

NOTES

**ARTICLE I
NAME – OBJECTIVES**

Section 1 The name of the Association shall be “Northwestern Pennsylvania Golf Course Superintendents Association, Inc.”

Section 2 The objectives of this Association shall be:

- (A) To abide by and support the code of ethics of the Golf Course Superintendents Association of America.
- (B) To develop a greater interest in golf course work and thereby create better opportunities for those engaged in our profession.
- (C) To uplift the profession by endeavoring to better conditions within it.
- (D) To cement into closer relation all members in the profession of superintending golf courses.
- (E) To advance the art and science of the propagation, growth, and maintenance of specialized turfgrasses, combating all things injurious to turf and growing all plant life desired at a country club or golf course.
- (F) To collect and share practical knowledge of the problems of golf course superintendents.
- (G) To bring about a more efficient and economical maintenance program for all golf courses.
- (H) To give the members or players the best playing turf possible within the individual club or course’s budget allowance.

Section 3 No member or visitor shall, at any time, use the affiliation with the Association for the purpose of promoting schemes, ideas or objectives for the purpose of private or collective gain.

**ARTICLE II
OFFICES**

Section 1 The registered offices of the corporation shall be at the discretion of the Executive Committee.

Section 2 The corporation may also have offices at such other places as the Executive Committee may, from time to time, appoint or the activities of the corporation may require.

**ARTICLE III
SEAL**

Section 1 The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words, "Corporate Seal, Pennsylvania".

**ARTICLE IV
MEMBERSHIP AND DUES**

Section 1 Definition of a Golf Course Superintendent

(A) 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.

Section 2 Application for Membership

(A) It shall be a condition precedent to membership in this Association that membership applicants

- improve public understanding and recognition of the profession of golf course superintendence.
- (K) Refrain from using this Association, the turf industry, or profession for any selfish gains or profits.
 - (L) Present information and participate as a witness in all proceedings to which there exists evidence of a violation of this Code of Ethics.

submit a written application showing evidence to the Executive Committee that his/her qualifications comply within the classification guidelines of this Association (Article IV, Section 3). The applicant must have the endorsement of two (2) Class A members in good standing and the applicant must be actively employed. Classifications shall be decided by the Executive Committee. Prospective applications must be presented to the Executive Committee to acknowledge the applicant's qualifications.

- (B) Members shall be elected by a two-thirds vote of the Executive Committee.

Section 3 Membership Classifications

- (A) Effective July 1, 1997, each applicant for Class A or SM membership in the Association must also present an application for membership or evidence of membership with the Golf Course Superintendents Association of America and shall maintain such membership thereafter.
- (B) **Class A – Golf Course Superintendent**
 - a. To qualify for Class A membership, an applicant shall have, at the time of application, at least three (3) years experience as a golf course superintendent and be actively employed in such capacity. Owners acting as superintendents also qualify for Class A membership. Class A members shall have all rights and privileges of the Association.
- (C) **Class B – Superintendent Member**
 - a. To qualify for Class B membership, an applicant shall have, at the time of application for membership, less than three (3) years experience as a golf course

superintendent and be actively employed in such capacity. Class SM members shall have all rights and privileges of the Association.

(D) **Class C – Assistant Golf Course**

Superintendent

- a. To qualify for Class C membership, an applicant shall be at the time of application for membership, an assistant to a golf course superintendent and be actively employed in such capacity. Class C members shall have all rights and privileges of the Association, except voting or being an officer (President, Vice President, and Secretary/Treasurer).

(E) **Class D – Commercial Member**

- a. To qualify for Class D membership, an applicant shall be at the time of application for membership, a sales representative of the turf industry. Class D members shall have all rights and privileges of the Association, except voting or being an officer.

(F) **Class E – Associate Member**

- a. To qualify for Class E membership, an applicant must be a person employed in the growing, management, or production of turfgrass. Any other classification not listed above must be approved individually by the Executive Committee. A Class E member shall have all rights and privileges of the Association, except voting or being an officer.

(G) **Class H – Honorary Member**

- a. This recognition shall be conferred by the majority vote of the Executive Committee

- (A) Recognize and perform all my responsibilities and duties in such a fashion as to be a credit to this Association and profession.
- (B) Practice and insist upon sound business and turf management principles in exercising the responsibilities of my position.
- (C) Utilize every possible opportunity to expand my professional knowledge, thereby improving myself and my profession.
- (D) Maintain the highest standards of personal conduct to reflect credit and add to the stature of the profession of golf course superintendence.
- (E) Base endorsements, either written or verbal, by means of any medium, strictly upon satisfactory personal experiences with the item identified.
- (F) Refrain from encouraging or accepting considerations of any value without the express understanding of all parties that said consideration is available to all in similar circumstances, and that no actions shall be forthcoming as a result of acceptance for any selfish gains or profits.
- (G) Recognize and observe the highest standards of integrity in my relationships with fellow golf course superintendents and others associated with this profession and industry.
- (H) Assist my fellow superintendents in all ways consistent with my abilities, only when called upon to do so and with the incumbent superintendent's knowledge, participation, and acceptance.
- (I) Refrain from degrading the professional reputation, practice, or moving in on the employment of another superintendent's position.
- (J) Lend my support to and actively participate in the efforts of my local and national associations to

Section 2 In the event of the dissolution of the Corporation after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with the Internal Revenue Code concerning its exempt status or in accordance with state law. The decision of distribution shall be made by the Executive Committee.

ARTICLE XVI AMENDMENTS

Section 1 Bylaws may only be amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

CODE OF ETHICS

This code is established to promote and maintain the highest professional standards of service and conduct among the membership of Northwestern Pennsylvania Golf Course Superintendents Association, Inc. (NWPGCSA, Inc.). Always maintaining these principles will accrue the membership a level of recognition and respect justly deserved of those who come into contact with any member. Through high regard for and strong enforcement of the code, membership in this Association will be deemed a significant indicator of individual responsibility, character, and professionalism.

As a member of the Northwestern Pennsylvania Golf Course Superintendents Association, Inc., I accept and fully agree to abide by this code and pledge myself to:

to these individuals who have contributed outstanding service or accomplishments in turf or to this Association. Class H members shall have all rights and privileges of the Association, except voting or being an officer. They shall not pay dues.

- (H) **Class L – Life Members**
 - a. Persons in this class must have been employed by a country club or golf course as a superintendent and be retired as such, and at the discretion of the Executive Committee shall become Life Members. They shall have all rights and privileges of the Association and shall not pay dues.
- (I) **Class R – Retired Members**
 - a. Any member reaching age fifty-five (55) who is retired and no longer seeking employment within the scope of activities of any membership class of the Association, may apply to the Executive Committee, in writing, for retired membership. The annual dues, which shall be set by the Executive Committee, shall not exceed one-half the amount paid for the immediate previous classification. A retired member with 15 years or more as a Class A shall not pay dues. A retired member shall have all the privileges of the Association afforded the member in his/her immediate previous classification, except being an officer.
- (J) **Reclassification**
 - a. Any individual member must request a change in his/her membership classification to accord with a change in

his/her qualifications for membership as set forth in Section 3 of this Article IV within 60 days in writing. Such reclassification shall be made by the Executive Committee in accordance with standing rules adopted by the Membership at any annual meeting called for this purpose. Current dues apply.

Section 4 Dues, Supplemental Assessments, and Suspensions

- (A) The annual dues shall be the sum fixed at any annual meeting of the Association as approved by the Executive Committee at the meeting. Annual dues shall be due and payable during the month of February.
- (B) Any member who has failed to pay said dues before March 1st, shall be notified by mail by the Secretary and will be required to pay, in addition to his annual dues, a penalty determined by the Executive Committee. Such penalty shall not exceed an amount equal to the annual dues fixed for such year.
- (C) Extension of time for payment of said dues shall be at the discretion of the Executive Committee.
- (D) Any expelled member may reapply for membership six (6) months after the date of expulsion in accordance with the provisions of Article IV. If expulsion was for nonpayment of dues and/or penalty, the new application for membership shall be accompanied by remittance of all payments owed at the time of expulsion, in addition to the amounts due with such application.
- (E) All penalties will be waived if a letter of resignation is submitted to the Executive Committee before March 31st.

the Executive Committee in accordance with the provisions of Section 5541 of the Nonprofit Corporation Law of 1988.

Section 5 The Executive Committee, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of Section 5542 of the Nonprofit Corporation Law of 1988, and to issue certificates therefore.

**ARTICLE XV
INDEMNIFICATION – DISSOLUTION**

Section 1 The corporation shall indemnify each of its directors, officers, and employees whether or not then in service as such (and his/her executor, administrator, and heirs) against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a director, officer, or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the corporation for negligence or misconduct in the performance of his/her duties or was derelict in the performance of his/her duty as director, officer, or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his/her office or employment. The right to indemnify for expenses shall also apply to the expenses of suit, which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer, or employee may be entitled.

- (F) Reports of Committees
- (G) Old Business
- (H) New Business
- (I) Educational Portion
- (J) Closing

Section 2 All matters coming before the Executive Committee or the members, not coming within the order of business prescribed and all disputed questions of parliamentary practice, shall be controlled by the ROBERT'S RULES OF ORDER.

ARTICLE XIV MISCELLANEOUS

Section 1 The fiscal year of the corporation shall begin on the first day of January.

Section 2 In any case not covered by the above Bylaws, the Bylaws of the Golf Course Superintendents Association of America shall apply.

Section 3 One or more persons may participate in a meeting of the Executive Committee or of the members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4 So long as the corporation shall continue to be organized on a nonstock basis, the Executive Committee shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as fixed by

Section 5 Assessments may be made by the Executive Committee as found necessary. The total amount of assessments shall not exceed the amount of one (1) years dues.

Section 6 Any member may be expelled or suspended from the Association by the Executive Committee for causes detrimental to the organization. Expelled or suspended persons must return any membership criteria to the Secretary.

Section 7

- (A) Membership cards shall be issued to members in good standing of the Association upon their request. The card shall certify his/her membership in the Association and state the class of membership. Said card shall be signed by the Executive Secretary.
- (B) Membership booklets shall be issued each year to members.

ARTICLE V MEETINGS

Section 1

- (A) At least 25% of Class A and SM members present at any meeting shall constitute a quorum.
- (B) A majority of the votes cast at any meeting, at which a quorum is present, shall be decisive at any action.
- (C) Members present at any meeting less than 25% may adjourn the business portion to a later date.

Section 2 Special meetings of the members of the Association shall be held as deemed necessary by the Executive Committee. A special meeting may be called at any

time by the President, Executive Committee, or at least ten (10) percent of eligible voting members. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto. Notice of the time and place of all meetings of members shall be given by the Newsletter Editor to each member by mailing such notice not less than ten (10) days before the day appointed for such meeting.

Section 3 A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of 25% of Class A and SM members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law or by this Article of Incorporation. A majority of the votes cast at any meeting at which a quorum is present shall be decisive at any action. The members present at a duly organized meeting (less than 25%) can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any

person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by statute or these Bylaws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2 Whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII ORDER OF BUSINESS

Section 1 The order of business at all meetings:

- (A) Signing In
- (B) Call to Order
- (C) Secretary's Report
- (D) Secretary/Treasurer's Report
- (E) Reports of Officers

Executive Committee, showing in appropriate detail the following:

- (A) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (B) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (C) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (D) The expenses or disbursements of the corporation for both general and restricted purposes during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (E) The number of members of the corporation as of the date of the report together with a statement of increase or decrease in such number during the year immediately preceding the date of the report and a statement of the place where the names and addresses of the current members may be found.

ARTICLE XII NOTICES

Section 1 Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, to his/her address appearing on the books of the corporation or, in the case of directors, supplied by him/her to the corporation for the purpose of the notice. If the notice is sent by mail, it shall be deemed to have been given to the

resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.

Section 4 Any action which may be taken at a meeting of the members or of a class of members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation.

Section 5 Every voting member of the corporation shall be entitled to one vote. No member shall sell his/her vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting, the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books and records to be members entitled to vote may vote. The right of a member to vote and his/her right, title, and interest in or to the corporation or its property shall cease on the termination of his/her membership.

Section 6 Voting may be by ballot, mail, or any reasonable means determined by the Executive Committee. Elections for directors need not be by ballot except upon demand made by a voting member at the election and before the voting begins.

Section 7 In advance of any meeting of members, the Executive Committee may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officers of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

Section 8 Members may vote by proxy at any meeting of the members but no proxy shall be permitted to vote unless the appointment is in writing and filed with the Secretary on or before the meeting.

ARTICLE VI DIRECTORS – EXECUTIVE COMMITTEE

The business and affairs of this corporation shall be managed by its Board of Directors and the officers of the Association (President, Vice-President, Secretary/Treasurer) all of who shall constitute the Executive Committee.

Section 1

- (A) All the positions of the Executive Committee (President, Vice-President, Secretary/Treasurer, and all Directors) shall be elected to two (2) year terms.
- (B) The Directors shall consist of three (3) Class A, SM, C, and/or L members and one (1) Class D member.
- (C) The retiring President shall also serve one (1) year on the Executive Committee as Past President. In the event the President is re-elected, a one (1) year director shall be appointed to fill the vacancy.

be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business, wherever situated.

ARTICLE X TRANSACTION OF BUSINESS

Section 1 The corporation shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property unless authorized by a vote of two-thirds of the members of the Association. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

Section 2 Whenever the lawful activities of the corporation involved, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors, or officers of the corporation.

ARTICLE XI ANNUAL REPORT

Section 1 The Executive Committee shall present annually to the members, a report, which shall be filed with the minutes of the meeting of members and verified by the President and Secretary/Treasurer or by a majority of the

nomination and election any eligible member from the membership at large, independent of the candidates nominated by the regular nominating committee.

- (G) **ETHICS:** promote and maintain the highest professional standards of service and conduct among the membership of the Association. This committee will review and investigate all matters concerning ethics within the Association.

ARTICLE IX BOOKS – RECORDS

Section 1 The corporation shall keep an original or duplicate record of the proceedings of the amendments thereto date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete, and accurate books of records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth or at its principal place of business, wherever situated.

Section 2 Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours of business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall

- (D) All officers and a majority of the entire Executive Committee shall consist of Class A or Class SM members of the Golf Course Superintendents Association of America.

Section 2 In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Executive Committee may exercise all such powers of the corporation and do such lawful acts and things as are not by statute or by the Articles or by these Bylaws directed or required to be exercised or done by the members including:

- (A) It shall be the duty of the Executive Committee to carry out the objectives and purposes of the Association subject to the Articles of Organization and these Bylaws.
- (B) For the better execution of their powers and duties, the Executive Committee may appoint such committees as it may deem necessary, and define their duties.
- (C) The Executive Committee, as such, shall not receive any stated salary for their services.
- (D) The President, with the approval of the Executive Committee, shall appoint an Executive Secretary. His/her term of employment and compensation shall be decided by the Executive Committee, but in no event can the Executive Committee commit itself to a contract exceeding three (3) years.

Section 3 The meetings of the Executive Committee shall be held at such times and at such place or places within the Commonwealth or elsewhere, as a majority of the Executive Committee members may, from time to time, appoint or as may be designated in the notice calling the meeting.

Section 4 Written or personal notice of every meeting of the Executive Committee shall be given to each member at least ten (10) days prior to the day named for the meeting.

Section 5 A majority of the Executive Committee members in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the Executive Committee. Any action which may be taken at a meeting of the members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the members in office and shall be filed with the Secretary/Treasurer of the corporation.

Section 6

- (A) The Executive Committee shall adopt such rules and regulations for the conduct of its meetings and management of the affairs of the Association, as it may deem proper, provided they do not conflict with the Bylaws of the Association.
- (B) The Executive Committee shall have the power to make appropriations for specific purposes, and all acts of the Executive Committee shall be considered binding upon the members of the Association, with approval of a majority vote of the members.
- (C) All action by the Executive Committee shall require a majority vote of those present.
- (D) A majority of the membership of the Executive Committee shall constitute a quorum.

Section 7 The Executive Committee may designate one or more members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a

Section 3 Duties of the Committees

- (A) **EDUCATION & MEETINGS:** to compile a list of places and dates for the year for all regular monthly meetings and provide copies to the Secretary/Treasurer and Newsletter Editor for distribution to all members. To secure speakers for each monthly meeting and have an appropriate program to present.
- (B) **SCHOLARSHIP & RESEARCH:** receive and review scholarship and research applications, oversee funding, and present qualified candidates to the Executive Committee.
- (C) **MEMBERSHIP:** review and investigate all new applications within sixty (60) days after receiving them and make recommendations for acceptance or rejection to the membership.
- (D) **WELFARE:** send flowers, cards, or appropriate gifts in case of sickness or death to all members and their immediate families.
- (E) **EMPLOYMENT:** gather information on new job openings locally and nationally and distribute them to the membership in a manner deemed ethical and appropriate by the Executive Committee.
- (F) **NOMINATING:**
 - a. At least 60 days prior to the date of the Annual Meeting of the members of this Association as herein before provided, the Executive Committee shall appoint a Nominating Committee
 - b. Whose duties it shall be to nominate candidates for each office to be filled.
 - c. Said nominations shall be communicated to the membership in writing no less than 30 days prior to the election meeting. In addition, the membership may propose for

- (G) Collect fees and moneys for the Association.
- (H) Audit all bills, secure the President's endorsements to the same, and present them for payment.
- (I) Notify those in arrears and report delinquents to the Executive Committee.
- (J) Collect all membership dues and penalties for the Association.
- (K) Give the Executive Committee a yearly report of income and expenses occurred during the previous year.

The Executive Secretary may assist the Secretary/Treasurer in the performance of his/her duties as deemed necessary by the Executive Committee.

ARTICLE VIII COMMITTEES AND COMMITTEE CHAIRMEN

Section 1 At the first Executive Committee meeting following the Annual Meeting, but no later than December 31st of that year, the Association President shall appoint the following standing committees and a chairman for each committee: EDUCATION & MEETINGS, SCHOLARSHIP & RESEARCH, MEMBERSHIP, WELFARE, EMPLOYMENT, NOMINATING, AND ETHICS. Other special committees may be appointed by the President during the year as necessary.

Section 2 It is the obligation of committee members and chairman to perform the duties as needed for the good of the Association. Failure to do so will be considered just cause for expulsion from the committee.

member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member to act at the meeting in the place of any such absent or disqualified member. Each committee of the Executive Committee shall serve at the pleasure of the members.

Section 8 The Executive Committee may declare vacant the office of a director or an officer if he/she is declared of unsound mind by an order of the Court or is convicted of a felony, or if within sixty (60) days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Executive Committee and fulfill such other requirements of qualifications as the Bylaws may specify.

Section 9 A member of the Executive Committee shall stand in a fiduciary relation to the corporation and shall perform his/her duties as a director, including his/her duties as a member of any committee of the Executive Committee upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (A) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
- (B) Counsel, public accountants or other persons as to matters, which the director reasonably believes to

be within the professional or expert competency of such person.

- (C) A committee of the Executive Committee upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit influence.

A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

In discharging the duties of their respective positions, the Executive Committee, members of the Executive Committee and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers, and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a director or any failure to take an action shall be presumed to be in the best interests of the corporation.

A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take an action, unless:

- (A) The director has breached or failed to perform the duties of his/her office under this section.
- (B) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this section shall not apply to:

- (A) The responsibility or liability of a director pursuant to any criminal statute; or
- (B) The liability of a director for the payment of taxes pursuant to Local, State, or Federal law.
- (C)

ARTICLE VII OFFICERS – DUTIES

Section 1 The officers of the Corporation shall consist of a President, Vice President, and Secretary/Treasurer, who shall be elected by the voting members of the Association at the annual meeting. All of the officers of the Association and a majority of the entire Board or Directors shall be Class A or SM members of the Golf Course Superintendents Association of America.

Section 2 The President shall be the Chief Executive of the Association and shall preside at all meetings of the members and shall have general and active management of the affairs of the Association.

Section 3 The Vice President shall act in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Executive Committee shall prescribe.

Section 4 The Secretary/Treasurer shall attend all meetings of the Executive Committee and shall record all money transactions. This officer shall also:

- (A) Attend all meetings of the Executive Committee and shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- (B) Give of cause to be given, notice of all meetings of the members for the Executive Committee.
- (C) Attend to the correspondence of the Association and have charge of its papers, reports, seals, etc.
- (D) Attest all contacts and agreements made by the Association.
- (E) Perform duties as may be prescribed by the Executive Committee
- (F) Have charge of all funds of the Association.