

By-Laws of the Idaho Golf Course Superintendents Association
Amended October 4, 2016

Article I Names and Offices

SECTION 1. NAME:

The name of this non-profit corporation is the Idaho Golf Course Superintendents Association, and is incorporated under the non-profit corporate laws of the State of Idaho.

SECTION 2. LOCATION OF OFFICES:

The principal mailing address of the corporation is 1601 Main St., P.O. Box 807, Lolo, MT 59847. The corporation may also have offices at other places within or without the State of Idaho, as the Board of Directors may designate upon compliance with the provisions of law in such cases made and provided.

Article II Purpose

SECTION 1. PURPOSE OF CORPORATION:

The corporation has as its primary purpose, and without limiting any purpose allowed by Idaho Code 30-3-1 et seq., to promote, fund, encourage, organize, sponsor, and administer any and all Idaho golf course superintendent activities and any other lawful activity, none of which is for profit, for which the corporations may be organized. The corporation also has the following general purposes, to wit:

1. Enhancing the image and elevating the professional status of the association's members; and
2. Creating an effective national and chapter network of trained volunteers who vigorously represent the profession in the areas of education, government relations, public relations, membership recruitment, research and development, and funding; and
3. Promoting and developing future leaders; and
4. Supporting both the Golf Course Superintendents Association of America (hereinafter GCSAA) and other chapters in their activities and programs to benefit members and the golf course superintendent's profession; and
5. Sharing information, which helps preserve and advance the members' livelihood and the golf course superintendent's profession.

Article III Membership

CLASSIFICATION OF MEMBERS:

SECTION 1. DEFINITION OF A GOLF COURSE SUPERINTENDENT

A golf course superintendent is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.

Dual Membership Requirement:

All Class A and B membership applicants must submit an application for membership or evidence of membership with the Golf Course Superintendents Association of America and must maintain that membership thereafter.

SECTION 2. GENERALLY:

The corporation shall have at least two classes of members. In addition to the following qualifications, to be a Class A or B member of this Chapter, any person so applying must also be a member of the GCSAA. The present classes of members and conditions for qualification therefore, are as follows:

Class A members - Class A members shall be any person of good character who, at the time of application for membership, has served as a golf course superintendent for more than three years at any time prior thereto, is employed in such capacity, and complies with all additional qualifications adopted by the membership. Class A members shall have all privileges of the association including voting and holding office.

Class B members - Class B members shall be any person of good character who, at the time of application for membership, has less than three years experience as a golf course superintendent, is employed in such capacity, and complies with all additional qualifications adopted by the membership. Class B members shall have all privileges of the association including voting and holding office.

Assistant Superintendent Member (C) - Assistant Superintendent members shall be any person of good character who is employed as an assistant to a golf course superintendent. Assistant Superintendents shall have all the privileges of the association except holding office.

Allied Member - (D) Allied Members shall be an individual commercial member interested in the growing, management, design, or production of turfgrass and other related businesses. Allied Members shall have all the privileges of the association except voting and holding office.

Student Member- (E) Student Members shall be enrolled in a college or university involved in the field of turf management. Student Members shall have all the privileges of the association except voting and holding office.

Associate Member - (F) Associate Members shall be course employees other than management, individual employed at the teaching level in a recognized horticultural position, federal or state employee involved with the management or research related to turf, former Class A, Class B and Assistant Superintendent members, or individuals interested in golf course management not employed in a turf management position. Associate Members shall have all the privileges

of the association except voting and holding office.

Facility Membership - (G): A Facility Membership is available to those facilities that operate with limited resources. The membership is in the name of the facility. However, the recipient of the membership benefits and information can be the superintendent, owner, or other representative selected by a golf facility. The facility is entitled to all privileges of membership, except those of voting and holding office.)

Class A-Retired: To qualify for Class A - Retired status, one must not be currently employed as a golf course superintendent and have a minimum of five years of service as a golf course superintendent member combined with age that equal or exceeds 75 years. Dues shall be one-half of Class A dues. This member shall have all the privileges of the association afforded that classification, with the exception of holding office.

Honorary members: To qualify for Honorary Membership, the individual must be recognized by the Board of Directors for contributing in an outstanding manner to this association or profession or related field. This membership shall continue in effect unless otherwise revoked by the Board of Directors. Honorary Members shall not be required to pay dues or assessments of the association and shall have such privileges of the association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Inactive Members - An inactive member is a member who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon their application. The Board of Directors shall have the authority to act on such application and to place a member on inactive status subject to such terms and conditions as the Board of Directors may specify from time to time by Standing Rules. A, B and C members who no longer fulfill all the requirements for A, B, and C classification due to a position change will be eligible to keep their status for the purpose of resumes, interviews, applications, etc., for a period not to exceed twenty-four (24) months, providing they are actively seeking employment as a Golf Course Superintendent or Assistant. Members in this classification will continue to pay regular dues during this period, and retain all rights and privileges granted under their classification. The Board of Directors shall have the authority to allow a present inactive Board Member to complete the elected/appointed remainder of term, not to exceed twelve months. Any A/B /C Inactive member exceeding twenty-four months of consecutive unemployment will be automatically placed in the appropriate membership classification or dropped from the association.

SECTION 3. PLACE OF MEMBERS MEETING:

All meetings of the members, except as otherwise herein provided, shall be held at the principal office of the corporation or at such other place as the Board of Directors may designate.

SECTION 4. ANNUAL MEETING OF MEMBERSHIP:

The corporation shall have two meetings of the members annually. The two annual meetings of the membership shall be held in the spring and the fall, the exact time and place to be designated by the Board of Directors. Any valid business may be transacted at any annual meeting of the membership, without any requirement of notice of the business to be so conducted, except when amendments to Bylaws and/or Articles of Inc. are to be considered.

SECTION 5. SPECIAL MEETINGS OF MEMBERSHIP:

Special meetings of the membership may be called at any time by the President or a member of the Board of Directors of the corporation.

SECTION 6. NOTICES:

Notice of the annual meetings and all special meetings of the membership shall be served either personally, by mail, or by electronic mail (aka Email) upon each member of record not less than ten (10) days before such meeting. The foregoing methods of providing notices are not exclusive, and the Board of Directors, without having to amend this provision, may provide notice in such other method or methods, as it deems reasonably calculated to provide adequate notice thereof. If mailed, either conventionally or electronically, the notice shall be directed to said member at his or her address as it appears on the membership book or list, or at his or her last known address unless said member shall file with the secretary of the corporation a written request that the notice intended for him or her be mailed to the address designated in such request. If such notice is placed in the United States mail, postage prepaid, and addressed to the member at his or her last known post office address, notice shall be deemed to have been given to said member.

SECTION 7. QUORUM:

At any regular or special membership meeting, at least 10 Class A, Class B, or Assistant Superintendent voting members must be present to constitute a quorum necessary for the transaction of business. Any member present at a meeting with less than a quorum may adjourn the meeting to some other hour or day.

SECTION 8. ADJOURNED MEETING WITHOUT NOTICE:

The Board of Directors shall have the power to adjourn any membership meeting where the Board of Directors, in their sole and absolute discretion, determines there are insufficient members present to conduct the membership business. Adjourned meetings include adjournments of any annual or special membership meeting may be taken or had without any new notice being given.

SECTION 9. VOTING:

Elections shall proceed by either voice or secret ballot and decided by simple majority. All other voting at the membership meeting shall be by voice except upon a motion requesting a written ballot.

SECTION 10. MEMBERS ENTITLED TO VOTE:

All Class A, B, and Assistant Superintendent members (and no other class of membership) of record shall be entitled at every membership meeting to one vote, in person. Voting by proxy is not permitted.

SECTION 11. PRESENCE AND WRITTEN CONSENT VALIDATES MEETINGS WITHOUT NOTICE:

A meeting is valid, notwithstanding lack of notice as herein required when (1) all of the members of the corporation are present at any meeting, however called or notified, or (2) without any notice or call, all the members sign a written consent thereto, or (3) the members waive notice orally in person at any such meeting. Where any of the foregoing waivers are noted in the minutes of the meeting by the secretary, any said meeting is valid as if held at a meeting otherwise called and notified as hereinbefore provided.

SECTION 12. NO TRANSFERS OR ASSIGNMENTS OF MEMBERSHIP:

Memberships are not assignable or transferable.

SECTION 13. PARLIMENTARY PRACTICE:

All matters coming before the Board of Directors or the association, not coming within the order of business prescribed, and all disputed questions of parliamentary practice shall be controlled by Robert's Rules of Order, Revised.

Article IV Directors

SECTION 1. MANAGEMENT:

The management of the affairs, property, and interests of the corporation and the corporate powers of this corporation consistent with the laws of the State of Idaho and these By-Laws are vested in a Board of Directors. The Board of Directors shall have the power, without limiting the same, to appoint committee or delegate duties as it sees fit, from time to time.

SECTION 2. NUMBER OF DIRECTORS:

The number of Directors sitting as a Board shall be five (5) who shall be Class A or Class B members, only,

SECTION 3. ELECTION OF DIRECTORS:

A new Board of Directors shall be chosen and elected by the Class A, Class B and Assistant Superintendent Members of the corporation. Each such voting member shall have one vote for each director. The President, Vice President, and Secretary/Treasurer shall hold office for a period of one (1) year, beginning with their election. The two Board of Directors elected by the members shall serve staggered terms and their terms shall run for two years.

SECTION 4. VACANCY ON BOARD OF DIRECTORS:

If a vacancy should occur on the Board of Directors during any term, such vacancy may be filled for the remaining term by appointment of the President and approved by the remaining Directors on the Board. In case of a tie, the President shall break the tie.

Article V Directors' Meetings

SECTION 1. ANNUAL/REGULAR MEETINGS OF DIRECTORS:

The Board of Directors shall meet twice annually, on or near the same dates and at the same places as the two annual meetings of the membership. All other regular meetings of the Directors shall be held at the principal office of the corporation, or at such other place as the Board of Directors may from time to time determine. All members are invited to attend, though only Board members can vote.

SECTION 2. SPECIAL MEETING OF THE DIRECTORS:

Special meetings of the Board of Directors may be called at any time by the President of the corporation or by any Director of the corporation. Special meetings of the Board of Directors may be held at any time and at any place within or without the State of Idaho.

SECTION 3. ACTION WITHOUT A MEETING:

Any action required, or permitted to be taken, by the Board of Directors may be taken without a meeting if all voting members of the Board consent in writing, including electronic, to the action. The action shall be ratified at the next board meeting and included in the minutes.

SECTION 4. NOTICE:

Notice of the regular and all special meetings of the Board of Directors shall be given to each of the Directors by giving at least ten days' notice by mail, electronic mail, telegram, or by telephone.

If all Directors are present, or if any of the Directors have waived notice, or if a Director is in attendance at such meetings even if such Director has not waived notice of the meeting, proper notice will have been deemed given.

SECTION 5. QUORUM:

A quorum at any Directors meeting shall consist of a majority of the Board of Directors.

SECTION 6. SECRETARY/TREASURER:

The Secretary/Treasurer of the corporation shall act as secretary at all meetings of the Board of Directors. In the absence of the Secretary/Treasurer, a temporary Secretary/Treasurer may be appointed by the Board.

SECTION 7. VOTING:

Voting at the Directors meetings shall be by voice and a majority vote of the Directors present at a meeting at which a quorum is present shall be sufficient and shall validate any action taken by the Board at such meeting.

SECTION 8. POWERS AND DUTIES OF DIRECTORS:

- a) The Board of Directors shall have general charge and management of the affairs of the Corporation; and
- b) The board of Directors shall at each annual membership meeting, make a full report of its activities during the proceeding period, and the financial position of the cooperation, including an informal report by the Secretary/Treasurer, and a written financial sheet for the members to review

Article VI Officers of the Corporation

SECTION 1. OFFICERS:

The officers of the corporation shall be a President, a Vice President, a Secretary/Treasurer. The Secretary and Treasurer, if so determined by the Board of Directors, may be one and the same person. The Board may elect other officers, if it so desires. Only Class A or Class B can be officers.

SECTION 2. ELECTION OF OFFICERS:

The officers of the corporation shall be elected by the voting membership at the annual fall meeting and shall hold office for a period of one year or until their successors are elected and qualified.

SECTION 3. DUTIES OF PRESIDENT:

The President shall, during any period when the Board of Directors is not in session, have general charge and supervision of the affairs and property of the corporation, subject however, to such rules and regulations as may from time to time be made by the Board of Directors. The

President shall from time to time, and as often as may be directed by the Board of Directors, submit reports to the Board of Directors regarding the corporation's affairs, and shall make such recommendations as he or she may think proper. The President has the power to appoint committees, except a nominating committee.

SECTION 4. DUTIES OF THE VICE PRESIDENT:

In the event the President is temporarily unable to act, the Vice President shall, during such period, perform the duties required of the President. In the event the office of the President shall become vacant because of the death, resignation or removal, the Vice President shall perform all the duties of the President until the annual election. In the event that both the office of the President and Vice President shall become vacant for any reason, then the Directors shall elect one of their members from the remaining Board of Directors to fill the remaining term of the President.

SECTION 5. DUTIES OF THE SECRETARY/TREASURER:

The Secretary/Treasurer shall keep the minutes of all Membership and Board of Directors meetings, keep all corporate records, send notices as required herein, and perform such other acts or obligations imposed by law and as requested by the Board of Directors, the President, or the Vice-President. The duties of the Treasurer shall be to report on matters of fiscal policy of the corporation and perform such obligations as imposed by law or as requested by the Board of Directors, the President, or the Vice President.

SECTION 6. POSITION OF THE EXECUTIVE DIRECTOR:

The President, with the approval of the Board of Directors, shall employ or contract the services of an Executive Director. This person's function shall be to put into effect the decisions of the Board of Directors, and otherwise to advise, promote and carry out the objectives and purposes of the Association, as directed by the Board of Directors. His or her term of employment and compensation shall be decided by the Board of Directors, but in no event can the Board of Directors commit itself to a contract exceeding three years.

Article VII Execution of Contracts, Vouchers and Negotiable Instruments

SECTION 1. EXECUTION OF CONTRACTS:

No committees shall have the authority to bind this association for the payment of money or the performance of any contract. Such authority is reserved for the Executive Committee, and will be delegated to the Executive Director if retained by the board of directors.

SECTION 2. SIGNATURE ON CHECKS, ETC:

All checks, drafts, promissory notes and other negotiable instruments made, accepted or endorsed by the cooperation and all bonds, stocks and other securities owned or held by the cooperation for transfer or delivery for sale or otherwise, shall as to their execution, endorsement or both, be signed as directed by the Board of Directors from time to time.

Article IX Membership Dues and Assessments

SECTION 1. ANNUAL DUES:

The annual dues shall be the sum fixed at any annual meeting of the Board of Directors. Dues shall be payable annually in advance, for the fiscal year of the corporation.

SECTION 2. ADDITIONAL ASSESSMENTS:

Where necessary, by vote of a majority of the members present at any annual spring membership meeting, or any special meeting of the members called for that purpose, for the payment of any existing deficit, or for any other

necessary purpose, there may be levied an assessment in addition to annual dues, to be paid by each member (or by certain classes of members); provided, however, that such assessment may not be levied more than once in any fiscal year and shall not exceed an amount equal to the annual dues fixed for such year.

SECTION 3. EMERGENCIES:

In the event of an emergency, the Board of Directors upon unanimous vote, by signed order therefore, may levy an assessment to be paid by each member (or class of member) for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgment or decree rendered against the corporation, provided, however, that no more than an amount equal to the annual dues shall be levied as such assessment during any calendar year. The vote of the Board of Directors on the question of levying an assessment hereunder may be taken by mailed ballots, or in such other manner as the Board of Directors may deem expedient.

SECTION 4. EXTENSION OF TIME FOR PAYMENT:

The Board of Directors may, at its discretion, for good cause shown, temporarily excuse or extend the time for payment of annual dues or assessments.

Article X Conduct of Members of Loss of Membership

SECTION 1. NONPAYMENT OF DUES OR ASSESSMENTS:

All members whose dues are not paid in advance of the fiscal year, or as required herein, and shall remain in arrears more than ninety (90) days following the due date therefore, may have his or her membership revoked, without the necessity of further notice being given.

SECTION 2. PROHIBITED CONDUCT:

Any improper conduct, including but not limited to the following corporation:

- a) Violation (s) of this corporation's or the IDGCSA Code of Ethics.
- b) Use of the corporation's name or its affiliation for the purpose of promoting schemes, ideas or objects, the effects of which could result in private gain.

Conduct that is prohibited shall be cause for disciplinary action or expulsion from the membership in accordance with the procedure set forth in Section 3 of this Article.

SECTION 3. POWER OF BOARD OF DIRECTORS TO DISCIPLINE OR EXPEL MEMBERS:

A member may be disciplined or expelled by the Board of Directors upon a showing of just cause thereof. The Board of Directors shall have the power to establish standing rules for the conduct or proceedings under this Section.

SECTION 4. REAPPLICATION FOR MEMBERSHIP:

An expelled member may reapply for membership no earlier than one (1) year after the date of revocation. However, if revocation was for nonpayment of dues or assessments, the member may apply in less than one year if his or her new application is accompanied by remittance of such dues and assessments as were due at time of revocation, plus a penalty to be determined by the Board of Directors.

Article XI Seal

SECTION 1. FORM:

The corporate seal of the corporation shall consist of two concentric circles between which is inscribed "CORPORATE SEAL" and such seal as impressed on the margin hereof is hereby adopted as the corporate seal of the corporation.

Article XII Amendments

SECTION 1. IN GENERAL:

The power to amend, repeal, alter, or rescind these By-Laws or any section or subdivision thereof shall be by majority vote of the voting members present.

Article XIII Waiver

SECTION 1. WAIVERS OF NOTICE:

Notice of the place or purpose of any meeting of membership may be waived by the written consent of a member entitled to notice, such waiver to be filed with the secretary at or before the time of the meeting.

Article XIV Books

SECTION 1. IN GENERAL:

The books, records, and accounts of the corporation shall be open to inspection by any member of the Board of Directors at any and all reasonable times.

Article XV Fiscal Year

SECTION 1. GENERALLY:

Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be the year commencing January 1st and ending December 31st.

Article XVI Book of By-Laws

SECTION 1. GENERALLY:

These By-Laws shall be recorded or kept in a book or file of the corporation to be known as the Book of By-Laws and no by-laws or amendment thereto, or repeal thereof, shall take effect until so recorded or placed, and the said book shall be in the possession of the secretary, assistant secretary, or the designee, of the corporation and kept at the registered place of business of the corporation at its registered office where the same may be subject to inspection during business hours.