

CONSTITUTION AND BY-LAWS

REVISED 8/24/2007

PREAMBLE

A group of senior men golf enthusiasts in the Pasco County, Florida area, motivated by and desiring the stimulus of the competitive sport of golf, with its moral obligation to conform with an established set of rules, its recreational value as a participant sport, its capacity to enhance ones physical fitness as well as ones mental and emotional ~~well~~ beingwellbeing, agreed to bind together and provide mutual support for the purpose of accomplishing the following goals and objectives:

1. Establishment of a senior men's golf membership organization to operate

A. In ~~perpetuity.~~perpetuity.

B. As a not for profit association incorporated in the State of Florida.

C. In compliance with:

(1) Applicable State and Federal Statutes •.

(2) Generally accepted normal business practices.

2. Conduct of regularly scheduled golf activity, for dues paying members, in a tournament format at host golf courses in the nearby area of Pasco County.

A. In accordance with USGA Rules of Golf and local Rules.

B. Using a USGA handicap modified for the association's special needs.

3. Plan and conduct as desired and feasible

A. Mixed social activities.

B. Public relations and public service activities.~~---~~

4. Generally promote the association and the sport of golf to the public. To those ends, the Pasco County Senior Men's Golf Association was incorporated in the State of Florida in 1985 to operate and conduct its activities within controlling parameters of the original and any subsequently revised or amended organizational by-laws. The original by-laws were dated December 7, 1984. This, the ~~third-fourth~~ revision, ~~being~~revision, being hereinafter stated as follows:

ARTICLE 1 - ORGANIZATION

Section 1 - Name

The name of the organization, registered with the State of Florida, is: Pasco County Senior Men's Golf Association, Inc. hereinafter referred to as the association of PCSMGA.

Section 2 - Type

A. PCSMGA is incorporated in the State of Florida, as a **NOT** for profit association. It shall be so registered with the IRS in order to qualify and receive tax exempt status.

ARTICLE 2 - BOARD OF DIRECTORS

Section 1 - Title, Composition, Terms of Office, and Succession

The Board of Directors, hereinafter referred to as the Board, shall consist of:

A. Four Officers:

- (1) President
- (2) Vice-President
- (3) Secretary
- (4) Treasurer

(a) The position of Secretary and Treasurer may be held by one person.

B. Three Directors:

(1) The immediate past president shall serve on the board until replaced by the next succeeding past president.

(2) Three directors shall be elected to serve two-year terms, Election of directors will be staggered as to retain experience.

C. Term of Office and Succession:

(1) Elected directors shall serve a **two-year** term. A director, whose term is expiring, may be re-nominated and/or re-elected.

(2) The president and the vice -president shall be elected to serve **one-year** terms (January 1 thru December 31). The president and vice-president whose terms are expiring may be re-nominated and/or re-elected for one additional term.

(3) The secretary and the treasurer, upon election or appointment shall serve thereafter at the discretion of the board or until either of them shall request to be replaced.

D. Removal of Officers and Directors:
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(1) An officer or director may be removed for due cause by a two-thirds vote of the board.

(2) An officer or director absent without cause acceptable to the board for three consecutive meetings shall be deemed to have constructively resigned.

(3) Vacancies in office shall be filled by presidential appointment unless such vacancy occurs within 3 months of election in which case a nominee shall be elected for that vacancy. Exception is hereby made in case a vacancy occurs in the offices of secretary or treasurer. Those offices shall be filled by presidential appointment immediately.

E. Hold Harmless Provision

PCSMGA will hold its officers and directors harmless for any claim arising from fulfillment of their official duties hereunder except for the commission of a criminal act

Section 2 - Authority

The board is vested with full authority to control and direct an activity of the association, limited only by:

A. Election of officers and directors which must be by majority vote of the members.

B. Revision or amendment of these by-laws which, also, must be by majority vote of the members.

Section 3 - Response to Membership Concerns

Any member may submit a matter of concern as an agenda item for board consideration. Said submission must be in writing and signed.

ARTICLE 3 - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1 - Nominating and Election Committee

The president shall appoint the chairman of the nominating and election committee. The chairman shall designate the other committee members. The committee shall:

A. Determine if any officer or director, whose term is not expiring, desires to be replaced.

B. Compile a list of positions to be filled by election.

C. Solicit nominations from the membership in the August via the WEB site.

D. Examine the roster of the association and, in addition to those nominated by the membership, select prospective candidates there-from.

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E. Conduct interviews of the prospective nominees to determine:

(1) Willingness to serve the association.

(2) Ability and interest in performing the duties of the office to which one may be elected.

F. A slate of candidates shall be delivered to the board at its October meeting.

G. Prepare a ballot listing the final list of candidates which shall be posted on the WEB site for members to vote. Each member can vote for the candidates of his choice and send his ballot back to the committee.

H. Tabulate the vote and determine those elected.

Section 2-Election Report

After all other PCSMGA business has been conducted at the November general membership meeting, the election report will be called. The nominating committee chairman will then introduce the elected officers and directors for the following year, beginning January 1.

ARTICLE 4 - DUTIES OF OFFICERS

Section 1 - President

The president is the chief executive officer. He shall:

A. Have general administrative authority and responsibility for the conduct of affairs of the association.

B. Chair and preside over all regular and special meetings.

C. Appoint chairmen and members, not otherwise designated hereunder, of all committees.

D. Insure that association by-laws as well as policies and procedures, approved by the board, are disseminated; implemented and required to be complied with by all members of the association.

E. Maintain a cooperative attitude, harmony, good fellowship and high morale among the membership.

F. Be present, when requested, at committee meetings in an ex-officio capacity except the nominating and the election committee.

G. Chair the golf committee and serve as functional manager of all golf activity of the association as the golf organization's elected head.

Section 2 - Vice President

The Vice-President is the principal assistant to the president. He shall:

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A. Carry out the responsibilities of the president and act in his absence.

B. Assist the president in all matters beneficial to the association in achievement of its stated objectives.

C. Prepare him and stand ready to succeed to the presidency in event of vacancy.

D. Serve on the golf committee, as the principal assistant to the chairman thereof.

E. Serve as tournament director.

F. Either the President or the tournament director will obtain and pass out the score cards at the tournament.

G. Maintain the handicap index for the membership.

Section 3 - Secretary

The secretary is the administrative and clerical assistant to the president. He shall:

A. Be responsible for the official files and records of the association and insure completeness and accuracy thereof.

B. Provide administrative support to officers, directors, and committees as needed. They, in turn, shall provide the secretary with all pertinent information, data, reports, or communications for maintenance and integrity of complete files and records of association activity.

C. Maintain the association minutes' book and master copy of by-laws. Record minutes of the meetings of the board or membership, submitting the same at the next such meeting for correction and approval and filing the approved minutes in the official association minutes' book in order that a full and complete record of the corporation and its board of directors actions be maintained as required by statute.

D. Chair the membership committee and maintain the official roster.

Section 4 - Treasurer

The treasurer is the accountable custodian of records for all accounts and non-consumable property of the association. He shall:

A. Be responsible for all monies received in the name of the association. Depositing all receipts in a bank designated by the board and payment of all bills approved by the board.

B. Establish and use a chart of accounts for classification and recording of all financial transactions in the conduct of association business.

C. Establish and utilize a voucher system for proper control of expenditures to insure board authorization and to facilitate audit of accounts.

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D. Chair the budget committee. Prepare an annual budget in the format of a chart of accounts. Utilize it progress chart to reflect budget projections as compared to actual totals, at monthly intervals, for board information and action as needed to insure financial solvency and adequacy to support association programs.

ARTICLE 5 - COMMITTEES

Section 1 - Standing Committees

The president shall appoint the chairman and members to standing committees, not otherwise designated within the by-laws, to serve during the tenure of his presidency. Standing committees and their duties are:

A. Membership Committee

(1) Distributing membership applications, receiving and processing the same.

(2) Administering a membership renewal program.

(3) Providing up-to-date membership data to:

(a) Maintain the roster.

(b) The golf committee in order to qualify tournament applications

(c) The treasurer in order to credit dues and other revenue accounts.

B. Golf Committee

The president shall chair the golf committee. He shall, if needed, select committee members and specifies their duties. His principal assistant shall be the vice-president. The chairman may perform duties of tournament director or designate a committee member as tournament director. Duties shall be:

(1) MANAGE THE MEMBERS HANDICAP, TURKEY-SHOOT, AND HOLE-IN-ONE-PROGRAM

(2) Planning and managing all activity incident to the conduct of golf tournaments.

(3) NEGOTIATE WITH GOLF COURSES FOR DATES AND COSTS FOR OUR ANNUAL GOLF SCHEDULE.

(4) To submit for board approval any activity that is planned and the expense for which shall be greater than the participation revenue. The golf committee shall not have carte blanche authority to commit PCSMGA treasury funds.

(5) The Director of Computer/Data Services shall serve on the Golf Committee to facilitate organization/production of adequate forms to properly record committee activity and enhance timely flow of information/data necessary to accomplish committee duties.

C. Budget Committee

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The treasurer shall chair the budget committee, the composition of which shall be the officers of the association. Its duties shall be:

(1) Preparation of an annual budget.

(2) Make recommendations to the board relative to all financial matters

(3) Prepare a budget/cash flow progress chart upon which to depict monthly budgeted and actual cash flow to assist the board in its oversight responsibility.

D. Audit Committee

The president shall appoint the chairman and members who are experienced in accounting or fiscal management. Its duties shall be:

(1) Conduct an annual audit (by volunteer or professional) of the financial records of the association and report the results thereof to the board.

(2) Review minutes of the board meetings, during the period covered by each audit and the approved budget to ensure that the board's authorizations were explicit and in fact governed association financial affairs and were not abrogated.

E. By-Laws Committee

The president shall appoint a chairman and members to this committee. Its duties shall be:

(1) Continuous review of the by-laws and association activities for the purpose of:

(a) Ensuring that the association affairs are conducted as authorized by the by-laws.

(b) Identifying specific needs for any change to the by-laws by an amendment thereto or, when the needs for change exceeding correction by a few simple amendments, complete revision thereof~

(c) Preparation of amendment or revision recommendations for board concurrence and submission to the membership for approval.

(d) Publishing and distribution of approved changes.

The president may appoint, with board approval, from time-to-time a special committee to conduct a single purpose or one time activity, study or review: Its tenure shall expire, sine die, upon delivery and acceptance of its report.

ARTICLE 6 - MEMBERSHIP

Section 1. Age, Residency, and Qualifying Tournament Participation

A. Membership shall be open to men 50 years of age and over that are residents of Paseo County and nearby areas.

B. Only one-part time resident, (i.e., those with summer residences out of the area) may be elected to the BOD. Additionally, part time residents may serve on committee's in a capacity other than chairman.

C. New members must play in three qualifying rounds in association tournaments, or must present a valid handicap card to establish a PCSMGA member handicap.

Section 2 - Membership Dues.

A. The amount of dues for each succeeding year shall be set by the board at the October meeting. There shall be prorating for those who do not reside in the area on a full year bases or those fulltime residents who join during the course of the annual year. Membership is from first of January to the last of December each year.

B. Full annual dues must be paid when the membership application is submitted and with each annual membership renewal.

C. No application to enter an association golf tournament shall be accepted, processed nor approved unless or until the golf committee shall have ascertained from the secretary, that said applicant is a member in good standing and has paid the annual dues.

Section 3 - Application for Membership

A. One desiring to join the association shall submit a completed application together with a check for the first annual dues.

B. The membership committee shall process applications; add an approved applicant to the roster or reject the application.

Section 4 - Maximum Membership

The membership shall be limited to an active roster of two hundred and eighty-eight (288) members and a waiting list of not more than twenty (20).

Section 5 - Cancellation of Membership

A. A member may cancel his membership, at any time, by notifying the association in writing for the record.

B. The board may cancel a membership for due cause, such as: '

(1) Failure to conform to the by-laws or board approved policies and procedures.

(2) Activity contrary to the best interest of the association.

(3) Commission of a criminal act.

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C. There will be no refund of annual dues.

ARTICLE 7 - MEETINGS

Section 1 - Board Meetings

A. Regular:

The president shall, normally, schedule a regular board meeting as needed. Notification of date, time and place shall be made via email. Any member is welcome to attend as an observer or to participate in discussion, if invited, of agenda item he had submitted.

B. Special:

The president may call a special meeting of the board by telephone, or E-MAIL.

Section 2 - General Membership Meeting

A. Regular:

One statutory regular meeting of the membership shall be held each year, in November, at which the annual election results are reported to the board. Any item of significant interest to the membership shall be on the agenda for the annual meeting. This meeting shall coincide with the board meeting.

B. Special:

The board may call a special meeting of the membership for the purpose of dealing with a single matter of significance to the association. No other business will be conducted at such a special meeting.

C. Notification:

(1) Regular meeting;

The date, time and place will be announced on the WEB site.

(2) Special meeting:

A special mailing, to the membership will include date, time, place and announce the purpose/subject.

Section 3 - Quorum

A. Board Meetings - Two thirds of the board or 3 members.

B. General membership meeting - Two thirds of the board plus 10 resident members.

Section 4 - Rules and Order of Business

A. Roberts Rules of Order shall, generally be followed in governing the orderly conduct of business.

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B. Order of Business - for Regular Meeting:

- (1) Call to order and establish a quorum.
- (2) Roll call of officers and directors.
- (3) Reading of minutes, correction and approval.
- (4) Report of the treasurer, correction and approval.
- (5) Report of the president.
- (6) Report of standing committees
- (7) Report of special committees
- (8) Continuation of unfinished business.
- (9) Introduction of new business.
- (10) Schedule next meeting.
- (11) Adjournment.

ARTICLE 8 - POLICY AND PROCEDURES

Section 1 - Authority

A. The board is vested with full authority to set policy and outline procedures to implement said policy to govern all affairs of the association except those cited at Article 2, Section 2, a and b (page 2).

B. Policies and procedures, hereunder, included with the revised by-laws, shall be updated as necessary to meet changing needs of the association.

C. Nothing within this authorization shall be construed as waiving responsibility of the board to govern association affairs within terms of reference of the bylaws.

Section 2 - Involuntary Removal from Office.

By-Laws Article 2, Section, Para. d. An officer or director may be removed from office for "due cause" involving simple dereliction without cancellation of his membership. However, where misfeasance or malfeasance is involved membership shall be terminated.

Section 3 - Slate of Candidates for Election.

A concerted effort shall be made to qualify at least two candidates for each position to be filled by election. Biographical data on each candidate shall be presented to the members to assist in selecting those for whom they will vote.

Section 4 - Expense Allocations to be defrayed by PCSMGA.

The budget shall reflect the following items are defrayed from the treasury:

A. President will negotiate with courses we play for a comp round for the league.

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B. Reimbursement / Compensation (or Services)

(1) PRESIDENT.

The President will receive \$ 20.00 per month as compensation for expenses incurred for league business.

(2) The Tournament Director will receive \$ 20.00 per month.

(3) The Secretary and the Treasurer.

Each will receive Twenty dollar's (\$20.00) per month.

(4) The Director, Computer/Data Services

Will receive twenty dollars' (\$20.00) per month.

Additionally the league will reimburse for the annual WEB hosting fee.

Any additional expenditures must be approved by the board. This can be made at a meeting or via email for expenditures that cannot wait until the next meeting.

Section 5 - Tournaments

A. Schedule

Members shall be informed of the date and golf course where the next tournament shall be held through the WEB site.

B. Entry Application

(1) Cut-Off Date - Normally, if time permits, 4 days prior to the tournament date.

(2) The tournament director may carry "late entries" or an over subscription on a "Supernumerary roster" from which replacements for cancellation can be scheduled. . .

C. Golf Tournament Entry Fee

The tournament entry fee will be determined by the cost of the host golf course's fees. The PRESIDENT shall establish the field and cost according to the numbers negotiated within the agreement with the host golf club and the applications received.

D. Cancellations

With refund/credit:

- (1) Seven (7) days prior to tournament date.

Without refund:

(2) Less than seven (7) days' notice or a "no show" at a tournament normally will not be cause for a refund.

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E. Parings/tee Assignments

Parings and T-sheet assignments will be made by the tournament director and/or President and shall

F. Scorecards

(1) The PRESIDENT will prepare scorecards to be handed out to competitors prior to play at a tournament. Each card must be returned.

(2) Recording Scores - Scorecards shall be exchanged between two-sums (golf carts) in a foursome for score recording. The scorer shall be cognizant of strokes taken by those for whom he is recording. Any question as to an actual score shall be resolved prior to teeing off from the next tee. Any unreadable scorecard will be discarded from consideration by the golf committee.

(3) Attesting Scores - BIRDIES & EAGLES MUST BE circled and scorecards must be signed by the scorekeeper and the listed player.

G. Tournament Results.

The tournament results will be posted on the league WEB site.
The tournament awards shall be distributed after the second tournament of the month.

H. Hole-In-One

Hole-in-one is an optional contest, in which a member can enroll at any tournament by

Section 6 - Response to Members Questions/Proposals

Any member is free to present an agenda item for a board meeting. Such item must be in writing and signed for record. A written proposal may be sent to the association secretary via email or snail mail or delivered to any board member for delivery to the secretary. If such item appears significant, the sponsor may be invited to make a personal presentation at the board meeting at which the agenda item is taken up. No properly drawn proposal shall be discarded out of hand. Each will be discussed and a decision rendered to the submitter.

Section 7 - Future Revisions

Future revisions will be posted on the WEB site. The board can revise any policy or institute new policies.

ARTICLE 9 - REVISION OR AMENDMENT OF THE BY-LAWS

Section 1 - Proposed Revisions

A. When in the opinion of the Committee of by-laws, a change is in the interest of the association, such change shall be prepared for board concurrence.

B. A recommended revision may emanate from the membership but must be in writing and signed by the sponsor. Suggestion for a possible change may emanate from the board. The committees will actively consider all such proposals.

Section 2 - Ratification and Distribution

A. Upon concurrence by the board with a proposed change or revision to the By-Laws a ballot shall be prepared by the Committee and posted on the WEB site with notification sent to the membership for each member's vote to approve or reject the proposal. The ballot shall include the following:

- (1) Proposed change or revision and effective date
- (2) Member vote option - For or Against

B. Member votes shall be tabulated and recorded. A report shall be presented to the board at its next meeting. Approved changes will be prepared and distributed to the membership:

c. A majority votes received will prevail.

ARTICLE 10 - FISCAL AND OPERATING YEAR

The fiscal year and the operating year will coincide with the calendar year.

PCSMGA BY-LAWS

Revision 4 - Submitted on Jun 2016 for approval by the PCSMGA Board of Directors.

Effective Date: .January 1, 2017

