

**BY-LAWS**  
**WOODS MEN'S GOLF ASSOCIATION (WMGA)**

**REVISION Date: April 21, 2018**

**ARTICLE I. NAME, LOCATION, OBJECTIVE/PURPOSE AND MEMBERSHIP**

**Section 1. Association Authority.** The name of this Association shall be **The Woods Men's Golf Association (WMGA)**. The WMGA is a non-profit subordinate unit of The Woods Club Inc., a private corporation organized under the laws of West Virginia. The Woods Club Inc. reserves unto itself, its successors, and assigns the sole right to amend the by-laws, to expand or delete activities of the association or to discontinue the association entirely.

**Section 2. Association Office.** The Association's principal office shall be located at 109 Clubhouse Ridge, Hedgesville WV, 25427. The mailing address is 111 Clubhouse Ridge, Hedgesville, West Virginia, 25427.

**Section 3. Association Purpose.** The purpose of the WMGA is to establish a golf program at The Woods for active members of the association. The golf program consists of two separate types of activities: Tournaments and Other WMGA Sponsored Events.

**(A) Tournaments.** The term 'Tournaments' is defined as a unique class of golf events specifically sponsored by the WMGA and for which all Class A members have a reasonable opportunity to play. As such:

- Tournaments are played on weekends.
- Entry fees are collected and prizes are awarded
- Individual Tournaments are intended to break even, but may lose or gain modest amounts as directed by the board through the Tournament Chair, in accordance with Article XI, Section 2.

**(B) Other WMGA Sponsored Events.** From time to time, the WMGA board may, by a majority vote and with the consent of the members affected, assume sponsorship and oversight for other weekend and non-weekend events, leagues, and outings. By definition these events, leagues, and outings are not Tournaments, even though they may include entry fees and prizes. When and if the board votes to sponsor such activities, the following will apply:

- Other WMGA Sponsored Events will be headed by a WMGA member in good standing. He shall work closely with the WMGA Board and:
  - Outline a priori the goals and objectives of the event.
  - Project annual income and disbursements.
  - Identify the rules under which the events will be administered.
  - Certify a final year end income statement.

- All funds received and disbursed by the organization will flow through the WMGA treasurer and the WMGA bank account.
- All such events shall fiscally break even, or be slightly profitable at the end of the golf season. By a quorum vote, the board may elect to indemnify the event leadership in rare cases where human error causes minor losses. Since these events may not be reasonably available to all WMGA members, the board may not vote to subsidize such events, except as mentioned above. Profits at the end of the year, if any, will remain in the WMGA bank account, and may be carried over to the following year to be used at the discretion of the event leadership.

**Section 4. Association Objectives.** The Association objectives are:

- (A) Establish and Administer Tournaments, Other WMGA Sponsored Events and related activities.
- (B) Establish uniform playing rules and regulations based upon USGA guidelines.
- (C) Inform members about WMGA activities.
- (D) Coordinate WMGA activities with Woods Club Inc. management.

**Section 5 Eligibility.** Men holding Woods Club Golf (Class A) membership are eligible to become members of the Woods Men's Golf Association upon payment of annual dues set by the board of directors. The loss of Woods membership or failure to pay Woods Club Golf (Class A) membership automatically terminates membership in the Association. Legacy members, following Woods Club guidelines, are also eligible to become members. Members may also terminate their membership at any time, but are not eligible for a refund of dues already paid. All members must maintain a handicap through the WV GHIN system, which is charged separately from the annual WMGA membership and Woods Club dues.

## **ARTICLE II. ANNUAL, BOARD OF DIRECTORS, AND SPECIAL MEETINGS OF THE MEMBERSHIP OF THE WMGA**

### **Section 1. ANNUAL MEMBERSHIP MEETING.**

- (A) The membership will meet annually during the month of October to:
  - Elect replacements for directors whose terms expire.
  - Report on the fiscal status of the association to the members.
  - Discuss any and/or all related items.
- (B) The meeting will be chaired by the outgoing president. At a minimum the board will report the beginning and ending financial position of the association for the year just completed. Other issues to be discussed will be at the discretion of the president.

- (C) Every member in attendance shall be entitled to one vote, which shall be cast by him, in person.
- (D) A quorum for the transaction of business at any membership meeting of the Association shall consist of a minimum of ten (10) percent of the members in good standing, who shall be present in person.
- (E) On rare occasions a special membership meeting may be called to handle extreme situations. A special membership meeting may be called by: The Woods; the Board by a quorum vote as defined by Article II, section 2(D); or by the general membership by a digital vote of 10% of the membership.

**Section 2. BOARD OF DIRECTORS MEETINGS.** The Board shall have REGULAR General meetings as follows:

- (A) Organizational Meeting immediately following the Annual Meeting to select the officers.
- (B) Quarterly General Meetings typically held in October, January, April, and July. To resolve significant schedule conflicts, the president may move the January, April, and July meetings back or forward one month. The October meeting will be held immediately after the annual meeting each year in accordance with Article II, Section 1.
- (C) Special Meetings may be called at other times by the President or any majority of the voting members of the board as he/they deem necessary.
- (D) Quorum. A majority of the voting members of the Board shall constitute a quorum for the purpose of transacting business.
- (E) Members of the board are expected to make every effort to attend all meetings in person. Under unusual circumstances, and at the discretion of the president or presiding officer (when the president is unavailable), members may occasionally be allowed to attend meetings telephonically by making arrangements with the president or presiding officer (when the president is unavailable) at least 5 days before the date of the meeting.
- (F) The WMGA is comprised of a disparate combination of residents of The Woods. All are vitally important to the organization. As such, it is imperative that the WMGA board consider equally both full and part time residents in all deliberations.
- (G) The board president, at his discretion, may schedule meetings at any time; however, the standard shall be that meetings will be scheduled on weekends to ensure all WMGA members have a reasonable opportunity to attend and fully participate.

**Section 3.** Notice of the time and place and agenda of all meetings of the Association Board shall be sent via email by the Secretary to each member of the Association at least ten (10) days prior to the date thereof.

**Section 4.** The President shall preside at all meetings of the Association except as provided by ARTICLE IV, Section 2.

### **ARTICLE III. DIRECTORS, OFFICERS AND ELECTIONS**

**Section 1. Board Composition.** The Board of Directors shall be comprised of a combination of voting officers, non-voting members, and committee chairs as follows:

<b>Voting Members:</b>	<b>Non-Voting Members:</b>
President	Woods Golf Professional
Vice-President	Member, PVP Board of Directors
Secretary	Immediate Past President of the WMGA
Treasurer	Tournament Committee Chair <sup>1</sup>
Director at Large	Handicap Committee Chair <sup>1</sup>
Director at Large	Rules Committee Chair <sup>1</sup>
Director at Large	

<sup>1</sup>The WMGA board is organized to be flexible. The voting members may serve as a committee chair. The committee chairs may also be appointed by the president, from among the general membership with a quorum vote of the board. Each voting member has one vote, even if he also serves as a committee chair. Appointed chairs have no board voting rights.

**Section 2. Term of Office.** The seven elected Directors will be elected to three year terms and may be reelected once to a consecutive term. There is no requirement that the Tournament, Handicap, and Rules Chairs be one of the elected Directors, nor is there a time limit of service for any of them, as they serve at the pleasure of the Board.

Reasonable consistency of policy formulation and the management of Tournaments are integral to the authority and integrity of the board to remain relevant to the membership. The key to consistency lies in the continuity of the board membership from year to year. The goal shall be that at least one director remains from each previous year. Ideally, the three year terms mentioned above create the continuity required. However, it is impossible to predict when members become incapable of serving. Therefore, the board is authorized to restructure the terms of individual elected members to ensure at least one officer/director holdover per year. Boards, with a quorum vote, may adjust the terms of current or officers elected at the end of the immediate playing year, by one or two years when the three year rule fails to produce the needed projected continuity. In the event future terms are adjusted, the nominating committee will ensure that the slate of prospective officers clearly indicates that a vacant position is for less than 3 years.

**Section 3. Vacancies.** If a voting director misses two consecutive board meetings, including special and regular meetings, without an advanced excused absence from the president, his office shall be declared vacant. The board shall not have the authority to reverse the vacancy unless the dismissed director, within 15 days of the second absence, petitions the board to for reinstatement. A quorum vote of the board shall then be required for reinstatement.

In the event a position is vacated for any reason, a replacement shall be appointed by the Board of Directors to serve until the next annual election, when a director shall be elected for the unexpired portion of his term. If elected, the term rules outlined in Article III, section 2 apply.

**Section 4. Election of the Directors** will be at the Annual Meeting in October. Directors shall be elected by the membership as indicated in Section 5 below.

**Section 5. Nominating Committee.** At the July meeting of the Board, the President shall appoint, with a quorum vote, a nominating committee consisting of two director members, one of whom shall be the chair, and one non-director member of the Association.

- (A) At least two weeks prior to the Annual Membership Meeting, the Nominating Committee shall post via email to each member a slate of consenting nominees with at least one person for each vacancy.
- (B) Additional nominations may be made from the floor at the annual meeting.
- (C) Balloting shall be done at the Annual Membership Meeting, and the new directors announced.

**Section 6. Election of Board Officers.** The officers shall be elected/selected by and from among the voting members of the Board of Directors immediately following the Annual Membership Meeting. Terms of officers shall be for one year. The president is eligible for one (1) re-election to the same post. There is no limitation for other officers.

## **ARTICLE IV. DUTIES OF THE BOARD AND OFFICERS**

**Section 1. The President** shall preside at all meetings of the Board of Directors and of the membership of the Association. He shall appoint committee chairmen with a quorum vote of the Board. Annually, the outgoing board president will attest to the accuracy of the final income statement for all board financial activities, including Other WMGA Sponsored Events. The president shall be responsible overall for the maintenance of the WMGA official website.

**Section 2. The Vice President** shall assist the President, and during the absence or disability of the President, fulfill the duties of the President. If a vacancy occurs in the Presidency, the Vice President shall complete the unexpired portion of the term.

**Section 3. The Treasurer** shall keep exact accounts of all Association receipts and expenses, and be accountable to the Board of Directors. In conjunction with the Tournament chair, the treasurer shall, at the beginning of each year, develop general programmatic guidelines to establish Tournament payouts and plan all other expenses. This plan shall be presented to and approved by a quorum vote of the board. The treasurer shall provide updates periodically to the board as the year progresses. At the annual meeting, the treasurer, at a minimum, shall report to the members the funds in the WMGA account at the beginning of the year and a projection of the account balance at year end. The treasurer shall be responsible to insure financial data, related to the affairs of the organization, is added and updated on the WMGA official website.

**Section 4. The Secretary** shall maintain the minutes of all association director meetings, and conduct the correspondence with Association members. All board decisions shall be published in the minutes. The secretary shall be responsible to insure that correspondence related affairs of the organization are added and updated on the WMGA official website.

**Section 5. The Woods Golf Professional** shall assist the president and the other officers in carrying out their activities.

## **ARTICLE V. RULES AND PROCEDURES OF THE BOARD OF DIRECTORS**

**Section 1. Meeting Location.** The regular meetings of the Board of Directors shall be held at the principal office of the Association (if possible), at a time and on a specific date, to be determined by the Board during the first meeting following the annual membership meeting. The Board of Directors must meet at least quarterly.

**Section 2. Special meetings** of the Board of Directors of the Association may be called by the President, or by a majority of the voting members of the Board, at any time, upon seven (7) day oral or electronic notice.

**Section 3. Quorum.** A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of the voting members of the Board. A majority must be present in person or telephonically as discussed previously. The Directors present at any regular or special meeting of the Board, though less than a quorum, may adjourn the meeting to a later date within thirty (30) days

**Section 4. Removal.** An Officer or Director of the Association may be removed from office for cause at any annual or special meeting of the Association membership. Removal requires a majority of the members of the Association voting in accordance with ARTICLE II Sections 5 and 6.

**Section 5. Quorum Vote.** A quorum vote of business at any regular or special meeting of the Board of Directors is defined as a clear majority of the voting members present. Each voting member, including the president, has one vote. The board may make no decisions without a quorum vote, and the secretary will ensure that all decisions are codified in the

meeting minutes distributed to the membership. Decisions not so codified will be declared null and void.

## **ARTICLE VI. FUNDS AND FINANCES**

**Section 1. Annual Dues.** The Board of Directors shall set the annual dues to be paid by members of the Association.

**Section 2. Entry Fees.** The Board of Directors shall set entry fee schedules sufficient to run the affairs of the association without generating significant surpluses or losses. It is recognized that certain Tournaments will by definition lose money as the board chooses to provide amenities for other events. Other Tournaments may be slightly profitable. The board will take fiduciary care to ensure that the end of year balance of funds is in line with the Association goals and objectives, as approved by the board at the beginning of each playing year. The leadership of Other WMGA Sponsored Events shall similarly take fiduciary care to insure such events break even annually, at a minimum.

**Section 3. Dissolution.** In the event the Association is dissolved, all monies will be returned to the members on a pro rata basis.

## **ARTICLE VII. ORDER OF BUSINESS**

**Section 1.** The order of business at the annual meeting of the Association, and if practicable, at any special meetings of the Association or any meeting of the Board of Directors, shall be as follows:

- (A)** Calling of roll of Officers and Directors.
- (B)** Proof of notice of the meeting (annual and Special meetings of the Associations membership only).
- (C)** Reading of the minutes of the preceding meeting; Amendments and/or approval of minutes and disposal of unapproved minutes.
- (D)** Reading of Bills and Communications.
- (E)** Reports by Officers, directors and Committees.
- (F)** Election of Directors/Officers (annual and special meetings of the Associations).
- (G)** Financial Report.
- (H)** Unfinished Business.
- (I)** New Business.

(J) Membership Comments (annual meeting only) or as allowed by the board.

(K) Adjournment.

## ARTICLE VIII. COMMITTEES

Permanent Committees of the Association shall be:

**Section 1. Tournament Committee:** The Tournament Chair will head this committee which shall be charged with organizing and running all Tournaments, outings, and matches for the Association. In certain cases, the board may find it prudent to allow members other than the Tournament Chair to manage specific Tournaments. In such cases, leaders of such events will comply with all tenets of these by-laws. Whether Tournaments are run by the official Tournament committee or by others, the leaders of all Tournament events will be responsible for: establishing a Tournament plan as discussed in article IV section 3 including Tournament formats; timely posting advance notices of each function; and providing all prizes and awards for the Association.

**Section 2. Handicap Committee:** This committee, in conjunction with the club professional, is charged with maintaining an active handicap list of all members. The system used to determine handicaps shall be in conformance with the USGA Handicap System. The handicap committee has authority to adjust handicaps it believes to be inequitable. The Handicap Committee will be comprised of a Chair and members of the WMGA and of the WWGA. The WMGA representative(s) to the handicap committee may either be appointed by the president with a quorum vote of the board or be an elected member of the board.

**Section 3. Rules Committee:** Assisted by the club pro, this committee is charged with establishing and reporting the playing rules for each Tournament. The Woods Golf Professional, after consulting with the Rules Committee, shall be the final authority on decisions regarding the Rules of Golf, and his decisions are binding on the Association. The Tournament and Handicap Committee Chairmen shall be members of this committee.

**Section 4. Other Committees:** The Board of Directors shall establish such other committees as it deems appropriate. The committees shall carry out the specific functions for which they are formed. Each committee shall make reports of its activities to the Board of Directors as requested by the President or the Board.

## ARTICLE IX. WOODS CLUB, INC

**Section 1. Philosophy in Dealing with the Woods Golf Associations.** It is the intent of The Woods Club Inc. to cooperate as closely as possible with the Woods Golf Associations to:

(A) Create a full and enjoyable calendar of golf activities for the membership.

**(B)** Protect the value of the Woods Club memberships.

**(C)** Delegate to the governing bodies of the golf associations as much latitude and direction as is consistent with its obligations to other Woods Club members and the need to operate a financially viable golf enterprise.

**Section 2. The Club Professional.** The duties of The Woods Club Professional are:

**(A)** Assist and advise the WMGA Board of Directors in all aspects of The Woods golf program.

**(B)** Provide guidance, management assistance, and advice for all WMGA programs

**(C)** Act as the final authority on decisions regarding the Rules of Golf.

**(D)** Select player members from the Association to represent the Association in all Woods sponsored state and local events.

## **ARTICLE X. AMENDMENTS**

**Section 1. Amendments** to these By-Laws shall require a majority vote of the membership in person or by absentee paper or digital ballot at or before any Annual or Special meeting of the Association. The proposed amendment(s) must be sent out in the notice of such a meeting. In the event of any General revision of these By-Laws, a summary of the Major Amendments shall be set forth in the notice, which must be sent to the membership, in accordance with the notice requirement contained in ARTICLE II, Section 3 of these By-Laws.

## **ARTICLE XI. Record of Changes or Amendments to the By-Laws**

**Section 1. Changes and amendments or updates, ratification dates are as follows**

**(A)** Original: January, 2002

**(B)** Updated: April, 2014

**(C)** Updated: April, 2018