

# **CONSTITUTION**

## **ARTICLE I: NAME**

### **Section 1:**

This organization is the Hot Springs Village Men's Nine-Hole Golf Association. It is hereinafter referred to as the Association or the MGA 9.

## **ARTICLE II: PURPOSES**

### **Section 1:**

To promote good fellowship and sportsmanship among the members of the Association.

### **Section 2:**

To contribute where and when appropriate to the general well being of Hot Springs Village.

### **Section 3:**

Not to operate in any way for pecuniary gain, or profit, but to use or distribute income from any source for the benefit of its members. Upon dissolution, or upon abandonment, to donate all assets remaining after provision for the payment of all debts and liabilities of the Association to the Hot Springs Village Property Owners Association or to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having analogous purposes as this Association as a quorum of the membership may designate.

### **Section 4:**

To plan, arrange and conduct competitive nine hole golf for play by the members of the Association, such golf to be played according to U.S.G.A. Rules, as modified for special purposes or occasions by the Board of Directors of the Association, and according to the Rules and Regulations for Hot Springs Village Golf Courses as promulgated by the Hot Springs Village Property Owners Association. Said modified rules shall be posted on the MGA 9 web site.

## **BY-LAWS**

## **ARTICLE I: MEMBERSHIP**

### **Section 1:**

The membership shall be limited to any male Property owner or lessee of Village property entitled to the vested privileges of said Property.

### **Section 2:**

MGA 18 members are permitted to be members of the MGA 9.

### **Section 3:**

All regular members shall be assessed annual dues as determined by the Board of Directors payable in advance.

### **Section 4:**

New members joining during the calendar year shall be assessed the full amount of the annual dues through July 31st and an amount to be determined by the Board of Directors for the remainder of the year.

#### Section 5:

The Hot Springs Village golf professional and his assistant professional(s) shall be honorary non-dues paying members of the Association.

### **ARTICLE II: QUORUM**

#### Section 1:

A quorum vote as referred to herein signifies a vote by a majority of the members at any meeting or other activity of the Association upon any proposal or issue presented thereat for action or decision by the Association. At Board of Directors' meetings, five directors will be considered a quorum.

### **ARTICLE III: DUES AND FINANCES**

#### Section 1:

The Treasurer will make disbursement from the funds of the Association as authorized by the Board of Directors in accordance with the needs and obligations of the Association.

#### Section 2:

The Treasurer's accounts will be audited, as the Board of Directors deems necessary or desirable by an auditor appointed by the President. The auditor will report the result of such audit to the Board of Directors immediately and to the membership at the next meeting of the Association.

### **ARTICLE IV: MEETINGS**

#### Section 1:

There shall be two general meetings of the Association each year, one in the spring, at or just prior to the beginning of scheduled play on the golf course, and one in the fall, at or just after the end of the operational year. All pending issues, which require approval by quorum vote, will be decided at those meetings. In particular, at the fall meeting new Board of Directors will be elected for the ensuing operational year.

#### Section 2:

The President may call extraordinary meeting of the Association at any time that the Board of Directors considers such a meeting necessary or desirable, giving 15 day's notice by posting notice on the MGA9 website and/or by email.

### **ARTICLE V: BOARD OF DIRECTORS**

#### Section 1: Election

The President will appoint a nominating committee of three members annually prior to October 1st for the purpose of selecting a slate of nominees for the ensuing year. It will be the normal practice to secure the acceptance of the nominees before they are presented. The committee will submit its nominations to the President prior to October 15<sup>th</sup>. The President will submit this slate of nominees to the membership at the fall meeting of the Association, at which time additional nominations may be made from the floor. Election will be consummated by voice vote or show of hands at the discretion of the President.

## Section 2: Directors; Term of Office

The Board of Directors shall consist of eight members, and the term of office of Directors shall be three years. In order to maintain continuity of director experience, these terms shall be staggered so that no more than three of the eight members will be replaced in any one year. If for any reason a vacancy occurs, the remaining directors shall elect a member in good standing to fill such vacancy for the unexpired portion of the term.

## **ARTICLE VI: DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

### Section 1:

It shall be the duty of directors to attend all regular and special meetings of the Board. Failure to attend three consecutive regular meetings, unless such failure is the result of illness or other good and reasonable cause, shall create a vacancy on the Board to be filled by the remaining directors for the remainder of the unexpired term.

### Section 2:

The Board of Directors shall conduct, manage, and control the affairs and business of the Association and make such rules and regulations, not inconsistent with these by-laws, it may deem proper and necessary.

### Section 3:

The Board of Directors shall cause to be kept minutes of all of its meetings. These minutes will include all actions taken and proceedings of membership meetings. The Board shall cause to be presented at its annual meeting a complete financial statement at the fall annual meeting of members.

## **ARTICLE VII: OFFICERS**

### Section 1:

The officers, who shall be chosen from the members of the Board of Directors, by the members of the Board of Directors, shall be: President, Vice President, Secretary and Treasurer. The past President shall call for a new Board of Directors meeting immediately following the fall meeting for the purpose of electing new officers for the term of one year, or until their respective successors are elected and qualified.

## **ARTICLE VIII: DUTIES OF OFFICERS**

### Section 1:

The President shall be Chairman of the Board of Directors and shall:

(a) Preside at all meetings of the members and meetings of the directors and shall have the deciding vote, when necessary.

(b) Call the directors together whenever he deems it necessary and shall have, subject to the advice of the directors, direction of the affairs of the Association and, generally, shall have all the powers and duties usually conferred upon that officer or which might be required of him by the Board of Directors.

(c) Appoint chairmen for all special committees and assign committee responsibilities. He shall cooperate with the golf professional and assistants in the

promotion of mutually beneficial programs. He shall also diligently promote harmony within the membership of the Association and with other groups and organizations.

Section 2:

The Vice President shall act in place and stead of the President when the President is unable to perform the duties of office or is absent from meetings. In the event the Vice President is unable to act, the Board shall appoint some other member of the Board in who shall be vested, for the time being, all the duties and functions of the President.

Section 3:

The Secretary shall:

- (a) Keep a record of all annual and special meetings of the members.
- (b) Keep a record of all meetings of the Board.
- (c) Keep or cause to be kept all membership records.
- (d) Serve all notices required by the By-Laws.

Section 4:

The Treasurer shall:

- (a) Receive all Association funds and deposit such funds in such depositories as may be approved by the Board of Directors.
- (b) Disburse funds upon approval by the President, or as established by the budget.
- (c) Maintain records of all receipts and disbursements.
- (d) Submit such reports to local, state, and federal agencies as may be required by law.
- (e) Submit reports to the Board of Directors and an annual report to the membership at the fall annual meeting of the Association.
- (f) Keep or cause to be kept all membership records, as they relate to the financial aspect of said membership.

**ARTICLE IX: COMMITTEES**

Section 1:

There shall be five standing committees, namely: 1) Tournament Committee, 2) Handicap Committee, 3) Rules Committee, 4) Publicity Committee, and 5) Budget Committee. Members of the Board shall chair all committees.

Section 2:

The President shall assign the duties and responsibilities of each committee.

Section 3:

Special committees - At least two special committees shall be established as required. These are:

(a) A Nominating Committee with the responsibility of securing candidates for Association office, and

(b) An Audit Committee with the responsibility of auditing all Association records at the end of each Association year or at such other times as may be deemed necessary.

(c) Additional special committees may be established whenever the need arises.

## **ARTICLE X: OPERATIONAL YEAR**

### Section 1:

The operational year for all purposes and activities of the Association extends from the date of the fall annual meeting to the fall annual meeting of the succeeding year.

## **ARTICLE XI: PARLIAMENTARY AUTHORITY**

### Section 1

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: AMENDMENTS**

### Section 1:

These By-Laws can be amended at any regular meeting of Association members, at which a quorum is present, by two-thirds of the vote cast by those present and voting. Proposed board amendments will be posted on the official Association web site and members notified by email of the posting no less than seven days before the regular meeting.

## **ARTICLE XIII: TOURNAMENTS**

### Section 1:

The Tournament Committee shall schedule tournaments.

### Section 2:

Prizes awarded by the Association shall primarily be in the form of cash, at the option of the Board of Directors.

The Association members at the regular meeting held on March 5, 2020 herein have duly approved these By-Laws with the changes.