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

ARTICLE I. NAME

The name of the Corporation is The Women's Golf Association of Philadelphia, Inc. (WGAP). The Association was founded in 1897 by Aronimink Golf Club (formerly Belmont Golf Corporation), Merion Golf Club (formerly associated with Merion Cricket Club), Philadelphia Country Club, and Philadelphia Cricket Club.

ARTICLE II. PURPOSE

WGAP is incorporated under Pennsylvania's Nonprofit Corporation Law of 1988, as amended, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law ("the Code"), including in particular to promote and encourage local, state, and interstate amateur golf competition for girls and women, to conduct programs to educate female golfers on the rules of golf to enhance their golf experience, and to support other golf associations which benefit young women and men, and for any legal purpose.

ARTICLE III. MEMBERS

A. **Member Clubs**
   1. Eligibility
      a. Must be a private (membership only) or semi-private (memberships and open to the public) golf club;
      b. Must be a 9 or 18 hole golf course. If a 9 hole golf course, it must be able to be played as an 18 hole course, with different tees for each 9;
      c. Must provide a USGA GHIN handicap to its members; and
      d. Must be within a radius of ninety (90) miles from Philadelphia City Hall.
   2. Participation in WGAP team matches requires the Member Club be within a radius of thirty (30) miles from Philadelphia City Hall, or greater at the discretion of the Board of Directors.
   3. Application for new Club Membership
      a. Club Membership applications shall be made in writing on forms provided by WGAP and accompanied by such information as the Board of Directors may require;
      b. After agreement to proceed by the Board of Directors, there will be a visit by members of the Board of Directors, which will include access to the golf course and facilities; and
      c. An eligible Club may be elected to membership by a majority plus one affirmative vote of the Board of Directors.
   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 WGAP as its Delegate with authority to act and vote at WGAP meetings. A Delegate may not represent more than one Member Club at any one time.

B. **Individual Members**
   1. Eligibility
      a. Must be an amateur female golf member in good standing at a WGAP Member Club;
      b. Must have an active GHIN handicap at that Member Club; and
      c. Must be eligible to golf at that Member Club a minimum of 25 times throughout the golf season without paying greens fees.
   2. At any time, when an Individual Member no longer has a membership or membership privileges at a Member Club, the Individual Member must relinquish her membership in WGAP by notifying the WGAP Executive Director.

C. **Honorary Members.** The Board of Directors may elect as an Honorary Member any person who, in the opinion of the Board, 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

A. **Dues**
   1. Member Club Dues
      a. Annual dues and the date payable shall be fixed annually by the Board of Directors; and
      b. Those delinquent with fees or dues may be automatically suspended or expelled upon thirty (30) days written notice.
   2. Individual Members Dues
      a. An Individual Member shall pay annual dues as prescribed by the Board of Directors. Dues shall be renewed annually; and
      b. Individual Members from delinquent Member Clubs are ineligible to participate in any WGAP activities until the Member Club has fully paid fees and dues.
   3. Honorary Members shall pay no dues.

B. **Fiscal Year**. The fiscal year shall start on December 1.

ARTICLE V. BOARD OF DIRECTORS

A. **Composition**
   1. The Board of Directors shall consist of at least thirteen (13) WGAP Individual Members including the elected President, Vice President, Secretary, and Treasurer. If additional members are added, the total number of the Board of Directors must be an odd number; and
   2. Ten (10) different Member Clubs must be represented. There can be no more than two (2) members from the same Member Club.

B. **Term of Office**
   1. Board of Directors shall serve for a term of one (1) year or until their successors are elected and assume office; and
   2. There are no term limits for Board of Directors, with the exception that the President can remove board members who are not supporting the organization as needed.

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

D. **Powers and Duties**. The Board of Directors shall have all the power to:
   1. Conduct the affairs of the WGAP;

2. Control and manage the affairs and property of WGAP;
3. Interpret and enforce the Bylaws of WGAP;
4. Accept Member Clubs by a vote of a majority plus one of the Board of Directors;
5. Establish and determine qualifications and duties of Member Clubs and Individual Members;
6. Appoint Chair and members of the Leadership Development Committee;
7. Elect Honorary Members;
8. Suspend or expel any Individual Member or Member Club, by a vote of majority plus one of the Board of Directors, for failure or refusal to abide by WGAP Bylaws;
9. Employ, discharge, and authorize compensation to an Executive Director and additional employees of WGAP;
10. Adopt special rules of order and / or standing rules and regulations to conduct its business; and
11. Any other Power or Duty as identified by the majority of the Board of Directors.

E. Compensation. No Board Member shall be compensated for services rendered.

F. Fiduciary Duties of Board Members. Each Board Member shall stand in a fiduciary relation to WGAP and shall perform the duties of a Board Member in good faith, in a manner reasonably believed to be in the best interests of WGAP and with such care as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken or not taken as a Board Member shall be presumed to be in the best interest of WGAP.

ARTICLE VI. EXECUTIVE COMMITTEE

A. **Composition**. The elected officers, also known as the Executive Committee of WGAP shall be President, Vice-President, Secretary, and Treasurer. The Board of Directors may add additional officers, if needed.

B. **Qualifications**. To be eligible as a member of the Executive Committee the nominee must be an Individual Member who has served on the Board of Directors for at least one (1) year before being nominated for the Executive Committee.

C. **Term of Office.** The Executive Committee shall serve a minimum term of two (2) years in the same office and up to a maximum of four (4) years. The composition of the Executive Committee for the second two (2) year term of a President may be different from her first term.

D. **Duties of Officers**
1. The President shall:
   a. Preside at all meetings of WGAP and of the Board of Directors and perform the duties incident to the office;
   b. Appoint Chair and members of all committees, except the Leadership Development Committee;
   c. Serve as an ex-officio member of all committees, except the Leadership Development Committee;
   d. Be the principal officer of WGAP and subject to the provisions of these Bylaws and the policies and decisions of the Board of Directors, have general supervision and direction over the employees who conduct the business affairs, events, and operation of WGAP, and;
   e. Be authorized to sign checks.
2. The Vice-President shall perform the duties of the President in her absence or disability;
3. The Secretary shall keep or cause to be kept the Minutes of all meetings of WGAP and the Board of Directors and other duties as identified by the Board of Directors.
4. The Treasurer shall:

a. Oversee the accounting of WGAP, in conjunction with the Finance Committee Chairperson, including closing the books at the end of the fiscal year and submitting them for review by a certified public accountant;
b. Present a financial report at each Board of Directors meeting and the Annual Meeting;
c. Be authorized to sign checks; and
d. Other duties as identified by the Board of Directors.

ARTICLE VII. EMPLOYEE RESPONSIBILITIES

A. The Executive Director is an employee of WGAP and shall consult with and be responsible to the President.
B. The Executive Director can identify potential WGAP employees and will interview and recommend their hiring to the Board of Directors.
C. The Executive Director is responsible for the management of other employees, financial records, insurance matters, and WGAP daily activities, and other duties as assigned by the President.
D. The Executive Director is authorized to sign checks.

ARTICLE VIII. COMMITTEES

A. **Standing Committees**
   1. Executive
   2. Finance
   3. Governance
   4. Junior Development
   5. Leadership Development
   6. Marketing
   7. Team Matches
   8. Technology
   9. Tournament
B. **Committee Composition.** Chair and Committee members of all Standing Committees shall be appointed each year by the President. The composition and the work of the committee is defined by the Committee Charters, which are updated annually with the committee duties aligned with WGAP Strategic Plan, as approved by the Board of Directors. A majority of each Committee shall constitute a quorum for the transaction of business.
C. **Ad Hoc Committees.** Ad Hoc Committees may be created as necessary by the Board of Directors for a specific task.

ARTICLE IX. ELECTRONIC MAIL

Any action taken may be done, or is required to be done, in writing under these Bylaws, including agreement to a written consent, shall be valid if sent and received by electronic mail.

ARTICLE X. NOMINATIONS

A. **Nomination Process**
   1. The Leadership Development Committee shall nominate, from the Individual Members, one candidate for each of the Executive Committee positions and one candidate for each position on the Board of Directors.
   2. The nomination of Officers and Board Members must be approved by the Board of Directors and comply with the timing outlined below.
   3. The Chair of the Leadership Development Committee shall, no later than November 1st, mail or email to the Delegate at each Member Club written notice of the Leadership Development Committee's nominations.

B. **Other Nominations.** Any twenty five percent (25%) or more appointed Delegates may make nominations of candidates for election as Executive Committee or Board of Director members, provided they comply with the following conditions:
   1. The nominations, in writing and signed by the Delegates making them, must include one (1) eligible candidate for each of the current offices in the Executive Committee, one (1) candidate for each of the Board of Directors positions, and must comply with Article V, Section A, 1 and 2 and Article VI, Sections A and B.
   2. Each of the candidates nominated shall have consented in writing to accept the office for which they are nominated and to serve in that capacity if elected.
   3. The written nominations, together with the written consents, must be delivered to the Chair of the Leadership Development Committee no later than November 15. Thereafter, if the Chair of the Leadership Development Committee receives any other nominations made in accordance with Article IX, Section B 1, she shall mail or email written notice of these nominations to the Delegate at each Member Club no later than November 18th.

ARTICLE XI. MEETINGS

A. **Board Meetings**
   1. The first board meeting of each year will be in December, after the Annual Meeting. During this meeting, the schedule of the Board of Director meetings for the year will be set.
   2. In lieu of meeting, any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent is obtained from each Director setting forth the action taken. At the next regularly scheduled meeting of the Board of Directors, the action taken on written consent shall be presented to the Board of Directors for consideration and the decision of the Board of Directors shall be reflected in the Minutes.
   3. A majority plus one of the Board of Directors shall constitute a quorum. All business shall be transacted by a majority plus one, except as is otherwise specified in the Bylaws or by law.
   4. Proxy voting is prohibited.

B. **Annual Meetings**
   1. 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.
   2. The Board of Directors by a vote of majority plus one may postpone the Annual Meeting. All Individual Members shall be notified of the postponement in a manner determined by the Board of Directors to be fair and reasonable under the circumstances.
   3. The Voting Body at the Annual Meeting shall be Delegates from Member Clubs.

a. If the appointed Delegate is not able to attend that meeting, the Delegate can assign her voting rights to another WGAP member from their Member Club;
b. Each Delegate is entitled to one vote; and
c. All voting must be in person, unless this requirement is waived by the Board of Directors.

C. **Special Meetings**
1. Special Meeting is a meeting that is not on the regular schedule and is called to address specific issues or decisions needing immediate action and no other issues can be addressed. At least 24 hours notice is required.
2. Special Meetings of WGAP may be called by the President or shall be called by her at the request of a majority of the Board of Directors or at the written consent of at least twenty five percent (25%) Member Clubs or twenty five percent (25%) of the Individual Members, stating the business that is proposed.
3. A Special Meeting can take action that will be legally binding on only such business as in specified in the notice of the meeting.

D. Teleconference Meetings. Any Board Member, Committee Member, or Delegate may actively participate in meetings by means of communication equipment by which all persons participating can hear the proceedings substantially concurrent with their occurrence and / or otherwise participate fully as if in person and all persons participating shall be deemed present at the meeting.

ARTICLE XII. ELECTIONS

The Election of the Executive Committee and Board of Directors shall be held at the Annual Meeting by a majority vote of the Delegates present and voting.

A. If unopposed, the slate presented by the Leadership Development Committee shall be elected by voice vote;
B. If more than one slate has been presented, election shall be by secret ballot;
C. If there are only two (2) slates presented, and there is a tie vote, voting continues until a winner is determined by majority vote; and
D. If there are more than two (2) slates presented, and not one of them receives a majority of the 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 until one slate receives a majority of the votes.

ARTICLE XIII. DISCIPLINARY PROCEDURE

Suspension or Expulsion. Individual Members or Member Clubs shall be suspended or expelled from any privileges in WGAP for refusal or failure to comply with the Bylaws or other rules, policies, and procedures in effect at that time and only after completion of the following process:

A. Initial charges with specifics have been made;
B. Investigation conducted;
C. Board of Directors vote (majority plus one) whether or not to proceed;
D. If the decision is to proceed, notice of charges and date of hearing before the Board of Directors is provided to the Individual Member or Member Club;
E. Hearing is conducted;
F. The Board of Directors votes on final decision;
G. The decision is communicated to the Individual Member or Member Club;

H. A written appeal must be made within two (2) weeks from date of receipt of the decision of the Board of Directors; and

I. A special meeting will be called within two (2) months of receipt of the appeal to present the appeal to the Delegates. The majority vote of the Delegates present will become the final decision.

ARTICLE XIV. CONFLICT OF INTEREST

No Board Member shall have or shall acquire any financial interest in any project of the Corporation or any contract or other transaction to which the Corporation shall be a party without disclosing same to the Board immediately upon learning of such interest. Only disinterested Board Members shall vote upon such contracts or transactions. The Board has adopted a policy addressing conflict of interest.

ARTICLE XV. INDEMIFICATION

No person who is or was a member of the Board of Directors shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

A. Such member of the Board of Directors has breached or failed to perform the duties of her office under Subchapter B Chapter 57 (Fiduciary Duty) 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 for the payment of taxes pursuant to local, state, or federal law.

ARTICLE XVI. RESTRICTIONS

WGAP does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of WGAP shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that WGAP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of WGAP shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and WGAP shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on, behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, WGAP shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XVII. AMENDMENT OF BYLAWS

These Bylaws may be amended at any WGAP meeting by a two-thirds vote of the Delegates present and voting, provide that the amendment:

A. Shall have been submitted in writing by a Member Club or by the Board of Directors, and signed by the Delegate of the Member Club, or by the WGAP President; and

B. Shall have been delivered to the Secretary in sufficient time, a minimum of two (2) weeks, to be included in the notice of the WGAP meeting at which it is be acted upon.

ARTICLE XVIII. DISSOLUTION

Upon dissolution of WGAP, the Board of Directors shall, after payment or making provision for the payment of all the liabilities of WGAP, dispose of all the remaining assets of WGAP exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or to one or more governmental units described in Section 701(c)(1) of the Code as the Board of Directors shall determine, to be used exclusively for charitable purposes. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for charitable purposes to one or more such organizations, as said Court shall determine. Under no circumstances shall any assets be distributed, upon dissolution, upon sale of substantially all the assets, or otherwise, to directors, officers, or employees of WGAP.

ARTICLE XIX. PARLIMENTARY AUTHORITY

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

ARTICLE XX. HEADQUARTERS

The headquarters shall be located at 101 Bill Smith Boulevard, King of Prussia, PA or such other place designated by the Board of Directors.