

# CONSTITUTION

## Senior Division

### GEORGIA SECTION, PGA OF AMERICA

#### ARTICLE I

##### Names, Boundaries, Purpose

###### Section 1.

This organization shall be named "The Senior Division of the Georgia Section of The Professional Golfers' Association of America," and shall be referred to here forth as the "Division." The Professional Golfers' Association of American shall be referred to here forth as the "Association." The Georgia Section shall be referred to here forth as the "Section". The geographical location of the Division is the entire State of Georgia. It is composed of Members and Apprentices of the Georgia Section PGA of America, Inc., a not-for-profit corporation, that have reached the age of 50 and organized under the laws of the State of Georgia with any additional corporations, trust funds or committees, which may be established under this Constitution.

###### Section 2.

The purpose of the Division shall be to promote the enjoyment and involvement in the game of golf within the Section for Members and Apprentices of the age of 50, and to contribute to the growth of golf by providing services to golf professionals and the golf industry in the Section. The Division will primarily promote and operate golf tournaments for Senior (age 50 and above) Members and Apprentices of the Section and may include senior amateur golfers in those events.

###### Section 3.

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

## ARTICLE II

### Membership

#### Section 1.

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

## ARTICLE III

### Organization

#### Section 1a.

The Officers of the Division shall include: President, Vice-president and Secretary.

#### Section 1b.

Between meetings of the Board of Directors, the President, Vice-president and Secretary shall constitute an Officers' Committee, which shall be authorized to act for the Senior Division in accordance with the By-Laws, Regulations and Policies adopted by the Board of Directors.

#### Section 2a.

The Board of Directors shall be composed of the three Officers and the most recent past two Presidents who are able to serve and are not also a current Officer of the Division.

#### Section 2b.

The Board of Directors shall conduct its business and shall be responsible for the management of the Division in accordance with the Constitution, By-Laws and Regulations. Between Annual Meetings the Board of Directors 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 matters involving emergencies, for the good of the Division, the Board of Directors shall have complete and final authority.

#### Section 2c.

The Board of Directors shall conduct its business in accordance with the By-Laws.

### Section 3.

The Division Constitution may be amended by the following procedure:

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

### Section 4.

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

### Section 5.

All disputes or issues regarding the interpretation of this Constitution shall be interpreted and resolved by the Board of Directors whose decision shall be final.

### Section 6.

The Division 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 Division. On dissolution of the Division, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic association selected by the Board of Directors.

### Section 7.

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, held in conjunction with the Senior Division Tour Championship in the fall of each year, the date to be set by the Officers.

## Section 2.

Special meetings may be called by the Board of Directors or by a petition signed by fifty-one (51) percent of the membership. Written notice of a special meeting shall be sent to the membership not more than thirty (30), nor less than fifteen (15), days prior to the meeting.

## Section 3.

Notice of the Fall Annual Meeting shall be given, via email, 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 ten (10%) percent of the members eligible to vote at the date of the meeting.

Section 5. All business shall be determined by a majority vote, except that Amendments to the Constitution shall be determined by a two-thirds vote of the eligible voting members present.