

BY-LAWS OF THE MEN'S 18 HOLE GOLF ASSOCIATION OF HOT SPRINGS VILLAGE, ARKANSAS

(as amended 11/5/2013)

ARTICLE 1: NAME

1. The name of this Association shall be "The Men's 18 Hole Golf Association of Hot Springs Village" (known simply as the "MGA"). It is a non-profit organization.

ARTICLE 2: OBJECTIVE

1. The objective of the MGA shall be to encourage play of the game of golf, according to USGA rules, among the men of Hot Springs Village and eligible others and to conduct tournaments for its members throughout the year.

ARTICLE 3: MEMBERSHIP

1. The membership of the MGA shall be limited to:
 - a. Hot Springs Village (HSV) Property Owners, or
 - b. Non-Property Owners who have purchased a membership assignment on HSV property.
2. All MGA members must have an established USGA or other acceptable handicap.
3. The Director of Golf and the Golf Professional(s) of Hot Springs Village shall be honorary, non-dues-paying members of the MGA.
4. All members of the MGA shall be assessed annual dues as determined by the MGA Board of Directors.

ARTICLE 4: MANAGEMENT

1. The management of the MGA shall be vested in a Board of Directors ("Board") consisting of nine (9) members in good standing. In order that members of all playing abilities are fairly represented, the desired makeup of the Board shall be, at the time of their election or appointment, a minimum of one representative, if possible, from each MGA handicap group.
2. In order for a member to be elected to the Board, it is desired that he has first served as an MGA Tournament Director or had similar experience at another golf club in the past.
3. Five (5) members of the Board shall constitute a quorum for the transaction of MGA business.

ARTICLE 5: TERM OF OFFICE FOR DIRECTORS

1. The term of office for a member of the Board ("Director") shall be three (3) years. In order to maintain continuity of Directors' experience, these terms shall be staggered so that only three (3) of the nine (9) Directors will be replaced through election in any one year.
2. If, for any reason, a vacancy occurs prior to normal elections, the remaining Directors shall elect a member in good standing to fill such vacancy for the remaining unexpired portion of the term, consistent with the eligibility requirements set forth in Article 4, paragraphs 1 & 2 of these By-Laws.

ARTICLE 6: DUTIES AND POWERS OF THE BOARD OF DIRECTORS

1. It shall be the duty of Directors to attend all regular and special meetings of the Board. Failure to attend three (3) consecutive regular meetings, unless failure is the result of illness or other good and reasonable cause, shall create a vacancy on the Board to be filled in accordance with Article 5, paragraph 2 of these By-Laws.
2. The Board shall conduct, manage and control the affairs and business of the MGA and make such rules and regulations, consistent with these By-Laws, as it may deem proper and necessary.
3. The Board shall keep minutes of its meetings and actions, and of the proceedings of membership meetings, and present financial statements at the semi-annual meetings of members.

ARTICLE 7: OFFICERS OF THE BOARD OF DIRECTORS

1. The Officers shall consist of President, Vice-President, Secretary, and Treasurer, and be chosen from and by the Board. With the exception of the Treasurer (see Article 8, paragraph 4f), their duties will start immediately after the conclusion of the fall semi-annual MGA members meeting.

ARTICLE 8: DUTIES OF OFFICERS

1. The President shall be the Chairman of the Board and shall:
 - a. Preside at all meetings of the members and meetings of the Directors and shall have the deciding vote, when necessary.

- b. Call the Directors together whenever he deems it necessary and shall have, subject to the advice of the Directors, direction of the affairs of the MGA and, generally, shall have all the powers and duties usually imposed upon that officer or which may be required of him by the Board.
- c. Appoint the chairman for all committees and assign committee responsibilities.
- d. Keep, or cause to be kept, all membership records.
- e. Co-operate with the HSV golf professional(s) and assistants in the promotion of mutually beneficial programs.

2. The Vice-President shall:

- a. Act in place and stead of the President when the President is unable to perform the duties of his office or is absent from meetings. In the event the Vice-President is unable to act, the Board shall appoint some other Director in who shall be vested, for the time being, all the duties and functions of the President.

3. The Secretary shall:

- a. Keep a record (minutes) of all MGA membership meetings and Board meetings.
- b. Serve all notices as required by these By-Laws.

4. The Treasurer shall:

- a. Receive all MGA funds (giving receipts as appropriate) and deposit such funds in the depositories as may be approved by the Board.
- b. Disburse funds upon approval by the President and one other member of the Board.
- c. Maintain records of all receipts and disbursements.
- d. Submit such reports to local, state, and federal agencies as may be required by law.
- e. Submit monthly reports to the Board and reports to the membership at the semi-annual meetings.
- f. In order to finalize the year ending financial records, the Treasurer's term of office shall begin January 1 and run through December 31.

ARTICLE 9: MEETINGS

1. The Board shall schedule dates and times of its regular meetings.
2. The semi-annual MGA membership meetings shall be held during the Spring and Fall of each year.
3. Special meetings of the Board may be called by the President, or in his absence, the Vice-President, upon twelve (12) hours notice.
4. Special MGA membership meetings may be called upon written request of ten (10) percent of the membership. The purpose of such meetings shall be stated in the call and at least five (5) days notice shall be given.

ARTICLE 10: COMMITTEES

1. There shall be four (4) standing committees within the Board: a Tournament Committee, a Handicap & Rules Committee, a Membership Committee, and a Publicity Committee. All committees shall be chaired by a Director.
2. The President shall assign the duties and responsibilities of the Chairman of each committee.
3. Special committees shall be established as required.

ARTICLE 11: ELECTION OF THE BOARD OF DIRECTORS

1. Election of members to the Board shall be held at the Fall semi-annual MGA membership meeting.
2. A Nominating Committee of three (3) members in good standing not on the Board shall be appointed by the Board at least sixty (60) days before the Fall semi-annual meeting. The slate selected by the Nominating Committee shall be posted at least thirty (30) days before the Fall semi-annual meeting and be consistent with the eligibility requirements set forth in Article 4, paragraphs 1 & 2 of these By-Laws.
3. Other candidates for Director may be placed in nomination by a written request to the Secretary, signed by at least fifteen (15) members of the MGA, providing such written nominations are filed with the Secretary at least fifteen (15) days before the Fall semi-annual meeting and be consistent with the eligibility requirements set forth in Article 4, paragraphs 1 & 2 of these By-Laws.
4. The Secretary shall, at least ten (10) days before the annual meeting, cause such additional nomination or nominations to be posted along with the regular slate.

ARTICLE 12: PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of *Roberts Rules of Order* shall govern the MGA in all cases to which they are applicable and in which they are consistent with these By-Laws and any special rules of order the MGA may adopt.

ARTICLE 13: AMENDMENTS

1. These By-Laws can be amended at any meeting of MGA members by two-thirds (2/3) of the vote cast by those present and voting, provided the amendment has been submitted in writing and posted at least thirty (30) days prior to the date of such meeting.

ARTICLE 14: TOURNAMENTS

1. Tournaments shall be scheduled by the Tournament Committee.
2. Prizes awarded by the MGA shall be as approved by the Board.