



# BYLAWS OF THE VIRGINIA STATE GOLF ASSOCIATION

## ARTICLE I

**Name:** The name of this Association is the Virginia State Golf Association.

## ARTICLE II

### **Purpose**

The general purpose of the Association is to promote and serve golf in Virginia.

Specific purposes for which the Association exists are:

1. To conserve the best interests and true spirit of the game of golf as embodied in its honorable traditions.
2. To solicit, encourage and provide opportunities for members of the general public, of all ages and abilities, to participate in the game of golf.
3. To organize, sponsor and conduct golf competitions in the Commonwealth of Virginia for all golfers and to foster national and international amateur golf competition. To conduct local and sectional qualifying events for the United States Golf Association.
4. To support, promote and provide educational opportunities and programs on the game of golf for those looking to enhance their knowledge of the sport.
5. To serve as the authority within the Commonwealth of Virginia on the rules of golf and rules of amateur status as promulgated by the United States Golf Association.
6. To administer the Handicap and Course Rating Systems within the Commonwealth of Virginia and assist member clubs and individual golfers in the implementation and governance of the systems.
7. To support or develop programs and initiatives that honor the history, support the current health or prepare for the future of the game of golf.

## ARTICLE III

### **Membership**

The Association shall be composed of two categories of members (“Members”) as follows:

1. *Member Clubs.* A Member Club shall be any organized golf club in the Commonwealth of Virginia or in the District of Columbia that (i) is approved by the Association, (ii) endorses the purpose of the Association, (iii) abides by the Articles of Incorporation, Bylaws, rules and regulations of the Association as established from time to time, and (iv) subscribes to the United States Golf Association Handicap System as administered

by the Association.

2. *Individual Members.* Subject to the provisions of subsection 5 below, every person who is (i) a member of a Member Club or holds a current VSGA VIP Card, (ii) endorses the purpose of the Association, and (iii) abides by the Articles of Incorporation, Bylaws, rules and regulations of the Association as may be established from time to time, shall be an Individual Member of the Association. The Individual Members are eligible to serve on one or more of the Association's Committees.

As used herein, "any organized golf club" means an association or club composed of at least ten (10) individual, dues-paying members who are admitted as members of such club for purposes of enjoying golf that manages its own affairs through officers and committees selected in accordance with written bylaws.

3. *Application.* Application to be a Member Club of the Association shall be made in writing to the Association in such form (and accompanied by such information) as the Association may deem necessary. Dues for one (1) year shall accompany application, which dues shall not be prorated for the first year of membership, but shall be refunded in full in the event membership is denied. Election to membership shall be denied only by majority vote of the Board of Directors.
4. *Dues.* The yearly dues for Member Clubs shall be established annually by the Board of Directors and shall be payable by each such Member Club upon notice thereof to the Member Clubs. No Member Club may be represented at any meeting of the Association if such Member Club is not in good standing with the Association. Similarly, the Association may prohibit any Individual Member of a Member Club not in good standing from participating in events sponsored by the Association.
5. *Suspension.* A Member Club may be suspended or expelled from membership in the Association by a two-thirds (2/3) vote of the Board of Directors, but only after such Member Club has been given an opportunity to be heard after at least thirty (30) days' written notice of the reason(s) for the proposed suspension or expulsion. Any Member Club suspended or expelled by the vote of the Board of Directors may appeal the decision to the full membership of the Association at the next Annual Meeting of the Association or any special meeting properly called for the purpose of hearing such appeal, provided the intention to appeal such action is given to the President of the Association in writing at least sixty (60) days prior to the meeting to be held for such purpose.

An Individual Member may be suspended or expelled from membership in the Association by a two-thirds (2/3) vote of the Board of Directors, but only after such Individual Member has been given an opportunity to be heard after at least thirty (30) days' written notice of the reason(s) for the proposed suspension or expulsion.

The President and Executive Director shall have the right to immediately suspend any Individual Member or Member Club if the President and Executive Director reasonably

believe such suspension is necessary to prevent material harm to the Association, its Individual Members or its Member Clubs. Any immediately suspended Individual Member or Member Club shall have the right to submit written notice of an appeal of the immediate suspension to the Board of Directors within 10 days of the immediate suspension.

#### **ARTICLE IV**

##### **Board of Directors**

The control and management of the Association and its affairs and property are entrusted to the Member Clubs. Delegation of such control and management authority shall generally be entrusted to the Board of Directors (the "Board"). Except as reserved herein, the Board may delegate any such duties to the President and/or the Executive Committee.

The Board shall consist of no fewer than fifteen (15) and no more than seventeen (17) individuals (each, a "Director") selected by the Member Clubs as provided in these Bylaws, and the Officers and Immediate Past President. Each Director shall be a member of a Member Club, shall be a resident of the Commonwealth of Virginia, and shall serve a term of three (3) years. Except for any Director serving as an Officer of the Association or as Immediate Past President, no Director shall serve more than three (3) successive terms. Service on the Board completing a partial term shall not be considered when calculating any term limit. An individual desiring to serve as a Director after serving three successive terms shall wait three years before being eligible again to serve as a Director. A Director who is elected as an Officer may serve as many successive terms as required for such person to complete service as an Officer, including succeeding terms in an office or election or appointment to another office, provided that no person shall serve as an Officer for more than six (6) years.

Each year, the Nominating Committee (see Article VII below) shall nominate at least one individual to fill any vacancies on the Board created by the expiration of a Director's term, or otherwise.

*Residency.* An individual shall be considered a "resident" of Virginia if such person files individual income tax returns in Virginia. If a Director moves out of state he/she may continue to serve as a Director until the next Annual Meeting. The Board reserves the right to grant an exception to the residency requirement provided a majority of the Board determines that the Board candidate or existing Director (i) has a sufficient connection to golf in the Commonwealth of Virginia and (ii) it is in the best interest of the Association that such individual be permitted to serve.

*Vacancy.* Unless deferred for purposes of establishing the requisite number and/or diversity of the Board, the Board of Directors shall, as soon as practicable, fill a vacancy on the Board of Directors caused by reason other than expiration of the term for the balance of such unexpired term.

The Board of Directors shall meet at the call of the President or at such times as the Board of Directors may otherwise determine. A special meeting of the Board may be called at any time upon the written request of at least thirty percent (30%) of the Directors.

*Board Attendance.* Each Director is expected to attend (which may include participation remotely in accordance with Article X, Section 6(b) of these Bylaws) all meetings of the Board. In the absence of extenuating circumstances, any Director who misses two (2) regularly scheduled Board meetings in any one, twelve-month period shall be deemed to have resigned as of the date of the second such absence. In such situations, upon request of the Director after notice of such absences, the Executive Committee shall evaluate extenuating circumstances and determine whether adequate reason exists to allow missed Board meetings. In the event that such absences involve a member of the Executive Committee, the remaining members of the Executive Committee will decide as to whether the extenuating circumstances are adequate to allow more than one missed Board meeting.

*Removal.* A Director may be removed for conduct unbecoming a Director, for any offense against the best interests of the Association, or for other good and sufficient cause determined by the Association by a two-thirds (2/3) vote of the Board of Directors, but only after such Director has been given an opportunity to be heard after at least thirty (30) days' written notice of the reason(s) for the proposed removal. The President shall have the right to immediately remove a Director if the President reasonably believes such removal is necessary to prevent material harm to the Association, its Individual Members or its Member Clubs. Any immediately removed Director shall have the right to submit written notice of an appeal of the immediate removal to the Board of Directors within 10 days of the immediate removal.

## **ARTICLE V**

### **Executive Committee, Officers and General Counsel**

#### **Executive Committee**

There shall be an Executive Committee consisting of the President, Vice-President, Secretary/Treasurer, the Immediate Past President and up to two (2) additional Directors to the extent appointed by a majority of the other members of the Executive Committee. The Executive Committee shall, from time to time, act at the request and on behalf of the Board of Directors.

#### **Officers**

The Association shall have a President, Vice-President, Secretary/Treasurer and such other Officers as the Board of Directors may from time to time determine. The Officers of the Association for the subsequent year(s) shall be elected at the last meeting of the Board of Directors prior to the Annual Meeting.

1. The President shall be elected for a two (2) year term only and cannot succeed himself or herself in that office. The other Officers shall be elected for a one (1) year term, but

may succeed themselves. Other than the Secretary/Treasurer, no person shall hold more than one (1) office at any one time.

- a. The President shall be the Chair of the Association and of the Executive Committee and shall perform the duties incident to the office. The President shall preside at all meetings of the Association, of the Board of Directors, and of the Executive Committee. The President shall be an ex-officio member of all committees of the Association and shall have the right to vote at all meetings of such committees. Upon completing service as President and upon election of his or her successor, the outgoing President shall become the Immediate Past President and serve on the Board as the Immediate Past President until replaced by the next retiring President.
2. The Vice-President, in the absence of the President, shall perform the function and duties of the President, and at any meeting of the Board of Directors at which neither the President nor the Vice-President is present, the Directors shall elect a temporary Chair to preside.
3. The Secretary/Treasurer shall (i) keep a record of all the meetings of the Association, of the Board of Directors, and the Executive Committee, (ii) be responsible for sending all notices of all such meetings, (iii) oversee the financial condition of the Association, (iv) provide a written financial report when so requested by the Board of Directors and present a report of the Association's financial condition at the Annual Meeting, (v) keep a roll of the membership, and (vi) supervise the maintenance of all correspondence, records and other documents of the Association.
4. A vacancy in any office, caused by reason other than expiration of the term, shall be filled on an interim basis for the balance of such unexpired term by the President and such appointment shall be approved by the Board at the next regularly scheduled meeting of the Board of Directors.
5. An Officer may be removed for conduct unbecoming an Officer, for any offense against the best interests of the Association, or for other good and sufficient cause determined by the Association by a two-thirds (2/3) vote of the Board of Directors, but only after such Officer has been given an opportunity to be heard after at least thirty (30) days' written notice of the reason(s) for the proposed removal. The President shall have the right to immediately remove an Officer if the President reasonably believes such removal is necessary to prevent material harm to the Association, its Individual Members or its Member Clubs. Any immediately removed Officer shall have the right to submit written notice of an appeal of the immediate removal to the Board of Directors within 10 days of the immediate removal.

### **General Counsel**

There shall be a General Counsel appointed by the Board of Directors who shall serve at the direction and the discretion of the Board. The General Counsel shall confer with and advise the Board of Directors and the Executive Committee, and to the extent requested, the Officers and

any committee. The General Counsel shall be given notice of and invited to attend all meetings of the Board of Directors and the Executive Committee, but shall not be entitled to vote at such meetings.

## **ARTICLE VI**

### **Executive Director**

The Board of Directors shall have the authority to employ an Executive Director whose duties and compensation shall be set by the Board of Directors and shall serve under the direction of the President and the Board of Directors.

## **ARTICLE VII**

### **Nominating Committee**

Each year the Immediate Past President shall serve as Chair of, and select four (4) additional individuals to serve on, the Nominating Committee, which shall consist of up to three (3) members of the Board of Directors who are not up for re-election, and, to the extent available and willing to serve, one individual on the Past Presidents' Council. In the event the Immediate Past President fails or refuses to serve as Chair of the Nominating Committee, the President shall select an individual "retiring" from the Board or from the Past Presidents' Council to be Chair of the Nominating Committee.

The Nominating Committee shall select candidates for election as Officers and for election as Board Members of the Association. Candidates for election as Officers must be either currently serving Directors or currently serving Officers, consistent with the Officer term limits provided in Article V. Consistent with the desire to achieve a talented Board of Directors generally representative of the membership, the Nominating Committee shall select candidates for election to the Board of Directors of the Association taking into account the diversity of the Board based upon such factors as geography, gender, race, membership type (public, private, recreational, etc.) as well as the unique skill sets and expertise of such candidates and the needs of the Association.

The Nominating Committee shall inform the Board of Directors of the candidates nominated for election as Officers and Directors at least sixty (60) days prior to the Annual Meeting. At least thirty (30) days prior to the Annual Meeting, the Secretary/Treasurer shall send to the Member Clubs, in writing, the names of the candidates nominated for election to the Board of Directors.

Any Member Club may nominate other candidates for election to the Board of Directors, provided, however, the nominees must be submitted to the Executive Director at least fourteen (14) days prior to the Annual Meeting. In the event that additional nominees for the Board are submitted timely, the Secretary/Treasurer shall provide notice thereof and as timely as is practical under the circumstances to the Member Clubs and to the representatives of the Member Clubs at the Annual Meeting prior to the commencement of the Annual Meeting.

## **ARTICLE VIII**

### **Past Presidents' Council**

There shall be a Past Presidents' Council (the "Council") composed of all Past Presidents of the Association (including all Past Presidents of the former Women's Division of the Association). The members of the Council shall be invited to certain Association events at the discretion of the President, Immediate Past President and Executive Director. The most immediate Past President shall act as Chair of the Council and shall be an ex-officio member of the Board of Directors with the right to vote at all meetings of the Board of Directors.

A Past President may be removed from the Council for conduct unbecoming a Past President, for any offense against the best interests of the Association, or for other good and sufficient cause determined by the Association by a two-thirds (2/3) vote of the Board of Directors, but only after such Past President has been given an opportunity to be heard after at least thirty (30) days' written notice of the reason(s) for the proposed removal.

## **ARTICLE IX**

### **Committees**

There shall be such committees as the President or the Board of Directors may from time to time designate. A written charter to be approved from time to time by the Board of Directors shall define the role of such committees. The role of such committees is advisory only. All authority of the Association shall be exercised by the Board and as delegated to any Officer or Executive Director by these Bylaws. The President shall annually appoint a Chair of each such committee who must be a Director or a Past President, and such Chair shall be authorized to appoint as many additional members of that committee as the Chair deems necessary or appropriate. Other than the Chair, no member of any such committee shall be required to be a Director or Past President. Unless otherwise provided herein, all committee recommendations shall be by a majority vote of those in attendance (provided a quorum exists).

## **ARTICLE X**

### **Meetings**

1. *Annual Meeting.* There shall be an annual meeting of the Members of the Association (the "Annual Meeting"). The President shall schedule the Annual Meeting and the Secretary/Treasurer shall provide at least thirty (30) days' written notice of the time, date and place of such meeting to the Member Clubs, including the names of any candidates nominated to be considered for election to the Board of Directors. Such notice shall contain a statement of the purposes of such meeting. Notice of the Annual Meeting shall be given to Individual Members by posting on the Association's website.

Each Member in good standing shall be entitled to attend or to be represented at the Annual Meeting, except only Member Clubs shall have the right to vote at such meetings. Each Member Club shall have its vote cast by an authorized delegate in person, or via remote participation to the extent authorized by the Board of Directors in conformity with Article X, Section 6(a), whose appointment, if requested by the President of the Association, has been certified in writing by the Member Club.

For purposes of these Bylaws, a Member Club shall be considered in good standing, if at the time of making such determination, such club is in compliance with these Bylaws and is not delinquent in paying any dues or other fees that may be due by the Member Club to the Association. The President of the Association shall have the sole discretion to determine whether a Member Club is in good standing.

For purposes of these Bylaws, an Individual Member shall be considered in good standing, if at the time of making such determination, such person is in good standing with his or her respective Member Club or holds a current VIP Card. The President of the Association shall have the sole discretion to determine whether any individual is an Individual Member in good standing.

2. *Special Meetings.* Other meetings of the Association (“Special Meetings”) may be called by the President, the Board of Directors, or upon the written request of thirty percent (30%) or more of the Member Clubs. Reasonable Notice shall be given to Member Clubs in good standing, who shall have the right to vote by an authorized delegate in person, or via remote participation to the extent authorized by the Board of Directors in conformity with Article X, Section 6(a), whose appointment, if requested by the President of the Association, has been certified in writing by the Member Club.
3. *Conduct of Meetings.* All meetings of the Association (whether the Annual Meeting or Special Meetings) and meetings of the Board of Directors, the Executive Committee, and any committees, shall be conducted, as necessary and/or appropriate, in accordance with *Robert’s Rules of Order*.
4. *Voting.* Votes at any meetings of the Association, the Board of Directors, the Executive Committee and/or any committee of the Association may not be made by proxy. The Board, however, may from time to time authorize that a Board vote on any specified matter may be accomplished by a return mailing (including electronic means, and such vote may not be denied legal effect or enforceability solely because an electronic signature or record was used in its formation) provided that in such instances such vote by mail shall be valid only if the vote is unanimous or is ratified at the next scheduled meeting of the Board.
5. *Establishment of Quorums.*
  - a. Quorum – Members  
Twenty (20) Member Clubs represented by a delegate in person, or via remote participation to the extent authorized by the Board of Directors in conformity with Article X, Section 6(a), shall constitute a quorum at the Annual Meeting or any other meeting of the Association, and action shall be by majority vote.
  - b. Quorum – Board of Directors



Attendance by sixty percent (60%) of the total number of Directors shall constitute a quorum of the Board of Directors. Unless otherwise specified in the Articles of Incorporation or these Bylaws, action shall be by a majority vote.

c. Quorum – Committees (including the Executive Committee)

Attendance by a majority of the total number of members of any committee (including the Executive Committee) shall constitute a quorum of such committee. Action by any such committee shall be by a majority vote.

6. *Remote Participation and Attendance.*

a. Annual or Special Meetings

Members may participate in any Annual or Special Meeting of the Members by means of remote communication (including telephonic or virtual means) to the extent the Board of Directors authorizes such participation for Members. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts; provided, that Members participating in any Annual or Special Meeting of the Members by means of remote communication shall be deemed present for quorum purposes and may vote at such a meeting if the Association has implemented reasonable measures to (i) verify that each person participating remotely is an Individual Member or an authorized delegate of a Member Club; and (ii) provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. The Board of Directors may determine that any Annual or Special Meeting of the Members shall not be held at any place and shall instead be held solely by means of remote communication in conformity with this Section 6(a).

b. Board of Directors and Committee Meetings

For purposes of establishing a quorum, participation, voting or otherwise, individuals may attend meetings of the Board of Directors, the Executive Committee, the Nominating Committee, and, if authorized by the Chair of any such other committees, any other committee meeting of the Association by means of remote communication (including telephonic or virtual means), provided the person participating remotely can hear and be heard by all others in attendance.

7. *Unanimous Consent.* The Board of Directors and/or the Executive Committee may act on any matter properly before it without a meeting provided such body approves the matter by a unanimous, written vote, consent or resolution.

## **ARTICLE XI**

### **Rules of Golf**

The Rules of Golf as established by the United States Golf Association, and all changes and amendments as may be adopted from time to time by that Association, shall be the acknowledged authority for, and shall govern play in, all championships of the Association.

## **ARTICLE XII**

### **Non-Profit Organization**

The Association is a 501(c)(3), non-profit organization, no part of the capital or net earnings of which shall inure to the benefit of any Member or any private individual. Upon the dissolution of the Association, any assets remaining after payment of all debts and obligations shall be distributed to the VSGA-VIP Scholarship Foundation, Inc. and the Virginia Golf Hall of Fame, Inc., provided they each have retained their exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In the event the exempt status of both has been revoked (or both are no longer in existence), the assets shall be distributed to an organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code, which organization or organizations are not within the definition of a private foundation under Section 509 of the Internal Revenue Code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIII**

### **Amendment of Bylaws**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting of the Board of Directors provided written notice of any proposed amendment shall have been mailed (which may include electronic distribution or "email") to all Directors at least fifteen (15) days prior to the meeting. Any change in these Bylaws shall be sent immediately to all Member Clubs in writing (which may include electronic communication) and posted on the website of the Association.

***(Revised: May 6, 2024)***