VIII, Section 3a-c – Reflects the importance of having the annual Chapter Delegates Meeting labeled as an official GCSAA meeting
- Article XIV – verbiage update recommended by legal counsel

There was unanimous consensus of all members of the 2017 Standards and Bylaws Committee present on the call to bring forth all the proposed amendment to the voting members for their consideration at the GCSAA Annual Meeting in San Antonio, TX on February 8, 2018. A copy of the GCSAA Bylaws with the proposed changes is attached to this report.

Signed affidavits are on record at GCSAA.

## **BYLAWS**

The name of this Corporation is GOLF COURSE SUPERINTENDENTS ASSOCIATION OF AMERICA.

The purposes for which this Corporation is formed are:

- (a) To provide for and enhance the recognition of the golf course superintendent as a professional.
- (b) To advance the art of greenkeeping and the science of turfgrass management; to collect and disseminate information concerning efficient and economical management of golf courses and related environmental issues.
- (c) In general, to have all the powers conferred upon a corporation by the laws of the State of Delaware, which are consistent with the Certificate of Incorporation and the Bylaws of this Corporation.

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.

"Certified Golf Course Superintendents" are those individuals having met and maintained all of the qualifications set forth by the Association.

"Charter Members" are those Class A Members who were members as of March 1927.

### **ARTICLE I MEMBERSHIP**

**SECTION 1. *Application for Membership:*** 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 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/permitted by the policies of the Board of Directors and all 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.

#### **SECTION 2. *Membership Classes:***

**Class AA - Life Members:** To qualify for Life Membership, one must have retired as a golf course superintendent or assistant golf course superintendent and have been a golf course superintendent or assistant golf course superintendent member of GCSAA for twenty-five (25) years of which a minimum of twenty (20) years has been as a golf course superintendent.

A life Member shall have all the rights of the Association except that of holding office. Class AA-Life Members will pay no membership dues.

**Class A Member:** is a golf industry professional; who possesses knowledge, skills and abilities through a combination of education, experience, professional development and environmental stewardship; and has met and continues to fulfill on-going Class A renewal requirements.

**Class A – Retired:** To qualify for Class A – Retired status, one must not be currently employed as a golf course superintendent and have a minimum of five years of service as a Class A member. The years of service as a GCSAA member when combined with the member's age must equal or exceed seventy-five (75) years. This member shall have all the rights of the Association afforded that classification, with the exception of holding office.

**Class B:** To qualify for Class B membership, an applicant shall be employed as a golf course superintendent and does not meet the additional qualifications for Class A membership. Class B shall have all the rights of the Association, except that of holding office.

**International Superintendent Member:** To qualify for International Superintendent Membership, ~~individuals an applicant shall be~~ must be employed outside of the United States as a superintendent or head greenkeeper ~~and where a GCSAA Affiliated Chapter does not exist as otherwise permitted by the policies of the Board of Directors~~ 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.

**Class C - Assistant Golf Course Superintendent:** To qualify for Class C Membership, an applicant shall be an assistant to a golf course superintendent, and shall be presently employed in such capacity. Class C Members shall have all the rights of the Association, except those of voting and holding office.

**Equipment Manager:** To qualify for Equipment Manager membership; an applicant shall be employed as an equipment manager, assistant equipment manager or mechanic/technician and shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

**Class E - Educators:** To qualify for Class E Membership, an applicant must be an educator or extension officer. Class E 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.

**Associate:** To qualify for Associate Membership, an applicant must be employed by a golf course superintendent at a golf course and does not qualify for membership under the Class A, Class B, Class C or Equipment Manager Bylaw's definition. Associate 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.

**Affiliate:** To qualify for Affiliate Membership, an applicant must be an individual, 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, and who does not qualify for membership in another class. Affiliate 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.

**Honorary:** To qualify for Honorary Membership, the individual must be recognized by the Board of Directors for contributing in an outstanding manner to this Association or profession or related field. This membership shall continue in effect unless otherwise revoked by the Board of Directors. Honorary Members shall not be required to pay dues or assessments of the Association and shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

**Student:** To qualify for Student Membership, an applicant must be a turfgrass student enrolled in a formal course of education, or have completed his or her formal education less than one (1) year prior to the date of application for membership provided one's current employment does not qualify for membership under any other classification. Student 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.

**Retired:** To qualify for Retired Membership, one must be retired and no longer seeking employment within the scope of activities of any membership class of the Association. An applicant may apply for Retired Membership, the annual dues for which shall be set by the Board of Directors, but shall not exceed half the amount paid for the classification in which the member retires. There are two options for retirement: (1) Any member reaching age fifty-five (55), may retire and shall have all the rights of the Association afforded the member in his or her immediate previous classification, with the exception of holding office; or (2) Any member having completed a minimum of twenty (20) years of service in any membership classification may retire in that classification and shall have all of the rights of the Association afforded that classification, with the exception of holding office.

**Inactive:** An Inactive Member is an individual who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon his or her application. The Board of Directors shall have the authority to act on such application and to place a member on Inactive status subject to terms and conditions as the Board of Directors may specify by Standing Rules.

**SECTION 3. *Reclassification of Members:*** All reclassifications of members shall be made by the Board of Directors, in accordance with Standing Rules adopted by it from time to time, or pursuant to directives adopted by the membership at any annual meeting or any special meeting called for that purpose.

- (a) *Voluntary Reclassification:* Any individual member may request a change in his or her membership classification to accord with a change in his or her qualifications for membership as set forth in Section 2 of this Article. No retroactive status will be given for a change in classification greater than forty-five (45) days from the date of the requested change.
- (b) *Mandatory Reclassification:* All members, upon renewal of their annual membership, must clearly state their current employment status. The determination of the appropriate classification of membership for each individual shall be made in accordance with the Standing Rules of Membership. No retroactive status will be given for a change in classification greater than forty-five (45) days from the date of the requested change.

**SECTION 4. *Rights of Membership:*** Except as otherwise provided herein, members of GCSAA shall have all of the rights of membership. These rights shall include the following:

- (a) Use the Association name, initials, and logo in accordance with the Standard Operating Procedure and Guidelines established by the Board of Directors.
- (b) Attend the annual meeting of the Association.
- (c) Vote if a Class AA, A, B, or retired A, or B member.
- (d) Hold office if a Class A member and actively employed as a golf course superintendent.

## **ARTICLE II DUES AND SUPPLEMENTAL ASSESSMENTS**

**SECTION 1. *Annual Dues:*** The annual dues shall be sums fixed by the Board of Directors, except for Classes A, B and C. Annual dues for Classes A, B and C shall be the sum fixed at any annual meeting of the Association, as decided by a balloting conducted under regular voting procedures set forth in the Standing Rules of the Convention established by the Board of Directors, in accordance with Article V of these Bylaws. Dues shall be payable in advance of the member's annual renewal date.

**SECTION 2. *Assessments:*** Where necessary, in the opinion of a majority of members present at any annual or special meeting of the Association called for that purpose, for the payment of any existing deficit, there may be levied an assessment in addition to annual dues, to be paid by each Association member, provided, however, that such assessment may not be levied more than once in any year and shall not exceed an amount equal to the annual dues fixed for such year.

In the event of grave emergency, the Board of Directors upon unanimous vote, by signed order, may levy an assessment to be paid by each Association member, except Class AA Life, Honorary, Student, and Inactive, for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgment or decree rendered against the Association, provided, however, that no more than an amount equal to the annual dues shall be levied as such assessment during any year. The vote of the Board of Directors on the question of levying an assessment may be taken by a transmitted ballot prepared by the Secretary.

**SECTION 3. *Extension of Time for Payment:*** The Board of Directors may, at its discretion, for good cause, temporarily excuse or extend time of payment of annual dues or assessments for any member.

## **ARTICLE III CONDUCT OF MEMBERS**

**SECTION 1. *Nonpayment of Dues or Assessments:*** All members whose dues are not paid in advance of the member's renewal date may have services and benefits suspended. All members whose dues shall remain unpaid more than ninety (90) days past their annual membership renewal date, or after the due date of any assessment, shall be dropped from the membership roll of this Association.

**SECTION 2. *Prohibited Conduct:*** The following conduct is prohibited for members of the Golf Course Superintendents Association of America:

- (a) Violations of the GCSAA Code of Ethics.
- (b) Use of GCSAA affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.
- ~~(c) Conduct unbecoming a member or inimical to the Association.~~
- ~~(d) Submitting false information on an application for membership or on a dues statement.~~

Conduct that is prohibited shall be cause for disciplinary action or expulsion from the membership in accordance with the procedure set forth in Section 3 of this Article.

**SECTION 3. *Procedure for Disciplining or Expelling a Member:*** A member may be disciplined or expelled by a two-thirds (2/3) vote of the Board of Directors after compliance with the due process procedures, specifically notice and hearing, and upon a showing of just cause. The Board of Directors shall establish by Standing Rules the procedures to be followed to ensure protection of such members' due process rights. An expelled member may reapply for membership no earlier than one (1) year after the date of such expulsion, in accordance with the provision of Article I.

## **ARTICLE IV CHAPTERS**

**SECTION 1. *Original Chapters:*** Chapters possessing certificates of affiliation with the National Association of Greenkeepers of America shall be automatically chapters of this Association. Chapters having certificates of affiliation issued during 1934 or 1935 to the National Association of Greenkeepers of America are deemed Charter Chapters of this Association.

**SECTION 2. *New Chapters:*** A voluntary association of persons engaged in the occupation of producing, maintaining and improving turfgrass may make application for admission as an Affiliated Chapter of this Association in accordance with the requirements set forth in the Affiliation Agreement. An affiliated chapter's bylaws must be consistent with, but not limited to, the Bylaws of this Association, in accordance with the requirements set forth in the Affiliation Agreement. All applications for affiliation must be approved by the Board of Directors.

**SECTION 3. *Affiliation:*** All Chapters shall execute an Affiliation Agreement to be an Affiliated Chapter of GCSAA and shall have all rights and privileges of an Affiliated Chapter as set forth in the Affiliation Agreement.

**SECTION 4. *Procedure for Probation, Suspension and Revocation:*** An Affiliated Chapter may be placed on probation, suspended or revoked as a result of conduct described in the Affiliation Agreement, ~~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.

## **ARTICLE V VOTING**

**SECTION 1. *Delegate Representation of Chapters at Association Meetings:*** An Affiliated Chapter may be represented at all meetings of this Association by a delegate, who must be a voting member of this Association. Such voting delegate shall represent, and be authorized to cast the votes of the voting members of this Association, who are also members of such Affiliated Chapter and who desire to be represented by such delegate.

**SECTION 2. Proxies:** Voting members at any meeting of the Association may exercise their vote through the use of a proxy. A proxy may be exercised only by the person named in such proxy, who must be a voting member in good standing of the Association.

**SECTION 3. Individuals:** Individual voting members, not voting by delegate or proxy, may cast a vote in person on all issues brought before the body.

**SECTION 4. Voting Procedures:** The Board of Directors shall have the power to establish the Standing Rules of the Convention governing voting procedures at Association meetings.

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 nominations have been closed, the election shall proceed in orderly fashion by ballot for all elections of officers and directors. There shall be a separate ballot for President; Vice President; Secretary/Treasurer; and for each open Director position. However, if there is but one (1) candidate for any office, that election may be held by voice vote. 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. 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.

**SECTION 6. Publication of Votes:** There shall be reported to the membership after each annual election, the voting record of each affiliated chapter casting votes through a delegate or alternate, as well as collective individual and collective proxy voting records. This official account shall summarize the number of votes cast (1) for each individual standing for election, (2) for and against each proposed amendment to the Bylaws and/or Articles of Incorporation, (3) for and against any dues proposal, and (4) for and against any other business that may come before the membership.

## **ARTICLE VI BOARD OF DIRECTORS**

**SECTION 1. Qualifications and Terms of Office:** Only Class A members who are actively employed as golf course superintendents are eligible for election as Officers or Directors of this Association. Officers and Directors ceasing active employment as golf course superintendents may serve for up to six months after cessation of employment.

There shall be an annual election for the following named officers who shall serve on the Board of Directors: President, Vice President and Secretary/Treasurer, who shall hold office for a period of one year or until their successors are elected and qualified and who shall perform the duties hereinafter prescribed for each of such officers.

There shall likewise be elected to the Board of Directors five members of this Association who shall be elected to a two (2)-year term by the membership. An election shall be held each year for those Director positions whose terms are to expire. The Immediate Past President of this Association shall serve as an officer for the term of one (1) year.

The Officers of this Association as hereinabove provided for together with the Directors as constituted shall constitute the Board of Directors of this Association. Each member of such Board of Directors shall be entitled to vote at the meeting thereof and a quorum necessary for the transaction of business shall not be less than the majority of said Board of Directors.

**SECTION 2. Vacancies:** Vacancies occurring within the Board of Directors of the Association between scheduled elections of officers and directors shall be filled by an appointment ~~shall be filled by appointment by~~ of the President with the approval of the Board of Directors. -The appointment will remain in effect until the next scheduled election of officers and directors for the unexpired term.

**SECTION 3. Duties and Powers of the Board of Directors:**

- (a) The Board of Directors shall have general charge and management of the affairs of the Association.

- (b) A two-thirds (2/3) majority of the entire Board of Directors shall be required for the passage of any resolution or decision that will cause or incur any indebtedness that includes the execution of a mortgage or loan document that will carry past the time of the next annual election and thus impact the fiscal responsibilities and options of future boards of directors.
- (c) The Board of Directors shall further cause to be made an audit of the Treasurer's books and shall make the audit available to the membership within 150 days of the end of the fiscal year.
- (d) The expenses of all members of the Board of Directors incurred while attending to the business of the association shall be paid by the Association upon presentation of an itemized expense account.
- (e) *Removal:* The Board of Directors shall have the power to remove or otherwise discipline any member of the board for violation of ~~the GCSAA Code of Ethics Article III, Prohibited Conduct of the Board of Directors Code of Ethics~~ by a ~~majority~~ two-thirds (2/3) affirmative vote of the remaining members of the Board of Directors. ~~as set forth in Article V, Disciplinary Action, of the Board of Directors Code of Ethics.~~

**SECTION 4. Duties of the President:** The President shall, during any period when the Board of Directors is not in session, have general charge and supervision of the affairs and property of the Association, subject to such rules and regulations as may from time to time be made by the Board of Directors. This individual shall preside at all meetings of the Association and Board of Directors and shall be an ex-officio member of all committees. This officer shall, from time to time and as often as may be directed, submit reports to the Board of Directors and give such information touching affairs of the Association as may be required, and make such recommendations as he or she may think proper. The President shall appoint all committees or task groups except the Nominating Committee. All appointments to committees or task groups shall be subject to the approval of the President.

**SECTION 5. Duties of the Vice President:** In case of the absence or inability of the President, the Vice President shall, during the period of such absence or inability, perform the duties required of the President.

In the event the office of President shall become vacant; the Vice President shall perform all duties of the President until the annual election or until a successor shall be duly elected. If both the office of the President and Vice President shall become vacant or both officers are incapacitated, then the Board of Directors shall elect one of their members to fill the vacancy of the office of President.

**SECTION 6. Duties of the Secretary/Treasurer:** The Secretary/Treasurer shall be an officer of this Association and be present at all meetings of the Association and the Board of Directors, and shall be responsible for, and keep a record of, all the transactions at the meetings in a book, belonging to the Association, kept for such purposes. In case of emergency, the President shall have the authority to appoint a temporary Secretary for said meeting.

This officer shall ascertain proper notice, as stated in the Bylaws, has been given for all meetings of the Association and of the Board of Directors and shall be the custodian of corporate records and of the corporate seal, and shall perform all other duties usually performed by the Secretary of a like corporation and such other additional duties as may be required by the Board of Directors.

This officer shall be responsible for all monies, bills, notes, bonds and similar property belonging to the Association and the safekeeping of the same in the name of the Association, subject to such rules as may be prescribed by the Board of Directors and shall keep such financial accounts and records as may be required by the Board of Directors, as well as make an annual report and such other reports that may be required by the Board of Directors.

**SECTION 7. Position of CEO:** The President, with the approval of the Board of Directors, shall employ a CEO who shall be the chief executive officer and an employee of the Association. This person's function shall be to put into effect the decisions of the Board of Directors, and otherwise advise, promote and carry out the objectives and purposes of the Association, 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 itself to a contract exceeding three (3) years.

## ARTICLE VII



## COMMITTEES

**SECTION 1. *Nominating Committee:*** The Board of Directors shall annually appoint a Nominating Committee, which shall consist of five voting members of this Association.

The names and addresses of the persons appointed shall be provided by the Secretary to each of the Affiliated Chapters at least six (6) months before the annual meeting in each year, so that the Affiliated Chapter may submit to the Nominating Committee the name of one or more of its members who shall also be a member of this Association or any member of this Association for consideration by the Nominating Committee. Other Association members qualified to hold office may also be considered by the Nominating Committee.

The Nominating Committee shall, not less than sixty (60) days prior to the annual membership meeting, present a nominee for President, one (1) or more nominees for the office of Vice President, two (2) or more nominees for the office of Secretary/Treasurer, and at least one (1) more nominee than the number of Directors to be elected. The Nominating Committee shall not nominate any one (1) member for more than one (1) office or Director's position. A copy of such list, properly certified by the Secretary, shall be transmitted to all voting members.

**SECTION 2. *Other Committees:*** Nothing herein contained shall be construed to prohibit the appointment of other committees or task groups by the President for the advancement of the Association.

**SECTION 3. *Limitation of Powers of Committee/Task Group:*** No committee/task group shall have authority to bind this Association for the payment of money or the performance of any contract, such authority hereby being reserved expressly for the Board of Directors, or the duly authorized and elected Officers of this Association, as may be delegated by the Board of Directors.

## ARTICLE VIII MEETINGS

**SECTION 1. *Board of Directors:***

- (a) *Regular Meetings:* The Board of Directors shall meet at least twice a year. The meetings shall be at the call of the President, who shall transmit the time and place of the meeting to the other members of the Board of Directors at least thirty (30) days prior to said meeting.
- (b) *Special Meetings:* 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 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. ~~electronic means conference, if a majority of the Directors so agree. 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)~~ two (2) days prior to the meeting.
- (c) *Quorum:* A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- (d) *Waiver of Notice:* Notice of any meeting of the members of the Board of Directors may be waived by ~~the any member of the Board of Directors by emailing or messaging the~~ any member of the Board of Directors by emailing or messaging the ~~signing and delivering a Waiver of Notice to 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.

**SECTION 2. Members:**

- (a) *Annual Meeting:* The annual meeting of the members of this Association shall be held at a location and time to be designated by the Board of Directors. Any valid business may be transacted at an annual meeting.
- (b) *Special Meetings:* Special meetings of the members may be called by the President upon the request of a majority of the Board of Directors or upon the request of twenty-five percent (25%) of the voting members. At a special meeting, the only business, which may be transacted, is that pertaining to the purpose for which the meeting was called.
- (c) *Notice:* Written or electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be transmitted by the chief executive officer to each member at least thirty (30) days before the date of the meeting.
- (d) *Quorum:* At any meeting of the association, one-half (½) of the chapters represented by delegate shall constitute a quorum.

**SECTION 3. Delegates:**

- (a) *Annual Chapter Delegates Meeting:* 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.
- (b) *Consequences of Nonattendance.* 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.
- (c) *Notice:* 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.

**ARTICLE IX  
BENEVOLENCE FUND**

**SECTION 1. *Creation of Fund:*** There shall be a Benevolence Fund which shall be created by allocating a portion of the annual dues paid by the Association's members until the fund shall be equal to the sum of Twenty Thousand Dollars (\$ 20,000).

When the fund shall equal, or exceed, the sum of Twenty Thousand Dollars (\$ 20,000), then the allocations thereto from the dues aforesaid shall cease until said fund, both corpus and earnings, if any, shall be less than the sum of Twenty Thousand Dollars (\$ 20,000), whereupon the Treasurer of the Corporation shall make further allocations.

**SECTION 2. *Trustees:*** The President, Vice President and Secretary/Treasurer shall act as Trustees of the fund, and the Trustees shall make collection of the requisite percentage of dues to be applied to this trust and shall during the period for which they are appointed have the sole power for management, distribution and disbursement of the funds. The funds shall be paid at the discretion of the Trustees to any disabled or distressed member.

The provisions shall not be construed to vest in any member, a matter of right, payment of any portion of the interest or principal of the trust fund. The Board of Directors may, from time to time, make recommendations to the Trustees as to the management and distribution of the funds; such recommendations, however, shall be only advisory.

**ARTICLE X**

**SEAL**

The Secretary of the Corporation shall procure for his or her use a corporate seal, which shall be in the form of a disk, having lettering thereon, which states the corporate name. The corporate name shall be arranged in a circle on the outer edge of the disk, and the seal shall contain such other additional insignia, as the Board of Directors shall approve.

**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

The rules contained in Roberts Rule of Order, Newly Revised, shall govern the Golf Course Superintendents Association of America in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws, and any special rule of order the Golf Course Superintendents Association of America may adopt.

**ARTICLE XII  
AMENDMENTS**

**SECTION 1. Procedure:**

- (a) These Bylaws may be amended at any annual or special meeting of the members, provided all amendments shall be presented in writing or electronically to the Bylaws Committee at least ninety (90) days in advance of the annual or special meeting and the committee shall submit to the members such proposed amendments the committee approves, at least thirty (30) days in advance of the annual meeting or at least sixty (60) days in advance of a special meeting. The Committee shall also submit to the members at least thirty (30) days in advance of the annual meeting or at least sixty (60) days in advance of a special meeting, its report concerning all proposed amendments to the Bylaws received by the committee. The Bylaws Committee may submit its own proposals for amendments in writing or electronically to the members at least thirty (30) days in advance of an annual meeting or at least sixty (60) days in advance of a special meeting.
- (b) Any proposed bylaw submitted to, but rejected by the Bylaws Committee, may be presented at the annual or special meeting to the members provided the proposed amendment is presented to the membership in writing or electronically thirty (30) days in advance of the annual meeting or at least sixty (60) days in advance of a special meeting and is supported by written petition of a majority of the voting delegates.

**SECTION 2. Vote Required:** A two-thirds (2/3) vote of all members present and voting, or represented by delegates, or proxies shall be necessary for the adoption of any amendment.

**ARTICLE XIII  
INDEMNIFICATION**

The Golf Course Superintendents Association of America shall indemnify any and all persons who may serve or have served at any time as officers or directors, and their respective heirs, 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 of 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 Association, 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 his or her own 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 under any law, bylaw agreement, or otherwise.

**ARTICLE XIV  
DISSOLUTION**

In the event of the 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

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~~determined by the Association 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.~~