

HI-LO DESERT GCSA (revised November, 2017)

BYLAWS

ARTICLE I

NAME

The name of this organization shall be the Hi-Lo Desert Golf Course Superintendents Association.

ARTICLE II

MISSION STATEMENT

The purpose of this organization is to further advancement in education and to unite the members of the Hi-Lo Desert Golf Course Superintendents Association into a cooperative group for the collection and dissemination of scientific and practical knowledge, thereby effecting a more efficient management of golf courses, and improving and enhancing the prestige and professionalism of its members.

ARTICLE III

Members

Section I. Application for Membership: Application for Membership in the Association shall be open to those persons who's lively hood or interest is directly associated with the golf course maintenance industry. Application will be made on 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 (1) Class A or B Voting Member of the Association. The Board of Directors shall be the sole judge of an applicant's qualifications for Membership.

Section 1A. Commencing July 1, 1997 all new Class A and Class B applicants must concurrently join the GCSAA and maintain their membership thereafter. The GCSAA membership requirement does not apply to applicants who have joined before June 30, 1997.

Section II. Definition: Golf Course Superintendent - One who is entrusted with the maintenance, operation and management of a tract of land defined as a golf course. It is his or her responsibility to supervise the construction or maintenance of a golf course (or courses); to supervise the maintenance and repair of construction and maintenance equipment; and to do related work as required. 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 (GCSAA).

The term "Regular Member" as used herein shall mean only Class AA, Class A or Superintendent Members.

Section III. Membership Classifications:

Class AA - Life Members: To qualify for a Life Membership, a Member must have reached the age of sixty-five (65), must have been a Regular Member for a minimum of twenty years (20), must have retired from active service as a golf course superintendent, or must have received the Distinguished Service Award from the Board of Directors. Active Class AA members shall have all privileges of the previously held classification of this Association: exception of holding office. There shall be no annual membership dues for this classification only.

Class A - Golf Course Superintendent Members: To qualify for Class A Membership, an applicant shall have, at the time of application for Membership, met all requirements as stipulated by the GCSAA for a Class A superintendent and shall be employed in such capacity. Class A Members shall have all of the privileges of the Association.

Class B - Golf Course Superintendent: To qualify for Superintendent Membership an applicant shall be at the time of application for membership, be employed as a golf course superintendent with less than three years' experience. Class B Members shall have all the privileges of the Association.

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 currently be employed in such capacity. Class C Members shall have all the privileges of the Association, except voting and holding office.

Affiliate - To qualify for Affiliate Membership, an applicant must be a 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 who does not qualify for membership in another class. Affiliate Members shall have all the privileges of the Association except those of holding office. Voting privileges will be limited to electing the Affiliate liaison to the Board of Directors.

Educator- To qualify for class E Membership, an applicant must be an educator or extension officer. Class E 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.

Honorary - To qualify for Honorary Membership, the individual must be recognized annually by the Board of Directors for contributing in an outstanding manner to this Association by profession or related field.

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 turfgrass student enrolled in a formal course of education at an accredited institution. He or she must convert to another category of Membership within one (1) year of leaving school. 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 – Any Class A or Class B member with twenty (20) years employed as a Golf Course Superintendent and a minimum of 10 years as a Hi-Lo Desert GCSA Member, who is retired and is no longer seeking employment as a golf course superintendent, may apply in writing to the Board of Directors for Retired Membership Status, will receive complimentary dues. A retired golf course superintendent shall have all of the privileges of the Association afforded the member as a Class A/SM member, with exception of holding office. Any Class C or Affiliate Member reaching age fifty-five (55), who is retired and is no longer seeking employment within a scope of activities of any membership class of this Association, may apply to the Board of Directors in writing for Retired Membership, the annual dues for which will be one-half (1/2) the amount paid by their previous classification. A retired member shall have all of the privileges of the Association afforded the member in his or her immediate previous classification, with the exception of holding office.

Inactive - An Inactive Member is an individual who, by reason of employment, illness or other adverse circumstances, has been placed in this class upon his or her application. If upon reclassification to inactive status, an individual is currently holding office, it will be at the Board of Directors discretion by a 2/3 vote to allow or remove said officer or director from office. The Board of Directors shall have the authority to act on such application and to place a member on Inactive status subject to terms and conditions as the Board of Directors may specify by Standing Rules. The dues for this classification shall be charged at twenty (20) percent of the individual's previous classification. A member shall be allowed to remain inactive for a period not to exceed 24 months. This classification shall have no voting rights.

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 of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Section IV. 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 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 III 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.

ARTICLE IV DUES AND SUPPLEMENTAL ASSESSMENTS

Section I. Annual Dues: The annual dues increase set by the Board of Directors will not exceed \$5.00 per year. A sum greater than this must be fixed at any annual meeting of the Association as approved by the Membership in attendance thereafter. Dues shall be payable annually in advance for the fiscal year January 1 through December 31. Dues shall be delinquent and automatic membership suspension will be effected February 15th. Extension of time for payment maybe determined by the Board of Directors. Late and/or administrative fees may be charged for reinstatement.

Section II. Assessments: Where necessary, in the opinion of a simple majority of Members present or represented at any Annual or General Meeting, following a thirty (30) day notification detailing that the purpose is for the payment of any existing deficit or potential 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. Motion for an assessment to be levied must included; purpose, timeframe for collection and penalties for non-payment.

Section III. Extension of Time for Payment: The Board of Directors may at its discretion, for good cause shown, temporarily excuse or extend time of payments of annual dues or assessments for any member.

ARTICLE V CONDUCT OF MEMBERS LOSS OF AND RE-APPLICATION FOR MEMBERSHIP

Section I. Non-payment of Dues: All Members, whose dues remain in arrears more than thirty (30) days following December 31, can be expelled from the Association without the necessity of further notice being given for such expulsion.

Section II. Prohibited Conduct: The following conduct is prohibited for Members of the Hi-Lo Desert Golf Course Superintendents Association.

- Violation of the Hi-Lo Desert Golf Course Superintendents Association Code of Ethics.
- Use of the Hi-Lo Desert Golf Course Superintendents Association for the purpose of promoting schemes, ideas or objects that are detrimental to the Association or for private or collective gains.
- Conduct unbecoming a member or inimical to the Association.
- Submitting false or misleading information on an application for membership or membership

reclassification.

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

Section III. 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 as outlined in section IV of this article.

Section IV. Due Process: Any member or applicant who is subject to the disciplinary action or has been rejected for membership has the right to notice and the opportunity to be heard concerning said rejection or disciplinary action. Upon written request from the aggrieved party the Board of Directors shall provide within thirty (30) days a written explanation of their action and give notice of a hearing which hearing gives aggrieved part an opportunity to be heard with respect to the action taken. Action is to be in writing, delivered by certified mail. No hearing shall be held unless the aggrieved party gives notice of intent to appeal to the Board of Directors' actions within thirty (30) days of the receipt of the written explanation of the boards' disciplinary action.

Section V. Reapplication for Membership: An expelled Member may reapply for Membership, no earlier than one year after the date of such expulsion, in accordance with the provisions of Article I. However, if expulsion 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 (determined by the Board of Directors), in addition to any amounts otherwise due with such applications.

ARTICLE VI VOTING

Section I. Proxies: Voting members may exercise their vote through use of an official proxy. Proxies must be submitted on original, official proxy forms. 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 may be exercised on votes on amendments to Articles of Incorporation, the Bylaws, and elections of Officers and Directors only. An absentee ballot may also be used by a member to exercise their vote. Absentee ballots may be exercised on votes on amendments to Articles of Incorporation, By-Laws and elections of Officers and Directors.

Section II. Quorum. A minimum of twenty-five (25) voting members in good standing and present or represented by proxy at the Annual Meeting shall constitute a quorum.

Section III. Standing Rules: The Board of Directors shall have the power to establish standing rules governing voting procedures at Association meetings.

Section IV. Election Committee: The President shall annually appoint an Election 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. When nominations have been closed, the election shall proceed in orderly fashion by ballot for all elected persons. However, if there is but one candidate for any office, the election may be held by voice vote. Election of the President and Vice President requires a majority vote. Directors are elected by plurality vote. The election committee is responsible for counting and ratifying the results of the annual election. All other issues shall be decided by a majority vote.

ARTICLE VII OFFICERS AND BOARD OF DIRECTORS

Section I. Duties and Powers of Board of Directors: All officers and a majority of the entire Board of Directors shall be GCSAA Class A or Class B members. It shall be their duty to carry out the objectives and purpose of the association and to this end may exercise all powers of the association. If a quorum is present, a decision made by a majority of the Directors in attendance shall be deemed an act of the full board. The board may adopt rules and regulations governing the conduct of the associations' management to the degree they deem proper, except in the case which the punitive rule or regulation would be inconsistent with either law, Articles of Incorporation or the bylaws of the association.

The Board of Directors shall produce an annual report of its acts and doings during the preceding fiscal year and shall further cause to be made an audit of the Treasurer's book and present reconciliation thereof to the Membership in said report. Copies of such report shall be available to all Members upon request.

Section II. Number and Qualifications: The control and management of the Association and its affairs and its property shall be entrusted to the dually elected Board of Directors, consisting of officers and directors at large. The voting members of the Board of Directors shall consist of at least two (2) Class A or Class B members actively employed as superintendents and one (1) affiliate member. The president and immediate past president shall be non-voting positions and bring the total board constituent to a minimum of five (5); the remaining members of the board shall have one vote on all voting matters pertaining to association business. In order to serve as president, a member of the board must have served one (1) year on the board immediately prior to taking office. The officers shall consist of at least the President, Vice President and Secretary/Treasurer. The past President shall remain on for one (1) year as a non-voting advisor after the new president is elected. If for any reason, a President has tenure left on his term after serving as President, that remaining term will be nullified and a new Director shall be elected to serve on the board.

The Board of Directors shall have the ability to act at its discretion to expand the number of voting board members at the annual meeting to a number no greater than seven (7) voting members. No increase in voting Board Members shall occur if a voting majority could not be achieved on the Board with the addition of new members.

The Board of Directors can also appoint one Assistant Superintendent Liaison and one Student Liaison to the Board of Directors as non-voting members of the board.

Section III. Term of Office: Each Director so elected shall serve on the board for a two (2) year term unless he/she resigns, is removed or deceased. Any Director so appointed by the President and approved by a majority vote of the Board to fill a vacancy, shall continue to hold office only for the remainder of the original Director's two (2) year term. No Director may hold more than two consecutive terms on the board, unless they are serving as Past President.

Section IV. Removal and Resignation: Any Director may be removed for any cause upon an affirmative vote of two thirds (2/3) of all authorized voting Directors. If the President is the affirmed director, he/she will be allowed to vote in this singular instance. A quorum for this vote will constitute all voting Directors.

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

Section V. Compensation / Reimbursement: No Director shall receive any compensation for his/her services as a Director or for any services performed on behalf of the association. Expenses incurred by a Director during official Association business shall be reimbursed by the association upon preparation of an itemized statement including

original receipts.

Section VI. Quorum, Adjournment, Conference Telephone or Webcast: 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.

A meeting, regular or otherwise, can be convened using conference calls, webcast and like technologies as long as each director may hear and responded to other directors simultaneously to any statement. Additionally, a director may be deemed present in a meeting if the previously outlined conditions are met.

Section VII. Officers: There shall be an annual election meeting where the following named officers shall be elected to serve on the Board of Directors: President and Vice President who shall hold the office for two years beginning January 1 of the following year. Only such active Class A and Class B members of the association are eligible to serve as officers of the Association. There shall also be appointed by the president and approved by the majority of the board to serve the same term a Secretary/Treasurer.

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

Section IX. 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 such 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 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. All appointments shall be subject to the 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.

The President shall be an ex-officio member of all standing Executive Committees of the association, shall have the general power and duties in the association, shall have the general power and duties of management commonly vested in the office of President of a corporation, and shall have other such 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.

Section X. Duties of the Vice President: In case of the absence or inability of the President to act, 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 be 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 office of 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 the President.

Section XI. Duties of Secretary/Treasurer: One duly elected Director shall be appointed by the President to act as Secretary/Treasurer, said appointment to be approved by the Board of Directors. The Secretary/Treasurer shall be present at all meetings of Members of the Association and of the Board of Directors. They shall be responsible for auditing and managing the work of the Associations Executive Director.

In the event that the Executive Director position becomes vacant, he shall take on the duties from here on prescribed. He shall ascertain that due and proper notice, as provided by the Bylaws, has been given of all meetings of the Members of the Association and the Board of Directors, and shall be the custodian of the corporate records and of the corporate seal, and shall perform all the other duties usually performed by the Secretary/Treasurer of a like

corporation and such other and additional duties as may be required of him by the President or by the Board of Directors. The Secretary/ Treasurer 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. He shall oversee the deposit of all monies to the credit of the Association in such depositories as may be designated by the Board of Directors and shall invest all funds not needed and make current disbursements as shall be ordered by the Board of Directors, shall pay all bills 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 of him by the Board of Directors, as well as make an annual report and such other reports as may be required by the Board of Directors.

The books of the Association shall at all times be open for inspection by the members of the Board of Directors.

The officers of this Association as herein above 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 unless otherwise provided for in said business.

ARTICLE VIII MEETINGS

Section I. Board of Directors:

(a) **Regular Meetings:** The Board of Directors shall meet at a time and place designated by the President, Secretary, or Treasurer.

(b) **Special Board of Directors Meetings:** Special meetings of the Board of Directors may be called at any time by the President, or shall be called by him upon the request in writing, of a majority of members of the Board of Directors, provided, that if the President, having been so requested, shall refuse or fail to do so, then such special meetings may be called by any four (4) of the Directors. At least ten (10) days written or printed 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 constitute a quorum for the transaction of any business at any meeting of the Board of Directors unless specified differently for said business.

Section II. Members

(a) **Chapter Meetings:** The Chapter meetings of this organization shall be held at the discretion of the Board of Directors

(b) **Notice:** Written or printed notice stating the place, date 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 transmitted by the Executive Director to each member at least ten (10) days before the date of the meeting.

ARTICLE IX AMENDMENTS

Section I. Procedure:

(a) These Bylaws may be amended at any annual meeting of the members, provided all amendments shall be presented in writing to the Bylaws Committee at least (60) sixty days in advance of the annual meeting and the committee shall submit to the members all such proposed amendments at least thirty (30) 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 thirty (30) 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 than twenty-five percent (25%) of the voting members, and sixty (60) days notice of the amendment proposed is mailed to each member at his or her last known place of address as registered in the books of the corporation prior to the special meeting.

Section II. Vote Required: A majority vote of all members present and voting, or represented by proxies shall be

necessary for the adoption of any amendment.

ARTICLE X OPERATING COMMITTEES

Section I. All operational committees are directly responsible to the Board of Directors in all matters of policy. Each Committee Chairman will choose his own committeemen (except the Nominating, whose selection is made by the Board of Directors, and Election Committee, whose members are appointed by the President). All committees shall present reports covering their activities at each meeting of the Board of Directors. All operating committees shall make requests for allocation of funds through the Board and shall then plan their activities within the financial allocation provided for them in the approved budget. All requests for expenses not allocated in the approved budget will require review and expressed approval by the President.

ARTICLE XI SPECIFIC RESPONSIBILITIES OF OPERATING COMMITTEES

Section 1. Formation: The President and Board of Directors shall have the ability as deemed necessary to appoint and form operating committees as outlined and governed by the Association's Standard Operating Procedures.

Section II. Limitations on Powers of Committees: No committee shall have authority to bind the Association for the payment of money or the performance of any contract, such authority hereby being reserved expressly unto the Board of Directors, or the duly authorized and elected Officers of this Association.

Article XII

Section 1. Indemnification: 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, council 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 or any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or 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 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 indemnifications shall be in addition to any other rights to which those indemnifications may be entitled including such immunities under any law, bylaw agreement, or otherwise.

Article XIII

Section I. Dissolution: In the event 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 Board of Directors.