

BYLAWS

of

THE WOMEN'S GOLF ASSOCIATION OF PHILADELPHIA, INC.

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**BYLAWS
of
THE WOMEN'S GOLF ASSOCIATION OF PHILADELPHIA, INC.**

ARTICLE I ~ NAME

The name of this association is The Women's Golf Association of Philadelphia, Inc. (WGAP) hereinafter referred to as Association. The Association was founded in 1897 by Aronimink Golf Club (formerly Belmont Golf Association), Merion Golf Club (formerly associated with Merion Cricket Club), Philadelphia Country Club and Philadelphia Cricket Club.

ARTICLE II ~ OBJECT

The object and purposes of this Association shall be to promote interest and encourage friendly competition in amateur golf in Philadelphia and vicinity and to regulate and govern all golf and golf-related events in which its members participate.

ARTICLE III ~ MEMBERS

Section 1. Classification

A. Member Clubs

1. To be eligible, a club must:
 - a. be a duly organized club;
 - b. have the use of not less than eighteen-hole golf course situated within a radius of seventy-five (75) miles from Philadelphia's City Hall (radius of thirty (30) miles or greater at the discretion of the Executive Board, for Team Match participation.);
 - c. provide a USGA GHIN handicap system for Association Individual Members;
 - d. in the judgment of the Executive Committee, have membership, governing regulations, golf course, clubhouse and other accommodations similar to those of the Member Clubs.
2. Application for Club Memberships shall be made in writing on forms provided by the Association and accompanied by such information as the Executive Committee may require.
3. An eligible Club may be elected to membership by at least eight affirmative votes of the Executive Committee.
4. Club Membership is automatically continuous unless interrupted by written resignation, suspension or expulsion.
5. Each Member Club shall appoint from its own club an Individual Member of the Association as its Delegate with authority to act and vote at Association meetings. A Delegate may not represent more than one Member Club at any one time.

- B. Individual Members.** Any female, as defined in accordance with the rules and policies of the USGA, who is an amateur golfer with an active handicap, and who has a golf membership as defined by her Member Club, may become an Individual Member.
- C. Honorary Members.** The Executive Committee may elect as an Honorary Member any person who, in the opinion of the committee, by reason of her interest in or services and/or accomplishments to the game of golf, may be entitled to such recognition.

ARTICLE IV ~ DUES AND FINANCES

Section 1. Dues

A. Member Clubs

1. Annual dues, payable by March 1st, shall be fixed by the Executive Committee.
2. Member Clubs delinquent in payment of dues and fees shall be denied representation at any meeting of the Association and their Individual Members shall be ineligible to enter any event sponsored by the Association.
3. Those delinquent with fees or dues may be automatically suspended or expelled upon thirty (30) days written notice.

B. Individual Members. An Individual Member shall pay annual dues as prescribed by the Executive Committee. Dues shall be renewed annually and shall not be prorated for any part of the year.

C. Honorary Members. Honorary Members shall pay no dues.

Section 2. Fiscal Year. The fiscal year shall be from December 1 through November 30.

ARTICLE V ~ OFFICERS AND THEIR DUTIES

Section 1. Elected Officers. The elected officers of the Association shall be President, Vice-President, Secretary and Treasurer.

Section 2. Term of Office. Officers and Executive Committee Members shall serve for a term of one year or until their successors are elected and assume office.

Section 3. Vacancy in Office. A vacancy in any office because of death, resignation, removal, disqualification due to absence without reasonable cause may be filled by the Executive Committee within sixty (60) days for the unexpired portion of the term of office.

Section 4. Qualifications for Officers. To be eligible as an officer the nominee must be an Individual Member who has served on the Executive Committee prior to the beginning of the term of office.

Section 5. Duties of Officers

A. The President shall:

1. preside at all meetings of the Association and of the Executive Committee and perform the duties incident to the office;
2. appoint chairmen and members of all committees, except the Nominating Committee;
3. serve as an ex-officio member of all committees except the Nominating Committee;
4. be principal executive officer of the Association and subject to the provisions of these bylaws and the policies and decisions of the Executive Committee, have general supervision and direction over the business affairs, events, conduct and operation of the Association; and
5. be authorized to sign checks.

B. The Vice-President shall perform the duties of the president in her absence or disability.

C. The Secretary shall keep or cause to be kept:

1. minutes of all meetings of the Association and of the Executive Committee;
2. a roll call of Member Clubs at all Association meetings;
3. a complete record of all Association events;
4. all correspondence and notices; and
5. a summary for the Annual Meeting of all action taken by the Executive Committee.

D. The Treasurer shall:

1. keep or cause to be kept regular books of account for the Association;
2. present a financial report at each Executive Committee Meeting and a written report of receipts and expenditures for the fiscal year at the Annual Meeting;
3. close the books at the end of the fiscal year and submit them for review or audit to a certified public accountant designated by the Executive Committee;
4. propose a budget for the new fiscal year for approval at the first Executive Committee Meeting; and
5. be authorized to sign checks.

ARTICLE VI ~ NOMINATIONS AND ELECTIONS

Section 1. Nominations

A. Nominating Committee

1. The Executive Committee shall annually appoint a Nominating Committee, including a chairman, which shall consist of five (5) Individual Members, none of whom shall belong to the same Member Club. The chairman shall

have previously served on the Nominating Committee. An outgoing member of the current Executive Committee should be included.

2. The Nominating Committee shall nominate, from the Individual Association Members, one candidate for each of the four offices and nine candidates for the Executive Committee.
3. The Chairman of the Nominating Committee shall, not later than November 1st, mail to each Member Club written notice of the committee's nominations.

B. Other Nominations

1. Any seven (7) or more appointed Delegates may make nominations of candidates for election as Officers and Executive Committee Members provided they comply with the following conditions.
 - a. The nominations, in writing and signed by the Delegates making them, must include one (1) eligible candidate for each of the four (4) offices and nine (9) candidates for the Executive Committee and must comply with Article VIII, Section 1. A and B.
 - b. Each of the thirteen (13) candidates nominated shall have consented in writing to accept the office for which nominated and to serve in that capacity if elected.
 - c. The written nominations, together with the written consents, must be delivered to the Chairman of the Nominating Committee no later than November 15th. Thereafter, if the Chairman of the Nominating Committee receives any other nominations made in accordance with Article VI Section 1B, she shall mail written notice of these nominations to each Member Club no later than November 18th.

Section 2. Elections

A. Officers and Executive Committee Members shall be elected at the Annual Meeting by a majority vote of the Delegates present and voting.

1. If unopposed, the slate presented by the Nominating Committee shall be elected by voice vote. However, if more than one slate has been presented, election shall be by secret ballot, except in the case of a tie vote as stated in the following subsections 2 and 3.
2. If there are only two (2) slates presented, and there is a tie vote, a second secret ballot shall be taken. If there is a tie vote after the second secret ballot, the election shall be determined by a toss of the coin.
3. If there are more than two (2) slates presented, and no one of them receives a majority of votes cast, the slate receiving the least number of votes shall be eliminated and a new secret ballot taken. If necessary, there shall be successive eliminations and new secret ballots taken until one slate receives a majority of votes, or there is a tie. In the event of a tie vote, the election shall be determined by lot.

B. Election of Officers and Executive Committee Members by Mail Ballot.

1. In the event that the Annual Meeting is cancelled, the slate of Officers and Executive Committee Members shall be elected by mail ballot. Mail and email ballots will be tabulated by the current year's Nominating Committee.
2. Balloting procedures are outlined in the Executive Committee's Guide to Policies and Procedures.

ARTICLE VII ~ MEETINGS

Section 1. Annual Meeting

- A. The Annual Meeting shall be held on any day in December designated by the President. The secretary shall notify all Member Clubs of the date, hour and location of the Annual Meeting at least thirty (30) days prior to the meeting.
- B. In the event of an emergency, the Executive Committee by a vote of eight (8) may cancel the Annual Meeting. All Members shall be notified of the cancellation in a manner determined by the Executive Committee to be fair and reasonable under the circumstances.

Section 2. Special Meetings

- A. Special meetings of the Association may be called by the President or shall be called by her at the request of a majority of the Executive Committee or at the written request of five (5) Member Clubs, stating the business that is proposed. Two (2) weeks' notice of a Special Meeting shall be mailed or emailed to all Member Clubs. A Special Meeting can take action that will be legally binding on only such business as is specified in the notice of the meeting.

Section 3. Voting body

- A. The voting body at all meetings shall be the Delegates from Member Clubs.
- B. Each Delegate is entitled to one vote.
- C. There shall be no voting by proxy.

Section 4. Quorum Delegates representing a majority of all Member Clubs shall constitute a quorum for the transaction of business at any Association meeting.

ARTICLE VIII ~ EXECUTIVE COMMITTEE

Section 1. Composition

- A. The Executive Committee shall consist of thirteen (13) Individual Association Members including the elected President, Vice-President, Secretary and Treasurer.
- A. Seven (7) different Member Clubs must be represented with not more than two (2) members from the same Member Club.

Section 2. Powers and Duties

- A. The Executive Committee shall have all power to:
1. conduct the affairs of the Association;
 2. control and manage the affairs and property of the Association;
 3. interpret and enforce the bylaws of the Association;
 4. accept Member Clubs by an affirmative vote of at least eight members of the Executive Committee;
 5. fix and determine qualifications and duties of Member Clubs and Individual Members;
 6. elect Honorary Members;
 7. suspend or expel any Individual Member or Member Club, by an affirmative vote of at least eight members of the Executive Committee, for failure or refusal to abide by the Association Bylaws and the rules and regulations contained in The Red Book and the Guide to Policies and Procedures;
 8. employ, discharge and authorize compensation to an Executive Director, Assistant Executive Director and additional part-time employees of the Association; and
 9. adopt special rules of order and/or standing rules and regulations to conduct its business.

Section 3. Meetings

- A. The Executive Committee shall meet at the request of the President or any four (4) Executive Committee Members.
- B. The Executive Committee may take action between regularly called meetings. Such action shall be ratified by an affirmative vote of at least eight (8) members and made a part of the minutes of the next meeting of the Executive Committee.

Section 4. Voting. No Executive Committee member is entitled to vote at Association meetings unless serving as a Delegate.

Section 5. Quorum. Seven (7) members of the Executive Committee shall constitute a quorum. All business shall be transacted by a majority of the votes cast, except as is otherwise specified in these Bylaws or by law.

Section 6. Proxy voting shall be prohibited.

Section 7. Mail Ballot. Any action which may be taken at a meeting of the Executive Committee, or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members of the Executive Committee. Any such consent shall have the same effect as a unanimous vote and may be stated as such.

Section 8. Meeting Form. Officers or non-officer Executive Committee Members may participate in and act at any meeting of the Executive Committee or a committee meeting thereof through the use of a conference telephone, e-mail or other communications equipment by means of which all participating in the meeting can communicate with each other at the same time. Participation in such meeting shall constitute attendance and presence in person at the meeting.

ARTICLE IX ~ COMMITTEES

Section 1. Standing Committees

- A. There shall be the following Standing Committees.
 - 1. Caddie Benefit Tournaments
 - 2. Handicap and Team Matches
 - 3. Junior Activities
 - 4. Purchasing
 - 5. Tournament
- B. The Chairmen and Committee members of all Standing Committees shall be appointed each year by the President. They shall perform such duties as the President, with the approval of the Executive Committee, shall determine. A majority of each committee shall constitute a quorum for the transaction of business.

Section 2. Special Committees. Special Committees may be created as necessary by the Executive Committee.

ARTICLE X ~ DISCIPLINARY PROCEDURE

Section 1. Suspension or Expulsion.

- A. Individual Members or Member Clubs shall not be suspended or expelled from any privileges in the Association unless due notice has been given and formal charges with specifications have been made, and unless the complainants have had the opportunity to be heard in their own defense.
- B. The Executive Committee, after notice and hearing, by an affirmative vote of at least eight (8) members, may suspend or expel any Individual Member or any Member Club for refusal or failure to comply with the bylaws, the rules contained in the Red Book, the Guide to Policies and Procedures, decisions of the Executive Committee or other good cause.
- C. A written appeal made within two (2) weeks from date of receipt may be taken to the Delegates at a meeting of the Association and may be sustained by a majority vote of the Delegates present and voting.

ARTICLE XI ~ HEADQUARTERS

Section 1. The headquarters shall be located at 101 Bill Smith Boulevard, King of Prussia, PA or such other place designated by the Executive Committee.

Section 2. The conduct of business in the headquarters shall be under the direction of an Executive Director who shall be selected by and report to the Association Executive Committee. The Executive Director shall consult with and be responsible to the President of the Association between meetings of the Executive Committee.

Section 3. The Executive Director shall:

- A. be an employee of the Association and shall be responsible for the financial records, insurance matters, and WGAP activities on a day-today basis, and such other duties as may be assigned by the president or the Executive Committee; and
- B. be authorized to sign checks.

ARTICLE XII ~ INDEMNIFICATION

Section 1. No person who is or was a member of the Executive Committee shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- A. such member of the Executive Committee has breached or failed to perform the duties of her office under Subchapter B or Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988; and
- B. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, or unless such liability is imposed pursuant to a criminal statute or for the payment of taxes pursuant to local, state or federal law.

ARTICLE XIII ~ RESTRICTIONS

All policies and activities of the Association shall be consistent with applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual, entity or corporation.

ARTICLE XIV ~ PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the meetings of 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 that the Association may adopt.

ARTICLE XV ~ AMENDMENT OF BYLAWS

These bylaws may be amended at any Association meeting by a two-thirds vote of the Delegates present and voting, provided that the amendment:

- A. shall have been submitted in writing by a Member Club or by the Executive Committee, and signed by the Delegate of the Member Club, or by the president of the Association.
- B. shall have been delivered to the secretary in sufficient time to be included in the notice of the Association meeting at which it is to be acted upon.