

MARYLAND INTERCLUB SENIORS GOLF ASSOCIATION

CONSTITUTION

ARTICLE 1 - NAME

The name of this Association shall be "Maryland Interclub Seniors Golf Association", which may hereinafter be referred to as the "Association" or as "MISGA".

ARTICLE 2 - PURPOSES

This Association is a non-profit organization with no part of its income inuring to the benefit of any member or class of members, but it is organized for the following purposes:

1. To develop greater interest, enjoyment, communication and participation in the game of golf by senior members of golf clubs in the State of Maryland, and specific contiguous areas, to the mutual advantage of the individual members and clubs to which they belong, and to promote interest in the game of golf in general.

2. To provide a new dimension through a formal procedure for interclub mixers, thereby giving each individual the opportunity to play at other area golf and country clubs.

ARTICLE III - MEMBERSHIP

a. Any golf and country club in the State of Maryland or contiguous areas as approved by the Board of Directors, which is a member of the United States Golf Association is eligible to apply for membership in MISGA.

b. Any person who has attained his fifty-fifth birthday (except as hereinafter provided) and is a member in good standing of a member golf and country club may apply for Associate

membership in MISGA. He shall become a MISGA Associate upon his submission of proof of age.

c. The Board of Directors will approve applications for club membership in MISGA. Associate members will be approved by a MISGA Representative who has been elected or appointed by the senior golfers of the member MISGA club.

d. Continued membership of clubs and their Associates in MISGA is contingent upon payment of such fees, dues and other charges as may at any time, or from time to time be established by the Board. Club membership may be terminated by the Board for failure to comply with the purposes and policies of MISGA.

e. If the applicant club has less than 20 active members who are under 55 years of age, the Board may approve MISGA membership if the club initiates a plan whereby Associate members will initially be limited to those 50 years of age and older but the age eligibility will be raised each year until the 55 year old eligibility is reached.

#### ARTICLE IV - ADMINISTRATION

This Association and its affairs, properties and assets shall be under the management and control of the Board of Directors, who shall not be less than eight in number. The principal place of business shall be at such place as the Board shall designate.

#### ARTICLE V - AMENDMENTS

The Board shall be empowered to amend, repeal or modify the Constitution and By-Laws, as hereinafter provided, for the

proper administration of business of the Association. Any such change must be submitted to all Board members 30 days in advance of the meeting when the change will be proposed. Initial approval of the change will require an affirmative vote by a two-thirds majority of the total Board membership. Final approval requires a two-thirds majority of the Club Representatives.

BY-LAWS

Pursuant to the powers conferred upon the Board of Directors (hereinafter called the Board), the following by-laws are adopted for the purpose of regulating the affairs of the said Association.

ARTICLE I - BOARD OF DIRECTORS

a. The business of MISGA shall be conducted by the Board of Directors. It shall exercise general supervision over and have full powers to manage the affairs of the Association.

b. The Board of Directors shall consist of the elected Division Directors and a Board member elected from within each Division. In addition the Secretary, the Treasurer, and Chairmen of Standing Committees are non-voting members of the Board. Board Directors elected prior to the fall of 1981 will continue as Board members only until their tour in office expires.

c. The Board shall elect the President and Vice President from among the elected members of the Board.

d. The Board shall meet not less than three times each year at such time and place as the Board shall determine.

e. A quorum must be present to transact any business. A quorum is a simple majority of the voting members of the Board. A majority vote of those Board members present is required on all actions except where an affirmative vote of two-thirds or more of the voting Board members is required in specific cases.

f. Committee Chairmen who are Board of Directors members shall exempt themselves from voting on matters pertaining to the activities of their committee when such activities are the subject of Board action.

The President may call such special meetings of the Board as he may deem necessary for the proper conduct of the business of MISGA, provided notice of the purpose thereof shall be received by all Board members no less than five days prior to the date thereof.

h. A simple majority of the members of the Board may call a special meeting of the Board, provided notice of the purpose thereof shall be received by all Board members no less than five days prior to the date thereof.

i. All business will be conducted in accordance with Robert's Rules of Order.

#### ARTICLE II - ELECTION OF THE BOARD OF DIRECTORS

a. Each Division will have an elected Division Director and an elected Board member whose terms will not coincide.

b. The term of office for elected Division Directors and Board members shall be three years and as their terms expire the vacancies thus caused shall be filled by the election of successor

members. Such elections must take place prior to September 15th. No elected Board member shall run to succeed himself for re-election to the MISGA Board until he has had at least a one year absence from the Board.

c. In the event that a vacancy on the Board shall occur due to death, resignation, or other causes, the affected Division shall elect a Board member to fill the unexpired portion of the term.

d. The new Board of Directors shall hold a meeting as soon as possible after October 1 each year for the purpose of electing its officers. These one year positions shall be President and Vice President, which offices can only be held by elected members of the Board. These officers shall serve until their successors have been elected.

e. The non-voting one year Board positions of Treasurer and Secretary may be held by any MISGA Associate upon appointment by the Board. These offices may be combined or expended. Only elected members of the Board are entitled to vote on non-elected offices.

f. All newly elected Board members shall assume their positions at the first meeting in the new MISGA year.

g. The MISGA year for fiscal and operating purposes shall be from October 1 through September 30.

ARTICLE III - ANNUAL MEETING - CLUB REPRESENTATIVES

a. There shall be an annual meeting of the Club Representatives of all member clubs of the Association which shall be held

before May 1 of each year at such place as the Board shall determine. At least ten days prior to the date of such meeting, the Board shall establish an agenda setting forth the items for discussion at the said meeting and, in addition to such items as may be set forth on said agenda, any member may introduce additional items from the floor.

b. The purpose of the meeting will be to generate enthusiasm, disseminate information important to all clubs, and allow direct communication by the Club Representatives to the members of the Board.

c. The meeting will be attended by the members of the Board and no more than two Representatives from each club.

ARTICLE IV - RESPONSIBILITIES AND DUTIES OF OFFICERS

The Board shall determine all policy matters, control all of MISGA funds, and shall approve all committee chairmen and members. The Board will establish and approve the annual budget for all operating costs at the first Board meeting of the new MISGA year.

a. President. The President shall preside at all meetings of the Association and Board of Directors. He shall report to the Board any matter which, in his judgment, may be important to the Association.

The President shall appoint consultants and all committee chairmen annually, and may establish such other ad hoc committees, with the approval of the Board, as he may deem necessary as soon

After the election as is feasible, and perform such other duties as are incident to the office.

b. Vice President. In the event of resignation, absence, death, or physical disability of the President, the Vice President shall act in his stead in all matters.

In addition he is responsible for the over-all coordination of the activities of the following committees, Associates, Inter-Club Activities, and Tournament. He will schedule meetings with his coordinating chairmen (Associates, Inter-Club Activities, and Tournament) prior to each Board meeting, or as needed, to assure that the various activities are progressing on schedule and that no date conflicts are present.

c. Secretary. The Secretary shall keep an accurate record of the proceedings of all meetings of the Board, and shall within 15 days of each meeting mail to each member of the Board a copy of the minutes of said meeting.

The Secretary shall have charge of and maintain the official records, correspondence and papers of the Association and perform such other duties as are incident to his office. The official records will be transferred to succeeding Secretaries.

d. Treasurer. It shall be the duty of the Treasurer to collect and deposit all monies due the Association in the depositories approved by the Board and to make disbursements under the direction of the President, and/or Board.

He shall furnish the Audit Committee, no more than 30 days after the close of the fiscal year, an annual report of the

receipts and expenditures of the Association for the preceding year.

He shall furnish an up to date accounting at each meeting of the Board, maintain proper records of accounts, and furnish such other reports as the Board may request. He shall report current budget control data at each meeting of the Board.

The Treasurer shall, within thirty days of his election or appointment, execute a bond in such amount as may be fixed by the Board (unless such requirement is waived by the Board), the premium for bond coverage to be paid from Association funds.

ARTICLE V - COMMITTEE RESPONSIBILITIES

a. Associates. The Associates Committee is responsible for the preparation and distribution of Associate membership cards and the collection and recording of monies derived there from. An additional responsibility is the preparation of a roster of all MISGA Associates including handicap data. The chairman of this committee will coordinate his committee's activities with the Vice President.

b. Audit. This committee will consist of three members who are qualified for this function. The committee will make an audit of the books and finances of the Association and submit an audit report to the Board within sixty days after the close of the fiscal year.

c. Budget. The members of the Budget Committee will be the President, Vice President, and Treasurer. Prior to the end of their year in office they will prepare a proposed budget for



consideration of the newly elected Board at the first meeting of the new fiscal year.

d. Inter-Club Activities. This committee will consist of the Division Directors, who will establish a schedule of mixers each year. The Committee will be responsible to formulate and publish general guidelines for the mixers. The chairman of this committee will coordinate his Committee's activities with the Vice President.

e. Membership. This committee is responsible for securing new member clubs and assisting them in establishing the best possible seniors organization. This includes program development assistance.

This committee will investigate all applicant clubs, and if need be, a member or members of the Board shall be appointed by the President to assist in the investigation. The committee's reports and recommendations will be submitted to the Board for action.

f. Policy and Planning. This committee is responsible for long and short range planning based on suggestions and information supplied by any Associate member.

They will evaluate the organizational structure of MISGA and if changes seem appropriate, will develop guidelines to effect such change for Board consideration and/or action.

If future events result in the need for amendments to the Constitution and By-Laws, the Policy and Planning Committee will be responsible to write said changes for review and consideration

by the Board. Final approval by two-thirds vote of Club Representatives.

g. Publicity. This committee shall be responsible for matters relating to public relations and the dissemination of information to news media and member clubs concerning the affairs of the Association via the misgagram or other appropriate means.

h. Tournament. This committee will consist of a member from each Division in addition to the chairman. It shall have full responsibility to conduct any and all tournaments that are staged by MISGA and which may be participated in by all Associates. Under this responsibility the committee shall establish the locations and the format for these tournaments subject to approval of the plans by the Board.

The committee shall be the judge in all questions pertaining to the rules under which the tournaments will be played, relying primarily on the U.S.G.A. rules of golf and as supplemented by the local rules of the host club. In any controversies, the committee's decisions will be final.

In addition, the committee shall be responsible to formulate and publish general guidelines for these events that will be staged among the member clubs.

The Chairman of this committee will coordinate his committee's activities with the Vice President.

i. Ad hoc committees such as History, Distinguished Senior Award, etc., may be appointed by the President subject to Board confirmation.

j. The President of MISGA shall be an ex-officio member of all committees.

k. Members of committees should be chosen from the membership at large.

ARTICLE VI - MEMBER CLUBS

Each club will have an organization of seniors that will elect, designate, or select a representative who shall serve as its authorized representative, for MISGA affairs. For such matters of MISGA administration he (1) may administer the club's senior functions; (2) casts the club's ballots for electing his Division Director and Board member and (3) attends the MISGA annual meetings and there casts votes on behalf of his club membership for the business being conducted.

Each Club Representative shall have a qualified alternate to substitute for him in conducting MISGA business.

ARTICLE VII - DIVISIONS

MISGA is organized in four geographic divisions. They are (1) Eastern Shore, (2.) Western Maryland and Baltimore, (3) Washington-East, and (4) Washington-West.

The Divisions are semi-autonomous and shall be organized to administer their functions within the established published standards of MISGA.

Each Division will elect a Division Director and a Board member each of whom will serve as Directors on the parent MISGA Board for a three year term. They are elected by the Club Representatives in their respective Divisions.

Each Division will be administered by the elected Division Director. His principal duties are:

a. Schedule, for each club, a minimum of three mixers within the home Division and a minimum of one mixer in another Division. The Division Directors will by joint action prepare these schedules and distribute them to their member clubs.

Division (1), Eastern Shore, is exempted from the above schedule ground rules. They will develop their mixer schedule on a unilateral basis.

b. Assist with the Associates program.

c. Coordinate with the Tournament Committee on major tournaments and coordinate mixer schedules with the Vice President.

d. Communications up and down with the Board.

e. Hold regular meetings with their Club Representatives just prior to the stated meeting dates of the Board of Directors.

f. Perform such other duties that will assure a smooth operation of his Division.

#### ARTICLE VIII - DISSOLUTION

Upon dissolution of MISGA the assets of the Association, together with any and all accumulations thereto shall be distributed to such charitable organizations as are described in Section 501(c) (3) of the Internal Revenue Code of 1954 as amended.

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Upon adoption of these revised by-laws and constitution, a

copy will be delivered to each member club.

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Adopted this 1st day of October, 1982.

Attest: H. Lee Shimborg William W. Woolston Jr.  
Secretary President