

Metro St. Louis Seniors Golf Association Inc
Constitution and By-Laws

Constitution

Article I: Name, Location & Type

The organization shall be known as the "Metro St. Louis Seniors Golf Association Inc " herein referred to as "Metro Seniors" a not for profit 501 association registered in the State of Missouri and located in the St. Louis Metropolitan Area.

Article II: Purpose

The purpose of Metro Seniors is to promote interest and maintain participation in the sport of Amateur Senior Golf, and to adhere to the rules of golf as defined by the United States Golf Association and/or Metro Seniors where applicable. Metro Seniors will schedule weekly golf tournaments and special events. We will encourage golf etiquette, good fellowship and friendly competition between its members without regard to race, religion, gender or national origin.

Article III: Control and Management

- A. The management of Metro Seniors shall be vested in the Board, composed of Officers, Directors and the Immediate Past President.
- B. The officers of Metro Seniors shall consist of a President, First Vice President, Division Vice Presidents, Treasurer, and a Secretary. The Officers shall be elected by the Board from the of Metro Seniors and shall rank in order of authority as: President, First Vice President, Treasurer, Secretary, and Division Vice Presidents. Officers will serve for a two (2) year period and the Treasurer, Secretary, and Division Vice Presidents shall have no restrictions on succession unless otherwise determined by the Board.
- C. There shall be an Executive Committee composed of the President, the First Vice President, and the Immediate Past President. The Executive Committee shall act for and on behalf of the Board when the Board is not in session but shall be accountable to the Board for all its actions. The Executive Committee shall consist of the President, the First Vice President, and the Immediate Past President.
- D. Directors consists of three (3) members from each eighteen (18) hole divisions, and one (1) from the nine (9) hole division, all chosen by their division membership.

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- E. Directors will serve for three (3) years and cannot succeed themselves until the interval of one (1) year has passed since the expiration of their respective term(s).
- F. The time, place and frequency of the board meetings shall be determined and provided in the Bylaws.

Article IV: Amendments and Dissolution

Amendments to the Constitution and Bylaws can be made from time to time, or in the advent of necessity, the complete dissolution of Metro Seniors, can be accomplished in the manners set forth in the Bylaws.

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Bylaws

Article I: Membership

Section 1: Requirements

Metro Seniors shall be composed of individuals who have reached their 55th birthday on or before any scheduled tournament they participate in that year.

- A. The membership shall be limited in number, per division by the Board as they shall determine so that tournaments can be successfully accommodated by those golf courses scheduled by Metro Seniors. As deemed appropriate, the Board may authorize the formation of additional divisions. In that case, those new divisions will operate with similar rules, prizes and tournament staffing as the other divisions. Any requested deviation shall be determined by a majority vote of the Board.
- B. Applications for membership shall be in writing and be accompanied by payment for the annual dues within the prescribed time limits set by the Membership Committee.
- C. Current members have the option to renew their annual membership by paying the annual dues by the deadline set by the Membership Committee.
- D. New members shall be accepted each year as openings occur. A new member's number will be automatically assigned upon a paid application, but the division will be assigned by the Membership Committee.
- E. The Board may recommend the granting of an Honorary Life Membership to a member judged to deserve unique recognition through extraordinary service to Metro Seniors. Approval of the Life Membership must be a vote of the Board with a (2/3) majority and a quorum present. An Honorary Life Member shall be exempt from paying the annual operating portion of the dues, but shall pay the annual prize money portion on the dues.

Section 2: Revocation

Any membership may be revoked by the Board for cause as determined by a majority vote of the Board. An Appeal for a hearing before the Executive Committee of that revocation may be requested by the person whose membership is revoked. A majority vote of the Executive Committee shall be binding.

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Article II: Duties of the Officers

Section 1: President

The President shall serve as the executive head of Metro Seniors and shall preside at all meetings of the membership, Board, and the Executive Committee. The President shall have the authority to call a special meeting as is deemed necessary with reasonable notice given. The President shall appoint all committee chairmen and assist in the selection of committee personnel. In the event of the inability or failure of an officer other than President to serve, the President if deemed necessary, shall appoint a member to serve as such officer until the next meeting of the Board.

Section 2: First Vice President

The First Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The primary duties of the First Vice President are the responsibility of securing agreements for the yearly golf tournaments, and chairing the annual Championship Metro Seniors Tournament.

Section 3: Treasurer

The Treasurer shall have custody of the funds and any related financial documents for Metro Seniors. The Treasurer will be required to submit financial statements at each meeting of the Board. The Treasurer prepares annual financial statements reflecting the income and expenses, assets and liabilities, and submits them to the Auditing Committee. The Treasurer with the approval of the Board shall secure and maintain adequate liability insurance for the protection of Metro Seniors, the Board and Committee members. In the events of the inability or failure of the President and First Vice President to serve, the Treasurer shall call a meeting of the Board to elect a President until the next regular meeting.

Section 4: Secretary

The Secretary shall take the minutes of all meetings, send information to all Committee chairs and Board members, and keep Metro Seniors records. The Secretary shall maintain the Constitution, Bylaws and Articles of Incorporation. It will be a requirement that the Secretary maintain a journal of all policy decisions of Metro Seniors. This Journal shall be reviewed periodically by the Board and amended if

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needed. Additions and amendments can be made at any Board meeting by vote provided a quorum is present.

Section 5: Division Vice Presidents

The Division Vice President's primary duties will be to assist the First Vice President in organizing the weekly golf tournaments for the following year and to assist with the Championship Tournament. They will also oversee the operation of the tournaments in their division, with assistance of the Starters and Scorers selected by the Division Vice Presidents.

Article III: Quorums

- A. Board: A quorum of the Board will consist of seven (7) members of which two (2) will be officers. All decisions by the Board shall be by a majority vote. The presiding officer shall not cast a vote except in the case of a tie.
- B. General Meetings: A quorum of ten (10) percent of the membership is required to vote.

Article IV: Meetings and Management

- A. The General membership meetings shall be held two (2) times each calendar year. The times and locations will be decided by the President. Notifications of such meetings will be sent to the membership at least thirty (30) days prior to the scheduled date of the meeting.
- B. The Board will meet in formal sessions to conduct the business of Metro Seniors a minimum of four (4) times during the year. The President will establish the dates and times at the beginning of each year. The Secretary will notify the members or attendees of these meetings.
- C. The latest edition of Robert's Rules of Order shall govern the conduct at all meetings except where in conflict with the Constitution/Bylaws and/or Policy and Procedure Manual of Metro Seniors.

Article V: Dues

The annual amount of dues shall be determined by the Board for membership prior to the opening of registration of a new calendar year.

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Article VI: Finances

- A. All financial records of Metro Seniors shall be open to inspection by any member through a written request to the Treasurer. Such meeting shall be at the convenience of the Treasurer. The Treasurer's records shall be audited by the Auditing Committee.
- B. No funds shall be borrowed in the name of Metro Seniors at any time.
- C. Only the President or the Treasurer may sign a check individually for an amount over \$3000.00. The First Vice President, and the Secretary must have two (2) signatures on any check.
- D. All committee chairs may spend up to their previously approved budgeted amount without additional approval from the Board.
- E. All contracts must be submitted to the Executive Committee for approval and only a member of the Executive Committee may sign the contract.

Article VII: Elections:

Any valid candidate for the Board must have completed one year as a fully functionary member of Metro Seniors.

Article VIII: Nominations and Elections of Directors

- A. A Nominating Committee composed of at least one member from each division shall be appointed by the President at least ninety (90) days before the Fall annual membership meeting. The President shall designate the chairperson of the committee.
- B. Prior to October 1, the Nominating Committee shall present to the Secretary a slate of candidates from each division to serve three years to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the duties.
- C. Additional names of candidates for Division Directors can be nominated by a request of at least two members in good standing of Metro Seniors. Such requests shall designate the division that the proposed candidate is in and will represent that the request shall be members of that division. Requestors shall be members of said division.
- D. The names of all candidates shall be arranged on a ballot in alphabetical order.
- E. Instructions will be to vote for only one candidate for your division.
- F. The Nominating Committee shall send this ballot to all active members at least twenty (20) days before the fall general membership meeting. The ballot shall be

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marked in accordance with instructions on the ballot and returned to the Nominating Chairman within ten (10) days of the date of the ballot.

- G. Winners of the elections will be announced at the next Board meeting
- H. Any vacancy occurring on the Board between elections shall be filled by appointment, by the President from the membership of that division. The appointee shall serve the remaining term of the vacancy.
- I. Installation of Directors shall take place at the first meeting of the calendar year and posted on the Metro Seniors website.

In the event new divisions are added to Metro Seniors three (3) Directors will be elected for that division when formed under the election procedures noted above. The Nominating Committee shall designate the term of the office that each candidate is nominated for, either one, two or three years.

Article IX: Nominations and Elections of Officers

- A. The Nominating Committee will seek candidates for officers starting in even numbered years.
- B. The Treasurer, Secretary, and Division Vice Presidents term is two (2) years but have no restrictions on succession. Formal elections for each of these positions will take place at the Fall Board meeting in the odd numbered year, by majority vote.
- C. The President's term is two years.
- D. The First Vice President term is two years and automatically succeeds the President.
- E. The Executive Committee, consisting of the President, First Vice President, and the Immediate Past President have term limits of 6 years consecutively.
- F. Nominations for First Vice President, Treasurer, Secretary, and Division Vice Presidents, must be received by the Nominating Committee by October 1st in odd numbered years. If several candidates are nominated, a ballot will be prepared in alphabetic order for the elections.
- G. Any member in good standing may submit a nomination for these positions in the same manner as described for in the Division Directors.
- H. The Nominating Committee shall prepare list of all candidates for each position and send them to the current board members for their review.
- I. A ballot shall be prepared and distributed to all current board members for election at the fall board meeting.
- J. In case of a vacancy a "Special Election" shall be called by the President.
- K. The results will be announced before the end of the board meeting and posted on the Metro Seniors Website.

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Article X: Bylaws, Amendments, and Dissolution

Section 1: Bylaws

A decision of the Board shall be final upon all questions of construction or interpretations of these Bylaws. Should any necessity arise for action not covered by an appropriate bylaw, it shall be the duty of the Board to pass upon the subject and its decision shall be final and binding on the Association.

Section 2: Amendments

- A. Amendments to the Constitution/Bylaws shall be submitted to the membership of the Board any Board meeting or any other meeting called for that purpose. The Board members shall be informed in writing at least thirty (30) days prior to the meeting. A two-thirds (2/3) majority vote of the members attending the meeting provided a quorum is present, shall be required for adoption.
- B. Amendments must be ratified by a majority vote of the membership at the next general or special called meeting before becoming effective. These amendments must be submitted in writing ten (10) days prior to the meeting and must have a quorum of the membership present before voting.

Section 3: Dissolution

- A. The Association may be dissolved by means of a resolution by the Board. A two-thirds (2/3) majority vote of the entire Board is required. Proxy voting in this matter is acceptable.
- B. In the event of a dissolution of Metro Seniors, written notice must be sent to all the membership within thirty (30) days following the decision of the Board to dissolve.
- C. In the event of dissolution of Metro Seniors, the balance of the funds held in the bank accounts of Metro Seniors will be given to a charitable organization that will be designated by the Board at the time of dissolution.

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