



Amended and Restated Bylaws of the Society of Hickory Golfers  
as of Nov. 30, 2023

Prior Bylaws Approved May 1, 2016

**SECTION I:**  
**NAME, PURPOSE, 501(c)(3) STATEMENT, OFFICES AND**  
**REGISTERED AGENT**

1.01 The name of the organization shall be the Society of Hickory Golfers (hereafter “Society” or “SoHG”).

1.02 The purpose of the SoHG is to encourage and support the appreciation of hickory-era golf, play hickory-shafted golf worldwide and educate its members and the general public about the history and play of golf using clubs, equipment, and fashions that existed prior to 1935.

1.03 This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

1.04 The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501 (c)(3) of the Internal Revenue Code.

1.05 The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

1.06 Notwithstanding any provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law)

1.07 The organization shall be incorporated as a non-profit organization in accordance with the laws of the state of Texas.

1.08 The principal place of business of the SoHG is located in Texas. The Corporation may have such other offices, either within or without the State

of Texas, as the Board may determine or as the affairs of the Corporation may require from time to time.

1.09 The SoHG shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation's registered office, as required by the Texas Business Organizations Code.

(a) Acceptance of Appointment. The Registered Agent shall provide written Consent to Serve as Registered Agent pursuant to Texas Business Organizations Code §5.201(b). The written consent shall be maintained in the records of the SoHG.

(b) Registered Office. The registered office may, but need not, be identical to the principal office of the SoHG in the State of Texas, and the address of the registered office may be changed from time to time by the BoD in accordance with applicable law.

## **SECTION II:** **MEMBERSHIP**

2.01 Any person of good character who agrees with the mission of the SoHG is eligible for membership and may join by registering and paying annual dues as established by the SoHG.

2.02 Members of the Board of Directors, Officers and Committee Members are expected to be members of the SoHG, except for those persons specifically designated as *ex-officio* members of the Board, Officers and/or Committee Members appointed thereto by a majority vote of the Board.

2.03 A Voting Member is anyone who is a member in good standing of the SoHG. Only members who are current on their dues, fees, or other assessments (if any there be), are considered members in good standing and therefore able to participate in SoHG elections.

2.04 All members in good standing have one (1) vote each in any elections, referendum, or other business that is sponsored or comes before the general membership of the SoHG.

2.05 A Lifetime Member is anyone so voted to be a Lifetime Member by 2/3<sup>rd</sup>'s the Board of Directors (BoD), an honor intended to recognize lifetime contributions or singular achievements that contribute to the benefit of hickory golf. Lifetime Members are considered current members-in-good-standing at all times.

A Lifetime Membership may be revoked if, upon a finding by a unanimous vote of the BoD, that the Lifetime Member was found guilty of a felony offense, a crime of moral turpitude or determined to be a person of disrepute that would reflect negatively on the character of the SoHG or any

other member. It may also be revoked at the request of the Lifetime Member.

Any Member may also become a Lifetime Member through a donation of \$1000 to the USHO Patrons Fund.

2.06 Membership fees and any other membership requirements shall be established by the Board of Directors from time-to-time. All Members shall be advised prior to any changes to membership fees and membership requirements and the BoD shall permit a 30-day comment period by the membership regarding any changes in membership fees and requirements.

### **SECTION III:** **BOARD OF DIRECTORS**

3.01. The Board of Directors (“the Board” or BoD) is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation’s operations. The SoHG shall be governed by a Board of Directors (BoD) which will be led by the President of the Society.

3.02. The BoD shall be comprised of a minimum of seven (7) and no more than eleven (11) members elected as outlined below. Members of the BoD shall serve for terms of three (3) years or fewer if the candidate so chooses – or more as noted in 3.03 for presidents to complete their presidential term – running from January 1st. The number of Directors may be increased or decreased from time to time by Board resolution or amendment to these bylaws; however, a change in the number of Directors shall not remove a Director from his or her position as a Director prior to the expiration of his or her term of office. At all times, the majority of the members of the Board of Directors shall be appointed by Resolution of the Board of Directors of the Corporation. In the event that the number of Directors is zero, a nominating committee may appoint Directors to serve until the next meeting of the Board of Directors.

3.03. Members of the Board may be re-elected, thus allowing them to serve for a continuous total of six (6) years on the board. An exception beyond the three (3) or six (6) year limits will be given for a SoHG President to complete their two-year term if their first year as President falls in their final year of their elected BoD term. After a board member’s six (6) year term, a board member is expected to have a three (3) year hiatus from the board. After the three (3) year hiatus, a board member can run for another term and continue in this fashion, serving as many terms as desired. The hiatus may be suspended, or not served at all, if the BoD decides to not require

the hiatus for any reason, including if there are not enough candidates in the new election. See Section VI: Elections.

3.04. Terms of the Members of the BoD shall be staggered so that approximately one third (1/3rd) of the BoD is replaced annually.

3.05. The BoD shall meet regularly to oversee the affairs of the Society.

3.06. See Section VI ELECTIONS regarding appointment of At-Large members of the board.

3.07. Non-voting members of the board will be comprised of the immediate past-president and all international liaisons.

3.08. International liaisons shall advise the board on matters of international relations and goodwill.

#### **SECTION IV:** **OFFICERS**

4.01 The officers of the Corporation shall be a President, Vice President/President Elect, Secretary, Membership Director, Treasurer, and such other officers as the Board may designate. Two (2) or more offices, except the offices of President, Secretary, and Treasurer may be held by the same person.

The President shall serve a single two-year term. The Vice-President shall serve a single one-year term.

The board's assignments for Secretary, Membership Director, and Treasurer do not need to be re-confirmed annually, but the board may call for a vote to assign any of these positions in any year, as they see fit.

4.02 All officers shall have such authority and shall perform such duties as provided in these Bylaws or by resolution of the Board.

(1) President: The President shall preside at all meetings of the BoD, shall perform all duties customary to that office, and shall supervise and control all the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors. The President is elected by a majority vote of the BoD. Normally, the Vice President shall become the next President unless the Board votes otherwise.

(2) Vice President: The Vice President shall, in the case that the BoD determines that the President cannot or is not acting, perform the duties of the President and shall have all the powers of, and be subject to all restrictions upon, the President. The Vice President shall perform such other duties and have such other powers as the BoD may from time to time prescribe by resolution or as the President

may from time to time provide, subject to the powers and supervision of the BoD. The Vice President must be chosen from among members of the BoD. Normally, the Vice President shall become the President unless the Board votes otherwise.

(3) Secretary: The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the BoD, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary, including requesting, gathering, and storing Conflict of Interest statements.

(4) Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit money and other valuable property of the Corporation in the name, and to the credit of, the Corporation in banks or depositories designated by the BoD. Whenever required by the BoD, the Treasurer shall prepare and provide a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform all other duties incident to the office of Treasurer, subject to the supervision of the Board. If required by the Board, the Treasurer shall give such bond or security for the faithful performance of his or her duties, for which the Treasurer shall be reimbursed. The Treasurer, in conjunction with the President, shall prepare and distribute an Annual Financial Report to the membership.

(5) Membership Director: The Membership Director shall keep an accurate listing of the membership of the Society and be responsible for generating and managing programs to enhance the membership of the Society.

(6) Executive Director: The Board of Directors may hire an Executive Director of the Corporation. The Executive Director shall be a non-voting member of the Corporation. The Executive Director shall have general and active management of the programs and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. Unless a contract, these bylaws, or a law provide otherwise, the Board may remove the hired Executive Director at any time with or without cause at a meeting called for that purpose. A resolution to remove the Executive Director

requires the vote of three-quarters of the total membership of the Board of Directors

4.03 Resignation and Removal: Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed at a meeting called for that purpose, with or without cause, by majority vote of the entire Board. If a Director fails to attend three consecutive meetings of the Board, the Board shall evaluate the Director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the Corporation, may declare the position vacant.

4.04 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board. A Director appointed and approved to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.

4.05 Meetings: The Board shall hold at least (1) regular meeting annually, which shall be known as the Annual Meeting, and any other regular meetings to be designated by the president in a notice to the Board. Special meetings may be called by any two (2) Directors with telephone or written notice, including notice by electronic mail. The notice of any meeting shall state the date, time, and place of such meeting.

4.06 Notice and Waivers of Notice: Notice of each regular meeting of the board must be given at least two days prior to the date of the meeting. Whenever notice is required to be given to any Director under any provision of law, the Certificate of Formation, or these Bylaws, a written waiver signed by each Director entitled to such notice, whether before or after the time stated in the notice is equivalent to giving notice. The presence of any Director at a meeting, whether in person or online who does not object to the lack of notice is considered to have waived notice of the meeting.

4.07 Quorum and Voting: Unless a greater proportion is required by law, a quorum is a majority of the total number of Board members in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

4.08 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Certificate of Formation) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to

taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

4.09 Participation in Meeting by phone: Any or all members of the Board may participate in a meeting by phone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

4.10 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Corporation.

## **SECTION V:** **COMMITTEES**

5.01 There shall be five standing committees of the Society: Finance, Competition, Election, Equipment, and Marketing. All committees are appointed by the President and approved by the BoD. The Board may appoint ad-hoc committees for a term of one year or less as necessary.

5.02 Finance Committee. The Finance Committee shall be comprised of two or three Society members and shall not include the Treasurer. The Chair shall be a member of the BoD; at least one of the members should not be a member of the BoD. The Finance Committee shall review the financial statements and records of the Society annually and report its findings to the Board. The committee shall also maintain an annual budget of the Society.

5.03 Competition Committee. The Competition Committee shall be responsible for maintaining guidelines, policies, and procedures for the staging of all competitions sanctioned by the SoHG as well as planning, managing, and overseeing the events. The Chair shall be a member in good standing of the Society. Oversight here is meant to include handicaps, equipment, and tournament guidelines. Sub-committees of the Competition Committee may be created to administer the larger SoHG events, such as the U.S. Hickory Open. It is recommended that the sub-committees include as members a representative from the prior year's, the current year's, and next year's site/region of the given event. Sub-committees shall act in a supervisory manner in support of the regional playing group that is organizing a current year's competition. It shall be responsible for site selection of future sites for a given competition, which it shall identify in an approved manner according to guidelines set down in

their respective Policies and Procedures Manuals if they have one. The various sub-committee Chairs may or may not be different from the broader Competition Committee Chair and shall be a member in good standing of the Society.

5.04 Election Committee. The Election Committee shall be responsible for planning, staging, and managing or overseeing all elections approved by the SoHG. The Chair shall be a member of the BoD.

5.05 Equipment Committee. The Equipment Committee shall be responsible for identifying and approving authentic replica clubs submitted for hickory golf play. It shall also determine reasonable guidelines for original equipment used featherie-era, gutty-era, and modern era hickory golf play. The Chair shall be a member in good standing of the Society.

5.06 Marketing Committee. The Marketing Committee shall be responsible for promoting the Society's interests and brand through such means as social media, print and broadcast. It will support marketing/promotion efforts of annual SoHG events. It shall identify and solicit sponsor and advertising support for SoHG events and the Society's *Wee Nip* journal. The Chair shall be a member in good standing of the Society.

5.07 Ad Hoc Committees. The Board may from time-to-time form ad-hoc committees to address certain issues and activities associated with the SoHG. These committees will exist until their mission is completed, and their findings will be presented to the BoD and be voted upon, the results being duly noted in the minutes of the organization and preserved as a matter of written record. These committees will disband following the completion of their duties.

## **SECTION VI:** **ELECTIONS**

6.01. Members of the BoD shall be elected by a plurality of members in good standing of the SoHG voting in that election.

(1) If there are fewer candidates than open board seats for an annual BoD election, the current BoD may vote to fill those seats by accepting members of the BoD whose terms are expiring, without general membership vote. Priority will be given to those members that have the least years of SoHG board experience. This can extend beyond a candidate's six (6) year continuous term.

6.02. Elections to the Board shall be overseen by the Election Committee.

6.03. The BoD may appoint up to three (3) at-large members and up to three (3) international liaisons as needed to allow adequate diversity of



regional, cultural, ethnic or international representation. Their terms are initially set at one (1) year but are subject to the same term limits as elected board members.

6.04. Elections should be conducted so that those elected can begin serving on Jan. 1.

## **SECTION VII:** **ETHICS AND CONFLICT OF INTEREST**

7.01 Purpose: The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

7.02 Definitions:

"Interested Person": Any Director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

"Financial Interest": A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or,
- (c) Is considering an ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

"Compensation": Direct and indirect remuneration, including gifts or favors that are not insubstantial.

"Conflict of Interest": A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust. A "Conflict of interest" includes situations in which the employee, family member, or board member has a financial interest in the business or individual selected for the contract. A financial interest is not necessarily a conflict of interest. Under Section 8.03 (b), a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

### 7.03 Procedures:

(1) Duty to Disclose: If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees considering the proposed transaction or arrangement.

(2) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest, whether direct or indirect, disclosure of all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(3) Procedures for Addressing the Conflict of Interest:

(a) An interested person may make a presentation at the Board or committee meeting, but after the presentation he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.

(b) The Chair or President of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(4) Violations of the Conflicts of Interest Policy:

(a) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief

and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7.04 Records of Proceedings: The minutes of the Board and all committees with Board delegated powers shall contain:

(1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7.05 Annually, all Directors, Officers, Staff Members and Committee Members shall provide written notification of compliance with the Conflict of Interest Policy. Such certifications shall be maintained in the records of the corporation by the Secretary and available for any member to review.

7.06 Any complaints regarding the behavior of any SoHG member should be forwarded in writing to the Executive Director if there is one.

7.07 The BoD will decide the merit of a written complaint and whether or not to consider it.

7.08 No member shall be subject to suspension or expulsion without 10 days written notice and the right to be heard.

7.09 Any such decision of suspension or expulsion shall require a vote of two-thirds of the BoD at any regular meeting or special meeting called for such purpose.

7.10 Non-discrimination Policy. The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of The Society of Hickory Golfers Inc., not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical

disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **SECTION VIII:** **INDEMNIFICATION**

### **8.01 Definitions:**

"Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body's) investigation, hearing, or other proceeding.

"Eligible Person" shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Corporation.

**8.02 Right to Indemnification:** Any Eligible Person made a party to or respondent in a Matter by reason of his or her position with or service to the Corporation shall, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

**8.03 Limitation on Right of Indemnification:** Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 6.02 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph Section 6.02 above.

**8.04 Other Rights:** The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This

indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors or other lawful representative.

8.05 Interim Indemnification: The Corporation shall, with respect to a Matter described herein, advance attorney's fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board (acting by a quorum consisting of Directors who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in above, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under, and (c) deposits a bond or equivalent security.

8.06 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him/her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## **SECTION IX:** **FINANCIAL ADMINISTRATION**

9.01 Fiscal Year: The fiscal year, as noted in Section XIV, may be changed by resolution of the Board.

9.02 Loans to Management: The Corporation will make no loans to any of its Directors or Officers.

9.03 Checks, Drafts, and Contracts: The Board of Directors shall determine who shall be authorized to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments on the Corporation's behalf.

(1) Checks: All checks drawn on the funds of the Corporation must have two signatories, at least one of which must be a member of the Board of Directors.

(2) Approval of Contracts: The Board of Directors shall approve any contract that creates a financial obligation on behalf of the Corporation in advance of acceptance of the contract.

9.04 Reimbursement: Requests for reimbursement by any member of the Board of Directors, officer or agent must be submitted within 6 months of the date the expense is incurred. The request for reimbursement must be accompanied by receipts and any other supporting documents matching the amount requested for reimbursement.

9.05 Annual Financial Statements: Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), accompanied by an audit report of an independent certified public accountant, may be presented to and reviewed by the Board after the close of each fiscal year. Financial statements should include: (i) significant categories of contributions and other income; (ii) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation's annual report, solicitations and other informational materials; (iii) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (iv) accurate presentation of all fund-raising and administrative costs; and (v) total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns).

9.06 Audit: The Board of Directors may authorize an audit of the Corporation.

9.07 Procurement Policy: The policies and procedures below will be followed when equipment, materials, supplies, property, or services are purchased for the Society of Hickory Golfers.

(1) Conflict of Interest: All directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services must comply with the Conflict of Interest Policy set forth in Article VIII of these Bylaws. No director, employee, or agent will participate in the selection or acceptance of a contract involving a conflict of interest without the approval of the board.

(2) Purchase of Items for Personal Use: Directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services shall not use such items for personal use.

(3) Receipt of Gratuities: Directors, employees, or agents of the Society of Hickory Golfers shall not solicit or accept gratuities, favors,

or anything of value from contractors, potential contractors, or parties to agreements with the nonprofit.

(4) Purchase of Items Not Approved in the Budget: Directors, employees, or agents shall not solicit or accept any equipment, materials, supplies, or services that have not been approved by the Board of Directors in the annual budget without prior approval of the board.

(5) Cost Analysis: The nonprofit shall conduct a cost analysis and document the analysis in the procurement files in conjunction with every purchase. The procurement file should include a justification for the lack of competition if competitive bids or offers are not obtained.

(6) Contract with Winning Bidder: If a contract is competitively bid, the Society of Hickory Golfers will enter into a contract with the winning bidder that specifies the equipment, materials, supplies, property, or services to be purchased and the payment terms.

(7) Acquisition Procedure: The Society of Hickory Golfers will conduct all procurement transactions in a manner that maximizes opportunities, increases quality, and reduces the cost of purchase. The Society of Hickory Golfers reserves the right to reject any bids or offers if deemed to be in its best interest.

(8) Purchases: The Board of Directors must approve all purchases made on behalf of the nonprofit. Two approved signatories are required for all checks.

(9) Property and Inventory Policy: When purchasing property (both real estate and equipment), the title must be in the name of the Society of Hickory Golfers. All property purchased belongs to the Society of Hickory Golfers and title vests with that organization. A list of all property owned by the nonprofit shall be kept showing the type of property, identification number, original cost, and depreciated value.

(10) Whistleblower Policy: The Corporation will not retaliate against an individual who discloses or threatens to disclose to a supervisor, board member or a public body, any activity, policy, or practice of the Corporation that the employee reasonably believes is in violation of a law, or a rule or regulation mandated pursuant to law, or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

## **SECTION X:**

## **RECORDS**

10.01 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee meetings reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken.

10.02 Public Disclosure: After receiving IRS recognition of its 501(c)(3) status, the Corporation shall keep available for public inspection at its principal place of business and any branch office copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Corporation shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Corporation is the target of a campaign of harassment.

10.03 Record Retention and Destruction Policy:

(1) Scope: All employees, directors and officers of the Corporation must comply with the document retention requirements within this record retention policy.

(2) Purpose: Corporate records include essentially all records produced by the Corporation and its directors, officers and agents, whether paper or electronic. Records include but are not limited to items such as memoranda, emails, contracts, computerized desk calendars and appointment books and expense records. This policy is meant to establish the requirements for document destruction and end the accidental or innocent destruction of necessary documents.

(3) Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

(4) Policy: Specific documents, identified below, are subject to a retention schedule and should not be destroyed until the expiration of the schedule.

(a) Financial Records. Financial records, including bank statements, invoices and payroll records, expense reports, proof of deductions, and other documents should be maintained for at least 7 years from the date of filing the applicable tax return. Year-end financial statements, audit reports and 990



forms should be maintained permanently and should be available for public inspection upon request.

(b) Corporate Records. Incorporation documents, including certificate of formation, bylaws, and related documents should be kept permanently in the corporate records. Meeting minutes and related documents should also be retained in perpetuity in the corporate record book. Tax-exemption documents, including application for tax exemption (IRS Form 1023), IRS determination letter, and any related documents should be kept permanently in the corporate record book and should be available for public inspection upon request.

(c) Legal Files. Legal documents should generally be maintained for a period of 10 years.

(d) Legal Agreements & Contracts. Final, executed copies of legal agreements and contracts, such as mortgages and leases, should be maintained for three years after their expiration. Publicly filed contracts should be maintained longer.

(e) Electronic Mail. E-mail that needs to be saved should be either:

- (i) Printed in hard copy and kept in the appropriate file; or
- (ii) Downloaded to a computer file and kept electronically or on disk as a separate file.

## **SECTION XI:** **ANNUAL MEETINGS and PETITION**

11.01 Due to the geographic dispersion of the membership, the Annual Meeting of this organization shall be deemed to comprise the following events:

(1) The BoD may conduct a public meeting of members at a designated tournament site. Notice of such meeting shall be given to all members at least 30 days prior to the meeting. At the meeting the President or his designee shall make a presentation on the business condition of the SoHG and answer questions from the membership.

(2) Annually, the membership shall elect such members of the BoD up for election in accordance with the provisions as set forth in these Bylaws.

(3) An Extraordinary General Meeting Motion may be called by the President, a vote of 50% of the BoD or by petition signed by not less than 10% of the then current voting membership. Any such petition or

Board motion shall be presented to the Secretary. The Secretary, having verified the authenticity and correctness of the petition or Board action, shall put the motion to a vote of the entire voting membership within 30 days of verification.

(a) The issue shall be formulated in the form of a motion and shall be communicated to the membership in the same manner and fashion as the annual election of directors.

(b) The membership shall have 30 days after notice to cast a vote. The motion will be decided by a simple majority of votes cast. The Vice President / President–Elect shall be responsible for overseeing the counting of votes and certifying the results to the BoD. Results of the voting shall be disclosed to the membership as soon as possible after the Vice President has certified the results.

## **SECTION XII:** **AMENDMENTS**

12.01 The provisions of these Bylaws may be changed upon a majority of the voting portion of the voting membership.

## **SECTION XIII:** **DISSOLUTION**

13.01 A motion to dissolve the organization may be made and decided in accordance with the provisions of Section IX, above.

13.02 In the event of dissolution, any remaining assets of the organization, after payment of all liabilities and expenses, shall be divided and distributed to the United States Golf Association and the R&A.

## **SECTION XIV:** **FISCAL YEAR**

14.01 The financial year of the organization shall end on Dec. 31. The BoD may establish such rules as it deems appropriate regarding the approval and payment of invoices, opening of bank accounts, and financial affairs of the organization.

## **SECTION XV:** **ADOPTION AND TRANSITION**

15.01 Upon adoption by the BoD and approval vote by a majority of the voting members of the Society, these Bylaws shall supersede and replace

the existing Constitution of the Society of Hickory Golfers. The adoption of these Bylaws shall not modify the term of any existing Officer and/or Director other than to allow current members to finish their terms on Dec. 31.

**SECTION XVI :**  
**DECLARATION**

16.01 The Society of Hickory Golfers Inc. hereby adopts and accepts these restated Bylaws for the organization.

16.02 The original Bylaws of the Society of Hickory Golfers were passed by a majority of the voting membership on May 1, 2016. The Bylaws were updated and passed by a majority of the voting membership on Nov. 30, 2023.

**SECTION XVII:**  
**AMENDMENTS**

17.01 February 2021 – By a majority vote of the membership (260-4), the presidential term of office was extended from one to two years.

**WHEREFORE, PREMISES CONSIDERED**, the Board of Directors signing below and by authority of the membership of the Society of Hickory Golfers hereby resolves that this document, dated Nov. 30, 2023 shall be and is constituted hereas as the Amended and Restated Bylaws of the Society of Hickory Golfers.

\_\_\_\_\_  
President – Joe Hollerbach

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Vice-President – Joey Piatek

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Secretary – Rick Adams

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Malcolm Duck, Director

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Xander Dobreff, Director

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Brad Harvey, Director

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Marci Likens, Director

---

Christian Williams, Director

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Andy Grow, Director

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Sam Sinclair, Director

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Matt Dodds, Director At-Large

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Rob Gilbert, Director At-Large