

# **MIDWEST ASSOCIATION OF GOLF COURSE SUPERINTENDENTS BYLAWS**

## **ARTICLE 1**

### **1. NAME**

The name of this Association shall be, MIDWEST ASSOCIATION OF GOLF COURSE SUPERINTENDENTS.

### **2. THE PURPOSE**

To Advance the rights and sciences attendant upon pertinent of related to the occupation of green keeping, to unite the green keepers and golf course superintendents of the Chicago Metropolitan area into a cooperative group for the collection, preservation and dissemination of scientific and practical knowledge and information, thus effecting more efficient and economical maintenance for golf courses and thereby improving and enhancing the individual and collective prestige and efficiency of the members; the creation of an instrumentality of entity of record capable and susceptible of procuring all benefits to the members both individually and collectively.

3. The Seal shall have inscribed thereupon the name of the Association, the year of its organization and words "Seal Illinois."

## **ARTICLE II**

### **MEMBERSHIP**

SECTION 1. Each applicant for membership in this Association shall furnish satisfactory evidence of his or her qualification to the Association's Executive committee, which shall be the sole judge of the applicant's qualifications for membership. The term "Regular Member" as used hereinafter, shall mean only Class A or Superintendent Member defined in Section 2. 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. The term "Charter member" shall mean those Class A Members who were members as of March 1927.

SECTION 2. Membership Classes.

CLASS AA – Life Members: To qualify for Life membership, a member shall have been a Regular member for at least twenty-five (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. A Life member shall be excused from payment for annual dues and assessments.

CLASS A – Golf Course Superintendent members: To qualify for Class A Membership, an applicant shall have had, at the time of application for membership, at least three (3) years experience as a golf course superintendent, and be employed in such capacity. Class A members shall have all the privileges of the Association.

**SUPERINTENDENT MEMBER – Golf Course Superintendent members:** To qualify for Superintendent Member (SM) membership, an applicant shall have had, at the time of application for membership, less than three (3) years experience as a golf course superintendent and shall be presently employed as a golf course superintendent. Superintendent Members shall have all of the privileges of the Association except that they shall not hold office.

**CLASS C – Assistant Golf Course Superintendent:** To qualify for application for CLASS C membership, an applicant shall be, at the time of application for membership, an assistant golf course superintendent, and shall be currently employed in such capacity. Class C members shall have all of the privileges of the association except that such members may not vote or hold office.

**CLASS D- Students and Employees:** All class D applicants shall have all the rights and privileges of the Association except that such member may not vote, hold office, and must register to receive electronic notification of all communications and correspondence. Class D applicants must state their title and employment capacity on application and will be defined by subclass as: Ds (Class D, Student). Dt (Class D, Equipment Technician, Irrigation Technician, Spray Technician) De, (Class D, All other Employees). Transfer of a member from Class D to another membership class, upon proper application, shall be at the discretion of the Executive Committee.

**CLASS E – Associate Member:** To qualify for membership in this class, an applicant shall be anyone who is sufficiently interested in our profession to attend meetings and work for the advancement of this association and who does not qualify for membership in another membership class. Such members shall be entitled to all of the privileges of this Association except that he or she shall not vote or hold office. Class E Members may be dismissed from the business meeting at the discretion of the President.

**CLASS F – FACILITY MEMBER:** To qualify for a Class F membership, the application must be submitted by a golf course facility. The golf facility applying for a Class F membership cannot have a Regular Member (Class A or SM) at the facility. Membership will be issued in the facility's name with one representative assigned as the recipient of the benefits of membership. The representative must be acting in the capacity of the primary caretaker of the facility. A Class F membership representative shall have all the rights and privileges of the Association, except that such member may not vote or hold office. This membership is not-transferable.

**CLASS H –Honorary Members:** Those persons whose outstanding work in our profession or related fields entitles them to special recognition. Honorary members may be dismissed from the business meetings at the discretion of the President. They shall not vote or hold office and shall not be required to pay dues or assessments

**CLASS G – Any class A, Superintendent Member, C, D, E and H Member, 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 class G membership. The annual dues for a class G member shall be set by the Board of Directors but shall not exceed half the amount paid for the classification in which the member retires. There are two options for retire-**

ment: (1) Any member reaching age fifty-five (55), may retire and shall have all the privileges of the Association afforded the member in his or her immediate previous classification, with the exception of holding office; or (2) Any member having completed a minimum of twenty (20) years of service in any membership classification may retire in that classification and shall have all rights of this Association afforded the applicant in his or her immediate previous classification, with the exception of holding office.

CLASS I – A Class I Member is a member who, by circumstances such as employment, illness or adverse financial condition, is unable to pay dues. Membership in this class may be granted upon proper application, at the discretion of the Executive Committee or by action of the board of Directors. A Class I Member shall make application for this category of membership annually. Class I Members shall be excused from payment of annual dues and assessments.

SECTION 3. Application for Membership: Any person who desires to become a member of this Association shall file an application in writing with the Membership Committee on an application form which will be furnished by the Membership committee on request. An application shall contain, among other things, a concise statement of the applicant's training, qualifications, and experience. The application must be signed by the applicant and accompanied by the initiation fee prevailing at the time. Each applicant must have the endorsement upon his or her application of two regular members in good standing. The Executive committee may waive the required endorsements upon proof by the applicant that such endorsements may not be reasonably obtained because of the applicant's geographic isolation from members of this Association. Each applicant for class A or Superintendent Member must also present an application for membership or evidence of membership with the Golf Course Superintendent Association of America and shall maintain such membership thereafter. In any case where an applicant is refused membership in this Association, the amount remitted with the application shall be refunded.

SECTION 4. Approval or Rejection of applicant: Application for membership shall be approved or rejected by a majority of the Executive committee. In the event that an application for membership is rejected, a hearing for reconsideration, if requested, shall be granted by the Executive Committee.

SECTION 5. Loss of Membership: All members shall promote the interest of the Midwest Association of golf Course Superintendents whenever possible. A member may be expelled or suspended for any of the following reasons: failure to pay dues and/or assessments; active promotion of disunity or disloyalty; or failure to attend a meeting for a period of six months. Expulsion or suspension of a member from this Association shall be only upon unanimous vote of the Executive Committee after notice to member and hearing at which time the member may be present if he or she wishes and given an opportunity to be heard.

SECTION 6. Membership Certificate: Each member shall be issued a membership certificate upon being accepted as a member. Said certification shall certify his membership in this Association and shall set forth the class of membership being conferred and shall have the Association Seal affixed thereto. The Executive Committee shall prescribe the form of this certificate.

## **ARTICLE III**

### **DUES**

SECTION 1. The initiation fee and the annual dues shall be established by a majority vote of the members at the time of the Annual Meeting for AA, A, Superintendent Member and C. These amounts can be altered by a majority vote of the members at any Annual Meeting. The Board of Directors of the Association shall have the authority to establish qualifications, privileges and dues for all other classes of membership (D, E, F, G and I).

SECTION 2. Assessments may be made by the board of Directors from time to time by and with the consent of a majority of the members of the Association.

SECTION 3. The annual dues shall be payable on or before the first day of the beginning of the fiscal year. The fiscal year shall begin on the first day of January. Any member or members who shall have failed to pay said dues by said date shall be automatically dropped from the membership of the Association and all rights and privileges in connection therewith shall be thereupon cancelled. Any member dropped from membership in the manner hereinbefore provided shall be notified thereof by the Secretary and may make application to the Executive Committee for reinstatement, provided such application is made within thirty (30) days after the date of the notice notifying him or her of being dropped from membership and provided further that such application for reinstatement is accompanied by the overdue dues, assessments and other charges in accounts.

SECTION 4. The Board of Directors may at any time at its discretion for good cause shown in writing temporarily excuse or extend the time for payment or annual dues for any member who due to ill health, advanced age or other good cause shall be unable to make payment within the time fixed by these By-Laws. Such member shall be designated as Class I.

## **ARTICLE IV MEETINGS**

SECTION 1. The Annual Meeting of this Association shall be held on such date and at such place as the Board of Directors may from time to time determine. The election of Officers and Directors shall take place at the Annual Meeting.

SECTION 2. Nominating Committee. At least thirty (30) days prior to the date of the annual meeting the President shall appoint a committee of five (5) past presidents of this Association to be known as the nominating committee, whose duty it shall be to nominate eligible candidates for such elective offices as there are to be filled for the ensuing year. The committee shall nominate a candidate for the office of President; Vice President; Secretary-Treasurer; and candidates for each Directorship to be filled. Nominations may be made from the floor at the annual meeting. The Secretary, at least ten (10) days prior to the annual meeting, shall mail to the Regular members a list of all nominees who are designated as candidates by the nominating committee with the offices to which they are respectively nominated.

SECTION 3. Election: Election of Officers and Directors shall be by ballot, which may be case in person or by absentee ballot. Such absentee ballot is permitted only in circumstances under which the voter at the time of such election will not be in the Midwest Association area or is incapacitated due to illness and under medical care. Such absentee ballot shall be sealed with in an envelope and so stated. The list of nominees of Officers and Directors mailed by Secretary to membership may be used as an absentee ballot form. Such ballots should be mailed to Secretary before such annual meeting and must be validated Executive office or Directorship to be filled, the nominee or nominees receiving the greatest number of votes shall be declared elected.

SECTION 4. The regular monthly meetings of this Association shall be held on such date and at such place as the Board of Directors may from time to time determine.

SECTION 5. Special meetings of the members of this Association may be called by the President or the Secretary-Treasurer or the Board of Directors, or shall be called the Secretary Treasurer on written request directed to the Secretary-Treasurer signed by not less than one-third of the members in good standing of this association. No business shall be transacted at any Special Meeting except that which is set forth in the call therefore.

SECTION 6. Notice of the time and place of all meetings shall be given by the Secretary-Treasurer to all members by the mailing, facsimile, email, or other printed form of a notice not less than ten (10) days before the date for such meeting. Such notice shall be addressed to the member at the address of the member as shown on the records of the Association. Any member may waive notice for any meeting by written waiver.

SECTION 7. Ten (10) class A members in addition to the majority of the board of Directors shall constitute a quorum at any meeting. A majority of the votes cast at any meeting at which a quorum is present shall be decisive at any action. Members present at any meeting, although less than a quorum, may adjourn such meeting to a later date.

#### ARTICLE V

### **OFFICERS**

SECTION 1. The Officers of this Association shall consist of President, Vice President, and Secretary-Treasurer, who shall be elected by the members of the Association at the Annual Meeting. All Officers shall be Class A members of this Association and must be in good standing term of one year and shall be eligible to succeed themselves in the respective offices to which they were elected for one additional term. All Officers shall be members of the Golf Course Superintendents Association of America.

SECTION 2. President: It shall be the duty of the President to preside at all meetings of the members, the Board of Directors and the Executive Committee. He or she shall appoint all special committees and he or she shall be an ex-officio member of all regular and special committees at which meetings he or she shall have the deciding vote in any matter if the vote by the members results in a tie.

SECTION 3. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the president. He or she shall perform such other duties, as the Board of Directors shall prescribe.

SECTION 4. The Secretary-Treasurer shall attend all meetings of the members and the Board of Directors and shall record the minutes of all meetings in a book which shall be kept for that purpose. He or she shall be responsible for the funds of the Association and shall keep such financial accounts and records as may be required by the Board of Directors, as well as make an annual report and such other reports that may be required by the Board of Directors.. He or she shall give, or cause to be given, notice of all meetings of the members and the Board of Directors.

SECTION 5. The President, with the approval of the Board of Directors, shall appoint an Executive Director who shall be the chief executive officer of the Association and a non-voting member of the Executive Committee. The person's function shall be to put into effect the decisions of the Board of Directors, and otherwise to advise, promote and carry out the objectives and purposes of the Association, as directed by the Board of Directors. His or her term of employment and compensation shall be decided by the Board of Directors, but in no event can the Board of Directors commit the Association to a contract exceeding three years.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

SECTION 1. The Board of Directors shall consist of seven (7) Directors each of whom shall be a Class A Member of the Association in good standing. Six (6) of the Directors shall be elected for a term of two (2) years or until their successors are duly elected and qualified. The seventh Director shall be the immediate Past President who shall serve one (1) year or until his or her successor qualifies. The entire Board of Directors shall be members of the Golf Course Superintendents Association of America.

SECTION 2. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may from time to time designate.

SECTION 3. Special meetings of the Board of Directors may be held at any time on call of the President or Secretary of the Association, and shall be called by the Secretary upon the written request of any two (2) Directors. Such special meetings of the Board of Directors shall be held at such time and place as may be designated in the call therefore.

SECTION 4. Notice of all regular or special meetings of the Board of Directors, shall be given to each Director either by mailing, emailing, facsimile, or other printed form, Such notice addressed to each Director at his or her address as same appears on the records of the Association at least two (2) days before the time appointed for said meeting, or by notifying said Director verbally, in writing or by telephone at least twenty-four (24) hours before the time set for said meeting. Any notice herein required for any meeting of the Board of Directors may be waived by any Directors signing a waiver of notice in writing.

SECTION 5. Directors, as such, shall not receive any stated salary for their services, but by resolution of the board a fixed sum and expense of attendance, if any, may be allowed for attendance at regular meetings or special meetings of the Board provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

SECTION 6. Any vacancy in an elective office or in the Board of Directors may be filled by the Board of Directors for a term that shall expire at the next Annual Meeting. When filling a vacancy by appointment the Board of Directors shall be guided by the results of the previous election. The nominee who had received the next greatest number of votes shall be given due consideration.

SECTION 7. The Board of Directors may appoint a delegate for the purpose of meeting or conferring with any other association.

## **ARTICLE VII**

### **EMPLOYMENT**

SECTION 1. The Association shall maintain an employment committee or service for the benefit of its members. Through this service members of the Association will be provided information regarding open positions for employment

## **ARTICLE VIII**

### **AMENDMENTS**

SECTION 1. Procedure;

a) These By-Laws may be amended at any Annual Meeting of the members, provided all amendments shall be presented in writing to the Bylaws Committee at least ninety (90) days in advance of the Annual Meeting and the Committee shall submit to the members such proposed amendments as the committee approves, at least thirty (30) days in advance of the Annual Meeting. The Committee shall also submit to the members at least thirty (30) days in advance of the Annual Meeting its report concerning all proposed amendments to the Bylaws received by the Committee. The Bylaws Committee may submit its own proposals for amendments in writing to the members at least thirty (30) days in advance of such Annual Meeting.

b) Any proposed Bylaw submitted to, but rejected by the Bylaws Committee, may be presented at the Annual Meeting to the members provided the proposed amendment is presented in writing thirty (30) days in advance of the Annual Meeting and is supported by written petition of a majority of the voting members.

c) These bylaws may also be amended at a special meeting of the members, provided the proposed amendments be written and signed by not less than twenty-five percent (25%) of the voting members, and sixty (60) days notice of the amendment proposed be mailed to each member at his or her last known place of address as registered in the books of the Association prior to the special meeting.

#### SECTION 2. Vote Required;

A two-thirds (2/3) vote of all voting members present, or represented by proxies, shall be necessary for adoption of any amendments.

### **ARTICLE IX**

#### **RULES OF ORDER**

SECTION 1. Robert's Rules of Order shall govern in all business meetings of this Association.

### **ARTICLE X**

#### **ORDER OF BUSINESS**

SECTION 1. The order of business at all specified business meetings of the Executive Committee and the Association shall be as follows:

1. Roll Call
2. Minutes of Previous Meeting
3. Communications
4. Approval of Expenses
5. Reports of Officers
6. Reports of Committees
7. Unfinished Business
8. New Business
9. Election of Officers (at annual meeting only)

All matters coming before the Executive Committee or the members not coming within the order of business prescribed and all disputed questions of parliamentary practice shall be controlled by the Robert's Rule of Order.

## **ARTICLE XI**

### **INDEMNIFICATION**

SECTION 1. The 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 amount paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement or 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 those acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled including such immunities under any law, bylaw agreement, or otherwise.

## **ARTICLE XII**

### **DISSOLUTION**

SECTION 1. 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 Executive Committee.

(Revised and Adpoted - Novemeber 2008)