

# BYLAWS

## Article I

### NAME AND LOCATION

The name of the Association shall be Southern Nevada Golf Course Superintendents Association with its principal office in the City of Las Vegas, County of Clark, State of Nevada. The Association may have such other offices as may, from time to time, be designated by its members or executive committee.

## Article II

### STATEMENT OF PURPOSE

The purpose of the SNGCSA shall be to provide for and enhance the recognition of the golf course superintendent as a professional, and to collect and disseminate information on a statewide basis to assist our members in providing for better maintenance and construction of our golf courses.

**A golf course superintendent is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.**

## Article III

### MEMBERSHIP

Section I. Application for Membership:

Applicants for membership shall be approved by the Board of Directors. The Board of Directors shall be the sole judge of an applicant's qualification for membership. Effective July 1, 1997, **each applicant for Class A or Superintendent Member must present to the Board of Directors an application for membership or evidence of membership with the Golf Course Superintendents Association of America and must maintain that membership thereafter.**

## Section 2. Class of Membership

Class A – Golf Course Superintendent: To qualify for Class A membership, an applicant shall have, at the time of application for membership, at least three (3) years experience as a golf course superintendent and be employed in such capacity. Class A Members shall have all the privileges of the Association, including voting and holding office.

**Superintendent Member: To qualify as Superintendent Member, an applicant shall be a golf course superintendent who has, at the time of application for membership, less than three (3) years experience as a golf course superintendent, and shall be presently employed in such capacity. Superintendent Members shall have all the privileges of the Association, including voting and holding office.**

Class C – Assistant Golf Course Superintendent: To qualify for Class C Membership, an applicant shall be, at the time of application for membership, an assistant to a golf course superintendent, and shall be presently employed in such capacity. Class C Members shall have all the privileges of the Association, except that of holding office and voting.

Class E – Educators: To qualify for Class E membership, an applicant must be an educator or extension officer. Class E Members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Associate: To qualify for Associate Membership, an applicant must be an individual interested in golf course management and/or in the growing or production of fine turfgrass. Associate Members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Affiliate: To qualify for Affiliate Membership, an applicant must be an individual, business firm or governmental body interested in golf course management and/or in the growing or production of fine turfgrass, either individually or through employment by, or other affiliation with, a company, proprietorship or association, and who does not qualify for membership in another class. Affiliate Members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Honorary: To qualify for Honorary Membership, the individual must be recognized by the Board of Directors for contributing in an outstanding manner to this Association or profession or related field. This membership shall continue in effect unless otherwise revoked by the Board of

Directors. Honorary Members shall not be required to pay dues or assessments of the Association. Honorary Members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Student: To qualify for Student Membership, an applicant must be a full-time turfgrass student enrolled in a formal course of education, or have completed his or her formal education less than one (1) year prior to the date of application for membership. Student Members shall not be required to pay dues or assessments of the Association. Student Members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Retired: Any Member reaching age fifty-five (55), who is retired and no longer seeking employment within the scope of activities of any membership class of the Association, may apply to the Board of Directors in writing for Retired membership, the annual dues for which shall be set by the Board of Directors, but shall not exceed one-half the amount paid for the immediate previous classification. A Retired Member shall have all the privileges of the Association afforded the member in his or her immediate previous classification, with the exception of holding office.

Inactive: An Inactive Member is an individual who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon his or her application. The Board of Directors shall have the authority to act on such application and to place a member on Inactive status subject to terms and conditions as the Board of Directors may specify by Standing Rules.

### Section 3. Reclassification of Members:

All reclassification of members shall be made by the Board of Directors, in accordance with Standing Rules adopted by it from time to time, or pursuant to directives adopted by the membership at any annual meeting or any special meeting called for that purpose.

- a) Voluntary Reclassification: Any individual member may request a change in his or her membership classification to accord with a change in his or her qualifications for membership as set forth in Section 2 of this Article.
- b) Mandatory Reclassification: All members, upon renewal of their annual membership, must clearly state their current employment status. This statement of employment status shall be based upon the Association's officially accepted job titles and golf course organization

chart, or other commonly accepted listings of job titles. The Board of Directors shall, upon receipt of this statement, determine the appropriate class of membership for each individual and shall be empowered to alter the individual's membership classification to properly reflect stated qualifications.

## **Article IV**

### **DUES AND SUPPLEMENTAL ASSESSMENTS**

#### Section 1. Annual Dues:

Annual dues required for membership in the Association shall be determined by the vote of the active members on recommendation of the Board of Directors. The annual dues will be the sum fixed at any annual or regular meeting of the Association as approved by the membership. Dues may be varied from year to year, but shall be determined by the classifications of the members and payable annually in advance of the fiscal year.

#### Section 2. Assessments:

Where necessary, in the opinion of a majority of the voting members present or represented at any annual or special meeting of the Association called for that purpose, for the payment of any existing deficit, there may be levied an assessment in addition to the annual dues, to be paid by each Association member, provided, however, that such assessment may not be levied more than once in any fiscal year and shall not exceed an amount equal to the annual dues fixed for such year.

In the event of grave emergency, the Board of Directors upon unanimous vote, by signed order, may levy an assessment to be paid by each Association member, for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgment or decree rendered against the Association, provided, however, that no more than an amount equal to the annual dues shall be levied as such assessment during any year. The vote of the Board of Directors on the questions of levying an assessment may be taken by mailed ballot prepared by the Secretary.

Exempt from all assessments will be Class AA Retired, Honorary, Student, and Inactive members.

#### Section 3. Extension of Time for Payments:

The Board of Directors may, at its discretion, for good cause, temporarily excuse or extend time of payment of annual dues or assessments for any member.

## **Article V**

### **CONDUCT OF MEMBERS**

#### **Section 1. Non-payment of Dues or Assessments:**

All members whose dues are not paid in advance of the fiscal year, may have services and benefits suspended. All members whose dues shall remain unpaid more than sixty (60) days past the first day of the fiscal year, or after the due date of any assessment, shall be dropped from the membership roll of this Association without further notice.

#### **Section 2. Prohibited Conduct:**

The following conduct is prohibited for members of the Association:

- a. Violations of the GCSAA National Association Code of Ethics.
- b. Use of the Association affiliation for the purpose of promoting schemes, ideas, or objects that are detrimental to the Association.
- c. Conduct unbecoming a member or inimical to the Association.
- d. Submitting false information on an application for membership or on a dues statement.

Conduct that is prohibited shall be cause for disciplinary action or expulsion from the membership in accordance with the procedure set forth in Section 3 of this Article.

#### **Section 3. Procedure for Disciplining or Expelling a Member:**

A member may be disciplined or expelled by two-thirds (2/3) vote of the Board of Directors. Any member or applicant who is subject to disciplinary action who has been rejected for membership, shall have the right to written notice and an opportunity to be heard concerning such rejection for membership. Upon written request from the aggrieved party, the Board of Directors shall provide, within thirty (30) days, a written explanation of their action and give notice of a hearing which gives aggrieved party an opportunity to be heard with respect to the action taken. Notice is to be in

writing, delivered by certified mail. No hearing shall be held unless the aggrieved party gives notice of his appeal to the Board of Directors' action within thirty (30) days of receipt of the written explanation of the Board's action taken. (Some states require such due process rights.)

## **Article VI**

### **VOTING**

#### Section 1. Voting Procedures:

Board of Directors shall have the power to establish Standing Rules governing voting procedures at association meetings.

#### Section 2. Quorum:

With the exception of the election of officers, all voting matters will require a majority vote by a quorum. A quorum shall be a majority of the Board of Directors. At the annual meeting or one of the regular meetings, a quorum shall be the majority vote by those members qualified to vote, who are present or represented by a proxy.

#### Section 3. Proxies:

Voting members may exercise their vote through the use of a proxy. A proxy may be exercised only by the person named in such proxy, who must be a voting member in good standing of the Association. Proxies may be exercised on votes on amendments to articles of incorporation, the bylaws, elections of officers and directors and any other such matters as the Board of Directors shall designate.

#### Section 4. Elections:

A President and Directors, whose term has expired, shall be elected by the eligible voting members at each annual meeting. Only active members of the Association are eligible to serve as officers or Board Members of the Association.

## **Article VII**

### **OFFICERS AND BOARD OF DIRECTORS**

#### Section 1. Management of Association:

**The control and management of the association and its affairs and its property shall be entrusted to the Board of Directors, consisting of its officers and at large Directors. All officers and a majority of the entire board of directors shall be GCSAA Class A or Superintendent Member members.**

Section 2. Qualifications and Term of Office:

Only Class A and Superintendent Members of the Association who are actively employed as Golf Course Superintendents shall be eligible for election as officers. The President, Vice President, Secretary, and Treasurer must be members of GCSAA. Associated, affiliates or other Commercial liaison may be appointed to the Board of Directors, but may not hold any office in the Association and may not vote on matters involving the operation of the Chapter. Officers or Directors ceasing active employment as a Golf Course Superintendent may serve for up to six (6) months after cessation of employment, or until the next election of officers and directors, whichever comes first.

The President shall be a Class "A" or Superintendent member of good standing and hold office for one year, or until a successor is elected, and shall perform the duties hereinafter prescribed for this office.

The Board will be comprised of eight (8) members: President, Vice President, Secretary/Treasurer, immediate Past President and four (4) directors.

The Board of Directors, with the exception of the President and immediate Past President, shall hold office for two (2) years. At least six (6) of the Directors, which may include the President and Past President, shall be Class A or Superintendent members of GCSAA. A maximum of one (1) Director may be elected from each of the other qualified membership classifications.

The newly elected President shall take office as the last act of business just prior to adjournment of the annual meeting.

One (1) Director will then be elected by the Board of Directors themselves to serve as (1) Vice President; (2) Secretary/Treasurer. The new Board of Directors will meet within seven (7) days following the annual meeting to elect the Vice President and the Secretary/Treasurer.

Section 3. Vacancies:

Vacancies occurring in any office or in the Board of Directors of the Association shall be filled by appointment by the President with approval of the Board of Directors for the unexpired term.

#### Section 4. Duties and Powers of the Board of Directors:

- a) The Board of Directors shall have the general charge and management of the affairs of the Association. A quorum will be necessary for the transaction of business and shall not be less than a majority of said Board of Directors excluding such board members who are not voting members of the Association.
- b) The Board of Directors shall, at the annual meeting, make a full report of its actions during the proceeding fiscal year and shall further cause to be made an audit of the treasurer's books pursuant to reconciliation thereof to the membership at such annual meeting. Copies of such reports shall be available to all active members at said annual meeting and a copy thereof of the annual report describing actions of the Association during the preceding fiscal year and a summary of the annual Chapter financial statement shall also be provided to GCSAA.
- c) The Board of Directors shall adopt rules and regulations for governing the conduct of the Association management.
- d) The Board of Directors shall chair and serve on committees as assigned by the President.
- e) The Board of Directors shall carry out other duties as commonly vested in members of the Board of Directors of the Association.

#### Section 5. Duties of the President:

The President shall, during any period when the Board of Directors is not in session, have general charge and supervision of the affairs and property of the Association, subject however, to such rules and regulations as may from time to time be made by the Board of Directors. This individual shall preside at all meetings of the Association and Board of Directors, and shall be an ex-officio member of all committees. This officer shall, from time to time and as often as may be directed, submit reports to the Board of Directors and give such information touching affairs of the Association as may be required, and make such recommendations as he or she may think proper. The president shall appoint all committees. All appointments shall be subject to the approval of the Board of Directors except where action is required of such committees



prior to any such meeting of the Board of Directors, such approval of appointment shall not be required.

#### Section 6. Duties of the Vice-President:

One duly elected Director shall be elected as Vice- President by the Board of Directors. In case of the absence or inability of the President, the Vice-President shall, during the period of such absence or inability, perform the duties required of the President. In the event the office of President shall become vacant, the Vice-President shall perform all duties of the President until the annual election. In the event that both the office of President and Vice-President shall become vacant or both officers are incapacitated, then the Board of Directors shall elect one of their members to fill the vacancy of the office of President.

#### Section 7. Duties of the Secretary/Treasurer:

One duly elected Director shall be elected as Secretary/Treasurer by the Board of Directors. The Secretary/Treasurer shall be an officer of the Association and be present at all meetings of the members of the Association and the Board of Directors, and shall be responsible for, and keep record of, or cause to be kept, all the transactions at the meeting in a book, belonging to the Association for such purposes. This officer shall ascertain that proper notice, as stated in the Bylaws, has been given for all meetings of the members of the Association and the Board of Directors, shall be custodian of the corporate records and of the corporate seal, and shall perform all the other duties usually performed by the Secretary of a like Corporation and such other and additional duties as may be required by the Board of directors. This officer shall also be responsible for all monies, bills, notes, bonds and similar property belonging to the Association. This individual shall oversee the deposit of all monies to the credit of the Association in such depositories as shall be designated by the Board of Directors, shall pay bills subject to such rules as may be prescribed by the Board of Directors. The Treasurer shall be bonded in the amount agreed upon by the surety company and approved by the Board of Directors. The premium on said bond shall be paid by the Association and the bond shall be held in the custody of the President.

### **Article VIII**

#### **COMMITTEES**

Standing and special committees may be established by the President of the Association with the consent of the Board of Directors at any time with specified authority and responsibilities as directed by the Board of

Directors. Nothing herein contained shall be construed to prohibit the appointment of other committees by the President with the approval of the Board of Directors for the advancement of the Association.

## **Article IX**

### **MEETINGS**

#### Section 1. Board of Directors:

The Board of Directors shall meet at such intervals at such times as determined by the Association, but at least at a minimum of twice a year at a time and location suitable to majority of the Board members of the Association. The Secretary shall give notice of at least seven (7) days, of the time and place of such meeting. Special meetings of the Board of Directors may be called from time to time by the President or other such member of the Board upon request. The members may execute a waiver of notice thereby waiving any formal written notification requirement of such special meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

#### Section 2. Annual Meeting:

Annual meetings of the Association shall be held during the month of March, each year, unless otherwise ordered by the Board of Directors, for election of officers, receiving reports and the transaction of other business. The meetings shall be open to all members. Notice of such meetings shall be issued by the Secretary and shall be mailed to the last recorded address of each member at least thirty (30) days prior to the time appointed for the meeting. In addition to the annual meeting, a minimum of three other meetings of the membership shall be held at a location and time so specified by the Board of Directors.

All meetings of the Association shall be conducted in accordance with the latest addition of Roberts Rules of Order, or such parliamentary authority as designated by the President.

## **Article X**

### **INDEMNIFICATION**

The Association shall indemnify any and all persons who may serve or have served at any time as officers or directors, and their respective heirs, paid administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party or which may be asserted against them or any of them, by reason of being, or having been, an officer or director of this Association, except in relation to matters as to which any such officer or director or former officer or director shall be adjudged in any action, suit or proceeding to be liable for those acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any and all other rights to which those indemnified may be entitled, including such immunities under any law, bylaw agreement or otherwise.

## **Article XI**

### **DISSOLUTION**

In the event of dissolution of the Association, after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with the Internal Revenue Code concerning its exempt status or in accordance with the law of the State for which the Association is to be dissolved. The decision of distribution shall be made by the Board of Directors.

## **Article XII**

### **AMENDMENTS**

These bylaws may be amended at any meeting of the members provided the proposed amendments are written and such notice of such meeting shall be submitted to such members thirty (30) days in advance of the meeting in writing requiring a majority vote of all members present and voting.

Before any amendments to the bylaws are formally presented to the Association for consideration, the proposed amendments must be submitted to GCSAA, at the request that the proposed amendments to the bylaws be reviewed for conformity.

## **Article XIII**

### **ASSOCIATION CONTRACTS AND INSTRUMENTS**

Execution of all bills, notes, contracts, checks, drafts, deeds of trust, mortgages and other instruments pertaining to the Association shall be made in the name of the Association and shall be executed as authorized by the Board of Directors and bylaws. Except as otherwise provided in the bylaws, any agent or officers of the Association may be authorized to bind, execute or deliver any obligation which is in the name of the Association on behalf of the Association, only if, the authorization is made by duly enacted resolution of the Board of Directors and entered into the minute book of the Association. Unless so authorized, no agent or officer shall have the authority to so bind or represent the Association.