

BYLAWS OF THE

MICHIGAN GOLF COURSE SUPERINTENDENTS FOUNDATION

MiGCSA.org

Adopted August, 1995 Revised March, 1998

Revised September 2007

ARTICLE I

The name of the Corporation is:

MICHIGAN GOLF COURSE SUPERINTENDENTS FOUNDATION, (MiGCSF)

ARTICLE II

Purpose

The Michigan Golf Course Superintendents Foundation is organized for the following purposes:

Primarily to raise monies for the support of education and research in turfgrass and related golf course amenities, to raise monies for scholarships for individuals pursuing or interested in a career in golf course superintendency or other academic fields, to raise monies for other non-profit 501(c)(3) organizations, as the Board may determine, and to do any and all other activities in support of the above goals, organizations and purposes.

To campaign for, assets, receive and accept gifts, devises, bequests, endowment and donations or payments of money and property, both real and personal, from any person, firm, corporation, trust, estate, fund, foundation, or any other legal entity, and to use, expend, administer, invest, donate and distribute such money, funds and property, or the proceeds thereof, for any of the purposes herein described.

To receive any monies or property, real or personal, in trust under the terms of any Will, deed of trust, or other trust instrument for the foregoing purposes, or any of them, and in administering the same to carry out the directions and exercise the powers contained in such instrument under which the money or property is received.

To invest or reinvest in all kinds of property, both real and personal, and to use the proceeds and income there from to carry on the foregoing purposes; and in order properly to prosecute the objects and purposes set forth above, the corporation shall have and may exercise all of the powers and authority granted by the laws of the State of Michigan and shall further have full power and authority to purchase, own, maintain, lease, mortgage, convey, or otherwise acquire or dispose of any and all types of property, both real and personal, and generally to perform all acts which may be deemed reasonably necessary or expedient for the proper and successful prosecution of the objects and purposes for which this Corporation is created.

Provided, however, that any references herein to any provision of the Internal Revenue Code (herein called the "Code") shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

Provided, further, that in all events and under all circumstances and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, whether voluntary or involuntary, or by operation of law, the following provisions shall apply:

1. This Corporation shall not have or exercise any power or authority. Either expressly by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent:

- a. This Corporation from qualifying (and continuing to qualify) as a tax exempt corporation under Section 501(c)(3) of the Code;
 - b. Contributions to it from being deductible
 - c. For federal income tax purposes;
 - d. Gifts, bequests, legacies and devises to it from being deductible in computing the taxable estate of a decedent for federal estate tax purposes and;
 - e. Gifts or contributions to it from being deductible in computing gifts for federal gift tax purposes.
2. No substantial party to the activities of this corporation shall consist of propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States or the State of Michigan, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 501 or 503 of the Code.
 3. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated, for purposes that are not exclusively charitable, scientific or educational within meaning of Section 501(c)(3) of the Code.
 4. No compensation or payment shall ever be paid or made to any Officer, Director, Trustee, or organizer of this Corporation, or substantial contributor to it, except as reasonable allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any. Such person, firm or corporation; provided, further, that neither the whole nor any part or portion of said assets of net earnings shall ever be used for, accrued to, or inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.
 5. In the event of termination, dissolution or winding up of this Corporation in any manner, for any reason whatever, all of its remaining assets, if any, shall be distributed to (and only to) such one or more organizations, if any, selected by the Board of Directors, which organization or organizations qualify under Section 501(c)(3) of the Code.
 6. Amounts accumulated out of income during a taxable year or any prior taxable year, and not actually paid out by the end of the taxable year: (a) Shall not be used for purposes or functions other than those constituting the basis for exemption, and (b) shall not be invested in such a manner as to jeopardize the carrying on of the charitable, scientific, educational, or other purpose or function constituting the basis for exemption.

ARTICLE III

Membership

The Corporation will consist of a Board of Directors appointed by the Board of Directors of the Michigan Golf Course Superintendents Association. The number of Directors will be as determined by that entity and will be appointed annually on April 1.

ARTICLE IV

Director Meetings

The Board of Directors shall hold its annual meeting at the offices of the Corporation, or at such other place within the State as shall be determined, from time to time, by a majority of the Board of Directors. Its annual meeting shall be held in conjunction with the Michigan Golf Course Superintendents Association annual meeting. Voting at all meetings shall be by voice vote and a majority of the Board shall constitute a quorum. A majority of the Directors attending the meeting, if a quorum is present, shall be necessary to pass any resolution proposed at the meeting. Each Director shall have one (1) vote. Special meetings may be called by notice from any Director to all of the other Directors not less than seven (7) days prior to the proposed date of the special meeting, giving the time, place and purpose of that meeting. Such notice shall be by written or electronic notice to the last known address of each Director.

ARTICLE V

Duties of Officers

Section 1. The Board of Directors shall elect Officers for the forthcoming year in April.

Section 2. President. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these bylaws or assigned to him or her by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted. .

Section 3. Vice-President. The Vice-president(s) shall, in order of seniority, as specified by the Executive Committee, assist the President in the discharge of his duties and preside in his absence.

Section 4. Secretary. The Secretary shall keep a full and complete record of the proceedings of all meetings and shall preserve all documents, reports and communications connected with the business of the Corporation, send out all notices, compile the records of the individuals recognized and inducted into Michigan Golf Course Superintendents Foundation and perform such other duties as usually pertain to the office.

Section 5. Treasurer. The Treasurer shall collect and receive all monies, keep a correct account thereof and deposit same in the name of the Corporation in such bank as may be approved by the Executive Committee. At the Annual Meeting he or she shall submit a full report, in writing, of the financial condition of the Corporation, which shall previously have been audited and approved by the Executive Committee.

Section 6. . Executive Secretary. The Executive Secretary shall act as general assistant to the officers of the Corporation and in particular to the Secretary in the discharge of the duties required of the latter. He or she shall compile and maintain the annual information relating to the nominating of individuals and shall be available for the preparation of the nominating petition(s) and ballot(s); and mailing of such matter. He or she shall supply to the press such matters as are necessary to give proper publicity to each year's nominations, induction and to the general work of Michigan Golf Course Superintendents Foundation.

Section 7. Executive Committee. The Executive Committee shall have general management of the affairs of the Corporation and may admit other associations and members to representation and shall, in their discretion, drop any member, club or association which, in their

opinion, no longer furthers the objects of this Corporation to encourage and promote educational opportunities for needy and deserving young men and women working on or about Michigan Golf Course Superintendents Foundation. It shall appoint special officers and committees, frame the nominating process and arrange dates for an induction ceremony for adoption by the Corporation and take such steps as it may consider necessary and expedient to carry into effect the objects of the Corporation.

ARTICLE VI

Administration

The Board of Directors shall be the executive body of the Corporation shall make nominations for office and shall consider all business and policies pertaining to the affairs of the Corporation. It shall meet not less than every three (3) months. The presence of fifty (50%) percent of the Directors shall constitute a quorum.

ARTICLE VII

Amendments

The members of Michigan Golf Course Superintendent's Association may amend such bylaws as may be deemed necessary for the proper government of the Foundation and the execution of its affairs. The bylaws may be altered or amended by a two-thirds (2/3) majority vote of the voting members present at a special meeting called for such purpose, after at least thirty (30) days notice of such meeting is mailed or electronically mailed to the voting membership roster. Such notice shall contain the proposed alterations of amendments. The Secretary/Treasurer in a book procured by him or her for such purpose shall record the bylaws and amendments. Such voting may be by ballot in person or by proxy.