

**CONSTITUTION
AND
BYLAWS**

ARTICLE I - NAME AND PURPOSE

This Association shall be called “The Kentucky PGA of the Professional Golfers Association of America” and shall be referred to as “Kentucky PGA.” The Professional Golfers Association of America is composed of the Professional Golfers Association of America, a Not-for-Profit Corporation, and the PGA Corporation, both of which are organized under the laws of the State of Florida, and any additional corporations, trust funds or committees, which may be established under its Constitution. The Professional Golfers Association of America shall be referred to as “the Association.”

Section 2. Purpose

The mission of The PGA is to promote the enjoyment and involvement in the game of golf and to contribute to its growth by providing services to golf professionals and the golf industry.

The PGA will accomplish this mission by enhancing the skills of its professionals and the opportunities for amateurs, employers, manufacturers, employees, and the public.

In so doing, The PGA will elevate the standards of the professional golfer's 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.

ARTICLE II - CODE OF ETHICS

Section 1. Policy

See national PGA Constitution

Section 2. Violations

See national PGA Constitution

ARTICLE III - MEMBERS AND APPRENTICES

Section 1. Definitions

See national PGA Constitution

Section 2. Eligibility

See national PGA Constitution

Section 3. Election Procedure

See national PGA Constitution

Section 4. Classes of Membership

See national PGA Constitution

Section 5. Recertification

See national PGA Constitution

Section 6. Unaffiliated Members

See national PGA Constitution

Section 7. Changes in Classification

See national PGA Constitution

Section 8. Section Affiliation

See national PGA Constitution

Section 9. Rights of Membership

See national PGA Constitution

Section 10. Obligations of Members

The Board of Directors shall set the sectional dues for all members and apprentices of the Kentucky PGA. Members and Apprentices are responsible for payment of both National and Sectional dues.

Section 11. Apprentices

See national PGA Constitution

ARTICLE IV - DISCIPLINARY ACTION

Section 1. Offenses and Procedures

See national PGA Constitution

Section 2. Appeals of Disciplinary Actions

See national PGA Constitution

ARTICLE V - CONSTITUTION AND BYLAWS

The constitution and bylaws of The Kentucky PGA shall not be inconsistent with or at variance with the Constitution of the Association nor with any of its rules, regulations, and policies. Excepting honorary members, the Kentucky PGA shall not have as a member, in any class, any person who is not a member of the Association.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1. Meetings

There shall be two general meetings of the membership held each year, one in the spring and one in the fall. The fall meeting shall be for electing Directors and Officers. An educational program shall be provided at each general membership meeting. The Board of Directors shall approve dates and sites of all general membership meetings.

Section 2. Kentucky PGA Meeting Attendance Requirements

All Kentucky PGA members and apprentices, except those members with twenty or more years of membership or Tournament Players Division members, are required to attend (1) general membership meeting and (1) education seminar conducted at the fall or spring meeting within the accredited period.

- A. Members not meeting this requirement are not eligible to participate in Kentucky PGA Tournaments or member programs.
- B. The Executive Committee may due to extra ordinary reasons, reinstate a member, or apprentice if they make a written appeal and forward such appeal to the Executive Director. If an appeal is granted, the member or apprentice may be required to pay a \$200 fine, and complete at least two hours of approved education or service.
- C. Kentucky PGA Members and apprentices who are actively employed outside of the Section boundaries from November 1 through March 31 are deemed to have fulfilled this requirement if they attend another Section's meeting during this time frame.
- D. First time transfers to the Kentucky Section after January 1 are not required to attend a KPGA Meeting for tournament eligibility until the next Fall/Spring cycle.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors shall be entrusted with the management of the Kentucky PGA and shall have the right to interpret the Constitution and bylaws and give direction in cases not provided therein. All orders and regulations made by the Board of Directors shall be binding until and unless set aside by a two-thirds vote at a general membership meeting.

Section 2. Composition

- A. The Board of Directors shall consist of the following members:
 - 1. President
 - 2. Vice President
 - 3. Secretary
 - 4. One District 1 (East of Longitude 85) Director
 - 5. One District 2 (East of Longitude 86) Director
 - 6. One District 3 (West of Longitude 86) Director
 - 7. Four At-Large Directors
 - 8. Honorary President (Immediate Past President)
 - 9. National District 10 Director (if Director is a member of the Kentucky PGA)
 - 10. Executive Director (ex officio)
 - 11. Assistants-Assistants Division President (ex officio)
- B. Should there be no nominations for a District Director, then the District Director position shall become an At-Large position for a term of one year.

Section 3. Election of Officers and Directors

- A.** A majority of those voting shall elect directors and officers at the fall general membership meeting.
- B.** The term of office shall be two years.
- C.** The officers shall not be eligible to be elected to the same office for more than one (1) consecutive two (2) year term.
- D.** Directors may be re-elected
- E.** Only Class “A” Members or Life Members in good standing may be elected as directors.
- F.** The Honorary Past President with assistance from Past Presidents shall oversee the election proceedings. Voting shall be done by casting of ballots.
- G.** Vacancies

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 the President.

In the event of the absence or temporary disability of the Vice President, the Secretary shall perform the duties of the Vice President. If the Vice President resigns, dies or becomes totally incapacitated, the Vice President shall be succeeded by the Secretary, who shall become Vice President/Secretary for the remainder of the term of office.

In the event of the absence or temporary disability of the Secretary, the Vice President shall perform the duties of the Secretary. If the Secretary resigns, dies or becomes totally incapacitated, the Secretary shall be succeeded by the Vice President, who shall become Vice President/Secretary for the remainder of the term of office.

If a Director resigns, dies or becomes totally incapacitated, the President, with approval of a majority of the Executive Committee, shall appoint a replacement to fill the remainder of the unexpired term.

Section 4. Nominations

The President at least 30 days in advance of the fall general membership meeting shall ask for nominations from the membership. Nominations must be forwarded to the Executive Director at least five business days in advance of the fall general membership meeting. Nominations may also be made from the floor when called for by the Honorary Past President.

Section 5. Board Meetings

The Board of Directors shall meet in person before the spring and fall general membership meeting. The President may call additional Board of Director meetings at any time.

A Board of Directors meeting is duly constituted when proper notice has been given and a quorum is present in person or by proxy. All other meetings are duly constituted when proper notice has been given and a Quorum is present in person.

- A. **A Quorum** is five members of the Board of Directors. Fifty members shall constitute a quorum for a general membership meeting. A majority of those present shall decide all issues except to expel a member from the Board or from the Association.
- B. **In Person** includes that situation where the means of communication permits all Directors participating to simultaneously hear and communicate with each other.
- C. **Proxies**, duly certified by the Secretary, may be voted by voting delegates only at a general membership meeting.

Section 6. Notice of Meetings

Notice of the time and location shall be as follows; general membership meeting, at least Forty-five (45) days, special membership meetings - ten (10) days, Board meetings - seven (7) days. All meeting notices must be made by approved methods.

Section 7. Voting Privileges

Each Director shall have one vote with respect to any business brought before the Board and, unless specifically provided otherwise in the Articles of Incorporation or these bylaws, all business brought before a simple majority of the Directors present shall settle the Board at a duly constituted meeting and entitled to vote.

At the request of the President, the Secretary shall take a vote by approved methods to decide matters not of vital importance occurring during the intervals between meetings.

Section 8. Compensation

Director’s shall not be compensated for their services, but may be reimbursed for any approved expenses as outlined in the Governance Policies.

Section 9. Removal of Directors

Any member of the Board may be removed for Abuse of Office or Failure of Duty, provided there is just cause.

- A.** Abuse of Office – Any Board Member who abuses the office may be removed by 2/3rds vote of the Board at a special meeting called for such purpose. The notice of such meeting shall specify the charges and shall be mailed at least ten (10) days before the meeting date and copied to the Board charged so that person may have reasonable time to prepare to respond to the charges. The decision of the Board shall be final.

- B.** Failure of Duty – Any Board member who fails to attend two successive meetings may be expelled from the Board by the majority of the elected Board at a Board Meeting called for such purpose. The notice of such meeting shall specify the charges and shall be mailed at least ten (10) days before the meeting date and copied to the Director charged so that person may have reasonable time to prepare to respond to the charges. The decision of the Board of Directors shall be final.

Section 10. District 10 National Director

The Board of Directors shall appoint the District 10 National Director when it becomes the turn of the Kentucky PGA to appoint the District 10 representative to the PGA of America Board of Directors.

Section 11. Review of Appeals

The Board of Directors shall have the right to review upon appeal any action by any Officer or Committee of the Kentucky PGA or of the Association and to prescribe rules and regulations governing such appeals and the procedure thereon.

Section 12. National Annual Meeting

The President and Vice President shall serve as delegates and the Secretary as the alternate delegate to the Annual Meeting of the PGA of America. If a delegate or the alternate is unable to attend, the Board of Directors shall appoint a member.

Prior to the National Annual Meeting, the Board of Directors shall meet to consider all matters of importance to come before the National Annual Meeting.

Section 13. Complaints and Disputes

The Board of Directors shall arbitrate all complaints and disputes between members.

ARTICLE VIII – OFFICERS AND COMMITTEES

Section 1. Duties of Officers

President

The duties of President shall be as follows:

- A. To preside at all meetings of the Kentucky PGA, Board of Directors and Executive Committee.
- B. To appoint such committees as shall, in his judgment, be necessary, designating the chair of each.
- C. Authorize by authorization form the Executive Director to sign all contracts and other obligations of the Kentucky PGA.

Vice President

The duties of the Vice President shall be as follows:

- A. To keep, or cause to be kept the accounts of the Kentucky PGA, and to collect or direct the collection of all moneys belonging to or due the Kentucky PGA, and to deal with the same under the direction of the Board of Directors.
- B. To authorize the Executive Director to sign all checks under \$10,000 drawn on the funds of the Section, and to report in writing, or cause to be reported, the state of finances when required to do so.
- C. Review on a quarterly basis the Kentucky PGA's bank statements and reconciliation reports
- D. To present a written report at the spring and fall general membership meetings a consolidated financial statement, which shall include a fiscal year to date statement of financial position and statement of activities.

Secretary

The duties of the Secretary shall be as follows:

- A. To keep the minutes of all meetings of the Kentucky PGA and to issue the call for such meetings at the discretion of the President, or as otherwise provided for in the Constitution; and to ensure all membership records of the Kentucky PGA are appropriately stored and available for membership viewing.

Section 2. Committees

In addition to the Executive Committee and the standing committees listed herein, the President may appoint *ad hoc* committees he deems necessary.

- A. **Executive Committee** - shall be composed of the President, Vice-President, Secretary, and Honorary President. The Executive Committee shall act on behalf of and at the direction of the Board when it is not in session. It shall have broad discretionary authority with respect to routine and expected functions and be subject to any specific limitations directed by the Board or contained in the Articles of Incorporation, bylaws, or governance policies.

B. Standing Committees - shall have discretionary authority with respect to routine and expected functions for areas as delegated by the Board of Directors. Standing committees are responsible for making strategic and annual planning recommendations, policies, and guidelines to the Board of Directors for approval.

- Membership
- Assistants-Apprentice Division
- Education
- Tournament
- Sponsorship
- Growth of the Game

C. Ad hoc Committee - shall be appointed for a specific purpose and for a limited period.

ARTICLE IX – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1.

The Kentucky PGA 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 the fact that he was or is a Director, Officer, employee or agent of the Kentucky PGA, or was or is serving at the request of the Kentucky PGA as a Director, Officer, employee, agent or trustee of another Association, 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 in connection with such action, suit or proceeding, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his expenses in advance of final disposition of such action, suit, or proceeding, subject to the provisions of any applicable statute.

The Kentucky PGA Indemnification shall extend to Directors, Officers, and employees of subsidiary entities of the Kentucky PGA.

Section 2.

The Kentucky PGA shall purchase and maintain insurance for indemnifying its Directors, Officers, and employees as set out in Section 1. A policy summary shall be provided to each Director and Officer each year 30 days after the policies renewal date.

ARTICLE X – AMENDMENTS

Section 1. Amendment of Bylaws

The Board of Directors, by two-thirds vote, may adopt or amend the bylaws for the government of the Kentucky PGA when such action is not at variance with the Constitution.

The members of the Kentucky PGA may adopt or amend the bylaws for the government of the Kentucky PGA, when such action is not at variance with the Constitution, in the following manner:

- A.** A member or members may propose, in draft form, amendments to the bylaws by resolutions submitted to the President no later than sixty days prior to the annual fall or spring meeting.
- B.** Proposed amendments may be amended by a majority and may be adopted by a two-thirds majority of those members voting at the fall or spring meeting at which the proposed amendment is considered.

Amendments to the bylaws shall be effective as specified in the amendment.