

**2006 AMENDED BY-LAWS  
OF  
NORTHERN NEVADA GOLF ASSOCIATION**

These Bylaws are hereby adopted and approved by the Northern Nevada Golf Association (NNGA) Board of Directors, at their April 2006, meeting to be effective upon passage and approval.

**I.  
MEMBERSHIP**

**Section 1. Location of Membership:**

Any regularly organized golf club in Northern Nevada, or in close proximity thereto, if it may be properly serviced by the NNGA may be eligible for membership in this Association so long as the club is organized and operates in compliance with NNGA and USGA Articles, Bylaws, rules and regulations.

**Section 2. Membership classes:**

Two classes of golf club membership are hereby established. Regular Member Clubs and Associate Clubs.

a. Regular Member Golf Club. A Regular Member Club shall be all clubs that were members of the unincorporated association known as Northern Chapter of the Nevada State Golf Association as of December 31, 1983, and Regular Member Clubs of the NNGA as of December 31, 2005 and which clubs continue to meet the standard requirements of a Regular Member Club as established from time to time by the board of directors. It is a club with real estate. It shall be a permanent club composed of individual dues paying members who manage their own affairs through officers and committees whom they select and who join together to promote and play golf according to the rules of golf and amateur status. A Regular Member Club provides its members an opportunity to compete in golf tournaments and operate permanently at one golf course. It need not control the course. No more than one such club from each course shall be eligible, except by special approval by the Board of Directors.

b. Associate Member Golf Club. An Associate Member Golf Club is a non-voting golf club without real estate organized to promote and play golf according to the rules of golf and amateur status as described by USGA guidelines. An associate club need not play or operate their club at one golf course. The Associate Clubs in good standing as of December 31, 2005 qualify for membership in the NNGA.

### **Section 3. Procedures for Membership:**

a. Applications. Application for membership shall be submitted in writing on forms furnished by the Association. Applications shall be accompanied by certified copies of the Articles and Bylaws of the applicant, together with such evidence of control of its members as may be required to insure conformance with all rules, regulations, handicap procedures, and other requirements of this Association and the USGA. The applicant understands that as a condition of eligibility all of its members must pay dues to join the NNGA.

b. Election. Any eligible applicant seeking membership may be admitted to membership by a two-thirds (2/3) vote of the board of directors or unanimous vote of the executive committee.

c. Certificate of Membership. Upon acceptance to membership each applicant shall be issued a "certificate of membership" which shall certify that the applicant is a Regular Member or Associate Member Club.

### **Section 4. Members of Member Clubs.**

Upon admission to membership, the club agrees that every individual member of a Member Club shall pay dues to the NNGA, and each individual member of each Member Club shall become an Individual Member of this Association. Only the duly qualified Individual Members of this Association shall be permitted to participate in tournaments and other events sponsored or sanctioned by this Association, unless otherwise approved by the Board of Directors.

### **Section 5. Membership in Nevada State Golf Association.**

Each Member Club of this Association shall automatically be a Member Club of the Nevada State Golf Association, and each Individual Member of this Association shall automatically be an Individual Member of the Nevada State Golf Association.

### **Section 6. Rights and Privileges.**

All voting rights of this association shall be vested solely and exclusively in the Regular Member Clubs.

## **II. OBLIGATION AND DISCIPLINE**

### **Section 1. Obligations of Membership.**

The acceptance of membership in this Association shall bind each Member Club (and its individual members) to uphold the provisions of the Articles of Incorporation and Bylaws of this Association, to abide by all the conditions, rules, and regulations of this Association, and to accept and enforce all rules and decisions of the Board of Directors, any of its Committees acting within their jurisdiction, of the Nevada State Golf Association, and of the USGA.

## **Section 2. Suspension and Expulsion.**

Failure to abide by the Bylaws, rules, and regulations of this Association, the decisions of the Board of Directors, or the rules of amateur play as defined by the USGA shall submit any Member Club to suspension or expulsion by two-thirds (2/3) vote of the entire Board of Directors of this Association.

## **Section 3. Notification and Hearing.**

No Member Club shall be suspended or expelled without reasonable notification of the action proposed and an opportunity to be heard in its defense.

### **III. GOVERNMENT AND MANAGEMENT**

## **Section 1. Board of Directors.**

The control and management of the affairs and assets of the Association shall be vested in a Board of Directors composed of one (1) director from each Regular Member Club which has less than two hundred (200) Individual Members, two (2) directors from each Regular Member Club which has two hundred (200) or more Individual Members, and, if he is not otherwise a director, the Chairman of the tournament Player's Committee. An Associate club may designate one director as its representative to the NNGA. A Member Club shall provide the secretary of NNGA with their designated director name, address, and telephone number on an annual basis.

## **Section 2. Compensation.**

Except as otherwise provided in article IX below, no director shall in any manner whatsoever receive any salary or compensation from the Association for acting as a director.

## **Section 3. Reimbursement for Expenses.**

The officers, directors, employees, agents, and representatives of this Association shall be entitled to reimbursement for the actual and reasonable expenses incurred by them when attending meetings and other functions at the direction of or authorization by the Board of Directors or Executive Committee. Reimbursement may be authorized for expenditures, which the Board of Directors considers to be reasonable both in amount and purpose. The Board of Directors must authorize travel by any mode other than economy class.

## **Section 4. Budget.**

All anticipated expenditures are to be budgeted at the annual meeting of the Board of Directors. The budget must cover identified items and items expected to be incurred prior to the semi-annual meeting, at which time the anticipated expenditures for the remainder of the year are to be budgeted. An adequate contingency fund must be included in both budgets to provide funding for unanticipated expenditures approved by the Executive Committee.

## **Section 5. Review of Financial Statements.**

The financial books and records of the Association shall be audited or reviewed, as determined by the Board of Directors, not less frequently than bi-annually. The first audit was for 1984 and it was presented in 1985. The audit or review shall be conducted by an independent certified public accountant selected by the Board of Directors. A Report of the audit or review shall be available for review by the Board of Directors at the next meeting following the audit.

## **IV. ELECTION OF DIRECTORS**

### **Section 1. Composition of Directors.**

Each Member Club shall select their NNGA director(s) from their membership. The selection shall be made on an annual basis, prior to the fall annual meeting of this Association. The term of each director elected by each Regular Member Club shall be one (1) year. Directors may serve more than one term. The Chairman of the 'Tournament Players' Committee is also a director and shall be appointed by the NNGA President.

### **Section 2. Powers.**

The Board of Directors shall have and exercise all powers of this Association permitted by law.

### **Section 3. Eligibility.**

No person shall be eligible for election as a director who is not a member in good standing of his respective Member Club.

### **Section 4. Votes and Procedures.**

The selection of directors from each Member Club shall be held prior to the annual meeting of this Association. The procedure for the election of the directors from each Regular Member Club shall be specified in the articles or bylaws of the Regular Member Club.

### **Section 5. Vacancies.**

If a director from any Member Club vacates his position on the Board of Directors, regardless of whether the vacancy occurs as a result of death, disability, resignation, or removal, the vacancy shall be filled by the Member Club. The procedure for the selection of the director shall be specified in the Articles or Bylaws of the Member Club. If a vacancy occurs on the Board of Directors of this Association as a result of the death, disability, resignation, or removal of the Chairman of the 'Tournament Players' Committee, then the President shall appoint a new Chairman of the 'Tournament Players' Committee.

## **Section 6. Removal.**

Any director may be removed from the Board of Directors when such action is considered to be in the best interests of the Association. The removal of the director may be approved only at a meeting duly noticed ten (10) days in advance, upon motion by any other director, and upon the affirmative vote of three-fourths (3/4) of the directors present, exclusive of the director whose removal is being considered.

## **V. POWERS AND DUTIES OF DIRECTORS**

### **Section 1. Powers of Directors.**

The Board of Directors shall exercise all powers of this Association permitted by law, including, but not by way of limitation, the power to:

- a. Accept or reject in its discretion any application for membership as a Member Club.
- b. Adopt or amend these Bylaws to provide for the conduct of the affairs of this Association in any manner consistent with the Articles of Incorporation of this Association.
- c. Delegate its authority (excepting the authority to adopt, amend, or repeal Bylaws, or to elect, suspend, or expel Regular Member Clubs) to an executive or other committee, or to any officer, agent, or employee, upon such terms and conditions as are approved by two-thirds (2/3) of the entire Board of Directors.
- d. Appoint, and in its discretion remove, the Executive Director, Assistant Executive Director, and such agents and employees as it deems necessary or appropriate.
- e. Act without a meeting, provided the resolution or issue requiring action is approved in writing by the entire Board of Directors. Further, the transactions approved at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though a meeting had been duly held after regular notice, if, either before or after the meeting, each director not present shall sign a waiver of notice or consent to the holding of such meeting or shall approve the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association's records and be made a part of the minutes of the meeting. Meetings may also be conducted by telephonic conference calls.

## **Section 2. Duties of Directors.**

It shall be the duty of the directors to:

a. Supervise all officers, agents, and employees of this Association to the end that their duties are properly performed.

b. Cause to be kept a record of all their meetings and acts, and have available for each Regular Member Club not later than July 1 a financial statement of the Association for the preceding calendar year, which statement shall consist of a balance sheet as of the close of the Association's fiscal year, together with a statement of receipts and disbursements for that year.

c. Meet at such times and places as may be designated from time to time by the directors, but at least two (2) times each year, and at such times and places as may be determined by the President upon reasonable notice, but at least twenty-four (24) hours before the hour fixed for such meeting. The President shall call a meeting of the Board of Directors upon the request of any three (3) directors.

## **Section 3. Indemnification of Directors.**

No member of the Board of Directors shall be personally liable for any debts, receipts, neglects, or defaults of any other member of the Board, nor for any losses or expense of whatever nature incurred by this Association unless resulting from the director's own dishonesty. This Association shall indemnify each and every member of the Board of Directors, during his term of office and thereafter, and his heirs, executors, and administrators against all expenses and all costs, legal, accounting, or otherwise, necessarily or otherwise reasonably incurred by or otherwise imposed upon him in connection with any action or proceeding to which he may be made a party by reason of his being or having been a member of the Board of Directors of this Association.

## **VI. OFFICERS**

### **Section 1. Titles.**

The officers of this Association shall be elected by and from the Board of Directors and shall consist of a President, a Vice-President, a Secretary, a Treasurer, or Secretary-Treasurer, and Assistant secretary-Treasurer, in a combination of both positions. All of these officers, together with the Executive Director and the Chairman of the 'Tournament Players' Committee, shall comprise the Executive Committee.

## **Section 2. Election of Officers.**

The Board of Directors shall, at its annual meeting, elect from its members the officers who shall hold office for a term of two (2) years. The President and Vice-President must be from different Member Clubs, and the Secretary-Treasurer and Assistant Secretary-Treasurer must also be from different Regular Member Clubs. A vacancy in any office shall be filled by the remaining members of the Executive Committee to serve until the next meeting of the Board of Directors. All officers shall be elected by a majority vote of the directors present at the meeting.

## **Section 3. Duties.**

The duties of the officers shall be as follows:

a The President shall preside as chairman at all meetings of the Board of directors and be a standing member and chairman of all committees, with power to call special meetings, to appoint such committees as he may deem proper, to affix the signature of the Association to any papers and instruments in writing, to supervise and control, subject at all times to the direction of the Board of Directors, all officers, agents, and employees of the Association and the affairs thereof, and to appoint temporary officers in the event of a vacancy, to hold office until a successor is elected at the next meeting of the Board of Directors.

b The Vice-President shall perform the duties of the President upon his death, absence, or disability.

c The Secretary or corresponding Secretary-Treasurer shall keep a record of all proceedings of the Board of Directors; he shall serve all notices either required by law or by the Articles of Incorporation or Bylaws of this Association; when there is no Treasurer he shall be responsible for the funds of the Association, and he shall keep at all times accurate records and accounts of all financial affairs when serving in both capacities.

d The Treasurer or financial Secretary-Treasurer shall be responsible for the funds of the Association and he shall keep at all times accurate records and accounts of all financial affairs. In the absence of a secretary he shall keep a record of all proceedings of the Board of Directors; he shall serve all notices either required by law or by the Articles of Incorporation or Bylaws of this Association.

e The Executive Committee shall conduct routine business between meetings of the Board of Directors, reporting such actions to the Board of Directors at its next meeting.

## VII. MEETINGS

### **Section 1. Annual and Semi-Annual Meetings.**

The Board of Directors of the Association shall hold annual and semi-annual meetings at such times and places as the President shall reasonably designate, to consider and act upon any business which is pertinent to the affairs of the Association. All acts of the Board of Directors shall require the vote of a simple majority of the directors in attendance, unless the Articles of Incorporation, Bylaws, or applicable laws require greater than a simple majority.

### **Section 2. Special Meetings.**

Special meetings may be held at any reasonable time and place upon the call of the President. The call of the meeting shall state in a general way the business to be considered at the meeting.

### **Section 3. Notice of Meetings.**

The annual and semi-annual meetings shall be held upon written notice of not less than ten (10) days. Special meetings may be called upon not less than twenty-four (24) hours notice. The Board of Directors shall adopt procedures for notice and conduct of telephonic, fax, email, or electronic conference meetings.

### **Section 4. Quorum.**

Ten Directors representing Regular Member Clubs, two of who are officers of the NNGA, shall constitute a quorum for all purposes. Any number of directors may adjourn the meeting to a date fixed in the absence of a quorum.

### **Section 5. Order of Business.**

The following order of business shall be observed at all regular meetings of the Board of Directors:

1. Roll call, determination of presence of a quorum, and call to order.
2. Read and approve the minutes of the preceding meeting or meetings.
3. Report of the Secretary-Treasurer.
4. Approval of the financial report.
5. Report of Committees (Standing Committees and Special Committees appointed by

the President). Review NSGA membership and select representatives.

6. Report of the Executive Director.
7. Unfinished business.
8. New business.
9. Report of the President.
10. Adjournment.

## **VIII. NEVADA STATE GOLF ASSOCIATION REPRESENTATION**

One-half (1/2) of the number of members of the Board of Directors of the Nevada State Golf Association shall be elected by this Association, and the remaining one-half (1/2) shall be elected by the Southern Nevada Golf Association. The term of each director shall be two (2) years. The directors representing this Association shall serve staggered terms such that one-half (i) of the directors from this Association will be elected in the even-numbered years, and the remaining one-half (i) of the directors from this Association will be elected in the odd-numbered years. Any Individual Member of this Association may be elected to represent this Association 'as a director of the Nevada State Golf Association; provided, however, that at least one-half (1/2) of the directors from this Association must be present or past members of the Board of Directors of this Association, and provided further that the President, Vice-President, and Secretary-Treasurer of this Association shall automatically represent this Association as directors of the Nevada State Golf Association. The election of the remaining members of the Board of Directors from this Association (exclusive of the President, Vice-President, and Secretary-Treasurer) shall be held at any regular or special meeting of this Association held prior to the annual meeting of the Nevada State Golf Association. The directors shall be elected by a majority of the votes cast at the duly conducted meeting of the Board of Directors of this Association.

If a vacancy occurs in any directorship from this Association, and if a meeting of the Board of Directors of the Nevada State Golf Association is held prior to the next regular or special meeting of the Board of Directors of this Association, the Executive Committee of this Association may select an individual to temporarily fill the vacancy until the next regular or special meeting of the Board of Directors of this Association.

Any director of the Nevada State Golf Association who represents this Association may be removed when such action is considered to be in the best interests of this Association. The removal of the director may be approved only at a meeting of the Board of Directors of this Association which is duly noticed ten (10) days in advance, upon motion by any other director of this Association, and upon the affirmative vote of three-fourths (3/4) of the directors present, exclusive of the individual whose removal is being considered.

**IX.  
EXECUTIVE DIRECTOR**

**Section 1. Appointment.**

The Board of Directors shall appoint an Executive Director and may appoint an Assistant Executive Director.

**Section 2. Term.**

The Executive Director and Assistant Executive Director shall serve at the pleasure of the Board of Directors for a term and at a salary to be determined by the Board of Directors.

**Section 3. Duties.**

The duties of the Executive Director shall be to manage, supervise, and carry out the policies and directions of the Board of Directors of the Association, within the fiscal confines of the budget.

**Section 4. Reports.**

The Executive Director shall report the current condition and activity of the Association to the Executive Committee and to the Board of Directors at any regular or special meeting thereof.

**Section 5. Member of Executive Committee.**

The Executive Director shall be a member of the Executive Committee and shall attend all of the meetings thereof unless excused by the President of the Association.

**Section 6. Duties of Assistant.**

The Assistant Executive Director, if any, shall serve as Executive Director in the absence of the Executive Director and perform other such duties as may be prescribed by the Board of Directors and the Executive Committee.

**X.  
DUES**

**Section 1. Determination of Amount and Date of Payment.**

Annual dues for Member Clubs and their Individual Members shall be in such amounts and payable at such times as fixed from time to time by the Board of Directors. The dues shall include the membership dues of the Nevada State Golf Association, as fixed from time to time by its Board of Directors. Any Member Club delinquent in the payment of dues shall be denied representation at any meeting of this Association, and its members shall be barred from entering any tournament or event conducted by this Association or by the Nevada State Golf Association.

## **Section 2. Delinquencies.**

A Member Club that is delinquent in the payment of dues may, at the option of the Board of Directors, be declared ineligible for reinstatement unless and until a sum determined by the Board of Directors, in addition to the regular dues, be paid.

## **Section 3. Accrual Until Termination.**

Membership of Member Clubs shall be continued until termination by written resignation or expulsion, and Member Clubs shall be liable for all dues accruing to the date of resignation or expulsion.

## **Section 4. Authorized Expenditures.**

All dues received will be disbursed for the stated primary purposes of the Association, and particularly for awards for championship events, contributions to promote educational activities and junior golf programs, scholarships for golf, and the operating expenses of the Association.

# **XI.**

## **TOURNAMENT PLAYERS' COMMITTEE AND CONDUCTING OF TOURNAMENTS**

### **Section 1. Tournament Players' Committee.**

There shall be a 'Tournament Players' Committee appointed by the President of this Association.

a. Number and Eligibility Requirements. The Committee shall consist of seven (7) members whose eligibility requirements are as follows:

1. Not less than three (3) of the members of the Committee must have placed in the top twelve (12) in the tournament players' point standings during the calendar year immediately preceding their appointment to the Committee.
2. Not less than one (1) member must have played in the Northern Nevada Seniors Championship and at least two (2) other tournaments conducted by this Association during the calendar year immediately preceding his appointment.
3. The remaining members of the Committee must have played in at least three (3) tournaments conducted by this Association during the calendar year immediately preceding their appointment.

b. Term. Subject to the provisions of subparagraph c. below, each member of the Tournament Players' Committee shall serve a term of two (2) years. Four (4) of the members shall be appointed in the even numbered years, and three (3) of the members shall be appointed in the odd numbered years; provided, however, that the initial Committee to be appointed during the calendar year 1988 shall consist of three (3) members who shall serve a term of one (1) year and

four (4) members who shall serve a term of two (2) years. Members of the Committee may serve more than one term. The President shall make the regular appointments to the Committee not later than March 1 of the calendar year in which the appointment is made.

c. Removal. Any member of the 'Tournament Players' Committee may be removed from the Committee, with or without cause, by a majority vote of the Board of Directors at any regular or special meeting of the Board or by a majority vote of the Executive Committee at any meeting thereof. Any vacancy created by the removal of any Committee member shall be filled pursuant to subparagraph e. below.

d. Chairman. The President of the Association shall appoint one of the members of the Committee as the Chairman. If the Chairman of the 'Tournament Players' Committee is not otherwise a member of the Board of Directors of this Association, then he shall serve as a member of the Board of Directors during his term as Chairman of the Committee.

e. Vacancies. If a vacancy occurs on the 'Tournament Players' Committee as a result of death, disability, resignation, removal, or expiration of term, the President of the Association shall appoint a new member to fill the vacancy. The new member must satisfy the eligibility requirements specified above. The newly appointed member shall serve for the remaining term of the member replaced.

f. Quorum and Governing Vote. Four (4) members of the 'Tournament Players' Committee shall constitute a quorum. All of the acts of the 'Tournament Players' Committee shall be governed by a majority vote of the members in attendance.

g. Meetings. The 'Tournament Players' Committee shall hold meetings at such times and places as the Chairman shall reasonably designate to consider and act upon any business of the Committee. Notice of the committee meetings shall be held upon written or telephonic notice of not less than five (5) days. Presence at a committee meeting shall constitute waiver of notice of the meeting. The Committee may also conduct telephonic conference meetings.

h. Responsibility and Authority. Subject to the power of the Board of Directors, at any regular or special meeting thereof, to alter, amend, or revoke any decision of the Committee, the 'Tournament Players' Committee shall have the responsibility to make recommendations in scheduling and administering golf tournaments which are sponsored, sanctioned, or conducted by this Association, to administer a tournament players' point system to determine the top amateur golfers in Northern Nevada during each calendar year, and to advise and consult with the Board of Directors and the Executive Director with respect to other matters affecting the tournament players of this Association.

**Section 2. Tournaments.**

This Association shall conduct such tournaments as may be recommended by the Tournament Players' Committee. Such tournaments shall be held in such manner, at such places, and under such rules, regulations, and procedures as the Tournament Players' Committee shall recommend. All tournaments shall be played in accordance with the Rules of Golf, as approved by the United States Golf Association in effect at the time of the tournament. The Tournament Players' Committee may adopt such local rules as are, in its judgment, warranted by the conditions.

Participation in tournaments shall be limited to Individual Members of this Association who are members of Member Clubs, unless otherwise approved by the Tournament Players' Committee. Handicap tournaments shall be conducted with handicaps computed under handicapping systems approved by the Nevada State Golf Association and the United States Golf Association, unless otherwise specifically approved by the Tournament Players' Committee. Contestants shall be considered to have submitted themselves to the Articles, Bylaws, rules, and regulations of this Association.

**XII.  
AMENDMENTS**

Amendments to these Bylaws may be approved at any meeting of the Board of Directors at which a quorum is present, by a three-fourths (3/4) vote of all votes cast, provided that written notice of the proposed amendment shall have been mailed to each director at least fifteen (15) days prior to the meeting.

**XIII.  
MISCELLANEOUS**

**Section 1. Governing Law.**

These Bylaws shall be governed by and construed in accordance with the laws of the State of Nevada as in effect from time to time.

**Section 2. Interpretation.**

On all questions as to construction or interpretation of these Bylaws, the decision of the Board of Directors of this Association shall be final.

The undersigned hereby certifies that the foregoing is a true and correct copy of the Bylaws of the Northern Nevada Golf Association which were adopted at a regularly convened meeting of the Board of Directors on December 13, 1984, as amended at a regularly convened meeting of the Board of Directors on March 18, 1988.

Adopted and effective this \_\_\_\_ day of April 2006.

NORTHERN NEVADA GOLF ASSOCIATION

By: \_\_\_\_\_

By: \_\_\_\_\_