

# Constitution & By-Laws



**PGA**

Rocky Mountain Section

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# ROCKY MOUNTAIN SECTION OF THE PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA CONSTITUTION

## **Article I** **Name, Boundaries, Mission**

### **Section 1**

The organization shall be named "The Rocky Mountain Section of the Professional Golfers' Association of America," which is a not-for-profit corporation organized under the laws of the State of Idaho and shall be referred to henceforth as the "Section." The Professional Golfers' Association of America shall be referred to henceforth as the "Association." The Association shall prescribe the geographical territory of the Section.

### **Section 2**

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

In doing so, the Section will elevate the standards of the professional golfers' 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 the Constitution, Bylaws, Regulations or Policies of the Association.

## **ARTICLE II** **Membership**

### **Section 1**

Members of the Section must also be members of the Association and conform to all membership requirements set forth by the Association.

### **Section 2**

The Section Board of Directors may extend the title, "Honorary Member, Rocky Mountain Section" to any person who has made an extraordinary contribution to the game of golf or Section. Honorary Members shall not be granted any rights or privileges afforded members of the Association.

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## **ARTICLE III**

### **Organization**

#### **Section 1**

- A. The Section Board of Directors may exercise the power to create and charter Chapters within the Section boundaries. Such Chapters shall be subordinate to the Section and shall conduct business in accordance with the Constitution, Bylaws and Rules and Regulations of the Section, which shall not be inconsistent or at variance with the Constitution, Bylaws and Regulations of the Association.
- B. A chapter of the Section shall be named "The \_\_\_\_\_ Chapter of the Rocky Mountain Section PGA." The members of the Chapter must be Section members or apprentices.
- C. 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 2**

- A. The Officers of the Section shall include President, Vice-President and Secretary.
- B. The Chief Executive Officer shall be the Section Executive Director who shall be selected by the Board of Directors.
- C. Between meetings of the Board of Directors, the President, Vice-President and Secretary shall constitute an Officers' Committee, which shall be authorized to act for the Section in accordance with the Bylaws, Regulations and Policies adopted by the Board of Directors.

#### **Section 3**

- A. The Board of Directors shall be composed of the three Officers, the Honorary President, the Officers of the Chapters, and any Section member(s) serving on the PGA of America's Board of Directors.
- B. The Board of Directors shall conduct its business and shall be responsible for the management of the Section in accordance with the Articles of Incorporation, Constitution, Bylaws and Rules and Regulations. Between Membership Meetings, the Board of Directors 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 of emergencies and/or the good of the Section, the Board of Directors shall have complete and final authority.
- C. The Board of Directors shall conduct its business in accordance with the Bylaws.

#### **Section 4**

The Section Constitution and Bylaws may be amended by the following procedure:

- A. Resolutions to alter, amend, or repeal the Constitution or Bylaws must be presented in writing to the Secretary of the Section a minimum of thirty (30) days prior to the Annual Meeting or Membership Meeting. The Secretary shall submit the resolutions to the membership no later than ten (10) days prior to an Annual Meeting or Membership Meeting.
- B. Proposed amendments may be amended by a majority of those voting and may be adopted by a two-thirds majority of those voting at the Annual or Membership Meeting. All amendments to the Constitution shall become effective when adopted or at the time specified in the Amendment Resolution.

#### **Section 5**

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 6**

All disputes or issues regarding the interpretation of the Constitution shall be interpreted and resolved by the Board of Directors whose decision shall be final.

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### **Section 7**

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 associations selected by the Board of Directors.

### **Section 8**

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 two meetings of the membership each year, an Annual Meeting and Membership Meeting, the dates to be set by the Board of Directors. The Annual Meeting shall be held in the spring of the year and the Membership Meeting held later in the year.

### **Section 2**

Special meetings may be called by the Board of Directors or by a petition signed by fifty-one (51) percent of the membership.

### **Section 3**

Notice of the Annual Meeting and Membership Meeting shall be given, by email or in writing, to the membership at least thirty (30) days prior thereto. Notice for any other meetings 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 the Annual or Membership Meeting of the Section shall consist of 10% of the voting membership at the date of the meeting.

### **Section 5**

The President and Vice President shall serve as delegates to the PGA of America Annual Meeting, and their expenses will be borne by the Section, if not by the Association. The Secretary shall serve as an alternate delegate. The Section officers in attendance at the meeting may also name other Section members in attendance as alternate delegates.

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# ROCKY MOUNTAIN SECTION OF THE PROFESSIONAL GOLFERS' ASSOCIATION OF AMERICA BYLAWS AND REGULATIONS

## ARTICLE I Definitions

### Section 1

The definitions of PGA Recognized Facilities, Employment, 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 are 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. Membership in the Association confers no vested right to the holder thereof but is a conditional privilege that is revocable for cause.

### 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 professionals transcend thought of material gain in the motives of the true Golf Professional.

### Section 3

Section Board of Inquiry. There shall be a Section Board of Inquiry. The committee shall be designated as Section Board of Inquiry and shall be appointed by the Section President, with approval by majority vote by the Section Executive Committee. Members of Section Board of Inquiry must be members in good standing of the Association. The Section Board of Inquiry shall have jurisdiction and the power to proceed in all matters properly before them. The Section Board of Inquiry shall have the jurisdiction to investigate complaints and to submit a report of its findings to the Association Board of Control.

### Section 4

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

- Abusing the privileges extended to them, including by way of example, playing without invitation on any golf course.
  - Causing public embarrassment to fellow golf professionals.
  - Applying for or otherwise seeking, soliciting, discussing or accepting any employment in an unprofessional manner;
  - Unprofessional Manner:
    - Providing false or misleading information;
    - Making slanderous comments;
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- Attempting to persuade the staff of the resident golf professional to undermine the reputation, performance or ability to perform of the resident golf professional.
  - Falsifying or tampering with the business records or financial information of the resident golf professional;
  - Conducting themselves in such a manner as to adversely impact or otherwise injure the reputation of the association or its members;
    - Profanity and Berating of Others: Conduct injurious to the reputation of the Association shall include the indiscreet and inappropriate use of profanity and the offensive berating of others.
  - Conducting business in an unethical manner;
  - Engaging in any conduct that is contrary to or inconsistent with the policies of the Association.

### **Section 5**

Members and Apprentices accused of disciplinary violations may appeal decisions as outlined in the Association Bylaws, under Article II and the Association Code of Ethics Procedure Manual.

## **ARTICLE III Apprentices**

### **Section 1**

Section Apprentice status may be granted to those persons who have passed the Playing Ability Test, have been accepted as Association Apprentice registrants, have submitted a Section application, and have met the requirements of the Association. (See Association Bylaws and Regulations, Article III) Apprentices are not Members of the Association and do not enjoy any rights of membership, but may attend Section Meetings.

## **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 and Regulations, 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.

*Members shall provide sufficient documentation to reasonably verify their employment status, including but not limited to sources of income, time spent on the job and responsibilities.*

## **ARTICLE VI Rights of Membership**

### **Section 1**

Members of the Association shall have the rights of membership as outlined in the Association Bylaws and Regulations, Article VI.

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**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 2**

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

Master Professional	\$275.00
Class "A" Member (excluding A-3)	\$275.00
Class A-3 Member	\$175.00
Life Member – Active	\$145.00
Life Member – Retired	\$ 85.00
Retired Member	\$ 85.00
Life Member Century	\$ 25.00
Inactive Member	\$125.00
Class F Member	\$275.00

Apprentices of the Section shall pay annual dues as follows:

Apprentice (All except B-8)	\$215.00
Apprentice Assistant Professional (B-8)	\$170.00

**Section 3**

The Board of Directors may, by vote, change the dues of the Section or may decide to propose an amendment to the Section Bylaws proposing a change to the Dues at the next Section 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

**ARTICLE IX**  
**Chapters**

**Section 1**

- A. The jurisdiction of the Chapters shall extend only to discussion and action concerning local problems, which pertain solely to the area covered by the Chapters.
- B. The Chapters shall exercise only those powers authorized by the Section and all actions of the Chapters shall be subject to the review and approval by the Section Board of Directors.
- C. The Section shall have complete authority in their discretion and at any time to withdraw the charters of any Chapters.

**Section 2**

- A. Each Chapter shall elect Chapter Officers who shall be Master Professionals, Class "A" Members or Life Member-Actives whose duty it shall be to carry out the decisions of the Section and Association and to govern and direct the affairs of their respective Chapter in accordance with the Constitution and Bylaws of the Section.
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- B. The Officers of the Chapter shall be comprised of the President, Vice-President, and Secretary.
  - C. The Chapter Officers shall be elected to a term of two years and may not be elected to that office for more than one term consecutively. The Officers shall be elected at the Annual Chapter Spring Meeting by a majority of those voting. The term of office will begin immediately following the administering the oath of office and will end at the conclusion of the same ceremony two years later.

## **ARTICLE X**

### **Officers**

#### **Section 1**

- A. The Officers of the Section shall be comprised of the President, Vice-President and Secretary. They shall be responsible to the membership and the Board of Directors for the proper performance of their respective duties.
- B. The Officers shall be elected for a term of two years and may not be elected to that office for more than one term consecutively. The Officers shall be elected at the Annual Meeting by a majority of those voting. Their term of office will begin immediately following the administering of the oath of office and will end at the conclusion of the same ceremony two years later.
- C. Candidates for the Officers may be proposed by the membership at least 60 days in advance of the Annual Meeting. The Section shall forward to the membership the names of all candidates to all members at least 30 days prior to the Annual Meeting. If there are fewer than two nominees for any office at the time of election, oral nominations for such office may be made from the floor of the Annual Meeting.

#### **Section 2**

- A. The President shall be the chief operating officer of the Section and, subject to the control of the Board of Directors, shall perform all duties customary to that office, preside at all meetings of the Section and of the Board of Directors, and shall supervise and control all the affairs of the Section in accordance with policies and directives approved by the Board of Directors. The President shall appoint such committees or task forces, standing and otherwise, as shall in his judgment be necessary, and designate the Chairman thereof.
- B. The President shall instruct the Chairman of all Committees or Task Forces, as to their respective responsibilities and authority. They shall furnish a written report to the Section Secretary thirty (30) days prior to the next Annual Meeting.
- C. In case of absence or temporary disability of the President, the Vice-President shall perform the duties of the President. If the President resigns, moves to another section, dies, or becomes totally incapacitated, the Vice-President shall succeed him.

#### **Section 3**

- A. The Vice-President shall serve as Chairman of the Budget and Finance Committee and the Investment Committee.
  - B. The Vice President shall serve as Parliamentarian at all Section and Board of Directors meetings and shall preside at such meetings in the absence of the President unless the President designates another elected officer to serve in this capacity. In the absence of the Vice-President to so serve, the President shall designate another individual to serve in this capacity.
  - C. In case of his absence or disability, the Secretary shall perform the duties of the Vice President. If the Vice-President resigns, moves to another section, dies, or becomes totally incapacitated, the President shall fill the un-expired term of the Vice-President until such time as the Board of Directors would elect a new Vice-President.
  - D. 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 Board of Directors. 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.
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- E. The Vice-President shall submit a complete written financial report to the Board of Directors and to the membership annually.
  - F. 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 Board of Directors.

#### **Section 4**

- A. The Secretary shall keep or cause to be kept the minutes of all Section membership meetings and all Board of Directors meetings. The minutes of these meetings are to be distributed to the Board of Directors no later than ten (10) days prior to a Board of Directors' meeting. The Secretary shall issue the notice of such meetings, given at least thirty days notice of any membership meeting, and whenever possible, at least seven days notice of any Board of Directors' meeting.
- B. 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.
- C. 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.
- D. 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, moves to another section, dies, or becomes totally incapacitated, the Vice-President shall fill the un-expired term of the Secretary until such time as the Board of Directors would elect a new Secretary.

#### **Section 5**

Between meetings of the Board of Directors, the President, Vice-President and Secretary shall constitute the Executive Committee, which shall be authorized to act for the Section in accordance with established policy.

### **ARTICLE XI**

#### **Board of Directors**

#### **Section 1**

The Board of Directors shall be composed of the following:

- President
- Vice-President
- Secretary
- Honorary President
- Six Chapter Officers (three from each Chapter)
- Any Section member(s) serving on the PGA of America's Board of Directors

#### **Section 2**

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

#### **Section 3**

The Board of Directors 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 eliminate any provisions of the Section's existing Tournament Regulations.

#### **Section 4**

All orders or regulations made by the Board of Directors shall be binding, unless set aside by a two-thirds majority vote at an Annual Meeting or Membership Meeting.

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### **Section 5**

The Board of Directors, 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 or the Association Constitution, Bylaws, Regulations or Policies.

### **Section 6**

At all meetings of the Board of Directors, six members of the Board shall constitute a quorum. Between meetings, the Secretary shall conduct mail or email ballots at the request of the President. As well, should the Board meet via telephone, the members may vote by voice.

### **Section 7**

Any Board of Directors member may submit a written resignation, which shall be reported at the next meeting of the Board of Directors, at which time the President, shall declare a vacancy. Any vacancy, which may exist, shall be filled by the President's appointment.

### **Section 8**

The Board of Directors shall meet in regular session immediately prior to the Annual Meeting and at such other times as are determined by the Board of Directors. These meetings are traditionally held on a quarter basis in conjunction with major Section activities.

## **ARTICLE XII Committees and/or Task Forces**

### **Section 1**

The President shall appoint such committees/task forces and their chairpersons as may be deemed necessary.

## **ARTICLE XIII Selection of District Director**

### **Section 1**

- A. From time to time, the Section shall select a District Director. The Secretary shall be notified of any nominations for this position or of anyone desiring to seek the position of District Director – District #9. The Secretary will make this information available to the membership at an appropriate period of time. The candidates shall then have the opportunity to conduct a campaign if so desired.
  - B. The election procedure shall be as follows:  
The Section Board of Directors will actively seek all interested candidates and interview them regarding their qualifications. The District Director will be elected by simple majority vote of the board members in attendance at a designated board meeting or conference call.
  - C. The District #9 Director, when a member of the Rocky Mountain Section, shall be invited to attend all Board of Directors meetings and serve in an ex-officio capacity.
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**ARTICLE XIV**  
**Executive Director**

**Section 1**

- 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 Board of Directors, 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 the general public.
- D. The Executive Director may speak for the Section, and shall keep the Officers and Board of Directors advised of such statements.
- E. The Executive Director shall have such other duties and responsibilities as are assigned by the Officers.

**Section 2**

The Board of Directors shall select the Executive Director of the Section.

**ARTICLE XV**  
**Tournament Regulations**

(The Section's current and approved Tournament Regulations are to be considered a corporate part of the Section's Bylaws and for convenience is printed separately.)

**APPENDIX**  
**Annual Meeting Regulation**

**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. Reading of the minutes of Board of Directors, Officers and Special Meetings since the last Annual Meeting
- 4. Report of the President
- 5. Report of the Vice-President
- 6. Report of the Secretary
- 7. Report of the Committees
- 8. Report of the Chapters
- 9. Report of the District #9 Director
- 10. Consideration and action on Proposed Resolutions
- 11. New Business
- 12. Open Forum
- 13. Election and installation of Officers
- 14. Presentation of Section Awards
- 15. Adjournment

**Section 2**

A former President of the Section shall administer the following oath to all members of the Board of Directors of the Section:

*"I, \_\_\_\_\_, as a member of the Board of Directors of the Rocky Mountain 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 keeping with my position as an Officer or Member of the Board of Directors for the Section and which shall reflect credit upon the Association, the Section and its Members."*

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