

PEAKS & PRAIRIES GOLF COURSE SUPERINTENDENTS ASSOCIATION, INC.

CONSTITUTION (Adopted 1976, Amended 3 March, 2014)

ARTICLE I

Name, Purpose, Location

Section 1.

The name of this non-profit association, as incorporated under the laws of the State of Montana, shall hereafter be known as the Peaks & Prairies Golf Course Superintendents Association, Incorporated.

Section 2.

The purpose of this association is to promote member education for the betterment of golf and its environment. To unite the golf course superintendents in the areas including, but not limited to, Idaho, Montana, North Dakota, South Dakota, and Wyoming.

Section 3.

The principal mailing address shall be Post Office Box 807, Lolo, MT 59847

Section 4.

This Corporation shall be a corporation not-for-profit and shall not have any capital stock. The conditions, qualifications, privileges and obligations of membership shall be set forth in the Bylaws of the Corporation. Provision may also be made in the Bylaws for one or more classes of members who shall have no voting power.

Section 5.

The Corporation shall have perpetual existence.

ARTICLE II

Membership

Section 1.

Each applicant for membership in this association shall furnish satisfactory evidence of their qualifications to the association's Board of Directors, which shall be the judge of the applicant's qualifications for membership. The term "regular member" as used hereafter, shall mean only Class AA, A, SM or C members, as defined in Section 2 below.

Section 2.

Definition of a Golf Course Superintendent

A golf course superintendent is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.

Section 3.

Membership Classes:

(A) **Class AA - Charter Members:** To qualify for the Charter Membership, a member must have qualified as a "regular member" and must have joined the association during the calendar year of 1976.

(B) **Class A Members - Golf Course Superintendents:** To qualify for Class A Membership, an applicant shall have, at the time of application for membership, at least 3 years experience as a golf course superintendent be employed in such capacity and comply with all additional qualifications adopted by the membership. Class A Members shall have all the privileges of the association, including those of voting and holding office.

(C) Class Superintendent Member (SM) - Golf Course Superintendents: To qualify for Class SM Membership, an applicant shall at the time of application, have less than 3 years experience, be employed as a golf course superintendent, and does not meet the additional qualifications for Class A Membership as adopted by the membership. Class SM Members shall have all the privileges of the association, including those of voting and holding office.

(D) Class C Members - Assistant Superintendent: To apply for Class C Membership, an applicant shall be, at the time of application for membership, an assistant to a golf course superintendent, and be employed in such capacity. Class C Members shall have all the privileges of the association, except that of holding office.

(E) Class D -Allied Members: To qualify for Allied Membership, an applicant must be an individual or business firm interested in the growing, management, design or production of turf grass, and selling its products or services for the installation, maintenance or design of turf. Each Allied Member shall have the right to name three of its owners, employees or other agents as its representatives to the association. Allied Members shall have privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

(F) Class E - Student Members: To qualify for membership under this classification, an applicant must be enrolled in a college or university involved in the field of turf management. Applicants must obtain the signature of their major professor or a superintendent or assistant superintendent who is a member of this association as a sponsor of their membership. Student Members shall have privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

(G) Class F - Associate Members: To qualify for membership as an Associate Member, an applicant shall be employed at the teaching level in a recognized horticultural program, be a Federal or State employee involved with the management or research related to turf, be a former Class AA, A, SM or C Member who is no longer directly responsible for turf management but wants to retain membership in this association, or an individual interested in golf course management. Associate Members shall have all privileges of the association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

(H) Class G - Honorary Life Members: Those persons whose outstanding work in our profession or related field entitles them to special recognition. They shall not be required to pay dues or assessments. Honorary Life Members are to be designated by the Board of Directors.

(I) Class A – Retired: To qualify for Class A – Retired status, one must not be currently employed as a golf course superintendent and have a minimum of five years of service as a Class A golf course superintendent member. The years of service as a Peaks & Prairies GCSA member when combined with the member's age must equal or exceed 75 years. This member shall have all the privileges of the Association afforded that classification, with the exception of holding office. The annual dues for which shall be set by the Board of Directors but shall not exceed half the amount paid for the classification in which the member retires.

(J) Class FM - Facility Membership: A facility membership is available to those facilities that operate with limited resources. The membership is in the name of the facility. However, the recipient of the membership benefits and information can be the superintendent, owner, or other representative selected by a golf facility. The facility is entitled to all privileges of membership, except those of voting and holding office.

(K) Transfer of Membership - from one classification to another shall be done only at the time that dues are renewed and only after the Membership Information Form has been received for the coming year. The one exception to this time period will be in the case of a Class A, SM or C Member who leaves employment as a turf manager, but who wants to retain membership in the association. Notification must be made immediately to the association office, and reclassification will be immediate.

(L) Inactive Members - An inactive member is a member who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon their application. The Board of Directors shall have the authority to act on such application and to place a member on inactive status subject to such terms and conditions as the Board of Directors may specify from time to time by Standing Rules. A, SM and C members who no longer

fulfill all the requirements for A, SM, and C classification due to a position change will be eligible to keep their status for the purpose of resumes, interviews, applications, etc., for a period not to exceed twenty-four (24) months, providing they are actively seeking employment as a Golf Course Superintendent or Assistant. Members in this classification will continue to pay regular dues during this period, and retain all rights and privileges granted under their classification. The Board of Directors shall have the authority to allow a present inactive Board Member to complete the elected/appointed remainder of term, not to exceed twelve months. Any A/SM /C Inactive member exceeding twenty-four months of consecutive unemployment will be automatically placed in the appropriate membership classification or dropped from the association.

ARTICLE III

Officers and Board of Directors

The governing body of the association shall be the Board of Directors. The President, Vice President and Secretary/Treasurer shall be considered the officers. The officers and remaining directors shall constitute the Board of Directors. The duties, term of office, powers, qualifications, method of election, and succession of the Officers and Directors shall be set forth in the By-Laws.

ARTICLE IV

By-Laws

The members may, by a 2/3rds majority vote of the voting members present, adopt such By-Laws as may be deemed necessary for the proper government of the association and the execution of its affairs. The By-Laws may be altered or amended by a 2/3rds majority vote of the voting members present at a special meeting called for such purpose, after at least 30 days notice of such meeting is mailed to the voting members, directed to the last recorded address on the membership roster. Such notice shall contain the proposed alterations or amendments. The By-Laws and amendments shall be recorded by the Executive Director in a book procured for such purpose.

ARTICLE V

Constitutional Amendments

This constitution may be altered or amended by a 2/3rds majority vote of the voting members present at a regular or special meeting provided that notice be mailed to the voting members at least thirty (30) days prior to the meeting, using the last recorded address on the membership roster. Such notices shall contain the proposed amendments to the Constitution.

BY-LAWS

(Adopted 1976, Amended 11 October, 2005)

ARTICLE I

Membership

Section 1. Application for Membership: Any person who desires to become a member of this association shall file a completed Membership Application Form along with a check in the amount of the current years dues. The application shall contain a concise record of the applicant's training, qualifications and experience in the field of turf management. The applicant must complete all portions of the application form and must sign the application form. Effective July 1, 1997, each applicant for Class A or SM Membership must present to the Board of Directors an application for membership or evidence of membership with the Golf Course Superintendents Association of America and must maintain that membership thereafter.

Section 2. Approval or Rejection of Application: Application for membership shall be approved by the Executive Director. In the event that an application for membership is rejected, a hearing for reconsideration, if requested in writing, shall be granted by the Board of Directors.

Section 3. Loss of Membership: No member shall at any time use their affiliation with this association for the purpose of promoting schemes, ideas or objects for the purpose of private or collective gain. Violation of this By-Law shall be sufficient cause for expulsion from this association. A member may be expelled or suspended for any of the following reasons: failure to pay dues and/or assessments; active promotion of disunity or disloyalty, or

submitting false information on an application for membership. Expulsion or suspension of a member from this association shall be a majority vote of the Board of Directors with just cause shown.

ARTICLE II

Dues and Assessments

Section 1. Dues: The annual dues shall be established by a majority vote of the voting members present at any regular or special meeting, providing at least (30) days notice of such meeting is mailed to the voting members directed to the last recorded address on the membership roster. Such notice shall contain the proposed alteration.

Section 2. Assessments: Special assessments may be incurred by either the Board of Directors or a majority vote of the voting members present at a regular or special meeting, when required in the proper business of the association. The amount of the assessment, if levied by the Board of Directors, shall not exceed the amount of the annual dues in any one (1) year.

Section 3. Payment of dues: The annual dues shall be payable on or before the first day of March. The fiscal year of the association shall begin on the first day of April. Any member who shall fail to pay said dues by April 1 shall be automatically dropped from the membership of this association and all rights and privileges in connection therewith shall thereupon be canceled. Any member dropped from the association in the manner herein before described shall be notified thereof by the Executive Director. Application for re-admission to membership in this association must be made in writing, to the Board of Directors within (30) days after notification of suspension. Such application for re-admission to membership must be accompanied by payment of the dues, assessments and all accounts in arrears.

Section 4. Board of Directors may be at any time at its discretion for good cause shown in writing, temporarily excuse or extend the time for payment of annual dues for any member who, due to ill health, advanced age or other good cause, shall be unable to make payment within the time fixed by these By-Laws.

ARTICLE III

Officers and Board of Directors

Section 1. Officers and Board of Directors

(A) There shall be elected, by a majority vote of the voting members present at each annual Fall meeting of this association, a President, Vice President and Secretary/Treasurer who shall hold office for a period of one (1) year, beginning with their election, and until their successors are elected and qualified and shall perform the duties hereinafter prescribed for each office. The President, Vice President, Secretary/ Treasurer, and three (3) other Directors shall be Class A or SM members of GCSAA. The Board of Directors shall be composed of three (3) officers, and six (6) other Directors, two (2) of whom shall be elected at the annual Fall meeting each year, and their term shall run for three (3) years. The Immediate Past President of this association shall then serve as the seventh Director member of the Board of Directors.

(B) The Board of Directors shall have the general charge and management of the affairs of the association, subject to the Constitution and By-Laws and Continuing Resolutions. Five (5) members of the Board of Directors shall constitute a quorum necessary for the conduct of business at an Board of Directors meeting. Not less than two months prior to the annual Fall meeting of the association,(serving as the nominating committee chairman, the Past President will present a nominee for President, Vice-President, Secretary/Treasurer, and at least two nominees for a directors position.

(C) Vacancies: Vacancies occurring in any office or in the Board of Directors of this association shall be filled by appointment, by the President, with the approval of the Board of Directors. Appointments made under the provision of this paragraph shall terminate with the next annual meeting at which time the vacancy shall be filled by a membership election.

Section 2. Duties of the Officers:

(A) President: The President shall preside at all meetings of the association. He/she shall see that all orders and resolutions are carried into effect. He/she shall call the special meetings of the Board of Directors or of the membership whenever he/she deem it necessary for the business of the association.

(B) Vice President: The Vice President shall discharge the duties of the President whenever, for any reason, the President cannot function as President. In the event that both the President and Vice President are incapacitated, the Directors shall elect one of the members of the Board of Directors to act as President until such time as the elected President can function.

(C) Secretary/Treasurer: The Secretary/Treasurer shall issue the call for all meetings when so directed by the President or Board of Directors. He/she shall help the Executive Director in keeping the minutes of all meetings held by the association or its Board of Directors. He/she should keep a close watch on expenditures, with due reference to the budget, calling to attention of the President matters which he/she feels should be considered further before any expenditure is made. The Secretary /Treasurer should conduct or review an audit of the annual itemized financial report prepared by the Executive Director.

Section 3. Executive Director: The Executive Director shall be appointed by the Board of Directors. The duties of the Executive Director shall be to put into effect the decisions of the Board of Directors, promote and carry out the objectives and purposes of the association, and to carry out the duties as described in the Executive Director's contract.

ARTICLE IV

Committees and Duties

Section 1. The President shall appoint a committee chairman, from the Board of Directors of the membership, **(to)** at least the following committees whose duties are described as follows:

(A) Education Committee: who shall make arrangements for a program of interest for each meeting. It shall present speakers, demonstrations and whatever else shall be of interest to its members.

(B) Membership Committee: who shall review qualifications of candidates for admission to membership whenever a question arises as to said qualification. It shall present such names and recommendations to the Board of Directors. It shall be active to secure such a membership that will advance the interests of the association.

(C) Finance Committee: the Officers of the Association, and any other appointments made by the Officers, shall serve as the Finance Committee. The Secretary/Treasurer shall serve as the committee chairman. The Finance Committee shall offer direction to the Board of Directors concerning the association's financial future.

(D) Scholarship Committee: who shall make scholarship award recommendations to the Board of Directors for approval. The committee shall update the scholarship application forms as needed.

Section 2. Nothing herein contained shall be construed to prohibit the appointment of other committees by the President for the advancement of the association. No committees shall have the authority to bind this association for the payment of money or the performance of any contract, such authority hereby being reserved for the Executive Director.

ARTICLE V

Meetings

Section 1. Annual Elections

(A) At one (1) annual meeting, to be selected by the President of the association, the election of Officers and Board of Directors will take place. The slate of candidates proposed by the nominating committee shall appear in the notice of the annual meeting. The membership shall be given a thirty (30) day notice of this annual meeting.

(B) Additions to the nominations recommended by the nominating committee shall be accepted if proffered from the floor at the time of election. The election shall proceed by secret ballot and be decided by a simple majority of the voting members present at said meeting.

(C) The election committee shall be chaired by the immediate past president.

Section 2. Meetings:

(A) Regular meetings shall be held at the discretion of either the Board of Directors or the membership. Specific dates and times of the meetings are made at the discretion of the Board of Directors with recommendations made by the Executive Director.

(B) Special meetings of the Board of Directors of the association may be called by the President or the Board of Directors for any purpose that may require such a special meeting.

(C) Action Without a Meeting: Any action required, or permitted to be taken, by the Board of Directors may be taken without a meeting if all voting members of the Board consent in writing, including electronic, to the action. The action shall be ratified at the next board meeting and included in the minutes.

Section 3. Order of Business:

(A) The order of business at all meetings for the Board of Directors and the association shall be as follows:

(1) Call to order.

(2) Roll call.

(3) Reading of minutes.

(4) Treasurer's Report.

(a) Financial Report to be rendered at each Fall Meeting.

(b) Treasurer's Report and Proposed Budget to be rendered at each Spring Meeting.

(5) Communication and bills.

(6) Report of committees.

(7) Old Business.

(8) New business (election of Officers, Board of Directors during the Fall meeting).

(9) Adjournment.

(B) Quorum: At any regular meeting or special meeting of this association, at least ten (10) Class AA or A members must be present to constitute a quorum necessary for the transaction of business. Any member present at less than a quorum meeting may adjourn the meeting to some other hour or day.

(C) All matters coming before the Board of Directors or the association, not coming within the order of business prescribed, and all disputed questions of parliamentary practice shall be controlled by Robert's Rules of Order, Revised.

ARTICLE VI

Indemnification

The Association shall indemnify any and all persons who may 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, by 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 omission arising out of this or his/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.

ARTICLE VII

Dissolution

In the event of the dissolution of the Association, after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with the Internal Revenue Code concerning its exempt status or in accordance with State law. The decision of distribution shall be made by the Board of Directors.