

# **CENTRAL OREGON CHAPTER of the EWGA BYLAWS**

## **DEFINITION OF TERMS:**

ASSOCIATION, otherwise known as EWGA, is a corporation duly organized under the laws of the State of Florida. The ASSOCIATION operates under its own set of bylaws separate and distinct from these CHAPTER Bylaws.

CHAPTER is a local Chapter established and maintained by the ASSOCIATION in accordance with the Chapter Affiliation Agreement, Chapter Bylaws, and Policies and Procedures approved by the EWGA Board of Directors

## **ARTICLE I: MEMBERS**

### **Section 1: Classes of Members**

The rules governing classes of members are covered in Article II of the ASSOCIATION Bylaws

### **Section 2: Admission**

The membership of the ASSOCIATION shall be open to all persons whose application is completed, who are approved by the ASSOCIATION Headquarters office, and for whom dues have been received.

The membership of the CHAPTER shall be open to classes of members of the ASSOCIATION eligible to affiliate with a CHAPTER as defined in Article II of the ASSOCIATION Bylaw.

ASSOCIATION members, in ASSOCIATION membership classes eligible to do so, may affiliate with a CHAPTER or CHAPTERS in the appropriate corresponding membership category. The prospective member shall inform ASSOCIATION of the desire to also belong to CHAPTER or CHAPTERS, and ASSOCIATION will then notify CHAPTER or CHAPTERS of all such memberships.

### **Section 3: Dues**

The ASSOCIATION is responsible for setting all dues. CHAPTER may not assess individual dues. The ASSOCIATION will provide CHAPTER with an allocable portion of dues collected, as solely determined by the ASSOCIATION Board of Directors. Thus, all membership dues for both new and renewing members are to be submitted to ASSOCIATION Headquarters.

If membership dues and applications are received at the CHAPTER level, they shall be submitted to the ASSOCIATION for deposit on a timely basis. Upon receipt of said dues, it is the responsibility of ASSOCIATION to remit the CHAPTER-designated portion of an individual's membership dues

to the appropriate CHAPTER on a timely basis.

#### **Section 4: Voting Rights**

Each Regular member in good standing, e.g., that is current on dues payments and is otherwise not subject to any adverse action by the ASSOCIATION, that is eligible to vote, as defined in Article II of the ASSOCIATION Bylaws, shall only be entitled to one (1) vote. Other than expressly set forth in these bylaws, no member of the CHAPTER shall have any right to vote on any matter before the CHAPTER.

#### **Section 5: Transfer of Membership**

Membership is not transferable from one individual to another. However, CHAPTER members may transfer their membership from one CHAPTER to another provided appropriate fees are paid for the CHAPTER to which the member is transferring. ASSOCIATION membership will remain in full force and effect. The CHAPTER is not required to refund the CHAPTER dues to any transferring member.

#### **Section 6: Resignation**

Any member may resign their affiliation with the CHAPTER or with the ASSOCIATION by filing a written resignation with the ASSOCIATION offices, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid. Neither the ASSOCIATION nor the CHAPTER is required to refund dues to any resigning member.

#### **Section 7: Suspension and Termination of Membership**

If any member be charged in writing by any other member with conduct injurious to the good order, standards, welfare or interest of the CHAPTER and/or the ASSOCIATION, or in competition with the interests of the CHAPTER and/or the ASSOCIATION, the CHAPTER Board may thereupon notify the member so charged and the member so charged will be given opportunity to respond to the charges in writing. Notice shall be satisfied by sending same prepaid by U.S. mail to the address of the member as recorded on the books and records of the ASSOCIATION. The member shall be given not less than thirty (30) days notice, with the member's written response due at the end of that thirty (30) day period. At their own expense, the member may request a hearing of the CHAPTER Board, either in person or telephonically, at the CHAPTER Board's discretion. The CHAPTER Board, if satisfied with the truth of the charge, may either expel the member so charged or order a suspension of the membership. Expulsion or suspension shall not entitle the expelled or suspended member to a refund of any portion of dues paid or payable.

Upon written request filed by an expelled or suspended member, the CHAPTER Board may, by the affirmative vote of a majority of the CHAPTER Board reinstate such expelled or suspended member to the membership upon such terms as the CHAPTER Board may deem appropriate.

Membership in an affiliated CHAPTER shall automatically terminate if a member is no longer a member in good standing of the ASSOCIATION.

## **ARTICLE II: MEETINGS OF THE MEMBERS**

### **Section 1: Annual Meeting**

The Annual Business Meeting of the CHAPTER may be held annually for such business as may be specified in advance by the CHAPTER Board. Failure to hold an Annual Business Meeting shall not affect the authority or acts of the CHAPTER or CHAPTER Board.

### **Section 2: Special Meetings**

Special meetings of the members shall be held only when directed by a majority of the Board of Directors then in office or by a petition of forty (40) percent of the membership in good standing submitted to the President of the CHAPTER. A meeting so requested shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made, unless the Board of Directors shall designate a later date. The call for the meeting shall be issued by a designee of the Board of Directors of the CHAPTER.

### **Section 3: Notice of Meetings**

Written, printed or electronic notice stating the place, date and hour of the Annual Business Meeting shall be delivered not less than ten (10) days before the meeting.

In the case of a Special Meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) days nor more than sixty (60) days before the meeting. Delivery may be done either personally or by U.S. mail, facsimile, or electronically, by or at the direction of the President, or the Director or persons calling the meeting, to each member of the CHAPTER entitled to vote at such meeting.

If faxed or electronically transmitted, such notice shall be deemed to be delivered when faxed or electronically transmitted to each member at his/her address as it appears on the membership records of the ASSOCIATION. If mailed, such notice shall be deemed to be delivered when deposited into the U.S. mail addressed to each member at his/her address as it appears on the membership records of the ASSOCIATION with postage thereon prepaid. No notice need be sent to any member not entitled to vote at the meeting.

### **Section 4: Quorum**

Forty percent (40%) of the members of the CHAPTER present in person or by proxy at any annual, regular or specially called meeting of the CHAPTER shall constitute a quorum of the CHAPTER to transact any business thereof. If a quorum is present, the affirmative vote of more than 2/3 (sixty-six and two-thirds percent - 66 2/3%) of the vote represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

### **Section 5: Programs**

The time, schedule, agenda and program of each annual or special meeting shall be established or approved by the Board of Directors.

The only matters for which members are entitled to vote at any annual or special meeting shall be such matters as a majority of the Board of Directors shall determine in advance of the meeting.

### **Section 6: Proxy Voting**

Proxy representation and voting of the membership shall be allowed. A proxy cannot increase the assigning individuals voting rights. Every proxy shall be in writing and shall be signed by the member entitled to vote or his/her otherwise duly appointed attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in said proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1: General Powers**

The affairs of the CHAPTER shall be managed by the CHAPTER Board of Directors (also known as CHAPTER Board, Board and Board of Directors) and CHAPTER shall operate consistent with the ASSOCIATION and pursuant to the Chapter Affiliation Agreement executed by CHAPTER and ASSOCIATION.

### **Section 2: Number and Qualifications**

The CHAPTER Board of Directors shall consist of the following CHAPTER positions: President, Member Services Director, Member Recruitment Director, Events & Activities Director, Finance & Records Director, and Marketing Director. CHAPTER Board of Directors may elect to add a Golf Programs & Services Director Position and/or a Communications Director Position to the CHAPTER Board. All Board members must be active ASSOCIATION and CHAPTER members in good standing.

The CHAPTER Board can decide to add or delete the expanded Positions of Golf Programs & Services Director and/or Communications Director at any time, including between election cycles. The addition of a Position(s) during the year shall be treated as a vacant position and filled using the process described in Section 12.

### **Section 3: Voting Rights**

The CHAPTER President and each Director shall be entitled to one vote on each matter submitted to a Board vote. Proxy voting is not allowed when voting on Board matters.

### **Section 4: Regular Meetings**

The Board must hold official meetings to conduct Chapter Business on a regular and ongoing basis (recommended monthly) throughout the year. Meetings may take place in a physical location or through technological means with at least 6 of those meetings being face-to-face. Regular meetings of the Board may be held without notice at such time and at such place as shall be determined from time to time by the CHAPTER Board. Notice of time, date and location shall be provided to Directors of the Board via regular or electronic mail, no less than three (3) days prior to the meeting. Board meetings are only for voting Board members and those having business before the Board.

### **Section 5: Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any three Board members thereof. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. Meetings may take place in a physical location or through technological means. Notice of time, date and location of any special meeting shall be provided to Directors of the Board via regular or electronic mail, no less than three (3) days prior to the meeting.

### **Section 6: Waiver of Notice**

Any Director may waive notice of any meeting. Notice of a meeting of the Board of Directors need not be given to any Director if the Director signs a waiver of notice either before, at, or after the meeting.

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objection to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened except when a Director states, at the beginning of the meeting (or when s/he arrives, if later), any objection to the transaction of business because the meeting is not lawfully called or convened.

### **Section 7: Quorum**

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting without further notice.

### **Section 8: Presumption of Assent**

A Director of this CHAPTER who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless s/he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

### **Section 9: Manner of Acting**

The act of a majority of the Board members present at a meeting where a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

## **Section 10: Election and Term of Office**

Members of the CHAPTER Board of Directors shall be elected by the voting CHAPTER members in good standing from qualified candidates presented by the Nominating Committee and approved by the CHAPTER Board of Directors. The President shall serve for a 1-year term and Directors shall serve for two-year terms set in a staggered rotation. Candidates for the office of President need to have served at least one year as a voting Director on the CHAPTER Board prior to the current Chapter election.

Board members are elected to the CHAPTER Board to hold a specific position. Initially one-half ( $\frac{1}{2}$ ) of the Board will be elected for a 1-year term and one-half ( $\frac{1}{2}$ ) of the Board will be elected for a 2-year term. Thereafter each year one-half ( $\frac{1}{2}$ ) of the Board will stand for election.

No individual may hold more than one Director position at the same time or serve as President and Director at the same time. The President may serve no more than two (2) consecutive terms as President. Directors may serve no more than two (2) consecutive terms in the same position.

Individuals are limited to service on the CHAPTER Board, either as a President or Director or combination thereof, to six (6) consecutive years. After that time period, an individual must sit off the Board, in any capacity, for a minimum of one (1) year.

The President and Directors shall be elected by a simple majority vote of the members eligible and choosing to vote. Voting may be conducted by mail, electronic, or other form of ballot, as may be directed by the Board of Directors. The Nominating Committee as defined in Article IV shall conduct the election process.

The CHAPTER election process shall begin no later than August 1 and must be completed and reported to the ASSOCIATION by October 1 of each year.

## **Section 11: Compensation**

Directors of this CHAPTER shall serve without salary or compensation. By resolution, however, the Board of Directors may allow expenses for attendance by a Director at any regular or special meeting of Directors or other activity, event, or function of the CHAPTER or of the ASSOCIATION.

## **Section 12: Removal and Vacancy in Office**

A Member of Board of Directors who is absent for three (3) Board meetings in a Board year shall be subject to removal from the Board.

The Board may remove a Director or President elected by the membership or appointed by the Board with cause whenever, the best interest of the CHAPTER will be served. A majority vote of the Board, excluding the Board Member subject to removal, shall decide.

A majority vote of the Board of Directors shall elect a replacement for the vacancy of any Director to fulfill the remainder of the term.

In the event that the office of President becomes vacant, a new President shall be elected by a majority vote of the current Directors within 30 days to fulfill the remainder of the term.

If a majority of the CHAPTER Board resign, then the ASSOCIATION Board of Directors shall be responsible for the election or appointment of the needed replacements.

## **ARTICLE IV: ELECTION PROCESS**

### **Section 1: Nominating Committee**

The Nominating Committee shall consist of an odd number of members comprised of the Nominating Chair and two (2) or four (4) additional members, elected by the Board of Directors to conduct the CHAPTER elections. All members of the Nominating Committee shall have served, past or present, in a significant CHAPTER volunteer / leader capacity.

Nominating Committee members are limited to service on the Nominating Committee for (2) consecutive years. After that time period, an individual must sit off the Nominating Committee, for a minimum of one (1) year.

### **Section 2: Nominations**

The Nominating Committee shall be responsible for issuing a call for nominations no later than August 10 of each year and at least 30 days prior to the scheduled elections. Nominees may be submitted by any member of the CHAPTER in good standing eligible to vote.

Using the written criteria established by the Board of Directors the Nominating Committee shall evaluate the qualifications of nominated candidates for President and each Director position eligible for election. The Committee shall also seek the consent from qualified nominees to run for election and their willingness to serve if elected. The Committee shall present a report of all qualified nominees to the Board of Directors for approval prior to submission to the membership for election. A simple majority vote approval by the Board is needed for each candidate in order for her/him to be put forth on the ballot to the membership. The Board shall not have the option to remove or prevent qualified candidates from being listed on the ballot. By majority vote, the Board may remove unqualified candidates from the ballot.

### **Section 3: Ballots**

Ballots shall be mailed, regular or electronically, to voting members in good standing at least 10 days prior to the completion of the voting period and election results shall be announced to the membership in writing. Ballots shall be deemed delivered when deposited in the U.S. mail addressed to the member as their address appears on the records of the ASSOCIATION, with postage thereupon paid or when mailed electronically to the email address on the ASSOCIATION records.

## **ARTICLE V: CONTRACTS, CHECKS, DEPOSITS, FINANCIAL**

### **Section 1: Contracts**

The Board of Directors may authorize any Director, agent or agents of the CHAPTER to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CHAPTER and such authority may be general or confined to specific instances.

### **Section 2: Checks, Drafts, etc.**

All checks, drafts, or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the CHAPTER, shall be signed by such Directors, agent or agents of the CHAPTER and in such manner as from time to time be determined by resolution of the CHAPTER Board of Directors.

It is the right of the Board of Directors, upon a majority vote, to do a full background check of any Directors who have access to signing checks, drafts, etc.

### **Section 3: Deposits**

All funds of the CHAPTER not otherwise employed shall be deposited from time to time to the credit of the CHAPTER in such banks, trust companies or other federally insured depositories as approved by the Board of Directors. Funds may also be invested in United States Government obligations, common stocks, or other financial instruments rated as excellent investment of low risk by a generally recognized investment rating company, as authorized by the Board of Directors. All account(s) must be accessible by at least two voting Board Members.

### **Section 4: Fiscal Year**

The CHAPTER fiscal year shall be January 1 - December 31.

## **ARTICLE VI: BOOKS AND RECORDS**

The CHAPTER shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and the CHAPTER Board of Directors.

The Directors shall have in their possession, a record giving the names and addresses of the CHAPTER members entitled to vote. All books and records of the CHAPTER may be inspected by any CHAPTER member, or the member's agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VII: CONFLICTS OF INTEREST**

All Board Members and contract workers of the CHAPTER shall avoid any conflict of interest, or the appearance thereof, between the best interests of the CHAPTER and the direct or indirect



personal interests of such contract workers and Board Members. Accordingly, should any situation arise which presents a conflict, or the appearance of a conflict, the affected Board Member(s) or contract worker(s) shall disclose the circumstances to the CHAPTER Board of Directors. Upon disclosure, the CHAPTER Board of Directors will determine appropriate steps to ensure that the conflict, or appearance of a conflict, does not influence the decision-making and best interests of the CHAPTER.

Should an intentional lack of disclosing a conflict of interest arise, whereas the said interest would serve to benefit a Director(s) and has affected the CHAPTER financially, the Director(s) shall be removed.

### **ARTICLE VIII: PARLIAMENTARY RULES**

The Parliamentary Rules prescribed in and by "Roberts Rules of Order", last available edition, shall govern the conduct of the meetings of this CHAPTER.

### **ARTICLE IX: AMENDMENT**

Any proposal to alter, amend, or repeal, any of these bylaws or to create new bylaws, must originate from, and be approved by, the CHAPTER Board of Directors and then submitted for approval to the ASSOCIATION Headquarters.

Upon such approval from ASSOCIATION via ASSOCIATION Headquarters, the new bylaw(s) will become effective once adopted by the vote of a simple majority of CHAPTER members responding in the affirmative to any regular or electronic mail ballot for such reason or at any regular meeting of the membership or in a special meeting of the membership called for that purpose.

A written proposal (via regular or electronic mail or publication on the CHAPTER website) of said amendment or amendments must be provided to each CHAPTER member eligible to vote at least seven (7) days prior to said vote.

### **ARTICLE X: INDEMNIFICATION**

The CHAPTER shall indemnify and hold harmless to the full extent permitted by law and shall have the authority to purchase and maintain general liability insurance and directors and officers liability insurance on behalf of any person who serves or has served as a director, officer, contract worker or authorized agent of the CHAPTER, or who serves or has served at the request of the CHAPTER as a director, president, contract worker or authorized agent of another corporation, partnership, joint venture trust or other entity.

### **ARTICLE XI: DISSOLUTION**

A CHAPTER may not dissolve nor disaffiliate from the ASSOCIATION unless it is the will of

three-quarters (3/4) of all eligible voting members. If dissolution or disaffiliation is approved, CHAPTER may wind up and conclude its affairs in a manner consistent with the Non-Profit Corporation Statutes of Oregon and the applicable provision(s) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent U.S. Internal Revenue Code.)

In the event of the dissolution or disaffiliation of a CHAPTER, all assets remaining after the financial debts and obligations of the CHAPTER have been fully satisfied, shall be turned over to the ASSOCIATION to be deposited in an account for the development of new CHAPTERs.