

S.I.G.C.S.A. BYLAWS

Adopted March 18, 1997

Amended March 16, 1999

Amended March 23, 2010

The name of this Corporation is Southern Illinois Golf Course Superintendents Association.

The purposes for which this Corporation is formed are:

- a) To provide for and enhance the recognition of the golf course superintendent as a professional.
- b) To advance the art of greenkeeping and the science of turfgrass management; to collect and disseminate information concerning efficient and economical management of golf courses and related environmental issues.
- c) In general, to have all the powers conferred upon a corporation by the laws of the State of Illinois which are consistent with the Certificate of Incorporation and the Bylaws of this Corporation.

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.

"Certified Golf Course Superintendents" are those individuals having met and maintained all of the qualifications set forth by the Golf Course Superintendents Association of America.

ARTICLE I MEMBERSHIP

Section 1: Application for Membership

Applicants for membership shall be approved by the Board of Directors. The Board of Directors shall be the sole judge of an applicant's qualification for membership. The Board of Directors of the Association shall adopt Standing Rules for membership, and shall have the authority to establish qualifications, privileges and dues for all classes except A, SM and C.

Section 2: Membership Classes

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. Class A Members shall have all the privileges of the Association, subject to the provisions of Article V, Section 1 hereof.

Class SM- Superintendent Member: To qualify for Class SM 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. Class SM Members shall have all the privileges of the Association, subject to the provisions of Article V, Section 1 hereof.

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

Class E - Educators: To qualify for class E membership, an applicant must be an educator or an extension officer. Class E members shall not be required to pay dues or assessments of the Association and shall have such privileges of the Association, as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Associate: To qualify for Associate Membership, an applicant must be an individual interested in golf course management and/or in the growing or production of fine turfgrass. Associate members shall have such privileges as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Affiliate: To qualify for Affiliate Membership, an applicant must be an individual, business firm or governmental body interested in golf course management and/or in the growing or production of fine turfgrass, either individually or through employment by, or other affiliation with, a company, proprietorship or association, and who does not qualify for membership in another class. Affiliate members shall have such privileges as the Board of Directors may specify, except those of voting and holding office.

Honorary: To qualify for Honorary Membership, the individual must be recognized by the Board of Directors for contributing in an outstanding manner to this Association or profession or related field. This membership shall continue in effect unless otherwise revoked by the Board of Directors. Honorary Members shall not be required to pay dues or assessments of the Association and shall have such privileges of the Association as the Board of Directors may specify by standing rules, except those of voting and holding office.

Student: To qualify for Student Membership, an applicant must be a full-time turfgrass student enrolled in a formal course of education, or have completed his or her formal education less than one (1) year prior to the time of application for membership. Student 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.

Retired: To qualify for Retired Membership, one must be retired and no longer seeking employment within the scope of activities of any membership class of the Association. An applicant may apply to the Board of Directors in writing for Retired Membership, the annual dues for which 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 retirement: (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 of the privileges of the Association afforded that classification, with the exception of holding office.

Section 3: Joint Membership

Effective July 1, 1997, each applicant for Class A or SM membership must present an application for membership or evidence of membership with the Golf Course Superintendents Association of America and must maintain that membership thereafter.

Section 4: Reclassification of Members

All reclassifications of members shall be made by the Board of Directors, in accordance with Standing Rules adopted by it from time to time, or pursuant to directives adopted by 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 or her membership classification to accord with a change in his or her qualifications for membership as set forth in Section 2 of the Article.
- b) **Mandatory Reclassification:** All members, upon renewal of their annual membership, must clearly state their current employment status. This statement of employment status shall be based upon the Association's officially accepted job titles and golf course organization chart, 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.

ARTICLE II DUES AND SUPPLEMENTAL ASSESSMENTS

Section 1: Annual Dues

The annual dues shall be sums fixed by the Board of Directors, except for Classes A, SM and C shall be the sum fixed at any annual meeting of the Association, as decided by a balloting conducted under regular voting procedures, set forth in Standing Rules established by the Board of Directors, in accordance with Article IV of these Bylaws. Dues shall be payable in advance for the fiscal year which begins April 1st of each year.

Section 2: Assessments

Where necessary, in the opinion of a majority of members present at any annual or special meeting of the Association called for that purpose, for payment of any existing deficit, there may be levied an assessment in addition to annual dues, 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 unanimous vote, by signed order, may levy an assessment to be paid by each Association member, except Student, for payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgment or decree rendered against the Association, provided, however, that no more than an amount equal to the annual dues shall be levied as such assessment during any year. The vote of the Board of Directors on the question of levying an assessment may be taken by mailed ballot prepared by the Secretary.

Section 3: Extension of Time for Payment

The Board of Directors may, at its discretion, for good cause, temporarily excuse or extend time of payment of annual dues or assessments for any member.

ARTICLE III CONDUCT OF MEMBERS

Section 1: Nonpayment of Dues and Assessments

All members whose dues are not paid in advance of the fiscal year may have services and benefits suspended. All members whose dues shall remain unpaid more than thirty (30) days past the first day of the fiscal year, or after the due date of any assessment, shall be dropped from the membership roll of this Association without further notice.

Section 2: Prohibited Conduct

The following conduct is prohibited for members of the Southern Illinois Golf Course Superintendents Association:

- a) Violations of the current GSCAA Code of Ethics.
- b) Use of SIGCSA affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.,
- c) Conduct unbecoming a member or inimical to the Association.
- d) Submitting false information on an application for membership or on a dues statement.

Conduct that is prohibited shall be cause for disciplinary action or expulsion from the membership in accordance with the procedure set forth in Section 3 of this Article.

Section 3: Procedure for Disciplining or Expelling a Member

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 showing just cause. The Board of Directors shall establish by Standing Rules the procedures to be followed to ensure protection of such members' due process rights. An expelled member may reapply for membership no earlier than one (1) year after the date of such expulsion, in accordance with the provision of Article I.

ARTICLE IV VOTING

Section 1: Delegate Representation of Association at GCSAA Meetings

The Board of Directors shall designate, in accordance with voting eligibility requirements of the GCSAA, a delegate to represent the Association at annual or special meetings of the Golf Course Superintendents Association of America, and shall be authorized to cast the votes of the voting members of this Association who are also members of the GCSAA, and who desire to be represented by such a delegate with respect to amendments to the Articles of Incorporation, the Bylaws and the election of Officers and Directors only.

Section 2: Individuals/Proxies

Voting members may exercise their vote, in person only, on all issues brought before the body. A proxy shall not be permitted for any voting on Chapter issues. Proxies may be exercised on votes on amendments to the Articles of Incorporation, the Bylaws and elections of Officers and Directors only, in accordance with Section 1 of this Article, for the GCSAA only.

Section 3: Voting Procedures

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 an Election Committee consisting of three voting members of this 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 open from the floor. When nominations have been closed, the election shall proceed in orderly fashion by ballot for all election of officers and directors. However, if there is but one candidate for any office, that election may be held by voice vote. The President, Vice President, Secretary/Treasurer and Directors are elected by a plurality vote. All other issues shall be decided by a majority vote of those present, except as otherwise stated in the Bylaws.

Section 5: Publication of Votes

The Election Committee Chair shall report, in writing, to the current membership, as soon as possible after each annual election, the voting record. This official account shall summarize the number of votes cast. (1) for each individual standing for election, (2) for and against each proposed amendment to the Bylaws and/or Articles of Incorporation, (3) for and against any dues proposal, and (4) for and against any other business that may come before the membership.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

Section 1: Qualifications and Terms of Office

Only Class A and Class SM members who are actively employed as golf course superintendents and are current members of GCSAA, are eligible for election as Officers or Directors of this Association. Officers and Directors ceasing active employment as golf course superintendents may serve up to six months after cessation of employment.

There shall be an annual election for the following named officers who shall serve on the Board of Directors: President, Vice President and Secretary/Treasurer, who shall hold office for a period of one year or until their successors are elected and qualified and who shall perform the duties hereinafter prescribed for each of such officers.

There shall likewise be elected to the Board of Directors three members of this Association who shall be elected to two-year terms by the membership. The majority of said Board of Directors shall be current members of the GCSAA. An election shall be held each year for those Director positions whose terms are to expire. The Immediate Past President of this Association shall serve as a Director for one year or until the President becomes the Immediate Past President.

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 of said Board of Directors.

Section 2: Vacancies

Vacancies occurring in any office or in the Board of Directors of the Association shall be filled by appointment by the President with the approval of the Board of Directors for the unexpired term.

Section 3: Duties and Powers of the Board of Directors

- a) The Board of Directors shall have general charge and management of the affairs of the Association.
- b) A two-thirds (2/3) majority of the entire Board of Directors shall be required for the passage of any resolution or decision that will cause or incur any indebtedness that includes the execution of a mortgage or loan document that will carry past the time of the next annual election and thus impact the fiscal responsibilities and options of future board of directors.
- c) The Board of Directors shall at each annual meeting make a full report of its actions during the preceding fiscal year and shall further cause to be made an audit of the Treasurer's books and present a reconciliation thereof to the membership at such annual meeting. Copies of such report shall be available to all members at said annual meeting.
- d) The meal expense of all members of the Board of Directors for board meetings shall be paid by the Association.

Section 4: Duties of the President

The President shall, during any period when the Board of Directors is not in session, have general charge and supervision of the affairs and property of the Association, subject to rules and regulations as may from time to time be made by the Board of Directors. This individual shall preside at all meetings of the Association and the Board of Directors and shall be an ex-officio member of all committees. This officer shall, from time to time and as often as may be directed, submit reports to the Board of Directors and give such information touching affairs of the Association as may be required, and make such recommendations as he or she may think proper. The President shall appoint all committees except the Nominating Committee. All appointments shall be subject to approval of the Board of Directors except where action is required of such a committee or committees prior to any such meeting of the Board of Directors, such approval of appointment shall not be required.

Section 5: Duties of the Vice President

In case of the absence or inability of the President, the Vice President shall, during the period of such absence or inability, perform the duties required of the President.

In the event the office of President shall become vacant, the Vice President shall perform all duties of the President until the annual election or until a successor shall be duly elected. In the event that both the office of the President and Vice President shall become vacant or both officers are incapacitated, then the Board of Directors shall elect one of their members to fill the vacancy of the office of President.

Section 6: Duties of the Secretary/Treasurer

The Secretary/Treasurer shall be an officer of this Association and the Board of Directors, and shall be responsible for, and keep a record of, all the transactions at the meetings in a book, belonging to the Association, kept for such purposes. In case of emergency, the President shall have the authority to appoint a temporary Secretary for said meeting.

This officer shall ascertain proper notice, as stated in the Bylaws, has been given for all meetings of the members of the Association and of the Board of Directors and shall be the custodian of corporate records and of the corporate seal, and shall perform all other duties usually performed by the Secretary of a like corporation and such other duties as may be required by the Board of Directors.

This officer shall be responsible for all monies, bills, notes, bonds and similar property belonging to the Association and the safekeeping of the same in the name of the Association, subject to such rules as may be prescribed by the Board of Directors 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.

ARTICLE VI COMMITTEES

Section 1: Nominating Committee

The Board of Directors shall annually appoint a Nominating Committee which shall consist of three voting members of this Association.

The names and addresses of the persons appointed shall be sent by the Secretary to each member at least three (3) months before the annual meeting in each year, so that the members may submit to the Nomination Committee the name of one or more member who shall also be a member of this Association or any member of this Association for consideration by the Nominating Committee.

The Nominating Committee shall, not less than thirty (30) days prior to the annual membership meeting, present a nominee for President, one or more nominees for the office of Vice President, one or more nominees for the office of Secretary/Treasurer, and the same number or more nominees as the number of Directors to be elected. The Nominating Committee shall not nominate any one member for more than one office or Director's position. A copy of such list, properly certified by the Secretary, shall be mailed to all voting members.

Section 2: Other Committees

Nothing herein contained shall be construed to prohibit the appointment of other committees by the President for the advancement of the Association.

Section 3: Limitations of Powers of Committee

No committee shall have authority to bind this Association for the payment of money or the performance of any contract, such authority hereby being reserved expressly for the Board of Directors, or duly authorized and elected Officers of this Association, as may be delegated by the Board of Directors.

ARTICLE VII MEETINGS

Section 1: Board of Directors

- (a) **Regular Meetings:** The Board of Directors shall meet at least twice a year. The meetings shall be at the call of the President, who shall give the other members of the Board of Directors at least thirty (30) days written or printed notice of the time and place of the meeting.

- (b) **Special Meetings:** Special meetings of the Board of Directors may be called at any time by the President, or shall be called by this person upon the request in writing of a majority of members of the Board of Directors, provided the request specifies the object for which it is desired to hold such meeting; provided, that if the President, having been so requested, shall refuse or fail to do so, then such special meeting may be called by any four (4) of the Directors. At least ten (10) days' written notice of the time and place of special meetings shall be given to members of the Board of Directors.
- (c) **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 2: Members

- (a) **Annual Meeting:** The annual meeting of the members of this Association shall be held as near the first Thursday of October as possible, the location and time to be designated by the Board of Directors. Any valid business may be transacted at an annual meeting.
- (b) **Special Meetings:** Special meetings of the members may be called by the President upon request of a majority of the Board of Directors or upon the request of twenty-five percent (25%) of the voting members. At a special meeting, the only business which may be transacted is that pertaining to the purpose for which the meeting was called.
- (c) **Notice:** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed by the Secretary/Treasurer to each member at least thirty (30) days before the date of the meeting.
- (d) **Quorum:** At any meeting of the members, seven (7) voting members physically present shall constitute a quorum.

ARTICLE VIII RESEARCH/SCHOLARSHIP FUND

Section 1: Creation of Fund

There shall be a Research/Scholarship fund which shall be created by allocating the sum of One Dollar (\$1.00) from each of the annual dues paid by the Association's members. There shall be a golf outing held by the S.I.G.C.S.A. each year for the purposes of raising monies specifically for this fund. There shall also be fundraising efforts, designated by the Board of Directors, to raise monies specifically for this fund. Donations will be accepted, by approval of the Board of Directors, from individuals and/or companies, specifically for this fund.

Section 2: Trustees

The President, Vice President, Secretary/Treasurer and Directors shall act as Trustees of the fund, and the Trustees shall make collection of the requisite percentage of dues to be applied to this trust and shall during the period for which they are appointed have the sole power for management, distribution and disbursement of funds. The funds shall be paid at the discretion of the Trustees to research and/or scholarship program, deemed worthy by the Board of Directors, according to Standing Rules set forth by the Board of Directors.

ARTICLE IX SEAL

The Secretary of the Corporation shall procure for his or her use a corporate seal which shall be in the form of a disk, having lettering thereon which states the corporate name. The corporate name shall be arranged in a circle on the outer edge of the disk, and the seal shall contain such other additional insignia as the Board of Directors shall approve.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the Southern Illinois Golf Course Superintendents Association in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws, and any special rule of order the Southern Illinois Golf Course Superintendents Association may adopt.

ARTICLE XI AMENDMENTS

Section 1: Procedure

- (a) These Bylaws may be amended at annual meeting of the members, provided all amendments shall be presented in writing to the Bylaws Committee at least thirty (30) days in advance of the annual meeting and the committee shall submit to the members all such proposed amendments at least fifteen (15) days in advance of the annual meeting, together with its report. The Bylaws Committee may submit its own proposals for amendments in writing to the members at least fifteen (15) days in advance of such annual meeting.
- (b) These Bylaws may also be amended at a special meeting of the members, provided the proposed amendments be written and signed by not less twenty-five percent (25%) of the voting members, and thirty (30) days' notice of the amendment proposed be mailed to each member to his or her last known address as registered in the books of the corporation prior to the special meeting.

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Section 2: Vote Required

A two-thirds (2/3) vote of all members present and voting shall be necessary for the adoption of any amendment.

ARTICLE XII INDEMNIFICATION

The Southern Illinois 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 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 his or her own negligence or misconduct in the performance of his or her duty. 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

In the event of the dissolution of the Southern Illinois Golf Course Superintendents Association, after all liabilities and responsibilities have been met, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1954, as from time to time amended. Decision of distribution shall be by the Board of Directors.