

SOUTHERN CALIFORNIA SECTION PGA OF AMERICA

Chapter Bylaws

The Bylaws of the Chapters of the SCPGA shall incorporate the Constitution and Bylaws of The Southern California Section and the PGA of America, and shall not conflict with the laws of the State of California or the laws of the United States of America.

I. Purpose of “The Professional Golfers’ Association of America”:

The mission of the PGA is to promote the enjoyment and involvement in the game of golf and to contribute to its growth by providing services to golf professionals and the golf industry.

The PGA will accomplish this mission by enhancing the skills of its professionals and the opportunities for amateurs, employers, manufacturers, employees, and the general public.

In so doing, the PGA will elevate the standards of the professional golfer’s vocation, enhance the economic well-being of the individual member, stimulate interest in the game of golf, and promote the overall vitality of the game.

II. Purpose and Mission of Chapters:

The primary purpose and mission of Chapters is to provide tournaments, membership meetings, junior golf programs and education or self improvement seminars for members and apprentices at a local level. Additionally, the Chapter Board serves as the governance liaison between their respective members and the Section Board of Directors.

Other approved activities include: special awards and recognition programs, employment assistance and counseling, and apprentice orientations.

The Chapters shall be subsidiaries of The Southern California Section of the Professional Golfers’ Association of America.

III. Chapter Boundaries:

Metropolitan Chapter: Orange and Los Angeles Counties. Excludes two golf courses, Antelope Valley CC and Crystalaire CC.

Northern Chapter: Ventura, Santa Barbara, Kern, parts of San Luis Obispo, parts of Tulare, Inyo and Kings Counties and as defined by a line intersecting California State Route 33 and State Route 41; continuing a line to State Highway 58 and U.S. Highway 101 and from that point to the intersection of State Highway 1 and Kern Avenue; continuing through the intersection of Ramona Avenue and S. Bay Blvd in Baywood Park to the Pacific Ocean.

Inland Empire Chapter: San Bernardino County, part of Inyo County and western Riverside County extending east to intersection of I-10 and 111 and south along the San Jacinto/Santa Rosa Mountains. Includes two clubs, Antelope Valley CC and Crystalaire CC from the Metropolitan Chapter. Excludes one club, Sun Lakes CC in Banning.

Desert Chapter: Eastern Riverside County from the intersection of I-10 and 111 highway, due north to the San Bernardino County Line east to the Arizona border and south from I-10/111 along the San Jacinto/Santa Rosa Mountain range to the intersection of San Diego and Imperial County Lines. Includes one club from the Inland Empire Chapter portion of Riverside County, Sun Lakes CC in Banning.

San Diego Chapter: San Diego and Imperial Counties.

IV. Board of Directors:

Each Chapter shall have a Board of Directors to govern and provide over-site for Chapter activities and programs. The number of Board members shall not be more than 11 and not less than 5. Directors shall be elected at large by secret ballot by voting members at the Chapter's Annual Meeting. Votes shall be counted by a canvassing committee of voting members appointed by the Honorary President, none of whom shall be Board members or Board nominees. The results of the vote for the Director (s) shall be issued to the chairperson of the election. The Board shall be composed of: President, Vice President/Treasurer, Secretary, Honorary President, and a maximum of seven elected Directors at Large. Should there be a tied vote for the last Director at Large vacancy; a run-off will be immediately held.

V. Terms and Qualifications:

The term of service for a Director-at-Large is three years. In order to serve as a Director, a professional must be a Class "A" or Life Member Active in good standing. A Director may be removed from a board seat by a two-thirds vote of the Board of

Directors. Any Director missing three consecutive meetings of the Board of Directors may be subject to replacement upon approval of the Board of Directors.

The Chapter shall stagger the terms of the Board so that not all directors' positions are elected at the same time.

VI. Duties & Responsibilities 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, committee meetings, and a full financial statement of revenues and expenses as prepared by the Section's Controller or CPA.

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

- (a) To elect all Officers
- (b) To call special meetings of the members when the Board deem it necessary.
- (c) At all meetings of the Board, as majority of its members shall constitute as a quorum.

VII. Vacancies:

Any Director may submit their written resignation which shall be reported at the next Board of Directors meeting. At which time the President shall declare a vacancy. Any vacancy which may exist in the office of 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.

VIII. Officers:

Officers of the Chapter shall be: President, Vice President and Secretary, all of whom shall be members of The Chapter's Board of Directors.

Tenure:

The President, Vice President, Secretary and Honorary President shall be elected to hold said Offices for a two-year term unless critical or unique circumstances would warrant election for an additional one-year term. A Chapter may choose, by approval of the respective Board of Directors, to limit a term to one-year.

Duties:

PRESIDENT:

The President shall serve as the Chairman of the Board of the Chapter and preside at all meetings of the Board of Directors and general membership meetings of the Chapter. To appoint such Committees as shall in his/her judgment be necessary, and to designate the Chairperson thereof. The President shall discharge all duties and responsibilities as are made incumbent upon him/her by these Bylaws and the Board of Directors.

VICE PRESIDENT:

The Vice President shall serve as the CFO of the Chapter and be responsible for all the funds, receipts and disbursements of the Chapter. Keep or cause to be kept, formal accounting records, and furnish a financial report no later than the Annual Meeting of the Chapter. This person shall also perform other duties and responsibilities made incumbent upon them by the Board of Directors. In the event of the absence or disability of the President, the VP shall perform the President's duties and preside over meetings of the Board and membership.

SECRETARY:

The Secretary shall serve as Secretary at all meetings of members and Board of Directors. This person shall keep, or cause to be kept, the Minute Book of the Chapter, records of members, and perform other duties made incumbent upon him by these Bylaws 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.

IX. 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:

- (a) To conduct the elections during the Annual Meeting.
- (b) Serve as a Chairperson for the Past Presidents and Advisory Committee.
- (c) Serve as a member of the Executive Committee.

X. 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.

XI. MEETINGS:

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

ORDER OF BUSINESS AT ANNUAL MEETING

1. Roll Call or Registration
2. Reading of the minutes unless waived.
3. Reports of Officers.
4. Reports of Committee Chairpersons.
5. Old Business.
6. New Business.
7. Election of Directors.
8. Recess of Organization Meeting of new Directors.
 - 8.1 Roll Call to determined quorum.
 - 8.2 Election of Officers and Honorary President. The President shall be elected by two-thirds majority, all other Officers by simple majority.
 - 8.3 The Directors shall elect from its members present the Chapter's new Officers.

QUORUM

A quorum at the Annual Membership Meeting and any General Meeting shall consist of a majority of voting members. The President of the Chapter shall preside at all meetings of members or, in the President's absence, the Vice President/Treasurer shall so preside.

XII. "DUAL CHAPTER" MEMBERSHIP:

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

XIII. FINANCE & BUSINESS AFFAIRS:

Chapters shall submit their annual budgets to the Section by October 1st each year for approval. Chapter budgets shall include their general fund budget and their tournament budget. Revenue of each Chapter's general fund budget shall be funded through the Section's Chapter Assistance program. The amount of assistance and support will be set by the Section Board on an annual basis. Revenue for each Chapter's tournament budget shall be derived from sponsorship and player entry fees. According to Federal tax laws, Chapter general funds shall not be used to

support tournament activity. All sponsors of Chapter activities need to be approved by the Section prior to Chapters entering into any/all agreements. Additionally, Chapters shall not enter into any contractual arrangements without Section approval.

The Section shall provide accounting services and support services for all Chapters. Each Chapter shall be responsible for their portion of Section provided accounting and financial services including the costs for independent CPA's and/or auditing services.

XIV. REVOCATION OF CHAPTER(S):

The Section Board of Directors reserves the right, at anytime, and solely within its discretion to revoke the existence of a Chapter.

XV. CHAPTER ASSETS:

All assets of the Chapters as well as all liabilities are that of the Section.