

**Bylaws
Of the
Delaware Women's Golf Association
(Founded: 1962)**

Amended Association Bylaws dated October 20, 2018

Effective Date, October 20, 2018

ARTICLE I. GENERAL

Section 1.1 Association Name. The name of this Association is the **Delaware Women's Golf Association (DWGA)**. "DWGA" and "Association" may be used interchangeably and synonymously.

Section 1.2 Association Mission. The object and purposes of the Association shall be:

A. To promote interest in amateur golf for women and junior girls in the State of Delaware and surrounding areas by:

1. Sponsoring a minimum of the Delaware Amateur and Senior Amateur Tournaments.
2. Educating through golf clinics.

B. To promote, inform, and enforce the USGA Rules of Golf and the USGA Handicap System.

Section 1.3 Compliance with Laws. The Association shall pursue its mission in full compliance with all Federal, State, and local laws, regulations and ordinances.

Section 1.4 Non-Profit. The purposes for which the Association is formed are to be promoted, transacted and carried on without pecuniary profit.

Section 1.5 Association Financial Records. If required by law, the books of the Association shall be kept in the state of incorporation. Otherwise, the books may be kept outside the state of incorporation.

ARTICLE II. ASSOCIATION MEMBERSHIP

Association membership classification shall be Member Clubs and Individual Members. The Board may authorize sub-classifications of membership, defining the rights, privileges, and obligations of each such sub-classification.

Section 2.1 Member Clubs.

Section 2.1.1 Member Club Obligations. A club may join the Association by paying applicable dues and agreeing to comply with the following obligations:

1. Pay annual dues to the Association by the end of February.
2. Participate in the Open Day program. If the Member Club does not participate in the Open Day program, its members who are DWGA members are ineligible to participate in the Open Day program.
3. Ensure only DWGA members participate in the Member Club's Open Day program by verifying player names with the DWGA member names on the DWGA website (DWGA.ORG).
4. Host Association-managed tournaments by mutual agreement between the club and the DWGA Tournament Committee.

Section 2.1.2 Member Club Delegates. Each Member Club shall designate a single representative (hereafter called the Delegate) who shall be the principal point of contact between the Association and the Member Club. The Delegate must also be a member of DWGA in good standing.

The Member Club Delegate may make and second motions at Association meetings and may vote on behalf of the Member Club on all official Association votes. The Member Club may also designate an alternate Delegate to act on behalf of the Delegate, if the Delegate is unavailable for any reason. The identity and contact information of the Delegate (and alternate) shall be provided to the Association. A Member Club may change its Delegate or alternate Delegate by notifying the Association.

Section 2.2 Individual Members. Any female amateur golfer with an established USGA handicap index and who is a member of a DWGA Member Club or maintains their handicap at a Member Club, may join the Association as an Individual Member by paying the applicable Association dues and agreeing to conform to Association Bylaws, policies, rules, and procedures.

Section 2.3 Association Membership Dues. Membership dues shall be paid on an annual basis. Dues structure and amounts shall be defined and approved by the Board.

Section 2.4 Association Meetings.

Section 2.4.1 Definition of a Quorum. Delegates representing 30% of all Member Clubs in good standing shall whether voting in person, vial mail, or electronically, constitute a quorum for the purpose of conducting official business at an Association meeting of the members. If a quorum is not present, official actions, such as voting, may not be conducted until a quorum is present.

Section 2.4.2 Scheduling Association Meetings. The Board shall approve the timing and location of Association meetings. There shall be two Association meetings each calendar year, which shall be designated as the Association Opening and Closing Meetings.

Section 2.4.3 Open Attendance at Association Meetings. Association meetings may be open to all Association members at the discretion of the Board. The Association shall not be responsible for paying or reimbursing any expenses incurred by member meetings attendees.

Section 2.4.4 Association Meeting Notice. The Association shall give its Delegates at least 30 days' notice of Association meetings. A preliminary agenda shall be posted on the DWGA website (DWGA.ORG).

Section 2.4.4 Distribution of Meeting Minutes. Association meeting minutes shall be made available to Association members on the DWGA website (DWGA.ORG).

Section 2.5 Association Member Club Voting.

Section 2.5.1 Association Member Voting Responsibilities. Member Clubs through their Delegates shall have the responsibility to vote on the following matters:

1. Electing Directors of the Board (see Section 3.2).
2. Merging the Association with another organization, regardless of whether the Association is the surviving entity.
3. Dissolving the Association.
4. Other matters requiring Association Member Club Delegate action as provided for in these or other applicable Association procedures or as determined by the Board.

Individual Members shall not have voting privileges.

Section 2.5.2 Authorization of an Association Vote. Unless otherwise specified in the Bylaws, Association Member Club votes shall be authorized by the Board. An Association vote may be conducted at an official Association meeting in person, via mail, or electronically, unless a specific method is stated in the Bylaws for certain types or votes.

Section 2.5.3 Association member Voting Eligibility. Each Member Club shall be entitled to one vote on any motion before the Association. The vote shall be cast by the Member Club Delegate or alternate Delegate.

Section 2.5.4 Voting at Association Meetings. Supporting documentation pertaining to an Association vote at an Association meeting shall be distributed to Member Club Delegates at least 30 calendar days prior to the meeting.

Section 2.5.5 Reporting Association Voting Results. The final result of voting shall be posted on the DWGA website (DWGA.ORG).

Section 2.6 Reprimanding, Suspending, or Terminating Association Members.

Section 2.6.1 Grounds for Reprimand/Suspension/Termination. Any Association Individual Member or Member Club may be reprimanded, suspended or terminated for:

1. Failure to pay Association-approved dues within the time frame specified by the Board.
2. Conducting or participating in activities contrary to law or Association Bylaws, policy, rules, procedures or programs as determined by the Board.

Section 2.6.2 Grievance Process. The Association shall maintain a grievance procedure to allow complaints to be submitted against Member Clubs or Individual Members.

Section 2.6.3 Decision Process. Whether coming from the grievance procedure or elsewhere, a decision to reprimand suspend or terminate a member shall require two-

thirds approval of the entire Board. The terms of suspension shall be as prescribed by the Board. However, suspended members shall be required to pay dues during the period of suspension. The suspension will remain in effect until the Association member complies with the terms of the suspension, or for such length of time as determined by the Board. If the terms of suspension are not complied within the time frame specified, the Association member's membership may be terminated by approval of two-thirds of the Board.

Section 2.6.4 Appeal Process. Suspension or termination of membership may be appealed by prompt written notice by the Association member to the Association President or Secretary. The appeal shall be discussed and voted on by the Board. The Member Club or Individual Member may be reinstated by approval of two-thirds of the Board.

Section 2.6.5 Voluntary Termination. A Member Club or an Individual Member may voluntarily terminate its membership during a dues period by resigning in writing to the Association President or Secretary. Dues shall not be refunded in such cases.

ARTICLE III ASSOCIATION BOARD

Section 3.1 General Powers. A Board shall supervise, control, and direct the affairs of the Association. The Board shall be vested with the power to determine the policies of the Association, interpret the Bylaws, appoint and remunerate its agents and employees, disburse funds of the Association and adopt rules and regulations for the conduct of business as shall be deemed advisable.

Section 3.2 Board Membership.

Section 3.2.1 Board Composition. The Board shall be composed of four Officers (President, Vice President, Secretary, and Treasurer), up to five Directors, and an Ex-Officio Director.

There shall be a minimum of six and a maximum of nine Officers and Directors, elected to three-year terms. They can only serve a maximum of two consecutive terms but can be re-elected after not serving for one year. They must be Individual Members of the Association in good standing or professional staff employed by or affiliated with a Member Club. No more than two people representing the same Member Club may be Board Members simultaneously.

The immediate past Association President shall be an Ex-Officio Director of the Board for a one-year term, if this person is not already an Officer or Director. The Ex-Officio Director has no voting privileges.

The Association intends that the composition of its Board will mirror as much as is possible the composition of its membership. This shall be considered when proposing a slate of candidates.

Section 3.2.2 Nomination of Board Members. The President shall appoint a Nominating Committee who shall solicit and consider member recommendations and shall propose a slate of candidates, one for each open Director position that may include combination new and incumbent candidates. The slate shall require approval by the Board. If the slate is not approved, the Board shall ask the Director to recommend an alternate slate for Board approval at a later date.

Section 3.2.3 Election of Board Members. Board members shall be elected at an Association meeting. Association Member Club Delegates may vote for the proposed slate of candidates with one vote by each Member Club for each open position. Those candidates receiving the largest number of votes shall be elected. Ties shall be resolved with additional rounds of voting until the positions are filled. When the new Board Members are elected, outgoing Board Member terms will expire and incoming Board Member terms will begin.

Section 3.3 Board Vacancies.

Section 3.3.1 Resignation of Board Members. Any Director may resign at any time by giving written notice to the Association President or Secretary. Such resignation shall take effect at the time specified in the notice and it shall not be necessary for the Board to accept a resignation for it to be effective.

Section 3.3.2 Removal of. Any Director may be removed at any time, with or without cause, by approval of two-thirds of the Board.

Section 3.3.3 Filling Board Vacancies. A vacancy on the Board resulting from the death, resignation or removal of a Board Member may be filled for the un-expired term by vote of the remaining Board Members. Candidates may be proposed by the Nomination Committee formed for this.

Section 3.4 Meetings of the Board.

Section 3.4.1 Definition of a Quorum. A quorum of the Board consists of two-thirds of the Board Members present (physically or electronically). A quorum of the Board is necessary to transact business. In the absence of a quorum, a majority of the Board Members present (physically or electronically) may adjourn the meeting until a quorum is present.

Section 3.4.2 Board Meeting Scheduling. Meetings of the Board may be held at such times and places as determined by action of the Board, except that the Board shall meet at least once per year. The meeting shall be used to elect officers and such other business as the Board may decide.

3.5 Board Voting.

Section 3.5.1 Director Voting Rights. All Board Member Directors may vote; except the Ex-Officio Director.

Section 3.5.2 Board Voting Process. The Board shall vote at official meetings; voting method shall be determined by the President. Voting positions shall be approve, disapprove, or abstain. Votes may be conducted in person or electronically and a minimum return equal to a quorum shall be required for a vote to be official.

Section 3.5.3 Board Vote Approval Requirements. Unless otherwise specified in the Bylaws, all actions require approval by two-thirds of Board members who vote, excluding abstentions.

Section 3.6 Board Member Compensation. Board Member shall not receive any compensation for their services as members of the Board. The Board may vote, however, to authorize payment by the Association of reasonable expenses of a Board member while performing the official business of the Association.

Section 3.7 Committees of the Board. The Board may vote to create, inactivate, merge and dissolve committees as it requires to assist the Board in carrying out its responsibilities. Work by committees of the Board is advisory to and shall be approved by the Board, unless specific responsibilities have been delegated to committees by the Board.

Section 3.8 Independent Legal Counsel. The Association may retain independent legal counsel upon the terms and conditions established by the Board.

ARTICLE IV ASSOCIATION OFFICERS

Section 4.1 General Provisions. The Directors shall elect for among their number a President, Vice President, Secretary, and Treasurer at a meeting of the Board.

Any Director of the Board shall be eligible for election to any Officer position, with the exception of President. The Board Member must have served at least one (1) year as a member of the Board prior to being elected President.

Each elected officer shall take office immediately upon installation and shall serve a term of one (1) year or until a successor is duly elected. The President may serve only two (2) consecutive one-year terms but may be re-elected President after not holding that position for one year.

Section 4.2 Officer Powers and Duties.

Section 4.2.1 President

1. Chair meetings of and lead the activities of the Board.
2. Serve as an Ex-Officio member of all Board Committees.
3. Be a signatory on the bank accounts, along with the Treasurer.

Section 4.2.2 Vice President

1. Assist the President in exercising the duties of the President, including presiding over meetings of the Board in the absence of the President.
2. Assume the duties of the President should this position become vacant.

Section 4.2.3 Secretary

1. Take minutes at Board and Association meetings and post Association meeting minutes on the DWGA website (DWGA.ORG).
2. Ensure all notices are given in accordance with the se Bylaws or as required by law.
3. Send communication to the Association members as submitted by the Board members.

Section 4.2.4 Treasurer

1. Be a signatory on Association bank accounts, along with the President.
- 2 Process Association receipts and disbursements.
2. Create monthly financial reports.
3. Develop annual budget for Board approval.
4. Present Association financial reports at Association and Board meetings.

Section 4.3 Association Officer Vacancies

An Association Officer may resign at any time by giving written notice to the Association President or Secretary. Such resignation shall take effect at the time specified in the notice and it shall not be necessary for the Board to accept such resignation in order to make it effective.

Association Officers may be removed from office, with or without cause, by approval of two-thirds of all Board Members.

A vacancy in the President position resulting from the death, resignation or removal of the person in the position shall be filled for the un-expired term by the Vice President. If the person in the Vice President position cannot fill this position for any reason, the Board shall elect another Director to the position of President for the unexpired term by approval of two-thirds of the Board Members.

A vacancy in any Officer position others than the President resulting from the death, resignation or removal of an Officer shall be filled for the un-expired term by approval of two-thirds of the Board.

ARTICLE V PARLIAMENTARY PROCEDURES

On questions of parliamentary procedure not covered herein, Robert's Rules of Order (latest edition) shall be used to expedite due process.

ARTICLE VI AMENDMENT OF BYLAWS

Proposals to alter, amend, repeal, or adopt new Bylaws may originate with the Board or with a petition of at least 25% of the Member Club Delegates, which shall be sent to the Board. Delegate-proposed changes shall be voted on with 60 days of receipt. Proposed changes to the Bylaws shall be distributed to all Board Members and Member Club Delegates at least 30 days in advance of a vote. The President shall determine whether voting is done at a meeting, by mail, or electronically. Proposed changes require a quorum (30% of all Member Clubs in good standing) and approval by at least three-fourths of all Board Members and Member Club Delegates voting. If approved, the changes shall be effective immediately and the result of voting shall be posted on the DWGA website (DWGA.ORG) within 30 days.

ARTICLE VII DISSOLVING OR MERGING THE ASSOCIATION

A proposal to dissolve the Association or to merge the Association with another organization, regardless of whether the Association is the surviving entity, shall require approval of three-fourths of all the Board Members and of three-fourths of all Association Member Club Delegates.

ARTICLE VIII DIRECTOR/OFFICER INDEMNITY

Each Director and Officer, past or present, of the Association and their respective heir, administrators, and executors, shall be indemnified by the Association. The private property of the Board Members of the Association shall not be subject to the debts, obligations and liabilities of the Association. The Association shall purchase and maintain insurance to indemnify any Director or Officer or any former Director or Officer, against any and all expenses and liabilities incurred in connection with any claim, action, suit, or proceeding to which they are made a party by reason of being a Director or Officer.