



PGA

Northern Texas Section

CONSTITUTION, BY-LAWS AND REGULATIONS

Believing that the growth for the game of golf and its high standing in this country is largely due to the efforts of its early professional exponents, and because of their ideas of sportsmanship and ethical practices, The Professional Golfers' Association of America is dedicated to the perpetuation of those ideals.

CONSTITUTION

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CONSTITUTION

ARTICLE I – Name, Boundaries, Purpose

Section 1. This organization shall be named "The Northern Texas Section of The Professional Golfers' Association of America", and shall be referred to here forth as the "Section". The Professional Golfers' Association of America shall be referred to here forth as the "Association". The geographical location of this Section is that part of the State of Texas which lies north of the 31st Latitude with the exception of El Paso County. It is composed of the Northern Texas Section PGA and the Northern Texas PGA Junior Golf Foundation, not-for-profit corporations, and the Northern Texas PGA Corporation, a for-profit organization. All of which are organized under the laws of the State of Texas with any additional corporations, trust funds or committees which may be established under this Constitution.

Section 2. The purpose of the Section shall be to promote the enjoyment and involvement in the game of golf within the Section, and to contribute to its growth by providing services to golf professionals and the golf industry within the Section.

The Section will accomplish this purpose by enhancing the skills of its professionals and the opportunities for amateurs, employers, manufactures, employees, and the general public within the Section. In so doing, the Section will elevate the standards of the professional golfer's vocation, enhance the economic well-being of the individual member, stimulate interest in the game of golf, and promote the overall vitality of the game within the Section.

Section 3. The scope of this Constitution is intended to encompass, but not exceed, that area of jurisdiction granted the Section by the Association, and shall not conflict with the Constitution, By-Laws or Regulations of the Association.

ARTICLE II – Membership

Section 1. Members of the Section must also be members of the Association, and conform to all membership requirements set forth by the Association.

ARTICLE III – Organization

Section 1a. The Section Board of Directors may exercise the power to create and charter Chapters within the Section boundaries. Such Chapters shall be subordinate to the Section and may conduct business in accordance with the Constitution, By-Laws and Regulations of the Section, which shall not be inconsistent or at variance with the Constitution, By-Laws and Regulations of the Association.

Section 1b. For the purpose of convenient management and closer integration of PGA and tournament activities, the territory of the Northern Texas Section shall be divided into three (3) Chapters as follows:

EAST TEXAS – Bound on the North by the Red River; on the East by the Texas Line; on the South by the 31st Latitude; on the West by the 96th Longitude.

METROPOLITAN – Bound on the North by the Red River; on the East by the 96th Longitude; on the South by the 31st Latitude; on the West by the 99th Longitude.

WEST TEXAS – Bound on the North by the Texas line; on the East by the 99th Longitude; on the South by the 31st Latitude; on the West by the Texas line, with the exception of El Paso County.

Section 1c. The Section shall manage its financial affairs in a fiscally-sound manner and shall be responsible for its financial obligations and those of its Chapters.

Section 2a. The Officers of the Section shall be the President, Vice President and Secretary.

Section 2b. The Chief Executive Officer will be the Section Executive Director, who shall be selected by the Board of Directors.

Section 2c. Between meetings of the Board of Directors, the President, Vice President and Secretary shall constitute an Officers' Committee which shall be authorized to act for the Section in accordance with the By-Laws, Regulations and Policies adopted by the Board of Directors.

Section 3a. The Board of Directors shall be composed of the three officers, the honorary President, the Chapter Presidents, four At-Large Directors and the District 12 Director.

Section 3b. The Board of Directors shall conduct its business and shall be responsible for the management of the Section in accordance with the Articles of Incorporation, Constitution, By-Laws, and Regulations. Between Annual Meetings the Board of Directors shall have full authority in all matters, including the power to interpret the Constitution and By-Laws and to give direction in cases not provided for therein. In matters involving emergencies or the good of the Section, the Board of Directors shall have complete and final authority. The Board of Directors shall conduct its business in accordance with the By-Laws.

Section 4. The Section Constitution may be amended by the following procedure:

1. Resolutions to amend or repeal the Constitution must be presented in writing to the Secretary of the Section 45 days prior to an Annual Meeting. The Secretary shall submit resolutions to the membership no later than 15 days prior to an Annual Meeting.
2. A two-thirds affirmative vote by the membership attending the Annual Meeting is required for passage of a proposed amendment.
3. All amendments to the Constitution shall become effective when adopted or at the time specified in the Amendment Resolution.

Section 5. The Section shall indemnify every person who was or is a party or was or is threatened to be made a party to any action, suit, or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he/she was or is a Director, Officer, employee or agent of the Section, against expenses, judgements, fines and amounts paid in settlement.

Section 6. All disputes or issues regarding the interpretation of this Constitution shall be interpreted and resolved by the Board of Directors whose decision shall be final.

Section 7. The Section shall use its funds only to accomplish the objectives and purpose specified in the Constitution and no part of said funds shall inure or be distributed to the Members of the Section. On dissolution of the Section, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic association selected by the Board of Directors.

Section 8. Meetings shall be conducted in accordance with Roberts Rules of Order. There shall be no proxy voting at any meeting of the membership.

Section 9. The fiscal year of the Section shall be from January 1 through December 31.

ARTICLE IV – Meetings

Section 1. There shall be one annual meeting of the membership, the date to be set by the Board of Directors.

Section 2. Special meetings may be called by the Board of Directors or by a petition signed by fifty-one (51) percent of the membership.

Section 3. Notice of the Annual Meeting shall be given, in writing, to the membership at least thirty (30) days prior thereto.

Section 4. A quorum for the conduct of business at an Annual or Special Meeting of the Section shall consist of a majority of members in attendance.

Section 5. At any meeting, it shall be the privilege of the presiding Officer to declare an Executive Session at which time all but voting Delegates and staff designated by the presiding Officer shall retire from the meeting.

Section 6. The President and Vice President shall serve as delegates to the PGA of America National Meeting. The Secretary shall serve as an alternate delegate to the National Meeting, along with others approved by the Board of Directors. Chapter Presidents will attend this meeting or may designate an alternate.

BY-LAWS AND REGULATIONS

ARTICLE I – DEFINITIONS

Section 1. The definitions of PGA recognized facilities, employment definitions and other definitions shall be consistent with the Association By-Laws Article I Section 1-3.

ARTICLE II – CODE OF ETHICS

Section 1. Believing that the growth of the game of golf and its high standing in this country is largely due to the efforts of its early professional exponents and because of their ideals of sportsmanship and ethical practices, the Section is dedicated to the perpetuation of those ideals. In the fulfillment of the purpose to which it is dedicated, the Section enjoins upon its Members and Apprentices rigid observances of a Code of Ethics.

Section 2. The term "Golf Professional" must be a synonym and pledge of honor, service and fair dealing. Professional integrity, fidelity to the game of golf, and a sense of great responsibility to employers, employees, manufacturers, golfers and fellow golf professionals transcends thought of material gain in the motives of the true Golf Professional.

Section 3. Members or Apprentices shall be deemed to have violated the Code of Ethics as listed in the Association By-Laws Article II Section 3.

Section 4. Members or Apprentices who violate the Association's Code of Ethics or the Association's and the Section's Constitution, By-Laws or Regulations shall be subject to disciplinary action as outlined in the Association By-Laws Article II Section 4.

Section 5. Members and Apprentices accused of disciplinary violations may appeal decisions as outlined in the Association By-Laws Article II Section 5.

ARTICLE III – APPRENTICES

Section 1. Section Apprentice status may be granted to those persons who have been accepted as Association Apprentice registrants, and have submitted a Section questionnaire, been interviewed and been recommended for acceptance. Apprentices may play in designated Section tournaments plus their Chapter tournaments. (See Association By-Laws Article III)

ARTICLE IV – ELECTION TO MEMBERSHIP

Section 1. In order to be eligible for election to membership in the Association, an individual must satisfy the requirements as outlined in the Association By-Laws Article IV.

ARTICLE V – CLASSES OF MEMBERSHIP

Section 1. Members shall be classified as Active or Non-Active based on their employment status, standing with the Association and length of membership in the Association. Classes of membership are outlined in the Association By-Laws Article V.

ARTICLE VI – RIGHTS OF MEMBERSHIP

Section 1. Members of the Association shall have all rights of membership as outlined in the Association By-Laws Article VI.

ARTICLE VII – OBLIGATIONS

Section 1. The annual dues of the Section shall become due and payable in accordance with and on the dates specified by the Association.

Section 2a. Members of the Section shall pay annual dues to the Section as follows:

Life Members	\$ 53.20
A8's	\$232.75
A3's	\$100.00
Inactive Members	\$100.00
Other Members	\$300.00

Section 2b. Apprentices of the Section shall pay annual dues to the Section as follows:

B-1, B-2 and B-7's	\$199.50
All other B Classifications	\$133.33

Section 2c. Members of the Section shall pay annual dues to the PGA of America as follows:

Life Member Active	\$100.00
Life Member Retired	\$ 25.00
Retired Members	\$ 25.00
Life Member Century	\$ 25.00
Class "A" Members	\$100.00
Inactive Members	\$100.00
Class "F" Members	\$100.00

Section 2d. Apprentices of the Section shall pay annual dues to the PGA of America as follows:

All B Classifications	\$60.00
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Section 3. Any change in the annual dues of the Section shall be presented in the form of an amendment to the By-Laws and presented for a vote by the membership in attendance at the Annual Meeting or Special Meeting.

Section 4. The Board of Directors may in the best interest of the financial well being of the Section call for a special assessment of members and apprentices.

ARTICLE VIII – REPORTING REQUIREMENTS

Section 1. Members and Apprentices shall be required to complete certain reporting requirements of the Association such as employment reporting, membership classification questionnaires and Association surveys as outlined in the Association By-Laws Article XI.

ARTICLE IX – THE OFFICERS

Section 1. Election of Officers and Directors

- (a) The Officers and At-Large Directors shall be elected at each Annual Meeting by a majority of those voting.
- (b) The Officers and Directors shall hold office for two-year terms.
- (c) The Officers shall not be eligible to hold any office for more than two consecutive one-year terms.
- (d) Candidates for Officers may be proposed by the Chapters at their Annual Meetings.
- (e) The Section Secretary shall forward the name of all candidates to all voting members at least 15 days prior to the Annual Meeting.
- (f) If there are fewer than two nominees for any office at the time of the election, oral nominations for such office may be made from the floor of the Annual Meeting.
- (g) The President shall appoint a Chairman to preside over the election. The Chairman shall name three (3) members to distribute, collect and count ballots. The counting of ballots shall be done in the presence of the Chairman.
- (h) The Chairman shall conduct the election of the officers beginning with the At-Large Directors and ending with the President. He shall call the names of candidates for each office, alphabetically, constituting nomination and second. Upon closing nominations for each office, the Chairman shall call for speeches in support of any candidates for said office, each speech to be limited to four (4) minutes.

Section 2. The President

The President shall serve as the Chairman of the Board of Directors and shall have the following powers and duties.

- (a) To preside at all meetings of the Section and of the Board of Directors.

- (b) To appoint such committees and their chairmen as may be deemed necessary.
- (c) To serve as the chief spokesman for the Section on all issues. He shall keep the Officers, Board of Directors and Executive Director advised of such statements.
- (d) To represent the Section among PGA Members and Apprentices, the golfing public and other organizations.
- (e) To authorize the Executive Director to sign contracts and other obligations of the Association within the guidelines of policy adopted by the Board of Directors.
- (f) Such other powers and duties as may be prescribed by law, the Board of Directors or the Constitution, By-Laws or Regulations of the Section.

Section 3. The Vice President

The Vice President is primarily responsible for the financial affairs of the Section. He shall have the following powers and duties.

- (a) To cause a complete annual financial report to be submitted to the Board of Directors and to the members at the Annual Meeting.
- (b) To review all financial reports which are issued by the Section.
- (c) To cause to be kept the accounts of the Section and direct the collection of all monies belonging to or due the Association and shall deal with the same under the direction of the Board of Directors. He shall have the authority to sign all checks and withdraw funds of the Association, but may delegate this authority to the Executive Director or others.
- (d) To direct that all Officers and employees of the Section who are authorized to withdraw funds of the Section shall be bonded in an amount specified by the Board of Directors.
- (e) To preside at meetings in the absence of the President.
- (f) Such other powers and duties as may be prescribed by law, the Board of Directors or the Constitution, By-Laws or Regulations of the Section.

Section 4. The Secretary

The Secretary is primarily responsible for the membership matters of the Section. He shall have the following powers and duties:

- (a) To cause the minutes of all meetings of the Section to be kept and cause the call for such meetings to be made.
- (b) To cause a roll of members to be maintained.
- (c) To be responsible for the maintenance of all correspondence and documents belonging to the Section.
- (d) Such other powers and duties as may be prescribed by law, the Board of Directors or the Constitution, By-Laws or Regulations of the Association.

Section 5. At-Large Directors

At-Large Directors will serve as members of the Board of Directors.

Section 6. Vacancies

- (a) In the event of the absence or temporary disability of the President, the Vice President shall perform the duties of the President. If the President resigns, dies or becomes totally incapacitated, he shall be succeeded by the Vice President.
- (b) In the event of the absence or temporary disability of the Vice President, the Secretary shall perform the duties of the Vice President. If the Vice President resigns, dies or becomes totally incapacitated, he shall be succeeded by the Secretary, who shall become Vice President/Secretary for the remainder of the term of office.
- (c) In the event of the absence or temporary disability of the Secretary, the Vice President shall perform the duties of the Secretary.
- (d) If the Secretary resigns, dies or becomes totally incapacitated, the President shall nominate a successor for approval by a two-thirds majority vote of the Board.
- (e) If not otherwise provided for in the By-laws, the Board of Directors shall fill any vacancy in the offices of the President, Vice President or Secretary.
- (f) In the event a Chapter President resigns, dies or becomes totally incapacitated, he shall be succeeded by the Chapter's Vice President for the remainder of the term of office.
- (g) In the event an At-Large Director resigns, dies or becomes totally incapacitated, the President shall nominate a successor for approval by a simple majority vote of the Board.
- (h) No officer shall ever exceed the Constitution and By-laws of his Association or Section. If, in the opinion of the majority of the Board of Directors, he had done so, the officer shall immediately resign upon being informed of such vote.

Section 7. Officers Committee

Between meetings of the Board of Directors, the President, Vice President and Secretary shall constitute an Officers Committee, which shall be authorized to act for the Section in accordance with established policy.

Section 8. Chapter President

The Chapter President shall have the following powers and duties:

- (a) To represent his Chapter on the NTPGA Board of Directors.
- (b) To issue the call for all Chapter meetings and keep minutes of these meetings.
- (c) Prepare a report of Chapter activities for the Section Annual Meeting.
- (d) Appoint a tournament chairman, who will act as a liaison with the Section staff and Section tournament chairman and Chapter host professionals.
- (e) To submit a budget to the Section Board of Directors at least seven (7) days prior to the Section Annual Meeting.

Section 9. Chapter Vice President

The Chapter Vice President shall have the following powers and duties:

- (a) To represent the Chapter at the Section Board of Directors meetings in the absence of the President.
- (b) To assist the President in any of his other duties.

ARTICLE X – THE BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the President, Vice President, Secretary, Honorary President, four At-Large Directors, the Chapter Presidents and the District 12 Director.

Section 2. Powers and Duties

- (a) The Board of Directors shall be responsible for the management of the Section. The Board may advance contracts for the Section up to two years beyond its term of office, except that office lease may be extended for a longer period. Two officers shall sign all contracts.
- (b) Between Annual Meetings, the Board of Directors shall have full authority in all matters, including the power to interpret the Constitution and By-Laws and give direction in cases not provided for therein. The Board of Directors shall keep the Members apprised on a timely basis of such matters.
- (c) The Board of Directors, by two-thirds vote, may adopt or amend the By-Laws, Rules and Regulations of the Section when such action is not in variance with the constitution. All such action shall be binding, unless set aside by two-thirds majority vote at an Annual Meeting.
- (d) All complaints and disputes between Chapters or between members of the Section shall be decided by the Board of Directors.
- (e) The Board of Directors shall have the power to establish, benevolent, relief, welfare, retirement, building, reserve and other funds to accomplish the mission and objectives of the Association. The Board of Directors shall establish regulations for the administration of these funds.
- (f) The Board of Directors shall have the right to review upon appeal any action by any Officer or Committees of the Section, and prescribe regulations governing such appeal.

Section 3. Meetings

The Board of Directors shall meet immediately prior to or after the Annual Meeting and at such other times as are determined by the Board of Directors. At all meetings of the Board of Directors, a majority of the members shall constitute a quorum.

Section 4. Special Meetings

The President may call a Special Meeting of the Board of Directors. If any Member of the Board of Directors requests a Special Meeting, the Secretary shall call such a meeting provided a majority of the Board of Directors has concurred in such requirements. Air fare or current IRS approved mileage will be paid to Board members for Special Meetings.

Section 5. Ballots

Between meetings, the Secretary shall conduct mail ballots at the request of the President.

ARTICLE XI – COMMITTEES

Section 1. Within thirty (30) days after the Annual Meeting, the President shall appoint chairmen of all Committees as deemed necessary by the President.

Section 2. All chairmen shall report to the Board of Directors as may be necessary from time-to-time. All actions taken by each committee must be approved by the Board of Directors and/or the Officers Committee.

Section 3. The chairman of each committee shall submit to the President a written report of the activities of the Committee when requested and shall also present a report to the members at the Annual Meeting.

Section 4. The chairmen and duties of each committee for 2012-13:

ADVISORY – Mike McKinley: To advise the Board of Directors on matters of Section business. This committee shall meet at such times as called by the President. Members may be nominated by the Board of Directors.

ASSISTANTS – Jerrod Simmons: To represent the best interests of all A-8 and B classifications.

AWARDS – Courtney Connell: To consider the qualifications of nominees for each Section award and select winners, notifying the PGA of America by the established deadline.

COACHING AND TEACHING – Tony Martinez: To develop and provide an annual Coaching and Teaching educational offering for all members and apprentices.

EDUCATION – Casey Paulson: To provide educational opportunities that meets the career objectives of PGA members and apprentices.

EMPLOYMENT – Paul Earnest / Tony Martinez: To assist the Executive Director and Career Services Consultant on all issues related to employment of our members and apprentices.

FINANCE – Paul Earnest: To oversee the finances and financial practices of the Section.

FUNDRAISING – Abe Hernandez: To supervise and promote Foundation fundraising.

GOLF 2.0 – Chuck Higgins: To promote and conduct growth of the game initiatives.

JUNIOR GOLF – Cameron McCormick: To work with staff to organize and promote golf activities for junior golfers in North Texas. It shall conduct tournaments and other programs designed to promote the game among young players.

TEAM GOLF – Jordan Harris: To work with staff to promote the Foundation's Team Golf growth of the game initiative to all members and apprentices.

TOURNAMENT – Britt Patton: To propose rules and regulations governing all Section tournaments for approval by the Board. It shall investigate and act on rules violations pertaining to tournaments and shall assist staff in obtaining sponsors and sites for tournaments.

ARTICLE XII – SELECTION OF DISTRICT DIRECTOR

Section 1. Each 12th year, the Section's Board of Directors shall select a District Director. The Northern Texas PGA will next have a District Director from our Section in 2019. The Secretary shall be notified of any nominations for this position or of anyone desiring to seek the position. The Secretary will make this information available as soon as possible to the membership.

Section 2. The selection of a District Director from the Northern Texas Section will be conducted at a designated Board meeting prior to the year that the incoming District Director "shadows" the current District Director.

Section 3. The winner will be the nominee receiving a simple majority of the total voting Board Members in attendance at the designated Board Meeting.

Section 4. The District Director shall be invited to attend and be a regular voting member of the Section Board of Directors.

Section 5. The term of office for the District Directors shall be three years.

Section 6. In the event of the death, disability, resignation or refusal to serve on the part of the District Director, the Section Board of Directors shall choose a successor to serve the unexpired term.

Section 7. If a District Director moves out of the Section from which elected to the Board of Directors, either to another Section in that District or to another District, the District Director must be replaced on the Board of Directors at the time the transfer to the new Section becomes effective. The Section Board of Directors shall choose a successor to serve the unexpired term.

ARTICLE XIII – EXECUTIVE DIRECTOR

Section 1. The duties and responsibilities of the Section Executive Director are as follows:

- (a) The Section Executive Director shall be the Chief Executive Officer and Administrator of the Section.
- (b) The Executive Director, acting pursuant to policies, rules and directives prescribed by the Board of Directors, shall be responsible to the Officers for the day-to-day operations of the Section.
- (c) The Executive Director may represent the Section on behalf of the Officers before other organizations and the general public.
- (d) The Executive Director may speak for the Section. He shall keep the Officers and Board of Directors advised of such statements.
- (e) The Executive Director shall have such other duties and responsibilities as are assigned by the Board of Directors.

Section 2. The Board of Directors shall select the Executive Director of the Section and finalize his contract.

ARTICLE XIV – AMENDMENTS

Section 1. Resolutions to alter, amend, repeal or add new By-Laws must be presented in writing to the Secretary of the Section 45 days prior to an Annual Meeting. The Secretary shall submit resolutions, to the membership no later than 15 days prior to an Annual Meeting.

Section 2. A two-thirds affirmative vote by the membership attending the Annual Meeting is required for passage of a proposed amendment.

Section 3. All amendments to the By-Laws shall become effective when adopted or at the time specified in the Amendment Resolution.