

**BYLAWS**  
**EVERGLADES GOLF COURSE SUPERINTENDENTS ASSOCIATION**

This association is to be called Everglades Golf Course Superintendents Association (EGCSA). The purposes for which this association is formed are:

- (a) To provide for and enhance the recognition of the golf course superintendent as a professional.
- (b) To advance the art and science of golf course management; to collect and disseminate practical knowledge of golf course management with a view toward more efficient and economical management of golf courses.
- (c) In general, to have all the powers conferred upon an association by the laws of the State of Florida, which are consistent with the Certificate of Incorporation, and the Bylaws of the EGCSA.

A "Golf Course Superintendent" is one who is entrusted with the management and the operation management of the tract of land defined as a golf course. It is the responsibility of the golf course superintendent to supervise the construction and maintenance of a golf course (or courses); to supervise the maintenance and repair of construction and maintenance equipment; and to do related work as required. "Certified Golf Course Superintendents" are those members having met and maintained all the qualifications set forth by the Golf Course Superintendents Association of America.

**ARTICLE I**  
**MEMBERSHIP**

**Section 1. Joint Membership**

Applicants for membership shall be approved by the Membership Chairman. The Membership Chairman shall be the sole judge of an applicant's qualification for membership. Effective July 1, 1997, each applicant for membership as an EGCSA Class A or Superintendent Member must present to the Membership Chairman an application for membership, or evidence of membership with the GCSAA.

**Section 2. Membership Classification**

**Class A – Golf Course Superintendent.** To qualify for Class A membership, an applicant shall have, at the time of application for membership, at least three (3) years experience as a Golf Course Superintendent and be employed in such capacity. Class A members shall have all the privileges of the Association.

**Superintendent Member – Golf Course Superintendent.** To qualify as a Superintendent Member, an applicant shall have completed, at the time of application for membership, less than three (3) years experience as a Golf Course Superintendent and be employed in such capacity. A Superintendent Member shall have all the privileges of the Association.

**Class C – Assistant Golf Course Superintendent.** To qualify for Class C membership, an applicant shall be, at the time of application for membership, and assistant to a Golf Course Superintendent, and shall be presently employed in such capacity. Class C members shall have all the privileges of the Association with the exception of being an Officer on the Board of Directors.

**Affiliate –** To qualify for an Affiliate Membership, an applicant must be an employee of a business firm 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 who does not qualify for membership in another class. Affiliate Members shall have all the privileges of the Association with the exception of being an Officer on the Board of Directors. Affiliate Members may not be appointed to the nominating committee. The ratio of this category shall never be more than 35% Affiliate members to 65% Superintendents (A, Superintendent Member, and C Classes).

**Honorary –** To qualify for Honorary Membership, an individual must be recognized by the Board of Directors for contributing in an outstanding manner to this Association. Honorary members shall not be required to pay dues or assessments of the Association and shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, with the exceptions of voting and holding office.

**Student -** To qualify for Student membership, an applicant must be a full time turfgrass student enrolled in a formal course of education, or have completed formal education less than one (1) year prior to the date of application for membership. Student members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, with the exception of voting and holding office.

**Retired –** Any Class A, Superintendent Member or Affiliate member reaching age of fifty five (55), who is retired and no longer seeking employment within the scope of activities of any membership class of this Association, may apply to the Board of Directors in writing for Retired Membership. The annual dues for

which shall be one-half (1/2) the amount paid by Class A members. A Retired member shall have all privileges of this Association afforded the member in his or her previous classification, with the exception of holding office.

**Inactive** – An Inactive member is a member 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 subject to terms and conditions as the Board of Directors may specify by Standing Rules.

Section 3.           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. Individual members may request a change in their qualifications for membership as set forth in Section 2 of this Article by notifying the Secretary in writing.
- (b)       Mandatory Reclassification. All members, upon renewal of their annual membership, must clearly state their current employment status. This statement of employment status shall be based upon the Association's officially accepted job titles and golf course organization chart, or other commonly accepted listings of job titles. The Board of Directors shall, upon receipt of this statement, determine the appropriate class of membership for each individual and shall be empowered to alter the individual's membership classification to properly reflect stated qualifications.

**ARTICLE II  
DUES AND SUPPLEMENTAL ASSESSMENTS**

Section 1.           Annual Dues

The annual dues shall be the sum fixed at any annual meeting of the Association as approved by the members in attendance, proxy voting prohibited. Dues will be billed on or before June 1.

Section 2.           Assessments

Where necessary, in the opinion of a majority of members present at any annual or special meeting of the association call 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, provided however, that such assessment may not be levied more than once in any fiscal year and shall not exceed an amount equal to the annual dues fixed for such year.

In the event of grave emergency, the Board of Directors upon unanimous vote, by signed order, may levy an assessment to be paid by each Association member, except Honorary, Student and Inactive, 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 assessments during any year. The vote of the Board of Directors on the question of levying an assessment may be taken by mailed ballot prepared by the Secretary.

Section 3.           Cost of Monthly Meetings

The Board of Directors has the right to set cost for monthly meetings for expenses of each meeting.

Section 4.           Extension of Time for Payment

The Board of Directors may, at its discretion, for good cause, temporarily excuse or extend time of payment of annual dues or assessments for any member.

**ARTICLE III  
CONDUCT OF MEMBERS – LOSS OF AND REAPPLICATION FOR MEMBERSHIP**

Section 1.           Nonpayment of Dues or Assessments

All members whose dues are not paid by June 1<sup>st</sup> may have services and benefits suspended. All members whose dues shall remain unpaid more than ninety (90) days past June 1<sup>st</sup> or after the due date of any assessment shall be dropped from the membership roll of the Association without further notice.

Section 2.           Prohibited Conduct

The following conduct is prohibited for members of the EGCSA:

- (a) Violations of the GCSAA Code of Ethics
- (b) Use of the Everglades Association affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.
- (c) Conduct unbecoming a member or hostile to the Association.

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 a two-thirds (2/3) vote of the Board of Directors after compliance with the due process procedures, specifically notice and hearing, and upon a showing of just cause. The Board of Directors shall establish by Standing Rules the procedures to be followed to insure protection of such members' due process rights.

#### Section 4. Reapplication for Membership

An expelled member may apply again for membership no earlier than one (1) year, after the date of such expulsion, in accordance with the provisions of Article 1. However, if expulsion was for nonpayment of dues or assessments, members may apply in less than one (1) year, if their new application is accompanied by remittance of such dues and assessments as were due at the time of expulsion, plus a penalty (to be determined by the Board of Directors) in addition to any amounts otherwise due with such application.

### **ARTICLE IV VOTING**

#### Section 1. 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 the Bylaws, elections of Officers and Directors only.

#### Section 2. Individuals

Individual voting members, not voting by proxy, may cast a vote in person on all issues brought before the body.

#### Section 3. Voting Procedures

The Board of Directors shall have the power to establish Standing Rules governing voting procedures at Association meetings.

#### Section 4. Election Committee

The President shall annually appoint an Election Committee consisting of five (5) voting members of this Association who shall conduct the election activities of the Association at the annual meeting under the direction of the Chairperson. In addition to the slate of candidates recommended by the Nominating Committee, nominations will be accepted from the floor. When nominations have been closed, the election shall proceed in orderly fashion by ballot for all elected persons. However, if there is but one (1) candidate for any office, that election may be held by voice vote. Election of President and Vice President requires a majority vote. Directors are elected by a plurality vote. All other issues shall be decided by a majority vote, with the exception of amendments to the Bylaws.

### **ARTICLE V OFFICERS AND BOARD OF DIRECTORS**

#### Section 1. Qualifications and Terms of Office

Only Class A, Superintendent Member, and Affiliate members who are active in the Association are eligible for election as Directors of this Association. Officers must be Class A or a Superintendent Member of the Association. Officers or Directors ceasing active employment may serve up to six (6) months after cessation of employment. There shall be elected to the Board of Directors seven (7) members of this Association. At least six (6) of the eleven (11) Board of Directors/Officers shall be Class A or a Superintendent Member of the GCSAA. The seven (7) Directors shall be elected at the annual meeting and their terms of office shall be three (3) years. The External Vice President must be a GCSAA Class A

member with five years membership, current membership in EGCSA, past or present member of EGCSA Board of Directors or previously a board member of another chapter. The GCSAA Chapter Delegate must be a Class A member with five years membership, current membership in the EGCSA, past or present member of the EGCSA Board of Directors or previously a Board member of another chapter. The President and Vice President are elected for one year at the annual meeting. The President will appoint a Secretary and Treasurer after the annual meeting. The Immediate Past President of this Association shall serve as a Director for the term of one (1) year. The President shall appoint to the Board of Directors any other eligible person so required to fulfill any unforeseen circumstance. The Officers of this Association are President, Vice President, Secretary and Treasurer. The Officers and Directors of this Association as constituted, shall constitute the Board of Directors of this Association. Each member of such Board of Directors shall be entitled to vote at meetings and a quorum necessary for the transaction of business shall not be less than the majority of said Board of Directors.

#### 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 approval of the Board of Directors for the un-expired term.

#### Section 3. 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.
- (b) The Board of Directors shall at each annual meeting make a full report of its acts and doings during the preceding fiscal year and shall further cause to be made an audit of the Treasurer's books and present a reconciliation thereof to the membership at such annual meeting. Copies of such report shall be available to all members of said annual meeting.
- (c) The duties of the External Vice President are as follows: attend all FGCSA board meetings, inform EGCSA Board of Directors and membership of pertinent FGCSA actions, represent the opinions of EGCSA to FGCSA, nominate candidates for FGCSA Distinguished Service Award and the President's Award for Lifetime Service, and be willing to serve as a chairperson to the FGCSA. In addition, the external Vice President will be reimbursed for travel expenses to attend FGCSA meetings. Duties of the GCSAA Chapter Delegate are as follows: attend the annual GCSAA Chapter Delegate meeting, inform the EGCSA Board of Directors and membership of pertinent GCSAA actions, and represent the opinions of the EGCSA to the GCSAA. In addition, the GCSAA Chapter Delegate will be reimbursed to attend the annual Chapter Delegate meeting.

#### Section 4. 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. 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 affairs of the Association as may be required, and make such recommendations as he or she may think proper. The President shall appoint all committees except the Nominating Committee. All appointments shall be subject to the approval of the Board of Directors except where action is required of such committee or committees prior to any such meeting of the Board of Directors, such approval of appointment shall not be required.

#### Section 5. 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. 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 or both Officers are incapacitated then the Board of Directors shall elect one of their members to fill the vacancy of the Office of the President.

#### Section 6. Position of Secretary

One duly elected Director shall be appointed by the President to act as Secretary. This appointment shall be approved by the Board of Directors. The Secretary shall be an Officer of this Association and be present at all meetings of the members of the Association and the Board of Directors, and shall be responsible for , and keep a record. This Officer shall ascertain that proper notice, as stated in the Bylaws, has been given for all meetings of the members of the Association and of the Board of Directors, perform all other duties usually performed by the Secretary of a like association and such other and additional duties as may be required by the Board of Directors.

Section 7. Treasurer

One duly elected Director shall be appointed by the President to act as Treasurer. This appointment shall be approved by the Board of Directors. This Officer shall be responsible for all monies, bills, notes, bonds and similar property belonging to the Association and the safekeeping of the same in the name of the Association. This individual shall oversee the deposit of all monies to the credit of the Association in such depositories as shall be designated by the Board of Directors and shall invest all funds not needed and make current disbursements as shall be ordered by the Board of Directors, shall pay all bills subject to such rules as may be prescribed by the Board of Directors and shall keep such financial accounts and records as may be required by the Board of Directors. The Treasurer shall be bondable. The bond premium shall be paid by the Association and the bond be held in custody of the President.

**ARTICLE VI  
COMMITTEES**

Section 1. Nominating Committee

The Board of Directors shall annually appoint a Nominating Committee, which shall consist of three (3) voting members of this Association and shall be shared by the immediate past President.

Section 2. Other Committees

Nothing herein contained shall be construed to prohibit the appointment of other committees by the President for the advancement of the Association.

Normal Standing Committees are:

Membership	Program and Education	Scholarship/Research	Golf	Social
Bylaws	Finance	Long Range Planning		

The Poa annua Committee shall consist of the President, Vice President, Secretary, Treasurer and Host Superintendent.

**ARTICLE VII  
Meetings**

Section 1. Board of Directors

- (a) Regular meetings: The Board of Directors shall meet at least eight (8) times a year. One (1) meeting shall be at the place of the annual meeting of the members. The other meetings shall be at the call of the President.
- (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 person upon the request in writing of a majority of members of the Board of Directors, provided the request specifies the object for which it is desired to hold such meeting; provided that if the President, having been so requested, shall refuse or fail to do so, then such special meeting may be called by any three (3) of the Directors. At least ten (10) days written or printed notice of the time and place of special meetings shall be given to members of the Board of Directors.
- (c) 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.

Section 2. Members

- (a) Annual Meeting: The annual meeting of the members of this Association shall be held in the first two (2) weeks of July, the location and time to be designated by the Board of Directors. Any valid business may be transacted at an annual meeting.

- (b) Special Meetings: 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.
- (c) Notice: Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed by the Secretary to each member at least thirty (30) days before the date of the meeting.
- (d) Quorum: At any meeting of the members, ten (10) voting members physically present shall constitute a quorum.

**ARTICLE VIII**  
**Parliamentary Authority**

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the EGCSA to which they are applicable, and in which they are not inconsistent with these Bylaws, and any special rule of order the EGCSA may adopt.

**ARTICLE IX**  
**Amendments**

Section 1. Procedure

These Bylaws may be amended at any meeting of the members, provided all amendments shall be presented in writing to the Bylaws committee at least ninety (90) days in advance of the meeting and the committee shall submit to the members all such proposed amendments at least thirty (30) days in advance of the meeting, together with its report. The Bylaws Committee may submit its own proposals for amendments in writing to the members at least thirty (30) days in advance of such annual meeting.

Section 2. Vote Required

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

**ARTICLE X**  
**Dissolution**

In the event of the dissolution of the EGCSA, after all liabilities and responsibilities have been met, its assets shall be distributed to Scholarship and Research through the Florida Golf Course Superintendents Association.

**ARTICLE XI**  
**Indemnification**

The Association shall indemnify any and all persons who serve or have served at any time as officers or directors, and their respective heirs, paid 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 or 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, any 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 those 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 including such immunities under any law, bylaw agreement, or otherwise.