

# WOMEN'S WESTERN GOLF ASSOCIATION

*A National Organization - Founded 1901*

## BYLAWS

### BYLAWS AMENDED

May 2014  
September 2013  
October 2012  
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### ARTICLE I - Name

The name of this organization shall be the WOMEN'S WESTERN GOLF ASSOCIATION INCORPORATED hereinafter referred to as the Women's Western Golf Association, WWGA or the Association.

### ARTICLE II - Incorporation

The Women's Western Golf Association is a not-for-profit corporation incorporated under the laws of the State of Illinois.

### ARTICLE III - Seal

The seal of this Association is described as circular in its form, having in its margin the words "WOMEN'S WESTERN GOLF ASSOCIATION" and in its center a sheaf of thistles. When used for publication purposes, "A National Organization - Founded 1901" in bold print shall be used in conjunction with the Seal.

### ARTICLE IV - Purpose

#### Section 1. Purpose

The purpose of this Association shall be to foster national amateur golf competition for girls and women and to promote their education by encouraging the development of sportsmanship, amateurism and skill in the game of golf.

#### Section 2. Activities

The activities of the WWGA shall be limited to activities coming within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or any corresponding provisions of any future United States Internal Revenue Statute.

#### Section 3. Support of the WWGF

The Association shall support the Women's Western Golf Foundation, herein may be referred to as the Foundation or WWGF, including its scholarship program, to the extent deemed appropriate by the Board of Directors of the WWGA as long as the Foundation is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or any corresponding provisions of any future United States Internal Revenue Statute.

### ARTICLE V - Membership

#### Section 1. Composition

The Association shall be composed of member clubs.

#### Section 2. Eligibility and Admission Procedure

Properly organized golf clubs and women's golf groups located in the United States of America, including the District of Columbia, and all its territories and possessions, are eligible for membership when they meet membership requirements of the Association. Upon written application to the Membership Chairman a proposed club or golf group may be admitted to membership upon approval of the Board of Directors. Any such group herein shall be referred to as a member club.

#### Section 3. Privileges

Membership entitles a member club to all rights and privileges of the Association.

#### Section 4. Resignation

Any member club may resign by filing a written resignation with the Membership Chairman, but shall not be entitled to a refund of dues.

#### Section 5. Expulsion

Any member club which fails to comply with the Bylaws, rules and regulations of the Association, may be suspended or expelled from membership by the Board of Directors.

#### Section 6. Termination

Resignation or expulsion shall constitute a termination and forfeiture of all rights and privileges in the Association.

### ARTICLE VI - Dues

#### Section 1. Establishment of Dues

The Board of Directors shall establish annual dues for member clubs.

#### Section 2. Assessment and Collection

Dues shall be assessed and collected annually by the Treasurer. Any member club whose annual dues are delinquent after the final WWGA tournament of the year shall be dropped from the membership roster after due notice has been given.

#### Section 3. New Member Clubs

Annual dues shall be submitted to the Treasurer upon written application for membership.

#### Section 4. Refunds

There shall be no refunds of membership dues to any member club whose membership terminates for any reason.

### ARTICLE VII - Fiscal Year

The fiscal year shall be from January 1 through December 31.

### ARTICLE VIII - Association Meetings

#### Section 1. Annual Meeting

The Association shall hold an Annual meeting in each calendar year with a date, time and place to be fixed by the Board of Directors.

a. The Board of Directors shall make reasonable rules governing the nominations and conduct of the election of Officers and Directors by the membership, and submission of any matter to the membership.

b. In all matters submitted to the vote of the membership, each member club in good standing shall have (1) vote.

c. Advanced notice shall

(i) be given in writing by the Recording Secretary at least thirty (30) days with the date, time and place.

(ii) be given by mail, postage prepaid, addressed to each member club at the address on the records of the Association.

d. Voting procedure for submission of any matter to the membership other than the election of Officers and Directors.

(i) **Quorum.** One-tenth (1/10) of the total number of member clubs on record, represented in person, shall constitute a quorum for the transaction of business. A question put to vote shall pass by a majority vote.

(ii) For lack of a quorum the meeting shall be adjourned to a future date, time and place.

(iii) A written notice of such adjournment shall be given to each member club.

e. Voting procedure for the Election of Officers and Directors.

(i) The Officers and Directors shall be elected by ballot by the membership and the results announced at the Annual Meeting.

(ii) The Recording Secretary shall mail a printed ballot of the slate of Officers and Directors to each member club at least (30) days before the meeting.

(iii) Each ballot shall state the date, the name of the member club and shall be signed by a member of the club casting the vote.

(iv) The ballot shall be returned in the self addressed envelope by the required date by mail or in person at the Annual Meeting.

(v) The Officers and Directors shall be elected by a majority vote of one-tenth (1/10) of the total number of member clubs on record.

### **Section 2. Special Meeting**

a. Any special meeting of the membership shall be called only for a specific purpose with the date, time and place, unless otherwise specified, and left to the discretion of the Board of Directors. Any special meeting of the membership may be called

(i) at any time by order of the President.

(ii) at the request of a quorum of the Board of Directors.

(iii) upon a written petition of member clubs representing one-twentieth (1/20) of the total number of member clubs on record.

b. Advanced notice shall

(i) be given in writing by the Recording Secretary at least thirty (30) days before the meeting with the date, time and place.

(ii) be given by mail, postage prepaid, addressed to each member club at the address on the records of the Association.

(iii) specify the specific purpose for which the meeting is called.

c. **Quorum.** One-tenth (1/10) of the total number of member clubs on record, represented in person, shall constitute a quorum for the transaction of business. A question put to vote shall pass by a majority vote.

(i) For lack of a quorum the meeting shall be adjourned to a future date, time and place.

(ii) A written notice of such adjournment shall be given to each member club.

## **ARTICLE IX - Officers**

### **Section 1. Officers**

The Officers of the Association shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Recording Secretary, and a Treasurer. The Officers shall

a. be elected by ballot by the membership.

(Refer to Article VIII, Section 1-e)

b. not assume office until the beginning of the next fiscal year.

c. hold office for a period of one (1) year or until their successors are elected and qualified.

d. serve no more than four (4) successive one (1) year terms in the same office.

### **Section 2. President**

The President shall

a. be the principal executive officer of the Association.

b. supervise all of the business and affairs of the Association.

c. preside at all meetings of the Executive Committee, the Board of Directors, the Annual Association meeting, and all special meetings.

d. be ex-officio member of all committees, with the exception of the Nominating Committee.

e. serve as a non-voting member of the Women's Western Golf Foundation Executive Committee.

f. appoint, with the approval of the Executive Committee, such committees (with the exception of the Nominating Committee) as are deemed necessary to implement the affairs of the Association.

### **Section 3. First Vice President**

The First Vice President shall

a. perform such duties as may be assigned to her by the President.

b. in the absence of the President, exercise all the powers and discharge all the duties of the President.

### **Section 4. Second Vice President**

The Second Vice President shall

a. perform such duties as may be assigned to her by the President.

b. in the absence of the President and the First Vice President, exercise all the powers and discharge all the duties of the President.

### **Section 5. Third Vice President**

The Third Vice President shall perform such duties as may be assigned to her by the President.

### **Section 6. Recording Secretary**

The Recording Secretary, subject to the general supervision of the President, shall

a. be custodian of the corporate seal.

b. conduct the correspondence of the Association.

c. prepare calls for meetings.

d. keep a record of minutes and proceedings of the Association, the Board of Directors and the Executive Committee, in a book or books belonging to the Association provided for that purpose. Such books shall at all reasonable times be open for inspection, by any member of a member club of the Association, for any proper purpose.

e. be responsible for mailing the ballots.

f. certify to the President the election of the Officers and Directors.

### **Section 7. Treasurer**

The Treasurer shall

a. keep or cause to be kept the accounts of the Association.

b. collect and disburse funds as directed by the Board of Directors, and preserve vouchers for all payments.

c. keep the accounts in books belonging to the Association, which shall at all reasonable times be open for inspection by any member of the Board of Directors.

d. make a statement of the financial condition of the Association at each meeting of the Board of Directors.

e. at the Annual Meeting of the Association, submit a detailed report of the financial transactions of the Association for the preceding fiscal year. A certified or recognized accountant, to be appointed by the Board of Directors, shall audit this report.

## **ARTICLE X - Board of Directors**

### **Section 1. Duties**

Control and management of the affairs, funds and property of the Association shall be vested in a Board of Directors.

### **Section 2. Composition**

a. The Board of Directors, herein may be referred to as the Board, shall be composed of the Officers and the Directors of the Association.

b. There shall be a maximum of seventy-five (75) Directors on the Board.

c. There shall be not less than twelve (12) Directors residing within one hundred fifty (150) miles of Golf House, Golf, Illinois.

### **Section 3. Regular Director**

a. A Regular Director herein may be referred to as Director.

b. Directors shall be members of a WWGA member club.

c. Regular and Associate Directors, and WWGA member clubs may propose candidates for the office of Director.

d. The Nominating Committee shall place in nomination names of qualified candidates for the office of Director at any meeting of the Board.

(i) Approval of the nominated candidates shall take place at the next regularly scheduled Board meeting, or a meeting especially called for such purpose.

(ii) Candidates approved by the Board shall be elected by ballot by the membership and shall not assume office until the beginning of the next fiscal year. (Refer to Article VIII, Section 1-e)

(iii) A letter of acceptance to the Board shall be sent to each new Director-elect immediately following her nomination.

(iv) A Director-elect shall have all the privileges and responsibilities of a regular Director.

### **Section 4. Associate Director**

A Director may request Associate Director status upon written notice of resignation from the office of Director to the Nominating Committee.

a. The Nominating Committee shall submit a list of candidates eligible to be appointed to the office of Associate Director to the President.

b. The Executive Committee shall nominate candidates to be appointed to the office of Associate Director.

c. The Board of Directors shall approve the nominations.

d. An Associate Director shall

(i) have completed ten (10) years of active service to the Association as a Director.

(ii) have the right to make motions and vote, provided she has worked a tournament or fulfilled an Association or Foundation Committee assignment within the past two years and her club is a WWGA member club.

(iii) be invited to all Board, Annual and special meetings of the Association.

(iv) receive all written information pertinent to meetings and tournaments.

(v) be called upon or may volunteer to serve, in a specific capacity or for a special purpose.

### **Section 5. Meetings**

#### **a. Regular Meetings**

(i) The Board shall normally schedule seven (7) regular meetings per fiscal year.

(ii) A regular meeting of the Board may be waived by a vote of the Directors, providing a quorum is present.

(iii) The President may call additional monthly meetings at any time or at the request or at least two (2) Officers and five (5) Board members. Written notice by the Recording Secretary shall be given at least ten (10) business days prior to the meeting.

(iv) The President may call special meetings, for a specific purpose at any time. Written notice by the Recording Secretary shall be given at least ten (10) business days prior to the meeting.

(v) The Board may approve voting by postal or electronic mail, or facsimile transmission on Board approved issues for such transaction.

(vi) **Quorum.** Thirteen (13) members of the Board of Directors shall constitute a quorum for the transaction of business.

#### **b. Electronic Meetings**

(i) Electronic meetings may be held at regular meetings and special meetings.

(ii) The Board shall approve the electronic method to be used.

(iii) Electronic meetings shall be held at Golf House, Golf, Illinois unless otherwise specified.

(iv) All voting Directors and Associate Directors with voting privileges shall be notified by the Recording Secretary in advance, at least ten (10) business days prior to the meeting with the date, time, telephone number and code to call for the electronic meeting.

(v) A complete meeting agenda shall be published at the same time as the call to the meeting.

(vi) The presence of a quorum shall be announced by the Chairman listing Directors present in person and those participating electronically.

(vii) **Quorum.** Fifteen (15) members of the Board of Directors shall constitute a quorum for the transaction of business. A quorum shall include Directors present in person and Directors participating electronically.

### **ARTICLE XI - Executive Committee**

#### **Section 1. Duties**

The Executive Committee shall

a. act for and on behalf of the Board of Directors between meetings.

b. appoint the Nominating Committee and such appointment shall be reported to the Board of Directors at the Board meeting preceding the Annual Association meeting.

c. have the power to fill vacancies occurring on the Nominating Committee.

d. postpone or cancel a meeting of the Board of Directors when necessitated by emergency conditions.

#### **Section 2. Composition**

a. The Executive Committee shall be composed of seven (7) Directors: the Officers of the Association and the immediate Past President.

b. The President of the WWGA shall be the Chairman.

c. The Chairman of the Women's Western Golf Foundation shall serve as a non-voting member.

#### **Section 3. Meetings**

a. The Executive Committee shall meet at the call of the President, or upon the call of three (3) Committee members.

b. This Committee may transact business by mail or telephone.

c. All actions of the Committee shall be reported to the Board for ratification at its next meeting.

d. **Quorum.** Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business.

### **ARTICLE XII - Nominating Committee**

#### **Section 1. Duties**

The Nominating Committee shall

a. place in nomination the Officers for the following year.

b. report the nominations to the Recording Secretary not later than July 15 of each year.

c. not prevent nominations for an office proposed by member clubs, provided such nominations are made and received by the Recording Secretary at least sixty (60) days prior to the Annual Association meeting.

d. place in nomination the names of qualified candidates for Directors.

(Refer to Article X, Section 3-d)

e. have the power to fill vacancies among the Officers and Executive Committee.

#### **Section 2. Composition**

a. The Nominating Committee shall be appointed by the Executive Committee and such appointment shall be reported to the Board of Directors at the Board meeting preceding the Annual Association meeting.

b. The Committee shall be composed of seven (7) Directors, who are not current Officers, two (2) of whom shall have served on the Nominating Committee the previous year.

c. The Chairman shall be appointed by the Nominating Committee.

d. Committee members shall serve until their successors are appointed and reported.

### **ARTICLE XIII - Indemnification**

Indemnification generally: The WWGA hereby declares that any person who serves at its request as an Officer, employee, member of the Executive Committee, member or agent of the Board of Directors, chairman or member of any committee of the WWGA or as an elected or appointed official of the WWGA in any capacity shall be deemed its agent and shall be indemnified by or on behalf of the WWGA against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by such 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 or investigative (other than an action by or on behalf of the WWGA) by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interest of the WWGA and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. No indemnification shall be made in respect in any criminal action or proceeding as to which a person covered by indemnification generally shall have been adjudged to be guilty, unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, in view of all the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. The indemnification provided under indemnification generally shall continue as to a person who has ceased to serve in the capacity designed with respect to actions in his or her official capacity while serving as such and shall inure to the benefit of his or her heirs, executors and administrators.

### **ARTICLE XIV - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order which have been or may be adopted.

### **ARTICLE XV - Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at a regular, special or electronic meeting of the Board of

Directors, providing a quorum is present. Written notice of a proposed amendment shall be sent to all Directors by postal or electronic mail or facsimile transmission, twenty (20) days prior to the meeting at which action is to be taken. The notice may be included in the minutes of a previous meeting, provided such minutes are sent to all Directors or posted on the Director's website twenty (20) days prior to the meeting at which action is to be taken.

### **ARTICLE XVI - Disposition of Assets**

In the event of the dissolution of the WWGA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the WWGA, dispose of all of the remaining assets of the WWGA exclusively for the purpose of the WWGA to the Women's Western Golf Foundation if at the time of disposition the Foundation qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Statute, or if the Foundation is not in existence or is not exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision, then to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes or for fostering national or international amateur sports competition as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of a future United States Internal Revenue Statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the WWGA is then located, exclusively for the purposes of the WWGA in such manner, or to such organization or organizations qualifying under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Statute, as said Court shall determine.