



REVISED BY-LAWS OF POLISH AMERICAN GOLF ASSOCIATION

05/15/2015

ARTICLE I – PURPOSE

FIRST: To stimulate interest in golf by bringing together a group of Polish American golfers and their friends desirous of forming a golfing organization.

SECOND: To promote and foster closer bonds between members for their mutual benefit, and to promote and conserve the best interests and spirit of the game of golf as embodied in its ancient and honorable traditions.

THIRD: To encourage conformance to the USGA Rules of Golf by creating a representative authority.

FOURTH: To provide an authoritative body to govern and conduct competitions.

ARTICLE II – MEMBERSHIP

FIRST: Membership shall be available to all men and women eighteen years of age or older. There shall be a membership of at least ten members with a maximum membership of three hundred individuals.

SECOND: There shall be a program for junior membership of individuals with competent golf skills who are less than eighteen (18) years old who have parent or guardian who is a member. The junior's parent or guardian will be required to sign all documents on the junior's behalf and the parent and/or guardian will be responsible for all fees owed to the Club for both. The junior member will be allowed to compete with all other members.

THIRD: Only golfers with a reasonable and regular opportunity to play golf with fellow members may be members. All members will receive a USGA handicap through the Association.

FOURTH: Memberships are individual in nature and each member shall be required to pay annual dues to the Association. Membership may not be transferred to any other individual.

FIFTH: Membership does not convey any interest in any golf club at which PAGA holds any event. Membership does not convey any interest in the Club grounds, clubhouse or the operation of any host for any PAGA function.

SIXTH: Membership does not confer any privileges at any golf course.

SEVENTH: The Club shall operate on a fiscal year May 1 to April 30. Membership in The Association will be based on fiscal year.

EIGHTH: Any member in good standing may propose a new member for consideration. The proposed member shall attend a Club event and upon the payment of dues, the proposed member may join the Club for one year. At the end of the fiscal year, The Board will accept all probationary members in good standing into the Club.

NINTH: The Board of Directors may confer honorary memberships upon individuals who have advanced the Club and/or the game of golf. The Board must publish the names of any and all individuals receiving an honorary membership prior to a meeting of The Board to all directors with the reason for the provision of the honorary membership. An honorary membership will be conveyed following a vote of two-thirds affirmative vote of The Board to convey the membership to the Honorary Member.

TENTH: Membership dues shall be set by The Board of Directors prior to the Spring Annual Meeting and the membership shall receive notification of the amount due for dues thirty days prior to the Spring meeting. Additionally the amount due for dues will be placed on the website with a reminder that payment must occur at the annual meeting. The annual dues will be used to adequately operate the Club, pay for member handicaps and cover costs and expenses of the Club.

ELEVENTH: In the event that any member of the Association shall commit any act which reflects to discredit or cause disrepute to The Association or neglect to comply with the rules and regulations adopted by the Board of Directors or Association Officers, act in way in a manner which violates the USGA charter for The Association or engage in any activity which is violative of The Rules of Golf, such member shall be subject to suspension or expulsion or other penalty The Board of Directors shall deem fit for such action. Prior to the hearing before The Board of Directors, the member shall receive ten (10) days written notice to appear before the Board at a suitable time and location as shall be provided within the written document. At the hearing, the Member shall have the right to be heard in defense of their action or omission and present to the Board, witnesses and documentation in furtherance of the Members position. At the hearing, The Secretary or his designee will outline to the Board the nature and extent of the accused infraction and present witnesses and documentation demonstrating the proscribed conduct or activity of the Member. A vote of two-thirds of Board of Directors will be required to impose discipline upon a member.

ARTICLE III – ANNUAL MEETING and SPECIAL MEETINGS OF THE CLUB

FIRST: The annual meeting of The Club shall be held at the annual Spring tournament. At that meeting, the annual election of The Club shall be held for Officers and Directors. The Board of Directors shall provide for the holding of such other meetings as may be deemed necessary or desirable.

SECOND: At the annual meeting there will be elections for Officers and The Board of Directors as shall be required. The Treasurer and The President shall present a report for the previous year and a budget for the current year.

THIRD: There will be a vote for Club Officers at the annual meeting. There will also be a vote for representatives for The Board of Directors at the annual meeting. All members in good standing who are current with their dues may vote. Each member shall have one vote for each Officer. Each member in

good standing shall also vote for three Directors from three states with the most members in good standing. An individual's driver's license shall be presumptive evidence of the State in which they reside.

FOURTH: Voting for The Board of Directors and The Officers shall be on paper ballot. Only individuals in good standing who have paid their dues and are actually present at The Annual Meeting may vote. There will not be any use of proxies for voting at The Annual Meeting.

FIFTH: At least fifteen members in good standing must be present for a quorum to be reached at The Annual Meeting or any special meeting. Except as stated herein, a simple majority will govern the actions of The Association. Should a quorum not occur at the Annual Meeting, the meeting shall be adjourned to the date and time of the next golf event. Such information shall be published to the PAGA website.

SIXTH: Any member may speak at the Annual Meeting or Special Meeting on any matter except for a change in The By-Laws at The Annual Meeting. However, a member may not ask for a vote on any matter nor may they unilaterally seek to conduct a vote on any matter.

SEVENTH: A special meeting of The Club may be called by The Board of Directors at any time upon a majority vote by the Board that such meeting is necessary. A member of The Club may seek a special meeting of The Club by forwarding a petition of one more than one third of the Club members in good standing seeking a special meeting and detailing the purpose of the special meeting. The Board of Directors shall then make arrangements to conduct a special meeting not fewer than twenty days from receipt of the request and no more than thirty days from receipt of the request and publish a notice to all members of the meeting, its purpose, its location and date by email to each member.

ARTICLE IV – BOARD OF DIRECTORS

FIRST: Any member in good standing and over the age of majority may serve as a member of The Board of Directors.

SECOND: Each member must be physically present to vote at The Annual Meeting. Voting shall be on written ballot and the individual receiving the greatest number of votes shall be the Director.

THIRD: The individuals elected as officers of The Club including The President, The Vice President, The Secretary, The Treasurer, The Tournament Director, The Regulatory Filing and Compliance Director and The States Representatives shall be members of The Board of Directors and shall have equal and full voting privileges with regard to all matters properly put before The Board.

FOURTH: The Board shall appoint The Election Committee of one to three members who are not Board members or candidates to supervise and officiate any and all elections.

FIFTH: The Board of Directors shall meet at such times and places recommended by the President and approved by the Board of Directors. The President shall provide reasonable notice to all Board members of the meeting location and time. A majority of the Board shall constitute a quorum at any meeting.

SIXTH: In the case of any vacancy through death, disability, resignation, disqualification or other cause, the remaining directors, even though less than a quorum, may elect a successor by majority vote to hold office for the un-expired term of the director whose place shall be vacant, and until the next Annual Meeting.

SEVENTH: The Board of Directors if needed shall appoint The Auditing Committee chosen from members in good standing, but other than The Board members.

ARTICLE V- OFFICERS

FIRST: The officers shall be The President, The Vice President, The Secretary, The Treasurer, The Tournament Director, The Regulatory Filing and Compliance Director and The States Representatives. The Officers shall be directly elected by the membership and shall serve one year term or until a successor is elected and qualified. They are to be elected at The Annual Meeting. They shall act as members of The Board of Directors with full voting powers with respect to all matters before The Board of Directors. No person shall hold more than one office.

SECOND: The President shall handle all day to day activities for the Club in furtherance of the Club's purpose and to accelerate its growth and development including any contracts which Board of Directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. He shall conduct The Annual Meeting of The Club and Special Meetings. He shall be the contact person for USGA and MGA. He handles all correspondence for the Club outside of The Club's meetings. The president shall report to the membership on the status of the Association's activities and events. He shall monitor Association's operations and set goals and agendas for the following year. In furtherance of the above stated responsibilities and activities he shall sign checks in conjunction with another properly authorized board member.

THIRD: The Vice President shall assist the President in the aforementioned duties. He shall assist the Secretary with respect to the maintenance of the member's handicaps. He shall coordinate the websites' use and development. In the absence of the President, he shall perform Presidential duties at meetings and tournaments. He shall assist in the organization of all tournaments.

FOURTH: The Secretary shall maintain and publish minutes of The Annual Meeting and all Special Meetings to the membership. He shall provide information for dissemination and safekeeping all records of The Club. He shall send dues notices to all members each year. He shall serve as Handicap Chairman and facilitate rules to insure that each member has an accurate handicap. He shall participate in the scoring of each tournament.

FIFTH: The Treasurer shall collect all monies due from the members for dues and tournament fees before the start of each event. The Treasurer shall make certain that the Club meets its financial responsibilities to the USGA and the MGA for handicaps, Golf Clubs at which events occur and other entities which provide services to the Club. The Treasurer shall maintain records of all sums received and paid out in conjunction with the Tournament Director for each event of the Club. Following each event, The Tournament Director and the Treasurer shall collaborate on a report for the membership of all sums received in conjunction with a tournament; sums paid out to the golf course, for food, for trophies and other expenditures in such detail as to allow all members a sufficient understanding of the profit and/or loss of each event. Upon request, The Treasurer and Tournament Director shall provide a report on The Club finances. The Treasurer shall have the authority to create bank accounts at any and all financial institutions that he deems fit in conjunction and in consultation with The President and The

Vice-President. The Treasurer shall be signatory on all accounts along with , however the account must also require the signature on all checks of The President and The Tournament Director (2 signatories).

ARTICLE VI – COMMITTEES

FIRST: There shall be an Election Committee created to facilitate and to monitor Club elections and to determine the qualifications of voters.

SECOND: All appointed Committee members shall serve an annual term.

ARTICLE VII – COMPENSATION

FIRST: The Board of Directors shall not receive financial compensation for the services they perform for the Club.

SECOND: All Officers and Directors are entitled to reimbursement of reasonable expenses made in furtherance of the Club's purpose. The Treasurer shall determine the reasonable and provide reimbursement to the extent proper.

ARTICLE VIII – AMENDMENT TO THE BY – LAWS

FIRST: The Board of Directors may seek to repeal or amend the By-Laws by publishing the change to the By-Laws and calling a special meeting of the Club. Prior to special meeting, the Board must post notice on its website of the special meeting, its location, date and time and all matter to be discussed including a draft of the changes to the By-Laws.

SECOND: A member may seek a change and/or alteration of The By-Laws. The member must have published a change or alteration to other members at his sole cost and expense. The member must establish that at least one more than one third of the members in good standing concur in the alteration or amendment of The By-Laws and forward the amendment and proof to The Board. Upon receipt The Board will call a special meeting of The Club in accord with the rules of The Club with regard to Special Meetings.

IX – DUES

FIRST: The Board shall set the annual dues payable by each and every member sixty (60) days prior to Spring meeting and tournament.

SECOND: Dues are payable at the Spring Tournament, but before The Annual Meeting takes place. Immediately, following the conclusion of the Spring Tournament, The Treasurer will send an email noting that dues have not been received and that to remain a member in good standing dues must be paid immediately. Should dues remain unpaid at the time of the second tournament, member's Club privileges will be suspended.

THIRD: Only members in good standing may participate in any meeting. Only members in good standing may vote for Officers or participate in any other election. Only members in good standing may hold any Club office or sit on any Committee. A member in good standing is defined as a member who is current with respect to any and all financial obligations due to The Club and is not subject to any disciplinary proceedings.