

METROPOLITAN PGA CONSTITUTION

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ARTICLE I NAME

SECTION 1.

- (a) This Association shall be called "Metropolitan Section, PGA of America", and shall be referred to as "the Association".

SECTION 2.

- (a) Wherever these Constitution and By-Laws conflict with the Constitution and By-Laws of the Professional Golfers Association of America, the Constitution of the Professional Golfers Association of America shall prevail. Those items not covered by these Constitution and By-Laws shall be governed by the Constitution and By-Laws of the Professional Golfers Association of America.

ARTICLE II PURPOSE

SECTION 1.

- (a) The purpose of the Association is to promote participation in the game, help improve the enjoyment of the game of golf and contribute to growing the game by providing services and activities to its member professionals and the local golf community.
- (b) By working to enhance the skills of its professionals, the Association shall strive to elevate the overall standards of the professional golfers' vocation. The Association shall endeavor to provide opportunities to educate and improve its members' teaching abilities and provide a tournament program for members' participation as we fully believe teaching and playing are the core elements of the Metropolitan PGA.

ARTICLE III JURISDICTION

SECTION 1.

- (a) By the authority granted the Section under its Charter, the territory under jurisdiction of this Section shall be: Northern: 41 degrees 50 minutes of latitude.; Eastern: the Connecticut State Line south to Danbury, and east to Bridgeport (these two cities to be part of the Connecticut Section).; Southern: New York State Line (Section includes all of Long Island); and the New Jersey State Line with the exception of the area in and around the City of Sparkhill, New York.; Western: the Pennsylvania State Line.

ARTICLE IV CODE OF ETHICS

SECTION 1.

- (a) Professional Golfers of the Association must carry a pledge of honor, integrity, service and fidelity to the game of golf. This pledge includes a responsibility to employers and employees, the entire golf community, and especially to brother professionals that transcends thought of material gain.
- (b) In the fulfillment of the purpose to which it is dedicated, the Association enjoins upon its membership rigid observance of this Code of Ethics.

METROPOLITAN PGA CONSTITUTION—continued

ARTICLE V ORGANIZATION

SECTION 1. OFFICERS

- (a) There shall be five (5) elected Officers of the Association. The Officers shall be the President, Secretary, Treasurer, First Vice President and Second Vice President. These officers shall serve a term and have powers and duties as specified in the By-Laws.

SECTION 2. BOARD OF DIRECTORS

- (a) The Board of Directors shall be ~~comprised~~ ~~composed~~ of the five Officers and ~~nine~~ ~~ten~~ other Class "A" or Life Member Active members elected at the ~~Section's~~ Annual Meeting. ~~The tenth director shall be the current elected President of the Metropolitan PGA Assistant's Association, provided this individual is a Class "A" member in good standing. If the elected President is not a Class "A" member in good standing, the tenth director shall be the next officer of the Assistant's Association who fulfills this requirement. If no current elected officer of the Assistant's Association fulfills this requirement, there will not be a tenth director.~~
- (b) The Board of Directors shall be responsible for the management of the affairs of the Association consistent with the purposes set forth herein, and the Constitution and By-Laws of this Association and the Constitution and By-Laws of the Professional Golfers' Association of America. 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 give direction in cases not provided therein.

SECTION 3. NOMINATING COMMITTEE

- (a) The Nominating Committee shall consist of seven (7) members of the Association elected at the Annual Meeting. These members shall serve a term and shall have duties and responsibilities as set forth in the By-Laws.
- (b) The Nominating Committee shall have the duty of presenting to the membership, prior to the Annual Meeting, a slate of Officers, a slate of Directors, and a slate of four (4) candidates for the Nominating Committee for election at the Annual Meeting for the succeeding term.
- (c) No member of the Association, while a member of the Nominating Committee shall be eligible to serve in a Sectional elective office, except as Chairman of the Nominating Committee.

SECTION 4. INDEMNIFICATION

- (a) The Association shall indemnify every person who was or is 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 ~~they~~ ~~he~~ ~~were~~ ~~was~~ or ~~are~~ is a Director, Officer, employee or agent of the Association against expenses (including counsel fees and costs), judgements, 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.

SECTION 5. RULES OF ORDER

- (a) Meetings of the Association shall be conducted by the Rules contained in ~~Robert's~~ ~~Roberts'~~ Rules of Order where they are not inconsistent with the Constitution and By-Laws of the Association.

ARTICLE VI MEETINGS

SECTION 1. ANNUAL MEETING

- (a) The Annual Meeting of the Association shall be held at a time designated by the Board.
- (b) At the Annual Meeting or a Special Meeting, all members of the Professional Golfers Association of America shall have the right to vote except for those classified Inactive or Class F.
- (c) Seventy-five members of the Association eligible to vote constitute a quorum at an Annual or Special Meeting.

SECTION 2. SPECIAL MEETINGS

- (a) Special Meetings may be called at any time by the order of the President or by four members of the Board of Directors. Thirty members of the Association may request a Special Meeting with or without the consent of the Officers, by submitting a written request over their own signatures to the Secretary of the Association. The call for a Special Meeting shall set forth the purpose of the meeting, and a notice thereof shall be mailed by the Secretary to each member fifteen days prior to the time of such meeting, and no business, other than specified in the request and notice shall be transacted.

ARTICLE VII AMENDMENTS

SECTION 1.

- (a) ~~Amendments to this Constitution may be proposed by the Board of Directors or by at least twenty-five members of the Section. Amendments proposed by the Board of Directors shall be published and made available to all members at least thirty days prior to the Section Annual Meeting. Amendments proposed by the membership shall be submitted to the Association business office at least fifteen days prior to the Section Annual Meeting.~~

~~The Constitution may be amended in the following manner:~~

- ~~Amendments may be proposed by the Board of Directors or by at least twenty five members, and must be distributed to each member at least thirty days prior to the Annual or Special Meeting called for this purpose.~~
- (b) Proposed amendments may be amended by a simple majority of those voting and (adopted) by a two-thirds majority of those voting.
- (c) Approved amendments shall become effective when adopted or at the time specified by the amendment.

METROPOLITAN PGA BY-LAWS

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ARTICLE I MEMBERSHIP

SECTION 1. DEFINITIONS

- (a) "Members" of the Association shall be members of the Professional Golfers Association of America employed or residing within the jurisdiction set forth in the Constitution. Before membership in the Association is granted, all regulations pertaining to Sectional Affiliation in Article IX of the PGA of America's By-Laws shall be met.
- (b) "Apprentices" in the Association shall be those Apprentices to the PGA of America who are employed within the jurisdiction set forth in the Constitution.

SECTION 2. RIGHTS AND PRIVILEGES

- (a) "Members" shall have the rights and privileges outlined in the PGA of America's Constitution and By-Laws. Members shall have those rights and privileges as outlined by the Board of Directors in accordance with the Constitution.
- (b) "Apprentices" shall have rights and privileges outlined by the Board of Directors.

ARTICLE II OBLIGATIONS

SECTION 1. FEES

- (a) Exclusive of the fees set by the PGA of America under Article X of the PGA of America's Constitution and By-Laws, the annual dues of the Association shall be as follows:

Class A-1-2, A-4-7, A-9-10, A-13-24	\$600
Class A-3, 8, 11-12	\$420
Class F.....	\$420
Inactive Member	\$420
Life Member - Active or Retired.....	\$ 55
Non Member Head Professional	\$420
Master Professional.....	\$600

SECTION 2. TERMS

- (a) All accounts of members of the Association shall be due in full upon presentation of invoice. All accounts past due for more than 90 days shall be reported by the Association business office to the Treasurer and Board of Directors for further action. The Board of Directors shall set finance charges and take disciplinary actions at its discretion.

SECTION 3. ADDRESS

- (b) It is the responsibility of each member to report to the Association business office their correct contact information including: mailing address, cell phone, email address and fax number.

METROPOLITAN PGA BY-LAWS--continued

ARTICLE III ELECTIONS

SECTION 1. GENERAL

- (a) The five officers, ~~nine~~ ~~10~~ members of the Board of Directors, and the seven members of the Nominating Committee shall be elected at the Annual Meeting at the time prescribed by the Metropolitan PGA of America. ~~The tenth member of the Board of Directors will be the current President of the Metropolitan PGA Assistant's Association, who is elected at the Assistant's Association Annual Meeting.~~
- (b) A majority of votes cast shall elect. For elections of Officers, Board of Directors and District Director when there are more than two nominations, and none of the nominations receives a majority of the votes casts, a runoff between the two nominations receiving the most votes on the first ballot shall be held.

SECTION 2. NOMINATIONS

- (a) It is the duty of the Nominating Committee to gather all relevant information and background on potential candidates for all section positions. Members of the Nominating Committee are expected to attend each Board meeting. Any member of the Nominating Committee who misses three consecutive board meetings or more than half of those scheduled during the term, may lose the right to vote for candidates for the succeeding term, at the discretion of the Chairman.
- (b) Nominating Committee members are charged with the duty of having informal meetings with any potential candidates for the slate of officers, Board of Directors or Nominating Committee through their terms. It is the duty of the Chairman of the Nominating Committee to call at least one meeting of the Nominating Committee for the purpose of evaluating potential candidates.
- (c) At least 30 days prior to the Annual Meeting, the Nominating Committee shall meet as a Committee with the nominees for officers for the succeeding term, and subsequently publish and mail to the membership a slate of nominees for Officers, the Board of Directors and four nominees for the Nominating Committee.
- (d) All nominations made by the Nominating Committee shall be made in writing and signed by at least a majority of the Nominating Committee.
- (e) Additional nominations shall be made in writing at least fifteen days prior to the Annual Meeting to the Association business office, and shall be signed by at least 25 voting members of the Association. Additional nominations shall be published to the members at least 10 days prior to the Annual Meeting.
- (f) All nominations made by the Nominating Committee or by the members at large shall include one regular member for each of the Officers and ten members for the Board of Directors.

SECTION 3. ELECTIONS OF OFFICERS AND BOARD OF DIRECTORS

- (a) When there are two or more slates in nomination at a meeting, election shall be by written ballots.
- (b) Officers and Directors shall serve a one-year term.
- (c) Officers may not serve in the same office for more than two consecutive terms, except the President who shall not serve more than three terms.
- (d) Directors may not serve for more than three consecutive terms.

SECTION 4. ELECTION OF THE NOMINATING COMMITTEE

- (a) Additional nominations for the Nominating Committee may be made by the Board of Directors or by any individual member of the Association. Additional nominations must be made at least fifteen days prior to the Annual Meeting in writing to the Association business office.
- (b) Election of the Nominating Committee shall be by written ballot; the seven highest vote ~~totals~~ ~~total~~ of all nominees shall constitute the Nominating Committee for the succeeding term.
- (c) Nominating Committee members shall serve a one-year term.

SECTION 5. ELECTION OF DISTRICT DIRECTOR

- (a) The date of the Annual Meeting at which the District Director will be elected shall be announced at least one Association Business meeting prior to the date of the election.
- (b) The Nominating Committee shall publish to the membership at least 45 days in advance of the Annual Meeting at which the election of District Director will occur, any nominations they propose.
- (c) Any additional nominations must be submitted in writing to the Association business office at least thirty days prior to the election, and be signed by at least 25 voting members of the Association.
- (d) Elections shall be by written ballot.

METROPOLITAN PGA BY-LAWS--continued

ARTICLE IV DUTIES OF OFFICERS & BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS

- (a) The Board of Directors shall have the power to develop policies and programs that are consistent with the Constitution and By-Laws.
- (b) The Board of Directors shall have the right to review upon appeal, any action by any Officer or Committee of the Association or any member of the Association and take appropriate disciplinary or administrative actions.
- (c) The Board of Directors shall meet within sixty days of the Annual Meeting and such other times as is deemed appropriate by the President. At all meetings, a majority of the members of the Board shall constitute a quorum.
- (d) Any Director who misses three consecutive Board meetings, or more than half of those scheduled during the term, may be replaced at the discretion of the President.
- (e) Any Director that must vacate their seat prior to the end of their term, may be replaced with an appointment made by the President.

SECTION 2. THE OFFICERS

- (a) PRESIDENT- To Preside at all meetings of the Association and at all meetings of the Board of Directors; to appoint such Committees as he/she sees fit and to designate the Chairman thereof; to authorize the Executive Director to sign contracts on behalf of the Association. In the event of ~~the President's~~ resignation or incapacitation, **the President** ~~he~~ shall be succeeded by the Secretary to fulfill the remainder of the current term.
- (b) SECRETARY- The Secretary shall issue calls for all meetings of the Association and Board of Directors. He/she shall keep a roll of attendance at each meeting and dispatch any correspondence required by the Association or Board of Directors. In the event of ~~the Secretary's~~ resignation or incapacitation, **the Secretary** ~~he~~ shall be succeeded by the Treasurer the Secretary to fulfill the remainder of the current term.
- (c) TREASURER- The Treasurer shall keep or cause to be kept the accounts of the Association, and will ~~He shall~~ direct the collection and disbursement of all funds due the Association or its creditors. **The Treasurer** ~~He~~ shall submit financial reports as directed by the President. All monies of the Association shall be deposited in bank accounts as specified by the Board of Directors. In the event of ~~the Treasurer's~~ resignation or incapacitation, **the Treasurer** ~~he~~ shall be succeeded by one of the Vice-Presidents at the appointment of the President ~~the Secretary~~ to fulfill the remainder of the current term.
- (d) VICE PRESIDENTS- The **duties of the** Vice-Presidents' ~~duties~~ shall be outlined by the President for each term. In the event of one or both of the Vice-President's resignation(s) or incapacitation, ~~he/they~~ shall be succeeded by a current member of the Board of Directors at the appointment of the President to fulfill the remainder of the current term.

ARTICLE V ADVISORY COUNCIL

SECTION 1.

- (a) The President may from time to time appoint a council of non - PGA members to act as advisors to the section. The Board of Directors may fund any activities of this council as it sees fit.

ARTICLE VI EXECUTIVE DIRECTOR

SECTION 1.

- (a) The Executive Director shall be the Chief Administrator of the Association. The Executive Director, acting pursuant to policies, rules and directives of the Board of Directors, shall be responsible to the Officers for the day-to-day operations of the Association.
- (b) The Executive Director shall be given a detailed job description by the Board of Directors which shall outline duties and responsibilities as well as a compensation agreement.

ARTICLE VII AMENDMENTS

SECTION 1.

- (a) Amendments to the By-Laws may be proposed by the Board of Directors or by the membership. Amendments proposed by the Board of Directors shall be published and mailed to the membership at least thirty days prior to the Annual Meeting. Amendments proposed by the membership shall be submitted to the Association business office at least fifteen days prior to the Annual Meeting.
- (b) Amendments to the By-Laws may be amended by a majority of voting members at the Annual Meeting and adopted by majority as well.