

BYLAWS OF EXECUTIVE WOMEN'S GOLF ASSOCIATION OF MIAMI, INC.
(LEGAL NAME OF CHAPTER CORPORATE ENTITY)

Article I. General

Section 1.01 **Name.** The name of the Corporation is EXECUTIVE WOMEN'S GOLF ASSOCIATION, INC., a nonprofit corporation incorporated under the laws of the State of Florida ("**Chapter**"). The Chapter functions as a regional chapter of the Executive Women's Golf Association, Inc. d/b/a LPGA Amateur Golf Association (the "**Association**") which owns and operates the LPGA Amateur Golf Association program (the "**Program**"). The Chapter is established and maintained in accordance with a Chapter Affiliation Agreement with the Association, these Bylaws, Member Terms & Conditions, and other documents, each as approved by the Association ("**Association Affiliation Documents**").

Section 1.02 **Territory and Location.** The Chapter will operate and serve members within a specified territory approved by the Association (the "**Territory**"), and its principal office will be located in such place as determined by the Chapter's Board of Directors (the "**Board**"). The Territory shall be non-exclusive and the Association may, in its sole discretion, designate other Chapters, sponsor or conduct other programs, accept members, and perform other activities within the Territory.

Section 1.03 **Purpose.** The purpose of the Chapter is as stated in its Articles of Incorporation (the "**Articles**"). The Chapter will support the objectives and purposes of the Program. The Chapter shall not alter its purposes to conduct activities other than as associated with its functions as an affiliated Chapter of the Program. Should the Chapter disaffiliate with the Program, the Board shall, as reasonably practicable thereafter, dissolve and wind up the affairs of the Chapter as set forth in Article XII of these Bylaws.

Section 1.04 **Program Membership.** Criteria for individual membership and classes of membership in the Program shall be as set forth in the Association Affiliation Documents.

Section 1.05 **Program Member Affiliation with a Chapter or Chapters.** Members of the Program, in Program membership classes eligible to do so, may affiliate with a Chapter or Chapters in the appropriate corresponding Program membership category and, pursuant to their affiliation with a Chapter, become members (individually, a "**Member**" and collectively, "**Members**") of the Chapter or Chapters' legal corporate entities with which they affiliate.

Section 1.06 **Dues:** The Association is responsible for setting all membership dues ("**Dues**"). A Chapter may not assess Dues. Dues shall be collected and disbursed as set forth in Association Affiliation Documents.

Article II. Members

Section 2.01 **Classes of Members.** The Chapter shall have one (1) class of Members.

Section 2.02 **Member Voting.** At any meeting of the Members, each Member present shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board ten (10) days before the date of the meeting.

Section 2.03 **Annual Meeting.** The Chapter may hold an Annual Meeting for such business as may be specified in advance by the Board, to be held at the place, time and date as may be fixed by the Board. Failure to hold an Annual Meeting shall not affect the authority or acts of the Chapter or the Members. Written, printed or electronic notice stating the place, date and time of the Annual Meeting shall be delivered no less than ten (10) days before the meeting.

Section 2.04 **Special Meetings.** Special Meetings shall be held whenever called by the President, any Board Member, or by written demand from the Secretary of forty percent (40%) of the Members eligible to vote. The Secretary, upon receiving written demand or resolution, shall promptly give notice of such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting, including the name or names of the Members calling the meeting and the purposes of said meeting. If the Secretary fails to provide notice within the required statutory time frame for special meetings, any Member signing such demand may give such notice. The President shall preside at the meetings of the Members, or in the absence of the President, an acting President shall be chosen from the Board Members present by the Board Members present. The Secretary of the Chapter shall act as Secretary at all meetings of the Members or, in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

Section 2.05 **Notice of Meetings.** Written notice of the place, date and time of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first-class mail with postage prepaid, personal delivery, fax, or email at least ten (10) nor more than sixty (60) days before the meeting. No notice need be sent to any Member not entitled to vote at the meeting.

Section 2.06 **Quorum.** At all meetings of Members, forty percent (40%) of the Members eligible to vote in person (including via Authorized Communications Equipment, as set forth in Section 3.15) shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of 2/3 of the vote represented at the meeting and eligible to vote shall be the act of the Members. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting originally called.

Section 2.07 **Actions Requiring Vote of Members.** The following actions are the only actions for which Members may vote. Voting may be conducted by mail, electronic, or other form of ballot, as may be dictated by the Board and permitted by law:

(i) **Board Vacancies Where Member Volunteers Replacements Exceed Number of Board Vacancies.** In the event of vacancies on the Board, for any reason, in which the number of Member volunteers desiring to be considered as replacements exceeds the number of vacant board seats, the election of replacement Members to the Board shall be as set forth in Section 3.04 of these Bylaws.

(ii) **Removal of an Officer or Director.** An officer or director may be removed by the Members, with cause, pursuant to Sections 5.08 and 3.05 hereof, respectively.

(iii) **Dissolution and Disaffiliation.** The Chapter may not dissolve or disaffiliate from the Program without the required vote of 3/4 of the Members eligible to vote, as set forth Article XII hereof.

Section 2.08 **Action Without a Meeting.** Any action by Members may be taken without a meeting by ballots with the same quorum and approval requirement as apply to meetings of the Members. Ballots shall be mailed, by regular U.S. mail or electronically, to voting Members in good standing at least ten (10) days prior to the completion of the voting period and election results shall be announced to the membership in writing. All ballots mailed to voting Members in good standing shall include the date and time by which all ballots must be returned if they are to be included in any vote ("**Ballot Deadline**"). Ballots shall be deemed delivered when deposited in the U.S. Mail addressed to the Member as their address appears on the records of the Program, with postage prepaid or when mailed electronically to the email address on the Program records, or by any other means as authorized by the Board. Any Ballots returned after the Ballot Deadline will not be counted. Ballots may be returned to the Charter by regular U.S mail or electronically and may be executed by electronic signature platforms such as Adobe Sign and Docusign).

Section 2.09 **Resignation.** Any Member may resign their affiliation with the Chapter by filing a written resignation with any Board member and with the Association. A Member that resigns from the Program shall automatically constitute resignation from the Chapter, as well as any officer or director positions held in the Chapter.

Section 2.10 **Transfer of Membership.** Membership in the Chapter is not transferable from one individual to another however, a Member may transfer membership from one Chapter to another pursuant to Affiliation Association Documents.

Section 2.11 **Suspension and Termination of Membership.** A Member shall be automatically suspended or terminated without action of the Board for failure to pay applicable Dues when due or failure to meet eligibility requirements for Program membership. A Member may be suspended or terminated by the Board for other reasons if the Member is provided with advanced written notice including the reason for the proposed suspension or termination, an opportunity to contest the proposed suspension or termination in writing or in person before the Board, and final written notice of the Board's decision. A Member's suspension or termination from the Program shall automatically constitute suspension or termination from the Chapter, as well as the suspension or termination from any officer or board positions held in the Chapter. Prior to notifying a Member of suspension or termination for reasons other than the failure to pay dues or meet eligibility requirements for Program membership, the Board must provide written notice, including the reason for the proposed suspension or termination, to the Association.

Article III. Board of Directors

Section 3.01 **General Powers.** The affairs of the Chapter shall be managed by the Board and the Board shall operate the Chapter consistent with the Program and pursuant to the Association Affiliation Documents. Directors shall perform their duties in good faith, in a manner reasonably believed to be in, or not opposed to, the best interests of the Chapter and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.02 **Composition, Qualification and Number.** There must be at least three (3) directors at all times and the directors must be in good standing with the Program and with the Chapter. The number of directors may be increased from time to time by the affirmative vote of a majority of the directors then in office upon a determination that an increase is in the best interests of the Chapter.

Section 3.03 Election and Term of Office. The initial directors shall be the persons named in the Articles or organizational meeting minutes, as the case may be. Thereafter, directors shall be appointed as set forth in Section 3.04. Each director shall be elected to two (2)-year terms and may serve a total of two (2) consecutive terms (for a total of four (4) years). A director who serves two (2) consecutive terms ((4) consecutive years) shall not be eligible to serve as a director for an additional term until the passing of a one (1)-year time out period (“**Time Out Period**”) but will be permitted to act as the Secretary or Treasurer of the Chapter during the Time Out Period (but not as President as the President must also be a director) and only if the director is not also in a Time Out Period from the Secretary or Treasurer officer capacity.

Section 3.04 Vacancies. In the event of vacancies on the Board for any reason, including resulting from an increase in the authorized number of directors, the remaining directors shall notify the Members of the vacancies and accept the names of Member volunteers who express interest in filling the vacancies (“**Interested Members**”). Should the number of Interested Members equal the number of vacancies, the directors shall appoint the Interested Members to the Board who shall serve the remainder of the term of the removed director and be eligible for re-election upon completion of the existing term. Should the number of Interested Members exceed the number of vacancies, the remaining directors shall call a special meeting of the Members to present the names of the Interested Members. A ballot of the Interested Members shall be prepared by the Board and a vote shall be put forth to the Members, *provided that* the voting method selected by the Board shall comply with the provisions of the latest section of *Robert’s Rules of Order*. Following the vote, the elected member(s) of the Board shall serve the remainder of the term(s) of the removed director(s) each of whom shall be eligible for re-election upon completion of the existing term(s). In the event that a majority or all members of the Board are vacated and either none or not enough Members volunteer to fill all of the vacancies the Association (i) may waive term limits of sitting directors to allow for additional terms, and (ii) shall be responsible for the appointment of replacements, which may include individuals from Association headquarters acting as temporary directors of the Chapter. As soon as practicably thereafter, the Association will consult and coordinate with the Chapter Members for nominations to replace temporary directors with Members of the Chapter.

Section 3.05 Removal. A director may be removed with cause by (i) a majority of the directors then in office, excluding the director being removed, or, (ii) by two-thirds (2/3) of the Members eligible to vote who call a special meeting for such purpose, upon whenever, in their judgment the best interest of the Chapter would be served. Any removal pursuant to this Section shall also apply to any officer positions held by the removed director.

Section 3.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Chapter. Unless otherwise specified in the notice, the resignation shall take affect at the time of receipt by the Board or such officer. Any removal pursuant to this Section shall also apply to any officer positions held by the resigning director. The acceptance of such resignation shall not be necessary to make it effective.

Section 3.07 Meetings

- (i) **Location of Meetings.** All meetings of the Board shall be held at the time and place the Board designates.
- (ii) **Annual Meeting.** The Board may hold an Annual Meeting of the Board for the election of directors and officers and the transaction of other business and the Annual Meeting shall be held at the time and place the Board designates. Failure to hold an Annual Meeting shall not affect the authority or acts of the Chapter or the Board.
- (iii) **Special Meetings.** Special Meetings of the Board may be called at any time by a majority of the Board or by the President of the Chapter.
- (iv) **Notice of Meetings.** Written notice of an Annual Meeting of the Board stating the place, if any, and the time thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than ten (10) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each director at his or her address according to the current records of the Chapter or the address furnished for electronic transmissions, unless notice is waived.
- (v) **Special Meetings.** Written notice of each special meeting of the Board stating the place, if any, date, time and purpose thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than ten (10) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each director at his or her address according to the current records of the Chapter or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business as specified in such notice.

Section 3.08 Waiver. Any director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of meeting. An electronic

transmission that contains a waiver is a writing for the purposes of this Section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, shall constitute a waiver of such notice.

Section 3.09 **Quorum.** The presence of a majority of the Board shall constitute a quorum at any meeting, but the directors present at any meeting, although less than quorum, may adjourn the meeting.

Section 3.10 **Presumption of Assent.** A director who is present at a meeting of the Board at which action of any matter is taken shall be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 3.11 **Voting Rights.** Each director shall be entitled to one (1) vote on any business coming before the Board. Unless otherwise provided in these Bylaws, a majority vote of the directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 3.12 **Proxy.** A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board.

Section 3.13 **Adjourned Meetings.** When a meeting of the Board is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.14 **Action Without a Meeting.** Any action which may be authorized or taken at a meeting of the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic (fax, email, Adobe sign or other electronic signature platforms). The executed written action of the Board shall be filed with the corporate records of the Chapter.

Section 3.15 **Attendance Through Authorized Communications Equipment.** Unless otherwise provided in these Bylaws, any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each person can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 3.16 **Compensation.** The Chapter shall not pay compensation to directors for services rendered to the Chapter as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Chapter.

Article IV. Committees

The Board may establish various committees to carry on the affairs of the Chapter. The creation of a committee shall be approved by a majority of the directors voting where a quorum is present. The composition and authority of each committee and manner of election of its members shall be determined by the Board. The rules in these Bylaws governing the Board also apply to committees of the Board except that no committee shall have any authority to fill vacancies on the Board or in any committee or to amend or repeal or adopt new Bylaws.

Article V. Officers

Section 5.01 **Officers.** Officers of the Chapter shall be a President, Secretary, Treasurer, and any other officers as determined by the Board from time to time. The Board shall define the roles and obligations of each officer. The President must also be a director. The offices of Secretary and Treasurer or President and Secretary may be combined and held by the same person at the discretion of the Board, however, the office of President and Treasurer shall not be held by the same person.

Section 5.02 **Composition and Appointment:** Officers must be Members in good standing with the Chapter and may, but are not required to be, directors of the Chapter. The inaugural President shall be appointed by the inaugural board of directors, and thereafter the President shall be elected by the Members. The Secretary and Treasurer shall be appointed by the President.

Section 5.03 **Terms.** Officers shall be appointed to two (2)-year terms and may serve a total of two (2) consecutive terms (for a total of four (4) consecutive years). An Officer who serves two (2) consecutive terms (4 consecutive years) shall not be eligible to serve in the same officer capacity for additional terms until the passing of a one (1)-year Time Out Period from the office held by said officer for the previous four (4) consecutive years. Notwithstanding the foregoing, the Office of President can only be held by a Member who is already a director. The Board shall have the power to alter officer terms from time to time, in its sole discretion by resolution.

Section 5.04 **President.** The President shall preside at all meetings of the Board and shall have the general powers and duties of supervision and management of the Chapter which usually pertain to the office of the President. The President shall keep the Board fully informed of the activities of the Chapter and shall perform all such other duties as are properly required. The President has the power to sign and execute alone in the name of the Chapter all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 5.05 **Secretary.** The Secretary shall keep and preserve all books and records of the Chapter, shall cause to be kept an accurate record of the proceedings of the Board and of any Chapter committees, shall supervise the keeping of the records of membership on the Board and of terms of office. The Secretary shall have such further powers and duties as may be conferred by the Board.

Section 5.06 **Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of the Chapter and shall keep full and accurate accounts of all moneys received and paid on account of the Chapter. The Treasurer shall exhibit at all reasonable times the Chapter's books of account and records to any director upon request at the office of the Chapter, shall provide all required documentation as set forth in Association Affiliation Documents, shall facilitate, confirm and report the completion of annual Chapter Minimum Standards (as set forth in Association Affiliation Documents) for the Chapter to the Association, and shall perform such other duties as usually pertain to the office or as are properly required by the Board.

Section 5.07 **Vacancies:** Upon resignation or removal of the acting President, the elected replacement shall serve the remainder of the term of the removed or resigning President and shall be eligible for re-election upon completion of the existing term. Vacancies among the officers are filled by the acting President and shall serve the remainder of the term of the removed officer and be eligible for re-election upon completion of the existing term.

Section 5.08 **Removal or Resignation.** An officer may be removed with cause by (i) a majority of the directors then in office, or (ii) by 2/3 of the Members eligible to vote who call a special meeting for such purpose, upon whenever, in their judgment, the best interests of the Chapter would be served. Any removal pursuant to this Section shall also apply to any director positions held by the removed officer. An officer may resign at any time by providing written notice to the Board.

Section 5.09 **Compensation.** Officers do not receive compensation for their services but may be reimbursed for reasonable expenses, incurred in the performance of their duties to the Chapter.

Article VI. Execution of Instruments, Accounts

Section 6.01 **Contracts** The Board may authorize any director, officer, agent or agents of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances, however, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter's credit, or to render the Chapter liable for any purpose or amount.

Section 6.02 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such directors and/or officers, agent or agents of the Chapter and in such manner as from time to time be determined by resolution of the Board. It is the right of the Board, upon a majority vote, to do a full background check of any officers or directors who have access to signing checks, drafts, etc.

Section 6.03 **Deposits.** All funds of the Chapter not otherwise employed shall be deposited in accordance with Program guidelines. Funds may also be invested in United States Government obligations, common stocks, or other financial instruments rated as excellent investment of low risk by a generally recognized investment rating company, as authorized by the Board. All account(s) must be accessible by at least two voting directors.

Section 6.04 **Fiscal Year.** The Chapter fiscal year shall be January 1 to December 31.

Article VII. Books and Records

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and the Board.

The directors shall have in their possession a record giving the names and addresses of the Members entitled to vote as set forth herein. All books and records of the Chapter may be inspected by any Member, the member's agent or attorney, or the Association, for any proper purpose at any reasonable time.

Article VIII. Conflicts of Interest

All directors, contractors and employees of the Chapter shall avoid any conflict of interest, or the appearance thereof, between the best interests of the Chapter and the direct or indirect personal interests. Accordingly, should any situation arise which presents a conflict, or the appearance of a conflict, the affected individual shall disclose the circumstances to the Board. Upon disclosure, the Board will determine appropriate steps to ensure that the conflict, or appearance of a conflict, does not influence the decision-making and best interests of the Chapter.

Should an intentional lack of disclosing a conflict of interest arise, whereas the said interest would adversely affect the Chapter, the director(s) may be removed.

Article IX. Parliamentary Rules

The Rules contained in *Roberts Rules of Order*, last available edition, shall confirm the conduct of meetings of the Chapter in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws or any policies the Association may adopt.

Article X. Amendments

Any proposal to alter, amend or repeal, any of these Bylaws or to create new bylaws, must originate from, and be approved by and adopted by the affirmative vote of a majority of directors then in office at any meeting of the directors for that purpose, and then submitted for approval to the Association.

Upon such approval from Association, the new bylaw(s) will become effective. Notwithstanding the foregoing, no amendment shall be made to these Bylaws which would cause the Chapter to cease to qualify as a 501(c)(6) corporation or to alter its purpose such that it is no longer formed for purposes of affiliating with and becoming a Chapter of the Association.

A written proposal (via regular or electronic mail or publication on the Chapter website) of said amendment or amendments must be provided to each Chapter member eligible to vote at least seven (7) days prior to said vote.

Article XI. Indemnification

The Chapter shall indemnify and hold harmless to the full extent permitted by law, any person who serves or has served as a director, officer, or employee of the Chapter, or who serves or has served at the request of the Chapter as a director, officer, or Agent of another corporation, partnership, joint venture, trust, or other entity. The Chapter also shall have the authority to purchase and maintain appropriate insurance policies for the benefit of the Chapter and its member.

Article XII. Dissolution

A Chapter may not dissolve or disaffiliate from the Program unless approved by 3/4 of the eligible voting members. If dissolution or disaffiliation is so approved, Chapter shall wind up and conclude its affairs in a manner consistent with the nonprofit Corporation Statute of its state of incorporation and the applicable provision(s) of the Internal Revenue Code.

In the event of the dissolution or disaffiliation of a Chapter, all assets remaining after the financial debts and obligations of the Chapter have been fully satisfied shall be turned over to the Association to be deposited in an account to be used by the Association in furtherance of its Purposes, as set forth and described in its Articles of Incorporation.