

**MICHIGAN GOLF COURSE ASSOCIATION  
1005 Abbot Rd Suite A, East Lansing, MI 49923**

**BY – LAWS**

**ARTICLE I**

**Name and Registered Office**

Section 1. The name of this Organization is to be Michigan Golf Course Association.

Section 2. The registered office of the Association is a place that from time to time is designated by the Board of Directors. The resident agent is the Executive Director.

**ARTICLE II**

**Purpose**

Section 1. Mission The Michigan Golf Course Association is the non-profit association whose mission is to promote and preserve the best interests of the private sector of the Michigan golf course industry.

Section 2. Goals Monitor and influence state political activity and legislation that will affect the private sector of the Michigan golf course industry; and to promote the use of private sector golf courses; and to train, educate and develop those participating in Michigan golf courses.

**ARTICLE III**

**Members**

Section 1. Classes of Membership The Association's membership classes shall be:

- a. Active Member Active Membership shall be granted upon application and approval by the Board of Directors to any private sector, or business operated, or for profit golf course in the state of Michigan who:
  1. Are interested in fulfilling the purposed of the Association
  2. Meet such other requirements as may be established by the Board of Directors
- b. Corporate Members Corporate Membership shall be granted upon application and approval by the Board of Directors to persons, firms and corporations, stand alone driving ranges, putting courses and retailers of good character who:
  1. Provide goods and services to golf course owners and operators
  2. Are interested in fulfilling the purposes of the Association
  3. Meet such other requirements as may be established by the Board of Directors
- c. Life Members Life Membership shall be granted upon application and approval by the Board of Directors to persons of good character who:

1. Have been active members for at least ten years, but no longer own or operate a golf course or a golf industry supplier/vendor and
  2. Are interested in fulfilling the purposes of the Association and
  3. Meet such other requirements as may be established by the Board of Directors
- d. Allied Members. Allied Membership shall be granted upon application and approval by the Board of Directors to university golf operations. Allied members are non-voting members and:
1. Are interested in fulfilling the purposes of the Association.
  2. Meet such other requirements as may be established by the Board of Directors

Section 2. Annual Dues and Fees The annual dues and fees of this Association shall apply to all classes of membership and shall be established by the Board of Directors. Dues and Fees may be amended from time to time by action of two-thirds (2/3) of the Board of Directors present at a regular or special meeting of the Board.

Section 3. Non-Payment of Dues If a member is delinquent as defined by the Board of Directors, in the payment of dues, assessments, or any other indebtedness to the Association, and if said delinquency continues for a period of sixty (60) days, the member shall be suspended from all privileges of membership.

Section 4. Transfer of Membership

- a. Except as otherwise provided in the section, membership in this Association is not transferable or assignable.
- b. In the event that the ownership interest in the business of an Active Member of this Association is sold, assigned or otherwise transferred, the membership associated with the golf course shall continue for that golf course for the remainder of the current dues year provided that the new owner, assignee or transferee notifies the Association in writing within fourteen days after said sale, assignment or transfer is consummated. Failure to notify the Association by the new owner within the appropriate time frame shall cause the membership to terminate.

## ARTICLE IV

### Meeting of the Members

Section 1. Annual Meeting The annual meeting of the Members of the Association shall be held each year at a time and place to be designated by action of two-thirds (2/3) of the Board of Directors present at a regular or special meeting of the Board. The annual meeting of the Members of the Association shall be for the purpose of electing the Board of Directors by the Active members of this Association and for such other business as may come before the meeting.

Section 2. Place of Meeting The members shall meet at the registered office of the Association in the state of Michigan, or such other location as may be designated by the Board of Directors.

Section 3. Voting Each Active Member shall be entitled to one (1) vote. Corporate Members who are not on the Board of Directors shall not be entitled to vote. Life Members shall not be entitled to vote. All elections shall be, and all questions decided, by a majority vote of the Active Members present.

## ARTICLE V

### Board of Directors

Section 1. General Powers The affairs of the Association shall be managed by its Board of Directors, who shall be voting members of the Association.

Section 2. Number The membership of the Board of Directors of the Association shall have a minimum of twelve (12) Directors. No more than three of these members shall be a Corporate Member.

Section 3. Term of office The term of office of a Director shall be three (3) years.

Section 4. Participation A member of the Board of Directors shall be a member in good standing. This member is expected to attend at least half of the regular Board meetings.

Section 5. Termination If a member of the Board does not meet the above participation requirements, cannot or will not serve; the Board may without prejudice choose to terminate the term by majority vote at a regular meeting of the Board.

Section 6. Regular Meetings A regular Annual Meeting of the Board of Directors shall be held within a reasonable time after the Annual Meetings of members. The Board may provide, by resolution, the time and place of holding additional regular meetings without such other notice than that set forth in said resolution.

Section 7. Special Meetings Special meetings of the Board of Directors may be called by or at the request of the Chairman or any four (4) Board members.

Section 8. Notice of Meeting Notice of any special meetings shall be given by the Executive Director at least five (5) days previous there by written notice emailed to each member of the Board Directors, or by telephone call.

Section 9. Quorum One-third (1/3) of the members of the Board of Directors with 50% plus one member being a golf course owner shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of the majority of Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors unless proscribed otherwise herein these by-laws.

Section 10. Participation by Communication Equipment A member of the Board of Directors or of a Committee designated by the Board may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

Section 11. Informal Action by Board of Directors Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or of a Committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors or of Committee consent there to in writing. The written consent shall be filed with the minutes of the proceedings of the Board or Committee. The consent has the same effect as a vote of the Board of Directors or Committees of the Board for all purposes.

Section 12. Vacancies Any vacancy occurring on the Board of Directors may be filled by appointment by a unanimous vote of the sitting Board members at any board meeting or elected by members at the annual meeting. A Director appointed or elected to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 13. Committees The Board of Directors may establish any Committees by action of two-thirds (2/3) of the Board at any meeting.

## **ARTICLE VI**

### **Officers**

Section 1. Officer Election Officers shall be elected by the Board of Directors at the Board Meeting associated with the Annual Membership Meeting and must be Active Members of the Association.

Section 2. Officer

a. The officers shall be one President, one Vice-President, one Treasurer, and one Immediate Past President. No member of the Board of Directors shall hold more than one office.

b. The President shall have served at least one full year on the Board of Directors.

c. Corporate members shall not be officers of the Association.

Section 3. Term of Office No officers of this Association shall be elected for more than two successive terms for any offices except that of the Board of Directors of the Association, by a unanimous ballot cast at any regular or special meeting of the Board, may extend the term of office of any officer when duly elected under the provisions of these By-Laws.

Section 4. Removal Any officer, elected or appointed, may be removed by the Board of Directors whenever, in the sole judgement of the Board, the best interest of the Association would be served by such a removal. Removal of an officer shall be without prejudice to the contracting rights, if any, of the officer so removed. Failure to attend at least half of the regular board meetings within a calendar year shall automatically terminate the position of any officer of this Association.

Section 5. Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors by unanimous vote at any board meeting or by email vote given 5 days prior notice by the Executive Director for the unexpired portion of the term.

Section 6. Duties

a. President – The President shall preside at all meetings of the Board, shall appoint Committee Chairs, shall be an ex-officio member of all Association Committees, may sign checks, drafts and orders for payment of monies, and shall assure that all orders and resolutions of the Board of Directors are carried into effect.

b. Vice-President – The Vice-President shall act as an aide to the President, and in his/her absence, inability, or refusal to act as President, he/she shall exercise the President’s authority and fulfill his duties, and perform other duties assigned to him/her by the Board of Directors.

c. Treasurer – The Treasurer shall be responsible for the safeguarding of all Association funds and securities. He/she shall ascertain that sound internal controls have been established for deposit of all monies. The Treasurer shall determine that adequate organization records are maintained to provide a full and accurate account of all assets, liabilities, receipts, and disbursements and shall present quarterly and annual reports relative to the Board and the membership.

## **ARTICLE VII**

### **Executive Director**

Section 1. The Executive Director, as employed, shall serve as manager of the Association, handle the day-to-day operation of the Association, give required notice of all meetings, keep minutes and records of the organization, the Board of Directors, and shall serve as financial agent of the Association; signing checks, drafts, and orders for payment of monies.

## **ARTICLE VIII**

### **Indemnification of Board of Directors and Officers**

Section 1. **Mandatory Indemnification:** The association shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the association against reasonable expenses incurred by him or her in connection with the proceedings.

Section 2. **Permissible Indemnification:** The association shall indemnify a director or former director made party to a proceeding because he or she was a director of the association, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Section 3. **Advance for Expenses:** Expenses incurred in defending a civil or criminal action, suite or proceeding may be paid by the association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors is a specific case, upon receipts of (1) a written affirmation from the director, officer, employee or agent of her or her good faith belief that he or she is entitled to indemnification as authorized in the article, and (2) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the association in the Bylaws.

Section 4. **Indemnification of Officers, Agents and Employees:** The association may also indemnify and advance expenses to an employee or agent of the association who is not a director, consistent with Michigan Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **ARTICLE IX**

### **Successor and Dissolution Clause**

Section 1. **Successor Clause** Should any agency succeed to this Association, all fiduciary assets and other real or personal property belonging to the Association shall be granted, deeded, or forwarded to the successor Association. The succession to ownership of the property of the Association should be based upon and only allowed if all liabilities of the Association are assumed by the successor Association.

Section 2. In the event of a complete dissolution of the Association, net assets shall be distributed to the active members within the meaning of Section 501 (c) (6) of the Internal Revenue Code, or corresponding section of any future Federal Government, or to the State or Local Government for a public purpose.

## **ARTICLE X**

### **Fiscal Year**

Section 1. The fiscal year of the Association shall be January 1 to December 31.

## **ARTICLE XI**

### **Amendments to By-Laws**

Section 1. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the unanimous vote of the Board of Directors present at any Regular or Special Meeting, provided that at least fifteen (15) days written notice is given to all members of the intention to alter, amend or repeal the By-Laws. Or these By-Laws may be adopted by a vote of approval by a majority of the members attending the Annual Meeting.