

**BAY AREA CHAPTER, NORTHERN CALIFORNIA SECTION,  
PGA OF AMERICA  
BYLAWS AND REGULATIONS**  
Revised 7/2/2008

**Article I  
Name, Area, Objectives, and Power**

**Section 1 Name**

By authority of the Executive Committee of the Northern California Section, PGA of America, hereinafter referred to as the "Section," this Chapter shall be known as "Bay Area Chapter, Northern California Section, PGA of America" and shall be referred to hereinafter as "Chapter." The Northern California Section, PGA of America shall be referred to hereinafter as the "Section" and the Professional Golfers' Association of America shall be referred to hereinafter as the "Association."

**Section 2 Area**

Pursuant to the Section, the territory under the jurisdiction of the Chapter shall consist of those areas identified by the approved map of Chapters located in the Section office. In addition to the above jurisdiction, other outlying areas may be brought into the Chapter providing that it is approved by the Section.

**Section 3 Objectives**

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

The Chapter 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 Chapter.

In doing so, the Chapter will elevate the standards of the professional golfers' 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 Chapter.

**Section 4 Powers**

The Chapter's powers shall be limited specifically to those powers granted by the Section. The Section's Executive Committee shall review and approve all Chapter actions.

The Section shall have complete authority in their discretion and at any time to withdraw the charters of the Chapter.

In the event that the Chapter bylaws, rules, regulations or policies deviate from those of the Section, the Section bylaws, rules, regulations or policies shall control.

## ARTICLE II MEMBERS

### Section 1 General

All membership issues and matters shall be governed by the Association Bylaws.

### Section 2 ELECTION PROCEDURE

The procedure for election to membership shall be as stated in the Constitution of The PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA.

### Section 3 ELIGIBILITY

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

### Section 4 CLASSIFICATIONS

The CHAPTER shall have as many classifications of membership as The PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA shall from time to time have, which classes shall be denominated and defined in the same manner as those of The PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA.

### Section 5 RIGHTS

Rights of members shall be as stated in the Constitution of The PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA.

### Section 6 DUES

Chapter dues, according to classification, shall be fixed by the BOARD OF DIRECTORS. Each member shall be sent a notice if dues are changed.

The dues year of the Chapter shall correspond with the dues year of the Section and the Association.

## Article III Board of Directors

### Section 1 Authority

The Chapter Board of Directors shall be responsible for the management of the Chapter and shall have full authority in all matters including the power to interpret the By-Laws and to give direction in cases not provided for herein. All policies and regulations made by the Board of Directors shall be binding and are subject to approval of the Northern California Section Board of Directors. All policies and regulations are not to be altered or amended except by specific recommendations to, and approval of such modifications at any regular or special meeting of the Board of Directors subject to the approval of the Northern California Section Board of Directors.

## Section 2 TERMS AND QUALIFICATIONS

The term of office for each **At-Large** Director shall be two years. In order to serve as a Director, a professional must be **an MP**, Class "A" or Life Member in good standing.

A Director may be removed by a two-thirds (2/3) vote of the BOARD OF DIRECTORS present, in accordance with Section 9.

## Section 3 NUMBER OF DIRECTORS

The number of Board Members shall not be more than 7 (7) and not less than three (3), which can be changed only by the voting members of the Chapter. The Board shall be composed of: President, Vice-President/Treasurer, Secretary, Honorary President, **three (3)** Directors-At-Large.

**The Board shall set forth that each year, one (1) of the three (3) at-large director positions shall be available to be filled as terms end.**

## Section 4 Past President

The most recent Past President will remain on the Board of Directors in an advisory capacity. The Past President does have a vote on issues decided on by the Board of Directors.

## Section 5 NOMINATION OF AT-LARGE DIRECTORS

Candidates for the At-Large positions on the Board of Directors may be proposed by the membership at least 60 days in advance of the Annual Meeting. The Chapter shall forward to the membership the names of all candidates to all members at least 30 days prior to the Annual Meeting.

## Section 6 CONDUCT OF ELECTIONS

Not less than ten (10) days prior to the Annual Meeting of Members, the President (subject to the approval of the BOARD OF DIRECTORS) shall appoint three Chapter members in good standing as inspectors of election, none of whom shall be a candidate in the pending election. The decision of a majority of the inspectors of election shall be conclusive.

Not less than thirty (30) days prior to the Annual Meeting of members the Secretary shall cause to be prepared and mailed to all members in good standing entitled to vote a ballot, which shall list all candidates in alphabetical order. Each such member may vote for as many candidates as there are **At-Large Directors to be elected. Each member shall deliver their vote via mail, email, fax or in person to the Secretary or his/her designate .** Ballots will be due at the Chapter Office by a date set by the BOARD OF DIRECTORS and prior to the Annual Meeting, and will be counted by the three inspectors of the election. The positions for **at-large director** to be elected shall be filled by the candidates receiving the highest number of votes.

## Section 7 TIED VOTE

If two candidates receive an equal number of votes, and only one directorship remains to be filled, then that office shall be filled by lot drawn by the inspectors of the election from among said two or more candidates. Those elected will be notified and will attend a Board Meeting held prior to the Annual Meeting.

## Section 8 BOARD ATTENDANCE/VACANCIES

If any member of the BOARD OF DIRECTORS is absent for two meetings during any fiscal year, the BOARD OF DIRECTORS may remove the board member by a two-thirds (2/3) vote. If **an At-Large Director** vacancy occurs by declaration of the BOARD or any other manner, the vacancy shall be filled by appointing the next runner-up from the last preceding election. **In this case, the next “runner up” shall be considered “originally elected” as an At-Large Director. The individual who fills the vacancy according to section 8, shall be limited to the term remaining for vacated At-Large Director position they are filling.**

If the next “runner up” is not available, the President, with the approval of the BOARD OF DIRECTORS, shall make an appointment of a qualified member to fill the vacancy. **However, the appointed Director shall not qualify to be an At-Large Director.**

## Section 9 POWERS OF DIRECTORS

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

- (a) To call meetings of the members when the Directors deem it necessary.
- (b) To elect all officers, to appoint and remove all assistant officers, agents, and employees, to prescribe their duties and fixing their compensation. The BOARD OF DIRECTORS may delegate this authority to any particular officer, agent or employee.
- (c) To conduct, manage and control the business of the Chapter, and to make, for the guidance of the officers and management of the Chapter, such rules and regulations as are not inconsistent with the laws of the State of California, these By-Laws, or Constitution of the Association.
- (d) To incur indebtedness for the conduct of the business of the Chapter, and to do so upon such terms and conditions as they deem to be in the best interest of the Chapter; provided, however, that the terms, conditions and amount of such indebtedness shall be entered in the minutes of the Board Meeting and provided further, that the President and Vice President/Treasurer shall sign officially all written promises to pay debts, unless the Directors shall otherwise authorize other officers to do so.

## Section 10 QUORUM

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

## Section 11 DUTIES OF DIRECTORS

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

- (a) Cause to be kept a record of all formal meetings and acts, and of the proceedings of the membership meetings, and present **at the Annual Meeting a complete financial statement** in accordance with Board policy and therewith shall be certified by the President, Vice-President/Treasurer or Public Accountant, and shall be prepared in form sanctioned by sound accounting practice for a particular kind of business.
- (b) Supervise all officers, agents and employees to the end that their duties are properly performed.

(c) Meet regularly on dates at such times and places within or without the boundaries of the Bay Area Chapter, which may be designated by resolution of the BOARD. Selection of the date, times and places of regular meetings of the BOARD OF DIRECTORS shall be properly noted in the minutes, each Director taking notice thereof and those Directors who are absent shall be notified thereof in writing forthwith; otherwise, notice of any and all regular meetings of the BOARD OF DIRECTORS is hereby dispensed with. A regular meeting of the BOARD OF DIRECTORS may take place immediately following the Annual Meeting of the members at the same place where said members meeting was held without the necessity of any notice of date, time or place.

## **Section 12 WAIVER OF NOTICE BY DIRECTORS**

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

## **Article IV Election of Chapter Officers**

### **Section 1 General**

The Chapter Board of Directors shall elect Chapter Officers, who shall be Master Professionals, Class "A" Members or Life Members whose duty it shall be, with the at large Directors, to carry out the decisions of the Chapter, Section and Association and to govern and direct the affairs of their respective Chapter in accordance with the Bylaws of the Chapter and the direction of the Section.

## **ARTICLE V OFFICERS**

### **Section 1 Officer Terms**

The Officers shall be elected for a term of two years and may not be elected to that office for more than one term consecutively. Their term of office will begin immediately following the administering of the oath of office and will end at the conclusion of the same ceremony two years later.

### **Section 2 President**

The President of the Chapter shall serve as the Chairperson of the Board of Directors and shall have the following powers and duties:

1. The President shall preside over all meetings.
2. The President shall serve as chief spokesman for the Chapter.

3. The President shall appoint committees or task forces, standing and otherwise, as shall in his judgment be necessary, and designate the Chairman thereof (The President shall instruct the Chairman of all Committees or Task Forces, as to their respective responsibilities and authority. They shall furnish a written report to the Chapter Secretary thirty (30) days prior to the next Annual Meeting).
4. The President shall be authorized to sign contracts which have received the approval of the Section.
5. Shall serve or cause to be served on the Section Board of Directors.

In case of absence or temporary disability of the President, the Vice-President shall perform the duties of the President. If the President resigns, moves to another Chapter, dies, or becomes totally incapacitated, the Vice-President shall succeed him.

### **Section 3 Vice President**

The Vice President shall have the following powers and duties:

1. The Vice President shall serve as Parliamentarian at all Chapter 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 Vice President to so serve, the President shall designate another individual to serve in this capacity.
2. The Vice President shall keep or cause to be kept the accounts of the Chapter and shall collect or direct the collection of all monies belonging to or due the Chapter and shall deal with the same under the direction of the Section Board of Directors. The Secretary shall have the authority to sign all checks and withdraw funds of the Chapter, but may delegate this authority to the Vice President or President.
3. The Vice President shall submit a complete written financial report to the Executive Committee and to the membership annually.
3. The Vice President shall review all financial reports of the Chapter.
4. The Vice President shall submit all financial information to the Section on a basis as determined by the Section.

In case of his absence or disability, the Secretary shall perform the duties of the Vice President. If the Vice-President resigns, moves to another Chapter, dies, or becomes totally incapacitated, the President shall fill the un-expired term of the Vice President until such time as a new Vice President is elected.

### **Section 4 Secretary**

The Secretary shall have the following powers and duties:

1. The Secretary shall keep or cause to be kept the minutes of all Chapter membership meetings. The Secretary shall issue the notice of such meetings, given at least thirty (30) days notice of any membership meeting.
2. 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 Chapter.

3. The Secretary must record any Amendments to or changes in the Association and Chapter Constitution and Bylaws, and report such Amendments or changes to the Chapter membership.

In the event of the absence or disability of the Secretary, the Vice President shall perform the duties of the Secretary. If the Secretary resigns, moves to another Chapter, dies, or becomes totally incapacitated, the Vice-President shall fill the un-expired term of the Secretary until such time as a new Secretary is elected.

#### **Section 5 Past President**

The most recent Past President will remain on the Chapter Board of Directors in an advisory capacity. The Past President does have a vote on issues decided on by the Executive Committee.

### **Article VI Meetings of Membership**

#### **Section 1 General**

A membership meeting shall be held annually, in the fall. The attendance at all such meetings shall be limited to Chapter members, affiliated Apprentices, and, at the Presidents discretion, members of the press and invited guests.

- A: Special Meetings - Special meetings of the Chapter membership may be called by the Board of Directors when considered warranted by a situation which may affect the status of the Chapter or the welfare of its members adversely.

### **Article VI Miscellaneous**

#### **Section 1 Section Approval**

Any and all policies, rules and regulations are subject to review and approval by the Section Board of Directors.