

BY LAWS
OF THE
IDAHO GOLF ASSOCIATION, INC.

(FINAL – OCTOBER, 2016)

ARTICLE I

NAME, PRINCIPAL OFFICE AND SEAL

The name of this Association shall be the IDAHO GOLF ASSOCIATION, INC., herein referred to as the “IGA”.

The principal office of the IGA shall be located within the boundaries of the state of IDAHO.

The Board of Directors of the IGA may provide a corporate seal, which shall be circular in form and which shall have inscribed thereon the name of the IGA and the state of incorporation and the words of “Corporate Seal, Idaho.”

ARTICLE II

PURPOSE, VISION AND MISSION STATEMENT

The Idaho Golf Association (IGA) was founded in 1969 with the goal of being an all-encompassing umbrella organization for amateur golf in Idaho.

The vision of the IGA is to promote the best interest of amateur golf, by providing course rating and handicapping service to member clubs; conducting championships; providing playing opportunities for all members; educating golfers; and protecting the spirit of the game. The IGA is comprised of nearly 16,500 individual members and approximately 85 member facilities.

The mission of the IGA is dedicated to promoting the game of golf by offering all amateurs a positive experience and protecting the integrity and spirit of the game.

ARTICLE III

NON-PROFIT ORGANIZATION

The IGA is a non-profit organization under section 501 (c) (7) of the Internal Revenue Code. No substantial part of its activities shall consist of attempting to influence legislation and it may not participate in any campaign activity for or against political candidates. The IGA affords no pecuniary gain, incidental or otherwise, to its members. No compensation or payment shall ever be paid or made to any Member, Officer, Director, or contributor to this corporation, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for the corporation.

The fiscal year of the IGA shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IV
BOARD OF DIRECTORS

The entire management of the IGA, its affairs, its properties, and assets is vested exclusively in the Board of Directors. The powers of the board shall include, but not limited to, the following:

- Make, alter, and amend the by-laws of and for the IGA.
- Remove for cause any director, officer, or employee
- Enter into any and all types of agreements or contracts relating to the care, custody, control and management of the properties and assets of the IGA.
- Make expenditures, payments and distribution of the IGA's properties, assets and income as may be decided upon by decision of the majority of the board of directors, as contained in its minutes and to meet the objectives of the IGA.
- Designate officers and agents to countersign all checks, drafts, and orders for payment of money signed in the name of the IGA.
- Designate officers and agents to execute any contract, conveyance or other instrument in behalf of the IGA. When the execution of such instruments has been authorized without the executing officers being specified, the president, vice president, or secretary may execute the same in the name and behalf of this IGA.
- Borrow money whenever in the discretion of the board the exercise of such power is required in general interest of the IGA. In such case, the board may authorize the proper officers of this IGA to make, execute, and deliver in the name and behalf of the IGA, such notes, bonds, and other evidence of the indebtedness as the board shall deem proper. The board shall have full power to mortgage the property of this IGA, or any part thereof, as security for such indebtedness as the board shall deem proper. Further the board shall have full power to mortgage the property of this IGA, or any part thereof, as security for such indebtedness. No action on the part of the membership of this IGA shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.
- Employ an executive director to carry out the duties and responsibilities of the Idaho Golf Association.

- Exercise the powers, prerogatives, duties and responsibilities vested in the board of directors, in a strictly fiduciary capacity to carry out, perform and accomplish the objectives of the IGA. Their powers are expressly limited so as to do nothing nor accomplish any act which would conflict with or negate these objectives.

Number of Directors: The Board of Directors shall consist of twelve (12) persons of which nine (9) are district directors and three (3) are at large directors who are members of this IGA; provided however, that the Board of Directors shall have the power to increase its number at any time, as provided in the By-Laws and to fill all vacancies created by such increase. The Executive Director of the IGA shall be an ex-officio member of the Board without the power to vote.

District Directors and Qualifications: The Board of Directors shall divide the IGA into three (3) districts, with each district entitled to have three (3) District Directors serve on the Board of Directors. No more than one District Director shall come from any one member club. To be a duly elected Director from any given district, the person must be a duly qualified member of this IGA and a bona fide resident of the district and elected by the regular members from that district. No golf professional can be eligible or qualified for election of office.

Election of District Directors: Qualified candidates as determined by the Nominating Committee shall be voted upon by the representative district's regular members at the district meeting. No other nominations will be accepted after the Nominating Committee has submitted its report to the President. There shall be no additional nominations made at any district meeting.

At Large Directors and Qualifications: In addition to the nine (9) District Directors, duly elected as provided herein the Board of Directors will also consist of three (3) At Large persons who are members of this IGA. Such persons shall be a bona fide resident of either District 1, District 2 or District 3 and may be a member of a member club of a District Director. No golf professional can be eligible or qualified for election of office.

Election of At Large Directors: Initially all at large directors will be appointed by the President with approval of the Board for one year, two year or three year terms, standing for election in 2018 or 2019 or 2020. Thereafter, qualified candidates forwarded by the nominating committee will be voted upon by the regular members at the District 1, District 2 and District 3 meetings.

Term: Directors shall serve for three (3) years. One director from each district and one at large director shall be elected each year,

Voting Procedures: At the District meeting, only regular members (defined in Article IX) within that geographical district shall be entitled to vote. Each regular member club shall be entitled to cast two (2) votes by separate voting delegates in attendance or by proxy holders. The appointment of voting delegates shall be certified in writing by the regular member club's Men's President, the club's Women's President or the Club President. If the regular member does not have a Club President, the Club Manager may act as a voting delegate; provided however that no one delegate may carry more than two (2) votes. Voting delegates must maintain their handicap at the club for which they are voting.

Board Vacancies: The President, with the majority approval of the Board of Directors, shall appoint an individual member from the same geographical district to serve as director for the unexpired term, within thirty (30) days of the vacancy or as soon as practicable.

Meetings Of The Board Of Directors: There shall be three (3) regular meetings of the Board of Directors each year; Spring, Fall and Winter, and shall be held at such time and place as determined by the President with at least ten (10) days advance notice to all Directors.

Special Meetings: Special Meetings of the Board may be called by the President of the IGA, Executive Director of the IGA, or upon written request by any (3) three members of the Board of Directors with at least twenty four hour (24) notice to all Directors.

ARTICLE V **OFFICERS**

The Officers of the IGA shall be the President, Vice President, Secretary and Treasurer and shall be elected for a one (1) year term from within the members of the Board at the Spring Meeting of the Board of Directors and shall take office on the date of their election.

The Executive Director of the IGA is an ex officio member of the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE VI

DUTIES OF THE OFFICERS

The President shall preside at all Board and Executive Committee meetings of the IGA, have the right to vote on all questions, appoint committee chairs subject to these bylaws, determine the composition of all Board committees (with the exception of the Executive Committee), and otherwise serves as a spokesperson for the Board. The President shall serve as an ex-officio voting member of all other committees of the Board and may have other duties as the Board may prescribe.

In the absence of the President, the Vice President shall perform the duties of the President, including presiding at Board and Executive Committee meetings. The Vice President shall have other powers and duties as the Board may prescribe, and may or may not be nominated to succeed the President when a vacancy occurs in that office.

The Secretary shall be responsible for assuring that minutes are taken of the proceedings of board of directors, and executive committee meetings and that such minutes are preserved in the IGA' records.

The Treasurer shall have the responsibility for the IGA's funds and securities. The Treasurer shall assure that accurate accounts of all receipts and disbursements are kept in books belonging to the IGA, and shall make certain that all monies, securities and other valuable effects in the name of the IGA are deposited in depositories designated for that purpose by the board, and see that all funds are properly dispersed as ordered by the board and be responsible for presenting a report of transactions and financial condition of the IGA at regular meetings of the board or at other times as may be fixed by the board.

ARTICLE VII

EXECUTIVE DIRECTOR

The Executive Director shall be appointed and, if necessary, removed by the Board of Directors of the IGA. The Board of Directors, at its discretion, establishes compensation and other terms of the Executive Director's employment.

The Executive Director shall be the IGA's Chief Executive Officer and the chief advisor to and executive agent of the Board of Directors. His or her authority is vested through the Board of Directors and includes responsibilities for all IGA managerial affairs. The Executive Director is responsible for leading the IGA, implementing all Board policies, keeping the Board

informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the IGA's key spokesperson. The Executive Director may execute all documents on behalf of the IGA consistent with IGA policies and in the best interest of the IGA. The Executive Director serves as an ex-officio non-voting member of all Board committees.

The Executive Director, or his or her appointed designee, shall serve notices and keep minutes of all Board meetings; call meetings to order in the absence of both the President and Vice President and call for the elections of a temporary chair; keep full and accurate account of all funds; prepare and present budgets and financial reports for approval; prepare and present reports of all activities of the IGA; and perform such other duties as prescribed by the Board to fulfill its purpose.

Upon the resignation, termination, disability or other extended absence of the Executive Director, the Board of Directors shall determine who shall perform the Executive Director's duties.

ARTICLE VIII **COMMITTEES**

The Board shall establish as many committees as it deem appropriate to the discharge of its responsibilities. Each committee shall have a written statement of purpose or charter that includes primary responsibilities and rules of procedure. The charter must be approved by the Board.

The President of the IGA shall have the responsibility to appoint the chairs, vice chairs, and members of all Board committees except the Executive Committee. Unless approved otherwise by a majority of the Board, all committee chairs, vice chairs, and a majority of each committee's members shall be Directors. Each committee shall report at least annually on its work to the Board of Directors.

Executive Committee: The Executive Committee shall include the Officers of the Board. If a District is not represented by an officer, the President shall appoint an additional Board Member to the Executive Committee so each District is represented. The Executive Director shall be an ex-officio member without vote and shall not be counted as part of a quorum for the purpose of transacting business.

The purpose of the Executive Committee is threefold: 1) It shall serve at the pleasure of the Board as its agent in helping the Executive Director address nonessential business between regular Board meetings; 2) It shall assist the President and the Executive Director with their joint responsibility to help the Board function effective and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work; and 3) It shall take action, subject to Board ratification, on matters that cannot or should not be deferred until the next scheduled Board meeting.

The Executive Committee shall have authority to act for the Board of Directors on all matters except for the following, which shall be reserved for the Board: (a) Executive Director selection and termination; (b) Director and Board officer election; (c) Changes in IGA mission and purpose; (d) Changes to the articles of incorporation; (e) Incurring of IGA indebtedness; (f) Sale of IGA assets or tangible property; (g) Adoption of the annual budget; (h) Adoption of a merger or consolidation; and (i) Dissolving the IGA.

The Executive Committee shall meet as often as is necessary to conduct its business as the President and Executive Director determine. A majority of voting Directors on the committee shall constitute a quorum.

Championship Committee: The Championship Committee will oversee the conduct of the IGA State Championships and team selection. Committee members will solicit championship site invitations from member clubs and advise the IGA staff regarding championship practices. The Championship Committee will consist of at least three Directors in addition to the President. The Executive Director (Rules and Competitions Director) will be a non-voting ex-officio member.

Course Rating Committee: The Course Rating Committee will oversee the IGA's Course Rating program. The Course Rating Committee will review all course rating results. The Committee has the authority to approve ratings, modify ratings in accordance with the USGA Course Rating System[®], or reject a rating. The Course Rating Committee will insure that orientation/training programs are in place to provide raters who are properly trained to rate all IGA courses in accordance with the current USGA Course Rating System[®]. The Course Rating Committee will consist of a Chairperson who must be an experienced Course Rater and has attended a Course Rating Seminar conducted by the USGA, at least three additional experienced Course Raters and an IGA staff member.

Finance Committee: The Finance Committee will assist the Board of Directors in discharging its oversight responsibilities. It will take all appropriate actions to set the tone for quality financial reporting, sound risk practices, and ethical behavior. The Finance Committee will consist of at least three Directors in addition to the President. The Executive Director will be a non-voting ex-officio member.

Handicap Committee: The Handicap Committee will ensure that member clubs meet all the requirements of the USGA Handicap System[®] in order to be licensed to use USGA marks and to issue a USGA Handicap Index[®]. This will be accomplished through appropriate education and proper testing for each member club. The Committee will consist of one Board member from each District along with interest association volunteers.

Junior Golf Committee: The Junior Golf Committee will oversee the conduct of the IGA Junior Tour. Committee members will advise the IGA staff regarding team selection, and state championship site rotation and qualifying. The Junior Committee will consist of at least two Directors in addition to the President and each District Coordinator. The Junior Golf Manager/Director will be a non-voting ex-officio member.

Nominating Committee: The Nominating Committee shall be appointed by the President and shall, with the assistance of the Executive Director, solicit/recruit from the IGA membership individual members who are qualified and interested to serve as a Director of the IGA representing their respective geographical district. The committee shall make a report to the President no later than December 31st of each year, who in turn shall direct that those qualified individual members be voted upon by their respective district regular members (member clubs) at the Annual District Meeting, organized by the Executive Director. A Nominating Committee will consist of not fewer than three (3) persons.

ARTICLE IX **MEMBERSHIP**

The IGA shall have the following types of membership: Regular Members and Associate Members. Regular members vote for Directors. Associate Members are non-voting members.

Regular Member Club: Regular Member Clubs are located at a golf course with a valid USGA Course Rating and Slope Rating where a majority of the club's events are played and where the club's scoring records reside.

Associate Member Club: There are two types of Associate Members: 1.) Individuals are affiliated, or known to one another, via a business, fraternal, ethnic, or social organization. The majority of the individuals who join these memberships had an affiliation prior to organizing the club; 2.) Individuals are recruited or solicited by the newspaper or Internet. Associate Members are non-voting members.

Individuals: Any individual who is not a golf professional may join the IGA upon payment of annual dues. All individuals must also join a Regular Member Club or an Associate Club. Individuals must designate their course or club upon joining the IGA. All individuals shall have their handicaps subject to peer review by Handicap Committees at the Regular Member or Associate Member clubs. An individual may be a member of more than one club through purchase of a multi-course/club membership; however, all members must designate a home course/club for activities.

New Member Clubs: Any golf club desiring to become a Regular Member Club or Associate Member Club of the IGA shall make application in writing to the IGA accompanied by a list of officers and such other information as the Board of Directors of the IGA may prescribe. Any eligible membership must be accepted by the IGA. The acceptance of membership in the IGA shall bind each to uphold all of the provisions of the bylaws and any other rules of the IGA, and to accept and enforce decisions of the Board of Directors within its jurisdiction, and to refrain from any conduct detrimental to golf.

Dues: Each Regular or Associate member shall pay to the IGA each year a fee per golfing individual using the IGA's handicap service. Said fee is to be set by the Board of Directors. Failure to pay all fees each year, shall preclude the delinquent Regular or Associate member from representation at any meeting, and debar their individuals of the privileges of entering any IGA contest until the membership fee is paid in full.

Suspension of an Individual: Any individual failing in his/her obligations as set forth in these bylaws, or any member engaging in any conduct in violation of *the USGA or IGA Code of Conduct* may be suspended or expelled by the Executive Director of the IGA for up to three (3) years, provided, however, that such members shall have been given thirty (30) days written notice of the charge or charges lodged against them and afforded an opportunity to be heard in their own defense. Any individual suspended or expelled by the Executive Director may appeal such decision before the Board of Directors, which appeal shall be heard at the next Board meeting or special meeting as may be scheduled as provided herein. Such appeal shall have the

effect of staying the individual's suspension or expulsion until the Board of Directors considers the appeal and renders a written opinion affirming, reversing or modifying the decision of the Executive Director, or taking any other action the majority of the Board of Directors deems appropriate.

Voting Rights: Only Regular Member clubs shall enjoy the opportunity to vote, as provided in Article IV, for members of the Board of Directors within their respective geographical District. Associate Members and individuals do not have voting rights.

ARTICLE X **MEETINGS**

Annual Meeting: The IGA shall hold an annual meeting every year at a location designated by the Board of Directors.

Meeting Notice: Notice of the Annual Meeting or any Special Meeting to the membership shall be accomplished by one or through a combination of the following methods at least ten (10) days in advance of the meeting: first class mail, e-mail, facsimile transmission, or causing the publication to be posted on the IGA's website, or any other method deemed proper and effective by the Board of Directors.

Quorum: A majority of the board of directors shall constitute a quorum for the transacting of business at any regular or special meeting of the IGA. Directors may appear telephonically.

Order of Business: The order of business of the annual meeting of the IGA shall be as follows: roll call; reading compliance with any notice requirements; approval of minutes of the previous meeting; financial report, committee reports; election of board officers; general and new business as mentioned in the meeting notice and adjournment. The presiding officer without objection from the Board may vary the order of business at his/her discretion.

District Meetings: The Board of Directors shall divide the IGA into geographical Districts and direct the Executive Director of the IGA to conduct a meeting therein for the purpose of sharing information and decisions from the Board, conduct training and education, as well as elect directors to serve on the Board of Directors as provided in Article IV herein.

Special Meetings: Special meetings of the IGA may be called by the President of the Board of Directors, Executive Director of the IGA, or upon written request by ten (10) Regular Member Clubs, or three members of the Board of Directors.

ARTICLE XI

CONFLICT OF INTEREST and INDEMNIFICATION

A Director shall be considered to have a conflict of interest if the Director (1) has existing or potential financial or other interests that impair or appear to impair the Director's independent, unbiased judgment in the discharge of the Director's responsibilities to the IGA; or (2) is aware that a member of the Director's immediate family has financial or other interests that would impair or appear to impair the Director's independent judgment in the discharge of the Director's responsibilities to the IGA. Immediate family generally includes spouse, parent, sibling, child, or any other relative residing in the same household as the Director.

All Directors shall disclose to the Board any possible conflict of interest at the earliest practical time.

Further, the Director shall generally be absent from discussions of, and must abstain from voting on, such matters under consideration by the Board of Directors or its committees. This does not exclude participation in discussions or deliberations by providing factual information or responding to questions. The minutes of the meeting shall reflect that a disclosure was made and that the Director with a conflict or possible conflict abstained from voting.

Any Director who is uncertain as to whether a conflict of interest exists in any matter may request that the Board or committee resolve the question in the Director's absence by majority vote. The Board may also adopt policies that more clearly set forth any requirements regarding disclosure and actions relating to conflicts of interest.

Each Director shall be indemnified against all expenses actually and necessarily incurred by such Director in connection with the defense of any actions, suit, or proceeding to which he or she has been made a party by reason of being or having been a Director. The IGA shall cover such expenses except in relation to matters in which the Director shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The IGA shall also maintain appropriate Directors liability insurance coverage.

ARTICLE XII

AMENDMENTS TO BYLAWS

These By-Laws of the IGA may be amended, altered, changed, added to, or repealed by an affirmative vote of a majority of the existing board of directors at any meeting of the board, if notice of the proposed amendment, alteration, change, or repeal is contained in the notice of the meeting.

APPROVAL

The foregoing bylaws of the IDAHO GOLF ASSOCIATION, INC, were approved at a meeting of the Board of Directors on the 30th day of October, 2016.

BOARD OF DIRECTORS OF THE
IDAHO GOLF ASSOCIATION, INC.

President

ATTEST:

Secretary