

OSWGA BY-LAWS

APPROVED 11/7/10, AMENDED 11/4/12, AMENDED 01/17/21

ARTICLE I - NAME, PURPOSE

Section 1: Name

The name of the organization shall be the Ocean State Women's Golf Association (hereinafter OSWGA), registered as a non-profit 501(c)(7) organization.

Section 2: Purpose

The purpose of the OSWGA shall be to promote, among women and their guests, a friendly competition in the game of golf in Rhode Island. The further intention is to bring together women from the public and private sectors, establish Amateur Championships, award college scholarships to post-secondary female golfers, and to be recognized by the USGA as a host association for state level events.

ARTICLE II - BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition.

- a. The management of the OSWGA, its tournaments and other activities shall be vested in a Board of Directors consisting of the Officers of the Board as outlined below in Article III. The Board of Directors shall be responsible for overall policy and direction of the OSWGA, and delegate responsibility for day-to-day operations to the individual Officers and committees.
- b. With the sole exception of the Co-Founder, no individual may hold more than one position on the Board at a time. All Board Officers shall be OSWGA members in good standing. Other than as expressly stated elsewhere in these by-laws, no Board Officer may receive monetary compensation for their services other than reasonable expenses.

Section 2: Board Meetings.

The Board shall strive to meet monthly, at an agreed upon time and physical location or virtual private meeting space. The President or a majority of the Board Officers may call meetings. Officers and Committee Chairs shall give a report at each meeting whenever requested by the President.

Section 3: Term of Board Officers.

Elected Officers shall be elected by secret ballot at the annual meeting of the OSWGA, in the order and manner described in Article III, and shall hold office until the day prior to the first board meeting following said election. In the event all Officers up for election are running unopposed, the election may take place by voice vote at the annual meeting. All newly elected Officers shall take office at the first board meeting following their election. All departing Officers shall strive to attend a transitional board meeting as determined by the incoming or current President. The President and Recording Secretary elections shall be held in even years and the Vice-President, Treasurer and Corresponding Secretary shall be elected in odd years.

Section 4: Business Responsibilities and Duties.

The Board of Directors shall transact all necessary business, including, but not limited to the following:

- a. Appointment and removal of all agents, committee members and volunteers.
- b. Designation of a bank or banks in which the funds of OSWGA shall be deposited, and determination of the manner in which checks, drafts, and other instruments for the payment of funds of OSWGA shall be executed.
- c. Authorization of all expenditures and approval of all bills, except that normal and regular payment of OSWGA expenses shall be made by the Treasurer as deemed necessary without prior authorization.
- d. Cause books of account to be maintained for OSWGA in which all financial transactions shall be regularly recorded, and all yearly Federal and State tax returns shall be reviewed by a designated accounting firm.
- e. Determination and enforcement of penalties for the violation of the by-laws and tournament rules.
- f. In case of ambiguities in either the by-laws, tournament rules, or final decision of any Officer or Committee Chair, the Board of Directors in attendance at the hearing meeting, shall determine the meaning thereof, and its decision thereon shall be final and binding.

Section 5: Removal of Board Officers.

The Board of Directors may remove any Board Officer, with the sole exception of the Co-Founder, for failure to adhere to the spirit and intent of these by-laws, or for negligent performance of their obligations hereunder, which definition thereof shall be deemed to include failure to attend three successive meetings without reasons satisfactory to the Board. Removal of an individual Board Officer requires the unanimous vote of all other Board Officers. The Co-Founder position may be eliminated only upon voluntary retirement, permanent mental or physical incapacity, or death.

Section 6: Resignation and Replacement of Board Officers.

Resignations must be submitted in writing to the Corresponding Secretary via postal mail, email or in person. No other electronic notification shall be deemed acceptable or valid. Except as otherwise specifically outlined in these by-laws, the Board shall have the right to fill all vacancies on a temporary basis. This temporary appointment shall stay in place for the remainder of the elected term left to serve. All temporary positions shall carry the same rights and responsibilities as a duly elected Officer.

Section 7: Quorum and Majority Vote.

Unless otherwise specifically addressed elsewhere in these by-laws, a majority vote of the quorum in attendance is needed before normal business can be transacted or motions made or passed. A quorum shall constitute at least four members in attendance. No voting by proxy shall be allowed. However, email or other virtual conference voting by absentee Officers shall be deemed acceptable on specific proposals.

Section 8: Notice.

An official Board meeting requires that each Board Officer have at least two weeks advance notice either in person, writing or timely posting on the OSWGA website. Majority agreement by all Board Officers may supersede this notice requirement.

ARTICLE III - OFFICERS

Section 1: Size of Board/Elected/Appointed

a. Until such time as the position of Co-Founder is eliminated, as otherwise addressed in these Articles, there shall be eight Officers of the Board consisting of a President, a Vice-President, a Treasurer, a Recording Secretary, a Corresponding Secretary, a Tournament Director, a Tournament Chair and Co-Founder. Each Officer shall have one equal vote at all meetings, except that while the same individual holds the position of Co-Founder and Tournament Director, the person who holds both positions shall receive only one vote and not two.

b. The elected Officers of the OSWGA shall be President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer. The Co-Founder, Tournament Director and Tournament Chair are non-elected Officers. Any individual Officer position may be shared by two individuals, with the responsibilities and benefits of said position divided between the two. The Co-Founder position shall not be refilled once vacated. The Nominating Committee shall strive to submit their list of interested candidates to the Recording Secretary 30 days prior to the annual meeting at which time no further candidates will be accepted. The nominations will be posted on the OSWGA website and emailed to all members at least three weeks prior to the annual meeting. Those who cannot attend the meeting may request an absentee ballot from the Corresponding Secretary. Absentee ballots shall be postmarked four days prior to the election and shall not be opened or counted until the annual meeting. No nominations will be accepted from the floor.

c. The Tournament Director shall be appointed by a majority Board vote. The Tournament Director shall appoint the Tournament Chair with majority approval of the Board of Directors. All appointed Tournament Directors and Tournament Chairs shall serve in their positions without mandated term limits.

Section 2: Duties and Responsibilities

a. The duties and responsibilities of the Co-Founder are to ensure that the direction of the OSWGA remains true to the original intent.

b. The President shall preside, and set the agenda, at meetings of the OSWGA and the Board of Directors. In the absence of the President, the Vice President shall preside and in the absence of both, the Corresponding Secretary shall preside. The President shall serve ex-officio on all committees and shall report on the year's business at the annual meeting.

c. In the absence or incapacity of the President, the Vice President shall perform the duties of the President. The Vice President shall be the Chair of the Appeals Committee. The Vice President shall ensure that all procedural disputes, votes and official records of meetings, unless otherwise stated in these by-laws, and/or waived by majority vote of a quorum of the Board, are conducted in accordance with the then current edition of Robert's Rules of Order Newly Revised.

d. The Corresponding Secretary shall prepare materials and/or letters pertinent to the duties of the office of Corresponding Secretary, and shall be responsible for all OSWGA mailings or may delegate that responsibility, with Board approval, at any time. The Corresponding Secretary shall be responsible for promptly mailing absentee ballots upon receiving written request.

e. The Recording Secretary shall keep minutes of all meetings. These records shall, within a reasonable time, be made available to members on the website. In general, the Recording Secretary shall carry on the duties pertinent to the office of Recording Secretary.

f. The Treasurer shall be responsible to collect and keep all monies belonging to the OSWGA and expend the same under the direction of the Board of Directors. The Treasurer shall report, in writing, the state of the finances when required by the Board of Directors and at the annual meeting shall present a report showing the receipts and expenditures year to date and a financial report for the prior fiscal year. The Treasurer will insure that all tax forms are timely filed. In general, the Treasurer shall carry on the duties pertinent to the office of Treasurer.

g. The Tournament Director shall be responsible for setting up and managing the tournament schedule and other duties related to the management of the tournaments as defined by the Board of Directors. The Board of Directors shall oversee the fulfillment of these duties. The current Tournament Director shall receive a monthly stipend and the Board of Directors shall annually determine the amount of the stipend.

h. The Tournament Chair shall be responsible for setting up and running the individual tournaments as scheduled by the Tournament Director. The Tournament Director and Board of Directors shall oversee the fulfillment of these duties.

ARTICLE IV - MEMBERSHIP

Section 1: Membership

Membership in the OSWGA shall be open to any female who is either a legal resident of the State of Rhode Island, and/or any female affiliated with either a Rhode Island public or private golf course, and/or a designated OSWGA affiliated golf course. OSWGA affiliation for non-Rhode Island golf courses shall be determined by the Board of Directors and shall be subject to change at the sole discretion of said Board. The list of non-Rhode Island, OSWGA affiliated courses may be requested from the Board of Directors.

Section 2: Application for Membership

Application for membership must be made annually on the OSWGA membership form, which is available on the OSWGA website, <http://www.oswga.org/>, or as otherwise designated by the Board of Directors. Junior members are also required to apply annually. Continuing membership, and entry into tournaments is contingent upon being up-to-date on membership dues.

Section 3. Termination of Member

The Board of Directors shall have the right to deny, or terminate, with or without notice, the membership of any member for violation of either the express or implied spirit of these by-laws, or tournament rules.

Section 4. Membership Distribution List

The OSWGA membership list is confidential and not available for public or commercial distribution.

Section 5. Annual and/or Special Membership Meetings

- a. The annual meeting of the OSWGA shall be held at the close of the OSWGA season, and prior to year-end, usually in November of each year at such a time and place as designated by the Board of Directors.
- b. The President or Co-Founder may call special meetings of the OSWGA membership. The notice of special meetings shall state the object of the meeting and no other business will be transacted. Only current members of the OSWGA shall have the right to vote. A quorum shall be members present at that meeting and a majority vote of the members present shall decide each issue. No voting by proxy shall be allowed. Voting by absentee ballot shall be allowed for elections and by-laws only.

ARTICLE V - COMMITTEES

Section 1: Standing Committee Chair

The Chairs of the Standing Committees, unless as expressly stated otherwise in these by-laws, shall be appointed by the President, approved by a majority vote of the Board of Directors, and shall serve for a term of two years. There shall be no mandated term limits for either Committee Chairs or Committee members.

Section 2: Committee Formation and Termination

The Board may create (and may terminate) ad hoc committees as it deems necessary or helpful in the management of the OSWGA and shall define the duties of each committee. The Board shall approve all ad hoc committee members by majority vote.

Section 3: Standing Committees

The standing committees of OSWGA shall consist of the following:

- a. Appeals - The Appeals Committee shall consist of a Chair and four (4) active members of the OSWGA in good standing and shall be approved by the Board of Directors. No more than two Appeals Committee members shall be from the same golf club. The Chair of the Appeals Committee shall be the Vice President. Prior to appointment, each individual member of the Appeals Committee shall have been a member of the OSWGA for at least two (2) years. The Appeals Committee shall research and review complaints made in writing to the committee against any member by another member of the OSWGA relative to misconduct, or a breach of the OSWGA rules. The Appeals Committee shall initiate and conduct all proceedings and make a written recommendation to the Board. The Committee shall have the ability to dismiss any such complaints, recommend suspension of a member from one or more tournaments for violation of the by-laws or policies of the OSWGA, or of its committees, or for engaging in conduct which is considered detrimental to the best interests of the OSWGA. All pertinent parties must be in attendance either in person, or in a virtual conference meeting space at the first appeals meeting and each party has the right to appeal all decisions made by the Appeals Committee to the Board of Directors.

- b. Data Coordination - The Data Coordination Committee shall consist of the Coordinator Chair and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The Data Coordination Chair shall have management of all affairs pertaining to score card management, after tournament prize distribution and handicap posting.
- c. IT/Communications - The IT/Communications Committee shall consist of a Chair and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The IT/Communications Committee Chair is responsible for the maintenance and use of all technology involving the OSWGA website, tournament and payment operational software, and email communications.
- d. Nominating - The Nominating Committee shall consist of a Chair and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The Nominating Committee shall strive to ensure broad representation of membership on the Board by, whenever possible, putting forth candidates from different golf clubs. The Nominating Committee Chair shall be responsible for the election process at the Annual meeting or at a time and place otherwise designated by the Board of Directors.
- e. Photography - The Photography committee shall consist of a Chair and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The Photography Committee shall be responsible for creating visual documentation of tournaments, other OSWGA events and posting on the website or other interactive media.
- f. Publicity/Membership Recruitment - The Publicity/Membership Recruitment Committee shall be responsible for issuing press releases with the approval of the Board and shall make efforts to arrange media coverage of OSWGA events. In addition, the Publicity/Recruitment Committee shall take appropriate actions to increase membership. The Publicity/Membership Recruitment Committee shall consist of a Chair and as many members appointed with the approval of the Board of Directors as is deemed necessary.
- g. Rules - The Rules Committee shall consist of a Chair and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The Rules Committee Chair shall have management of all affairs pertaining to rules and officiate at all state tournaments.
- h. Scholarship - The Scholarship Committee shall review all applications for eligibility requirements of THE NATHALIE A. PRICE MEMORIAL SCHOLARSHIP FUND and present a list of applicants to the Board of Directors. The Scholarship Committee shall consist of a Chair and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The Scholarship Committee, with the approval of the Board of Directors, will determine the number and amount of scholarship monies to be awarded each year.
- i. Statistician - The Statistician Committee shall consist of a Chair and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The Statistician Committee Chair shall maintain Player of the Year and other competitive point systems at the request of the Board of Directors.

j. Tournament - The Tournament Committee shall consist of a Chair appointed by the Tournament Director and as many members appointed by the Chair with the approval of the Board of Directors as is deemed necessary. The Tournament Chair shall manage all affairs pertaining to tournaments. The Tournament Chair shall review issues, problems, or concerns in regard to tournaments and recommend possible improvements and changes to the Board of Directors. The Tournament Committee will meet as needed during tournament season.

Section 4: Committee Chair Removal

The Board of Directors may remove any Committee Chair for failure to attend three unexcused successive committee meetings without reasons satisfactory to the Board, or by a unanimous vote by the Board Officers in attendance at the meeting. Each Standing Committee may remove any committee member, for failure to attend three unexcused successive committee meetings without reasons satisfactory to the committee or by a unanimous vote of the other committee members in attendance at the meeting.

ARTICLE VI – OBLIGATIONS/DUES/TOURNAMENT FEES

Section 1: Obligations

- a. Each individual member must agree to uphold and abide by all provisions of these by-laws and to accept all decisions of the Board of Directors.
- b. The Rules and Interpretations of the USGA and its committees shall be looked to for guidance whenever there is a conflict concerning these by-laws and/or a decision regarding tournament play.

Section 2: Dues

- a. The annual dues shall be determined by the Board of Directors and are payable annually as a requirement of membership.
- b. Officers of the Board of Directors and Committee Chairs are exempt from annual dues.

Section 3: Tournament Fees

Individual Officers of the Board of Directors and Individual Committee Chairs and/or committee members shall be eligible to receive a limited number of tournament fee exemptions and/or reduced fees as determined by the Board of Directors. Such determinations shall be reviewed annually.

ARTICLE VII- LEGAL AND FINANCIAL

Section 1: Fiscal Year

The fiscal year shall be a calendar year and shall end on the 31st of each December.

Section 2: Legal Counsel and Tax Advisor

The Board of Directors will appoint a representative as Legal Counsel as needed. A Tax Advisor will be retained to perform Preparation of Tax Returns. Advisors may not be members of the OSWGA to insure an independent review from professionals outside the organization.

ARTICLE VIII - INDEMNIFICATION

The OSWGA shall indemnify each and every past, present and future member of the Board of Directors, their heirs, executors, and administrators against all expenses including amounts of judgments against or amounts paid in settlement by such members of the Board of Directors together with all costs, legal, accounting, or otherwise, imposed upon them in connection with the defense of any action, suit or proceeding to which they may be made a party, by virtue of being or having been a member of the Board of Directors of the OSWGA acting in good faith and on behalf of the OSWGA, whether or not they continue to be a member at the time of incurring such expense.

ARTICLE IX - AMENDMENTS

A committee to be appointed by the Board of Directors shall review these by-laws on a periodic basis, but at least once every five years. In the event the Board of Directors approves any proposed amendment to the by-laws written notice of each proposed amendment or revision to be voted on shall be posted to the OSWGA website 21 days prior to the annual meeting. A simple majority of the membership voting at the annual meeting, either in person, electronic ballot or by approved mail absentee ballot, shall be sufficient to ratify changes.

ARTICLE X - DISSOLUTION

Upon dissolution of the OSWGA and the payment of all debts, any outstanding money will be donated to charity as directed by majority vote of those Officers of the Board still sitting immediately prior to dissolution.