

CONSTITUTION AND BYLAWS  
of the  
VALLEY GOLF ASSOCIATION

ARTICLE I  
(Name)

The name of this organization shall be the Valley Golf Association and shall hereinafter be referred to as the Association.

ARTICLE II  
(Purpose)

The purpose of the Association is to:

- A. Stimulate interest in golf and conduct golf tournaments for its members.
- B. To foster a spirit of good will and fairness in the game of golf.
- C. To do such other things as in the opinion of the Board of Directors shall be for the good, betterment, or entertainment of its members.
- D. To provide assistance, guidance and direction to junior golfers

ARTICLE III  
(Membership)

- Section 1. Any person who has an interest in golf shall be eligible for membership in the Association.
- Section 2. Application for membership shall be submitted to the Association in writing and shall be accompanied by the annual dues.
- Section 3. Each membership shall be entitled to one vote.
- Section 4. Membership Privileges
  - A. Membership to a USGA recognized handicap system.
  - B. Reduced entry fees for Association sponsored tournaments
  - C. Other services as may be offered by the Association.
- Section 5. Membership Discipline - The Board of Directors reserves the right to discipline members for acts detrimental to the Association. Discipline may include up to and including termination of membership privileges.

ARTICLE IV  
(Dues)

- Section 1. The dues shall be determined by the Board of Directors and approved by the general membership annually, and shall be paid on or before the 1<sup>st</sup> day of January of each year. Annual dues shall be for the period January 1<sup>st</sup> through December 31<sup>st</sup> of each year.
- Section 2. The delinquent date shall be June 1<sup>st</sup> of each year. Delinquent members may not

enjoy membership privileges, hold office or participate in Association activities until dues are paid in full.

#### ARTICLE V

(Meetings, Association Year and Quorum)

- Section 1. The Association year shall be from January 1<sup>st</sup> through December 31<sup>st</sup> of each year.
- Section 2. Meetings of the general membership shall be held a minimum of two times a year. One meeting of the general membership shall be held in the spring no later than May 30<sup>th</sup>, and one meeting shall be held in the fall of the year, no later than October 31<sup>st</sup>. The fall meeting shall be the annual meeting when election of officers will be held. Special membership meetings may be held at the discretion of the Board of Directors.
- Section 3. A quorum for a general membership meeting shall consist of at least twenty members of which at least five must be members of the Board of Directors.
- Section 4. Notice of general membership meetings shall be provided electronically and at the Palmer Golf Course and Settler's Bay Golf Course during golf season at least ten (10) days prior to scheduled meeting.

#### ARTICLE VI

(Officers and Their Duties)

- Section 1. The elected officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. The Board of Directors shall be the elected officers and the chairpersons of the standing committees. The outgoing President shall be a non-voting, ex-officio member of the Board of Directors on the following year.
- Section 2. The President shall preside at all meetings, call special meetings, subject to Board approval, appoint chairpersons of the Standing Committees and any special committees needed. He or she shall have general supervision over affairs of the Association, uphold the bylaws, act as a member ex-officio on all committees except the nominating committee, and shall present an annual report at the Annual Fall meeting,
- Section 3. The Vice President shall assist the President in the activities of the Association. In the absence of the President, he or she shall perform all duties of the office. Upon resignation of the President, the Vice President shall become President and hold office until the next Annual Election of the Association.
- Section 4. The Secretary shall permanently record the proceedings of all business meetings of the Association and the Board of Directors, and handle all correspondence of the Association. He or she shall keep the official copy of the bylaws and when they are amended, he or she shall make the correction to the official copy with a reference to the minutes in which it was recorded.
- Section 5. The Treasurer shall receive, receipt, record, and report all dues, fees, monies or property donated or paid to the Association and deposit all monies in the Association bank account within five (5) days of receipt thereof. He or she shall

present a financial statement to the Board of Directors at each business meeting. Disbursement in excess of \$250, as approved by the Board of Directors, shall be by check signed by any two authorized signers. Disbursements of less than \$250 shall be by check signed by one authorized signer and reported to the Board of Directors at its next meeting.

Section 6. Upon resignation of the Vice President, Secretary, or Treasurer, the President shall appoint a replacement to hold office until the next annual election of the Association.

#### ARTICLE VII

(Elections)

Section 1. The President, with the approval of the Board of Directors, shall appoint a nominating committee no later than September 10<sup>th</sup>. The committee shall consist of a Chairperson and two members.

Section 2. The election of officers shall be held at the Annual Meeting in the fall. The majority of votes cast shall constitute an election. The terms of office shall be for two years. The President and Treasurer shall be elected on the odd years and the Vice President and Secretary shall be elected on even years. Officers may be re-elected.

#### ARTICLE VIII

(Board of Directors Meetings)

Section 1. The officers of the Association and the chairpersons of the standing committees shall constitute the Board of Directors. Five members are required for a quorum at a Board meeting. The Board of Directors shall carry out the purposes and objectives of the Association by transacting its business and enforcing its rules and regulations.

Section 2. Notice of Board of Directors meetings shall be provided electronically at least five (5) days prior to scheduled meeting.

#### ARTICLE IX

(Standing Committees)

Section 1. TOURNAMENT COMMITTEE - Chairperson appointed by the President. The Chairperson shall appoint a minimum of two other members, one man and one woman, to the committee to assist with committee activities. The committee shall prepare a schedule of events for the season and a format for rules and prize distributions. The schedule and format will be presented to the Board for approval and will be distributed as directed by the Board. The committee shall be responsible for the purchase and distribution of all prizes for all events of the Association. The Chairperson shall be responsible for providing the Treasurer with a summary of income and expenses for each event in a timely manner.

Section 2. RULES COMMITTEE - Chairperson appointed by the President. The

- Chairperson shall appoint committee members as may be deemed necessary. The rules committee shall decide all issues governing tournament play and shall interpret and enforce rules and regulations governing tournament play.
- Section 3. **HANDICAP COMMITTEE** - Chairperson appointed by the President. The Chairperson shall appoint committee members as may be deemed necessary. The handicap committee is responsible for establishing handicaps for all paid members and they shall have the final authority in handicap matters and flight classifications.
- Section 4. **MEMBERSHIP COMMITTEE** - Chairperson appointed by the President. The Chairperson shall appoint committee members as may be deemed necessary. The membership committee shall be responsible for the solicitation of new members and such interviewing and application distribution as may be required by the Association.
- Section 5. **PUBLICITY COMMITTEE** - Chairperson appointed by the President. The Chairperson shall appoint committee members as may be deemed necessary. The committee shall be responsible for the VGA website and publicity through the news media.
- Section 6. **SCHOLARSHIP COMMITTEE** - Chairperson appointed by the President. The Chairperson shall appoint committee members as may be deemed necessary. The Committee will make annual recommendations to the Board of Directors concerning the awarding of scholarships.
- Section 7. **FUND RAISING COMMITTEE** - Chairperson appointed by the President. The Chairperson shall appoint committee members as may be deemed necessary. The committee will keep the Board of Directors informed on all fund raising activities, which are subject to the approval of the Board of Directors.
- Section 8. **SPECIAL ASSIGNMENT COMMITTEES** - President may appoint special purpose committees as may be necessary from time to time, i.e. bylaws committee. A special purpose committee is not considered a standing committee, therefore the Chairperson of such a committee will not be a member of the Board of Directors.
- Section 9. **JUNIOR GOLF COMMITTEE** – Chairperson appointed by the President. The Chairperson shall appoint committee members as may be deemed necessary. The Chairperson shall provide the Board of Directors periodic reports on the activities of the committee. The goal of the Associations Junior Golf Program is to provide youth and their families the opportunity to participate in the game of golf through instruction and competition.

**ARTICLE X**  
(Debt Limitations)

The members of this Association shall not be liable for the debts of this Association, except to the extent of any unpaid portion of their respective [initiation fees or] dues.

**ARTICLE XI**  
(Annual Meeting Agenda)

The order of Business of this Association will be:

1. Call to Order
2. Minutes of the last meeting
3. Communications
4. Report of the Treasurer
5. Report of the President
6. Report of Standing and Special Committees
7. Unfinished business
8. New business
9. Election of officers
10. Good of the Association
11. Adjournment

Robert's Rules of Order, revised, shall be the parliamentary authority of the Association.

#### ARTICLE XII

(Amendments)

Proposed amendments shall be submitted in writing to the Board of Directors. Upon review of the Board of Directors, notice of the proposed amendment(s) shall be sent to the members ten (10) days in advance of a membership meeting. A two-thirds vote of those present at the membership meeting shall be required for approval.

#### ARTICLE XIII

(Records)

All officers and committee chairperson shall transfer all records pertaining to the Association activities to their successors upon completion of their term of office.

#### ARTICLE XIV

(Adoption)

The original Bylaws became effective by majority vote of prospective members present at the organizational meeting in May 1985.

#### ARTICLE XV

(Dissolution Clause)

Upon termination or dissolution of the Valley Golf Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations as described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the Valley Golf Association in support of golf, youth and/or scholarships.

The organization(s) to receive the assets of the Valley Golf Association hereunder shall be selected by the discretion of the majority of the Board of Directors. The distribution will be completed within 30 days.

## **As Amended 12/13/16**

### **History of VGA Bylaw Amendments**

5/4&18/85 VGA Board of Directors prepared the Constitution and Bylaws for the Valley Golf Association

5/2/93 Article VI, Sections 4 and 5. The duties of the Secretary and Treasurer were revised. The proposed revisions were submitted by Dale Dailey, Larry Heal, Bonnie Prudence, Jules Mead, and Faye Palin.

### **9/20/03 Amendments**

Bylaws Committee appointed by President Joe Butler consisted of Jim Palin and Jules Mead. After reviewing the existing VGA bylaws, the AGA bylaws, and the Fairbanks Golf Association bylaws, the committee made the following recommended amendments to the Board of Directors, who in turn recommended the Amendments be presented to the VGA membership for their consideration. At the 9/20/03 membership meeting, the amendments were approved.

The following is a summary of the Amendments:

General housekeeping issues, i.e. change Chairman to Chairperson

Article III (Membership), Sections 4&5 – Redefine Membership Privileges and Discipline

Article IV (Dues), Section 2 – minor change to delinquent member provision

Article V (Meeting, Association Year, and Quorum), Section 1 – Change Association year to a calendar year to conform with IRS reports, state reports, and permits.

Section 3 – increase the quorum requirements at member meetings from 10 to 20.

Article VI (Officers and Their Duties), Section 1 – clarify that Board is elected officers and standing committee chairpersons

Section 2 – eliminate the requirement for a written report from the President. However note change to Article XI that now requires a report from the President at the Annual meeting.

Section 5 – revise to allow for individual invoices of less than \$250 to be signed by one authorized signer and be reported to the Board of Directors at its next meeting. Invoices over \$250 would require two authorized signers to sign the check.

Article VII (Elections), Section 2 – change officer elections from 1 to 2 year terms with President

and Treasurer on odd years and Vice President and Secretary on even years.

Article VIII (Board Meetings), Section 1 & 2 – Because of the increase size of the Board, we propose to increase the quorum from 5 to 7. Also, deleted some unnecessary wording.

Article IX (Standing Committee) – General changes, Chairman to Chairperson and if not required, committee chairperson shall appoint committee members as may be deemed necessary.

Section 1 – Tournament Chairperson to appoint a minimum of two other members, one man and one woman, to assist. Added provision that Chairperson to provided Treasurer

with summary of income/expenses in a timely manner for VGA events.

Section 2 (Rules) – delete coordination of rules with golf courses and review required on proposed bylaw amendments (Note: Article XII was proposed to be changed to have proposed changes go directly to the Board for their consideration before the changes are submitted to the Membership.)

Section 7 (Junior Golf) – delete as this is now handled by the golf courses.

New Section 7 – Add Scholarship Committee

New Section 8 – Add Fund Raising Committee

New Section 9 – Add special assignment committees, i.e. Bylaws, but the committee would not be considered a standing committee.

Article XI (Annual Meeting Agenda) – Change Report of the last meeting to Minutes of the last meeting. Change Report of the Secretary to Report of the President and have Treasurer make his/her report before the President.

Article XII (Amendments) – Revise to allow five (5) members to submit proposed amendments directly to the Board of Directors.

### **August 2012 Amendments**

#### Article IV

Section 1 – Dues shall be approved by the membership annually and shall be paid on or before the 1<sup>st</sup> day of January (was May) of each year. Annual dues shall be for the period January 1<sup>st</sup> through December 31 of each year. (Note – This was an AGA request even though their own current Bylaws state June 1<sup>st</sup>, not January 1<sup>st</sup>.)

Section 2 – NO CHANGE to the delinquent date of June 1<sup>st</sup> of each year.

#### Article V

Section 2 – Special membership meetings may be held at the discretion of the Board of Directors – not the President solely.

Section 4 – (New) Notice of general membership meetings shall be provided electronically and posted at the Palmer Golf Course and Settler's Bay Golf Course during the golf season, at least ten (10) days prior to the scheduled meeting

#### Article VI –

Section 1 – Clarify the outgoing President is a non-voting, ex-officio member of the Board.

Section 2 – Add provision that President appointments of Chairpersons of Standing Committees are subject to Board approval.

#### Article VIII

Section 1 – Change quorum requirements for a Board meeting from Seven to Five.

Section 2 – (New) Notice of a Board meeting shall be provided electronically at least five (5) days prior to the scheduled meeting.

#### Article IX

Section 5 – Social Committee – DELETE this section but combine duties with Publicity Committee

Note – Change Sections 6, 7, 8 & 9 TO Sections 5, 6, 7 & 8

**December 2016 Amendments**

Article XV

Addition of disillusionment clause per State of Alaska requirements