



# PGA

Southern California

## CONSTITUTION

## BYLAWS





# PGA

Southern California

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# **ARTICLE I**

## ***NAME, OBJECT, AFFILIATION, TERRITORY AND CONSTITUTION***

### **1.1 NAME**

The name of this corporation is the “**SOUTHERN CALIFORNIA SECTION OF THE PROFESSIONAL GOLFERS’ ASSOCIATION OF AMERICA, INC.**” a non profit corporation.

### **1.2 OBJECT**

The objects of the Southern California Section shall be the same as the PGA of America and to elevate the standards of the Professional Golfers’ vocation; to promote interest in the game of golf; to protect the mutual interests of members; to hold meetings and tournaments for the benefit of members; to assist deserving unemployed members to obtain a position; elevate the standards of the professional golfers’ vocation, enhance the economic well-being of the individual member and their facilities, stimulate interest in the game of golf, and promote the overall vitality and growth of the game and to effect any other object which may be determined from time to time by the Section and the PGA of America.

### **1.3 AFFILIATION**

This **SECTION** shall be affiliated with the **PROFESSIONAL GOLFERS’ ASSOCIATION OF AMERICA** as the **SOUTHERN CALIFORNIA SECTION**.

### **1.4 TERRITORY**

The territory limits of the section shall be as follows: all of the State of California that lies south of a line between the cities of Cambria, California, and Beatty, Nevada except the area in and around Porterville.

### **1.5 CONSTITUTION**

The By-Laws of this **SECTION** shall incorporate the Constitution and By-Laws of the **PROFESSIONAL GOLFERS’ ASSOCIATION OF AMERICA**, except as supplemented by the provisions contained in these By-Laws which provision shall not be inconsistent or at variance with the Constitution and By-Laws of the **PROFESSIONAL GOLFERS’ ASSOCIATION OF AMERICA** nor with any of its rules and regulations, so long as said Constitution and By-Laws, rules and regulations are not in conflict with the Laws of the State of California or the Laws of the United States of America.

# **ARTICLE II**

## ***CODE OF ETHICS***

### **2.1 THE PGA OF AMERICA**

Code of Ethics, Article II of the PGA of America By-Laws is adopted in its entirety.

## **ARTICLE III**

### **MEMBERS**

#### **3.1 Members**

Qualifications for membership shall be stated in Article III, Apprentices and Article IV, Election to Membership of the Constitution, By-Laws and Regulations of the **PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA**.

#### **3.2 ELIGIBILITY**

Except honorary members, no person shall be eligible for membership, or shall retain membership in the **SECTION** unless that person is a member of the **PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA**.

#### **3.3 CLASSES**

The **SECTION** shall have as many classes of membership as the **PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA** which shall be defined in the same manner as those of the **PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA**.

#### **3.4 CHANGES IN CLASSIFICATION**

Annually, the Secretary may send a qualification questionnaire to each member, which shall be answered and returned not later than 30 days from the date of the mailing. The questionnaire shall be held in strict confidence. Failure to return the questionnaire shall result in suspension and such fine as the Board of Directors deems appropriate. The Secretary shall analyze the questionnaires, determine classification changes, if necessary, and submit the recommendations to the Board of Directors.

If a non-temporary change in employment status of a member places that member in a different class of membership, that person shall be transferred to the appropriate class, provided he or she received the approval of the Section. Requests for such transfers may be initiated by the member, or the Secretary of the Section. Any member who feels he is improperly reclassified shall have the right to appeal to the Board of Directors of the Section, provided such appeal is filed with the Secretary within 30 days after notification to the member of his reclassification.

#### **3.5 DUES**

Section dues, according to classification, shall be fixed by the Board of Directors.

#### **3.6 ASSESSMENTS**

The Board of Directors may levy assessments against the members for any lawful purpose, in amounts per classification, and fix the time of payment by 30 days notice setting forth the amount and reason.

## **ARTICLE IV**

### **DISCIPLINARY ACTION**

Refer to the PGA of America Code of Ethics.

# **ARTICLE V**

## **MEETINGS**

### **5.1 ANNUAL MEETING**

An Annual Meeting of members shall be held on call of the President at such time and place as may be determined the Board of Directors. Thirty (30) days notice thereof and an agenda shall be sent to all members.

### **5.2 ORDER OF BUSINESS AT ANNUAL MEETING**

1. Roll Call or Registration
2. Reading and approval of minutes
3. Reports of Officers
4. Reports of Committees
5. Action items
6. Old Business
7. New Business
8. Election of Directors
9. Open Forum
10. Ratification of Officer slate
11. Installation of Officers and/or Directors
12. Comments by President
13. Adjournment

### **5.3 GENERAL MEETING**

General Meetings of members shall be held on call of the President, Executive Committee, or as ordered by the Board of Directors, or within 30 days after written request to the President by a number of voting members equaling ten percent or more of the current total membership of the SCPGA.

### **5.4 ORDER OF BUSINESS AT GENERAL MEETINGS**

The Order of Business will be as set forth in 5.2 with the exception of numbers 8, 10 and 11. All business of the Section may be transacted at any Meeting of the members, except business required at the Annual Meeting. Notice of meetings shall be sent at least 30 days prior to the meeting.

### **5.5 QUORUM**

A quorum at the Annual Membership Meeting shall consist of 50 Voting Members, and at any General Meeting, 30 Voting Members. The President of the Section shall preside at all meetings of members, or, in his absence, the Vice President shall so preside.

### **5.6 VOTING**

There shall be no cumulative or proxy at any meeting however absentee ballots may be distributed by the Board of Directors. All business except changes to the Constitution and By-laws and for the removal of a member of the Board of Directors shall be determined by a majority vote of voting members present and absentee ballots. Changes to the Constitution and Bylaws or removal of a member of the Board of Directors shall require

a two-thirds majority vote.

Life Member Retired (LMR) members shall have the right to vote on Section issues provided they satisfy the Service Point requirement for MSR.

## **5.7 WAIVER OF NOTICE**

The transactions of any meeting of members, however called and noticed, shall be as valid as though a meeting duly held after regular call and notice, if a quorum be present, either in person or by proxy, and if either before, during, or after the meeting, each of the members entitled to vote, and present in person, or by proxy, signs a written waiver of notice or a consent to hold such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Secretary of the Section. Any action which be taken at any meeting of members, may be taken without a meeting, if authorized by a writing signed by all of the members entitled to vote, which the writing shall be filed with the Secretary of the Section.

# **ARTICLE VI**

## ***THE BOARD OF DIRECTORS***

### **6.1 CORPORATE POWERS**

The Board of Directors shall be entrusted with the management of the Section and shall have the right to interpret these By-Laws and give direction in cases not provided for. All orders and regulations made by them shall be binding unless set aside by two-thirds majority at a General Meeting.

### **6.2 COMPOSITION**

Board of Director members are defined as the Officers, the Honorary President, Directors-at-Large, Chapter Representatives and the two appointed Independent Directors.

### **6.3 TERMS AND QUALIFICATIONS**

The term of service for a Director-At-Large is three-years. In order to serve as a Director, the member must be Class "A" or a Life Member Active in good standing. Independent Directors may be either PGA or non-PGA Members.

A Director may be removed by a two-thirds vote of the Board of Directors.

Directors at Large shall be elected by voting members at the Annual Meeting, by secret ballot, counted by a canvassing committee of voting members appointed by the Honorary President, none of whom shall be Board Members or nominees. In order to be considered, Director-At-large candidates must be nominated no later than a date set by the Board of Directors, and submit materials prescribed by the Board of Directors in order to stand for election at the Section Annual Membership Meeting.

Unless there is not a sufficient number of nominees for Director to meet the vacancies as announced, no nominations will be accepted from the floor.

Members may vote by absentee ballot as distributed prior to the meeting for election. In the event a voting member is unable to attend the Annual Meeting, an absentee ballot may be requested from the Section office and must be submitted to the election chairperson prior to election day. Absentee ballots will not be tabulated prior to election day. All ballots will be counted by a canvassing committee appointed by the Honorary President,

none of whom shall be SCPGA Board members or nominees.

Any Director may submit a written resignation, which shall be reported at the next meeting of the Board of Directors, at which time the President shall declare a vacancy. Any vacancy which may exist in the office of the Director at Large may be filled by appointment of a Class A or Life Member Active in good standing by the President upon approval by the Board of Directors.

Independent Director(s) shall be nominated and appointed by the President at the Annual Meeting and shall serve a term of two-years. An independent director may be an active PGA Member in good standing or a non-PGA member at the call of the President.

#### **6.4 NUMBER OF DIRECTORS**

The number of Board Members shall not be more than 17, and not less than five, which can be changed only by the voting members of the Section.

#### **6.5 TIED VOTE**

Should there be a tied vote for the last Director-At-Large vacancy, a run-off will immediately be held.

#### **6.6 CHAPTER DIRECTORS AND ELECTION PROCEDURES**

Each Chapter shall elect from the Chapter's voting members, a Chapter Board of Directors. Every Chapter Board is required to elect a representative to the Section's Board of Directors. The representative shall be a current officer or past president of the chapter. The term of service for the chapter representative shall be two (2) years.

If a chapter's representative is unable to attend a Section Board of Directors meeting, a substitute shall be appointed to attend the meeting but cannot vote.

The Chapter shall certify its appointed representative to the President of the Section who will then report said appointment to the Annual Meeting. Failure of the Chapter Board to appoint a representative prior to the Annual Meeting on the year said representative is to take office, shall result in said representative being elected by the voting members present from that Chapter at the Annual Meeting in the same manner as the election for the Chapter Board of Directors.

#### **6.7 VACANCIES**

Any Director may submit a written resignation, which shall be reported at the next meeting of the Board of Directors, at which time the President shall declare a vacancy. Any vacancy which may exist in the office of the Director at Large may be filled by appointment of a Class A or Life Member Active in good standing by the President upon approval by the Board of Directors.

#### **6.8 POWERS OF DIRECTORS**

The Directors shall have all powers by law permitted by them to be exercised and specifically the power:

- a. To call special meetings of the members when the Directors deem it necessary.
- b. To elect all officers, and to appoint and remove all assistant officers, agents, and employee, to prescribe their duties and fix their compensation the Board of Directors may delegate this authority to any particular officer, agent or employee.

- c. To conduct, manage, and control the business of the Section, and to make for the guidance of the officers and management of the Section such rules and regulations as are not inconsistent with the laws of the State of California, these By-Laws, or the Constitution of the Association.
- d. To incur indebtedness for the conduct of the business of the Section, and to do so upon such terms and conditions to be in the best interest of the Section; provided, however, that the terms, conditions, amount of such indebtedness shall be entered into the minutes of the Board Meeting and provided further, that the President and Vice President shall sign officially all written promises to pay debts, unless the Directors shall otherwise authorize other officers to do so.

## **6.9 QUORUM for Board of Director Meetings**

At all meetings of the Board, a majority of its members shall constitute a quorum.

## **6.10 DUTIES OF DIRECTORS**

The **DIRECTORS** shall perform any and all duties, which they are directed by law to perform and specifically the following:

- a. Cause to be kept a record of all their meetings and acts, and of the proceedings of the membership meetings, and present a full financial statement of revenues and expenses which shall be in accordance, there with shall be certified by the President or the Vice President or public accountant and shall be prepared in a form sanctioned by sound accounting principles.
- b. Supervise all officers, agents and employees to the end that their duties are properly performed.
- c. Meet regularly on dates at such times and places within or without the State of California which may be designated by resolution of the **BOARD**. Selection of the date, times and places of regular meetings of the **BOARD OF DIRECTORS** shall be properly noted in the minutes, each Director taking notice thereof and those Directors who are absent shall be notified in writing forthwith; otherwise, notice of any and all regular meetings of the **BOARD OF DIRECTORS** is hereby dispensed with.

## **6.11 WAIVER OF NOTICE BY DIRECTORS**

Transactions of any meetings by the **BOARD OF DIRECTORS**, however called, noticed, and wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if a quorum be present and if, each of the Directors not present signs a written notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **6.12 HONORARY PRESIDENT**

The Honorary President shall be the most immediate Past President available and shall be appointed by the President. The duties of the Honorary President shall be:

- 1. To conduct the elections during the Annual Meeting.
- 2. Serve as a Chairperson for the Past Presidents, Hall of Fame and Advisory Committees.
- 3. Serve as a member of the Executive Committee.



At the conclusion of the Honorary President's term of service, that individual may immediately run for re-election to the Board of Directors.

### **6.13 DISTRICT DIRECTOR**

The District Director shall be elected by the Section Board of Directors. The District Director will serve a three (3) year term and shall be elected one (1) year in advance of the commencement of their term. In order to stand for election, a candidate must be a PGA Active Member or Life Member Active in good standing; have served as a Section Board member or Officer or a past District Director.

## **ARTICLE VII** **OFFICERS**

### **7.1 OFFICERS OF THE CORPORATION**

The Officers of the Corporation shall be the President, Vice President and Secretary, each of whom shall be considered members of the Board of Directors.

### **7.2 ELECTION OF OFFICERS**

An officer candidate must be an At-Large member or chapter representative currently serving on the Board of Directors. If an At-Large member of the Board of Directors, or a Chapter Representative, wishes to be considered an officer candidate for the position of Secretary, that person shall notify the Executive Committee of their interest. Each candidate will be interviewed by the Executive Committee and the recommended candidate will be proposed to the Board of Directors for ratification. If the Board of Directors consents, by a majority of those Board members voting at a meeting, the candidate is approved.

The new officer slate will be presented to the Section membership at the Section annual meeting for ratifying vote by a **SIMPLE** majority of **VOTING MEMBERS** in attendance.

### **7.3 TENURE**

The President, Vice President and Secretary shall be elected to hold said Offices for a two year term unless critical and unique circumstances should warrant election for an additional one-year term.

During their term(s) of office, the Officers shall not stand re-election as At-Large Directors. However, an Officer(s) may be removed from said office(s) by either a two-thirds vote of the Board of Directors or a two-thirds vote of the voting membership and the annual meeting.

### **7.4 DUTIES**

**PRESIDENT:** The President shall serve as the Chairman of the Board of the Corporation and preside at all meetings of the Board of Directors and the Section. To appoint such Committees as shall in his or her judgment be necessary, and to designate the Chairman thereof. The President shall discharge all duties and responsibilities as are made incumbent upon the office by these By-Laws and the Board of Directors.

**VICE PRESIDENT:** The Vice President shall be responsible for all the funds, receipts, and disbursements of the Corporation, keep or cause to be kept, formal accounting records, and furnish a financial report no later than the Annual Meeting. The Vice President shall also perform other duties and responsibilities made incumbent upon the office by the Board of Directors. In the event of the absence or disability of the President, he shall perform the President's duties and preside over one meeting of the board annually.

**SECRETARY:** The Secretary shall serve as Secretary at all meetings of members and the Board of Directors. The Secretary shall keep, or cause to be kept, the Minute Book of the corporation, records of members, and perform other duties made incumbent upon him by these By-Laws and the Board of Directors. In the event of the absence or disability of the President and Vice President, the Secretary shall perform the duties of the President.

## **7.5 EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the Officers and the Honorary President. They are authorized to meet between regularly scheduled meetings of the Board of Directors, review matters of importance, and act for the Association in accordance with established policy.

# **ARTICLE VIII**

## ***EXECUTIVE OFFICE AND EXECUTIVE DIRECTOR***

### **8.1 AUTHORIZATION**

The President, with approval of the Board of Directors, shall have the authority to establish an Executive Office, within the boundaries of the Southern California Section, and to engage the services of an Executive Director/Chief Executive Officer (CEO) to operate and conduct the office and the business affairs of the Corporation

### **8.2 RECORDS**

All of the Corporation's books, files and records of all kinds shall be kept in the Executive Office. The Executive Director/CEO shall cause to be kept and maintain all records of the Section. If at any time an Executive Office no longer exists, the President shall designate a location as the Corporation's principal place of business and notify all governmental agencies, and others as may be necessary.

### **8.3 DUTIES**

The Executive Director/CEO shall carry out the policies of the Board of Directors and shall perform such duties as may be assigned from time to time by the Executive Committee.

### **8.4 BANKING**

All receipts of the Corporation shall be deposited in the name of the Corporation to an account in some Bank or Federal Savings and Loan Association, (deposits in which are insured by the Federal Deposit Insurance Corporation of the United States), as the Board of Directors may direct, provided the amount of deposit does not exceed the amount covered by such Insurance.

## **8.5 SIGNATURES**

All checks against all accounts and withdrawals, shall require two signatures from among the Officers, Executive Director/CEO and other staff as approved by the officers. The Board of Directors is authorized to adopt any banking resolutions respecting each account.

## **8.6 CERTIFIED PUBLIC ACCOUNTANT**

The Board of Directors is authorized to direct the Vice President to set up separate funds as it may deem necessary, and allocate portions of the Corporation's money and receipts from specific corporate activities, and determine restrictions upon its use. Within thirty (30) days after the Annual Meeting, the Vice President shall prepare and submit to the Board, a proposed budget for the year. The Board shall revise or adopt it, and thereafter no expenditures shall be made in excess of the amount budgeted, without the approval of the Board of Directors.

# **ARTICLE IX**

## ***DELEGATES TO PGA ANNUAL MEETINGS***

### **9.1 NUMBER**

The Board of Directors shall select the same number of delegates as required by the Constitution of the **PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA**.

The President and Vice President shall serve as Delegates with the Secretary and Honorary President as successors in the case the President OR Vice President are unable to attend the PGA Annual Meeting. ANY eligible PGA member in good standing may be appointed as a Delegate or Alternate Delegate.

### **9.2 EXPENSE REIMBURSEMENT**

Reimbursement of delegates and alternative delegate expenses shall be as set forth by the PGA of America and the Section Board of Directors.

# **ARTICLE X**

## ***COMMITTEES***

### **10.1 APPOINTMENTS**

Within thirty (30) days after the Annual Meeting, the President shall appoint Committee Chairpersons deemed appropriate for the successful operation of the Section. Each Chairperson shall appoint their own committee members. Meetings of the Committees shall be held on call by the Chairperson

### **10.2 COMMITTEE REPORTS**

The Chairperson of each Committee shall, thirty (30) days prior to the Annual Meeting, submit to the President his written report of the activities of his Committee during the year. He shall further present his report to the members at the Membership Meeting, or by some media determined by the Board of Directors.

# **ARTICLE XI**

## ***TOURNAMENTS***

### **11.1 TOURNAMENT RULES AND REGULATIONS**

The Tournament Rules & Regulations may be amended by a majority vote of the Board of Directors).

# **ARTICLE XII**

## ***CHAPTERS***

### **12.1 RELATIONSHIP**

The Chapters shall be subsidiaries of the **SOUTHERN CALIFORNIA SECTION OF THE PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA.**

### **12.2 LIMITATIONS**

The Board of Directors shall have the power to create Chapters within the Section upon presentation of a written request, signed by at least ten voting members, who are actively engaged in golf within the area of the Chapter, or if not so engaged, then residents within the area. The number of Chapters shall be limited to five.

### **12.3 BY-LAWS**

The By-Laws of the Chapters must not conflict with the By-Laws of either the Section or the PGA of America.

### **12.4 "DUAL CHAPTER" MEMBERSHIP**

A PGA member may join two chapters, the one in which the member is employed (or in the case of a Life Member, the one in which the member resides) and one other. If the member elects to join more than one chapter, the member may only hold office and play in the "Championship" of the Chapter which the member is employed (Chapter of residence for Life Members).

### **12.5 REVOCATION OF CHAPTER**

The Board of Directors reserves the right, at any time, and solely within its discretion, to revoke the existence of a Chapter. In the event, all assets of the Chapter, over and above its liabilities, shall become the assets of the Section.

### **12.6 BUSINESS AND FINANCIAL AFFAIRS**

Each Chapter shall manage its own business and financial affairs and shall be responsible for its financial obligations. The Chapters shall submit as specifically required to the Section, all financial materials as legally required and otherwise deemed necessary by the Section for the purpose of compiling the Section's tax return.

## **ARTICLE XIII**

### ***SCPGA FOUNDATION***

#### **13.1 GENERAL DESCRIPTION OF THE SCPGA CHARITABLE FOUNDATION**

The SCPGA Foundation is a 501(c) 3 non-profit corporation created to promote and advance junior golf activities; to solicit, collect and receive contributions and donations and to use and expend these funds as the philanthropic and charitable arm of the Association for the purpose of promoting the game of golf.

## **ARTICLE XIV**

### ***MISCELLANEOUS***

#### **14.1 AMENDMENTS**

Except as otherwise provided, or as the Laws of the State of California require, these By-Laws may be amended by the majority vote of any meeting of the Members of the Corporation who are voting members. In order to amend the Section Constitution at a regularly scheduled membership meeting, the amendment must be submitted in writing to the Officers of the Section 45 days prior to the next regularly scheduled Membership Meeting so that the membership shall be notified at least 15 days in advance of the meeting.

#### **14.2 PARLIAMENTARY RULES AND PROCEDURES**

The current edition of Robert's Rules of Order shall govern all meetings.

#### **14.3 THE CORPORATE SEAL**

The Seal of the Corporation is that which is impressed upon the Original Articles of Incorporation.