

**New Hampshire
Golf Association, Inc.
Bylaws
(09-29-2021)**

DEFINITIONS

Articles of Agreement: The Articles of Agreement of [NHGA], as signed and agreed to on [tbd] and as registered with the NH Secretary of State on [tbd], together with all amendments thereto, properly adopted and filed with the NH Secretary of State.

Golf Club: A Golf Country Club, Golf Course, or Non-Real Estate Golf Club located or organized in the State of New Hampshire or a Type 3 Club.

Member: Any Golf Club or Golf Organization as described in Article 3, Section 1 (A) of these by-laws and as approved by a vote of the Board of Directors or the Members as described under Article 3, Section 2 of these By-laws.

Associate Member: Any Golf Club or Golf Organization as described in Article 3, Section 1 (B) of these by-laws and as approved by a vote of the Board of Directors or the Members as described under Article 3, Section 2 of these By-laws.

Board: The Board of Directors of the Corporation, as described in Article 4, Section 2 of these By-laws.

The Corporation: The New Hampshire Golf Association, Inc.[NHGA], a non-profit, tax exempt, Charitable organization, formed under the provisions of the New Hampshire Revised Statutes Annotated Chapter 292 and Section 501(c)(3) of the Internal Revenue Code.

TABLE OF CONTENTS

DEFINITIONS..... 2

TABLE OF CONTENTS 3

ARTICLE 1 – NAME 6

ARTICLE 2 – MISSION STATEMENT & OBJECTIVES..... 6

ARTICLE 3 - MEMBERSHIP..... 6

 Section 1 - Membership 6

 Section 2 - Acceptance of Members..... 7

 Section 3 - Representation of Club Members and Associate Club Members 7

 Section 4 - Rules and Enforcement..... 7

 Section 5 - Dues 7

ARTICLE 4 – BOARD OF DIRECTORS 8

 Section 1 - Authority of the Board..... 8

 Section 2 - Composition of Board of Directors 8

 Section 3 - Vacancies 8

 Section 4 - Standing Committees 8

 Section 5 - Ad hoc committees..... 9

 Section 6 - Rules 9

 Section 7 – Executive Director and other Employees..... 10

 Section 8 - Board of Directors Meetings..... 10

 Section 9- Participation by means of technology 10

 Section 10 - Quorum..... 10

 Section 11 - Hold Harmless..... 11

 Section 12 - Emergency Meetings and Votes 11

 Section 13 Action Without Meeting 11

 Section 14 - Counsel 11

ARTICLE 5 - OFFICERS..... 12

 Section 1 - Officers..... 12

Section 2 - President.....	12
Section 3 Vice President	12
Section 4 - Secretary	12
Section 5 - Treasurer.....	12
Section 6 - Vacancies	12
Section 7 - Compensation.....	13
ARTICLE 6 – CORPORATION MEETINGS	13
Section 1 - Annual Meeting	13
Section 2 - Special Meeting	13
Section 3 - Quorum, Proxy and Voting	13
ARTICLE 7 – MISCELLANEOUS.....	13
ARTICLE 8 – CONFLICTS OF INTEREST	13
ARTICLE 9 - AMENDMENT.....	14
Section 1 - Amendment and Procedure	14

ARTICLE 1 – NAME

The name of this Association shall be The New Hampshire Golf Association [NHGA].

ARTICLE 2 – MISSION STATEMENT & OBJECTIVES

The mission of the NHGA is to promote the best interests and true spirit of the game of golf throughout the State of New Hampshire. The objectives of the Corporation include:

1. To maintain a voluntary community of golf courses and golf facilities dedicated to promoting and growing the game of golf;
2. To provide a climate whereby individual golfers of all abilities are able to access the game in an equitable manner;
3. To provide playing opportunities to the golfers of New Hampshire. Through Championships, social events, and junior golf programs, the Corporation shall allow all those inclined to access the game in an affordable and reasonable manner;
4. To foster, promote, and advance the interest and true spirit of amateur golf and to encourage and cultivate a spirit of cooperation, fellowship, harmony, and competition among the members of the Corporation;
5. To conduct educational and charitable programs in the furtherance of the game of golf;
6. To advance uniform rules and standards consistent with those published by the United States Golf Association, to include administration of the USGA Handicap System, Amateur Status, Rules of Golf, and any other endeavor relating to the governance of amateur golf in New Hampshire;
7. To affiliate with other organizations whose objectives nurture, foster, and promote the game of golf; and
8. To engage and promote all other activities deemed to be in the best interest of the game of golf, golf facilities, and all golfers in the state of New Hampshire.

ARTICLE 3 - MEMBERSHIP

Section 1 - Membership

Membership in the Corporation shall consist of the following:

A. Membership shall be limited to any Golf Club in the State of New Hampshire that owns, leases, or operates its golf course, which course shall be comprised of nine or more holes. Club Membership shall have the right to vote through a delegate appointed by the Club Member for that purpose.

B. Associate Membership shall be limited to any duly organized Golf Club in the State of New Hampshire that does not own, lease or operate a golf course or otherwise qualify for membership under paragraph A

above. Associate Club Membership shall have the right to vote through a delegate appointed by the Club Member for that purpose.

C. Notwithstanding the provisions of this Article, the Board of Directors, in its sole discretion, may develop one or more non-voting classes of personal membership, open to individuals interested in the game of golf and the mission of the organization. Such personal membership classes shall not be entitled to hold office, vote, or exercise other rights designated for members within these bylaws, unless otherwise qualified to do so pursuant to Article 3, Section 1 (A) and/or (B) of these bylaws. Such classes of personal membership shall enjoy only the rights, privileges, and obligations set forth by the Board of Directors.

D. Reference to “Member” within these bylaws refers only to Members and Associate Members as set forth in this Article 3, Section 1 (A) and/or (B), and expressly excludes non-voting classes of personal membership set forth in Article 3, Section 1 (C).

Section 2 - Acceptance of Members

Any Golf Club or Golf Organization eligible under Section 1 (A) or (B) may apply for membership by supplying such information as the Board of Directors of the Corporation may require, and shall become a Member of the Corporation upon a two-thirds vote of the Board of Directors or by a majority vote of the Members at any meeting of the Corporation. After election, Membership shall be continuous, subject to termination as provided under Section 4.

Section 3 - Representation of Club Members and Associate Club Members

A Member may be represented at any Corporation meeting by any one delegate who is authorized to vote on the Member’s behalf. Each Member shall be entitled to one vote, exercised through its delegate, at any duly called meeting or for any action taken without a meeting in accordance with these Bylaws.

Section 4 - Rules and Enforcement

Each Member shall be bound by the Articles of Agreement, these Bylaws, the rules of the Corporation, and shall accept and comply with all decisions of the Board of Directors. Failure to comply with the foregoing, or conduct which is prejudicial to the best interests of the Corporation, shall be the basis for suspension, expulsion or debarment from competitions sanctioned by the Corporation, upon a two-thirds vote of the Board of Directors. Such action shall only be taken by the Board of Directors after written notice to the Member specifying the alleged misconduct and affording a reasonable opportunity to be heard. Any action taken by the Board of Directors may be appealed to the Members at any meeting of the Members of the Corporation, who may reverse or modify such action upon a two-thirds vote.

Section 5 - Dues

The annual dues for Members shall be prescribed by the Board of Directors and shall be payable in advance of the first of May of each year. Non-payment of dues shall be considered a violation of these Bylaws and shall subject the Member to the sanctions described in Section 4. So long as such dues shall remain unpaid, the Member shall not be entitled to exercise any privilege or right of membership, including the right to vote at any meeting of the Corporation.

Section 6 – Restricted Funds

The Board of Directors shall maintain and utilize restricted funds and donor directed gifts in compliance with the intent of the donor as expressed in the “Gift Instrument,” as required by RSA 292-B.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1 - Authority of the Board

The control and management of the Corporation in all of its affairs and property shall be vested in the Board of Directors, except for such matters as may be specifically reserved for the Members pursuant to the Articles of Agreement or these Bylaws. All Directors shall be entitled to vote on matters of the Corporation.

Section 2 - Composition of Board of Directors

The Board of Directors shall consist of:

A. Twelve (12) persons who shall be elected by the Members at the Annual Meeting. And,

B. The immediate past President of the Corporation.

By a vote of 2/3 of the members of the Board then in office, the Board may expand the number of Directors set forth in paragraph A, up to a maximum of fifteen (15) elected members. Such a vote shall be documented in the records of the corporation.

No Member shall have more than two (2) Director(s) elected to the Board. The terms of office of the elected Directors shall be staggered three-year terms so that an approximately equal number of directors’ positions are subject to election in any year. The nominating committee, in its sole discretion, shall have the authority to nominate candidates for vacant seats for one or two year terms in order to stagger the terms of office as set forth herein.

Section 3 - Vacancies

If any Director resigns or is otherwise unable to complete the remainder of their term, then a successor may be appointed by a majority of the Directors present and voting at a duly called meeting of the directors, to serve until the next annual meeting, at which meeting the Members shall elect a successor to serve for the balance of the term. The designated Director so appointed to complete the balance of a vacated term may be from any Member, provided that the composition of the Board shall not conflict with Section 2

Section 4 - Standing Committees

The Corporation shall have the following standing committees:

1. An executive committee, consisting of the President, Vice President, Secretary, Treasurer and the immediate Past President. The executive committee shall have the authority to act on behalf of the Board, when action is necessary between Board Meetings. In so acting, except as limited

herein, the executive committee shall have all authority to take any action the Board could take at a meeting of the full Board, except that the executive committee may not take action that contradicts or undermines actions taken by the full Board, nor may the executive committee take any action that exceeds a limitation of authority placed upon the executive committee by the full Board. In addition, the following actions may not be undertaken by the executive committee: to elect Officers; to fill Officer vacancies; to suspend or remove Members, Executive Committee members or Officers from office; to hire or terminate the Executive Director or other staff; to select the independent auditor for the Corporation; to change the principal office of the Corporation; to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; to authorize a merger or consolidation of the Corporation; to authorize dissolution of the Corporation; or to initiate a bankruptcy or other insolvency proceeding. The executive committee shall keep a record, including minutes, of its activities, and shall report all action taken to the full board at the next meeting of the full Board. Action taken by the executive committee, acting within its authority, shall have the same force and effect of a vote of the full Board, and shall not require the subsequent approval of the full Board.

2. A Nominating Committee consisting of the President, immediate past President and up to three other Members of the Board, appointed by the President with the approval of the Board of Directors. The Nominating Committee shall develop and present its list of nominations in writing to the Board of Directors for approval not later than 45 days prior to the annual meeting of the Corporation and the approved list of nominations shall be provided to all Members not later than 30 days prior to the annual meeting. The Nominating Committee shall provide a summary of the nominating criteria and process used to consider and recommend candidates to the Board and Officer positions at the same time as it submits its list of nominations to the Board of Directors. The Nominating Committee shall summarize in writing for the Board's consideration the qualifications of each Candidate recommended for the Board. The Nominating Committee shall have the exclusive and final authority to determine whether candidates for office are qualified and meet the requirements of these bylaws. As a part of its duties, the Nominating committee shall develop, distribute, and uniformly implement procedures for the submission to the Nominating Committee of nominations from Members, deadlines for the submission of such nominations, and the process by which such nominations are accepted or rejected for inclusion on the ballot. The process to accept or reject nominations shall include the consideration of whether New Hampshire golfers are adequately represented by the candidates on the list of nominations. No candidate may appear on a ballot or be elected to office by the members except through the approval of the nominating committee.

Section 5 - Ad hoc committees

The President shall appoint, subject to the approval of a majority of the Board of Directors, such committees as deemed advisable to carry out the business of the Corporation and may delegate to such committees the necessary authority to carry out their functions, including without limitation, a Tournament Committee, a Rules Committee, a Finance Committee, and a Long Range Planning Committee.

Section 6 - Rules

The Board shall have the authority to adopt rules for the governance of its affairs, meetings and competitions, provided that such rules are not contrary to these Bylaws or the Articles of Agreement. In the absence of a rule adopted under this section, the meetings of the Corporation shall be governed by Robert's Rules of Order, as interpreted in the sole discretion of the Secretary of the Corporation. Each member of the Board of Directors shall endeavor to serve as a volunteer at a minimum of three Corporation-sponsored golf tournaments annually.

Section 7 – Executive Director and other Employees

The Association shall have an executive director and such other employees as the Board determines necessary to carry out the purposes of the Corporation. The Board shall have the authority to hire and terminate employment, and establish the compensation of such employees.

The executive director shall have responsibility for the day-to-day operation of the Association, subject to the oversight of the executive committee. The executive director shall attend meetings of the Board and of the Membership unless excused from attendance by the executive committee. The executive director shall have no vote at said meetings. Except as provided herein, the Board of Directors shall establish the job description and responsibilities of the executive director.

All other employees shall report to the executive director, who shall establish the job descriptions and responsibilities of all subordinate employees.

Section 8 - Board of Directors Meetings

Meetings of the Board of Directors shall be held monthly or as otherwise directed by the officers of the Board. If fifty percent (50%) of the Board of Directors then in office request that a meeting of the Board be held, then such a meeting shall be scheduled at such time and place as requested upon a minimum of five (5) days' notice to members of the Board. Any action shall be deemed to have been approved by the Board of Directors when it is approved by a majority of the votes present, except as otherwise specifically set forth herein. Notice of any regular or special meeting of the Board of Directors may be provided by electronic mail, unless the Member of the Board receiving notice requests notice by US Mail.

Section 9- Participation by means of technology

At any meeting of the Board, members of the Board may participate by telephone, internet service, videoconferencing, or any other means by which the member may hear and be heard simultaneously by all other members of the Board participating in the meeting, and have access to written materials, exhibits, or visual materials provided to the Board. For all purposes set forth in these bylaws, any director participating by means of technology as set forth in this section shall be regarded as being present "in person" at the meeting, counted for the purposes of establishing a quorum, and entitled to vote as if physically present at the meeting.

Section 10 - Quorum

At any meeting of the Board of Directors, the presence in person of Directors representing fifty percent (50%) of the Board members then in office shall constitute a quorum. Any action shall be deemed to have been

approved by the Board of Directors when it is approved by a majority of the votes present, except as otherwise specifically set forth herein. For any telephonic meeting, as convened under Section 12 of this Article, to deal with an emergency issue(s), the participation of Directors representing fifty percent (50%) of the Board members then in office shall constitute a quorum.

Section 11 - Hold Harmless

The Corporation shall hold harmless and indemnify all members of the Board of Directors, and any officer or staff of the Corporation, for any acts and omissions in the conduct of the business of the Corporation, provided that the conduct in question was undertaken in good faith and with a reasonable belief that the conduct was in the best interests of the Corporation. Should any Director, Officer or staff of the Corporation be named in any suit as a result of their actions on behalf of the Corporation, as described in Article Nine of the Articles of Agreement, as amended from time to time, the Corporation will defend the action at its cost, provided that such actions were undertaken in good faith, with a reasonable belief that the conduct was in the best interests of the Corporation, and, if the proceeding is criminal, if there was no reasonable cause to believe the conduct was unlawful. The Board is authorized to obtain insurance against the risk of such claims.

Section 12 - Emergency Meetings and Votes

In the event that an emergency or special meeting and vote of the Board is required to address an outstanding issue, the President may call for an emergency meeting in which members of the board may participate in person or using technology as set forth in Article IV, section 9 of these bylaws. The President shall use his/her best effort to provide reasonable notice of the emergency meeting to the members of the Board, taking into account the urgency of the situation, balanced with the strong importance of providing Board Members a reasonable opportunity to participate whenever possible. For the purposes of this paragraph only, notice may be delivered by any means reasonably calculated to communicate to Members of the Board that an emergency meeting has been called, and specifying the date, time, and means of participation. Voting at an emergency meeting may be conducted by such means as if the Directors were physically present at such meeting.

The Secretary shall record and document all events and votes so taken and publish the results to the Board as stated in Article V, Section 5.

Section 13 Action Without Meeting

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each Director before or after such action, describing the action taken, and included in the minutes or filed with the corporate books.

Section 14 - Counsel

The Counsel to the Corporation shall advise the officers and the Board on legal matters as requested.

ARTICLE 5 - OFFICERS

Section 1 - Officers

The officers of this Corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected by the Members at the annual meeting of the Members of the Corporation, from the newly constituted Board of Directors. Each officer shall be elected to serve for a term of two (2) years or for the remainder of such officer's term on the Board of Directors, if less than two (2) years.

Section 2 - President

The President shall preside at the meetings of the Corporation and of the Board of Directors and shall carry out the actions approved by the Board of Directors or the Members. In the absence of the President, the First Vice President shall perform the duties of the President. In the absence of the President and the First Vice President, or on account of the inability of them to perform the duties of the President, the Board of Directors shall choose one of their members to perform the duties of the President.

Section 3 Vice President

The Vice President shall perform such duties as assigned by the President and all duties of the President during any absence of the President.

Section 4 - Secretary

The Secretary shall keep a record of all meetings of the Corporation and the Board of Directors, shall issue notices of all meetings, shall maintain a roll of the Members of the Corporation and shall take charge of all correspondence and papers belonging to the Corporation. The same person may be, but shall not be required to, hold the positions of Secretary and Treasurer. The Board may delegate the day-to-day responsibilities of the Secretary to any of the staff of the Corporation, to keep the records of the Corporation.

Section 5 - Treasurer

The Treasurer shall collect all monies of the Corporation and expend the same as directed by the Board of Directors. The Treasurer shall make a written report on the financial condition of the Corporation when required by the Board of Directors and at the Annual Meeting shall present a written report showing the receipts and expenditures during the year. The same person may, but shall not be required to, hold the offices of Secretary and Treasurer. The Board may delegate the day-to-day responsibilities of the Treasurer to the Executive Director of the Corporation, such responsibilities to include the ongoing financial functions of the Corporation.

Section 6 - Vacancies

If any officer resigns or is otherwise unable to complete the remainder of his or her term, then a successor may be appointed by a majority of the Directors then in office to serve until the next annual meeting, at which meeting the Members shall elect a successor to serve for the balance of the term.

Section 7 - Compensation

The Officers shall not be compensated for service as an officer. The Board of Directors may approve reimbursement of expenses incurred by the Officers. Nothing in this section precludes reasonable compensation to any person that provides services to the corporation in a capacity other than as an Officer, subject to Article V, herein.

ARTICLE 6 – CORPORATION MEETINGS

Section 1 - Annual Meeting

The Annual Meeting of the Members of the Corporation shall be held each year at such time and place as the Board of Directors shall designate. Written notice of the Annual Meeting shall be sent to all Members not less than thirty (30) days in advance of the meeting. The notice shall specify the time and place of the meeting and shall include a description of the purpose of the meeting and an agenda describing items to be considered at the meeting.

Section 2 - Special Meeting

A special meeting of the Members of the Corporation shall be called by the President at the request of 2/3 of the Board of Directors or the request of any five Members and shall be held on not less than 10 days written notice to the Members. The time and place of such special meeting shall be set by the President. The notice of such special meeting shall include the purpose for which the meeting is called.

Section 3 - Quorum, Proxy and Voting

At any meeting of the Corporation, the presence in person of delegates, including the Board of Directors, representing ten percent (10%) of the Members shall constitute a quorum. Any action shall be deemed to have been approved by the Corporation when it is approved by a majority of the votes present. All votes shall be cast in person, and no vote by proxy shall be considered for any purpose.

ARTICLE 7 – MISCELLANEOUS

[Placeholder if needed]

ARTICLE 8 – CONFLICTS OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction

involving a Director or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested Directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested Directors and publication in the appropriate newspaper is required, together with written notice to the Director of Charitable Trusts, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this article upon entering the duties of his or her office, and shall sign a statement acknowledging an understanding of and agreement with this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement. In addition to this Article VIII, the Corporation shall adopt a detailed conflict of interest policy.

ARTICLE 9 - AMENDMENT

Section 1 - Amendment and Procedure

The Bylaws may be amended by a two-thirds vote of those present at any meeting of the Members of the Corporation, provided that the notice of meeting where such amendment will be considered shall contain the text of the proposed amendment(s). Members at a duly called meeting of the Corporation may adopt changes to the bylaws that differ from the text provided in the notice, as long as the subject matter of the change is fairly and reasonably related to the subject matter of the change in the notice.

Amendments, if approved, shall be incorporated into a revised version of the Bylaws with all past revision date(s) noted. The revision date shall be identified by the date of the meeting of the Members of the Association at which such amendment was approved.