

The Golf Course Superintendents Association Of Southern California

Article I Name

The name of this organization shall be *the Golf Course Superintendents Association of Southern California*.

Article II Purpose

The purpose of this organization is to further, promote and develop the interests of Golf Course Superintendents through the gathering, dissemination of information, and the development of ethical standards for the profession.

Article III Members

Section 1. Membership. The membership of this Corporation shall be limited to those persons whose interests and problems are typical of the golf course maintenance industry. It shall be a condition precedent to admission to membership in this Corporation that each applicant shall furnish satisfactory evidence of his/her qualification for membership and the Membership Chairman of this Corporation shall be the sole judge of an applicant's qualifications.

Section 2. Definition. A "Golf Course Superintendent" is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.

Section 3. Membership Classes.

- **Class AA - Life Members:** To qualify for Life Membership, a member must have been a Regular or Charter member for at least 25 years and must have retired from active service as a Golf Course Superintendent. A Life Member shall have all the rights and privileges of the Association except that of holding office. The annual dues and general meeting fees will be complimentary.
- **Class A – Golf Course Superintendent:** To qualify for Class A Membership, an applicant shall have, at the time of application for membership, at least three (3) years' experience as a golf course superintendent and be presently employed in such capacity. Class A members shall have all the privileges of the Association. Annual dues will be payable. Effective July 1, 1997, anyone applying for Class A membership in GCSASC must also be a member of the GCSAA.
- **Class B:** To qualify for Class B, an applicant shall be a golf course superintendent who has, at the time of application for membership, less than three (3) years experience as a golf course superintendent, and shall be presently employed in such capacity. Class B shall have all the privileges of the Association. Annual dues will be payable. Effective July 1, 1997 anyone applying for Class B membership in GCSASC must also be a member of the GCSAA.
- **Class C-Assistant Golf Course Superintendent:** To qualify for Class C Membership, an applicant shall be, at the time of the application for membership, an assistant to a golf course superintendent and shall be presently employed in such capacity. Class C Members shall have all the privileges of the Association **Except those of voting and holding office.** Annual Dues will be payable
- **Class Assoc – Associate member:** To qualify for Associate Membership, an applicant must be employed by a golf course superintendent at a golf course and does not qualify for membership under the Class A, Superintendent Member or Class C Bylaws definition. Associate members shall have such privileges of the Association except those of voting and holding office. Annual dues will be payable.
- **Class E - Educator:** To qualify for Class E membership, an applicant must be a turfgrass educator or extension Officer. Class E members shall have such privileges of the Association except those of voting and holding office.
- **Class R – Retired Member:** Any member reaching age sixty, who is retired and no longer seeking

employment within the scope of activities of any membership class of this Association. The annual dues and general meeting fees will be complimentary. A Retired member shall have all the privileges of this Association afforded the member in his/her immediate previous classification, with the exception of holding office.

- **Class Affil - Affiliate Member:** To qualify for Affiliate membership, an applicant must be a person interested in the growing, management or production of turfgrass, either individually or through employment by, or other affiliation with a company, proprietorship, governmental agency or association, who does not qualify for membership in another class. Affiliate members shall have all the rights and privileges of the Association, except those of voting. Annual dues will be payable.
- **Inactive:** An Inactive Member is an individual who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon his or her application and shall have all the rights and privileges of the Association, except those of voting or holding office.

A member can maintain Inactive status for a period not to exceed 36 months from the last date of employment. After the 36-month period, if the individual remains unemployed, he/she will be reclassified to Affiliate status. Class A, Class B and C members shall be granted a six-month grace period before reclassification to Inactive status is required; however that 6-month period will be included in the total 36-month allocation.

- **Class S – Student:** To qualify for Class S membership, an applicant must be a turfgrass student enrolled in a formal course of education. Class S members shall have such privileges of the Association except those of voting and holding office. Annual dues will be payable.
- **Class H – Honorary Member:** To qualify for Honorary membership, the individual must be recognized annually by the Executive Committee for contributing in an outstanding manner to this Association or profession or related field. Honorary members shall not be requested to pay dues or assessments of the Association and shall have such privileges of the Association as the Executive Committee may specify except those of voting and holding office.

Section 5. Application for Membership. Application for membership in the Association shall be made on official forms furnished by the Board of Directors. Each applicant shall furnish evidence satisfactory to the Board of Directors of compliance with the requirements of the membership class desired. Each application for membership must be attested to by one or more voting members (Class A and Class B) of the Association. The Membership Chairman shall be the sole judge of an applicant's qualifications for membership.

Section 6. Approval or Rejection of Application. Applications for membership shall be reviewed by the Membership Chairman. If any member should have an objection to the applicant becoming a member, such member may submit his/her objection in writing, together with reason(s), to the Board of Directors within a period ending five (5) days prior to the following regular monthly board meeting. The Board of Directors shall review the application and an affirmative vote of at least two-thirds (2/3) of the Board of Directors present shall be required for acceptance of the application. If any application for membership is rejected, the applicant shall be notified and informed as to the reason(s) for rejection. Any person whose application is rejected may request a hearing for consideration. This hearing shall be given at the following regularly scheduled board meeting, or at a special meeting should the President deem it advisable to call such a meeting. If any application is rejected, any monetary remittance, which has been made by the applicant, shall be refunded. Should any application be rejected, the applicant may file a new application after a period of not less than six (6) months subsequent to the rejection. All members and prospective members shall have the right to due process as outlined in these Bylaws.

Section 7. Reclassification. All reclassification of members shall be made upon application of the member and in accordance with these Bylaws.

- (A) **Voluntary Reclassification.** Any individual member may request a change in his/her membership classification to accord with a change in his/her qualifications for membership as set forth in Section 3 of Article III.
- (B) **Mandatory Reclassification.** All members, upon renewal of their annual membership, must clearly state their current membership status. This statement of employment status shall be based upon the Association's officially accepted job titles or other commonly accepted listings of job titles.

Article IV

Dues and Supplemental Assessments

Section 1. Annual Dues: The annual dues increase set by the Board of Directors will not exceed \$5.00 per year. Any sum greater than this must be approved during an annual meeting of the Association by the membership, provided a quorum is present. Dues shall be payable annually in advance for the fiscal year January 1 through December 31. Dues shall be delinquent and automatic suspension effective after March 1st. An extension of time may be determined by the Board of Directors. Late fees and/or administrative fees may be charged for reinstatement.

Section 2. Assessments: When necessary, in the opinion of a majority of members representing a quorum at any annual meeting; and following a (30) day notification of such, there may be levied an assessment in addition to annual dues to cover any existing deficit or potential deficit, to be paid by each Association member, provided, however, that such assessment may not be levied more than once in any fiscal year and shall not exceed an amount equal to the annual dues fixed for such year.

In the event of grave emergency, the Board of Directors, upon majority vote and signed order, may levy an assessment to be paid by each Association member for the payment and discharge of judgment or decree rendered against the Association, provided, however, that no more than an amount equal to the annual dues within each classification shall be levied as such assessment during any fiscal year.

Section 3. Extension of Payment. The Board of Directors may, at its discretion, temporarily excuse or extend time of payment of annual dues or assessments for any member.

Section 4. Hardship. In cases of proven hardship, a member's dues may be waived by a majority vote of the Board of Directors.

Article V

Conduct of Member Due Process

Section 1. Non-Payment of Dues. All members whose dues remain in arrears for more than (60) days following the beginning of the fiscal year will have their membership terminated from the Association without the necessity of further notice being given for such expulsion.

Section 2. Prohibited Conduct. The following conduct is prohibited for members of the Association:

- Violation of the Association Code of Ethics.
- Use of the Association for the purpose of promoting schemes, ideas or objects that are detrimental to the Association or for the purpose of private or collective gains.
- Conduct unbecoming a member or harmful to the Association. Conduct that is prohibited shall be cause for disciplinary action or expulsion from the Association in accordance with the procedures set forth in Section 3 of this Article.

Section 3. Power of Board of Directors to Discipline or Expel Members. A member may be disciplined or expelled by a (2/3) vote of the Board of Directors after compliance with the due process procedures, specifically notice and hearing, and upon showing of just cause.

Section 4. Reapplication for Membership. An expelled or suspended member may reapply for membership no earlier than (1) year after the date of such expulsion or suspension, in accordance with the provisions of Article I. However, if terminated for nonpayment of dues or assessments, the member may apply in less than one year if his/her new application is accompanied by remittance of such dues and assessment as were due at time of expulsion, in addition to any amounts otherwise due with reinstatement.

Section 5. Due Process. Any member or applicant who is subject to disciplinary action or has been rejected for membership shall have the right to notice and the opportunity to be heard. Upon written request from the aggrieved party, the Board shall provide within thirty (30) days, a written explanation of its action and give notice of a hearing which gives the aggrieved party an opportunity to be heard with respect to the action taken. Said hearing shall not be held less than fourteen (14) days after notice thereof. Notice can be either electronic or in writing. No aggrieved party shall have the right to be heard unless the aggrieved party gives notice of objection to the Board of Directors within forty-five (45) days of receipt of the action to be taken.

Article VI

Voting Membership

Section 1. Proxies. Voting members may exercise their vote through use of a proxy. A proxy may be exercised only by the person named in such proxy, who must be a voting member in good standing of the Association. Proxies must be submitted on original, official proxy forms and may be exercised on votes on amendments to the Articles of Incorporation or Bylaws, or the election of officers and directors. An absentee ballot may also be used by a member to exercise their vote. Absentee ballots may be exercised on votes on amendments to Articles of Incorporation, By-Laws and elections of Officers and Directors.

Section 2. Quorum. A minimum of twenty-five (25) voting members in good standing and present or represented by proxy at the Annual Meeting shall constitute a quorum.

Section 4. Nominating Committee. The President shall annually appoint a Nominating Committee consisting of three (3) voting members of the Association who shall conduct the election activities of the Association at the Annual Meeting under the direction of the Chairperson. In addition to the slate of candidates recommended by the Nominating Committee, nominations will be accepted from the floor. When the nominations have been closed, the election shall proceed in orderly fashion by ballot for all elected positions. However, if there is but one candidate for any office, the election may be held by voice vote. Election of the President, Vice President and Secretary/Treasurer are made by the Board of Directors. Directors are elected by plurality vote. The Nominating Committee will count and verify the votes of the annual election and have them saved for one year by the Secretary/Treasurer or Chapter Manager.

Article VII

Membership Meetings

Section 1. The meetings of this organization shall be held monthly at the discretion of the Board of Directors.

Section 2. The Annual Meeting of the organization shall be the November meeting with the Newly Elected Board of Directors commencing on January 1st.

Section 3. All meetings of this organization shall be conducted in accordance with *Roberts Rules of Order, Revised*.

Section 4. Special meetings of the members may be called by the President or by written request of ten voting members in good standing.

Section 5. All meetings shall be conducted at such time of day, place or places as may be from time to time designated by the President or a majority vote of the Board of Directors or membership at previous respective meetings.

Section 6. All meetings, including any special meeting, shall be duly noticed. Duly noticed is defined as:

- Regular meetings are duly noticed if the time and date for the meeting is fixed at a duly convened membership meeting. If not fixed at such a meeting, the special meeting rules apply.
- Special meetings are duly noticed if, at least seventy-two (72) hours before a special meeting, all members are sent notice of the meeting by email or telephonic notice is given.

Article VIII

Board of Directors

Section 1. Number and Qualification. The control and management of the Association and its affairs and its property shall be entrusted to the Board of Directors, consisting of its Officers and Directors at large. All Officers and the majority of the Board of Directors shall be GCSAA Class A or Class B Members. The Board of Directors shall consist of a minimum of eight (8) Board Members. The Board of Directors shall consist of a minimum of six Class A/Class B in addition to two Affiliate Members. Each elected member of the Board of Directors, except the President, shall have one vote each on all voting matters pertaining to Association business. The President will only cast a vote in the event of a tie. In order to serve as President, a member must have served on the Board of Directors for a minimum of one (1) year during the individual's current term. The Officers shall consist of the President, Vice President, and the Secretary/Treasurer. The President of the organization shall also serve as the Chairman of the Board. The Past President shall remain as an advisory, non-voting position for one (1) year after the new President is elected. If for any reason, a President has tenure left on his term after serving as President, that remaining term will be nullified and a new Director shall be elected to serve on the Board.

The Board of Directors can also appoint one or two Assistant Superintendent Liaisons and one Student Liaison to the Board of Directors as a non-voting member of the Board.

Section 2. Time and Manner of Election. The initial Board of Directors shall be elected at a special organizational meeting called within thirty (30) days of the acceptance of the Articles of Incorporation by the Secretary of the State of California. Directors thereafter shall be elected at the annual meeting. Directors thereafter shall be by written ballot, by plurality vote of those qualified members at the Annual Meeting, if a quorum is present. The nominating committee shall be present at the election meeting to verify the election results and the results shall be kept for one year by the Chapter Manager.

Section 3. Term of Office. Each Director, so elected, shall serve on the Board for a three (3) year term or unless he/she resigns, is removed or deceased. Any Director, so appointed to fill a vacancy, shall continue to hold office only for the remainder of the original Director's three year term. No Director may hold more than two consecutive terms of office.

Section 4. Duties and Powers. The Board of Directors shall have the sole and exclusive powers to control and manage the affairs and business of the Association. The Board of Directors shall have the duty to act collectively as a board when conducting the Association's business. If a quorum is present, a decision made by a majority of those board members in attendance shall be deemed an act of the full Board of Directors. The Board of Directors may adopt rules and regulations governing the conduct of the Association's management to the degree they deem proper, except in the case which the punitive rule or regulation would be inconsistent with either law, the Articles of Incorporation or these Bylaws of the Association.

The Nominating Committee shall submit at least two (2) candidates for Director at their annual meeting.

Each Director shall exercise his or her duties and powers in good faith and in the best interests of the Association, utilizing that degree of care and skill which a prudent person would as a fiduciary.

Section 5. Time and Place of Meetings.

Special meetings of the Board of Directors may be called at any time at the discretion of the President, the Vice President or the Secretary/Treasurer of the Association. The special meeting shall be held at the Association's principal place of business or as is convenient for all Directors and Officers required to be in attendance.

Neither the Annual Meeting nor any special meeting needs to be held in the State of California, but special attention should be given to any reimbursements made to participants in a meeting called at a location other than the Association's principal place of business.

No other business may be transacted at the special meeting except as is contained in the notice.

A Director may waive notice by submitting an executed waiver of notice form at any time or by mere attendance at the meeting. All waivers must be stored in the Association's records and must be evidenced in the minutes as well.

Section 7. Quorum, Adjournment, Conference Telephone or Webcast. A majority of the Board of Directors present shall constitute a quorum for the transaction of any and all business at a regular board meeting and the specific business of the Association at a special meeting of the Board of Directors.

If the meeting is adjourned for a period of more than 24 hours, notice as described in Article VIII, Section 6 must be given to all members of the Board of Directors not present at the adjourned meeting.

The Board of Directors may conduct a special meeting through the use of a telephone conference call or webcast as long as each member of the Board of Directors may hear all other participants and respond simultaneously to any statement. Such participation shall be deemed as present at the meeting.

Section 8. Voting. Each member of the Board of Directors, Class A, Class B and Affiliate members so elected to the Board of Directors shall be entitled to one vote with respect to each matter before the Board.

Section 9. Compensation. No member of the Board of Directors shall receive any compensation for his/her services as a member of the board or for any other services performed on behalf of the Association, except as allowed under California Law.

Section 10. Vacancies. Any vacancy on the Board of Directors occurring because of death, resignation, removal or otherwise, shall be filled as soon as practical, by presidential appointment. A majority vote of the remaining members of the Board of Directors shall be necessary to confirm appointment. The successor shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor.

Section 11. Removal. Any member of the Board of Directors may be removed for any cause upon affirmative vote of two-thirds (2/3) of all board members.

Section 12. Resignation. An Officer or Director may resign at any time, unless in the extremely rare occurrence that he/she happen to be the only remaining member of the Board of Directors. To be effective, the resignation shall be in writing, tendered to any member of the Board of Directors and not be tendered in conjunction with other resignations, the effects of which would be to reduce the membership of the entire Board to below four persons.

Section 13. Written Action. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors' consent in writing, including confirmation by electronic mail. The Secretary shall file the consents with the minutes of Board meeting. The consents shall all have the force and effect of a unanimous vote of the Board of Directors taken at a lawfully convened meeting.

Section 14. Executive Committee. The Board of Directors may, by resolution, create an Executive Committee and may delegate to said committee any of the powers or duties exercisable by the entire Board of Directors itself, except the power to adopt, amend or repeal these Bylaws; the power to fill vacancies of the Board, Executive Committee or of an executive; the power to fix compensation for any Officer, Director or Committee Member; the power to appoint an Executive Committee; or the power to amend or repeal a resolution of the entire Board of Directors.

An Executive Committee shall consist of the President and at least two members of the Board. The frequency and regularity of the committee's meetings shall be determined at the time of this creation.

The **Executive Committee** shall appoint; discharge and fix the compensation of all employees and agents of the Association, subject to the approval of the Board of Directors.

The **Executive Committee** shall sign and execute all contracts and agreements in the name of the Association, as well as all notes, drafts and other orders for the payment of money by the Association.

Article IX Officers

Section 1. Designation. The officers of the Association shall consist of a President, Vice President and a Secretary/Treasurer.

Section 2. Election. The Officers of the Association shall be elected at the Board of Directors Annual Meeting by the board members as provided in Article VI, Section 4 or within 7 days of the election. The nominating committee shall be present when the officers are elected to verify the election results and the results shall be kept by the Chapter Manager for one year.

Section 3. Term of Office. Each Officer shall hold office for a one year term or until his/her removal, resignation or death.

Section 5. Duties and Powers of Officers. The duties and powers of officers are as follows, subject to amendment by a resolution of the Board of Directors:

President

The President shall preside at all meetings of the Board of Directors. At the Annual Meeting, the President shall present a report as to the status and condition of the Association affairs.

The President shall cause all books, reports and statements of the Association to be properly kept and filed as required by applicable law.

The President shall be an ex-officio member of all standing committees of the Association, shall have the general power and duties in the Association, shall have the general power and duties of management commonly vested in the office of President of a corporation, and shall have other such powers and duties as may be given by the Bylaws or delegated by the Board of Directors, which is not inconsistent with the laws of the State of California or the Articles of Incorporation.

The President shall enforce the Bylaws and shall perform all the duties of management vested in and incident thereto that office which are granted or required by law.

The President shall supervise, direct and control the business affairs of the Association in his/her capacity of as Chief Executive Officer of the Association.

Vice President

The Vice President(s), in order of seniority, shall assume and perform the duties of the President in the absence or disability of the President, or whenever the office is vacant. When the Vice President so acts, he/she shall have all the powers and duties of the President.

The Vice President shall perform such duties and have such other powers as the Board of Directors shall authorize.

Secretary/Treasurer

The Secretary/Treasurer shall have the care and custody of all the records of the Association, and shall see to it that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed. The Secretary/Treasurer shall see that the minutes of the meetings of the Association are recorded and shall make provision for the permanent keeping of the minutes in a minute book.

The Secretary/Treasurer shall attend to the giving of notice of all meetings of the Board of Directors and Executive Committee in accordance with the Bylaws or as required by law.

The Secretary/Treasurer shall see that at the principal executive office, a register containing the names of all persons who are officers and directors, as well as their addresses.

The Secretary/Treasurer shall see that the Association records are available for inspection by anyone who is lawfully entitled to such inspection and who has a proper purpose.

The Secretary/Treasurer shall attest to the signing of all instruments to be signed and filed with the Secretary of State.

The Secretary/Treasurer shall have the care and custody of the Association's seal and shall affix it in all appropriate cases to the Association's instruments.

The Secretary/Treasurer shall attend to all correspondence addressed to the board and shall present to the Board of Directors all official communications to the Association received by the Secretary/Treasurer.

The Secretary/Treasurer, when requested by a Director or Officer or when required by law, shall certify as a true copy: a copy of the Bylaws, a copy of the minutes of any Association meeting, or a copy of any duly adopted resolutions of the Board of Directors.

The Secretary/Treasurer shall have the responsibility for all the Association's funds and securities. The Secretary/Treasurer shall see that all funds are properly deposited in such banks, trust companies, safe deposit companies, or other depositories as the President or the Board of Directors may designate.

The Secretary/Treasurer shall see that all checks, drafts, notes, and other orders for payment are paid out under the direction of the President or the Board of Directors.

The Secretary/Treasurer shall see that at the principal executive office of the Association; accurate books of account of all foundation business and transaction are kept. The Secretary/Treasurer or Chapter Manager shall exhibit said books of account to any member of the Board of Directors upon request.

The Secretary/Treasurer or Chapter Manager shall render a report as to the Association's finances at each regular meeting of the Board of Directors and upon request by the Board for any special purpose.

The Secretary/Treasurer shall perform all duties commonly performed and incident thereto the office of a secretary or treasurer of a corporation.

Article X Miscellaneous

Section 1. Amendment of the Bylaws. These Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting, regular or special of the membership by a two-thirds affirmative vote of the members present, provided proper notice of such change has been given and a quorum of twenty-five (25) voting membership are present at the meeting.

Section 2. All Class A and Class B Members who joined the GCSASC after July 1,1997 are required to join the GCSAA and all others are urged to join.

Section 3. Membership shall in no instance be transferable.

Article XI Association Contracts and Instruments

Section 1. Execution. All bills, notes, contracts, checks, drafts, deeds, deeds of trust, mortgages and any other instruments pertaining to the Association shall be made in the name of the Association and shall be executed as authorized by the Board of Directors or the Bylaws.

Section 2. Limitations on Authority to Bind the Association. Except as otherwise provided in the Bylaws, any agent or officer of the Association may be authorized to bind, execute or deliver any obligation which is in the name of the Association on behalf of the Association, only if the authorization is made by a duly enacted resolution of the Board of Directors and entered into the minutes of the Association. Unless so authorized, no agent or Officer shall have the authority to so bind or represent the Association.

Article XII **Indemnification**

The Southern California Golf Course Superintendents Association shall indemnify any and all persons who may serve or have served at any time as Officers or Directors and their respective heirs, paid administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being, or having been, an Officer or Director of this Association except in relation to matters as to which any such Officer or Director, or former Officer or Director, shall be adjudged in any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duties. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, Bylaw agreement or otherwise.

Article XIII **Dissolution**

In the event of the dissolution of the Association, after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with the Internal Revenue Code concerning its exempt status or in accordance with state law. The decision of distribution shall be made by the Board of Directors.