

*Kansas Golf Course Superintendents Association*

**BY-LAWS**

*(Revised December, 2016)*

**Article I - NAME AND LOCATION**

Section 1: Name

The name of the Association shall be Kansas Golf Course Superintendents Association with its principal office at 2811 Illinois Lane, City of Manhattan, County of Riley, State of Kansas. The Association may have such other offices as may from time to time be designated by its members or Executive Committee.

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Section 2: Purpose

The KGCSA is dedicated to serving its members by providing them with educational opportunities, professional development, networking opportunities, advancing their profession and enhancing the enjoyment, growth, and vitality of the game of golf.

Section 3: 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 course and related equipment.

**Article II - 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 qualifications for membership. The Board of Directors of the Association shall adopt Standing Rules for membership, and shall have the authority to establish qualifications, privileges and dues for all classes of membership.

Section 2: Class of Membership.

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.

Class B - Golf Course Superintendent: To qualify for this classification an applicant shall be a golf course superintendent who has, at the time of application for membership, less than three (3) years' experience as a golf course superintendent, and shall be presently employed in such capacity. Class B Members shall have all the privileges of the Association, except that of holding office.

Class C - Assistant Golf Course Superintendent: To qualify for 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 those of voting and holding office.

Affiliate: To qualify for Affiliate Membership, an applicant must be a business firm or governmental body interested in golf course management and/or in the growing or production of fine turfgrass, either individually or through production of fine turfgrass, either individually or through employment by, or other affiliation with, a company, proprietorship or association who does not qualify for membership in another class.

Honorary: To qualify for Honorary Membership, the individual must be recognized annually by the Board of Directors for contributing in an outstanding manner to 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.

Inactive: An Inactive Member is an individual 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.

#### Section 3: Dual Membership Requirement.

Effective July 1, 1997, each applicant for Class A or Class B must also present an application for membership or evidence of membership with the Golf Course Superintendent Association of America and shall maintain such membership thereafter. Those who were members before the July 1, 1997 date are still grandfathered in and are not bound to the dual membership requirement.

#### Section 4: Annual Dues.

Annual dues required for membership in the Association shall be determined by the vote of the active members on recommendation of the Board of Directors. Dues may be varied from year to year, but shall be determined by the classification of the members.

#### Section 5: Reclassification of Members.

All reclassifications of members shall be made by the Board of Directors, in accordance with Standing Rules adopted by it from time to time, or pursuant to directives adopted by the membership at any annual meeting or any special meeting called for that purpose.

- (a) Mandatory Reclassification: All members, upon renewal of their annual membership, must clearly state their current employment status. This statement of employment status shall be based upon the Association's officially accepted job titles and golf course organization chart, or other commonly accepted listings of job titles. The Board of Directors shall, upon receipt of this statement, determine the appropriate class of membership for each individual and shall be empowered to alter the individual's membership classification to properly reflect state qualifications.

### **Article III - CONDUCT OF MEMBERS**

#### Section 1: Nonpayment of Dues or Assessments.

All members whose dues are not paid in advance of the fiscal year may have services and benefits suspended. All members whose dues shall remain unpaid after March 1, or after 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 Association:

- (a) Violations of the Association Code of Ethics.
- (b) Use of the Association affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.
- (c) Conduct unbecoming a member or inimical to the Association.
- (d) Submitting false information on an application for membership or on a dues statement.

Conduct that is prohibited shall be cause for disciplinary action or exclusion 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 (two-thirds or three-quarters) vote of the Board of Directors. Any member or applicant who is subject to disciplinary action who has been rejected for membership shall have the right to notice and an opportunity to be heard concerning such rejection for membership. Upon written request from the aggrieved party the Board of Directors shall provide within thirty (30) days a written explanation of their action and give notice of a hearing which hearing gives aggrieved party an opportunity to be heard with respect to the action taken. Notice is to be in writing delivered by certified mail. No hearing shall be held unless the aggrieved party gives notice of his appeal to the Board of Directors action within thirty (30) days of receipt of the written explanation of the Board's action taken. (Some states require such due process rights).

## Article IV - VOTING

### Section 1: Voting Procedures.

Board of Directors shall have the power to establish standing rules governing voting procedures at Association meetings.

### Section 2: Proxies.

Voting members may exercise their vote through the use of a proxy. 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 articles of incorporation, the bylaws, elections of officers and directors, and any other such matters as the Board of Directors shall designate.

### Section 3: Elections.

Officers and Board of Directors' Members whose such offices expire shall be elected annually at a time and place of the regular annual meeting who receive a majority of the votes so cast shall be elected.

## Article V - OFFICERS AND BOARD OF DIRECTORS

### Section 1: Officers

The control and management of the Association and its affairs and property shall be managed by a 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 Class B members actively employed as golf course superintendents. It shall be their duty to carry out the objectives and purposes of the Association, and to this end they may exercise all powers of the Association.

### Section 2: Qualifications.

Only members of the Association actively employed as Golf Course Superintendents shall be eligible for election as officers. Associates, affiliates or other commercial liaison may be appointed to the Board of Directors but may not hold any office in the Association and may not vote on matters involving the operation of the Chapter.

### Section 3: Duties of Officers

- (a) Board of Directors shall have the general charge and management of the affairs of the Association and/or a quorum necessary for the transaction of business shall not be less than a majority of said Board of Directors excluding such board members who are not voting members of the Association.
- (b) Board of Directors shall, at the annual meeting, make a full report of its actions during the proceeding fiscal year and shall further cause to be made an audit of the treasurer's books pursuant to reconciliation thereof to the membership at such annual meeting. Copies of such reports shall be available to all active members at said annual meeting and a copy thereof of the annual report describing the actions of the Association during the preceding year and a summary of the annual chapter financial statement shall also be provided to GCSAA.
- (c) To adopt rules and regulations governing the conduct of the Association management.
- (d) To chair and serve on committees as assigned by the President.
- (e) To carry out other duties as commonly vested in members of the Board of Directors of an Association.

### Section 4: Officers.

There shall be an annual election where the following named officers who shall serve on the Board of Directors: President, Vice-President and Secretary/Treasurer, who shall hold the office for such period as designated by the Board of Directors. Only such active members of the Association are eligible to serve as officers of the Association.

### Section 5: Duties of the President.

- (a) Preside over all Board of Directors and annual meetings.
- (b) To appoint all committees.
- (c) To hire, fire, and set wages for employees, Board approval.

- (d) To see that records and books of the Association are properly kept.
- (e) To serve as ex-officio member of all committees.
- (f) To carry out the business of the Association with approval of the Board of Directors.
- (g) To have signatory authority on all affairs of the Association.
- (h) To carry out all other duties commonly vested in the office of President of the Association.

Section 6: Duties of the Vice-President.

- (a) To carry out all the duties of the President in his absence. In doing so, he shall have all the authority and power of the office of the President.
- (b) To have the signatory authority in all affairs of the Association.
- (c) To carry out the duties commonly vested in the office of Vice-President.

Section 7: Duties of the Secretary/Treasurer.

- (a) To have and care, custody of all records of the Association, and to see to it the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
- (b) To have recorded, the minutes of all Board of Director and annual meetings, and shall keep a permanent record of all meetings.
- (c) To give notice of all meetings as required by the by-laws.
- (d) To have the care, custody and responsibility for the Association's funds and securities, to make timely reports of such funds as required by the Board of Directors.
- (e) To be responsible for all legal affairs of the Association and to make and file any reports and documents as required by law.
- (f) To have signatory authority for all affairs of the Association.
- (g) To carry out all other duties commonly vested in the office of Secretary/Treasurer.

Section 8: Vacancies.

Vacancies occurring in any office or in the Board of Directors of the Association shall be filled by appointment by the President with approval of the Board of Directors for the unexpired term.

### **Article VI - COMMITTEES**

Standing and special committees may be established by the President of the Association with the consent of the Board of Directors at any time with specified authority and responsibilities as directed by the Board of Directors. Nothing herein contained shall be construed to prohibit the appointment of other committees by the President with the approval of the Board of Directors for the advancement of the Association.

Section 1. Nominating Committee.

The Board of Directors shall annually appoint a Nominating Committee which shall consist of two (2) Past Presidents and one current member of the Board of Directors. The Nominating Committee shall, not less than thirty (30) days prior to the annual membership meeting, present a nominee for President, two or more nominees for the office of Vice President, and at least one more nominee than the number of directors to be elected. 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.

### **Article VII - MEETINGS**

Section 1. Board of Directors.

- (a) Regular meetings: The Board of Directors shall meet at least twice a year. One meeting shall be at the place of the annual meeting of the members. The other meeting shall be at the call of the President, who shall give the other members of the Board of Directors at least ten (10) days' notice of the time and place of the meeting.
- (b) Special meetings: Special meetings of the Board of Directors may be called at any time by the President, or shall be called by this 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.
- (c) Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 2: Annual meetings of the Association shall be held during the month of December each year, unless otherwise ordered by the Board of Directors for election of officers, receiving reports and the transaction of other business. Such meetings shall be open to all members. Notice of such meetings shall be issued by the Secretary and shall be sent to the membership at least 30 days for the time appointed for the meeting. In addition to the annual meeting, three (3) other meetings of the membership shall be held at a location and time so specified by the Board of Directors. To be considered a quorum, fifteen (15) number of voting members must be physically present at the annual meeting to constitute a quorum.

Section 3: All meetings of the Association shall be conducted in accordance with the latest edition of *Roberts Rules of Order*, or such parliamentary authority as designated by the President.

### **Article VIII - INDEMNIFICATION**

The 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 judgments, 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 reasons of being, or having been, an officer or director of this Association, except in relation to matters as to which any such officer or director 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 and all other rights to which those indemnified may be entitled including such immunities under any law, bylaw agreement or otherwise.

### **Article IX - DISSOLUTION**

In the event of 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 the law of the State for which the Association is to be dissolved. The decision of the distribution shall be made by the Board of Directors.

### **Article X - AMENDMENTS**

These bylaws may be amended at any meeting of the members provided the proposed amendments are written and such notice of such meeting shall be submitted to such members thirty (30) days in advance of the meeting in writing requiring a majority vote of all members present and voting.

Before any amendments to the bylaws are formally presented to the Association for consideration, the proposed amendments must be submitted to GCSAA, at the request that the proposed amendments to the bylaws be reviewed for conformity.

### **Article XI - ASSOCIATION CONTRACTS AND INSTRUMENTS**

Execution of all bills, notes, contracts, checks, drafts, deeds, deeds of trust, mortgages and other instruments pertaining to the Association shall be made in the name of the Association and shall be executed as authorized by the Board of Directors and bylaws. Except as otherwise provided in the bylaws, any agent or officers of the Association may be authorized to bind, execute or deliver any obligation which is in the name of the Association on behalf of the Association, only if the authorization is made by duly enacted resolution of the Board of Directors and entered into the minute book of the Association. Unless so authorized, no agent or officer shall have the authority to so bind or represent the Association.