



## **Bylaws of the Society of Hickory Golfers**

### **Approved May 1, 2016**

#### **Section I NAME and PURPOSE**

The name of the organization shall be the Society of Hickory Golfers (hereafter “Society” or “SoHG”). The purpose of the SoHG is to encourage and support the appreciation and play of hickory shafted golf worldwide. The organization shall be incorporated as a non-profit organization in accordance with the laws of the state of Texas.

#### **Section II MEMBERSHIP**

1. 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. Members of the Board of Directors, Officers and Committee Members are expected to be members of the SoHG.
3. A Voting Member is anyone who is a member in good standing of the SoHG. Only members who are current on their fees are considered members in good standing and therefore able to participate in SoHG elections.
4. All members in good standing have one vote each in any elections or referendum sponsored by the SoHG.
5. A Lifetime Member is anyone so voted by the Board of Directors (BoD), an honor intended to recognize lifetime contributions to hickory golf. Lifetime Members are considered current.
6. Membership fees and any other membership requirements shall be established by the Board of Directors.

### **Section III BOARD OF DIRECTORS**

1. The SoHG shall be governed by a Board of Directors (BoD) which will be led by the President of the Society.
2. 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 except as noted below running from January 1st.
3. Members of the Board may be re-elected once, thus allowing them to serve for a total of six (6) years, continuous or non-continuous, on the board.
4. Terms of the Members of the BoD shall be staggered so that approximately one third (1/3rd) of the BoD is replaced annually.
5. The BoD shall meet regularly to oversee the affairs of the Society.

### **Section IV OFFICERS**

The officers of the Corporation shall be a President, Vice President/President Elect, Secretary, Membership Secretary, Treasurer, Director of Marketing 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 one-year term; the Vice-President shall serve a single one-year term. All other officers shall serve one-year terms but may be re-elected by the Board for as many terms as the Board sees fit.

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 of 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 of 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 the keeping of 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.

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 Secretary: The Membership Secretary 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. Director of Marketing: The Director of Marketing shall formulate and enact strategies for the promotion of hickory golf. This includes the promotion of the organization's tournaments, the maintenance and enhancement of communication vehicles critical to maintaining an active and engaged membership.

Resignation: Officers and Members of the Board may resign their positions in writing. 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.

Removal: An Officer or Member of the Board may, at a duly noticed meeting, be removed by a two-thirds vote of the Board when:

- a. The individual is deemed to be not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- b. The individual engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes.

Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by a majority vote of the Board for the remainder of the unexpired term.

## **Section V COMMITTEES**

There shall be three standing committees of the Society: Finance, Competition, and Election. 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.

### *Finance Committee*

The Finance Committee shall be comprised of three Society members and shall not include the Treasurer. The Chair shall be a member of the BoD; at least one of the other two 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.

### *Competition Committee*

The Competition Committee shall be responsible for planning, staging, and managing the U.S. Hickory Open and the International Hickory Cup, and overseeing all competitions sanctioned by the SoHG. The Chair shall be a member of the BoD. Oversight here is meant to include equipment and tournament guidelines.

### *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.

### *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 for less than one year 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**

1. Members of the BoD shall be elected by a plurality of members in good standing of the SoHG voting in that election.
2. Elections to the Board shall be overseen by the Election Committee.
3. The BoD may appoint one or more at-large members as needed to allow adequate diversity of regional, cultural, ethnic or international representation
4. Elections should be conducted so that those elected can begin serving on Jan. 1.

## **Section VII ETHICS AND CONFLICT OF INTEREST**

1. The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.
2. Each member of the Board, officer, staff member and committee member shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board's minutes and, if a vote on the matter is taken, the results will note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined as a member who has only a vested fiscal interest in the outcome of a board action.
3. 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 and available for any member to review.
4. Any complaints regarding the behavior of any SoHG member should be forwarded in writing to the Secretary.
5. The BoD will decide the merit of a written complaint and whether or not to consider it.
6. No member shall be subject to suspension or expulsion without 10 days written notice and the right to be heard.
7. 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.
8. 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 ANNUAL MEETINGS and PETITION**

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 shall conduct a public meeting of members at least annually 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 IX AMENDMENTS**

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

## **Section X DISSOLUTION**

1. A motion to dissolve the organization can be made and decided in accordance with the provisions of Section IX, above.
2. 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 XI FISCAL YEAR**

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 XII ADOPTION AND TRANSITION**

Upon adoption by the BoD and approval vote by a majority of the voting members at an Extraordinary General Meeting 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 XIII DECLARATION**

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

Bylaws were passed by a majority of the voting membership on May 1, 2016.