

# BYLAWS of SAN DIEGO GOLF COURSE SUPERINTENDENTS ASSOCIATION

Adopted 1995, Amended 2023

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## **Article I NAME**

The name of this organization shall be San Diego Golf Course Superintendents Association.

## **Article II PURPOSE**

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

## **Article III MEMBERS**

**Section 1.** The membership of this Corporation shall be limited to those persons whose interests and problems are typical of the coastal and desert regions and who do business in San Diego County. It shall be a condition precedent to admission to membership in this Corporation that each applicant shall furnish satisfactory evidence of his qualification for membership and the Membership Committee of this Corporation shall be the sole judge of his qualification.

**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 twenty-five years (25) 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.

**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 employed in such capacity. In addition, said applicant must have a Pesticide Applicator License, or its equivalent under California Pesticide Laws and Regulations. A Class A member transferring from an out-of-state chapter shall retain his classification and have one year in which to comply with this requirement. Class A members shall have all the privileges of the Association. Dues are payable. Anyone applying for Class A membership in SDGGSA must also be a member of GCSAA.

**Class B – Golf Course Superintendent:** To qualify for Class B membership, 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. In addition, said applicant must have a Pesticide Applicator License or its equivalent under California Pesticide Laws and Regulations. A Class B transferring from an out-of-state chapter shall retain his/her classification and have one year in which to comply with this requirement. Class B members shall have all the privileges of the Association. Dues are payable. Anyone applying for Class B membership in SDGCSA must also be a member of GCSAA.

**CLASS C - Golf Course Assistant Superintendent:** To qualify for Class C membership an applicant shall be, at the time of application, an assistant to a golf course superintendent, and shall be presently employed in that capacity. Class C members shall have all the privileges of the Association, except that of holding office. Dues are payable.

**CLASS EM – Equipment Manager:** To qualify for Class EM an applicant must be employed as an equipment manager, assistant equipment manager or mechanic/technician in the golf industry. Dues are payable.

**CLASS TM - Turf Manager:** To qualify for Class TM membership, an applicant must manage the turf at a facility which grows sports-related turfgrass, but which is not defined as a golf course in the SDGCSA Bylaws. Dues are payable.

The facilities included are: driving ranges, practice facilities, test facilities, stadiums. This specifically excludes any turf that is sold to a golf course or other sports facility. TM members shall have such privileges of the Association as the Board of Directors may specify by standing rules. Dues are payable.

**ASSOC - Associate Member:** To qualify for Associate membership the applicant shall be an individual employed by a golf course superintendent and interested in golf course management and/or in the growing or production of fine turfgrass. Associate members shall have such

privileges of the Association as the Board of Directors may specify by standing rules, except those of voting and holding office. Dues are payable.

**Class E - Educators:** To qualify for Class E membership, an applicant must be a full-time turfgrass educator or extension officer. Class E members shall have such privileges of the Association as the Board of Directors may specify in standing rules, except those of voting and holding office. Dues are payable.

**R - Retired Member:** Any member reaching age sixty (60), who is retired and no longer seeking employment within the scope of activities of any membership class of this Association, may apply to the Executive Committee, in writing, for Retired membership. The annual dues will be complimentary. A Retired member shall have all the privileges of this Association afforded the member in his immediate previous classification with the exception of holding office.

**AFFIL or CORP AFFIL (G) - Affiliate Member:** To qualify for Affiliate membership an applicant must be a person involved in the golf industry, either individually or through employment by, or other

affiliation with, a company proprietorship, governmental agency, or Association, who provides products or services to golf courses and 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 and holding office. Dues are payable.

Affiliate members may join as an individual or as a corporation. Each Corporate membership shall have the right to name two of its owners, employees, or other agents as its representatives to the Association.

Such representatives shall have such privileges of the Association as the Executive Committee may specify by standing rules, except those of voting and holding office. Annual dues to be set by the Board double that of individual Affiliate membership.

**I - Inactive Member:** An Inactive member is a member who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon his application. The Executive Committee shall have the authority to act on such application and to place a member on inactive status subject to such terms and conditions as the Executive Committee may specify from time to time by Standing Rules; provided, however, that an inactive member shall not vote or hold office.

Class A and Class B who no longer fulfill all the requirements for Class A and Class B classification due to a position change will be eligible to keep their status for the purpose of resumes, interviews, applications, etc., for a period not to exceed 24 months, providing they are actively seeking employment as a Golf Course Superintendent or Assistant Superintendent. Members in this classification will continue to pay regular dues during this period, and retain all rights and privileges of the Association, except that of holding office. Any Class A or Class B Inactive member exceeding 24 months of consecutive unemployment or reduced employment

will be automatically placed in the appropriate membership classification or dropped from the Association.

**(S) -Turfgrass Student:** To qualify for Class S membership an applicant must be a turfgrass student enrolled in a formal course of education in an approved and accredited institution.

Class S members shall have such privileges of the Association as the Executive Committee may specify for each respective class from time to time by Standing Rules except those of voting and holding office. Annual dues and general fees will be complimentary.

**(H) - Honorary Members:** To qualify for Honorary membership the individual must be a member of the Association who has been recognized by the Executive Committee for contributing in an outstanding manner to this Association. The annual dues and general meeting fees will be complimentary. Honorary members shall have such privileges of the Association as the Executive Committee may specify from time to time by Standing Rules, except those of voting and holding office.

This is a representative from a related field or industry who is recognized annually by the Board. This membership classification is awarded to the person holding a specific position, such as County Farm Advisor, and membership will change as the representative changes or at the discretion of the Board. No more than eight Industry Representative memberships will be awarded per year. Membership dues will be complimentary, however, monthly meeting charges will be payable. Industry Representatives shall have such privileges of the Association as the Executive Committee may specify from time to time by Standing Rules, except those of voting and holding office.

**Section 4.** Unless otherwise specifically provided in the Bylaws, all voting rights of this Corporation shall be vested in the Class A, Class B, TM, Retired and AA-Life Members. All other members shall not have voting rights in the Corporation nor be eligible to hold any elective office in this Corporation, but shall be entitled to all other benefits of membership.

**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. The Board of Directors may require that each application for membership contain the recommendation of one or more voting members (Class A or Class B) of the Association. The Board of Directors shall be the sole judge of an applicant's qualifications for membership, however, no application shall be rejected which meets the standards of the code of ethics.

**Section 6.** Approval or rejection of application; Applications for membership shall be reviewed by the Board of Directors at a scheduled meeting. After an application has been approved for membership, the applicant's name shall be read and the applicant introduced at a monthly meeting. Any person whose application is rejected may request a hearing for reconsideration. 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. The Board of Directors

shall be the sole judge of any applicant's qualifications for membership. If any application were 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 by the Board of Directors upon application of the member, and in accordance with standing rules adopted from time to time, or pursuant to directives adopted by the Membership at any annual meeting or any special meeting called for that purpose.

(a) **Voluntary reclassification:** Any individual member may request a change in his membership classification to accord with a change in his 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. The Board of Directors shall, upon receipt of this statement, determine the appropriate class of membership for each individual and shall be empowered to alter the individual's membership classification to properly reflect stated qualifications.

**Section 8.** Any Class A or Class B in good standing with another Chapter or with this Chapter in the past and with the Golf Course Superintendents Association of America (GCSAA), shall maintain their classification.

## **Article IV DUES AND SUPPLEMENTAL ASSESSMENTS**

### **Section 1. Annual Dues**

The annual dues of the Association shall be the sum fixed at any annual meeting of the Association as approved by a majority of the membership in attendance thereat. Dues shall be payable annually, in advance, for the fiscal year beginning April 1 and ending March 31.

Membership renewals and sponsorship commitments not renewed by May 1st will be rescinded. After May 1st a new membership application as well as appropriate late fees must be submitted to the membership chair to be considered for membership. The board of directors may determine an extension of time for payment.

Any renewal received after May 1st will not be included in the original membership directory or listed on sponsorship signage until the next event where signage is appropriate, but may be included in any follow up addenda. Your membership application will be presented at the next Board of Directors meeting for consideration. You will be notified of the board's decision shortly after that board meeting. New members are listed in the quarterly newsletter, INFOREMER.

**Section 2. Assessments:** Where necessary, in the opinion of a majority of members present at any annual or general meeting, and following a thirty (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 by signed order, may levy an assessment to be paid by each Association member for the payment and discharge of any 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 MEMBERS DUES PROCESS**

**Section 1.** Non-payment of dues: All members whose dues remain in arrears for more than thirty (30) days following the beginning of the fiscal year can be expelled 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.

- (a) Failing to abide by the Code of Ethics established by GCSAA.
- (b) 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.
- (c) Conduct unbecoming of a member or inimical 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 two-thirds (2/3) vote of the Board of Directors after compliance with the due process procedures, specifically notice and hearing, and upon a showing of just cause. The Board of Directors shall establish by standing rules, the procedure to be followed to ensure protection of such members' due process rights.

If you are an affiliate or corporate affiliate member, you must submit your sponsorship commitment along with your appropriate dues amount and late fee to be reconsidered. Your renewal processes is not complete until both your dues and sponsorship commitment have been received and paid in full.

**Section 4. Re-application of Membership:** An expelled or suspended member may reapply for membership no earlier than one (1) year after the date of such expulsion or suspension, in accordance with the provisions of Article I. However, if expulsion or suspension was for nonpayment of dues or assessments, the member may apply in less than one year if his new application is accompanied by remittance of such dues and assessments as were due at time of expulsion, plus a penalty (to be determined by the Board of Directors), in addition to any amounts otherwise due with such application.

**Section 5.** 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 30 days, a written explanation of their 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 14 days after notice thereof and not more than 45 days after notice thereof. Notice to be in writing, delivered by certified mail. No aggrieved party shall have the right to notice an opportunity to be heard unless the aggrieved party gives notice of object to the Board within 45 days of receipt of the action to be taken.

## **Article VI VOTING-MEMBERSHIP**

**Section 1.** 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 Articles of Incorporation, Bylaws, elections of officers and directors only.

**Section 2.** A majority of the voting members present shall constitute a quorum. The voting members in attendance at the Annual Election Meeting will vote for the candidates for the office of President, Vice President, Secretary/Treasurer and Directors.

**Section 3.** The Board of Directors shall have the power to establish standing rules governing voting procedures at Association meetings.

**Section 4. Election 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 nominations have been closed, the election shall proceed in

orderly fashion by ballot for all elected persons. However, if there is but one election of the President and Vice President require a majority vote. Directors are elected by plurality vote. All other issues shall be decided by majority vote.

## **Article VII MEMBERSHIP MEETINGS**

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

**Section 2.** The annual election meeting of the organization shall coincide with the beginning of the fiscal year.

**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 Secretary or 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 or membership at previous respective meetings.

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

A- 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.

B- Special meetings are duly noticed if, at least 6 days before a special meeting all members are given notice of the meeting in writing

## **Article VIII 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 a majority of the entire Board of Directors shall be GCSAA Class A or Class B members actively employed as golf course superintendents. The Board of Directors of the Association shall at all times consist of at least four persons. The Board members shall have the right to increase the size of the Board to nine persons by simple majority vote, irrespective of any other Bylaw. All Directors must be of the age of majority. In order to serve as president, a member must have served on the Board of Directors for a minimum of one

year. The Board of Directors shall consist of, at least, the President, Vice-president, Secretary-Treasurer and the Immediate Past President. The president of the organization shall also serve as the Chairman of the Board.

Two Affiliate Representatives shall be appointed to serve on the Board of Directors at one time with alternating two-year terms. The Jr. Affiliate Representative will be selected at the Annual Election Meeting by the Affiliate and/or Corporate Affiliates members. The newly appointed affiliate representative becomes the Jr. Representative to being serving a two-year term on the Board of Directors.

One Assistant Superintendent Liaison shall be appointed to the Board of Directors by the President with Board approval and who shall not have a right to vote. Terms of office are one year for the assistant Superintendent Liaison.

**Section 2. Time and Manner of Election.** The initial Board of Directors shall be elected at a special organizational meeting called within 30 days of the acceptance of the Articles of Incorporation by the

Secretary of State of California. Directors thereafter, shall be elected at the annual membership meeting. The election of any Director shall be by written ballot, an affirmative majority vote of those qualified members at the annual meeting of the members if a quorum is present.

**Section 3. Term of Office.** Each officer elected shall hold office until their successor has been duly elected and qualified or until their removal, resignation or death. Terms of office are one year for President, Vice President, Secretary/Treasurer, and Immediate Past President. Board of Directors terms are for 3 years. No officer 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 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 Directors in attendance shall be deemed an act of the full Board. The 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 putative rule or regulation would be inconsistent with either law, the Articles of Incorporation or the Bylaws of the Association.

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

**Section 5. Time and Place of Meetings.** The meeting of the Board of Directors, for the purpose of transacting all normal business, shall be held monthly, at the Association's principal executive office or other suitable place fixed by the Board in advance.

Special meetings of the Board of Directors may be called at any time in the discretion of the President, the Secretary/Treasurer or the Vice-President of the Association. The special meeting

shall be held at the Association's principal place of business or as is convenient for all the Directors and Officers required to be in attendance.

**Section 6. Notice of Meetings.** Notice need not be given for any annual or regularly scheduled meeting of the Association. Notice must be given for any special meeting.

The contents of notice of any special meeting shall; state the place, hour, and date of the meeting, the general nature of the business to be transacted or the matter to be discussed; the name of the person(s) who has requested the meeting; be in writing, unless given by telephone to the director personally.

Notice of a meeting shall be delivered to each director in person, by telegraph or by telephone at least 48 hours in advance. Notice may also be given at least seven (7) days in advance by first class mail, postage prepaid.

No other business may be transacted at the special meeting except as 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, Telephone Conference.** A majority of the authorized Directors present at a lawfully convened meeting shall constitute a quorum for the transaction of any and all business of the Association.

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 directors not present at the adjourned meeting.

Directors may conduct a special meeting through the use of a telephone conference call as long as each director may hear all other directors and respond simultaneously to any statement. Such participation shall be deemed as presence at the meeting.

**Section 8. Voting.** Each Director shall be entitled to one vote with respect to each matter before the Board. Affiliate Representatives, both Jr. and Sr. have voting privileges at Board Meetings or other times requiring a vote to equal 1 vote total. If only one representative is present at the Board of Directors meeting or available for business requiring a vote at the board level, the representative in attendance will carry the entire vote for a total of one vote.

The officers of this Association as hereinabove provided for, together with the Directors as constituted, shall constitute the Board of Directors of this Association. Each member of such Board of Directors shall be entitled to vote at the meeting thereof and a quorum necessary for the transaction of business shall not be less than the majority (2/3 of Board of Directors in attendance) of said Board of Directors.

**Section 9.** Compensation. No Director shall receive any compensation for his/her services as a director or for any other services performed on behalf of the Association except as allowed under California Law and Chapter 42 of the Code.

**Section 10.** Vacancies. Any vacancy on the Board occurring because of death, resignation, and removal or otherwise shall be filled promptly by calling, within 30 days, a special meeting to elect a successor. A majority vote of the remaining directors shall be necessary to elect. The successor shall hold office for the unexpired term of his/her predecessor and until the election and qualification of his/her successor.

**Section 11. Removal.** Any director may be removed for any cause upon the affirmative vote of two-thirds (2/3) of all authorized Directors.

Any director may be removed for cause by an affirmative vote of a simple majority of all authorized directors. Cause is considered to be: conviction of a felony, adjudication of an unsound mind, a breach of the duty of care imposed upon directors of California mutual benefit nonprofit corporations.

**Section 12.** Resignation. A director may resign at any time, unless in the extremely rare occurrence that they are the only remaining director. To be effective, the resignation shall be: in writing, tendered in conjunction with other resignation, the effect of which would be to reduce the membership of the Board to below four persons.

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

**Section 14.** Executive Committees. The Board of Directors may by resolution create one or more executive committees and may delegate to such a committee any of the powers or duties exercisable by the Board itself, EXCEPT; the power to adopt, amend or repeal a Bylaw; 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; the power to amend or repeal a resolution of the 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.

Article VIII shall apply by analogy to all executive committee actions in regard to notice, quorums and special meetings.

## **Article IX OFFICERS**

**Section 1. Designation.** The officers of the Association shall consist of President, Vice-President and a Secretary/Treasurer. The Board, in its discretion, may create other positions as needed. The same person may occupy multiple offices except President and Secretary/Treasurer.

**Qualifications and Terms of Office.** Only Class A and Class B members who are actively employed as Golf Course Superintendents are eligible for election as Officers or Directors of this association.

Officers or Directors ceasing active employment as Golf Course Superintendents may continue service as Board of Directors or Officer at the discretion of a 2/3 vote by the Board of Directors to remove or remain in such capacity until the next annual election meeting.

The officers of this Association as hereinabove provided for, together with the Directors as constituted, shall constitute the Board of Directors of this Association. Each member of such Board of Directors shall be entitled to vote at the meeting thereof and a quorum necessary for the transaction of business shall not be less than the majority (2/3 of Board of Directors in attendance) of said Board of Directors.

**Section 2. Election.** The officers of the Association shall be elected at the annual meeting by the members as provided in Section Article VII, Section 2.

**Section 3. Term of Office.** Each officer elected shall hold office until his/her successor has been duly elected and qualified or until his/her removal, resignation or death. Terms of office are one year. No officer may hold more than two consecutive terms of office.

**Section 4. Removal and Resignation.** Any officer may be removed with or without cause by a majority vote of the directors present at a lawfully constituted meeting, subject to any contractual rights held by the officer removed.

Any officer may resign at any time by giving written notice thereof to any other member of the Board. Unless otherwise specified, resignation is effective upon receipt of notice by the Board member. Acceptance is not necessary to make the notice effective.

**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 affair.

The President shall appoint, discharge and fix the compensation of all employees and agents of the Association other than the duly elected officers, subject to approval by the Board of Directors.

The President shall sign and/or delegate to another board of director authority to execute all contracts and agreements in the name of the Association.

The Immediate Past President of this Association shall serve in this capacity for the one year following their term as president or until replaced by his successor.

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 executive committees of the Association, shall have the general power and duties of the Association, shall have the general power and duties of management commonly vested in the office of president of a corporation, and shall have such other 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, the Articles of Incorporation or Chapter 42 of the Code.

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

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

The Vice-President shall perform such other duties and shall have such other powers as the Board of Directors or the President 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 record the minutes of the meeting of the Association 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 committees in accordance with the Bylaws or as required by law.

The Secretary/Treasurer shall keep at the principal executive office a register containing the names of all persons who are officers, directors or 'disqualified persons' under Chapter 42 of the Code as well as their addresses.

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

The Secretary-Treasurer shall attest to 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 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 an 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 a duly adopted resolution of the Board of Directors.

The Secretary/Treasurer shall have the care of, the custody of and the responsibility for the Association's fund and securities. The Secretary/Treasurer shall receive and deposit all such Association funds in such banks, trust companies, safe deposit companies or other depositories as the President or the Board of Directors may designate and shall give a receipt for all funds due and payable to the Corporation.

The Secretary/Treasurer shall make, sign and endorse in the name of the Association, all checks, drafts, notes and other orders for payment and shall pay out and disburse such sums under the direction of the President or the Board of Directors.

The Secretary/Treasurer shall keep at the principal executive office of the Association accurate books of account of all foundation business and transaction. The Secretary/Treasurer shall exhibit said books of account to any director or the President upon request.

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

**Section 6. Vacancy.** The Board as soon as practicable shall fill any vacancy in any office.

**Section 7. Compensation.** Officers shall not be entitled to receive compensation.

## **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 majority vote of the members present, provided notice of such change has been given at a previous meeting of the organization or by a two-thirds vote without previous notice, provided that at least ten (10) percent of the total voting membership is present at the meeting. The President shall appoint a

committee to annually review the Bylaws for revisions and updating. The President and committee will compile all changes for presentation to membership as needed for changing and updating of San Diego GCSA bylaws.

## **Section 2. Dual Membership Requirement**

All Class A and Class B membership applicants must submit an application for membership or evidence of membership with the Golf Course Superintendents Association of America (GCSAA) and must maintain that membership thereafter.

**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 the 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 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 minute book 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 San Diego 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 the, 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**

This association shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of this Association. On dissolution of this Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations by the then current Board of Directors.