Articles of Incorporation

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Bylaws

Adopted December 1949, Revised August 1970, Revised August 1982,
Revised October 1995, Revised March 1996, Revised August 1998,

Article I

NAME AND LOCATION

The name of the Association shall be Michigan Golf Course Superintendents Association with its principal office in the State of Michigan. The Association may have such other offices as may from time to time be designated by its members.

Article II

STATEMENT OF PURPOSE

The purpose of the MiGCSA shall be to provide leadership for Golf Course Superintendents and other golf industry partners on the economic, environmental and recreational vitality of golf in Michigan. The golf course superintendents’ profession will be advanced through promoting research, continuing education, networking and mentoring among members and the golf community.

Article III

MEMBERSHIP

Section 1. Application for Membership
The Board of Directors of the Association shall have the authority to establish qualifications, rights and dues for all classes of membership except A, B and C.

Section 2. Definition of a Golf Course Superintendent
A golf course superintendent is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.
Section 3. Membership Classes

Class AA – Life Members:
To qualify for Life Membership, one must: (1) have retired as a golf course superintendent, and (2) have reached the age of 55, and (3) meet one of the following criteria:
- A voting member for twenty-five (25) years, including those years with any of the four original Districts; or
- A former Board member, including those with any of the four original Districts; or
- A charter member of one of the four original Districts.

A Life Member shall have all the rights of the Association except that of holding office.

Class A – Golf Course Superintendent:
An individual with a minimum of three years’ experience as a golf course superintendent. Who is a golf industry professional who possesses knowledge, skills and abilities through a combination of education, experience, professional development and environmental stewardship; and has met and continues to fulfill on-going Class A renewal requirements, be a member of GCSAA or be a grandfathered Class A from the original four districts. Class A members shall have all the rights of the Association.

Class B – Superintendent Member:
To qualify for a Class B Membership, an applicant shall, at the time of application, be employed as a golf course superintendent, be a member of GCSAA and does not meet the additional qualifications for Class A membership. Class B Members shall have all the rights of the Association.

Class C – Assistant Golf Course Superintendent:
To qualify for a Class C Membership, an applicant shall be, at the time of application for membership, an assistant to a golf course superintendent, and shall be presently employed in such capacity. Class C Members shall have all the rights of the Association, except that of being an officer.

Class EM – Equipment Manager:
To qualify for Equipment Manager membership; an applicant shall be employed as an equipment manager, assistant equipment manager or mechanic/technician within the golf industry and shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Class E – Educators:
To qualify for a Class E Membership, an applicant must be an educator or extension officer. Class E Members shall have such rights of the Association, except those of voting and holding office.
Class AFF – Affiliate:
To qualify for a Class AFF Membership, an applicant must be an individual interested in golf course management and/or in the growing or production of fine turfgrass, either individually or through employment by, or other affiliation with, a company, proprietorship or association, and who does not qualify for membership in another class. Class AFF Members shall have all the rights of the Association, except that of being an officer.

Class H – Honorary:
To qualify for a Class H Membership, the individual must be recognized by the Board of Directors for contributing in an outstanding manner to this Association or profession or related field. This membership shall continue in effect unless otherwise revoked by the Board of Directors. Class H Members shall not be required to pay dues or assessments of the Association and shall have such rights of the Association as the Board of Directors may specify, except those of voting and holding office.

Class S - Student
To qualify for a Class S Membership, an applicant must be a student enrolled in a formal course of education related to golf course management, or have completed his or her formal education less than one (1) year prior to the date of application for membership. Class S Members shall have such rights of the Association, except those of voting and holding office.

Class AS – Associate:
To qualify for a Class AS Membership, an applicant must be a person employed by a golf course superintendent who does not qualify under any other classification in the Association. Class AS Members shall have such rights of the Association, except those of voting and holding office.

Class R – Retired:
To qualify for a Class R Membership, one must be retired and no longer seeking employment within the scope of activities of any membership class of the Association. An applicant may apply to the Board of Directors in writing for Retired Membership, the annual dues for which shall be set by the Board of Directors but shall not exceed half the amount paid for the classification in which the member retires. There are two options for retirement: (1) any member reaching age fifty-five (55), may retire and shall have all the rights of the Association afforded the member in his or her immediate previous classification, with the exception of holding office; or (2) any member having completed a minimum of twenty (20) years of service in any membership classification may retire in that classification and shall have all of the rights of the Association afforded that classification, with the exception of holding office.

Class I – Inactive:
An Inactive Member is an individual who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon his or her application. The Board of Directors shall have the authority to act on such application and to place a member on Inactive status.
Class FM – Facility Membership:
A Facility Membership is available to those facilities that operate with limited resources. The membership is in the name of the facility. However, the recipient of the membership benefits and information can be the superintendent, owner, or other representative selected by a golf facility. The facility is entitled to all privileges of membership, except those of voting and holding office.

Section 4. Dual Membership Requirement
All Class A and Class B membership applicants must submit an application for membership or evidence of membership with the Golf Course Superintendents Association of America (GCSAA) and must maintain that membership thereafter. Grandfathered Class A members from the original four districts will not be required to prove membership with the Golf Course Superintendents Association of America (GCSAA).

Section 5. Rights of Membership:
Except as otherwise provided herein, members of MiGCSA shall have all of the rights of membership. These rights shall include the following:

(a) Use of the Association name, initials, and logo are subject to approval by the Board of Directors.
(b) Attendance at the annual meeting of the Association.
(c) Eligibility to vote if a Class AA, A, B, C, EM, AFF and R Member.
(d) Eligibility to be a Director if a Class A, Class B, Class AFF or Class C.
(e) Eligibility to be an Officer if a Class A or Class B.

Section 6. Reclassification of Members:
All reclassifications of members shall be made by the Board of Directors, in accordance with Standing Rules adopted by it from time to time, or pursuant to directives adopted by the membership at any annual meeting or any special meeting called for that purpose.

(a) Voluntary Reclassification:
Any individual member may request a change in his or her membership classification in writing to the Board of Directors to accord with a change in his or her qualifications for membership as set forth in Section 3 of this Article.
(b) Mandatory Reclassification:
All members, upon renewal of their annual membership, must clearly state their current employment status. The determination of the appropriate classification of membership for each individual shall be made in accordance with his or her qualifications for membership as set forth in Section 3 of this Article.
Article IV
DISTRICTS

Section 1. Original Districts:
Michigan Chapters previously possessing affiliation with GCSAA shall automatically become Districts of this Association. A member may be placed in a different District from previous chapter membership due to restructuring of District lines by county.

Section 2. New Districts:
A voluntary association of persons engaged in the occupation of producing, maintaining and improving turfgrass may make application for admission as a District of this Association. An Association whose bylaws contradict the bylaws of this Association shall not be eligible for admission as a District. The Board of Directors shall act upon any application for admission at its next meeting by a two-thirds (2/3) majority vote after the receipt of such application.

Section 3. Redistricting
The Membership reserves the right to redistrict the Association upon a majority vote, at a meeting of the membership.

Article V
DUES AND SUPPLEMENTAL ASSESSMENTS

Section 1. Fiscal Year
The fiscal year shall begin on the 1st day of January and end on the 31st day of December.

Section 2. Annual Dues:
The annual dues shall be sums fixed by the Board of Directors, except for Class A, Class B and Class C members. Annual dues for Class A, Class B and Class C members shall be fixed at any annual meeting of the Association, as decided by a ballot conducted under regular voting procedures set forth in accordance with Article VII of these Bylaws.

Section 3. Assessments:
Where necessary, in the opinion of a majority of the members present at any annual or special meeting of the Association called for that purpose, for the payment of any existing deficit, there may be levied an assessment in addition to annual dues, to be paid by each Association member, except Class AA, Class H, Class SA, Class R and Class I, provided, however, that such assessment may not be levied more than once in any year and shall not exceed an amount equal to the annual dues fixed for such year.

In the event of grave emergency, a unanimous vote of the Board of Directors, by signed order, may levy an assessment to be paid by each Association member, except Class AA, Class H,
Class SA, Class R and Class I, for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgment or decree rendered against the Association, provided, however, that no more than an amount equal to the annual dues shall be levied as such assessment during any year. The vote of the Board of Directors on the question of levying an assessment may be taken by transmitted ballot prepared by the Secretary.

Section 4. Extension of Time for Payment:
The Board of Directors may, at its discretion, for good cause, temporarily excuse or extend the time of payment of annual dues or assessments for any member.

Article VI

CONDUCT OF MEMBERS

Section 1. Nonpayment of Dues or Assessments:
Any member or members, who have failed to pay dues by June 15, shall be dropped from the membership of this Association for the next fiscal year and all rights and privileges in connection therewith are thereupon cancelled. Any member dropped from the membership, in the manner hereinbefore provided, shall be notified thereof by the MiGCSA. An application to the MiGCSA must be made within 30 days after the notification of his/her suspension. Such application for reinstatement must be accompanied by reinstatement fee, dues, assessments and accounts in arrears.

Section 2. Prohibited Conduct:
The following conduct is prohibited for members of the association:
(a) Violations of the GCSAA Code of Ethics.
(b) Use of the Association affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.
(c) Conduct unbecoming a member or inimical to the Association.
(d) Submitting false information on an application for membership or in a dues statement.

Conduct that is prohibited shall be cause for disciplinary action or expulsion from the membership in accordance with the procedure set forth in Section 3 of this Article.

Section 3. Procedure for Disciplining or Expelling a Member:
A member may be disciplined or expelled by two-thirds vote of the Board of Directors. Any member or applicant who is subject to disciplinary action who has been rejected for membership shall have the right to notice and an opportunity to be heard concerning such rejection for membership. Upon written request from the aggrieved party, the Board of Directors shall provide within thirty (30) days a written explanation of their action and give notice of a hearing which
hearing gives aggrieved party an opportunity to be heard with respect to the action taken. Notice is to be in writing, delivered by certified mail. No hearing shall be held unless the aggrieved party gives notice of his appeal to the Board of Directors’ action within thirty (30) days of receipt of the written explanation of the Board’s action taken.

Article VII

VOTING

Section 1. Voting Procedures:
The Board of Directors shall have the power to establish the Standing Rules governing voting procedures at Association meetings.

Section 2. Proxies:
Voting members may exercise their vote through the use of a proxy. A proxy may be exercised only by the person named in such proxy, who must be a voting member in good standing of the Association. Proxies may be exercised on votes on amendments to Articles of Incorporation, the bylaws, elections of Officers and Directors and any other such matters as the Board of Directors shall designate.

Section 3. Elections:
(a) Election of Officers:
There shall be elected by ballot, Officers, by a majority vote, at each annual meeting of this Association, a President, Vice-President and Secretary/Treasurer, who shall hold office for a term of one year, up to two (2) consecutive terms are allowed per officer position, and until their successors are elected and qualified and shall perform the duties hereinafter prescribed for each of such offices. If these Officers were previously elected to a Board of Director position they will serve as an Officer in conjunction with said Director term.

(b) Election of Directors:
The Board of Directors shall be composed of the remaining elected members, who shall be elected by ballot and a plurality vote. The Board of Directors shall be composed of (2) members from each district and (4) at large positions from any district, their terms shall run three years starting immediately after the Annual Meeting, and until their successors are elected and qualified and shall perform the duties hereinafter prescribed for each Director, up to three (3) consecutive terms are allowed per Director position.

Other Election Qualifications:
All officers and a majority of the entire Board of Directors shall be GCSAA Class A or Class B Members.
Section 4. Voting by Board of Directors:
The GCSAA Class A and B Members of the Board of Directors shall only vote on those issues, which pertain directly to the Golf Course Superintendents Association of America (GCSAA). All Classes of the Board of Directors may vote on all other Association matters.

Article VIII

OFFICERS AND BOARD OF DIRECTORS

The Officers of this Association as hereinabove provided for together with the Directors as constituted shall constitute the Board of Directors of this Association. Each member of such Board of Directors shall be entitled to vote at the meeting thereof and a quorum necessary for the transaction of business shall not be less than the majority of said Board of Directors.

Section 1. Duties and Powers of the Board of Directors:
(a) The Board of Directors shall have general charge and management of the affairs of the Association and shall also perform such other duties applicable by the parliamentary authority of Article XI.
(b) A two-thirds (2/3) majority of the entire Board of Directors shall be required for the passage of any resolution or decision that will cause or incur any indebtedness that includes the execution of a mortgage or loan document that will carry past the time of the next annual election and thus impact the fiscal responsibilities and options of future Boards of Directors.
(c) The Board of Directors, following each of their board meetings, shall cause to be made a report available to the membership, on the strategic discussions from each meeting. The Board of Directors shall further cause to be made an audit of the Treasurer's books and shall make the audit available to the membership within 150 days of the end of the fiscal year.
(d) The expenses of all members of the board of directors in attending annual and board meetings, including transportation, hotel room, rental bills, and a fixed per diem fee in an amount to be determined by the board of directors shall be paid by the association upon preparation of an itemized expense account. No officer or member of the board of directors shall receive any compensation for their service.
(e) Removal: The Board of Directors shall have the power to remove or otherwise discipline any Director for violation of Article VI, Section 2 by a 2/3 vote of the Board of Directors as set forth in Article VI, Section 3.

Section 2. Position of Executive Director / Management Company
The President, with the approval of the Board of Directors, may appoint an Executive Director / Management Company who shall be an employee or contractor of the Association. This person or company’s function shall be to put into effect the decisions of the Board of
Directors, and otherwise to advise, promote and carry out the objectives and purposes of the Association, as directed by the Board of Directors. Their term of employment and compensation shall be decided by the Board of Directors, but in no event can the Board of Directors; commit itself to a contract exceeding three (3) years.

Section 2. Vacancies:
Vacancies occurring in any office or in the Board of Directors of the Association shall be filled by appointment by the President with the majority approval of the Board of Directors for the unexpired term. If a current Director is appointed to an Officers vacancy their board term shall run in conjunction with said appointment. Board Members appointed will finish out the term that was vacated and can then run for re election

Section 3. Duties of the President:
The President shall, during any period when the Board of Directors is not in session, have general charge and supervision of the affairs and property of the Association, subject to such rules and regulations as may from time to time be made by the Board of Directors. This individual shall preside at all meetings of the Association and Board of Directors and shall be an ex-officio member of all committees except the Nominating Committee. This officer shall, from time to time and as often as may be directed, submit reports to the Board of Directors and give such information touching on affairs of the Association as may be required, and make such recommendations as he or she may think proper. The President and Secretary/Treasurer shall sign all Certificates of Membership of the Association. The President shall also perform such other duties applicable by the parliamentary authority of Article XI. The President shall appoint all committees by April 1 except that of the Nominating Committee and District Committee’s. All appointments shall be subject to the majority approval of the Board of Directors except where action is required of such a committee or committees prior to any such meeting of the Board of Directors, such approval of appointment shall not be required.

Section 4. Duties of the Vice President:
In case of the absence or inability of the President, the Vice President shall, during the period of such absence or inability, perform the duties required of the President and shall also perform such other duties applicable by the parliamentary authority of Article XI. In the event the office of President shall become vacant, the Vice President shall perform all duties of the President until the annual election or until a successor shall be duly elected. In the event that both the office of the President and Vice President shall become vacant and both Officers are incapacitated, then the Board of Directors shall elect one of their members to fill the vacancy of the office of President.

Section 5. Duties of the Secretary/Treasurer:
To have and care, custody of all records of the Association, and to see to it the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed. To have recorded, the minutes of all Board of Directors and annual meetings, and
shall keep a permanent record of all meetings. To give notice of all meetings as required by the bylaws. To have the care, custody and responsibility of the Association funds and securities and to make timely reports of such funds as required by the Board of Directors. To be responsible for all legal affairs of the Association and to make and file any reports and documents as required by law. To have signatory authority for all affairs of the Association. To carry out all other duties commonly vested in the office of Secretary/Treasurer.

Article IX

COMMITTEES

Standing and special committees may be established by the president of the Association with the consent of the Board of Directors at any time with specified authority and responsibilities as directed by the Board of Directors. Nothing herein contained shall be construed to prohibit the appointment of other committees by the president with the approval of the Board of Directors for the advancement of the Association.

Article X

MEETINGS

Section 1. Board of Directors:

(a) Regular Meetings:
The Board of Directors shall meet at least twice a year. The meetings shall be at the call of the President, who shall transmit the time and place of the meetings to the other members of the Board of Directors at least ten (10) days prior to said meeting.

(b) Special Meetings:
Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the President upon the written request of a majority of members of the Board of Directors, specifying the purpose of the meeting. If the President refuses or fails to call a meeting upon such a request, then such special meeting may be called by any six (6) of the Directors. Any special meeting of the Board of Directors may be conducted by a telephonic or electronic means conference, if a majority of the Directors so agree. At least ten (10) days written or electronic notice of the time and place of special meetings shall be given to members of the Board of Directors.

Quorum:
A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
Waiver of Notice:
The Director signing and delivering a Waiver of Notice to the Secretary of the Board may waive notice of any meeting of the members of the Board of Directors. A person who attends a meeting without making objection of the failure to have received proper notice of the meeting shall be deemed to have waived such notice.

Section 2: Members.

(a) Annual Meeting:
The Annual Meeting of the members shall be held during the first quarter of each year at the location and time to be designated by the Board of Directors. Any valid business may be transacted at an annual meeting. Notice of such meetings shall be open to all members. Notice of such meetings shall be issued by the Secretary and shall be mailed or electronic notice to the last recorded address of each member at least 60 days for the time appointed for the meeting.

(b) Regular Meeting:
Each District may call for a regular meeting on a monthly base. Written or electronic notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be transmitted by the appointed Officer to each member at least twenty-one (21) days before the date of the meeting.

(c) Special Meeting:
Special meetings of the members may be called by the President upon the request of a majority of the Board of Directors or upon the request of twenty-five percent (25%) of the voting members. At a special meeting, the only business, which may be transacted, is that pertaining to the purpose for which the meeting was called. At least ten (10) days written or electronic notice of the time and place of special meetings shall be given to the membership.

Quorum;
Ten (10) voting members must be physically present at any meeting of the members to constitute a quorum.

Article XI

PARLIAMENTARY AUTHORITY
The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article XII

INDEMNIFICATION

The Michigan Golf Course Superintendents Association shall indemnify any and all persons who may serve or have served at any time as Officers or Directors, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being, or having been, an Officer or Director of this Association, except in relation to matters as to which any such Officer or Director, or former Officer or Director, shall be adjudged in any action, suit or proceeding to be liable for his or her own acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw agreement, or otherwise.

Article XIII

DISSOLUTION

In the event of the dissolution of the Michigan Golf Course Superintendents Association, after all liabilities and responsibilities have been met, its assets shall be distributed for one or more of the exempt purposes specified in Section 501 (c)(6) of the Internal Revenue Code of 1954, as from time to time amended and in accordance with State law. The Board of Directors shall determine the distribution.

Article XIV

AMENDMENTS

Section 1. Procedure:
(a) These Bylaws may be amended at any annual meeting of the members, provided all amendments shall be presented in writing or electronically to the Bylaws Committee at least ninety (90) days in advance of the annual meeting and the Committee shall submit to the members such proposed amendments the Committee approves, at least thirty (30) days in advance of the annual meeting. The Committee shall also submit to the members at least thirty (30) days in advance of the annual meeting its report concerning all proposed amendments to the bylaws received by the Committee. The Bylaws Committee may submit its own proposals for amendments in writing or electronically to the members at least thirty (30) days in advance of such annual meeting.
(b) Any proposed bylaw submitted to, but rejected by the Bylaws Committee, may be presented at the annual meeting to the members provided the proposed amendment is presented to the membership in writing or electronically thirty (30) days in advance of the annual meeting and is supported by written petition of a majority of the voting members.

(c) These Bylaws may also be amended at a special meeting of the members, provided the proposed amendments be written and signed by not less than twenty-five percent (25%) of the voting members, and sixty (60) days notice of the amendment proposed be transmitted to each member at his or her last known address as registered with the association prior to the special meeting.

Section 2. Vote Required:
A two-thirds (2/3) vote of all members present and voting, or represented by proxies shall be necessary for the adoption of any amendment.

Article XV
ASSOCIATION CONTRACTS AND INSTRUMENTS

Execution of all bills, notes, contracts, checks, drafts, deeds of trust, mortgages and other instruments pertaining to the Association shall be made in the name of the Association and shall be executed as authorized by the Board of Directors and bylaws. Except as otherwise provided in the bylaws, any agent or Officer of the Association may be authorized to bind, execute or deliver any obligation which is in the name of the Association on behalf of the Association, only if the authorization is made by duly enacted resolution of the Board of Directors and entered into the minute book of the Association. Unless so authorized, no agent or officer shall have the authority to so bind or represent the Association.

Article XVI
INSIGNIA AND SEAL

The secretary of the association should procure for use a corporate seal, which should state the corporate name and shall contain such other additional insignia, as the Board of Directors shall approve.