

**WOMEN’S METROPOLITAN GOLF ASSOCIATION, INC**  
**AMENDED AND RESTATED BY-LAWS OF WOMEN’S METROPOLITAN GOLF ASSOCIATION, INC.**  
**(A N.Y.S. NOT-FOR -PROFIT CORPORATION)**

**Revised 1-25-21 (ART. IX)**  
**Revised 12-7-20 (ART. XVIII)**  
**Revised 2-11-20 (ART. III)**  
**11-7-19**

**ARTICLE I – OFFICES.**

Section 1. Principal Office. The principal office of the Women’s Metropolitan Golf Association (the “Corporation” or the “Association”) shall be in the Village of Elmsford, County of Westchester, State of New York, at 49 Knollwood Road, Elmsford, New York, 10523. The Corporation may also have offices at such other places within or without the State of New York as the Board of Directors (“the Board”) from time to time may determine or the business of the Corporation may require.

**ARTICLE II – PURPOSES.**

The purposes for which the Corporation has been organized are as follows:

Section 1. General. To generally act in furtherance of its aforestated purposes with the powers generally stated in Section 202 of the N.Y.S, Not-for-Profit Corporation Law, but not necessarily limited by the recitation thereof, to the exclusion of other powers in the furtherance of its corporate purposes.

Section 2. Certificate of Incorporation. To do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in the Certificate of Incorporation, whether alone or in association with others; to possess all rights, powers and privileges now and hereafter conferred by the laws of the State of New York; and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of New York.

Section 3. Mission Statement.

The mission of the Women’s Metropolitan Golf Association is to foster women’s amateur golf and to encourage the participation of junior girls, while promoting integrity, respect for the game, and good fellowship through individual and team competition.

**ARTICLE III — MEMBERSHIP.**

Section 1. Corporate Membership. The Corporation, by State Charter, shall have no voting members.

Section 2. Association Membership. There shall be the following classifications of membership within the Association:

- (a) Club Membership
- (b) Regular Membership
- (c) Junior Membership
- (d) Independent Membership (Regular and Junior)
- (e) Inactive Membership
- (f) Honorary Membership

Section 3. Attainment and Retention of Membership.

(a) Application for membership shall be made in writing to the Association on forms provided by the Association, accompanied by such information as the Association may require, and subject to the terms and conditions prescribed by the Board of Directors.

1. Club Membership may be granted to Regularly Organized Clubs, defined as permanent clubs, consisting of USGA-rated eighteen (18) holes or more, which own or control property for the use of its individual dues paying members, and which is located within a sixty (60) mile radius of New York City limits, including all of Long Island, upon a two-thirds (2/3) vote of the Board of Directors.
2. Regular Membership may be granted to an amateur woman golfer who, under the rules of her Member Club, is entitled to the privileges of the course for a minimum of four days per week for a minimum of three months during the season, not solely by virtue of her employment at the Member Club.
3. Junior Membership may be granted to an amateur girl golfer who has not reached her nineteenth (19<sup>th</sup>) birthday (by January 1 of the upcoming season) who through her parent(s), guardian or herself is a member of a Member Club.
4. Independent Membership may be granted to an amateur woman or junior girl golfer who has not reached her nineteenth (19<sup>th</sup>) birthday (by January 1 of the upcoming season) who is not a member of a Member Club.
5. Inactive Membership may be granted to a Regular Member, currently in good standing who is no longer a member of a Member Club. Inactive Members are ineligible to participate in Association events, but may be reinstated as Regular Members upon rejoining a Member Club.
6. Honorary membership. Women who have distinguished themselves by interest in, or meritorious service to, the game of golf may be elected to an honorary membership by the Board of Directors. Honorary members shall be exempt from any expectation of participation or support (including payment of dues) normally associated with Association membership, shall have no vote, and shall not be eligible to hold any office of the Board of Directors, but shall have any other privilege associated with Regular Membership.

(b) Memberships may be renewed annually upon timely payment of annual dues.

Section 4. Conditions of Membership.

(a) Member Clubs shall be assigned to one of the three (3) Districts of the Association according to their geographic location:

LOCATION OF CLUB	DISTRICT
New York (except Long Island and Staten Island) and Connecticut.....	Westchester/CT
New Jersey and Staten Island.....	New Jersey
Long Island.....	Long Island

Each Member Club shall appoint or elect an Accredited Delegate to represent it in such business as may be transacted at a meeting of the Association.

(b) Regular Members may participate in all Association functions, including holding office, competitions, and meetings. Regular Members do not have voting rights.

- (c) Junior Members (Regular and Independent) shall not have the privilege of holding office or voting rights.
- (d) Independent Members may be elected to the Board of Directors, but may not hold an Officer's position. Independent Members shall not have the privilege of participating in team matches, or have voting rights.

#### **ARTICLE IV – MEETINGS OF THE ASSOCIATION.**

Meetings of the Association shall be open to all Members of the Association.

##### Section 1. Annual Meeting.

- (a) The Annual Meeting of the Association for the election of the Board of Directors and Officers, and such other business as may properly come before the meeting, shall be held at such time and place as the Board of Directors shall determine.
- (b) Notice of the Annual Meeting shall be given to all Accredited Delegates, Board Members, and Members personally or by first class mail.
- (c) Notice given personally or by first class mail shall be given not less than ten (10) nor more than fifty (50) days before the meeting.

##### Section 2. Special Meetings.

- (a) Special Meetings of the Association may be called by the President, or shall be called by her at the request of a majority of the Board, or at the written request of five Member Clubs, stating the business proposed.
- (b) At least fourteen (14) days' notice of a Special Meeting shall be given personally or by first class mail to all Accredited Delegates and Board Members, and, at the discretion of the Board, to all Members.
- (c) Only business as is specified in the Notice of the Special Meeting may come before the Association at such Special Meeting.

##### Section 3. Quorum and Voting.

- (a) Members of the Board of Directors and Accredited Delegates (or their duly appointed substitutes) shall be the members of the Association entitled to vote at any meeting of the Association.
- (b) A quorum shall be constituted by not less than the members entitled to cast one hundred votes or one-tenth (1/10) of the total number of votes entitled to be cast, whichever is lesser.
- (c) Unless otherwise required by law, the vote of a majority of those present and entitled to vote at the time of the vote, shall be the act of the Association.
- (d) The members present and entitled to vote may adjourn the meeting with or without the presence of a quorum.

**ARTICLE V — MANAGEMENT AND ORGANIZATION.**

Section 1. Organization.

- (a) The Corporation and the Association shall be managed by a Board which shall consist of five (5) Officers and not less than nine (9) and not more than twenty (20) Directors (each a “Director”) and shall be such a number as fixed from time to time by a majority of the entire Board. Each Officer or Director shall be at least nineteen (19) years of age and shall serve without remuneration.
- (b) Nominations for Board Members shall be made by the Nominating Committee and shall be included in the Notice of the Annual Meeting. Additional nominations may be made, certified by five (5) Accredited Delegates, in writing to the Secretary of the Association at least twenty (20) days before the Annual Meeting. Such additional nominations shall be given to the Accredited Delegates and Board Members at least ten (10) days prior to the Annual Meeting.

Section 2. Powers and Duties of the Board.

The Board shall be responsible for conducting the affairs of the Corporation and the Association and safeguarding the best interests of the game of golf. The Board shall perform all functions legally required and/or normally performed by a Board, including but not limited to:

- (a) Fix and determine the qualifications and annual dues for all memberships in the Association.
- (b) Supervise the financial functions of the Corporation and the Association.
- (c) Hire, retain, and/or remove such employees, agents, independent contractors and professionals as it deems necessary, including fixing their duties and compensations.
- (d) Upon proper Notice and Hearing, suspend or expel any Member or Member Club for refusal or neglect to comply strictly with the Association’s Constitution, Bylaws, Standing Rules or Board decisions.
- (e) Fix and determine the qualifications, privileges and entry fees of contestants in tournaments.

**ARTICLE VI – OFFICERS.**

The Officers of the Corporation and the Association shall be a President, two (2) Vice Presidents, a Secretary and a Treasurer, each of whom shall have such duties, powers, and functions as hereinafter provided.

Section 1. Election and Terms of Office.

- (a) Each of the Districts shall be represented by at least one (1) Officer. The Officers shall be members of different Member Clubs.
- (b) Only those who have been members of the Association for at least two (2) years are eligible to serve as an Officer;
- (c) Only those who have served on the Board of Directors for at least two (2) years are eligible to serve as President;
- (d) No Officer may hold more than one (1) office at any given time.

- (e) Each Officer shall be elected for a term of two (2) years at the Annual Meeting, or until a successor is elected. No Officer shall serve more than two (2) consecutive full terms in any office. The President and the Vice President of Competitions shall be elected in even-numbered years. The Vice President of Marketing & Communications, the Secretary, and the Treasurer shall be elected in odd-numbered years.
- (f) Each Officer shall take office immediately at the time of her election and shall receive all books and properties pertaining to her office from her predecessor at that time.
- (g) Any Officer may be removed by action of the Board with cause, by vote of a majority of the Directors.
- (h) An Officer may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.
- (i) In the event of the death, resignation, or removal of an Officer, the Board in its discretion may elect, by majority ballot vote, a successor to fill the unexpired term, except that only a Vice President (incumbent or one who has previously served) may be elected successor President.

Section 2. President. The President will:

- (a) preside at all meetings of the Association, the Board, and the Executive Committee, shall determine the agenda for all such meetings, and perform all duties incident to the office.
- (b) serve as an *ex officio* member of all Standing Committees, except the Nominating Committee.
- (c) serve as the primary liaison to and supervisor of the Executive Director including dissemination of annual objectives and, in conjunction with input from the Board, providing the annual assessment of the Executive Director; and,
- (d) make an annual report to the Association.

Section 3. Vice President of Marketing & Communications. The Vice President of Marketing & Communications will:

- (a) oversee all personnel matters in consultation with the President and the Vice President of Competitions;
- (b) oversee the marketing, media and communications functions of the Board, including but not limited to Foundation liaison, course ratings, initiatives, and membership;
- (c) be responsible for programmatic assessment, strategic planning, and such other duties as may be delegated by the President and will serve on appropriate committees to further these functions; and,
- (d) shall act on behalf of the President when the President is unavailable.

Section 4. Vice President of Competitions. The Vice President of Competitions will:

- (a) oversee all personnel matters in consultation with the President and the Vice President of Marketing & Communications;
- (b) oversee all matters pertaining to the competitions of the Association, including tournaments, interclub team matches, site selection, and juniors;

- (c) serve on appropriate committees to further the functions of her position; and,
- (d) act on behalf of the President when the President and the Vice President of Marketing & Communications are unavailable.

Section 5. Secretary. The Secretary will:

- (a) keep correct records of the Association, except those as pertain to the Office of Treasurer;
- (b) keep records of all meetings of the Association and of the Board, including any Executive Sessions, and prepare, certify, and disseminate the minutes of the Board to each Board member;
- (c) be responsible for providing all notices required by the Bylaws, including notice of nominations, of all Board meetings, and of the Annual Meeting;
- (d) present at the Annual Meeting a full report of all matters relating to the affairs of the Association, including a summary of all actions taken during the year by the Board;
- (e) oversee the implementation and maintenance of a Rules/Policy Handbook, Employee Manual, Record Retention Policy, Whistleblower Policy, Investment Policy, Conflict of Interest Policy, and other policies as appropriate; and,
- (f) attend to such correspondence as may be assigned to her, serve on appropriate committees to further the functions of her position, and perform all duties incidental to such office.

Section 6. Treasurer. The Treasurer will:

- (a) have the care and custody of all the funds and securities of the Corporation and the Association, and oversee the deposit and disbursement of funds and the financial record keeping functions of the Association to insure the financial health of the organization;
- (b) purchase and maintain required insurance;
- (c) prepare an annual budget and disburse funds in accordance with the budget approved by the Board and/or pursuant to any special appropriations made by the Board;
- (d) prepare a written report for each Annual Meeting of all receipts and expenditures during the fiscal year and prepare and present a financial statement for each meeting of the Board;
- (e) arrange for an audit of accounts as authorized by the Board;
- (f) serve as an *ex officio* member of the Finance/Audit Committee and may serve as Chair if so appointed;
- (g) at all reasonable times, exhibit her books and accounts to any Director of the Association during ordinary business hours; and,
- (h) serve as Treasurer of the WMGA Foundation.

**ARTICLE VII – ELECTION AND TERM OF DIRECTORS.**

- (a) At each Annual Meeting at least three (3), and not more than seven (7), Directors shall be elected, with at least one from each of the three (3) Districts. The Directors will all represent different Member Clubs (and different Member Clubs from sitting Directors) unless the minimum number of nine (9) Directors will be surpassed, at which time any one

- of Directors 10 through 20 may represent a Member Club already represented by a sitting Director;
- (b) Only those who have been members of the Association for at least two (2) years are eligible to serve as a Director;
  - (c) Independent Members may be elected to serve as Directors, but may not serve as Officers. No more than two (2) Independent Members may serve as Directors at any given time;
  - (d) Each Director shall be elected for a term of two years, or until a successor is elected. Directors shall take office immediately at the time of their election;
  - (e) Any Director may be removed by action of the Board with or without cause, by vote of a majority of the Directors;
  - (f) A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective;
  - (g) The number of Directors may be increased or decreased by majority vote of the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director;
  - (h) Newly created Directorships resulting from an increase in the number of Directors and/or from vacancies occurring in the Board for any reason may be filled by ballot vote of a majority of the Directors then in office;
  - (i) A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected by majority ballot vote to hold office for the unexpired term of her predecessor;
  - (j) All nominations of Directors shall be determined by the Nominating Committee and shall be submitted to the full Board no less than thirty (30) days prior to the meeting at which a vote thereon is to be taken, and shall serve, unless otherwise provided by the Board, for a term of two (2) years and until their successors have been elected and qualified. [Cross reference: Article V (1) (b)].

#### **ARTICLE VIII – MEETINGS OF THE BOARD.**

All business of the Corporation and the Association shall be transacted at a meeting duly called and noticed.

##### **Section 1. Place and Time of Meetings.**

- (a) The Board shall hold its meetings at the office of the Association or at such other places, either within or without the State of New York, as it may from time to time determine. Regular meetings of the Board may be held without further notice if the time and place of such meeting is fixed by the Board as it shall from time to time determine;
- (b) Special meetings of the Board shall be held upon notice to the Directors and may be called by the President or a Vice President upon ten (10) days' notice to the Directors either personally or by mail; special meetings shall be called by the President in a like manner on written request of three (3) or more Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who

attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to her. At a special meeting, only business specified in the notice will be conducted.

- (c) Directors are expected to attend all regular Board meetings and in no event fail to attend a majority of the regular meetings and the Annual Meeting in any calendar year.

#### Section 2. Quorum.

Unless otherwise provided in the Bylaws, one third (1/3) of the Directors shall constitute a quorum for the transaction of business or of any specified item of business.

#### Section 3. Electronic Attendance.

Upon prior notice to the Secretary, Directors may request authorization to attend scheduled Board meetings via conference call. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at the meeting. Directors attending via a visual mechanism such as Skype will constitute part of the quorum of the meeting and may participate in any Executive Session. Directors attending via telephonic conference call will be considered to have attended for attendance purposes, but will not constitute part of the quorum of the meeting.

#### Section 4. Actions of the Board.

- (a) Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
- (b) Each Director present shall have one (1) vote and such voting shall not be done by proxy.
- (c) Action may be taken by the Board without a meeting, on written consent by all the Directors entitled to vote thereon, setting forth the action taken. The written consent and the resolution shall be filed with the minutes of the proceedings.
- (d) At all meetings, all votes shall be by voice, except those specifically required by these Bylaws or those upon the request of not less than three (3) directors, which shall be by written ballot.

#### Section 5. Adjournment of Meetings.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

### **ARTICLE IX – COMMITTEES OF THE BOARD.**

#### Section 1. General.

- (a) The President, in consultation with the Vice Presidents, shall nominate the chairperson of each committee and its committee members for approval by the Board.
- (b) All Directors will be expected to serve on at least one committee of the Board annually.
- (c) Appointment to committees will be on an annual basis and for a one-year term. The list of appointments will be circulated annually and again upon any change.



(d) The duties and responsibilities of all such committees shall be provided for in charters from time to time as authorized by the Board. In no event shall any committee have any authority with respect to:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of these Bylaws or the adoption of new Bylaws; and,
3. the amendment or repeal of any resolution of the Board.

#### Section 2. Standing Committees of the Board.

- (a) The Board may establish and appoint Standing Committees as it shall determine, but such committees shall include an Executive Committee, a Nominating Committee, a Competitions Committee (including subcommittees for Discipline and Team Matches), a Membership Committee (including subcommittees for Independent Membership and Compliance), a Finance/Audit Committee, and a Sites Committee.
- (b) Each Standing Committee so appointed, other than the Executive Committee and Nominating Committee, shall consist of two (2) or more Directors. Members, other than Directors, with particular expertise may also be nominated for appointment to any Standing Committee by the President in consultation with the Vice Presidents.
- (c) The presence of two (2) members of a committee, including at least one (1) Director, shall constitute a quorum for the transaction of business of the committee. The President shall be an *ex officio* member of all Standing Committees except the Nominating Committee.
- (d) The Officers of the Board shall comprise the Executive Committee. The Executive Committee shall be called upon for consultation and emergency action. A majority of the members of the Executive Committee shall constitute a quorum. Actions of the Executive Committee shall be reported to the Board at its next scheduled meeting.

#### Section 3. Ad Hoc Committees of the Board.

- (a) Ad Hoc Committees may be established from time to time by action of the Board to consider various issues and/or to support various functions of the organization. (e.g., Course Rating, Initiatives, Fundraising, Strategic Planning, etc.). All such committees shall be reviewed for continuation on at least a bi-annual basis.
- (b) Non-Members with particular expertise may be nominated for appointment to any *Ad Hoc* committees by the President in consultation with a Vice President. Non-Members may not constitute a majority of any committee.

### **ARTICLE X – EXECUTIVE DIRECTOR.**

The Executive Director, under the direction of the Board, shall supervise the general administration and activities of the Association. The Executive Director shall serve as staff to those committees where assigned. The Executive Director shall not be a voting member of the Board nor of any Board Committee and shall not be present during Executive Sessions of the Board except by explicit invitation.

## **ARTICLE XI – NOTICE.**

When Notice is required under these Bylaws, Notice shall be deemed given when delivered personally (e.g., electronically) or when deposited in the United States Postal Service, postage prepaid, directed to the address specified in the records of the Association. Personal notice shall be deemed to include notice by electronic-mail, facsimile, or other technological means.

## **ARTICLE XII – FISCAL YEAR.**

The fiscal year of the Corporation and the Association shall be October 1 through September 30.

## **ARTICLE XIII – INDEMNIFICATION.**

### Section 1. Indemnification.

The Corporation shall indemnify (a) each Director and former Director, (b) each of the Officers and former Officers, (c) each of its employees and agents (if any) designated for indemnification by the Board in its discretion, and (d) each person serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (each, an “Indemnitee”) who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such Indemnitee was or is a person described in subparagraphs (a) through (d) hereof, whether by or in the right of the Corporation or not, in a manner and to the fullest extent now or hereafter permitted by law. The Corporation shall also advance expenses to any such Indemnitee in connection with such action, suit or proceeding to the fullest extent now or hereafter permitted by law, subject, however, to receipt of an undertaking from the applicable Indemnitee with respect to repayment of such advances as required by the New York State Not-for-Profit Corporation Law.

### Section 2. Applicability and Non-Exclusivity.

The right of indemnification herein provided shall be in addition to any and all rights to which an Indemnitee otherwise might be entitled, and the provisions hereof shall neither impair or adversely affect such rights.

## **ARTICLE XIV – CONSTRUCTION.**

If there be any conflict between the provisions of the Certificate of Incorporation and the Bylaws, the provisions of the Certificate of Incorporation shall govern.

## **ARTICLE XV – CONFLICT OF INTEREST POLICY.**

The Board of Directors of the Association approved revisions to the Conflict of Interest Policy on March 6, 2015. The full Policy and Procedures are maintained as a separate document and are available from the Secretary and/or Treasurer of the Association.

Section 1. Conflict of Interest Policy and Procedures. Directors, Officers, and the Executive Director of the Association should conduct the Association’s affairs consistent with the goal of promoting the best

interests of the Corporation. It is therefore expected that all such individuals will conduct any business related to the Association with candor and integrity.

Section 2. Immediately upon election or appointment to the Board, and annually thereafter, each Director shall disclose information as required on the Conflict of Interest Form and shall complete an annual affirmation confirming compliance with the Conflict of Interest Policy.

Section 3. Disclosure. Any individual who has a conflict of interest in any matter concerning the Association shall disclose such conflict to the appropriate person, either the President or Secretary, as described in the Policy and Procedures, at the earliest practicable time.

#### **ARTICLE XVI – WHISTLEBLOWER POLICY.**

The Board of Directors of the Association adopted a Whistleblower Policy on March 6, 2015. The full Policy and Procedures are maintained as a separate document and are available from the Secretary and/or Treasurer of the Association.

#### **ARTICLE XVII – RECORD RETENTION POLICY.**

The Board of Directors of the Association adopted a Record Retention Policy on March 16, 2015. The full Policy and Procedures are maintained as a separate document and are available from the Secretary and/or Treasurer of the Association.

#### **ARTICLE XVIII – INVESTMENT POLICY.**

The Board of Directors of the Association adopted an Investment Policy on March 18, 2009 (amended 2011, 2016). The full Policy and Procedures are maintained as a separate document and are available from the Secretary and/or Treasurer of the Association.

#### **ARTICLE XIX – POLICY REGARDING INTERACTIONS WITH MEDIA AND USE OF SOCIAL MEDIA.**

The Board of Directors adopted a Policy Regarding Interactions With Media and Use of Social Media on September 21, 2020. The full Policy and Procedures are maintained as a separate document and are available from the Secretary and/or Treasurer of the Association.

#### **ARTICLE XX – AMENDMENTS.**

The Bylaws may be adopted, amended, or repealed by:

- (a) a majority vote of the Board duly noticed and held; or,
- (b) two-thirds (2/3) of the votes cast by the Accredited Delegates and Board Members at a meeting of the Association duly noticed and held, where the notice provides written notice of the proposed amendment(s).