

**BYLAWS
OF
OREGON GOLF COURSE SUPERINTENDENTS ASSOCIATION
("OGCSA")**

**Adopted by the Board of Directors:
Amended: 1998, 2001, 2017**

**ARTICLE I
DEFINITIONS**

- 1.1.** 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.
- 1.2.** "Standard Operating Procedures" refers to the OGCSA Standard Operating Procedures Manual, as adopted by the Board of Directors from time to time.

**ARTICLE II
MEMBERSHIP**

2.1 Application for Membership.

The Board of Directors shall approve applicants for membership. The Board of Directors shall be the sole judge of an applicant's qualification for membership. The Board of Directors shall have the authority to establish qualifications, privileges and dues for all classes of membership. Effective July 1, 1997, each applicant for Class A or Class B membership must present an application for membership or evidence of membership with the Golf Course Superintendents Association of America and shall maintain such membership thereafter.

2.2 Voting by Mail-in Ballot.

Voting members may exercise their vote through the use of a mail-in ballot. A mail-in ballot may be exercised only by the person named in such a mail-in ballot, who must be a voting member in good standing of the OGCSA. Mail-in ballots may be utilized only to vote on amendments of the Articles of Incorporation and Bylaws and election of Officers and Directors.

2.3 Membership Classes.

Class AA—Life Members: To qualify for Life Membership, one must have retired as a golf course superintendent or assistant golf course superintendent and have been a golf course superintendent or assistant golf course superintendent member of GCSAA for 25 years of which a minimum of 20 years has been as a golf course superintendent.

A life Member shall have all the rights and privileges of the OGCSA except that of holding office. Class AA-Life Members will pay no membership dues.

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, 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 OGCSA including voting and holding office.

Class B—Golf Course Superintendent: To qualify for Class B membership, an applicant shall, at the time of application, be employed as a golf course superintendent and does not meet the additional qualifications for Class A membership. Class B Members shall have all the privileges of the OGCSA including voting and holding office.

Class C—Assistant Golf Course Superintendent: To qualify for Class C Membership, an applicant shall be, at the time of application for membership, an assistant to a golf course superintendent, and shall be presently employed in such capacity. Class C Members shall have all the privileges of the OGCSA, except that of holding office.

Class E—Educators: To qualify for Class E Membership, an applicant must be an educator or extension officer. Class E Members shall have such privileges of the OGCSA as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Associate: To qualify for Associate Membership, an applicant must be an individual interested in golf course management and/or growing or production of fine turfgrass. Associate Members shall have such privileges of the OGCSA as the Board of Directors may specify by Standard Operating Procedures, except those of voting and holding office.

Affiliate: To qualify for Affiliate Membership, an applicant must be an individual, business firm or governmental body interested in golf course and/or in the growing or production of fine turfgrass, either or through employment by, or other affiliation with a company, proprietorship or association, and who does not qualify for membership in another class. Affiliate members shall have such privileges of the OGCSA as the Board of Directors may specify by Standard Operating Procedures, except that of holding office. With respect to the Board of Directors, Affiliate Members may only vote for an open Affiliate Director seat.

Honorary: To qualify for Honorary Membership the individual must be recognized annually by the Board of Directors for contributing in an outstanding manner to the OGCSA or profession or related field. This membership shall continue in effect unless otherwise revoked by the Board of Directors. Honorary Members shall not be required to pay dues or assessments of the OGCSA and shall have such privileges of the OGCSA as the Board of Directors may specify by Standard Operating Procedures, except those 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 his or her formal education less than one (1) year prior to the date of application for membership. Student Members shall have such privileges of the OGCSA as the Board of Directors may specify by Standard Operating Procedures, except those of voting and holding office.

Retired: Any member reaching age fifty-five (55), who is retired and no longer seeking employment within the scope of activities of any membership class of the OGCSA, may apply to the Board of Directors in writing for Retired Membership. A Retired Member shall have all the privileges of the OGCSA afforded the member in his or her previous classification, with the exception of holding office.

Inactive: An inactive member is an individual 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 Standard Operating Procedures.

2.4 Reclassification of Members.

All reclassifications of members shall be made by the Board of Directors, in accordance with Standard Operating Procedures, or pursuant to directives adopted by the membership at any annual meeting or any special meeting called for that purpose.

•**Voluntary Reclassification:** Any individual member may request a change in his or her membership classification to accord with a change in his or her qualifications for membership as set forth in section 2.3 of this Article.

•**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 OGCSA'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.

2.5 Membership Dues.

Annual dues shall be such as determined by the Board of Directors. No dues shall be required for Class AA or Honorary Members. The membership shall be November 1 through October 31 of the following year. Dues shall be delinquent after February 1, at which time the delinquent member may be suspended by the Board of Directors. Dues may be changed by a vote of the Board of Directors.

2.6 Termination, Expulsion, Suspension.

A member may be expelled or suspended, and membership in the corporation may be terminated or suspended, by three-fourths vote by written ballot of all voting members at a special or regular meeting. The member must receive no less than fifteen (15) days prior written notice of the proposed expulsion, suspension, or termination including the reasons therefore and no less than five (5) days before the effective date of the expulsion, suspension, or termination, the member must be given an opportunity to be heard, orally or in writing, by a majority of the Board, who is authorized to decide whether or not the proposed expulsion, suspension, or termination will take place.

2.7 Reactivation.

A suspended member may reapply for membership, after a period of one (1) year from the date of suspension by submitting a new application and payment of back dues and initiation dues. Such application must be approved by a majority vote of the Board of Directors.

2.8 Professionalism.

The OGCSA is an organization that is projecting the professional image of its members. The members shall conform to reasonable appearance at all OGCSA functions. Business attire is necessary at some meeting sites, however, sweater and slacks may be acceptable. Absolutely no jeans or boots will be allowed. The Board of Directors shall have the authority to excuse any member from the activity for not conforming to this image enhancement.

2.9 Authority to Act.

No member of the OGCSA other than its Board of Directors, the Executive Director and Committees under supervision of the Board of Directors shall act as agent or representative of the OGCSA without prior written authorization of the Board of Directors. Any member of the OGCSA who acts in contravention of this Article II, Section 9 shall indemnify and hold the OGCSA harmless from any and all resultant liabilities and/or damages.

ARTICLE III MEETINGS

3.1 Annual Meeting.

The annual meeting of members of the OGCSA shall be held during May, at a date and time set by the Board of Directors and stated in the notice of the meeting. At the annual meeting, members will vote for Directors and Officers, with the newly elected individuals taking office following election.

3.2 Special Meetings.

Special meetings of the members may be called by the President or Secretary/Treasurer, or by written request of ten (10) voting members in good standing.

3.3 Quorum.

Thirty (30) voting members present at any regularly scheduled or special meeting of the OGCSA shall constitute a quorum, and in case there be less than this number the presiding officer may adjourn the meeting.

3.4 Notice of Meetings.

The OGCSA must notify all voting members of the place, date, and time of each annual and special meeting of members no fewer than ten (10) days before the meeting. Notice must be sent to the last recorded address of each member. Notice of an annual meeting must describe any matter or matters that must be approved by members. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

3.5 Roberts Rules.

Unless otherwise set forth by these Bylaws, all meetings of the OGCSA shall be conducted in accordance with Roberts Rules of Order, Revised.

ARTICLE IV DIRECTORS

4.1 Powers.

The Board of Directors shall be the governing body of the OGCSA. All OGCSA powers will be exercised by or under the authority of, and the affairs managed under the direction of, the Board of Directors. At the discretion of the Board of Directors, the OGCSA may employ or contract an Executive Director and/or Media Director. Their duties and responsibilities will be determined by the Board of Directors.

4.2 Qualifications.

Directors must be members in good standing with the OGCSA. A majority of the Board of Directors shall be Class A or Class B members of the Golf Course Superintendents Association of America.

Officers and Directors ceasing active employment as golf course superintendents may serve on the Board for up to six months after cessation of employment.

4.3 Number.

The Board of Directors will consist of nine (9) voting members and one (1) non-voting member including the following named Officers: President, Vice President, and Secretary/Treasurer. The Board will also include four (4) Associate Directors, two (2) Affiliate Directors, and the Immediate Past President.

4.4 Election and Term.

The Board of Directors shall be elected by the voting members at the annual meeting by a majority written ballot vote, and shall assume their position following the annual election meeting. The term of each non-officer Director will be two (2) years.

The terms of the Affiliate Directors shall be staggered so that one affiliate member is elected each year.

Should the President be elected to a second term, the Immediate Past President will retain their Board seat for another year; otherwise, the seat should be left vacant until the next retiring President can fill the seat.

4.5 Vacancies.

Except as otherwise provided, any vacancies which occur in the Board of Directors shall be filled by the Board of Directors, and in the event of their failure to act, then the voting members at any regular meeting or special meeting may fill the vacancies. Each Board member so elected will hold office for the balance of the unexpired term of their predecessor.

4.6 Meetings.

The Board of Directors shall meet at a time to be designated or determined from time to time by the President. Special meetings of the Board may also be called by the President, Vice President, Secretary/Treasurer, or any three (3) Board Members, provided each director is provided with at least two (2) days notice of the date, time, and place of the meeting.

4.7 Quorum and Voting.

A majority of the voting members of the Board of Directors at their meeting shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voted when the action is taken will be the act of the members except to the extent that these Bylaws or applicable law require otherwise.

All Board members shall have voting power in all matters related to the Board except for the Immediate Past President.

ARTICLE V OFFICERS

5.1 Designation.

The Officers of the OGCSA shall be a President, Vice President, and Secretary/Treasurer, all of whom shall be Class A or Class B members of the Golf Course Superintendents Association of America.

5.2 Election and Term.

The Officers shall assume office following the annual election meeting. Each Officer's term will be one (1) year. No elected Officer shall hold the same office for more than two (2) years in succession.

5.3 President.

The President shall preside at all regular, Board, and special meetings and shall perform the customary duties of President. The President shall have general supervision of the affairs of the OGCSA and have the power to call special meetings. Unless otherwise authorized by these Bylaws, the President shall sign all contracts, documents, and checks on behalf of the OGCSA. The President shall appoint all committees and be ex-officio member of all standing committees.

5.4 Vice President.

The Vice President, in the absence of the President, shall preside at the meetings of the OGCSA and of the Board of Directors and shall perform all duties pertaining to the President's office.

5.5 Secretary/Treasurer.

The Secretary/Treasurer shall keep a complete record of all meetings of the OGCSA and of the Board of Directors and keep an accurate register of all member's names and addresses. The Secretary/Treasurer shall, in cooperation with any Executive Director engaged by the OGCSA, be custodian of all contracts, minutes, books, reports, and all other papers for the OGCSA.

They shall be custodian of all funds, and may sign checks of the OGCSA. The Secretary/Treasurer shall act as the financial officer of the OGCSA and keep the Board informed of OGCSA financial standing.

**ARTICLE VI
GENERAL PROVISIONS**

6.1 Amendment of Bylaws.

These Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the membership by majority vote, or by two-thirds vote of the Board of Directors at any special or regular meeting of the Board, provided that a copy of any change shall be mailed to the last recorded address of each voting member at least thirty (30) days prior to the date of the meeting.

6.2 Amendment of Articles of Incorporation.

The Articles of Incorporation of the OGCSA may be restated or amended, or new Articles may be adopted at any meeting of the membership by majority vote, or by two-thirds vote of the Board of Directors at any special or regular meeting of the Board, provided that a copy of any change shall be mailed to the last recorded address of each voting member at least thirty (30) days prior to the date of the meeting.

6.3 Executive Director.

Where an Executive Director has been engaged by the Board, they, in cooperation with the Secretary/Treasurer, shall be custodian of all contracts, minutes, books, reports, and all other papers for the OGCSA. The Executive Director may be authorized by the Board to sign checks of the OGCSA.

6.4 Code of Ethics.

The Code of Ethics for the OGCSA shall be the same as the Code of Ethics for the Golf Course Superintendents Association of America.

6.5 Commercial Member Code.

The purpose of this statement is to openly address the OGCSA policy on any commercial intent to advertise or promote products at regular meetings of the membership.

The OGCSA Board continues to determine that the purpose of our membership meetings is to focus on education and OGCSA business. In doing so, commercial promotion is not expected, encouraged, nor allowed. In this way no unintentional bias or embarrassment to any commercial entity will occur.

We welcome your membership and your attendance at meetings and we appreciate your generosity and participation at our events. Thank you for joining us. You are a vital part of our organization.

6.6 Indemnification.

The OGCSA shall indemnify any and all persons who may serve or have served at any time as officers or directors, and their respective heirs, paid administrator, 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 the OGCSA , 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, by law agreement, or otherwise.

6.7 Severability.

A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these Bylaws.