



PGA

Southern Ohio Section

**Southern Ohio PGA  
Constitution and By-Laws**

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## CONSTITUTION

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# **SOUTHERN OHIO SECTION PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA**

## **CONSTITUTION**

### **ARTICLE I**

#### **Name, Boundaries, Purpose**

**Section 1.** This organization shall be named "The Southern Ohio Section of The Professional Golfers' Association of America", and shall be referred to here forth as the "Section". The Professional Golfers' Association of America shall be referred to here forth as the "Association". The geographical location of this Section is all of the State of Ohio that lies South of the a line between Martins Ferry, Ohio and Union City, Indiana. It is composed of the Southern Ohio Section PGA, a not-for-profit entity, and the SOPGA Foundation, a non profit entity, all of which are organized under the laws of the State of Ohio with any additional corporations, trust funds or committees which may be established under this Constitution.

**Section 1a.** Annexed Properties, In an agreement filed with the Association on April 23, 2007, the Board of Directors for both Northern and Southern Ohio Sections determined the following six clubs will be affiliated with the Southern Ohio Section in perpetuity: Blackhawk Golf Club, Dornoch Golf Club, Double Eagle Club, Glenross Golf Club, Rattlesnake Ridge Golf Club, and Scioto Reserve Golf & Athletic Club.

**Section 1b.** Facility transfers/affiliation changes between Ohio Sections must be submitted in writing to both the Northern & Southern Ohio Section Offices before further action can be taken. Moreover, any approved facility transfer/affiliation changes between the Northern & Southern Ohio Sections shall not constitute a modification or re-routing of the original boundary as defined in Section 1a, but instead will be limited to a facility only transfer.

**Section 2.** The purpose of the Section shall be to promote the enjoyment and involvement in the game of golf within the Section, and to contribute to its growth by providing services to golf professionals and the golf industry within the Section.

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

In so doing, the Section 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 within the Section.

**Section 3** The scope of this Constitution is intended to encompass, but not exceed, that area of jurisdiction granted the Section by the Association, and shall not conflict with the Constitution, By-Laws or Regulations of the Association.

### **ARTICLE II**

#### **Membership**

**Section 1.** Members of the Section must also be a member of the Association, and conform to all membership requirements set forth by the Association.

### **ARTICLE III Organization**

**Section 1.** The Section Board of Directors may exercise the power to create and charter chapters within the Section boundaries. Such chapters shall be subordinate to the Section and may conduct business in accordance with the Constitution, By-Laws and Regulations of the Section, which shall not be inconsistent or at variance with the Constitution, By-Laws and Regulations of the Association.

**Section 1a.** A Chapter of the Section shall be named "The Chapter of the Southern Ohio Section PGA". The members of the Chapter must be Section members or apprentices.

**Section 1b.** The Section shall manage its financial affairs in a fiscally sound manner and shall be responsible for its financial obligations and those of its Chapters.

**Section 2.** The Officers of the Section shall include: President, Vice President, and Secretary.

**Section 2a.** The Chief Executive Officer shall be the Section Executive Director who shall be selected by the Board of Directors.

**Section 2b.** Between meetings of the Board of Directors, the President, Vice President and Secretary shall constitute an Officers' Committee, which shall be authorized to act for the Section in accordance with the By-Laws, Regulations and Policies adopted by the Board of Directors.

**Section 3.** The Board of Directors shall be composed of the three Officers, Honorary President, Section Tournament Chair, Chapter Presidents.

**Section 3a.** The Board of Directors shall conduct its business and shall be responsible for the management of the Section in accordance with the Articles of Incorporation, Constitution, By-Laws, and Regulations. Between Annual Meetings the Board of Directors shall have full authority in all matters, including the power to interpret the Constitution and By-Laws and to give direction in cases not provided for therein. In matters involving emergencies, the good of the Section, the Board of Directors shall have complete and final authority.

**Section 4.** The Section Constitution may be amended by the following procedure:

1. Resolutions to alter, amend or repeal the Constitution must be presented in writing to the Secretary of the Section 30 days prior to the Annual Meeting. The Secretary shall submit to the membership resolutions no later than 10 days prior to the Annual Meeting.
2. A two-thirds affirmative vote by the membership, in good standing, attending the Annual Meeting is required for passage of a proposed amendment.
3. All amendments to the Constitution shall become effective when adopted or at the time specified in the Amendment Resolution.

**Section 5.** The Section shall indemnify every person in accordance with Article III of the Association Constitution.

**Section 6.** All disputes or issues regarding the interpretation of this Constitution shall be interpreted and resolved by the Board of Directors whose decision shall be final.

**Section 7.** The Section shall use its funds only to accomplish the objectives and purpose specified in

the Constitution and no part of said funds shall inure or be distributed to the Members of the Section. On dissolution of the Section, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic association selected by the Board of Directors.

**Section 8.** Meetings shall be conducted in accordance with Roberts Rules of Order. There shall be no proxy voting at any meeting of the membership.

## **ARTICLE IV**

### **Meetings**

**Section 1.** There shall be one Annual Meeting of the membership, a Fall meeting, and the date to be set by the Board of Directors. There shall also be a Spring Seminar, the date to be set by the Board of Directors.

**Section 2.** Special meetings may be called by the Board of Directors or within (30) days after request to the President by a petition signed by one-third percent (33%) or more of the voting members.

**Section 3.** Notice of the Fall Annual Meeting shall be given, in writing, to the membership at least twenty (20) days prior thereto.

**Section 4.** The Annual Meeting will be held in a centralized location as determined by the Section Board of Directors.

**Section 5.** A quorum for the conduct of business at an Annual Meeting of the Section shall consist of 50 or more voting members (30 members for Special Meetings), in good standing, at the date of the meeting.

**Section 6.** The President and Vice President shall serve as delegates to the National Meeting. The Secretary shall serve as 1<sup>st</sup> alternate delegate, along with others approved by the Board of Directors.

**Section 6a.** Chapters can at their own expense send (1) Chapter Officer to the National Meeting. The decision whether or not to send a Chapter Officer to the National Meeting will be left to the respective Chapter Officers. All reasonable expenses shall be paid by the Chapter in accordance with the Policies and Procedures adopted by the Association.

**Section 7.** The reasonable expenses of qualified attendees from the Southern Ohio Section to the Annual or Special meetings shall be paid by the Association in accordance with the Policies and Procedures adopted by the Board of Directors.

# **SOUTHERN OHIO SECTION PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA**

## **BY-LAWS AND REGULATIONS**

### **ARTICLE I Definitions**

**Section 1.** The definitions of PGA Recognized Facilities, Employment Definitions, and other definitions shall be consistent with the Association By-Laws (PGA Of America) Article I.

### **ARTICLE II Code of Ethics**

**Section 1.** Believing that the growth of the game of golf and its high standing in this country is largely due to the efforts of its early professional exponents and because of their ideals of sportsmanship and ethical practices, the Section is dedicated to the perpetuation of those ideals. In the fulfillment of the purpose to which it is dedicated, the Section enjoins upon its members and apprentices rigid observance of a Code of Ethics.

**Section 2.** The term "Golf Professional" must be a synonym and pledge of honor, service and fair dealing. Professional integrity, fidelity to the game of golf, and a sense of great responsibility to employers, employees, manufacturers, golfers and fellow golf professionals transcends thought of material gain in the motives of the true Golf Professional.

**Section 3.** Members and Apprentices shall be deemed to have violated the Code of Ethics as listed in the Association By-Laws Article II Section 3.

**Section 4.** Members or Apprentices who violate the Association's Code of Ethics, Association or Section rules or provisions in either the Association's or Section's Constitution, By-Laws or Regulations shall be subject to disciplinary action in accordance with the Association By-Laws Article II Section 4.

**Section 5.** Members and Apprentices accused of disciplinary violations may appeal decisions in accordance with the Association By-Laws Article II Section 5.

### **ARTICLE III Apprentices**

**Section 1.** Section Apprentice status may be granted to those persons who have met Association requirements in accordance with the Association By-Laws Article III, Section I.

### **ARTICLE IV Election to Membership**

**Section 1.** In order to be eligible for election to membership in the Association, an individual must satisfy the requirements in accordance with the Association By-Laws Article IV.

**Section 2.** Honorary Members may be elected (two-thirds vote) by the membership in good standing attending the Annual Meeting for their outstanding contributions to the game of golf in accordance with the Policies and Procedures adopted by the Board of Directors.

## **ARTICLE V**

### **Classes of Membership**

**Section 1.** Members shall be classified as Active or Non-Active based on their employment status, standing with the Association and length of membership in the Association in accordance with the Association By-Laws Article V.

## **ARTICLE VI**

### **Rights of Membership**

**Section 1.** Members of the Association shall have all rights of membership in accordance with the Association By-Laws Article VI.

**Section 2.** Members Classified as “Life Member-Retired” shall also be eligible to vote on Section Matters.

## **ARTICLE VII**

### **Member Service Requirements**

#### **Section 1. Policy**

All Members except A-3, A-5, Life Member-Retired and Retired Member, shall be required to satisfy the requirements of the Association in accordance with the Association By-Laws Article VIII.

## **ARTICLE VIII**

### **Section Affiliations**

#### **Section 1. Section Affiliations - Members**

All Members who are employed, and Members who are unemployed but permanently reside within the boundaries of a Section of the Association, shall be Members of that Section in accordance with the Association By-Laws Article IX, Section 1.

#### **Section 2. Section Affiliations - Apprentices**

All Apprentices who are employed within the boundaries of a Section of the Association in which they are principally employed shall be registered in that Section in accordance with the Association By-Laws Article IX, Section 2.

## **ARTICLE IX**

### **Obligations**

**Section 1.** The annual dues of the Section shall become due and payable in accordance with and on the dates specified by the Association.

**Section 2.** The annual dues of the Section shall become due and payable in accordance with and on the dates specified by the Association. SOPGA Chapter dues are fixed at \$20 and is included with the National & Sectional dues billing.

**Section 2a.** See attached Addendum for current schedule of Annual Member Dues.

**Section 2b.** See attached Addendum for current schedule of Annual Apprentice Dues.

**Section 3.** Any change in the annual dues of the Section shall be presented in the form of an amendment to the By-Laws and presented for a vote by the membership in attendance at the Annual Fall Meeting or

Special Meeting. Beginning in 2005, the Board of Directors has been granted the authority to increase the dues 1.5% annually.

**Section 4. Assessments.** The Board of Directors has been granted the authority to levy assessments against 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 X**

### **Reporting Requirements**

**Section 1.** All Members and Registered Apprentices shall be required to report changes to the Southern Ohio PGA Office within ten (10) business days any changes in employment. Members and apprentices who fail to comply with these provisions shall be fined as follows:

- (a) \$50 for notification received between the 11th and 30th business day.
- (b) \$75 for notification received between the 31st and 60th business day.
- (c) \$100 if notification is not received within sixty (60) business days.

Members and apprentices who are fined for such violations shall be automatically suspended from membership until the fines are paid. (See Article XI, Section 1 of the Constitution for clarification.)

**Section 2.** For the purpose of settling employment related matters the Section Board of Directors has determined that “in-season” for Southern Ohio PGA is April 1st through October 31st of each calendar year.

**Section 3.** Employment inquiries, any PGA Member or Apprentice can initiate an employment or classification investigation. However, all inquiries must be submitted in writing to the Section Office, Section Office shall conduct investigations.

## **ARTICLE XI**

### **Chapters**

#### **Section 1. Chapters**

Sections may charter Chapters within their boundaries, which are subordinate to the Sections, subject to the guidelines established in accordance with the Association By-Laws, Article XII, Section 2.

**Section 1a.** The Southern Ohio Section permits the establishment of two “Chapters”, namely the Southeast Chapter and Southwest Chapter. The said chapters’ jurisdiction shall extend only to discussion and action concerning local problems, which pertain solely to their own particular area except as outlined in Article IV of this Constitution.

**Section 1b.** The Southeast Chapter Boundary Line: Commences at a point in the northeast corner at Martins Ferry, Ohio; westwardly on an imaginary line with Union City, Indiana to a point of intersection at the Miami/Champaign County line; thence runs southwardly along the Miami/Champaign County line to the Miami/Clark County line; thence follows the Miami/Clark County line south to the Montgomery/Greene County line, the boundary turns east following the Warren/Greene County and Clinton/Greene County lines to the Clinton/Fayette County line; from there the boundary turns south along the Clinton/Fayette County line to the Highland/Ross County line, the boundary continues south along the Highland/Pike County line to the Adams/Scioto County line; the boundary heads northeast direction following the Ohio River to the Point of beginning.

The Southwest Chapter Boundary Line: Starts at the intersection of the Current SOPGA Border & Miami/Champaign County line, runs westwardly on an imaginary line with Union City, Indiana to the Indiana/Ohio State boundary; thence southwardly along the Ohio-Indiana state border to the Ohio River;



thence eastwardly along the boundary of the Ohio River to the point of intersection of the Ohio River and Adams/Scioto County line; the boundary turns north along the Adams/Scioto County line to the Highland/Pike County line, from there the boundary turns north along the Highland/Ross County line to the Clinton/Fayette County line; thence westward along the Clinton/Greene county line to Montgomery/Greene County line, the line turns northward along the Montgomery/Greene county line to Miami/Clark County line and follows the Miami/Champaign County line to the point of beginning.

**Section 1c.** Chapter Boundaries shall be reviewed and updated on an annual basis. Any changes or modifications to a boundary shall be reflected at the beginning of the next fiscal cycle. Only the Section Board of Directors can approve a chapter boundary modification. In an effort to reduce confusion regarding physical locations of facilities chapter boundaries shall be defined by State or County lines where applicable. An example of grounds for a Chapter boundary modification would be, a significant in balance in the total number of members and apprentices when compared to the other chapter.

**Section 1d.** The location of the club or golf facility at which a member is employed shall determine the Chapter with which he/she will be affiliated. If he/she is not employed, Chapter affiliation shall be determined by his/her place of permanent residence.

**Section 2.** Each Chapter shall elect Chapter Officers who shall be Members whose duty it shall be to carry out the decisions of the Section and to govern and direct the affairs of their respective Chapter in accordance with the Constitution and Bylaws of the Section.

## **ARTICLE XII**

### **Officers**

**Section 1.** The Officers of the Section shall be comprised of the President, Vice President and Secretary. They shall be responsible to the membership and the Board of Directors for the proper performance of their respective duties. Any revision of policy, and all contractual authority which is neither routine nor specifically granted, shall be executed by the membership, through the Board of Directors.

**Section 1a.** The Officers shall be elected for a term of two years and may not be re-elected to that office for a second consecutive term. The Officers shall be elected at the Annual Meeting by a majority, those in good standing, of those voting.

**Section 1b.** Candidates for the Officers may be proposed by the membership at least 60 days in advance of the Annual Meeting. The Section shall forward to the membership the name of all candidates to all members at least 30-days prior to the Annual Meeting. If there are fewer than two nominees for any office at the time of election, oral nominations for such office may be made from the floor of the Annual Meeting.

**Section 1c.** Candidates for Officer must adhere to the Policies and Procedures established by the Board of Directors, to include submitting to a candidate questionnaire and third party background check.

**Section 2.** The President shall be the chief operating officer of the Section and, subject to the control of the Board of Directors, shall perform all duties customary to that office, preside at all meetings of the Section and of the Board of Directors, and shall supervise and control all the affairs of the Section in accordance with policies and directives approved by the Board of Directors. The President shall appoint such committees, standing and otherwise, as shall in his/her judgement be necessary, and to designate the Chairman thereof.

**Section 2a.** The President may appoint an Advisory Committees or Task Forces. Their appointments are subject to the approval of the Board of Directors, and their recommendations must be presented to the Board of Directors for final acceptance or rejection.

**Section 2b.** The President shall instruct the Chairmen of all the Committees as to their respective

responsibilities and authority. They shall furnish a written report to the Secretary 30 days prior to the Section Planning Session in September.

**Section 2c.** In the event of absence or temporary disability of the President, the Vice President shall perform the duties of the President. If the President resigns, dies, or becomes totally incapacitated, he shall be succeeded by the Vice President.

**Section 3.** The Vice President shall keep or cause to be kept the accounts of the Section and shall collect or direct the collection of all monies belonging to or due the Section and shall deal with the same under the direction of the Board of Directors. Subject to Section financial regulations and policies, the Vice President shall have the authority to sign all checks and withdraw funds of the Section, but may delegate this authority to the Executive Director, Secretary, or President.

**Section 3a.** The Vice President shall submit a written financial report to the Board of Directors and to the membership annually.

**Section 3b.** All Officers or employees of the Section who are authorized to withdraw funds of the Section shall be bonded in an amount specified by the Board of Directors.

**Section 3c.** In the event of his/her absence or disability, the President shall perform the duties of the Vice President. If the Vice President resigns, dies, or becomes totally incapacitated, the Secretary shall fill the unexpired term of the Vice President.

**Section 4.** The Secretary shall keep or cause to be kept the minutes of all Section membership meetings and all Board of Directors meetings. The minutes of these meetings are to be distributed to the Board of Directors no later than ten (10) days prior to a Board of Directors meeting and distributed to the membership no later than ten (10) days prior to an Annual Meeting. The Secretary shall issue the notice of such meetings, giving at least 30 days notice of any membership meeting, and whenever possible, at least seven (7) days notice of any Board of Directors meeting.

**Section 4a.** The Secretary shall keep or cause to be kept a roll of all members and apprentices, and take care of all correspondence and papers pertaining to the Section.

**Section 4b.** The Secretary shall serve as Parliamentarian at all Section and Board of Directors Meetings, and shall preside at such meetings in the absence of the President unless the President designates another elected officer to serve in this capacity. In the absence of the Secretary to so serve, the President shall designate another individual to so serve in this capacity.

**Section 4c.** The Secretary must record any Amendments to or changes in the Association and Section Constitution and By-Laws, and report such Amendments or changes to the Section membership.

**Section 4d.** In the event of the absence or disability of the Secretary, the President shall perform the duties of the Secretary. If the Secretary resigns, dies, or becomes totally incapacitated, the President shall appoint another individual to so serve the unexpired term of the Secretary and/or until such time as the Board of Directors would elect a new Secretary.

**Section 5.** Between meetings of the Board of Directors, the President, Vice President, Secretary and Immediate Past President shall constitute an Executive Committee, which shall be authorized to act for the Section in accordance with established policy.

## **ARTICLE XIII**

### **Board of Directors**

**Section 1.** The Officers of the Corporation shall be: President, Vice-President, Secretary and Immediate Past President all of whom shall be members of the Executive Committee. The Executive Committee shall meet at the call of the president. Its function shall embrace the handling of such matters that extend beyond the scope of any officers acting alone. In general, the Executive Committee shall have all the powers of the Board of Directors, except those specifically reserved to the Board of Directors, to transact business between meetings of the Board.

**Section 2.** The Board of Directors shall be composed of:

President

Vice President

Secretary

Honorary President

Section Tournament Chair

Chapter Presidents

**Section 2a.** All members of the Board of Directors must be members in good standing with the Association.

**Section 2b.** The Honorary President will be the immediate Past President who shall become Honorary President automatically.

**Section 2c.** The Tournament Chairman of the Section shall be appointed by the President and shall automatically serve on the Board of Directors.

**Section 2d.** Chapter Presidents shall automatically serve on the Board of Directors during their term of office. If unable to attend, Chapter Presidents may appoint another Chapter Officer to attend a meeting and vote in his/her place.

**Section 3.** The Board of Directors shall have complete and final authority over the programs of the Section including the Tournament Program. It shall have the authority to alter, amend, or disregard any provisions of the Section's existing regulatory document entitled, "Tournament Regulations".

**Section 4.** Between Annual Meetings, the Board of Directors shall have full authority in all matters, including the power to interpret the Constitution and By-Laws and to give direction in cases not provided for therein; the Board of Directors shall keep the Chapters and Members apprised on a timely basis of such matters.

**Section 5.** The Board of Directors, by two-thirds vote, may promulgate regulations, which govern the rules and policies set forth in the Constitution and By-Laws of the Association. All orders and regulations made by the Board of Directors shall be binding, unless set aside by two-thirds majority of those voting at an Annual Meeting.

**Section 6.** At all meetings of the Board of Directors, four members of the Committee shall constitute a quorum.

**Section 7.** Vacancies, If not otherwise provided for in the Bylaws, the Board of Directors shall fill any vacancy in the offices of the President, Vice President or Secretary. In the event of a Chapter President vacancy, the Section President shall notify the Chapter's voting members who shall elect a successor within 30-days. Should any Chapter fail to conduct such election, the Board of Directors shall fill the vacancy by appointing a voting member from that Chapter, and notify the Chapter of such action.

**Section 8.** The Board of Directors shall meet in regular session immediately prior to the Annual Fall Meeting and at least (3) additional times as determined by the Board of Directors.

**Section 8a.** Board of Directors are required to attend a minimum of three Board Meetings, between

Annual Meetings. Failure to meet these requirements will result in the Director vacating their position, unless excused by the President. If a vacancy is created, the Board shall follow the procedures as outlined in Article XIII, Section 7 of the Section By-Laws.

## **ARTICLE XIV**

### **Committees**

**Section 1.** Within 30 days after the Annual Meeting, the President shall appoint Chairmen of the Tournament, Administrative and Project Committees as deemed necessary by the President and/or Board of Directors.

**Section 2.** All Chairmen shall report to the Board of Directors as may be necessary from time-to-time. All actions taken by each committee or task force must be approved by the Board of Directors.

**Section 3.** The Chairman of each Committee shall 30 days prior to each Annual Meeting submit to the President a written report of the activities of the Committee during the preceding period. The Chairman shall further present a report to the members at the Annual Fall Meeting.

## **ARTICLE XV**

### **Selection of District Director**

**Section 1.** From time-to-time, the Section shall select a District Director. The Secretary shall be notified of any nominations for this position or of anyone desiring to seek the position of District Director - District #5 at least 60-days in advance of the Annual Meeting. The Secretary shall forward to the membership the name of all candidates to all members at least 30-days prior to the Annual Meeting. If there are fewer than two nominees for any office at the time of election, oral nominations for such office may be made from the floor of the Annual Meeting.

**Section 1a.** The incoming director should be in an active classification for consideration of this office. The Secretary will make this information available as soon as possible to the membership.

**Section 1b.** Candidates for Officer must adhere to the Policies and Procedures established by the Board of Directors, to include submitting to a candidate questionnaire and third party background check.

**Section 2.** The election of a District Director from the Southern Ohio Section will be conducted at the Annual Meeting in the year prior to the year that our District Director is inducted at the Association Annual Meeting in accordance with the Policies and Procedures established by the Board of Directors.

**Section 3.** The winner will be the Candidate receiving a simple majority. A simple majority is: the winner of the election shall be the person receiving a majority of those qualified votes present and voting on that particular ballot.

## **ARTICLE XVI**

### **Executive Director**

**Section 1.** The duties and responsibilities of the Section Executive Director are as follows:

a. The Section Executive Director shall be the Chief Executive Officer and Administrator of the Section.

b. The Executive Director, acting pursuant to policies, rules and directives prescribed by the Board of Directors, shall be responsible to the Officers for the day-to-day operations of the Section.

- c. The Executive Director may represent the Section on behalf of the Officers before other organizations and general public.
- d. The Executive Director may speak for the Section, and shall keep the Officers and Board of Directors advised of such statements.
- e. The Executive Director shall have such other duties and responsibilities as assigned by the Board of Directors.

**Section 2.** The Board of Directors shall select the Executive Director of the Section.

## **ARTICLE XVII**

### **Amendments**

**Section 1.** Resolutions to alter, amend, or repeal this Constitution or adopt By-Laws must be presented in writing to the Secretary of the Section 30 days prior to an Annual Meeting. The Secretary shall submit to the membership resolutions to amend or adopt the Southern Ohio Section PGA Constitution and By-Laws no later than 10 days prior to an Annual Meeting.

**Section 2.** A two-thirds affirmative vote by the membership, in good standing, attending the Annual Meeting is required for passage of a proposed amendment.

**Section 3.** All amendments to the By-Laws shall become effective when adopted or amended at the time specified in the Amendment Resolution.

## **ARTICLE XVIII**

### **Tournament Regulations**

(The Section's current and approved Tournament Regulations are to be considered a corporate part of the Section's By-Laws, and for convenience is printed separately.)

## **ARTICLE XIX**

### **Authorization**

**Section 1.** This Constitution is written under the authority of the National PGA Constitution, Article V, Section 3, the Southern Ohio Section having the right to amend any Article or part thereof.

## **ARTICLE XX**

### **Indemnification**

**Section 1.** Except as prohibited by law, the Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or other by reason of the fact that he is or was a Trustee, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation in any capacity for any other Corporation or business, against expenses, including attorney fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. However, there should be no indemnity unless he acted in good faith and in a good manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, provided he had no reasonable cause

to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2.** This right of indemnification shall extend to all actions including actions by or in the right of the Corporation to procure a judgement in its favor. With respect to actions by or in the right of the Corporation, no indemnification shall be made if the person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty for the Corporation except to the extent any court shall find that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 3.** Except as ordered by a court, indemnification shall be made by the Corporation upon a determination that the indemnification is proper in the circumstances because the director, trustee, employee or agent met the applicable standard of conduct required for indemnification. This determination shall be made: (1) By a majority vote of a quorum consisting of Trustees who were not and are not parties to or threatened with the action, suit or proceedings, or: (2) If such a quorum is not obtainable, or if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel other than an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five years. Any person who has been denied indemnification by independent legal counsel shall have the right to petition a court for a review of the reasonableness of that determination.

**Section 4.** Expenses (including attorneys' fees) incurred in defending any civil or criminal action, suit or proceeding referred to in this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of any undertaking by or on behalf of the director, trustee, officer, or employee to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

**Section 5.** The indemnification provide by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Regulations or any agreement, vote of Members or disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director, trustee, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 6.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation in any capacity for any other corporation, partnerships, joint venture, trust or other enterprise against any liability asserted against him and incurred by him any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article. The Corporation may create a trust fund, grant a security interest or use other means (including without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

## **APPENDIX**

### **Section Annual Meeting**

**Section 1.** Format & Structure of the Annual Meeting shall be at the discretion of the Board of Directors. In addition, the Board of Directors has the option to use (but not limited too) one of the following meeting styles.

Formal Section Meetings-Shall include but not limited to the following order of business:

1. Call to order by the Chair
2. Invocation
3. Roll Call or Registration
4. Tribute to Deceased Members
5. Recognition of New Members
6. Introduction of Guests
7. Approval of Minutes of the Previous Meeting
8. Report of the President
9. Report of the Vice President
10. Report of the Secretary/Treasurer
11. Old Business
12. Election and Installation of Officers
13. New Business
14. Appointments deemed necessary by the President
15. Adjournment of the Meeting

Informal Section Meeting-Informal meeting structure shall include but not limited to the following elements:

1. More Interactive/Fewer Reports or Presentations
2. Smaller Focus Groups (ex: Membership, Partners, Tournaments, PGA & SOPGA Business)
3. Informal meeting style should focus on the fraternal side of member relations and idea sharing

**Section 2.** In an election year, A former President of the Section shall administer the following oath to all members of the Board of Directors of the Section:

"I \_\_\_\_\_, as a member of the Board of Directors of the Southern Ohio Section, Professional Golfers' Association of America, do hereby affirm that I shall at all times adhere to and uphold the Association's and Section's Constitution, By-Laws, Rules and Regulations, and that I shall otherwise conduct my activities in a manner that shall be in keeping with my position as an Officer/Member of the Board of Directors of the Section which shall reflect credit upon the Association, the Section and its Members."

## **ADDENDUM**

### **Section Member Dues Schedule**

The annual dues bills will be emailed/mailed on May 1, 2014.

#### **Section 1.** Current Annual Members dues schedule for 2014/2015:

Master Professionals.....	\$376.00
Class "A" Members (except Class A-3).....	\$376.00
Class A-3.....	\$100.00
Life Member-Active/Life Member Master-Active.....	\$376.00
Life Member-Retired/Life Member Master-Retired.....	\$ 85.00
Retired Member.....	\$ 85.00
Inactive Members.....	\$100.00
Class F.....	\$376.00

Honorary Members shall pay no dues.

#### **Section 2.** Current annual Apprentices dues schedule for 2014/2015:

All Apprentice Classifications (B-1 through B-23).....	\$289.00
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