

CONSTITUTION GEORGIA SECTION, PGA OF AMERICA

ARTICLE I Names, Boundaries, Purpose

Section 1. This organization shall be named “The Georgia Section of The Professional Golfers’ Association of America,” and shall be referred to hereforth as the “Section.” The Professional Golfers’ Association of America shall be referred to hereforth as the “Association.” It is composed of the Georgia Section, PGA of America, Inc., a not-for-profit corporation, 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 geographical location of the Section is the entire State of Georgia. The scope of this Constitution is intended to encompass, but not exceed, that area of jurisdiction granted to the Section by the Association, and shall not conflict with the Constitution, By-Laws, or Regulations of the Association.

Section 3. 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 in the Section. The Section will seek to accomplish this purpose by supporting the growth and development of its professionals, and the available opportunities for amateurs, employers, manufacturers, employees, and the general public within the Section. In so doing, the Section will elevate and enhance the skills and standards of the professional golfer’s vocation, promote the common business interests of golf professionals, stimulate interest in the game of golf, and promote the overall vitality of the game within the Section.

ARTICLE II Membership

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 Board of Directors

- a.** The Board of Directors shall be composed of the President, the Vice President, the Secretary, seven (7) At-Large Directors, the President of each Chapter, the Assistants’ Division President, the Senior Division President, the Honorary President, and the Association District Director (if a Member of the Section).
- b.** The Board of Directors 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 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 Section, the Board of Directors shall have complete and final authority.

- c. 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.
- d. The Section Board of Directors shall manage its financial affairs in a fiscally sound manner and shall be responsible for its financial obligations and those of its Chapters and Divisions. The Section shall use its funds only to accomplish the objectives and purposes 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 associations selected by the Board of Directors.
- e. The Section 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 (each, an "Action") by reason of the fact that he or she was or is a Director, Officer, employee or agent of the Section, or was or is serving at the request of the Section as a Director, Officer, employee, agent or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including counsel fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such Action to the fullest extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition of such Action, to the fullest extent permitted by applicable law; provided, that, if these expenses are to be paid in advance of the final disposition of an Action, then the payment of expenses will be made only upon delivery to the Section of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to indemnification. Notwithstanding the foregoing, the indemnification will be provided to a person who initiated an Action only if that Action was authorized by the Board of Directors. The Section Indemnification shall extend to Officers, Directors and Employees of subsidiary entities of the Association.

The foregoing rights of indemnification shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person may otherwise be entitled or permitted by contract, the Section's Articles of Incorporation, vote of the Board of Directors, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding that office, it being the policy of the Section that indemnification of any person entitled to indemnification under the Bylaws will be made to the fullest extent permitted by law.

Section 2. Officers

- a. The Officers of the Section shall include President, Vice-President, and Secretary.
- b. 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 Section in

accordance with the By-Laws, Regulations and Policies adopted by the Board of Directors.

Section 3. Chapters within the Section

- a.** The Board of Directors may exercise the power to create and charter Chapters within the Section boundaries. Such Chapters shall be subordinate to the Section and shall 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.
- b.** A Chapter of the Section shall be named "The _____ Chapter of the Georgia Section PGA." The Members of the Chapter must be Section Members or Associates.

Section 4. The Section may also recognize Divisions (i.e. Assistants' Division, Senior Division, etc.) that shall be subordinate to the Section and shall conduct business in accordance with the Constitution, By-Laws and Regulations of the Section, and which shall not be inconsistent, or at variance with, the Constitution, By-Laws and Regulations of the Association. The Members of the Divisions must be Section Members or Associates.

Section 5. The Chief Executive Officer shall be the Section Executive Director who shall be selected by the Board of Directors.

ARTICLE IV

Meetings

Section 1. There shall be one Annual Meeting of the Membership, the date to be set by the Officers of the Section.

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 provided not more than thirty (30), nor less than fifteen (15), days prior to the Meeting.

Section 3. Written notice of the Annual Meeting shall be given to the Membership at least thirty (30) days prior to the Meeting. Written notice for the General Membership Meeting shall be given to the Membership at least 30 days prior to the Meeting.

Section 4. A quorum for the conduct of business at an Annual, General, 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. Meetings shall be conducted in accordance with Roberts Rules of Order. There shall be no proxy voting at any meeting of the Membership.

Section 6. All business conducted at an Annual, a General, or a Special Meeting requiring a vote 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.

Section 7. At all Georgia Section business meetings and education seminars, appropriate business attire is required. This includes jacket and tie for gentlemen and suitable business attire for ladies. In the event an education seminar or meeting does not require this type of attire, Members will be notified in advance.

Section 8. The President and Vice-President shall serve as Delegates to the National Annual Meeting of the Association and the Association shall pay their expenses. The Secretary shall serve as an Alternate Delegate to the National Annual Meeting and the Association shall pay their expenses. The Board of Directors may, from time to time, approve others to attend the Annual Meeting and authorize payment for a portion of their expenses. Any other Member of the Section may attend the National Meeting at their own expense. These individuals shall be observers during the formal sessions and have no voting rights. The Executive Director shall attend the Annual Meeting and the Association shall pay their expenses.

Article V

Amendments

The Section Constitution may be amended by the following procedure:

- (a) Resolutions to alter, amend or repeal the Constitution must be presented in writing to the Secretary of the Section a minimum of 30 days prior to an Annual Meeting. The Secretary shall submit resolutions to the Membership no later than 10 days prior to an 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.