

VERMONT STATE WOMEN'S GOLF ASSOCIATION BY-LAWS

Approved by Vote at the Annual Meeting

October 1, 2019

The Vermont State Women's Golf Association (VSWGGA) was established to foster the sport of golf for the women of Vermont. The VSWGGA is incorporated in the State of Vermont, and is a tax-exempt organization under Section 501(c)7 of the IRS Code.

Article One - OFFICES

Any operating office of the Corporation shall be at a location designated by the Board of Directors. The Corporation may have other offices, either within or without the State of Vermont, as the Board of Directors may determine. Any postal or email addresses shall be published annually in the Member Handbook.

Article Two - MEMBERS

SECTION 1. Members. The membership of the Corporation is comprised of women members of any participating golf course operating in Vermont with organized golf activities (i.e. Lakeside – a non-real estate golf club sanctioned by the United States Golf Association) – who utilize the Vermont Golf Association's handicap services, and who pay any of the annual fees that may be established by the VSWGGA Board of Directors.

A golf course that pays an annual fee, determined by the Board of Directors, and hosts a State Day shall be defined as a participating golf course. Under unusual circumstances, a participating golf course may be allowed to waive the requirement to host a State Day by vote of the Board of Directors.

SECTION 2. Application for Membership. Class A-Voting members shall be the Board of Directors, Committee Chairs, and two (2) representatives elected or appointed by each participating club, including the Lakeside Golf Club – a non-

real estate club sanctioned by the United States Golf Association -- as described in Section 1. Class B-Non-voting members shall be all other women members as described in Section 1 who hold a current GHIN handicap, and pay any of the annual fees that may be established by the VSWGGA Board of Directors.

SECTION 3. Dues and Fees. The Board of Directors shall determine the annual dues and fees.

Article Three – MEETINGS OF MEMBERS

SECTION 1. The Annual Meeting. The Annual Meeting of members will be held the first Tuesday in October at which time new Directors will be elected, reports of all officers and standing committees will be presented, and the transaction of such other business as may come before the meeting will take place. While all members may attend the Annual Meeting, only Class A Members may vote on matters brought before the members.

SECTION 2. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors, and shall be called by the President if requested in writing by not less than one-third of the members having voting rights. The place of the meeting shall be specified in the notice. If all members shall meet at any time and place, either within or without the State of Vermont, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Notice of Meetings. Written, printed or electronic notice stating the place, day, and hour of any meeting of the members shall be delivered either personally or by mail or e-mail, to each member entitled to vote at such meeting, not less than ten or more than thirty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at such member's address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4. Informal Action by Members. Any matter that requires action by the members by law, these By-Laws, or any other significant reason may be taken at a duly warned meeting of the members OR without a meeting of the members if consent and signature are given in writing (by mail or electronically) setting forth

the action so taken by all members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Representation by a minimum of fifty percent (50%) of participating golf courses shall constitute a quorum at such meeting. Valid proxies held by a Class A Member may be included to fulfill a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 6. Proxies. At any meeting of members, a Class A member is entitled to vote by proxy. Proxies must be executed in writing by the member, authorizing another Class A member to vote the proxy. Proxies are valid only for the meeting and date listed on the proxy.

Section 7. Voting by Mail. Where Directors or Officers are to be elected by members or any class or classes of members, as described in Article 2, Section 1, such election may be conducted by mail or e-mail in such manner as the Board of Directors shall determine.

Article Four – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Vermont.

Section 2. Number of Directors. The number of Directors shall be nine (9). Directors shall be elected at the Annual Meeting, held the first Tuesday in October. The term of office of each Director shall be three (3) years with a maximum of two (2) consecutive terms being served. The Directors shall include at least one (1) representative from the North, one (1) from the Central and one (1) from the South as well as the Past President. Unless she is serving out a duly elected term as a Director, the Past President is not a Director, and shall be a non-voting member of the Board for the completion of her term.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this By-Law on the first Tuesday after the Annual Meeting of the membership. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at a location to be determined by the President.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. There can be electronic (e-mail) meetings, telephone conference calls, or physical meetings held at a location determined by the President.

Section 5. Notice. Notice of any special meeting of the Board of Directors requiring a physical presence shall be given at least three (3) days previously

thereto by written electronic (e-mail) notice to each Director at such Director's e-mail address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than the majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of a decrease in the number of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve until the formal election at the next Annual Meeting.

Section 9. Compensation. Directors shall serve without compensation.

Article Five - OFFICERS

Section 1.

Officers. The officers of the Corporation to be elected from the Board of Directors shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers, including Assistant Treasurers or Secretaries, as it shall deem advisable who need not be Directors to perform the duties assigned by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors on the first Tuesday after the Annual Meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until her successor has been duly elected or appointed.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors. Such appointments shall be ratified by the membership at the next scheduled Annual Meeting.

Section 5. Powers and Duties. (a) President. The President, or in her absence, the Vice President, shall preside at all meetings of members and of the Board of Directors. (b) Secretary. The Secretary shall keep a record of all meetings of members and of the Board of Directors, update the Major Decisions, print and file all communications regarding Major Decisions, Board and Committee Chair e-mail correspondences, major tournament results, and any other official communications. The Board of Directors will determine who shall send notice of all meetings, who shall have charge of all correspondence and papers of the Corporation, and who shall keep a roll of all members. (c) Treasurer. The Treasurer shall be responsible for receipts and expenditures of all funds. All expenditures shall be evidenced by checks signed by the Treasurer or other authorized individual. Except for routine business, no funds shall be expended without authority from the Board of Directors. The Treasurer shall present a financial report to the members at the Annual Meeting of the members and to the Board of Directors at request.

Article Six - COMMITTEES

Section

1.

Nominating Committee. The Past President, or other Class A member appointed by the Board of Directors, shall act as the Chair of the Nominating Committee. The Chairperson shall designate two additional members so that each of the three regions (North, South and Central) be represented on the Committee. The Committee shall communicate with the membership, detailing the needs of the VSWGAs as to Board and Committee Chair openings. The Committee shall solicit nominations and provide information on Board and Committee responsibilities as requested. The Committee shall be responsible for creating ballots, presenting the process at the Annual Meeting, and for counting the ballots at that meeting.

The Nominating Committee Chair shall notify all nominees not present at the Annual Meeting of their election or defeat.

Section 2. Other Committees. The Board of Directors may designate other committees by resolution adopted at any regular or special meeting, specifying therein the number of members, the method of appointment, and the committees' duties and responsibilities. The Board of Directors shall appoint Committee Chairs at any meeting, in person or electronic, where a quorum is present.

Article Seven – CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

Article Eight -- BOOKS & RECORDS

Books

and

Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings. The Board of Directors will determine who shall keep a record giving the names and addresses of the members entitled to vote, and where such record shall be kept. All books and records of the Corporation may be inspected by any member, or her agent or attorney, for any purpose at any reasonable time.

Article Nine – FISCAL YEAR

Fiscal Year.
The fiscal year of the Corporation shall begin on the first day of January in each year and end at midnight on the 31st day of December of the same year.

Article 10 – WAIVER OF NOTICE

Waiver of Notice. Whenever any notice is required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the 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.

Article 11 – AMENDMENTS OF BY-LAWS

Amendments of By-Laws. These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority of the members present at the Annual Meeting of members in October, if at least ten days written notice is given of intent to alter, amend, or repeal, or to adopt new By-Laws at such meeting.

