

BY-LAWS

Senior Division

GEORGIA SECTION, PGA OF AMERICA

ARTICLE I

Definitions

Section 1. The definitions of the PGA Recognized Facilities, Employment Definitions, and other definitions shall be consistent with the Association bylaws Article I Sections 1-3.

ARTICLE II

Code of Ethics

Section 1. The Association Code of Ethics and all applicable definitions, procedure, and penalties are set forth in Article II of the Association Bylaws.

ARTICLE III

The Officers

Section 1. Authority of Officers

The Officers of the Division shall be comprised of the President, Vice President and Secretary. They shall be responsible to the membership and the Division Board of Directors for the proper performance of their respective duties. Any revision of policy, and all contractual authority which is neither routine nor specifically granted, shall be executed by the membership, through the Division Board of Directors.

Section 2. Term

The Officers shall be elected for a term of two years and shall not hold said office more than one consecutive term.

Section 3. Removal From Office

An Officer may be removed from office by a majority vote of the Division members voting at the Annual Meeting or a special meeting.

Section 4. The President

(a) The President shall be chief operating officer of the Division and subject to the control of the Division Board of Directors, shall perform all duties customary to that office.

(b) Preside at all meetings of the Division and of the Division Board of Directors.

(c) Supervise and control all the affairs of the Division in accordance with policies and directives approved by the Division Board of Directors.

(d) The President may appoint a Division Tournament Director. The Tournament Director will facilitate Division golf tournaments and events as directed by the President.

(e) The President shall appoint such committees, standing and otherwise, as shall in his judgment be necessary, and to designate the Chairman thereof.

(f) The President may appoint an Advisory committee composed of persons who are not golf professionals. Their appointments are subject to the approval of the Division Board of Directors, and their recommendations must be presented to the Division Board of Directors for final acceptance or rejection.

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

(h) The President shall serve on the Section Board of Directors as a voting member. He will attend Section Board of Director meetings to represent the needs and concerns of the Division.

Section 5. The Vice President

(a) The Vice President shall keep or cause to be kept the accounts of the Division and shall collect or direct the collection of all monies belonging to or due the Division and shall deal with the same under the direction of the Division Board of Directors.

(b) The Vice President shall have authority to sign all checks and withdraw funds of the Division, but may delegate this authority to the Secretary, President or Section Staff.

(c) The Vice President shall submit a complete written financial report to the Division Board of Directors and to the membership annually.

Section 6. The Secretary

(a) The Secretary 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 Division.

(b) The Secretary shall keep or cause to be kept the minutes of all Division membership meetings and all Division Board of Directors meetings.

(c) The minutes of these meetings are to be distributed to the Division Board of Directors no later than ten (10) days prior to a Division Board of Directors meeting and distributed to the membership no later than ten (10) days prior to an Annual Meeting.

(d) The Secretary 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 Division Board of Directors meeting.

(e) The Secretary shall serve as Parliamentarian at all Division and Division Board of Directors 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 Secretary to so serve, the President shall designate another individual to so serve in this capacity.

(f) The Secretary must record any Amendments to or changes in the Division Constitution and By-Laws, and report such Amendments or changes to the Division Membership.

Section 7. Vacancies

(a) In the event of the 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, the Vice President shall succeed him.

(b) In the event of the absence, disability, resignation, death or total incapacitation of the Vice President, the Division Board of Directors shall have the option to replace the Vice President for the remainder of the Vice President's unexpired term. The Division Board of Directors shall appoint either the person who is currently holding the office of Secretary or appoint another individual. Any such appointment must receive a majority vote of the Division Board of Directors. A person so elected would serve until an election may be held at the next Annual Meeting.

(c) In the event of the absence or disability of the Secretary, the Vice President shall perform the duties of the Secretary. If the Secretary resigns, dies or becomes totally incapacitated, a member of the Division shall fill the position appointed by a majority vote of the Division Board of Directors. A person so-elected would serve until an election may be held at the next Annual Meeting.

Section 8. Officers Committee

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

ARTICLE IV

Division Board of Directors

Section 1. Composition

The Section Board of Directors shall be composed entirely of Georgia Section Members in good standing and include:

President (1)

Vice President (1)

Secretary (1)

Honorary Division Presidents (2)

Section 2. Terms

(a) The President, Vice President and Secretary shall not be eligible to hold said office for more than one consecutive two year term.

(b) The Honorary Division Presidents will be the immediate two Past President who shall become Honorary Division Presidents automatically. In the event of the death, disability, moving from the Section, or resignation of the Honorary Division President, the office shall be filled by the most current Honorary Division President that is a member in good standing of the Section.

Section 3. Powers and Duties

(a) The Division Board of Directors shall have complete and final authority over the programs of the Division including the Tournament Program

(b) All orders or regulations made by the Division Board of Directors shall be binding unless set aside by a majority vote at an Annual Fall Meeting.

(c) Division Board of Directors, 4/5 vote, may adopt or amend the By-Laws, Rules and Regulations and Corporate Charters for the governance of the Section when such action is not at variance with the Constitution.

Section 4. Meetings

(a) The Division Board of Directors shall meet in regular session a minimum of two times per year. These meetings should be Spring and Fall with one of these immediately prior to the Annual Fall Meeting.

(b) At all meetings of the Division Board of Directors, a majority of the members of the Committee shall constitute a quorum.

Section 5. Resignations and Vacancies

(a) Any Division Board of Directors member may submit a written resignation which shall be reported at the next meeting of the Division Board of Directors, at which time the President shall declare a vacancy.

(b) In vacancies in any of the officer positions, Article III Section 7 applies.

ARTICLE V

Committees

Section 1. Appointments

Within thirty (30) days after the Annual Fall Meeting, the President shall appoint Chairmen of the Committees as deemed necessary.

Section 2. Reporting

- (a) All Chairmen shall report to the division Board of Directors as may be necessary from time-to-time.
- (b) All actions taken by each committee must be approved by the Division Board of Directors and/or the Officers Committee.
- (c) The Chairman of each Committee shall, prior to each Annual Fall Meeting, submit to the President a written report of the activities of the Committee during the preceding period.
- (d) The Chairman shall further present a report to the members at the Annual Fall Meeting.

ARTICLE VI

Amendments

Section 1. Revision by Division Board of Directors

The Section Board of Directors, four fifths (4/5) vote, may adopt or amend the By-Laws, Rules and Regulations for the Governance of the Division when such action is not a variance with the Constitution.

Section 2. Revision by Membership

A two-thirds (2/3) affirmative vote by the membership attending the Annual Meeting is required for passage of a proposed amendment. Resolutions to alter, amend or repeal the Constitution must be presented in writing to the Secretary of the Section 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.

Section 3. Effective Date

All amendments to the By-Laws shall become effective when adopted or at the time specified in the Amendment Resolution.

ARTICLE VII

Tournament Regulations

Section 1.

Division tournaments shall be regulated by the Section Tournament Regulation except where otherwise noted in the Division By-Laws.

Section 2.

The Offers Committee shall publish a schedule of tournaments by January 1 for that year. Additions, deletions and changes to the tournament schedule must be approved by the Officers Committee. The schedule will allow for the playing of the Georgia Senior Open and the Georgia Senior PGA Championship which are scheduled and run by the Section.

The schedule will also include a Tour Championship to be played in the Fall of each year and coincide with the Annual Meeting.

Section 3.

Payouts for all Division events both Professional and Amateur will follow the payout tables adapted by the Division and recorded on the Section website.

Section 4.

Player of the year points will be awarded per the POY points tables listed in the Section Membership Directory. The table used will be determined by the number of holes scheduled to play for a tournament, not the number of holes actually played.

Section 5.

Rescinded 12/8/2016

Section 6.

Selection to the Mullins Cup Professional Team will be based on the POY point lists after the Tour Championship. The top 10 from the Regular Division, the top 1 from the Super Senior Division and the Top Super Senior from the Regular Division list who is not already on the team will make up the 12 man teams for both Professional and Amateur.

The President will appoint a non playing captain for the Professional teams at least 30 days prior to the playing of the Mullins Cup.

For a player to participate in the Mullins Cup he must have played in at least 3 Division tournaments in that calendar year.

Section 7.

GPGA Senior's Division Sponsorship Guidelines.

- Each host facility of a Division event is responsible for sponsorship of not less than \$500 to be added to the professional purse of that event.
- Each host facility receives one free entry into the Division event at their facility. The host facility decides who to give the free entry to.
- All sponsor money raised by the Division will be added to the professional purse.
- Additional sponsor money raised by the host facility beyond the initial \$500 goes into the amateur purse unless the sponsor specifies some portion of the money goes into the professional purse.
- Additional sponsors will receive one free entry for every \$750 of sponsor money with a max of 3 free entries. Free entries may be carried over to future Division events. Any free entries carried forward will bring the entry fee with it from the event the sponsorship was given for.
- The Officer's Committee will distribute sponsor money to the purse proportional among the subdivisions (50+, 60+, super senior) based on the number of players in each.
- The Officer's Committee may set aside a certain amount of the sponsor money for an overall purse.

ARTICLE VIII

Guidelines for Elections

Section 1. Nominations

The Division's Nominating Committee may forward to the Division the names of all candidates for Division Officers at least sixty (60) days prior to the Annual Fall Meeting. The Division shall forward to the membership, the names of all candidates for office at least thirty (30) days prior to the Annual Fall Meeting.

Section 2. Nominations from the Floor

If there are fewer than two nominations for any office at the time of election, oral nominations for such office may be made from the floor of the Annual Fall Meeting.

Section 3. Majority Vote

Candidates for offices elected at the Annual Fall Meeting of the Division may be proposed by the Nominating Committee and shall be elected by a majority vote. In the event there are more than two nominees for any office and no one receives a majority of votes on the first ballot, the two individuals receiving the most votes after the first ballot shall be placed in a run-off. The individual receiving the majority of votes cast in a run-off shall be the winner.

Section 4. Election Procedure

Candidates for Division Secretary

- After committing to run for an officer position, a biography and up to a one page letter promoting you must be given to the Secretary at least 15 days prior to the annual meeting. All materials are subject to approval by the Chairman of Nominating Committee: not to be unreasonably withheld. This information will be posted on the GPGA website, e-mailed to the membership and put in the hard copy of the Annual Meeting Booklet, if printed.
- Any other information and promotion of yourself is your responsibility.
- A Candidate may not bring paper materials or any other promotional items to the Annual Meeting for distribution to individual members.
- At the Annual Meeting, a Candidate for an Officer Position will be granted up to 5 minutes to address the membership. In the 5 minutes, a Candidate may include one introductory speaker on his/her behalf. However, due to time constraints, the 5 minute rule will be strictly enforced.
- While other Candidates are speaking, you will be escorted out of the room until it is your turn to speak.
- Current Section Staff will not publicly endorse any individual Candidate.
- Current Division or Section Officers will not publicly endorse any individual Candidate.
- A Candidate may not reference a current Section Staff member or a current Officer of the Division or Section as part of written or verbal communication promoting their campaign.
- A Candidate may not reference a PGA National Board Member, Officer or Staff Member as part of written or verbal communication promoting their campaign.

APPENDIX

Annual Meeting

Section 1.

The following order of business shall be observed at the Annual Fall

Meeting of the Division:

1. Roll Call
2. Reading of the minutes of the previous Annual Meeting
3. Reading of the minutes of Officer meetings since the last Annual Meeting

4. Report of the Committees
5. Report of the Secretary
6. Report of the Vice-President
7. Report of the President
9. Consideration of old business
10. Proposed Resolutions
11. Elections of Officers
12. Oath of Office
13. Consideration of new business
14. Adjournment

Section 2.

A former President of the Division shall administer the following oath to all members of the Board of Directors of the Division:

"I, _____, as a member of the Board of Directors of the Senior Division Georgia Section, Professional Golfers' Association of America, do hereby affirm that I shall at all times adhere to and uphold the Association's, Section's and Division'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 Board of Directors of the Division and which shall reflect credit upon the Association, the Section, the Division and its Members.