



BRIDGEMILL MGA

THE MEN'S GOLF ASSOCIATION BY-LAWS

ARTICLE I – NAME:

BridgeMill Athletic Club Men's Golf Association (MGA), a Non-incorporated Entity.

ARTICLE II – PURPOSE:

The purpose of the MGA is to promote and develop men's golf, to promote fellowship and sportsmanship, to encourage active participation of all male members without regard to skill, to create and maintain a first class schedule of golf tournaments, and to generally create a superb golfing experience for all male members.

ARTICLE III – ELIGIBILITY & SUBSCRIPTION FUNDS:

1. All adult (age 21 and over) male BMAC members in good standing are eligible to participate in the MGA. The MGA year shall run from January 1st to December 31st in the same calendar year.
2. MGA dues are \$35.00 per year payable in full prior to each Annual Meeting of the MGA. The contribution shall be charged on the Member's club account. For those joining after the first quarter of any year, the subscription contribution shall pro-rated by quarter (\$25 second quarter, \$15 third and fourth quarters).
3. PURPOSE OF FUNDS. Funds will be used to help finance the operation and activities of the MGA

ARTICLE IV - OFFICERS & BOARD OF DIRECTORS (BofD):

1. The President's duties are to include but not limited to:

- A. Chair all Annual; Special; and BofD mtg.'s.
- B. Deliver a "State of the MGA" message at General meeting.
- C. Have a "vision" or "direction" for the MGA that he wishes to achieve in his term(s). The president should discuss his vision with the board and prepare a letter to the membership via e-mail and post it on the web site.

In the event of a vacancy in the office of President, the Vice-President shall serve out the unexpired term.

2. Vice-President's duties are to include but are not limited to:

- A. Assume President's duties when President is absent or otherwise not able to discharge his duties.
- B. Assume those tasks as directed by the President and/or the BofD.

In the event of vacancy in the office of Vice-President, the BofD shall elect a successor.

3. Secretary's duties are to include but are not limited to:

- A. Take, prepare, and deliver minutes of all General, Special, and BofD meetings.
- B. Assume those tasks as directed by the President and/or the BofD.

In the event of vacancy in the office of Secretary, the BofD shall elect a successor.

4. Treasurer's duties are to include but are not limited to:

- A. Serve as the primary auditor of any and all funds of the MGA except as herein provided by the by-laws.
- B. Shall prepare written reports of the financial condition of the MGA for each annual meeting plus all meetings of the BofD..
- C. Shall assume other tasks as directed by the President and/or BofD.

All accounts of the MGA shall be open to inspection at all times to the BofD. Any disbursement of MGA funds must be signed by the Treasurer and countersigned by the President or Vice- President. Any expenditure in excess of \$50.00 must be approved, in advance by the BofD.

In the event of vacancy in the office of Treasurer, the BofD shall elect a successor.

5. Board Of Directors (BofD) & Terms of Office

- A. The governing body of the MGA shall be referred to as the Board of Directors (BofD). The full compliment of Board members are the 12 elected by the MGA membership at the Annual Meeting(s); plus the immediate Past President if his term would otherwise be expiring. These 12, or 13 if there is a past president, will elect a Board member to serve in each of the officer positions.
- B. Each Officer shall serve a term of one year concurrent with his term as a Board member. The out-going President shall assume the role as Past President and serve on the board for a term of one (1) year if his term would otherwise be over.

C. The past president is a full member of the board for that year with the ability to chair committees and vote on issues brought before the board.

6. Vacancy

Vacancies for any reason to the BofD shall be filled in the following manner. Replacement will come from the last Annual Elections list of candidates who failed to receive sufficient vote tally as described in Article V of these by-laws. The person with the highest non-elected vote count will be appointed to serve out the un-expired term of the vacancy.

ARTICLE V - NOMINATION PROCESS & TERMS OF OFFICE:

1. The nomination process shall be as follows. The Nomination Committee shall be the President and Vice President of the board plus not less than 2 MGA members not on the board. The Committee will develop and produce a slate of candidates for consideration at the Annual Meeting. The committee will attempt to propose a slate with at least 1.5 candidates per vacancy. In addition, individual nominations shall be accepted from any MGA member prior to the meeting and from the floor at the Annual Meeting. Election to the Board shall follow the procedure described below. With elections complete, the newly constituted Board shall meet in no less than seven (7) days to elect the Officers of the MGA.
2. It is anticipated that under normal circumstances, the MGA membership shall elect six (6) new Board members at each MGA Annual Meeting. A ballot of nominees both from the Board and the floor (if nominated) shall be presented to the membership for secret vote. The president of the MGA will select not less than three people to count the ballots (at least one of these will be a member of the BridgeMill pro shop staff, preferably the head pro).
3. The six (6) elected would be those with the highest six vote totals. Their election to the Board shall be to a two (2) year term.
4. In the event that more than 6 board members must be elected, those with the top six vote totals will be elected for 2 years and the remaining elected members will serve for one year.

ARTICLE VI - STANDING COMMITTEES:

1. **TOURNAMENT:** The Tournament Committee (TC) is responsible for creating, scheduling, planning, and executing all events on the MGA's Annual Tournament calendar.
 - A. The TC will work closely and in harmony with the BMAC Head Golf Professional and his staff;
 - B. The tournament committee is responsible for maintaining pace of play in all MGA events. The TC will include the definition of penalties that will

be applied to foursomes that are out of position. While these penalties may be given out by the Golf Club staff they will be supported by the TC and the MGA Board.

- C. The social chair is a member of this committee and is responsible for working with BMAC Food & Beverage Management in the execution of each MGA tournament.
 - D. Committee Chairman (or Chairmen) to be selected from the BofD.
 - E. The TC members shall be determined by a process of volunteer and/or selection from the members of the Board and general membership of the MGA.
 - F. It is expected that a written, detailed plan for each event will be submitted to the Board by the TC no less than 60 days in advance of each event. Each plan should address the following basic issues; specifics of format, entry fee, sign-up procedure, participant handout/event rules of play, and any MGA funds necessary.
 - G. The Chairman will be solely responsible to the Board for producing the results of the TC's work. The TC Chairman will deliver a full accounting of each events financial result to the MGA Treasurer no less than 7 days after each event.
 - H. The committee may propose that guests be allowed to play in a given tournament with the exception of the MGA Masters and the MGA Championship.
2. **Rules:** The MGA will utilize the BMAC Rules committee if there is one, and the expertise of the PRO shop personnel if there is not, to address all questions on the Rules Of Golf that may arise during MGA events.
 3. **Communications:** The board will elect a committee chairman to be specifically responsible for providing news items for publication in the BMAC newsletter, generating e-mail notifications to members, maintaining the MGA web site and for all other Public Relations activity including the posting of notices of Annual and Special meetings.
 4. **Membership:** The board will elect a committee chairman to
 - A. create and maintain roster of all MGA members,
 - B. co-ordinate with Treasurer to determine which are in good standing, and
 - C. work with BMAC to ensure new members are offered an opportunity to join the MGA

5. **Social:** The board will elect a chairman to act as the coordinator of MGA social events. The chairman will work with the tournament committee as needed and enlist the help of other MGA members as needed.
6. **Philanthropy:** The MGA seeks to give back to the community every year. The Philanthropy Committee is responsible for creating at least one of the MGA events during the year as a fund raising event for a charity that will be selected by the Board. The charity event may or may not be one of the MGA tournaments. If it is a tournament this committee will work with the Tournament Committee on the event.
7. **Special - As Needed**

ARTICLE VII – MEETINGS:

1. **ANNUAL** An Annual Meeting of all members of the MGA will be held for the purpose of receiving reports of officers and others, electing the new directors and considering such other business as may be properly brought before the meeting.
 - A. The date and place of the annual meeting shall be determined by the BofD but in no case shall more than 385 days elapse between such meetings.
 - B. Notice of the Annual Meeting shall be posted no less than ten (10) and no more than sixty (60) days in advance of the meeting date. Notice must be posted prominently throughout the Clubhouse and on the MGA web site. E-mailing of such notice to all members must also be completed no less than ten (10) days in advance of meeting date.
 - C. **QUORUM** is defined as the presence in person of at least fifty (50) percent of the BofD, including at least one officer, and the representation of at least twenty (20) percent of the MGA members in person. While absentee-voting arrangements will be made to accommodate those who cannot attend the meeting, absentee votes cannot be used to meet the above requirements for a quorum
2. **SPECIAL** A Special Meeting of the members may be called by the President, a majority of the BofD, or by the written request of fifty (50) % or more of the MGA members. Any request will be submitted to the President who will call a special meeting within thirty (30) days. Notice of any special meetings will be e-mailed to all members, posted on the MGA web site, and must contain a statement of purpose(s) for which such special meeting is called. No other business may be transacted at this meeting. Quorum requirements are the same for special meetings as for Annual meetings.

3. BOARD OF DIRECTORS MEETING'S

- A. These meetings are to be held as needed but no less than each ninety (90) days. At these meetings, reports from the officers and others will be received plus the consideration of other business as may be properly brought before the Board. A quorum for such meetings will be no less than fifty (50) percent of the Board, to include at least two Officers.

Proxy votes may be used to vote on proposal brought before the Board but not in determining whether there is a quorum. The requesting member of the board must send an e-mail to the rest of the board prior to the meeting announcing his intent to allow the named member to cast his votes. If desired by the requesting member, only specific issues identified in the e-mail will be covered by the proxy delegation.

- B. Selection to the Board or to an Office is a privilege, not a right. Therefore; attendance at BofD meetings is a commitment to those represented. Lack of attendance will be considered a serious breach of privilege. ANY Board member who should be absent from either three successive meetings - or - fifty (50)% of the total number of scheduled meetings will be excused from any further participation on the board. The Board will recognize that extenuating circumstance may, at times, modify the above. It shall be the responsibility of every officer to keep the Board members fully informed of all Board meetings called.

MGA Board members receive no compensation for their work on the board. No MGA funds may be used for food or beverage purchases at board meetings or to fund board members participation in any MGA event.

ARTICLE IIX - OBLIGATING OF ASSOCIATION – FINANCIALLY:

No single member of the Board shall financially obligate the MGA unless authorized to do so in advance by a majority of the Board.

ARTICLE IX - BOARD OF DIRECTORS AUTHORITY:

The Board of Directors is empowered to take actions necessary between annual and special meetings.

ARTICLE X - AMENDMENTS TO BY-LAWS:

Amendments to the MGA by-laws must be submitted by written request to the BofD. The BofD must then call a Special meeting of the membership to consider the request. All procedures for notice of Special Meetings must be followed. Quorum requirements are the same as for Annual Meetings. Passage of any by-law amendment requires 2/3 rd's affirmative vote of members in attendance plus proxy votes for passage.