

## BY-LAWS

### United States Seniors' Golf Association, Inc.

(Adopted June 6, 1978)  
(Amended June 6, 1978)  
(Amended June 4, 1979)  
(Amended June 1, 1987)  
(Amended March 1, 1988)  
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(Amended March 17, 1997)  
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(Amended December 1, 2005)  
(Amended January 1, 2007)  
(Amended June 4, 2007)  
(Amended December 1, 2012)  
(Amended June 2, 2014)  
(Amended June 6, 2017)  
(Amended June 4, 2019)

#### ARTICLE I - NAME

This Association is called the UNITED STATES SENIORS' GOLF ASSOCIATION, INC

#### ARTICLE II - OBJECTS

The objects of this Association are:

- (a). To encourage friendly competition in golf among Seniors through an annual Championship meeting at The Apawamis Club, Rye, New York, and at other clubs determined by the Board of Governors; and through such other tournaments and events as may be authorized by the Board of Governors.
- (b). In general, to conserve and to promote the best interests and the traditional spirit of the game of golf.

#### ARTICLE III – MEMBERSHIP

SECTION 1. Qualifications. The Association shall consist of gentlemen amateur golfers who are citizens of the United States, have reached the age of 55, and are members in good standing of golf clubs in the United States, or are officers of the armed services of the United States or members of the clergy.

SECTION 2. Admission. Membership in the Association shall be by invitation of the Board of Governors. Suggestions of possible recipients of invitations shall be made in writing to the Membership Committee Section Head for the area where the candidate legally resides, accompanied by such information as the Committee may require. Such suggestions shall not be made until the persons concerned are at least 54 years of age. Members of the Board of Governors may not be suggesters of record of nominees for invitations.

SECTION 3. Limitation of Membership. The membership of the Association shall be limited to 1,150, exclusive of Honorary Members, Members Emeritus and Associate Members, or any lesser number the Board of Governors may consider necessary.

SECTION 4. a. Members Emeritus. A member shall, effective January 1 of the year following the year in which the member reaches the age of 80, be transferred on the membership roll to the class of Members Emeritus, and shall have all the privileges of the regular members of the Association without payment of annual dues.

b. Associate Members. Any member who does not qualify for Emeritus Membership shall become an Associate Member either (a) upon written request sent by him to the Executive Committee or (b) in the discretion of the Executive Committee if a member has not participated in the Annual Championship or in an Invitational Tournament of the preceding four calendar years. As an Associate Member, he shall pay one-half the annual dues and shall not be entitled to play in any Association tournament. Upon meeting the qualifications for Emeritus Membership, an Associate Member shall become a Member Emeritus. An Associate Member who does not yet meet the qualifications for Emeritus Membership may, in writing to the Executive Committee, request transfer back to regular membership. Such a request shall be dealt with by, and in the discretion of, the Executive Committee.

SECTION 5. Honorary Members. In addition to the provisions of Sections 1 through 4 of this Article III, the Board of Governors shall have the authority, in its discretion, to select and invite any gentleman amateur golfer who has reached the age of 55, whether or not a citizen of the United States, to become an Honorary Member of the Association. An Honorary Member shall have all the privileges of the Association without payment of any initiation fee or annual dues.

SECTION 6. Classes of Members for Play in the Annual Championship shall be established by the Board of Governors so as to avoid overcrowding on particular courses and to promote faster play.

SECTION 7. Suspension, etc. Any member may, after notice to him of the charges against him and a reasonable opportunity to be heard, be suspended or expelled by the Board of Governors for any conduct which, in the opinion of the Board, is improper or prejudicial to the welfare or reputation of the Association.

## ARTICLE IV – BOARD OF GOVERNORS

SECTION 1. Number. The entire management and control of affairs, funds, and property of the Association shall be vested in a Board of Governors consisting of not less than 15 nor more than 27 members. The Board of Governors shall be divided into three groups which shall be as nearly equal in number as possible.

SECTION 2. Election. At each Annual Meeting of the Association, a group of members shall be elected to take the place of the Board members whose terms then expire and shall serve for a term of three years and until their successors have been elected and qualified. Nominations shall be made by a Nominating Committee consisting of five members. Vacancies in the Board may be filled by a vote of a majority of the Governors then in office.

SECTION 3. Meetings. An Annual Meeting of the Board of Governors shall be held in conjunction with the Annual Meeting of the Association for the election of Officers, and the transaction of such other business as may properly come before the meeting. A Special Meeting of the Board may be called at any time by the President, by the Secretary upon the written request of five Governors or as otherwise determined by the Board. The presences of a majority of the entire Board of Governors shall constitute a quorum at all meetings of the Board.

SECTION 4. Written Consents. Any action required or permitted to be taken by the Board of Governors or any committee thereof may be taken without a meeting if all the members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

SECTION 5. Telephone Conferences. Any one or more members of the Board of Governors or any committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE V – EXECUTIVE COMMITTEE

SECTION 1. Designation. There shall be an Executive Committee of the Board of Governors which shall consist of the Officers and the immediate past President of the Association, assuming he is still a member of the Board. Vacancies in the Executive Committee may be filled by a vote of a majority of the Committee. The presence of three members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee and the Executive Committee shall otherwise determine its own procedures, including the appointment of a chairman.

SECTION 2. Powers. The Executive Committee shall have all the authority of the Board of Governors except with respect to the submission to members of any action as to which their approval is required by law, the filling of vacancies in the Board of Governors or in any Committee other than the Executive Committee, the amendment or repeal of the By-Laws or the adoption of new By-Laws, or the amendment of any resolution of the Board which by its terms is not so amendable or repealable.

## ARTICLE VI – OFFICERS

SECTION 1. Officers. The Officers shall be a President, one or more Vice Presidents, a Treasurer and Secretary, and such additional Officers as the Board of Governors or the President, subject to approval by the Board, may determine. The Officers shall be elected by the Board from among its members at its Annual Meeting to serve for a period of one year, and until their successors have been elected and qualified. Vacancies among the Officers may be filled by the President subject to the approval of the Board.

SECTION 2. President. The President shall be responsible for the general management of the affairs of the Association, preside at all meetings of the Association and of the Board of Governors, and report any matter which, in his judgment, may be important or of interest to the Association.

SECTION 3. Vice-President. The Vice-President designated by the Board of Governors shall act in place of the President in the event of his absence, death, or inability.

SECTION 4. Treasurer. The Treasurer shall have charge of the financial affairs of the Association. He shall attend to the collection, custody, investment and disbursement of funds and submit to the Members annually and to the Board of Governors at meetings financial statements and reports with respect to the Association's financial position and results of operations.

SECTION 5. Secretary. The Secretary shall have charge of all communications, publications and records of the Association. He shall attend to all notices, reports and correspondence which are not the responsibility of other officials, supervise the preparation and mailing of the Yearbook, keep the minutes of the meetings of the Association, the Board and the Executive Committee, and arrange for the maintenance and custody of the corporate records.

SECTION 6. Further Duties. The Officers shall have such additional duties as generally pertain to their respective offices and all their respective duties shall be subject to change as the Board of Governors may determine.

### ARTICLE VII – INITIATION FEES, DUES, ETC.

SECTION 1. Initiation Fee and Annual Dues. The amounts of the initiation fee and annual dues and their respective payment dates shall be determined by the Board of Governors.

SECTION 2. Championship Charge. The charge for playing in the Annual Championship shall be determined by the Board of Governors, and shall be paid at the time entry is made. No one who has not paid such charge shall be eligible to play in the Tournament.

SECTION 3. Taxes. Members shall pay such taxes as are applicable to their fees, dues, and charges.

SECTION 4. Non-Payment of Dues. Any member the payment of whose annual dues is unreasonably delayed may be suspended or expelled as determined by the Board of Governors.

### ARTICLE VIII – MEETINGS

SECTION 1. Time. The Annual Meeting and Dinner of the Association shall be held on an evening of one of the days of the Annual Championship at The Apawamis Club, Rye, N.Y., or such other time and place, if any, designated in advance by the Board of Governors. Special meetings of the members may be called at any time by the President, the Board of Governors, or members entitled to cast 10% of the total number of votes entitled to be cast at the meeting.

SECTION 2. Quorum. The presence, in person or by proxy, of members entitled to cast 100 votes or 10% of the total number of votes entitled to be cast, whichever is lesser, shall constitute a quorum at all meetings of the Association.

### ARTICLE IX – ANNUAL CHAMPIONSHIP

SECTION 1. Annual Championship. The Association shall hold an Annual Golf Championship each year at The Apawamis Club, Rye, N.Y., and at such other golf club or clubs selected by The Board of Governors, at a time to be designated by the Tournament Committee.

SECTION 2. Championship Committee. There shall be a Championship Committee which shall plan the Annual Championship in all its phases, prepare and arrange for the mailing of all circulars and notices; make all pairings and assignments of time of play; have authority to purchase prizes and incur any other expense relating to the Championship; have authority to make final decisions on all complaints and appeals pertaining to the Championship; and otherwise have entire charge of the program and conduct of the Championship.

SECTION 3. Seniors' Champion. The member making the lowest gross score for 36 holes, or such lesser number determined by the Championship Committee, at the Annual Championship at The Apawamis Club and Round Hill Club, or such other clubs as selected by the Championship Committee, shall be the winner and shall be designated Champion of the United States Seniors' Golf Association.

## ARTICLE X – INTERNATIONAL COMPETITIONS

SECTION 1. Competitions. The Association shall have an international team, which shall engage in competitions with the Canadian Seniors' Golf Association, with the Senior Golfers' Society of Great Britain and with such similar organizations of Senior golfers in other countries as the Board of Governors may determine. The competitions shall be held at such times and places and shall be governed by such rules and regulations as shall be determined by the representatives of the competing organizations.

SECTION 2. Team Captain. There shall be a Team Captain who shall select from among the members and have general authority over the international team and shall represent the Association in arranging and conducting the international competitions.

SECTION 3. Team Secretary. There shall be a Team Secretary who shall assist the Team Captain in arranging and conducting the international competitions.

SECTION 4. Guests. Members of the Senior Golfers' Society of Great Britain and the Canadian Seniors' Golf Association will be eligible to participate in the Annual Championship when duly entered by their respective Secretaries and special prizes shall be provided for such entrants.

## ARTICLE XI – INVITATIONAL AND SPECIAL TOURNAMENTS AND EVENTS

SECTION 1. Sponsorship. Invitational or other special tournaments and events may be sponsored by the Association as determined by the Board of Governors. The Invitational Tournaments Committee or the Special Events Committee shall have charge of the affairs of the Association's sponsored tournaments.

## ARTICLE XII – OTHER COMMITTEES OF THE ASSOCIATION

SECTION 1. Designation. The Membership Committee, Nominating Committee, Championship Committee, Invitational Tournaments Committee, Special Events Committee, Communications Committee, Team Captain and Team Secretary shall be appointed annually by the newly elected President, and such additional committees of the Association as may be deemed desirable may be established by the Board of Governors at any time, with the members of such committee appointed by the President.

SECTION 2. Functions. Each committee, as well as the Team Captain and Team Secretary, of the Association shall have the functions prescribed in these By-Laws, or in the appointment in any further authorization. No committee may have powers which are not authorized for the Executive Committee.

SECTION 3. Procedure. The committees to be appointed annually shall serve for a period of one year and until their successors have been appointed. Each committee shall determine its own procedures.

## ARTICLE XIII – TROPHIES

The Association shall not accept from any individual, firm or corporation any prize or trophy to be competed for in any of its tournaments without the approval of the Board of Governors.

## ARTICLE XIV – AMENDMENTS

These By-Laws may be amended by the Board of Governors or by the members. Any By-Law amended by the Board may be further amended by the Board or by the members, and any By-Law amended by the members may only be further amended by the members.