



# Northwest Ladies Golf Association

By-Laws

## **NORTHWEST LADIES GOLF ASSOCIATION BYLAWS**

**These Bylaws are effective as of November 1, 2012. Any and all prior versions of Northwest Ladies Golf Association Bylaws and any amendments to those prior versions are hereby superseded, revoked and replaced by these Bylaws as they currently read and as they may be amended as provided in Article III below.**

### **Article I – NAME**

The name of the organization shall be the Northwest Ladies Golf Association, referred to in this document as NLGA, and shall be operated as a Washington State not-for-profit organization.

### **Article II – MISSION**

The mission of NLGA is to organize and promote regular golf play for women of all skill levels and to foster the development of social relationships.

### **Article III – BYLAWS**

These bylaws shall govern the organization and operation of NLGA and shall become effective upon approval by a majority vote of the responding members.

Amendments to these bylaws shall first be drafted and approved by two-thirds (2/3) majority vote of the entire Board of Directors (Board), then approved by a majority vote of the responding membership as long as twenty-five percent (25%) of the then current membership votes. Votes may be submitted in person or by written proxy and submitted either electronically or by U.S. Mail.

### **Article IV – MEMBERSHIP**

Section 1. Membership shall be available to all women golfers 18 years of age or older. There shall be at least thirteen (13) members.

Section 2. Application for membership shall be accompanied by the annual dues. Eligibility for NLGA membership shall be in accordance with the requirements as set forth by the Board.

Section 3. Any member in good standing is eligible to renew her membership. A member in good standing shall be current with membership dues and not be subject to any review due to any complaint or investigation into inappropriate conduct.

Section 4. Dues are payable by March 1 of each calendar year. All memberships expire on January 1 of the calendar year following payment. Dues are not prorated for members joining or renewing after March 1.

- Section 5. The privileges of membership shall include:
- a. Membership in a United States Golf Association (USGA) recognized handicap system.
  - b. Membership in the Washington State Golf Association (WSGA).
  - c. Participation in any NLGA sponsored events.

Section 6. Members' conduct shall reflect NLGA's mission and each Member's demeanor shall respect both the Members of this Association and the game of golf. Any concerns regarding conduct of general members shall be reviewed by the Board within twenty-one (21) days of receiving such complaint. The elected Board will contact the member to share the complaint. They may request more information, warn the member that continued behavior may result in terminating her membership or decide to terminate membership. Two-thirds approval of the Board is required for any action taken. The member will have twenty-one (21) days to respond in writing. The member will receive a final determination within twenty-one (21) days of her response.

Board members shall complete all responsibilities with honesty, integrity, be accurate and timely. Concerns regarding conduct of appointed members of the Board shall be reviewed by the elected Board members. Upon recommendation of two thirds (2/3) of the elected Board members such conduct will be brought to the entire Board of Directors. Two-thirds (2/3) approval of the entire Board of Directors is required for any action to be taken regarding an appointed Board member's conduct.

If complaints concern an elected Board member, the other elected members shall bring in a non- Board member, who has experience handling personnel matters, to review the issue. The non-Board member may request more information or bring their recommendation to the other elected Board members. After review by the non-Board member and upon recommendation of two thirds (2/3) of the remaining elected Board, the conduct will be brought to the entire Board of Directors for review. The non-Board member shall be entitled to reasonable fees including expenses. The Board shall determine what is reasonable under the circumstances. Any action taken regarding the elected Board member requires two-thirds (2/3) approval by the entire Board of Directors. Action will be taken within twenty-one (21) days of receipt of the complaint or observation. The Board member will have twenty-one (21) days to respond to the complaint in writing. The Board member will receive a final determination within twenty-one (21) days of her response.

Section 7. A member may resign her membership at any time. Such resignation will not affect the obligation for dues for the year in which the resignation is made.

## **Article V—ORGANIZATION AND MEETINGS**

Section 1. The fiscal year for NLGA will be November 1<sup>st</sup> through October 31<sup>st</sup>. The Board of Directors (Board) will determine the amount of annual dues and will periodically review whether financial conditions warrant a change in the dues. All money collected shall accrue to the benefit of the membership or be donated to a not-for-profit organization as approved by the Board.

Section 2. All Meetings shall be conducted according to the rules of the latest version of Roberts Rules of Order.

Section 3. The annual meeting of NLGA shall be held during the month of October each year. Notice of the annual meeting shall be given by posting the date on the NLGA website and through email notification.

Section 4. Special Meetings may be called upon a two-thirds (2/3) vote of the Board and by notice provided by electronic mail and posting on the NLGA website.

Section 5. A legal quorum at any annual or special meeting of the membership shall be twenty-five percent (25%) of the membership present in person or by proxy. Each active member in good standing shall be entitled to one vote.

## **Article VI – BOARD OF DIRECTORS**

Section 1. The powers, government, and management of NLGA, except as otherwise provided in these bylaws, shall be vested in, exercised, conducted, and controlled by a Board of Directors who shall be members in good standing of this Association. If a Director at any time ceases to be a member of this Association, she shall thereby cease to be a Director.

The Board shall have general supervision and control of the business and affairs of the NLGA, and shall make all necessary rules and regulations not inconsistent with law, or with the Bylaws of NLGA, for the management of NLGA. It shall be their duty to ensure proper records to be kept of all business transactions. All Board members shall be entitled to one vote for any Board action or decision.

Section 2. The number of Board of Directors shall be not less than seven (7) and not more than fifteen (15). The Board shall consist of seven (7) members who are elected by the general membership; four (4) Officers and three (3) Members-at-Large. The Officers shall consist of President, Vice-President, Secretary and Treasurer and their duties shall be such as their titles would indicate or such as may be assigned them respectively from time to time. They shall exercise all powers of management of the Association not specifically excepted by these By-Laws. The term of office for elected positions shall be one year commencing November 1 of each calendar year, however Elected Officers may be re-elected. Members-at-large will be assigned their duties by the Officers of the Board.

Section 3. The remaining Board members will be selected by the elected Board. They may be assigned as a committee chair. The Elected Board will decide the committees to be established for the calendar year. (Examples of committees include Clinics, Communications, GHIN, Membership, Mentorship, Public Relations, Outings, Socials, Tournament, and Website.) All committee chairs shall have one vote.

Section 4. The Board shall meet at such times and places as they may select and a majority of the Board shall constitute a quorum at any meeting. It is recommended that the Board meet monthly.

Section 5.In the case of any Board vacancy due to death, resignation, disqualification or other cause, the Board, by majority vote, may elect a successor from the current Board, or from the general membership by nomination of the Board to hold office for the remainder of the term. If the position of President becomes vacant, the Vice President will fill the position of President for the remainder of the current term and the Board of Directors shall fill the position of vice president.

Section 6. Failure to perform the duties of the office or continued behavior that reflects negatively on the NLGA may cause a Board of Directors member to be dismissed from office by a two-thirds (2/3) vote of the entire Board of Directors as provided in Article IV, section 5 Board of Directors, excluding the member in question.

Section 7.President and Treasurer may not hold more than one Board position but Vice President, Secretary and Members-at-Large may hold their office and another committee chair. An individual only gets one vote even if they have multiple Board roles. When a vacancy exists one or more of the existing Board members may fulfill the responsibilities, but not the voting rights, of the vacant position as an acting member until the position is filled.

Section 8. Board members shall serve NLGA on a strictly voluntary basis with no monetary or material compensation beyond that of the general membership. This does not include reimbursement of expenses incurred on behalf of the Association.

Section 9. Officers and the Board of Directors shall be indemnified by the Association to the extent allowed by law, specifically as provided in RCW 24.03 Non Profit Corporation Act and as described in RCW 23B.08.510. As long as an Officer or a member of the Board acted in good faith and with the best interests of the Association, the Association shall reimburse her reasonable expenses incurred in any proceeding legal or otherwise. No Officer or Director will be indemnified for any intentional or willful acts which are not in the best interest of the Association or where she is adjudged liable for her actions or improperly benefits financially or otherwise from her actions.

Section 10. Officers of the Association are authorized to incur reasonable expenses, enter into contracts or other obligations, and sign notes; however signatures of two Officers are required on any checks or notes of obligation for the Association.

## **Article VII –COMMITTEES**

Section 1. As soon as possible after the annual meeting and election, the elected Board as provided in Article VI, Section 3 shall meet and appoint the Committee Chairs. The term of office for appointed positions shall be one (1) year.

Section 2. The Board of Directors shall authorize and define powers and duties of all committees.

Section 3. As NLGA projects and activities are approved, the Board may form Committees to coordinate these efforts. At the time a Committee is formed, a Chairperson shall be appointed by the elected Board to oversee the effort and provide reporting at meetings. This Chairperson is a member of the Board and retains the authority for the project or activity. In the event that the project or activity warrants additional resources, the Committee Chairperson, in their discretion, may select Committee Assistants from the general membership. Committee Assistants may assist in providing information and reporting at Board meetings, but do not have voting rights unless the Chairperson for that Committee is absent. When the Chairperson is absent, the Committee Assistant may vote by proxy for her.

### **Article VIII ELECTIONS**

Section 1. At least eight weeks prior to the Annual Meeting, the Board of Directors shall appoint a Nominating Committee, consisting of five (5) members of NLGA. No more than three (3) members of the Nominating Committee shall be current Board members. The Board shall elect by majority vote, a Nominating Committee Chair from the Board members selected. At least four weeks prior to the Annual Meeting, this committee shall submit to the Board a list of nominees for the elected positions for the term of office beginning on November 1; this includes the four Officers and three Members-at-Large. The Nominating Committee should endeavor to name 2 selections for each of the 4 Offices and no more than nine (9) names for the three (3) Members-at-Large. At least one week prior to the Annual Meeting, the list of candidates shall be sent by electronic mail to each member at their last known email address.

Section 2. Voting shall be by written ballot and those names receiving the greatest number of votes cast shall be declared to be elected. Written ballot includes votes sent by electronic mail, those submitted by U.S. Mail and those submitted at the Annual Meeting. The Board shall appoint a committee of two (2) judges who are not members of the Board or candidates for election to supervise the election.

### **Article IX – AMENDMENTS TO BYLAWS**

The Board of Directors shall have the power to repeal or amend any of these Bylaws provided that such action shall not be effective until approved by a majority vote of the voting members of NLGA at a meeting held in accordance with the provisions contained herein.

### **Article X – DISSOLUTION**

NLGA may be dissolved if a plan to dissolve the Association is approved by 75% of its members. A dissolution plan shall be made available at least 15 days prior to the membership vote for its approval. A vote by the members shall be by electronic mail or United States mail.