

## BYLAWS

### ARTICLE I

#### NAME

The name of this Association shall be the NEW ENGLAND CHAPTER of the NATIONAL GOLF COURSE OWNERS ASSOCIATION, a 501 (c) (6) nonprofit corporation registered in the Commonwealth of Massachusetts.

### ARTICLE II

#### PURPOSES

The purposes of this Association shall be:

1. To consider the ~~problems~~ challenges of operation, management and promotion of golf by owners and operators of privately held golf courses.
2. To promote activities designed to increase the efficiency of golf courses and golf-related operations.
3. To promote cooperation and exchange of ideas among Association members.
4. To cooperate with others who support the purposes and goals of the Association.
5. To promote participation in the game of golf.
6. No resources of the New England Chapter of the NGCOA will be expended to preserve or advocate any course operator's right to discriminate in any way on the basis of race, color, creed, religion, gender or national origin.

### ARTICLE III

#### OFFICE

The Association shall maintain its registered office in Massachusetts and may have offices in such other places as may be determined from time to time by the Board of Directors.

### ARTICLE IV

#### MEMBERSHIP

Section 1. Class – There shall be five classes of Association members: Active, Associate, Corporate, Allied and Life.

Section 2. Active Member – Active Membership shall be granted upon application and approval by the Board of Directors to persons, firms and corporations of good character who:

- a) Are members in good standing of the National Golf Course Owners Association
- b) Own or operate privately held golf courses

- c) Are interested in fulfilling the purposes of the Association
- d) Meet such other requirements as may be established by the Board of Directors

For Active Membership, a golf course is defined as an outdoor golf facility, which consists of at least nine holes and is made up of tees, fairways and greens.

Section 3. Associate Members – Associate Membership shall be granted upon application and approval by the Board of Directors to persons, firms and corporations of good character who:

- a) Own or operate any type of golf facility other than a privately held golf course as defined in Section 2
- b) Are interested in fulfilling the purposes of the Association
- c) Meet such other requirements as may be established by the Board of Directors

Section 4. Corporate Members – Corporate Membership shall be granted upon application and approval by the Board of Directors to persons, firms and corporations of good character who:

- a) Provide goods and services to golf course owners and operators
- b) Are interested in fulfilling the purposes of the Association
- c) Meet such other requirements as may be established by the Board of Directors

Section 5. Allied Members – Allied Membership shall be granted upon application and approval by the Board of Directors to persons, firms and corporations of good character who:

- a) Are interested in fulfilling the purposes of the Association
- b) Meet such other requirements as may be established by the Board of Directors

Section 6. Life Members – Life Membership shall be granted upon application and approval by the Board of Directors to persons of good character who:

- a) Have been Active Members for a considerable time and no longer own or operate a golf course
- b) Are interested in fulfilling the purposes of the Association
- c) Meet such other requirements as may be established by the Board of Directors

A Life Member shall have all the rights and privileges of the Active Membership except that of holding office. Life Members will pay no membership dues.

Section 7. Voting – Each member firm or corporation shall appoint and certify to the Secretary/Treasurer of the Association, or to the Executive Director, if one is appointed, a person or persons to be its representative in the Association and who shall represent, vote and act for the member in all affairs of the Association. Each active member and life member shall have one vote. Only active members of the Association may vote on any questions which may come before the meeting.

Section 8. Duration of Membership and Resignation – Membership in the Association may terminate by voluntary withdrawal by the member giving written notice to the Secretary of such intention to withdraw from membership. All rights, privileges and interest of a member in or to the Association shall cease upon the termination of membership. Withdrawals shall be effective upon fulfillment of all obligations for the fiscal year.

Section 9. Suspension and Expulsion – Membership in the Association may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the bylaws or any rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by a two-thirds vote of the entire Board of Directors, provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen days before a final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors.

## ARTICLE V

### DUES AND ASSESSMENTS

Section 1. Amount – The initial and annual dues for members of the Association shall be determined by the Board of Directors.

Section 2. Assessments – Special assessments may be levied by a two-thirds vote of the Board of Directors and ratified by a majority vote of the members, either at a regular or special meeting or ~~in accordance~~ with a mail ~~or electronic~~ vote conducted in accordance with these bylaws.

Section 3. Failure to Pay – Members who fail to pay their dues or assessments within 30 days from the time they become due shall be notified by the Secretary or such other officer as may be designated for such purposes by the Board of Directors and, if payment is not made within the next 30 days shall, without further notice and without hearing, be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership; provided, that the Board of Directors may, by rule, prescribe procedures for extending the time for payment of dues and assessments and continuation of membership privileges upon request of a member and for good cause shown.

## ARTICLE VI

### MEMBERSHIP MEETINGS

Section 1. Meetings – There shall be regular meetings of members of the Association as set by the Board of Directors. There shall be an annual meeting during each calendar year, unless otherwise ordered by the Board of Directors, for election of officers and directors, for receiving

annual reports, and for the transaction of other business. Notice of such meeting shall be **mailed sent** to the last recorded address of each member five days before time appointed for the meeting.

Section 2. Special – Special meetings of the Association may be called by the President or Board of Directors or shall be called by the President upon written request of one-fifth of the members of the Association. Notice of any special meeting shall be **mailed sent** to the last recorded address of each member at least five, but not more than forty, days before the time appointed for the special meeting with a statement of the time and place of the meeting and information as to the subject matters to be considered.

Section 3. Quorum – One-fifth of the votes that may be cast present or represented by proxy shall constitute a quorum at any meeting of members. If a quorum is not present, a majority of the votes that may be cast may adjourn the meeting from time to time, without further notice, until a quorum is present.

Section 4. Proxies – At any meeting of members, a member entitled to vote may vote either in person or by proxy, executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 5. Procedures – All meetings of the Association shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these bylaws.

Section 6. Attendance – At all meetings, members may be represented by any officer, partner or principal or any members of the firm who the member may delegate for the purpose. Meetings of the Board of Directors shall be open only to its members, except by special invitation.

## ARTICLE VII

### BOARD OF DIRECTORS

Section 1. Composition – The Board of Directors shall be composed of all the elected officers, and **six four to eight** members elected at-Large. Any Board member shall be eligible for re-election. To be eligible for nomination and to serve as a voting Board member, an individual must be actively engaged in the business of owning or operating a golf course with an active membership in the Association. No active member may have more than one voting Board member at any given time. Board of Directors members shall, upon election, immediately enter into the performance of their duties and shall continue in office for one year or until their successors shall be duly elected and qualified, or unless they resign, are removed or are otherwise unable to fulfill an unexpired term. The Executive Director, if one is appointed, shall be a member of the Board of Directors, but without the right to vote.

Section 2. Power of the Board of Directors – The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have

discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3. Meetings – Except that the Board of Directors shall have a regular meeting quarterly, the Board shall meet upon call of the President or Secretary or shall be called for meeting by the President upon written request of a majority of the members of the Board of Directors at such times and places as may be designated. Notice of all meetings of the Board of Directors shall be sent to each member of the Board at his last recorded address at least five, but not more than forty, days before the time appointed for such meeting. **Board members are expected to attend at least fifty percent of all Board meetings.**

Section 4. Quorum – A majority of the whole Board of Directors shall constitute a quorum at any meeting of the Board. If a quorum is not present, a majority of those Board members present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 5. Compensation – Board members shall not receive any stated compensation for their services, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a Board member from serving the Association in any other capacity and receiving compensation for such services.

Section 6. Resignation or Removal – Any Board member may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Board. Any Board member may be removed by a two-thirds majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

Section 7. Vacancies – Any vacancies occurring on the Board of Directors by reason of death, resignation or otherwise, may be filled by the Board of Directors for the unexpired term.

## ARTICLE VIII

### OFFICERS

Section 1. Elective Officers – The elected officers of the Association shall be a President, a Vice-President, a Secretary and Treasurer. **The President shall have served at least one full year on the Board of Directors.** These officers shall be elected at the Annual Meeting of members by the active membership.

Section 2. Term of Office – Each elective officer shall take office upon election and shall serve for two years or until his successor is duly elected and qualified.

Section 3. Removal – Any officer may be removed by a two-thirds majority vote by the Board of Directors whenever, in its judgment, the best interests of the Association will be served.

Section 4. Vacancies – In the event of a vacancy in the office of President, the Vice-President shall automatically become the President of the Association. In the event of a vacancy in any other office of the Association, other than the President, the Board of Directors shall fill the vacancy by a two-thirds majority vote.

Section 5. President – The President shall be the chief executive officer of the Association, shall preside at meetings of the Association and of the Board of Directors and shall be a member ex officio, with right to vote, of all committees except the Nominating Committee. The President shall also, at the Annual Meeting and at such other times as he shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may tend to encourage and advance the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President or as may be specified by the Board of Directors. The President shall be responsible for the implementation of the programs and policies of the Association as determined by the Board of Directors, but the President is not charged with administrative responsibilities in the continuing conduct of the Association's affairs. Upon completion of his term of office, the President shall be an honorary (non-voting) member of the Board for a period of one year after the expiration of his term of office as President.

Section 6. Vice-President – The Vice-President may be delegated by the President to perform the President's duties, in the event of the President's temporary disability or absence from meetings and shall have such other duties as the President or Board may assign.

Section 7. Treasurer – The Treasurer shall keep an account of all monies received and expended for the use of the Association and shall make disbursements authorized by the Board of Directors and approved by the President and such other officers as the Board may prescribe. All sums received shall be deposited in the bank or banks, or trust company, approved by the Board and the Treasurer shall make a report at the Annual Meeting or when called upon by the President. The funds, books and vouchers in the Treasurer's hands, with the exception of confidential reports submitted by members, shall at all times be subject to verification and inspection by the members. The Treasurer shall perform such other duties as are usual for such office and may be specified by the President. These duties may be assigned, in whole or in part, to an Executive Director, if the Board deems that such a position should be filled because of the amount of administrative work required.

Section 8. Secretary – The Secretary shall keep a record of all meetings of the membership and the Board of Directors. The Secretary shall take and maintain the minutes of the meetings of the Board of Directors and the membership. The Secretary will ensure that the minutes are accurate and distributed in a timely manner. The Secretary shall also be responsible for maintaining a list of the membership. The Secretary shall also perform such other duties as from time to time may be assigned by the Board of Directors and/or the President.

Section 9. Executive Director – The ministerial, administrative and day-to-day operation of the Association may be supervised by a ~~salaried~~ paid Executive Director, employed or appointed by the Board of Directors. The Executive Director shall be responsible to the Board. ~~He~~ The Executive Director shall have the authority to execute contracts on behalf of the Association and as approved by the Board. Such person shall have the title of Executive Director or such other title as the Board shall, from time to time, designate and the Executive Director may act as and carry out the duties of the Secretary and/or Treasurer of the Association. The Executive Director shall employ and may terminate the employment of members of any staff necessary to carry on the work of the Association and shall perform such other duties as may be specified.

Section 10. Bonding – Any person entrusted with the handling of the funds or property of the Association shall, at the discretion of the Board, furnish, at the expense of the Association, a fidelity bond approved by the Board in such a sum as the Board shall prescribe.

## ARTICLE IX

### COMMITTEES

Section 1. Appointment – The President, subject to the approval of the Board of Directors, shall appoint such standing or special committees of subcommittees as may be required by the bylaws or as the President may find necessary.

Section 2. Nominating Committee – In advance of the Annual Meeting, the Board of Directors shall appoint a Nominating Committee of two representatives of active members to nominate candidates for elective office, ~~Regional Directors~~ and Directors-at-Large. The committee shall report to the active members at the Annual Meeting the names of the candidates it proposes. Nominations, of any active member, may also be made from the floor at the Annual Meeting.

Section 3. Rules – Each committee may adopt rules for its own operation not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE X

### MISCELLANEOUS

Section 1. Mail/~~Email~~ Electronic Vote – Whenever, in the judgement of the Board, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purposes, the Board may, unless otherwise required by these bylaws, submit such a matter to the active membership in writing, by mail ~~or email~~, for vote and decision and question thus presented shall be determined according to a majority of the votes received by mail ~~or email~~, within three weeks after such submission to the active membership, provided, that in each case the votes of a majority of the active members shall be received. Action taken pursuant to a majority mail ~~or electronic~~ vote in each such case shall bind the Association in the same manner as would action taken at a duly called meeting.

Section 2. Fiscal Year – The fiscal year shall be determined by the Board of Directors.

Section 3. Seal – The Association shall have a seal of such design as the Board may adopt.

Section 4. Mail or Conference Vote by Board of Directors – In lieu of a formal meeting, the Board of Directors may transact its business by either mail vote, electronic vote ~~or~~, telephone call or electronic virtual meeting, provided that, in the event of a mail or electronic vote, the matter has been previously discussed and at least a two-thirds majority of votes are cast in the affirmative. Action taken pursuant to such procedures in each case shall bind the Association, provided that each of the Board members has been duly notified of the mail, electronic or telephone vote in advance.

Section 5. Use of Funds and Dissolution – The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of its funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified professional society, trade association, charitable, education, scientific or philanthropic organization to be selected by the Board of Directors.

Section 6. Indemnification – The Association shall indemnify and hold harmless each person who is now or who shall hereafter serve as an officer, director, employee, or agent of the Association from and against any and all claims and liabilities, whether the same are settled or proceed to judgement to which such person shall have become subject by reason of having heretofore or hereafter been an officer, director, employee or agent of the Association, or by reason of any action alleged or have heretofore or hereafter been taken or omitted by such person as an officer, director, employee or agent of the Association, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, cost or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of his own negligence or willful misperformance of his duties as such officer or employee.

The determination of all questions as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made, by the Board of Directors acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding those other members of the quorum present but not voting may be so affected).

The rights accruing to any person under the provisions of this section shall not exclude any other rights to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case, even though not specifically provided for in these bylaws.

## ARTICLE XII



## AMENDMENTS

~~These bylaws may be amended by the members at any Annual meeting of the NEGCOA by a two-thirds vote provided that the amendment has been submitted in writing to the By-laws committee 90 days prior to the Annual Meeting.~~

### Proposed change:

Revision or amendments to the Bylaws may be proposed by any member or any director. Any such proposed revision or amendments shall be submitted in writing to the Governance Committee not less than forty-five (45) days prior to the date of the next annual or special meeting. Each member shall receive in writing all proposed revisions or amendments to the bylaws not less than thirty (30) days prior to the next annual or special meeting of the NEGCOA. Proposed revisions or amendments shall be presented by the Board of Directors to the membership at such next meeting. A two-thirds majority of the members voting shall be required to revise or amend the bylaws, provided a quorum is present.