

# **WOMEN'S KENTUCKY STATE GOLF ASSOCIATION**

## **BY-LAWS**

### **ARTICLE I**

#### **NAME**

This corporation shall be named and known as the Women's Kentucky State Golf Association, Inc., herein after referred to as the Association.

The Association shall be incorporated under the laws of the Commonwealth of Kentucky as a non-profit corporation and shall qualify under Section 501, (c) of the Internal Revenue Service code.

### **ARTICLE II**

#### **PURPOSE**

The purpose of this Association shall be:

- a) To promote and advance the interests of golf in the Commonwealth of Kentucky;
- b) To hold the Annual State Amateur Championship Tournament and the Annual Senior Championship Tournament;
- c) To promote junior golf in the state of Kentucky as well as sponsor and oversee the Dorothy Waters Junior Golf Scholarship Fund;
- d) To encourage state team play as well as be responsible for the selection of team members.

**ARTICLE III**  
**MANAGEMENT**

**Section 1:**

The state shall be divided into five (5) districts. The counties in each district are as follows:

District 1:

Ballard, Butler, Caldwell, Calloway, Carlisle, Christian, Crittenden, Daviess, Fulton, Graves, Hancock, Henderson, Hickman, Hopkins, Livingston, Logan, Lyon, Marshall, McCracken, Mclean, Muhlenberg, Ohio, Todd, Trigg, Union, Webster

District 2:

Adair, Allen, Anderson, Barren, Boyle, Breckenridge, Bullitt, Casey, Clinton, Cumberland, Edmonson, Garrard, Grayson, Green, Hardin, Hart, Larue, Lincoln, Marion, Meade, Mercer, Metcalfe, Monroe, Nelson, Russell, Simpson, Spencer, Taylor, Warren, Washington, Wayne

District 3:

Boone, Bracken, Campbell, Carroll, Franklin, Gallatin, Grant, Harrison, Henry, Jefferson, Kenton, Mason, Oldham, Owen, Pendleton, Robertson, Shelby, Trimble

District 4:

Bourbon, Clark, Fayette, Jessamine, Nicholas, Scott, Woodford

District 5:

Bath, Bell, Boyd, Breathitt, Carter, Clay, Elliott, Estill, Fleming, Floyd, Greenup, Harlan, Jackson, Johnson, Knott, Knox Laurel, Lawrence, Lee, Leslie, Letcher, Lewis, Madison, Martin, Magoffin, McCreary, Menifee, Montgomery, Morgan, Owsley, Perry, Pike, Powell, Pulaski, Rockcastle, Rowan, Whitley, Wolfe

**Section 2:**

- a) The control of this Association and its affairs shall be entrusted to a Board of Directors.
- b) This Board of Directors shall consist of the Executive Committee and seven (7) other directors.
- c) The Executive Committee shall consist of the President, the Vice-President, and the Executive Secretary. The seven (7) directors shall represent the five (5) districts and two (2) at large.
- d) If a vacancy occurs in the Board of Directors, the Executive Committee shall appoint someone from the proper district to fill the unexpired term.

- e) No member of the Board of Directors, except the Executive Secretary, may serve more than two (2) consecutive terms of two (2) years each.
- f) Final approval of the site of the Annual Championship Tournaments will be voted on by the Board of Directors with a majority ruling.

## **ARTICLE IV**

### **MEMBERSHIP AND DUES**

#### **Section 1:**

- a) All properly organized clubs with golf courses available to its members and located in Kentucky are eligible for membership in this Association.
- b) Any eligible club may be admitted to membership into the Association by paying the dues established by the Board of Directors of the WKSGA.

#### **Section 2:**

Any woman golf player is eligible for membership in this Association, provided:

- a) She is a qualified legal resident of Kentucky;
- b) She is a member of a club which is a member of the WKSGA.

#### **Section 3:**

- a) The annual club dues shall be set by the Board of Directors.
- b) Members of the clubs whose dues remain unpaid are not eligible to participate in the activities of the Association until such dues are paid.
- c) The entry fee for the Annual Championship Tournaments shall be considered the dues of the individual members of the Association.

## **ARTICLE V**

### **OBLIGATION AND DISCIPLINE**

#### **Section 1:**

The acceptance of membership in the Association shall bind each member club and individual member to abide by the Articles of Incorporation, By-Laws, and Rules of this Association and to accept and enforce all decisions of the Board of Directors.

**Section 2:**

Refusal or neglect on the part of any member club or individual member belonging in the Association to comply with the Articles of Incorporation, By-Laws, or Rules and Regulations of the Association, or with the decisions of the Board of Directors shall render such club or individual member liable to suspension or expulsion by a three-fourths (3/4) vote of the Board of Directors. Any such suspension or expulsion is final and not subject to appeal and will be in effect for a time as designated by the Board of Directors.

**ARTICLE VI**

**LIABILITY**

**Section 1:**

The highest amount of indebtedness or liability which the Association may at any time incur shall be three thousand dollars (\$3,000).

**Section 2:**

The private property of the members shall not be subject to the payment of the debts of the Association.

**Section 3:**

Any person who now is or becomes a Director of the corporation and who becomes a party or is threatened to be made a party, in her capacity as such, to any threatened pending or completed action, suit or proceedings involving the Association, whether civil, criminal, administrative or investigative, shall be indemnified by the Association against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding, if she acted in good faith and in a manner she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal proceeding, had not reasonable cause to believe her conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that said individual did not act in good faith and in a manner which she reasonable believe to be in, or not opposed to, the best interest of the corporation, and with respect to any criminal action or proceeding, had not reasonable cause to believe that her conduct was unlawful. The indemnification provided for herein shall be subject to the applicable law of the Commonwealth of Kentucky.

## ARTICLE VII

### DUTIES OF THE BOARD OF DIRECTORS

#### **Section 1:**

It is the duty of the Board of Directors to attend all meetings of the Association.

#### **Section 2:**

It shall be the duty of the Board of Directors to conduct Annual Championship Tournaments at such time and place as it shall designate, and to take exclusive charge of such contests and also of all team and other play given under the auspices of the Association.

#### **Section 3:**

It shall be the duty of the Board of Directors to set all dues and entry fees for the events under its jurisdiction.

#### **Section 4:**

It shall be the duty of the Board of Directors to set the limit of the field of contestants for its Annual Championship Tournaments and other events under its jurisdiction as well as set any Rules and Regulations it deems necessary for such events.

#### **Section 5:**

It shall be the duty of the Board of Directors to determine that all entrants in all tournaments under its jurisdiction be a member in good standing of a member club and be a qualified resident of the Commonwealth of Kentucky. If in question, the entrant has the responsibility to prove her acceptance for eligibility to the Board.

#### **Section 6:**

It shall be the duty of the Board of Directors to hold all tournaments in accordance with the rules of the United States Golf Association and provide entrants with local rules when applicable.

#### **Section 7:**

It shall be the duty of the Executive Committee of the Board of Directors to approve all financial transactions of the Association, to bond the Executive Secretary, to bond the Vice-President and to have all books of the Association audited annually.

**Section 8:**

It shall be the duty of the Board of Directors, during the State Amateur Championship Tournament, to announce a Nominating Committee consisting of three (3) members, each representing a different district, none of them a member of the Board of Directors.

**Section 9:**

It shall be the duty of the Board of Directors to obtain sites for the Championship Tournaments.

**ARTICLE VIII**

**DUTIES OF THE OFFICERS**

**Section 1:**

- a) The President shall preside at all meetings of the Association, of the Executive Committee, and of the Board of Directors.
- b) She shall call special meetings when requested to do so giving as much notice as deemed reasonable.
- c) She shall appoint a Rules Committee with the Vice-President as Chair of such committee.
- d) She shall appoint an Auditing Committee.
- e) She shall appoint any other committees she considers necessary.

**Section 2:**

- a) The Vice-President shall, in the absence of the President, perform the duties of the President.
- b) She shall serve as Chair of the Rules Committee.
- c) She shall serve as Chair of the Senior Women's Championship Tournament.
- d) She shall make available all financial records concerning the Senior Women's Championship Tournament to the Auditing Committee no later than ninety (90) days prior to the Annual Business meeting held during the Annual State Amateur Championship Tournament.

### **Section 3:**

- a) The Executive Secretary shall take care of all correspondence of the Association; shall keep a record of the proceedings of the Association and of the meetings of the Board of Directors; shall issue all notices of all meetings; shall keep a record of the membership and a full record of all contests held under the auspices of the Association.
- b) She shall issue entries to the Annual Championship Tournaments giving time and place and outlining eligibility requirements. The entry to the State Amateur Championship Tournament shall contain a report of the Nominating Committee. The entries for both Annual Championship Tournaments shall be mailed no later than thirty (30) days prior to tournament play.
- c) She shall bill and collect all monies due to the Association and dispense the Association funds under the direction of the Executive Committee; she shall deposit all funds in the name of and to the credit of the Association; she shall maintain a separate account for the Dorothy Waters Junior Golf Fund as well as maintain separate records relating to such fund. She shall report in writing with copies made for each Board Member the state of finances when requested to do so by the Board of Directors. She shall have the books to the auditing committee ninety (90) days prior to the annual business meeting. At the Annual Meeting of the Association, she shall present a written report showing all receipts and expenditures of the preceding calendar year.

## **ARTICLE IX**

### **METHODS OF ELECTION**

#### **Section 1:**

The officers of the Association and other members of the Board of Directors shall be elected at the Annual Meeting and shall hold office for two (2) years or until their respective successors are appointed. The President, Vice-President, two (2) Directors from Districts 1 and 2, and one (1) At-Large Director shall be elected in the odd calendar years. The Executive Secretary and three (3) Directors from Districts 3, 4, and 5, and one (1) At-Large Director shall be elected in the even calendar years.

#### **Section 2:**

The term of office for each officer and Director shall begin on December 1 following the Annual Meeting.

### **Section 3:**

Members participating in the Annual State Amateur Championship Tournament may vote at the Annual Meeting. Member clubs who do not have a participating member in the Annual State Amateur Championship Tournament may have one (1) vote.

## **ARTICLE X**

### **MEETINGS**

#### **Section 1:**

- a) Annual meeting of the Board of Directors shall be held not less than sixty (60) days before the Annual Meeting of the Association. A special meeting of the Board of Directors may be called by any three (3) of its members. A special meeting of the Executive Committee may be called by the President.
- b) Proxies may be voted at all meetings of the Board of Directors.
- c) Four (4) members will constitute a quorum at any meeting of the Board of Directors.
- d) The following order of business shall be observed at the meetings of the Board of Directors:
  1. Roll call with a record of members attending in person and by proxy.
  2. Reading of minutes of previous meeting.
  3. Financial report.
  4. General business.
  5. Adjournment.

#### **Section 2:**

- a) The Annual Meeting of the Association shall be held during the week of the Annual State Amateur Championship Tournament. Fifteen (15) days notice of this meeting shall be sent to each member club.
- b) Proxies will not be accepted at the Annual Meeting of the Association.
- c) One-fourth (1/4) of the participating members of the Association will constitute a quorum at the Annual Meeting.

- d) The following order of business shall be observed at the Annual Meeting of the Association:
1. Sign in of clubs.
  2. Reading of the minutes of the previous Annual Meeting and of any special meetings held within the year.
  3. Executive Secretary report.
  4. Financial report.
  5. Auditor's report.
  6. Old business.
  7. New business.
  8. Election of officers.
  9. Adjournment.

## **ARTICLE XI**

### **DUTIES OF COMMITTEES**

#### **Section 1:**

- a) It is the duty of the Nominating Committee to meet at the call of the Chair. This committee shall nominate one (1) candidate for each office of the Executive Committee to be filled, and one (1) Director for each position to be filled.
- b) The Nominating Committee shall send its report, signed by three (3) members, to the Executive Secretary by December 1.

#### **Section 2:**

It is the duty of the Rules Committee to make such local rules as it may deem necessary, and to enforce all rules during the tournament.

#### **Section 3:**

It is the duty of the Auditing Committee to check all the financial records of the Association for the preceding calendar year and to report its findings to the Association at the Annual Meeting.

## ARTICLE XII

### CHAMPIONSHIP TOURNAMENTS

#### Section 1:

All entries for the Annual Championship Tournaments must be in the hands of the Executive Secretary by the date determined by the Board of Directors. These entries must designate the member club the individual represents and must be accompanied by the fee set by the Board of Directors. All entries for the Senior Women's Championship Tournament must be in the hands of the Vice-President by the date determined by the Board of Directors.

#### Section 2:

All competitions will be held in accordance with the Rules of Golf as adopted by the United States Golf Association, with such special rules as may be designated by the Rules Committee.

#### Section 3:

- a) A trophy emblematic of the Women's Kentucky State Amateur Championship shall be awarded to the winner of the Annual Tournament.
- b) A medalist trophy shall be awarded for the low gross score posted for the qualifying competition. Should a tie for Medalist occur, duplicate prizes will be awarded.
- c) A team trophy shall be awarded to the team posting the low aggregate score of the qualifying competition. These teams will consist of three (3) members from the same club who post the lowest qualifying scores.
- d) Other prizes will be awarded as designated by the Board of Directors.

## **ARTICLE XIII**

### **AMENDMENTS**

#### **Section 1:**

These By-Laws may be amended by a two-thirds (2/3) majority vote of the members present and voting at a meeting of the Association, provided written notice of the amendments has been mailed to each club in the Association at least fifteen (15) days prior to the meetings.

#### **Section 2:**

Legal consultation shall be required by the Executive Committee when there are proposed By-Law amendments which might place the Association in conflict with the corporate laws of the Commonwealth of Kentucky.

## **ARTICLE XIV**

### **DISSOLUTION**

If written notice is given fifteen (15) days in advance to the member clubs, this corporation may be dissolved at an Annual Meeting or at a Special Meeting called for that purpose, by a simple majority of the members present. The revenue remaining will be distributed among current member clubs.

REVISED: June 1996

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