



**NORTHEASTERN
NEW YORK SECTION**

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***Member & Assistant's Assoc.
Constitution & By-Laws***

NORTHEASTERN NEW YORK SECTION PGA

Constitution & By-Laws

Article 1

Name, Boundaries, Purpose

Section 1. This organization shall be named "The Northeastern New York Section of the Professional Golfers' Association of America", and shall be referred to henceforth as the "Section". The Professionals Golfers' Association of America shall be referred to henceforth as the "Association". The geographical location of the Section is the Northern-46th degree of latitude; Eastern New York State line south to the Metropolitan Section (41 degrees, 50 minutes latitude). Also that part of Massachusetts west of the 73rd degree on longitude; Southern-41 degrees, 50 minutes of latitude; Western-75th degree of longitude (to include city of Oneonta) and the area in and around Cooperstown. It is composed of the Northeastern New York Section of the Professional Golfers' Association of America, a not for profit corporation, organized under the laws of the State of New York with any additional corporations, trust funds or committees which may be established under this constitution.

Section 2. The purpose of the Section shall be to promote the enjoyment and involvement in the game of golf within the Section and to contribute to its growth by providing services to golf professionals and the golf industry within the Section.

The Section will accomplish this purpose by enhancing the skills of its professionals and the opportunities for amateurs, employers, manufacturers, employees, and the general public within the Section.

In so doing, the Section will elevate the standards of the professional golfers' vocation, enhance the economic well-being of the individual member, stimulate interest in the game of golf, and promote the overall vitality of the game within the Section.

Section 3. The scope of this constitution is intended to encompass, but not exceed, that area of jurisdiction granted the Section by the Association and shall not conflict with the Constitution, By-Laws or Regulations of the Association.

Article II

Membership

Section 1. Members of the Section must also be a member of the Association and conform to all membership requirements set forth by the Association.

Article III

Organization

Section 1. The Section Executive Committee may exercise the power to create and charter Chapters within the Section boundaries. Such Chapters shall be subordinate to the Section and may conduct business in accordance with the Constitution, By-Laws and Regulations of the Section, which shall not be inconsistent or at variance with the Constitution, By-Laws and Regulations of the Association.

Section 2. The Section shall manage its financial affairs in a fiscally sound manner and shall be responsible for its financial obligations and those of its Chapters.

Section 3. The Officers of the Section shall include: President; Vice President and Secretary.

Section 4. The Chief Executive Officer shall be the Section Executive Director who shall be selected by the Executive Committee.

Section 5. Between meetings of the Executive Committee, the President, Vice President and Secretary shall constitute an Officers' Committee which shall be authorized to act for the Section in accordance with the By-Laws, Regulations and policies adopted by the Executive Committee.

Section 6. The Executive Committee shall be composed of the three Officers, six Directors, the Honorary President, Chapter Presidents, the Tournament Chairman, the Association District Director (if a member of the Section), all former Association Officers (if a member of the Section), and all former Association Directors (if a member of the Section).

Section 7. The Executive Committee shall conduct its business and shall be responsible for the management of the Section in accordance with the Articles of Incorporation, Constitution, By-Laws, and Regulations. Between Annual Meetings, the Executive Committee shall have full authority in all matters, including the power to interpret the Constitution and By-Laws and to give direction in cases not provided for therein. In the matters involving emergencies, the good of the Section, the Executive Committee shall have complete and final authority.

Section 8. The Executive Committee shall conduct its business in accordance with the By-Laws.

Section 9. The Section Constitution may be amended by the following procedure:

- a) Resolutions to alter, amend, or repeal the Constitution must be proposed in writing to the Secretary of the Section 30 days prior to the Annual Meeting. The Secretary shall submit to the membership resolutions no later than 10 days prior to the Annual Meeting.
- b) A two-thirds affirmative vote by the membership attending the Annual Meeting is required for passage of a proposed amendment.
- c) All amendments to the Constitution shall become effective when adopted or at the time specified in the Amendment Resolution.

Section 10. The Section shall indemnify every person who was or is a party or was or is threatened to be made party to any civil action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she was or is a Director, Officer, employee or agent of the Section, against expenses, judgments, fines and amounts paid in settlement.

Section 11. All disputes or issues regarding the interpretation of this Constitution shall be interpreted and resolved by the Executive Committee whose decision shall be final.

Section 12. The Section shall use its funds only to accomplish the objectives and purpose specified in the Constitution and no part of said funds shall inure or be distributed to the members of the Section. On dissolution of the Section, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic association selected by the Executive Committee.

Section 13. Meetings shall be conducted in accordance with Roberts Rules of Order. There shall be no proxy voting at any meeting of the membership.

Article IV Meetings

Section 1. There shall be one Annual Meeting of the membership, a Fall Meeting, the date to be set forth by the Executive Committee. There shall also be a Spring General Membership Meeting, the date to be set forth by the executive Committee.

Section 2. Special Meetings may be called by the Executive Committee or a petition signed by fifty-one (51) percent of the membership.

Section 3. Notice of the Fall Annual Meeting shall be given, in writing, to the membership at least thirty (30) days prior thereto.

Section 4. A quorum for the conduct of business at an Annual or Special Meeting of the Section shall consist of 33 1/3% of the voting membership at the date of the Annual Meeting.

Section 5. The Honorary President and President shall serve as delegates to the National Meeting. The Secretary and Treasurer shall serve as alternate delegates to the National Meeting, along with others approved by the Executive Committee.

BYLAWS AND REGULATIONS

Article 1 Definitions

Section 1. The definitions of PGA recognized facilities, employment definitions, and other definitions shall be consistent with the Association By-Laws Article 1 Section 1-3.

Article II Code of Ethics

Section 1. Believing that the growth of the game of golf and its high standards in this country is largely due to the efforts of its early professional exponents and because of their ideals of sportsmanship and ethical practices, the section is dedicated to the perpetuation of those ideals. In the fulfillment of the purpose to which it is dedicated, the Section enjoins upon its members and apprentices rigid observance of a Code of Ethics.

Section 2. The term "Golf Professional" must be a synonym and pledge of honor, service and fair dealing. Professional integrity, fidelity to the game of golf, and a sense of great responsibility to employers, employees, manufacturers, golfers and fellow golf professionals transcends thought of material gain in the motives of the true golf professional.

Section 3. Members and Apprentices shall be deemed to have violated the Code of ethics as listed in the Association By-Laws Article II Section 3.

Section 4. Members and Apprentices who violate the Association's Code of Ethics, Association or Section rules or provisions in either the Association's or Section's Constitution, By-Laws or Regulations shall be subject to disciplinary action as outlined in the Association By-Laws Article II Section 4.

Section 5. Members and Apprentices accused of disciplinary violations may appeal decisions as outlined in the Association By-Laws Article II Section 5.

Article III Apprentices

Section 1. Section Apprentice status may be granted to those persons who have been accepted as Association Apprentice Registrants (see Article III).

Article IV Election to Membership

Section 1. In order to be eligible for election to membership in the association, an individual must satisfy the requirements as outlined in the Association By-Laws Article IV.

Article V Classes of Membership

Section 1. Members shall be classified as Active or Non-Active based on their employment status, standing with the Association and length of membership in the Association. Classes of membership are outlined in the Association By-Laws Article V.

Article VI Rights of Membership

Members of the Association shall have all rights of membership as outlined in the Association By-Laws Article VI.

Article VII Obligations

Section 1. The annual dues of the Section shall become due and payable in accordance with and on the dates specified by the Association.

Section 2. The Executive Committee shall have the authority to set annual dues based on the needs of the Section.

Article VIII Reporting Requirements

Section 1. Members and Apprentices shall be required to complete certain reporting requirements of the Association such as employment reporting, membership classification questionnaires and Association surveys as outlined in the Association By-Laws Article XI.

Article IX Officers

Section 1. The Officers of the Section shall be comprised of the President, Vice President and Secretary. They shall be responsible to the membership and the Executive Committee for the proper performance of their respective duties. Any revision of policy and all contractual authority which is neither routine or specifically granted, shall be executed by the membership through the Executive Committee.

Section 2. The Officers shall be elected for a term of two years and may not be reelected to that office for a second consecutive term. The officers shall be elected at the Annual Meeting by a majority of those voting.

Section 3. Candidates for the Officers may be proposed by the membership at least 60 days in advance of the Annual Meeting. The Section shall forward all the name of all candidates to all members at least 30 days prior to the Annual Meeting. If there are fewer than two nominees for any office at the time of the election, oral nominations may be made from the floor of the Annual Meeting.

Section 4. The President shall be the Chief Operating Officer of the Section and subject to the control of the Executive Committee, shall perform all duties customary to that office, preside at all meetings of the Section and the Executive Committee, and shall supervise and control all the affairs of the Section in accordance with the policies and directives as approved by the Executive Committee. The President shall appoint such committees, standing and otherwise, as shall in his judgment be necessary and to designate a Chairman thereof.

Section 5. The President may appoint an Advisory Committee composed of persons who are not golf professionals. Their appointments are subject to the approval of the Executive Committee and their recommendations must be presented to the Executive Committee for final acceptance or rejection.

Section 6. The President may appoint an Honorary Committee all of whom shall be representatives or officials of golf related organizations. Their appointments are subject to the approval of the Executive Committee and their recommendations must be presented to the Executive Committee for final acceptance or rejection.

Section 7. The President shall instruct the Chairmen of all Committees as to their respective responsibilities and authority. They shall furnish a written report to the Secretary thirty (30) days prior to the Annual Meeting.

Section 8. In the event of absence or temporary disability of the President, the Vice President shall perform the duties of the President. If the President resigns, dies, or becomes totally incapacitated, he shall be succeeded by the Vice President.

Section 9. The Vice President shall keep or cause to be kept the minutes of all Section membership meetings and all Executive Meetings. These meeting minutes are to be distributed to the Executive Committee no later than ten (10) days prior to an Executive Committee Meeting and distributed to the membership no later than ten (10) days prior to an Annual Meeting. The Vice President shall issue the notice of such meetings giving at least thirty (30) days notice of any membership meeting, and whenever possible, at least seven (7) days notice of any Executive Committee Meeting.

Section 10. The Vice President shall keep or cause to be kept a roll of all members and apprentices and take care of all correspondence and papers pertaining to the Section.

Section 11. The Vice President shall serve as Parliamentarian at all Section and Executive Committee Meetings and shall preside at such meetings in the absence of the President unless the President designates another elected Officer to serve in this capacity. In the absence of the Vice President to so serve, the President shall designate another individual to so serve in this capacity.

Section 12. The Vice President must record any Amendments to or changes in the Association and Section Constitution and By-Laws, and report such Amendments or changes to the Section membership.

Section 13. In the event of the absence or disability of the Vice President, the President shall perform the duties of the Vice President. If the Vice President resigns, dies, or becomes totally incapacitated, the Secretary shall fill the unexpired term of the Vice President and/or until such time as the Executive Committee would elect a new Vice President.

Section 14. The Secretary shall keep or cause to be kept the accounts of the Section and shall collect or direct the collection of all monies belonging to or due the Section and shall deal with the same under the direction of the Executive Committees. The Secretary shall have the authority to sign all checks and withdraw funds of the Section but may delegate this authority to the Executive Director, President or Vice President.

Section 15. The Secretary shall submit a complete written financial report to the Executive Committee and to the membership annually.

Section 16. All Officers or employees of the Section who are authorized to withdraw funds of the Section shall be bonded in an amount specified by the Executive Committee.

Section 17. In the event of his absence or disability, the President shall perform the duties of the Secretary. If the Secretary resigns, dies, or becomes totally incapacitated, the Secretary shall fill the unexpired term of the Secretary and/or until such time as the Executive Committee would elect a new Secretary.

Section 18. Between meetings of the Executive Committee, the President, Vice President and Secretary shall constitute an Officers Committee, which shall be authorized to act for the Section in accordance with established policy.

Article X

Executive Committee

Section 1. The Executive Committee shall be composed of: President, Vice President and Secretary, six (6) Directors, Honorary President, Section Tournament Chairman, Chapter President, Any Association PGA Director (if Section Member), All former Association Officers (if Section Member), all former Association Directors (if Section Member).

Section 2. Candidates for elected offices of the Executive Committee may be proposed by any voting member attending the Annual Fall Meeting and shall be elected by a majority vote. There is to be a maximum of three calls for nominations from the floor.

Section 3. The six (6) Directors shall be elected for one term of two years and may be reelected to that office for one additional term. They may not, however, be reelected for a third consecutive term to that same office.

Section 4. The Honorary President will be the immediate Past President who shall become the Honorary President automatically.

Section 5. The Tournament Chairman of the Section shall be appointed by the President and shall automatically serve on the Executive Committee as a Director at Large.

Section 6. Chapter Presidents shall automatically serve on the Executive Committee during the term of their office.

Section 7. Any Northeastern New York Section member currently serving in the capacity of Association Director shall automatically serve on the Section Executive Committee.

Section 8. Any Northeastern New York Section member who served in the capacity of Association Director or Association Officer shall automatically be a permanent member of the Section Executive Committee. Said member must have also been a member of the Northeastern New York Section during the period of serving in that Association Office.

Section 9. The Executive Committee shall have complete and final authority over the programs of the Section including the Tournament Program. It shall have the authority to alter, amend, or disregard any provisions of the Section's existing regulatory document entitled, "Tournament Regulations".

Section 10. All orders or regulations made by the Executive Committee shall be binding, unless set aside by a majority vote at an Annual Meeting.

Section 11. The Executive Committee, by two-thirds vote, may adopt or amend the By-Laws, Rules and Regulations and Corporate Charters for the government of the Section when such action is not at variance with the Constitution.

Section 12. At all the meetings of the Executive Committee, seven (7) members of the Committee shall constitute a quorum.

Section 13. Any Executive Committee member may submit a written resignation, which shall be reported at the next meeting of the Executive Committee, at which time the President shall declare a vacancy. Any vacancy for Chapter President, the Section President shall notify the Chapter's

voting members who shall elect a successor. Should any Chapter fail to conduct such a election, the executive Committee shall fill the vacancy by electing a voting member from that Chapter and notify the Chapter of such election.

Section 14. The executive Committee shall meet in regular session immediately prior to the Annual Fall Meeting and at such other times as are determined by the Executive Committee.

Article XI Committees

Section 1. Within thirty (30) days after the Annual Meeting, the President shall appoint Chairmen of the Tournament, Administrative, and Project Committees as deemed necessary by the President.

Section 2. All Chairmen shall report to the Executive Committee as may be necessary from time-to-time. All actions taken by each committee must be approved by the Executive Committee and/or the Officers Committee

Section 3. The Chairman of each Committee shall prior to each Annual Meeting submit to the President a written report of the activities of the Committee during the preceding period. The Chairman shall further present a report to the members at the Annual Meeting.

Article XII Selection of District Director

Section 1. From time-to-time, the Section shall select a District Director. The Secretary shall be notified of any nominations for this position or anyone desiring to seek the position of District Director - District #1. The Secretary will make this information available as soon as possible to the membership. The candidates shall then have the opportunity to conduct a campaign if so desired.

Section 2. The election of the District Director from the Northeastern New York Section will be conducted at the Annual Meeting preceding the induction of District Directors at the Association Annual Meeting.

Section 3. The winner will be the nominee receiving a simple majority of the total voting members in attendance at the Annual Meeting.

Section 4. The District Director (Northeastern New York Section) shall be invited to attend and be a regular voting member of the Section executive Committee.

Article XIII Executive Director

Section 1. The duties and responsibilities of the Section Executive Director are as follows:

A) The Section Executive Director shall be the Chief Executive Officer and Administrator of the Section.

B) The Executive Director, acting pursuant to policies, rules and directives prescribed by the Executive Committee, shall be responsible to the Officers for the day-to-day operations of the Section.

C) The Executive Director may represent the Section on behalf of the Officers before other organizations and general public.

D) The Executive Director may speak for the Section and shall keep the Officers and Executive Committee advised of such statements.

Section 2. The Executive Committee shall select the Executive Director of the Section.

Article XIV

Amendments

Section 1. Resolutions to alter, amend, repeal, or add new By-Laws must be presented in writing to the Secretary of the Section 30 days prior to the Annual Meeting. The Secretary shall submit to the membership resolutions to amend the Northeastern New York Section By-Laws no later than 10 days to an Annual Meeting.

Section 2. A two-thirds affirmative vote by the membership attending the Annual Meeting is required for passage of a proposed amendment.

Article XV

Tournament Regulations

The Section's current and approved Tournament Regulations are to be considered a corporate part of the Section's By-Laws and for convenience are printed separately.

Appendix

Annual Meeting

Section 1. The following order of business shall be observed at the Annual Meeting of the Section:

- 1) Roll Call
- 2) Report of the President
- 3) Report of the Secretary
- 4) Report of the Treasurer
- 5) Report of the Executive Director
- 6) Report of the Committees
- 7) Report of the District Director
- 8) Consideration of Old Business
- 9) Proposed Resolutions
- 10) Election of Officers
- 11) Oath of Office
- 12) Consideration of New Business
- 13) Adjournment

Section 2. The following oath shall be administered to all members of the Executive Committee of the Section by a former President of the Section:

"I _____, as a member of the Executive Committee of the Northeastern New York Section, Professional Golfers' Association of America, do hereby affirm that I shall at all times adhere to and uphold the Association's and Section's Constitution, By-Laws, Rules, and Regulations, and that I shall otherwise conduct my activities in a manner that shall be in keeping with my position as an Officer/Member of the Executive Committee of the Section and which shall reflect credit upon the Association, the Section, and its members".

Additions to By-Laws since 1996 edition

In an effort to smooth the transition to this new Constitution, which was adopted at the Annual Meeting, October 28, 1996, the following will take place regarding the Section Executive Committee:

1) At the 1996 Annual Meeting Section members will elect four officers to serve a one year term. The Officers will include President, Secretary, Treasurer, and a Vice President at Large. These Officers may be elected to another one year term provided they have not served in the same office for three or more years. In addition to the election of Officers, elections will take place for two Directors to serve a term for three years. Said Directors may be reelected as provided for in the Constitution (Directors will be reduced from nine to eight).

2) At the 1997 Annual Meeting Section members will elect three Officers to serve a one year term. The Officers will include President, Secretary, and Treasurer; reducing the number of Officers from four to three. Said Officers may be reelected as provided for in the Constitution. The Vice President at Large position will become a Director at Large position. In addition, to the Officers elections, elections will take place for two Director positions. The Director receiving the most votes will serve a term of three years, while the next leading vote getter will serve a two year term. Said Directors may be reelected as provided for in the Constitution (Directors will be reduced from eight to seven).

3) At the 1998 Annual Meeting Section Members will elect three Officers and two Directors as provided for in the Constitution (Directors will be reduced from seven to six).

Additions to By-Laws since 2005 edition

Officer positions were revised to follow the PGA of America governance model: President; Vice President; and Secretary (amended from Treasurer).