

**BY LAWS
OF THE
IDAHO GOLF ASSOCIATION, INC.**

FINAL – November, 2023

ARTICLE I

NAME, PRINCIPAL OFFICE AND SEAL

The name of this Association shall be the IDAHO GOLF ASSOCIATION, INC., herein referred to as the "IGA".

The principal office of the IGA shall be located within the boundaries of the state of IDAHO.

The Board of Directors of the IGA may provide a corporate seal, which shall be circular in form and which shall have inscribed thereon the name of the IGA and the state of incorporation and the words of "Corporate Seal, Idaho."

ARTICLE II

PURPOSE AND MISSION STATEMENT

The Idaho Golf Association (IGA) is a non-profit organization founded in 1969 with the goal of being an all-encompassing and governing body for amateur golf in Idaho. The mission of the IGA is to promote the best interest of amateur golf, by providing course rating and handicapping services to member clubs, conducting championships, providing playing opportunities for members, education, and protecting the spirit of the game.

ARTICLE III

NON-PROFIT ORGANIZATION

The IGA is a non-profit organization under section 501 (c) (7) of the Internal Revenue Code. No substantial part of its activities shall consist of attempting to influence legislation and it may not participate in any campaign activity for or against political candidates. The IGA affords no pecuniary gain, incidental or otherwise, to its members. No compensation or payment shall ever be paid or made to any Member, Officer, Director, or contributor to this corporation, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for the corporation.

The fiscal year of the IGA shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IV
BOARD OF DIRECTORS

The entire management of the IGA, its affairs, its properties, and assets is vested exclusively in the Board of Directors. The powers of the board shall include, but not limited to, the following:

- Make, alter, and amend the by-laws of and for the IGA.
- Remove for cause any director, officer, or employee
- Enter into any and all types of agreements or contracts relating to the care, custody, control and management of the properties and assets of the IGA.
- Make expenditures, payments and distribution of the IGA's properties, assets and income as may be decided upon by decision of the majority of the board of directors, as contained in its minutes and to meet the objectives of the IGA.
- Designate officers and agents to countersign all checks, drafts, and orders for payment of money signed in the name of the IGA.
- Designate officers and agents to execute any contract, conveyance or other instrument on behalf of the IGA. When the execution of such instruments has been authorized without the executing officers being specified, the president, vice president, or secretary may execute the same in the name and behalf of this IGA.
- Borrow money whenever in the discretion of the board the exercise of such power is required in general interest of the IGA. In such case, the board may authorize the proper officers of this IGA to make, execute, and deliver in the name and behalf of the IGA, such notes, bonds, and other evidence of the indebtedness as the board shall deem proper. The board shall have full power to mortgage the property of this IGA, or any part thereof, as security for such indebtedness as the board shall deem proper. Further the board shall have full power to mortgage the property of this IGA, or any part thereof, as security for such indebtedness. No action on the part of the membership of this IGA shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

- Employ an executive director to carry out the duties and responsibilities of the Idaho Golf Association.
- Exercise the powers, prerogatives, duties and responsibilities vested in the board of directors, in a strictly fiduciary capacity to carry out, perform and accomplish the objectives of the IGA. Their powers are expressly limited so as to do nothing nor accomplish any act which would conflict with or negate these objectives.

Number of Directors: The Board of Directors shall consist of at least 10 persons and no more than 15 persons. IGA Districts 1 (Southwest), 2 (Central), and 3 (Eastern) shall each have at least two (2) directors. Every effort will be made to have at least three (3) women on the Board at all times. No more than four Directors may come from the same Member Course/Club. The Board of Directors shall have the power to increase its number at any time, as provided in the By-Laws and to fill all vacancies created by such increase. The Executive Director of the IGA shall be an ex-officio member of the Board without the power to vote. The PGA, Rocky Mountain Section, Snake River chapter shall appoint one (1) additional non-voting ex-officio Director.

Qualifications and Selection: All members of the Board of Directors shall be Amateur Association members. Individual members shall have the right to apply to serve as Directors of the Association. In order for applications to be considered individual members must complete and return the IGA Application Form, which will be available upon request (mailed, emailed or downloaded) by September 30th of each successive year; an application period of at least 30 days will be conducted each successive year. Applications must be received by the Association's Nominating Committee within that advertised 30-day period. The Nominating Committee may also provide a list of applicants to the Board of Directors.

Once applications are submitted, the Nominating Committee shall review the applicants and present their names to the entire Board of Directors. Once the nominations are provided, the Directors shall be selected from among the nominated candidates by the sole vote of the Board of Directors at their November/December meeting. Any Director whose term is expiring or is

otherwise terminating his or her service as a Director shall also have the right to vote for a replacement Director.

None of the members (Member Courses/Clubs representatives/Individual Members) shall have the right to vote for the Directors or on any other matters affecting the Association. The individual members' right is expressly limited to applying to serve as Directors. Any other rights and privileges of members in each class are set forth in ARTICLE IX, MEMBERSHIP. No golf professional can be eligible or qualified for election to office.

Term: Directors shall serve for three (3) years. Terms of Directors will begin on January 1st of each year. Terms will be staggered so that approximately one third of the Board will be elected/reaffirmed each year.

Board Vacancies: The President, with the majority approval of the Board of Directors, shall appoint an individual member to serve as director for the unexpired term, within thirty (30) days of the vacancy or as soon as practicable. Appointments are only required if the vacancy affects either the minimum Board make up of 10 members or if the vacancy affects the minimum District representation of two (2) per District. Other vacancies may or may not be filled at the discretion of the President with majority approval of the Board.

Meetings Of The Board Of Directors: There shall be three regular meetings of the Board of Directors each year; Spring, Summer/Fall, and November/December and shall be held at such time and place as determined by the President with at least ten (10) days advance notice to all Directors.

Special Meetings: Special Meetings of the Board may be called by the President of the IGA, Executive Director of the IGA, or upon written request by any (3) three members of the Board of Directors with at least twenty-four (24) hours notice to all Directors.

ARTICLE V

OFFICERS

The Officers of the IGA shall be the President, Vice President, Secretary, and Treasurer and shall be elected for a one (1) year term from within the members of the Board at the Spring Meeting of the Board of Directors and shall take office immediately.

The Executive Director of the IGA is an ex officio member of the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE VI

DUTIES OF THE OFFICERS

The President shall preside at all Board and Executive Committee meetings of the IGA, have the right to vote on all questions, appoint committee chairs subject to these bylaws, have the right to determine the composition of all Board committees (with the exception of the Executive Committee), and otherwise serve as a spokesperson for the Board. The President shall have the right to serve as an ex-officio voting member of all other committees of the Board and may have other duties as the Board may prescribe.

In the absence of the President, the Vice President shall perform the duties of the President, including presiding at Board and Executive Committee meetings. The Vice President shall have other powers and duties as the Board may prescribe and may or may not be nominated to succeed the President when a vacancy occurs in that office.

The Secretary shall be responsible for assuring that minutes are taken of the proceedings of board of directors, and executive committee meetings and that such minutes are preserved in the IGA' records.

The Treasurer shall have the responsibility for the IGA's funds and securities. The Treasurer shall assure that accurate accounts of all receipts and disbursements are kept in books belonging to the IGA, and shall make certain that all monies, securities and other valuable effects in the name of the IGA are deposited in depositories designated for that purpose by the board, and see that all funds are properly dispersed as ordered by the board

and be responsible for presenting a report of transactions and financial condition of the IGA at regular meetings of the board or at other times as may be fixed by the board.

ARTICLE VII

EXECUTIVE DIRECTOR

The Executive Director shall be appointed and, if necessary, removed for cause by the Board of Directors of the IGA. The Board of Directors, at its discretion, establishes compensation and other terms of the Executive Director's employment.

The Executive Director shall be the IGA's Chief Executive Officer and the chief advisor to and executive agent of the Board of Directors. His or her authority is vested through the Board of Directors and includes responsibilities for all IGA managerial affairs. The Executive Director is responsible for leading the IGA, implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the IGA's key spokesperson. The Executive Director may execute all documents on behalf of the IGA consistent with IGA policies and in the best interest of the IGA. The Executive Director serves as an ex-officio non-voting member of all Board committees.

The Executive Director, or his or her appointed designee, shall serve notices and keep minutes of all Board meetings in the absence of the Secretary; call meetings to order in the absence of both the President and Vice President and call for the elections of a temporary chair; keep full and accurate account of all funds; prepare and present budgets and financial reports for approval; prepare and present reports of all activities of the IGA; and perform such other duties as prescribed by the Board to fulfill its purpose.

Upon the resignation, termination, disability or other extended absence of the Executive Director, the Board of Directors shall determine who shall perform the Executive Director's duties.

ARTICLE VIII

COMMITTEES

The Board shall establish as many committees as it deems appropriate to the discharge of its responsibilities. Each committee shall have a written statement of purpose or charter that includes primary responsibilities and rules of procedure. The charter must be approved by the Board.

The President of the IGA shall have the responsibility to appoint the chairs and vice chairs of all Board committees except the Executive Committee Unless approved otherwise by a majority of the Board, all committee chairs, vice chairs, and a majority of each committee's members shall be Directors. Each committee shall report at least annually on its work to the Board of Directors. The Executive Director shall be an ex-officio member without vote of all IGA committees.

Executive Committee: The Executive Committee shall include the Officers of the Board and the Immediate Past President if he/she remains on the Board. If a District is not represented by an officer, the President shall appoint an additional Board Member to the Executive Committee, so each District is represented.

The purpose of the Executive Committee is threefold: 1) It shall serve at the pleasure of the Board as its agent in helping the Executive Director address nonessential business between regular Board meetings; 2) It shall assist the President and the Executive Director with their joint responsibility to help the Board function effective and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work; and 3) It shall take action, subject to Board ratification, on matters that cannot or should not be deferred until the next scheduled Board meeting.

The Executive Committee shall have authority to act for the Board of Directors on all matters except for the following, which shall be reserved for the Board: (a) Executive Director selection and termination; (b) Director and Board officer election; (c) Changes in IGA mission and purpose; (d) Changes to the articles of incorporation; (e) Incurring of IGA indebtedness; (f) Sale of IGA assets or tangible property; (g) Adoption of the annual budget; (h) Adoption of a merger or consolidation; and (i) Dissolving the IGA.

The Executive Committee shall meet as often as is necessary to conduct its business as the President and Executive Director determine. A majority of voting Directors on the committee shall constitute a quorum.

Championship Committee: The Championship Committee will oversee the conduct of the IGA State Championships. Committee members will advise the IGA staff regarding championship practices and location. The Championship Committee will consist of a Chairperson who must be a Board Member and compete in IGA championships annually and at least two Directors. Additionally the Committee will consist of at least three championship players who compete in IGA championships annually. The Tournament/Rules and Competitions Director will be a non-voting ex-officio member.

Course Rating Committee: The Course Rating Committee will oversee the IGA's Course Rating program. The Course Rating Committee will review all course rating results. The Committee has the authority to approve ratings, modify ratings in accordance with the USGA Course Rating System[®], or reject a rating. The Course Rating Committee will insure that orientation/training programs are in place to provide raters who are properly trained to rate all IGA courses in accordance with the current USGA Course Rating System[®]. The Course Rating Committee will consist of a Chairperson who must be an experienced Course Rater and has attended a Course Rating Seminar conducted by the USGA and at least three additional experienced Course Raters. The Course Rating Director will be a non-voting ex-officio member.

Finance Committee: The Finance Committee will assist the Board of Directors in discharging its oversight responsibilities. It will take all appropriate actions to set the tone for quality financial reporting, sound risk practices, and ethical behavior. The Finance Committee will consist of at least three Directors including the Treasurer in addition to the President.

Hall of Fame Committee

The Committee shall serve to establish and execute the processes of the Idaho Golf Hall of Fame. The Hall of Fame Committee will consist of the Chairperson who must be an IGA Board Member, up to two more IGA Board Members, the Executive Director of the IGA and the Executive Director of the Rocky Mountain Section of the PGA. Hall of Fame inductions are to be performed on U.S. Presidential Election years.

The Hall of Fame Nominating/Voting Subcommittee will be appointed by the Hall of Fame Committee, and consist of the Hall of Fame Committee members as well as up to two additional IGA Members, up to two additional PGA Members, and up to three members of the Idaho Golf Media. This committee will help nominate candidates for the hall of fame as well as present a final proposal to the IGA Board of Directors those that should be voted into each Hall of Fame Class.

The IGA Board of Directors will approve each person that goes into the Idaho Golf Hall of Fame.

Junior Golf Committee: The Junior Golf Committee will oversee the conduct of the IGA Junior Tour. Committee members will advise the IGA staff regarding team selection.

The Junior Committee will consist of at least two Directors in addition to each District Coordinator along with interested Junior Tour parents/players. The Junior Golf Manager/Director will be a non-voting ex-officio member.

Marketing and Communications Committee: The Marketing and Communications Committee will coordinate with key staff members regarding the IGA's marketing and communications strategies. These strategies will ensure that the IGA is working to create and maintain contact with all golfers, whether they are current or potential members. The Marketing and Communications Committee will consist of a Chairperson who must be a Board Member, at least one other director and any key stakeholder volunteers as needed. The lead Communications Department Staff member will be a non-voting ex-officio member.

Membership/Handicapping Committee: The Membership Committee will create and design membership incentive programs to attract new members and enhance services provided to members, understand the demographics of members and ensure needs and expectations are met, ensure member clubs meet all the requirements of the USGA Handicap System® in order to be licensed to use USGA marks and to issue a USGA Handicap Index® and the World Handicap System™ (WHS) jointly governed worldwide by the USGA and The R&A and encompasses both the Rules of Handicapping and the Course Rating System™ (formerly the USGA Course Rating System).

The Committee will consist of one Board member from each District along with interested association volunteers. The Handicapping staff member will be a non-voting ex-officio member.

Nominating Committee: The Nominating Committee will include the Immediate Past President and at least three other Directors appointed by the President and shall, with the assistance of the Executive Director, collect and review all applications received from Individual members. Each District shall have at least one member of the Nominating Committee. In the absence of sufficient applications from the Individual members, the Nominating Committee will solicit/recruit from the IGA membership individual members who are qualified and interested to serve as a Director of the IGA. The Committee will forward all applications to the entire Board for election/reaffirmation as outlined in Article IV.

Youth On Course (YOC) Committee: The Youth on Course Committee will establish long range plans, goals, and policies, and help secure financial resources to help position the Youth on Course program for its future success. The Youth on Course Committee will consist of at least two Directors along with interested partners and association volunteers. The Junior Golf Manager/Director will be a non-voting ex-officio member.

ARTICLE IX **MEMBERSHIP**

The IGA shall have the following types of membership: Regular Members and Associate Members.

Regular Member Club “Type 1”: Regular Member Clubs are located at a golf course with a valid USGA Course Rating and Slope Rating where a majority of the club’s events are played and where the club’s scoring records reside. Member Course/Clubs do not have voting rights.

Associate Member Club “Type 2”: Individuals are affiliated, or known to one another, via a business, fraternal, ethnic, or social organization. The majority of the individuals who join these memberships had an affiliation prior to organizing the club. Associate Members do not have

voting rights.

Associate Member Club “Type 3”: Individuals are recruited or solicited by the newspaper or Internet. Associate Members do not have voting rights.

Individuals: Any individual who is not a golf professional may join the IGA upon payment of annual dues. All individuals must also join a Regular Member Club or an Associate Club. Individuals must designate their course or club upon joining the IGA. All individuals shall have their handicaps subject to peer review by Handicap Committees at the Regular Member or Associate Member clubs. An individual may be a member of more than one club through purchase of a multi-course/club membership; however, all members must designate a home course/club for activities. Individual members have no voting rights.

New Member Clubs: Any golf club desiring to become a Regular Member Club or Associate Member Club of the IGA shall make application in writing to the IGA accompanied by a list of officers and such other information as the Board of Directors of the IGA may prescribe. Any eligible membership must be accepted by the IGA. The acceptance of membership in the IGA shall bind each to uphold all of the provisions of the bylaws and any other rules of the IGA, and to accept and enforce decisions of the Board of Directors within its jurisdiction, and to refrain from any conduct detrimental to golf.

Dues: Each Regular or Associate member shall pay to the IGA each year a fee per golfing individual using the IGA’s handicap service. Said fee is to be set by the Board of Directors. Failure to pay all fees each year, shall preclude the delinquent Regular or Associate member from representation at any meeting, and debar their individuals of the privileges of entering any IGA contest until the membership fee is paid in full.

Suspension of an Individual: Any individual failing in his/her obligations as set forth in these bylaws, or any member engaging in any conduct in violation of ***the USGA or IGA Code of Conduct*** may be suspended or expelled by the Executive Director of the IGA for up to three (3) years, provided, however, that such members shall have been given thirty (30) days written notice of the charge or charges lodged against them and afforded an opportunity to be heard in their own defense. Any individual suspended or expelled by the Executive Director may appeal such decision before the Board of Directors, which appeal shall be heard at the next Board

meeting or special meeting as may be scheduled as provided herein. Such appeal shall have the effect of staying the individual's suspension or expulsion until the Board of Directors considers the appeal and renders a written opinion affirming, reversing or modifying the decision of the Executive Director, or taking any other action the majority of the Board of Directors deems appropriate.

ARTICLE X **MEETINGS**

Annual Meeting: The IGA shall hold an annual meeting every year in conjunction with the Spring Board meeting at a location designated by the Board of Directors.

Meeting Notice: Notice of the Annual Meeting or any Special Meeting to the membership shall be accomplished by one or through a combination of the following methods at least ten (10) days in advance of the meeting: first class mail, e-mail, facsimile transmission, or causing the publication to be posted on the IGA's website, or any other method deemed proper and effective by the Board of Directors.

Quorum: A majority of the board of directors shall constitute a quorum for the transacting of business at any regular or special meeting of the IGA. Directors may appear/vote telephonically.

Order of Business: The order of business of the annual meeting of the IGA shall be as follows: roll call; reading compliance with any notice requirements; approval of minutes of the previous meeting; committee reports; general and new business as mentioned in the meeting agenda and adjournment. The presiding officer without objection from the Board may vary the order of business at his/her discretion.

Special Meetings: Special meetings of the IGA may be called by the President of the Board of Directors, Executive Director of the IGA, or upon written request by ten (10) Regular Member Clubs, or three members of the Board of Directors.

ARTICLE XI

CONFLICT OF INTEREST and INDEMNIFICATION

A Director shall be considered to have a conflict of interest if the Director (1) has existing or potential financial or other interests that impair or appear to impair the Director's independent, unbiased judgment in the discharge of the Director's responsibilities to the IGA; or (2) is aware that a member of the Director's immediate family has financial or other interests that would impair or appear to impair the Director's independent judgment in the discharge of the Director's responsibilities to the IGA. Immediate family includes spouse, parent, sibling, child, or any other relative residing in the same household as the Director.

All Directors shall disclose to the Board any possible conflict of interest at the earliest practical time.

Further, the Director shall generally be absent from discussions of, and must abstain from voting on, such matters under consideration by the Board of Directors or its committees as a conflict of interest. This does not exclude participation in discussions or deliberations by providing factual information or responding to questions. The minutes of the meeting shall reflect that a disclosure was made and that the Director with a conflict or possible conflict abstained from voting.

Any Director who is uncertain as to whether a conflict of interest exists in any matter may request that the Board or committee resolve the question in the Director's absence by majority vote. The Board may also adopt policies that more clearly set forth any requirements regarding disclosure and actions relating to conflicts of interest.

Each Director shall be indemnified against all expenses actually and necessarily incurred by such Director in connection with the defense of any actions, suit, or proceeding to which he or she has been made a party by reason of being or having been a Director. The IGA shall cover such expenses except in relation to matters in which the Director shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The IGA shall also maintain appropriate Directors liability insurance coverage.

ARTICLE XII

AMENDMENTS TO BYLAWS

These By-Laws of the IGA may be amended, altered, changed, added to, or repealed by an affirmative vote of a majority of the existing board of directors at any meeting of the board, if notice of the proposed amendment, alteration, change, or repeal is contained in the notice of the meeting.

APPROVAL

The foregoing bylaws of the IDAHO GOLF ASSOCIATION, INC, were approved at a meeting of the Board of Directors on the September 11, 2023.

BOARD OF DIRECTORS OF THE
IDAHO GOLF ASSOCIATION, INC.

Kristin Fenwick
Kristin Fenwick (Feb 3, 2024 19:39 PST)

President

ATTEST:

Melinda Howard
Melinda Howard (Jan 9, 2024 14:47 MST)

Secretary