

MINNESOTA SECTION
OF
THE PROFESSIONAL GOLFERS' ASSOCIATION
OF AMERICA

CONSTITUTION, BY-LAWS AND REGULATIONS

(Updated 10/11)

"Believing that the growth of the game of golf and its high standing in this country is largely due to the efforts of its early professional exponents, and because of their ideals of sportsmanship and ethical practices, The Professional Golfers' Association of America is dedicated to the perpetuation of those ideals."

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**MINNESOTA SECTION
OF THE
PROFESSIONAL GOLFERS' ASSOCIATION
OF AMERICA
CONSTITUTION**

**ARTICLE I
Name, Boundaries, Purpose**

Section 1. This organization shall be named "The Minnesota Section of The Professional Golfers' Association of America", and shall be referred to hereforth as the "Section". The Professional Golfers' Association of America shall be referred to hereforth as the "Association". The geographical location of this Section is the legal geographic boundaries of the States of Minnesota, North and South Dakota, the County of St. Croix, Wisconsin, and the area in and approximate to the City of Superior, Wisconsin. It is composed of the Minnesota Section PGA, a not-for-profit corporation, and the Minnesota PGA Corporation, a for-profit organization; both of which are organized under the laws of the State of Minnesota, with any additional corporations, trust funds or committees, which may be established within the guidelines of this Constitution.

Section 2. The purpose of the Section shall be to promote the enjoyment and involvement in the game of golf within the Section, and to contribute to its growth by providing services to golf professionals and the golf industry within the Section.

The Section will accomplish this purpose by enhancing the skills of its professionals and the opportunities for amateurs, employers, manufacturers, employees, and the general public within the Section.

In so doing, the Section will elevate the standards of the professional golfer's vocation, enhance the economic well-being of the individual member, stimulate interest in the game of golf, and promote the overall vitality of the game within the Section.

Section 3. The scope of this Constitution is intended to encompass, but not exceed, that area of jurisdiction granted the Section by the Association, and shall not conflict with either the Constitution, By-Laws or Regulations of the Association.

Section 4. The principal office for the transaction of the business of the Section shall be located at Bunker Hills Golf Club, 12800 Bunker Prairie Road, Coon Rapids, Minnesota, 55448.

ARTICLE II

Membership

Section 1. Members of the Section must also be a member of the Association, and conform to all membership requirements set forth by the Association.

ARTICLE III

Organization

Section 1a. The Section Executive Committee may exercise the power to create and charter Chapters within the Section boundaries. Such Chapters shall be subordinate to the Section and may conduct business in accordance with the Constitution, By-Laws and Regulations of the Section, which shall not be inconsistent or at variance with the Constitution, By-Laws and Regulations of the Association.

Section 2a. The Section shall manage its financial affairs in a fiscally-sound manner and shall be responsible for its financial obligations and those of its Chapters.

Section 2b. The fiscal year of the Section shall be from January 1 to December 31.

Section 3a. The Officers of the Section shall include: President; Vice-President; and Secretary.

Section 3b. The Chief Executive Officer shall be the Section Executive Director who shall be selected by the Executive Committee.

Section 3c. Between meetings of the Executive Committee, the President, Vice-President and Secretary shall constitute an Officers' Committee, which shall be authorized to act for the Section in accordance with the By-Laws, Regulations and Policies adopted by the Executive Committee.

Section 4a. The Executive Committee shall be composed of the three officers, the honorary president, four at large directors, four district directors, and the Association District 8 Director (if member of the Section).

Section 4b. The Executive Committee shall conduct its business and shall be responsible for the management of the Section in accordance with the Articles of Incorporation, Constitution, Bylaws, and Regulations. Between Annual Meetings the Executive Committee shall have full authority in all matters, including the power to interpret the Constitution and Bylaws and to give direction in cases not provided for therein. In matters involving emergencies and the good of the Section, the Executive Committee shall have complete and final authority.

Section 4c. The Executive Committee shall conduct its business in accordance with the Bylaws.

Section 5. The Section Constitution may be amended by the following procedure:

1. Resolutions to alter, amend or repeal the Constitution must be presented in writing to the Secretary of the Section 30 days prior to an Annual Meeting. The Secretary shall submit the proposed resolutions to the membership no later than 10 days prior to an Annual Meeting.
2. A two-thirds affirmative vote by the membership attending the Annual Meeting is required for passage of a proposed amendment.
3. All amendments to the Constitution shall become effective when adopted or at the time specified in the Amendment Resolution.

Section 6. The Section shall indemnify every person who was or is a party or was or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was or is a Director, Officer, employee or agent of the Section, against expenses, judgments, fines and amounts paid in settlement.

Section 7. All disputes or issues regarding the interpretation of this Constitution shall be interpreted and resolved by the Executive Committee whose decision shall be final.

Section 8. The Section shall use its funds only to accomplish the objectives and purpose specified in the Constitution and no part of said funds shall inure or be distributed to the Members of the Section. On dissolution of the Section, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic association selected by the Executive Committee.

Section 9. Meetings shall be conducted in accordance with Roberts Rules of Order. There shall be no proxy voting at any meeting of the membership.

ARTICLE IV
Meetings

Section 1. There shall be one Annual Meeting of the membership, a Fall meeting, the date to be set by the Executive Committee. There shall also be a Spring education seminar and General Membership Meeting, the date to be set by the Executive Committee.

Section 2. Special meetings may be called by the Executive Committee or by a petition signed by fifty-one (51) percent of the membership.

Section 3. Notice of the Fall Annual Meeting shall be given, in writing, to the membership at least fourteen (14) days prior thereto. Notice for the Spring Education Seminar and General Membership Meeting shall be reasonable and timely and shall be given to the membership, in writing, prior thereto.

Section 4. A quorum for the conduct of business at an Annual or Special Meeting of the Section shall consist of 33 1/3% of the voting membership at the date of the meeting.

Section 5. New business shall be submitted to the Secretary of the Section a minimum of thirty (30) days prior to the Annual Meeting of the Section. This requirement does not pertain to the General Membership Meeting or any special meetings.

**MINNESOTA SECTION
OF THE
PROFESSIONAL GOLFERS' ASSOCIATION
OF AMERICA
BYLAWS AND REGULATIONS**

**ARTICLE I
Definitions**

Section 1. The definitions of PGA Recognized Facilities, Employment Definitions, and other definitions shall be consistent with the Association Bylaws Article I Sections 1-3.

**ARTICLE II
Code Of Ethics**

Section 1. Believing that the growth of the game of golf and its high standing in this country is largely due to the efforts of its early professional exponents and because of their ideals of sportsmanship and ethical practices, the Section is dedicated to the perpetuation of those ideals. In the fulfillment of the purpose to which it is dedicated, the Section enjoins upon its Members and Apprentices rigid observance of a Code of Ethics.

Section 2. The term "Golf Professional" must be a synonym and pledge of honor, service and fair dealing. Professional integrity, fidelity to the game of golf, and a sense of great responsibility to employers, employees, manufacturers, golfers and fellow golf professionals transcends thought of material gain in the motives of the true Golf Professional.

Section 3. Members and Apprentices shall be deemed to have violated the Code of Ethics as listed in the Association Bylaws Article II Section 3.

Section 4. Members or Apprentices who violate the Association's code of ethics, Association or Section rules or provisions in either the Association's or Section's Constitution, Bylaws or Regulations shall be subject to disciplinary action as outlined in the Association Bylaws Article II Section 4.

Section 5. Members and Apprentices accused of disciplinary violations may appeal decisions as outlined in the Association Bylaws Article II Section 5.

ARTICLE III
Apprentices

Section 1. Section Apprentice status may be granted to those persons who have been accepted as Association Apprentice registrants, have been interviewed, and been recommended for acceptance. (See Association Bylaws Article III)

ARTICLE IV
Election To Membership

Section 1. In order to be eligible for election to membership in the Association, an individual must satisfy the requirements as outlined in the Association Bylaws Article IV.

ARTICLE V
Classes Of Membership

Section 1. Members shall be classified as Active or Non-Active based on their employment status, standing with the Association and length of membership in the Association. Classes of membership are outlined in the Association Bylaws Article V.

ARTICLE VI
Rights Of Membership

Section 1. Members of the Association shall have all rights of membership as outlined in the Association Bylaws Article VI.

ARTICLE VII
Obligations

Section 1. The annual dues of the Section shall become due and payable in accordance with and on the dates specified by the Association.

Section 2a. Members of the Section shall pay annual dues to the Section as follows:

Master Professionals	\$250.00
Class "A" Member except Class A-3	\$250.00
Class A-3	\$100.00
Life Members	\$ 25.00
Inactive Members	\$100.00
Class F	\$200.00

Section 2b. Apprentices of the Section shall pay annual fees as follows:

Apprentice (Non-Member Head Professional)	\$250.00
Apprentice (Assistant Professional)	\$100.00

Section 3. Any change in the annual dues of the Section shall be presented in the form of an amendment to the Bylaws and presented for a vote by the membership in attendance at the annual Fall Meeting or Special Meeting.

ARTICLE VIII
Reporting Requirements

Section 1. Members and Apprentices shall be required to complete certain reporting requirements of the Association such as employment reporting, membership classification questionnaires and Association surveys as outlined in the Association Bylaws Article XI.

Section 2. Members employing Apprentice(s) who are working towards membership in the Association shall be completely responsible for the verification of employment and verification of duties performed. Any Member who fails to properly verify the employment or duties of an Apprentice under his/her employment, shall be subject to a Code of Ethics violation outlined in the Association Bylaws Article 2 Section 3.

ARTICLE IX

Officers

Section 1a. The Officers of the Section shall be comprised of the President, Vice President, and Secretary. They shall be responsible to the membership and the Executive Committee for the proper performance of their respective duties. Any revision of policy, and all contractual authority which is neither routine nor specifically granted, shall be executed by the membership, through the Executive Committee.

Section 1b. The Officers shall be elected for a term of two years and may not be re-elected to that office for a second consecutive term. The Officers shall be elected at the Annual Meeting by a majority of those voting.

Section 1c. Nominations for the office of President, Vice President, and Secretary must be submitted by the membership to the Secretary of the Section, in care of the Section office, a minimum of 30 days in advance of the Annual Meeting. If there are fewer than two candidates nominated for any office prior to the deadline at the time of the election, oral nominations for such office may be made from the floor of the Annual Meeting.

Section 2a. The President shall be the chief operating officer of the Section and, subject to the control of the Executive Committee, shall perform all duties customary to that office, preside at all meetings of the Section and of the Executive Committee, and shall supervise and control all the affairs of the Section in accordance with policies and directives approved by the Executive Committee. The President shall appoint such committees, standing and otherwise, as shall in his judgement be necessary, and to designate the Chairman thereof.

Section 2b. The President may appoint an Advisory committee composed of persons who are not golf professionals. Their appointments are subject to the approval of the Executive Committee, and their recommendations must be presented to the Executive Committee for final acceptance or rejection.

Section 2c. The President shall instruct the Chairmen of all the Committees as to their respective responsibilities and authority. They shall furnish a written report to the Secretary thirty (30) days prior to the next Annual Fall Meeting.

Section 2d. The President shall have exclusive authority to give final approval on all contracts entered into by the Section; such contracts having the prior approval of the Executive Committee.

Section 2e. In the event of absence or temporary disability of the President, the Vice President shall perform the duties of the President. If the President resigns, dies, or becomes totally incapacitated, he shall be succeeded by the Vice President.

Section 3a. The Vice President shall keep or cause to be kept the accounts of the Section and shall collect or direct the collection of all monies belonging to or due the Section and shall deal with the same under the direction of the Executive Committee. The Vice President shall have the authority to sign all checks and withdraw funds of the Section, but may delegate this authority to the Executive Director, Secretary, or President.

Section 3b. The Vice President shall submit a complete written financial report to the Executive Committee and to the membership annually.

Section 3c. In the event of absence or temporary disability of the Vice President, the Secretary shall perform the duties of the Vice President. If the Vice President resigns, dies, or becomes totally incapacitated, he shall be succeeded by the Secretary, who shall become the Vice President/Secretary for the remainder of the term of office.

Section 4a. The Secretary shall keep or cause to be kept the minutes of all Section membership meetings and all Executive Committee meetings. The minutes of these meetings are to be distributed to the Executive Committee no later than ten (10) days prior to an Executive Committee meeting and distributed to the membership no later than ten (10) days prior to an Annual Meeting. The Secretary shall issue the notice of such meetings, giving at least fourteen (14) days notice of any membership meeting, and whenever possible, at least four (4) days notice of any Executive Committee meeting.

Section 4b. The Secretary shall keep or cause to be kept a roll of all members and apprentices, and take care of all correspondence and papers pertaining to the Section.

Section 4c. The Secretary shall serve as Parliamentarian at all Section and Executive Committee Meetings.

Section 4d. The Secretary must record any Amendments to or changes in the Association and Section Constitution and Bylaws, and report such Amendments or changes to the Section membership.

Section 4e. In the event of the absence or disability of the Secretary, the Vice President shall perform the duties of the Secretary. If the Secretary resigns, dies, or becomes totally incapacitated, the Vice President shall fill the unexpired term of the Secretary as Vice President/Secretary.

Section 5. If not otherwise provided for in the Bylaws, the Executive Committee may fill any vacancy in the offices of President, Vice President or Secretary.

Section 6. Any officer may be removed from office by 2/3 vote of the Executive Committee, when, in the judgement of the Executive Committee, the best interests of the Section are not being served.

Section 7. All Officers or employees of the Section who are authorized to withdraw funds of the Section shall be bonded in an amount specified by the Executive Committee.

ARTICLE X

Executive Committee

Section 1. The Executive Committee shall be composed of:

President
Vice President
Secretary
4 At-Large Directors
4 Regional Directors
Honorary President
PGA of America District 8 Director (if Section Member)

Section 2a. Candidates for elected offices of the Regional Director and At Large Director may be proposed by any voting members attending the Annual Fall Meeting and shall be elected by a majority vote. There is to be a maximum of three calls for nominations from the floor.

Section 2b. The At-Large Directors and the Regional Directors shall be elected for a term of two years , with no limit to the number of terms they may serve.

Section 2c. The Honorary President will be the immediate Past President who shall become Honorary President automatically.

Section 2d. Any member of the Minnesota Section currently serving in the capacity of Director of the Association shall automatically serve on the Section Executive Committee.

Section 3. The Executive Committee shall have complete and final authority over the programs of the Section including the Tournament Program. It shall have the authority to alter, amend, or disregard any provisions of the Section's existing regulatory document entitled, "Tournament Regulations".

Section 4. All orders or regulations made by the Executive Committee shall be binding, unless set aside by a two-thirds (2/3) vote at an Annual Meeting or Special Meeting of the Membership.

Section 5. The Executive Committee, by two-thirds vote, may adopt or amend the Bylaws, Rules and Regulations and Corporate Charters for the government of the Section when such action is not at variance with the Constitution.

Section 6. At all meetings of the Executive Committee, seven members of the Committee shall constitute a quorum.

Section 7. Any Executive Committee member may submit a written resignation which shall be reported at the next meeting of the Executive Committee, at which time the President shall declare a vacancy. Any vacancy which may exist in the Office of Director shall be filled by appointing the next runner-up from the preceding election. If no runner-up exists the President shall appoint a qualified replacement for the remainder of the term, subject to two-thirds approval of the Executive Committee.

Section 8. The Executive Committee shall meet in regular session as deemed sufficient and necessary by the Officers' Committee.

ARTICLE XI
Committees

Section 1. Within thirty (30) days after the Annual Fall Meeting, the President shall appoint Chairmen of the Tournament, Club Relations, Education, Junior Golf, Membership, and Strategic Planning Committees, and other committees as deemed necessary by the President.

Section 2. All Chairmen shall report to the Executive Committee as may be necessary from time-to-time. All actions taken by each committee must be approved by the Executive Committee and/or the Officers Committee.

Section 3. The Chairman of each Committee shall prior to each Annual Meeting submit to the President a written report of the activities of the Committee during the preceding period. The Chairman shall further present a report to the members at the Annual Fall Meeting.

ARTICLE XII
Selection of District Director

Section 1. The District 8 Director, when they are to be selected from the Minnesota Section, shall be elected by majority vote of the Executive Committee.

ARTICLE XIII
**Selection of Delegates
to the Association's Annual Meeting**

Section 1. The President and the Vice President of the Section shall be the delegates to the Association's Annual Meeting.

Section 2. The Secretary shall be the first alternate delegate to the Association's Annual Meeting. The Section shall subsidize the full expenses of the first alternate delegate.

Section 3. If any of the Officer's cannot fulfill their role as delegate or alternate delegate to the Association's Annual Meeting, the Executive Committee shall designate a replacement.

Section 4. The Section shall subsidize the expenses of any Member of the Executive Committee who chooses to serve as an alternate delegate. This extent of this subsidy shall be determined by the Officers' Committee.

ARTICLE XIV
Executive Director

Section 1. The duties and responsibilities of the Section Executive Director are as follows:

- a. The Section Executive Director shall be the Chief Executive Officer and Administrator of the Section.
- b. The Executive Director, acting pursuant to policies, rules and directives prescribed by the Executive Committee, shall be responsible to the Officers for the day-to-day operations of the Section.
- c. The Executive Director may represent the Section on behalf of the Officers before other organizations and general public.
- d. The Executive Director may speak for the Section, and shall keep the Officers and Executive Committee advised of such statements.
- e. The Executive Director shall have such other duties and responsibilities as are assigned by the Executive Committee.
- f. The Executive Director shall serve as a non-voting member of the Executive Committee, and all Committees appointed by the President.

Section 2. The Executive Committee shall select the Executive Director of the Section, or shall appoint a committee to do so.

ARTICLE XV
Amendments

Section 1. These Bylaws may be amended by the following procedure:

- a. Resolutions to alter or amend the Section Bylaws must be presented in writing to the Secretary of the Section 30 days prior to the Annual Meeting. The Secretary shall submit the proposed resolutions to the membership no later than ten days prior to the meeting.
- b. A 2/3 affirmative vote by the membership attending the Annual Meeting is required for these Bylaws to be altered or amended. Such amendments shall become effective when adopted, or at the time specified in the resolution.

Section 2. These Bylaws and Regulations may be altered or amended, and new Bylaws adopted by 2/3 vote of the Executive Committee.

ARTICLE XVI
The Dakotas Chapter

Section 1. The Dakotas Chapter of the Section of the Association shall be defined by the legal geographic boundaries of the States of North and South Dakota and the counties of Wilkin, Ottertail, Becker, Clay, Norman, Mahnomen, Polk, Red Lake, Marshall, Pennington, Roseau, and Kitteson in Minnesota. Chapter membership would also be considered on a case by case basis. .

Section 2. The Dakotas Chapter shall be subordinate to the Section and shall conduct its business and activities in accordance with the Constitution and Bylaws of the Section.

Section 3. The Dakotas Chapter shall submit to the Executive Committee a business plan for its activities of the fiscal year no later than thirty days prior its initial activity of the fiscal year. This business plan is subject to the approval of the Executive Committee.

ARTICLE XVII
Assistants' Organization

Section 1. The Assistants' Organization of the Section of the Association shall be subordinate to the Section and shall conduct its business and activities in accordance with the Constitution and Bylaws of the Section.

Section 2. The Assistants' Organization shall submit to the Executive Committee a business plan for its activities of the fiscal year no later than thirty days prior to its initial activity of the fiscal year. This business plan is subject to the approval of the Executive Committee.

Section 3. The Assistant's Organization shall employ a part-time Executive Director from among their ranks to conduct all organization business affairs, communicate with the officers of the Assistant's Organization, and communciate with the Executive Committee. This Director shall be appointed by the Executive Committee on an annual basis and the level of compensation shall be determined by the Executive Committee.

APPENDIX

ANNUAL MEETING

Section 1. The following order of business shall be observed at the Annual Meeting of the Section:

1. Roll Call
2. Reading of the minutes of the previous Annual Meeting.
3. Report of the Committees
5. Report of the Secretary
6. Report of the Vice President
7. Report of the President
8. Report of the District #8 Director
9. Consideration of Old Business
10. Proposed Resolutions
11. Election of Officers
12. Oath of Office
13. Consideration of New Business
14. Adjournment

Section 2. The following oath shall be administered to all members of the Executive Committee of the Section by a former President of the Section:

"I _____, as a member of the Executive Committee of the Minnesota Section, Professional Golfers' Association of America, do hereby affirm that I shall at all times adhere to and uphold the Association's and Section's Constitution, Bylaws, Rules and Regulations, and that I shall otherwise conduct my activities in a manner that shall be in keeping with my position as an Officer/Member of the Executive Committee of the Section and which shall reflect credit upon the Association, the Section and its Members."

Section 3a. The Executive Committee may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as deemed appropriate. The Executive Committee may regulate or restrict the activity of such accounts, so long as such action is not inconsistent with the Constitution, Bylaws, Regulations or mission of the Section.

Section 3b. All checks, drafts or other orders for the payment of money in the name of the Section shall be signed by two of the President, Vice President, and Secretary. The Executive Committee shall have the right to designate an agent of the Section, who may act, with the direction of the Executive Committee, on behalf of the Section regarding its financial affairs.

Section 3c. Endorsements for deposits to the credit of the Section in any of its authorized depositories may be made without counter signature, by the President, Vice President, Secretary, or other authorized agent of the Section.

Section 3d. No loans shall be contracted on behalf of the Section and no indebtedness shall be issued in its name unless authorized by the Executive Committee. No loans may be made to any officer or director of the Section, directly or indirectly.