

Bylaws

Cactus and Pine Golf Course Superintendents Association of Arizona Bylaws

Revised - April 27, 2020

The name of this Corporation is Cactus and Pine Golf Course Superintendents Association of Arizona, a non-profit organization.

The purposes for which this Corporation is formed are:

- (a) To collect and disseminate practical knowledge of golf course management with a view of more efficient and economical management of golf courses.
- (b) To place the profession of the Golf Course superintendent on the highest possible level of public acceptance through education, cooperation and mutual assistance.
- (c) In general, to have all the powers conferred upon a corporation by the laws of the State of Arizona, which are consistent with the Certification of Incorporation and the bylaws of the Corporation.

A "Golf Course Superintendent" is one entrusted with the maintenance, operation and management of the tract of land defined as a golf course. It is his or her responsibility to supervise the construction and maintenance of a golf course (or courses); to supervise the maintenance and repair of construction and maintenance equipment; and to do related work as required.

ARTICLE I

Membership

Section 1. Application for Membership: Applicants for membership shall be approved by the Board of Directors. The Board of Directors shall be the sole judge of an applicant's qualification for membership. Effective July 1997, each applicant for Class A or Superintendent Member membership must present to the Board of Directors an application for membership or evidence of membership with the Golf Course Superintendents Association of America

Section 2. Membership Classes:

Class AA – Life Members:

To be a Life Member one must have retired as a Golf Course Superintendent and have reached the age of fifty-five (55) and 1) been a voting member for fifteen (15) years, or 2) a former Board member, or, 3) a charter member. A Life Member shall have all the rights and privileges of the Association except that of holding office. Class AA members are exempt from paying dues.

Class A – Golf Course Superintendent:

To qualify for Class A membership, an applicant shall have, at the time of application for membership, at least three (3) years' experience as a Golf Course Superintendent and be employed in such capacity. Class A members shall have all the privileges of the Association, subject to the provisions of Article V, Section 1 hereof. If a person assumes additional management responsibilities within his or her golf facility; and remains responsible for the golf course maintenance, they may retain Class A status as long as the person has been a Class A member for the previous five (5) years.

Class B Superintendent Member – Golf Course Superintendent:

To qualify for Superintendent Member membership, an applicant shall have completed, at the time of application for membership, less than three (3) years' experience as a Golf Course Superintendent and be employed in such capacity. Superintendent Members shall have all the privileges of the Association.

Class C – Assistant Golf Course Superintendent: To qualify for the Class C membership, an applicant shall be, at the time of application for membership, an assistant to a Golf Course Superintendent, and shall be presently employed in such capacity. Class C members shall have all the privileges of the Association, except voting and holding office.

Class GE – General Employee:

Employment by a Golf Course Superintendent shall also qualify individuals for Class GE Membership. Class GE members shall have all the privileges of the Association, except voting and holding office.

Affiliate: To qualify for Affiliate Membership, an applicant must be owner, member, or employee of a business firm or governmental body interested in golf course management and/or in the growing or production of fine turfgrass, whether individually, or through employment by, or other affiliation with, a company, proprietorship or association who does not qualify for membership in another class. Affiliate Members shall have all the privileges of the Association, except those of voting and holding office. Each individual must apply and pay dues as set by the Board of Directors.

Honorary: To qualify for Honorary Membership, the individual must be recognized -by the Board of Directors for contributing, in an outstanding manner, this Association or profession or related field. 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.

Student: To qualify for Student Membership, an applicant must be a full-time turfgrass student enrolled in a formal course of education or have completed his or her formal education less than one (1) year prior to the date of application for membership. Student Members shall have such

privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Retired: Any Class A, Superintendent Member, Class C, or Affiliate Members reaching age fifty-five (55), who is retired and no longer seeking employment within the scope of activities on any membership class of this Association, may apply to the Board of Directors in writing for Retired Membership, the annual dues for which shall be one-half the amount paid by Class A Members. A Retired Member shall have all of the privileges of this Association offered the member in his or her immediate previous classification, with the exception of holding office.

Inactive: An Inactive Member is a member who, by reason of unemployment, illness, or other adverse circumstances, has been placed in this class upon his or her application. The Board of Directors shall have the authority to act on such application and to place a member on inactive status subject to terms and conditions as the Board of Directors may specify by Standing Rules; provided, however, that an Inactive Members shall not vote or hold office.

Associate: To qualify for Associate Membership, an applicant must be an individual interested in golf course management and/or in the growing or production of fine turfgrass. Associate Members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

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 (GCSAA) and must maintain that membership thereafter.

SECTION 3.

Reclassification of Members: All reclassifications of members shall be made by the Board of Directors, in accordance with Standing Rules adopted by the membership at any annual meeting or any special meeting called for that purpose.

(a) **Voluntary Reclassifications:** Any individual member may request a change in his or her membership classification to accord with a change in his or her qualifications for membership as set forth in Section 2 of this Article.

(b) **Mandatory Reclassifications:** All members, upon renewal of their annual membership, must clearly state their current employment status. A statement requesting employment will be issued with each dues request. The Board of Directors shall, upon receipt of this statement, determine the appropriate class of membership for each individual's membership classification to properly reflect stated qualifications under Article I.

ARTICLE II

Dues and Supplemental Assessments

SECTION 1. Annual Dues: the annual

Dues shall be the sum fixed at any annual or regular meeting of the Association as approved by the Board of Directors -. Dues shall be payable annually. -

SECTION 2. Assessments: Where necessary, in the opinion of a majority of members present or represented an any annual or special meeting of the Association called for that purpose, for the payment of any existing deficit, there may be levied an assessment in addition to annual dues, to be paid by each Association member, 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.

In the event of grave emergency, the Board of Directors upon unanimous vote, by signed order, may levy an assessment to be paid by each Association member, for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgement or decree rendered against the Association, provided, however, that no more than an amount equal to the annual dues shall be levied as such assessments during any year. The vote of the Board of Directors on the question of levying an assessment may be taken by mailed ballot prepared by the Secretary. Exempt from all Assessments will be the AA Life, Honorary, Student, and Inactive Members.

SECTION 3. Extension of time for Payment. The Board of Directors may, at its discretion, for good cause, temporarily excuse or extend time of payment of annual dues or assessments for any member.

ARTICLE III

Conduct of Members; Loss of and Re-application for Membership.

SECTION 1. Non-Payment of Dues or Assessments; All members whose dues are not paid in advance of the membership renewal due date - may have services and benefits suspended. All members, whose dues shall remain unpaid more than thirty-30 days past the - due date of any assessment, shall be dropped from the membership roll of this Association without further notice.

SECTION 2. Prohibited Conduct: The following conduct is prohibited for members of the Cactus and Pine Golf Course Superintendents Association.

- a) Violation of the Cactus and Pine GCSA Code of Ethics.
- b) Use of the Cactus and Pine GCSA affiliation for the purpose of promoting schemes, ideas or objects for the purpose of private or collective gain.
- c) Conduct unbecoming a member or inimical to the Association.

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. Procedure for Disciplining or Expelling a Member: A member may be disciplined or expelled by a two-thirds (2/3) vote of the Board of Directors after compliance with the due process procedures, specifically notice and hearing, and upon a showing of just cause. The Board of Directors shall establish by Standing Rules the procedures to be followed to insure protection of such member's due process rights.

SECTION 4. Reapplication for Membership: an expelled member may reapply for membership no earlier than one (1) year after date of such expulsion, in accordance with the provisions of Article 1. However, if expulsion 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 that were due at time of expulsion.

ARTICLE IV

Voting

SECTION 1. All voting matters will be done by attendance at annual, regular or special meetings.

SECTION 2. The Board of Directors shall have the power to establish Standing Rules governing voting procedure at all association meetings.

SECTION 3. With the exception of the election of officers, all voting matters will require a majority vote by a quorum.

SECTION 4. Proxies: Voting members may exercise their vote through the use of a proxy. A proxy may be exercised only by the person named in such proxy, who must be a voting member in good standing of the association. Proxies may be exercised on votes on amendments to the Articles of Incorporation, the Bylaws, Elections of Officers and Directors only.

ARTICLE V

Officers and Board of Directors

SECTION 1. Qualification and Terms of Office: Only Class A and B members who are actively employed as Golf Course Superintendents are eligible for election as officers or directors of this association. Officers or Directors ceasing active employment as a Golf Course Superintendent may serve for up to six (6) months after cessation of employment, or until the next election of officers and directors, whichever comes first. A President and Directors shall be elected by the members at each annual meeting.

The President shall be a Class A or Superintendent Member of good standing and shall hold office for a period of - two years, or until a successor is elected, and shall perform the duties

hereinafter prescribed for this office. The Board of Directors shall consist of the President, immediate past President, and nine (9) elected Directors. At least six (6) of the Directors, which may include the President and immediate Past President, shall be Class A or Superintendent Members of the GCSAA.

Three (3) Directors will be elected at each annual meeting for a term of three (3) years. One (1) Director will then be elected by the Board of Directors themselves to serve as (1) Vice President; (2) Secretary; (3) Treasurer. -All officers and voting members of the Board of Directors shall be Class A or Superintendent members of GCSAA. As part of the succession plan and to learn how the association works, a Board Member must serve on the Board of Directors for a minimum of one year to be considered or nominated to run for an officer's position.

The newly elected President and Directors shall take office as the last act of business just prior to the adjournment of the annual meeting.

The new Board of Directors will meet within 30 days or as soon as possible - after the annual meeting to elect the Vice President, Secretary, and Treasurer.

Each member will be entitled to vote. A quorum shall be a majority of the Board of Directors.

SECTION 2. Vacancies: Vacancies occurring on the Board of Directors of the Association may be filled at the discretion of the President with the approval of the Board of Directors, or at the next election at which a new director will be elected for the unexpired term.

Vacancies for Vice President, Secretary, and Treasurer will be filled by election of the Board of Directors.

SECTION 3. Duties and Powers of the Board of Directors.

- a) The Board of Directors shall have general charge and management of the affairs of the Association and shall establish all Standing Rules for the Conduct of the Association,
- b) The Board of Directors shall, at each annual meeting, make a full report of its activities during the preceding fiscal year and - present a -Financial report to the membership at the annual meeting.
- c) The control and management of the association and its affairs and its property shall be entrusted to the Board of Directors, consisting of its officers and at large Directors. All officers and a majority of the entire board of directors shall be GCSAA Class A or B members actively employed as golf course superintendents

SECTION 4. Duties of the 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 Association, subject however, to such rules and regulations as may be made by the Board of Directors. This individual shall

preside at all meetings of the Association and Board of Directors and shall be an ex-officio member of all committees. This officer shall, from time to time, and as often as may be directed, submit reports to the Board of Directors and give such information touching affairs of the Association as may be required, and make such recommendation as he or she may think proper. The President shall appoint all committees except the Nominating Committee. All appointments shall be subject to the approval of the Board of Directors except where action is required of such committee or committees prior to any such meeting of the Board of Directors, such approval of appointment shall not be required.

SECTION 5. Duties of the Vice President: One duly elected Director shall be elected as Vice President by the Board of Directors. In case of the absence or inability of the President, the Vice-President shall, during the period of such absence or inability, perform the duties required of the President. In the event the office of President shall become vacant, the Vice President shall perform all duties of the President until the annual election. In the event that both the office of the President and Vice President shall become vacant or both officers are incapacitated, then the Board of Directors shall elect one of their members to fill the vacancy of the office of President.

SECTION 6. Duties of the Secretary.

One duly elected Director shall be elected as Secretary by the Board of Directors. The secretary shall be an officer of this Association and be present at all meetings of the members of the Association and the Board of Directors, and shall be responsible for, and keep record of, or cause to be kept, all the transaction at the meeting in a book, belonging to the Association kept for such purposes. This officer shall ascertain that proper notice, as stated in the Bylaws, has been given for all meetings of the members of the Association and the Board of Directors, shall be custodian of the Corporate records and of the corporate seal, and shall perform all the other duties usually performed by the Secretary of a like Corporation and such other and additional duties as may be required by the Board of Directors.

SECTION 7. Position of Treasurer:

One duly elected Director shall be elected by the Board of Directors to act as Treasurer. This officer shall be responsible for all monies, bills, notes, bonds and similar property belonging to the Association and the safekeeping of the same in the name of the Association. This individual shall oversee the deposit of all monies to the credit of the Association in such depositories as shall be designated by the Board of Directors, shall oversee the payment of bills subject to such rules as may be prescribed by the Board of Directors and shall keep such financial accounts and records as may be required by the Board of Directors, as well as make an annual report and such other reports as may be required by the Board of Directors. -

Section 8. Two Class Affiliate members will be responsible for representing the Affiliate membership as Liaison's to the Board of Directors. The two Affiliate Liaison representatives will serve two-year terms, alternating expiration dates. The Class Affiliate One and Two members will elect their representatives at the Annual Meeting by a majority of the Affiliate members present

ARTICLE VI

Committees

SECTION 1. Nominating Committee: The immediate Past President shall annually chair the Nominating Committee. He shall submit names of three (3) voting members of this Association as his committee sixty (60) days prior to the annual meeting. The Nominating Committee shall present a nominee for President and two or more nominees for each Director's position to be filled at the succeeding annual membership meeting. The Nominating Committee shall not nominate any one member for more than one office or Director's position. A copy of such list, properly certified by the Secretary, shall be mailed to all voting members.

SECTION 2. Election Committee. The President shall annually appoint an Election Committee consisting of three (3) voting members of this Association who shall conduct the election activities of the Association at the annual meeting under the direction of its chairperson. In addition to the slate of candidates recommended by the Nominating Committee, nominations will be open from the floor. When nominations have been closed, the election shall proceed in orderly fashion by ballot for all elected positions. However, if there is but one candidate for office, that election may be held by voice vote. Directors are elected by plurality vote.

SECTION 3. Other Committees.

Other standing committees shall consist of:

1. Education
2. Membership-Bylaws
3. Finance
4. Organization/Administration
5. Scholarship and Research
6. Government Relations
7. Public Relations/Publications

The functions and responsibilities of these committees will be determined by the Board of Director's establishment of Standard Operating Procedures. These Committees will be chaired by a member of the Board of Directors appointed by the President. Nothing herein contained shall be construed to prohibit the appointment of other committees by the President for the advancement of the Association.

SECTION 4. Limitations of Powers of Committees: No committee shall have authority to bind this Association for the payment of money or the performance of any contract, such authority

hereby being reserved expressly for the Board of Directors, or the duly authorized and elected Officers of the Association, as may be delegated by the Board of Directors.

ARTICLE VII

Meetings.

SECTION 1. Board of Directors:

a) Regular Meetings: The Board of Directors shall meet as often as necessary to carry out their responsibilities as Board members. The intervals of these meetings may vary based on scheduling and the needs of the Association. - Meeting times and places will be determined by the President with approval of the Board of Directors.

b) (b) Special Meetings: Special meetings of the Board of Directors may be called by a person upon the request in writing of a majority of members of the Board of Directors, provided the request specifies the object for which it is desired to hold such meeting, provided that if the President, having been so requested, shall refuse or fail to do so, then such special meeting may be called by any four (4) of the Directors. At least ten (10) days written or printed notice of the time and place of special meetings shall be given to members of the Board of Directors.

Board of Directors Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

SECTION 2. Members:

a) Annual Meetings: The annual meeting of the members of this Association shall be held as nearest the third Thursday of April as possible, the location and time to be designated by the Board of Directors. However, the Board of Directors has the authority of change the date and time of the Annual Meeting to meet the needs of the Association. Any valid business maybe transacted at an annual meeting.

b) Regular Meetings: - - The Associations' regular meetings shall be held at dates and times approved by the Board of Directors in coordination with the Executive Director. The Annual Meeting schedule is developed in advance and is based on input from Members, the Board of Directors and the Industry at large. Since the Association typically has 15-20 meetings per year, the President, with approval of the Board, may add or eliminate a meeting based on the needs and demands of the Association and the Golf industry in Arizona. Such an addition or deletion of meetings must be communicated to the Membership and the industry as soon as possible utilizing all normal communication tools such as verbal notice, emails, texts, phone calls, etc.

Time and place of meeting will be determined by the Board of Directors

c) Special Meetings: Special meetings of the members may be called by the President upon the request of a majority of the Board of Directors or upon the request of twenty-five percent (25%) of the voting members. At a special meeting, the only business which may be transacted is that pertaining to the purpose for which the meeting was called.

d) Notice: Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed by the Secretary to each member at least thirty (30) days before the date of the meeting.

e) Meeting of Members Quorum: At any meeting of the members, twenty-five percent (25%) of voting members physically present shall constitute a quorum.

ARTICLE VIII

Corporate Records, Reports and Inspections.

SECTION 1. Records: The Association shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its place of business in the State of Arizona as designated by the Board of Directors.

SECTION 2. Inspection of Records:

All books and records of the Association shall at all times be open to inspection by any voting member of the Association upon request.

SECTION 3. Certification and Inspection of Bylaws: The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and the Board of Directors of this Association.

SECTION 4. Checks, Drafts, etc.: All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time as directed by the Board of Directors.

SECTION 5. Contracts, etc. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no office, agent or employee shall have any power of authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

SECTION 6. Annual Report: The Board of Directors shall cause to be prepared, not later than one hundred twenty (120) days after the close of the calendar year, a balance sheet as of the closing date of such year, together with a statement of receipts and disbursement for such year. These financial statements shall be certified by the President, Secretary, Treasurer, or a public accountant.

ARTICLE IX

Corporate Seal

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word Arizona. The Secretary of the corporation shall procure and maintain this seal for his or her use.

ARTICLE X

Parliamentary Authority

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws, and any special rule of order the Association may adopt.

ARTICLE XI

Amendments.

SECTION 1. Procure:

a) These bylaws may be amended at any Annual Meeting of the members provided that all amendments shall be presented in writing to the Bylaws Committee at least ninety (90) days in advance of the annual meeting and that the committee shall submit to the members all such proposed amendments in writing at least thirty (30) days in advance of such annual meeting.

OR

b) These Bylaws may be amended at a special meeting of the members, provided the proposed amendments be written and signed by not less than twenty-five percent (25%) of the voting members, and the sixty (60) days' notice of the amendment proposed be mailed to each member at his or her last known place of address as registered in the books of the corporation prior to the special meeting.

SECTION 2. Vote Required Approval of amendments will require a majority vote of a quorum as provided in Article IV.

ARTICLE XII

Indemnification

The Cactus and Pine Golf Course Superintendents Association shall indemnify any and all persons who may serve or have served at any time as Officers or Directors, and their respective heirs, paid administrators, successors and assigns, against any and all expenses, including amounts paid upon judgements, counsel fees and amounts paid in settlement (before or after suit

is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being, or having been, an officer or Director of this association, except in relation to matters as to which any such Officer or Directors, or former Officer or Director, shall be adjudged in any action, suit or proceeding to be liable for those acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled including such immunities under any law, bylaw agreement, or otherwise.

ARTICLE XIII

Dissolution

In the event of the dissolution of the Association, after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with the internal revenue code concerning its exempt status or in accordance with state law. The decision of distribution shall be made by the Board of Directors.

ARTICLE XIV

This is to certify that I am the duly elected and qualified Secretary of the Cactus and Pine Golf Course Superintendents Association and that the foregoing constitutes the bylaws of this corporation as revised and amended to date.

IN WITNESS THEREOF, I have hereunto set my hand this --27th day of -April -2020 (New Secretary or one of the other officers of the association ???)

Secretary