



Women's Oklahoma Golf Association
Established 1915

By-Laws

ARTICLE I – NAME

This organization shall be a non-profit organization, incorporated in the State of Oklahoma and named Women's Oklahoma Golf Association, hereinafter referred to as "WOGA" or "the Association".

ARTICLE II - PURPOSE

The purposes for which the Association is organized are exclusively charitable, educational and to foster local, national or international amateur sports competition within the meaning of Section 501(c) 3 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and as further stated in the Articles of Amendment to the association's Articles of Incorporation.

Mission Statement

The Association's mission is to promote the game of golf for women and junior girls in Oklahoma.

ARTICLE III – MEMBERSHIP

Membership in WOGA shall be granted only to golf clubs, golf associations and individuals pursuant to Section 1 below. No voting privileges in the Association are attached to any category of membership. However, should there be a proposal to merge WOGA with any other organization or to dissolve the Association altogether, a two-thirds majority of all individual members shall be required for adoption of the proposal.

SECTION 1. ELIGIBILITY

- A. Club Membership (hereinafter referred to as "member clubs")
 - 1. Is limited to regularly organized golf clubs or women's golf organizations composed of individual dues paying members who manage their own affairs through duly elected Officers and/or Directors.
 - 2. Shall be comprised of private, semi-private, public, resort, military, and nine-hole courses or organized clubs/associations within the State of Oklahoma.
 - 3. Eligibility shall be approved by the WOGA Board of Directors under the following criteria:
 - a. Member club courses must be rated in accordance with the USGA guidelines.

- b. The handicap index of participants in WOGA sponsored events must be computed in accordance with a USGA approved handicap system.
- B. Individual Membership
1. Membership is open to all females whose primary place of residence is the State of Oklahoma. For this purpose, a student's primary place of residency is the state in which their parent(s) reside. Female amateurs and female junior amateurs are the only membership categories eligible for tournament participation, unless otherwise specified for a particular tournament.
 2. Eligibility is subject to approval of the WOGA Board of Directors.
 3. The handicap index of participants in WOGA sponsored events must be computed in accordance with a USGA approved handicap system.

SECTION 2. DUES. The annual dues and dues categories shall be determined by the Board of Directors. Eligible clubs will be invoiced annually in January. Individual members shall be responsible for payment of renewal dues. Dues must be current in order to participate in any WOGA event.

SECTION 3. OBLIGATIONS. Acceptance of membership in the association shall bind each club and individual to abide by the conditions of the Certificate of Incorporation, By-Laws, Rules and Policies of the association and to accept and enforce all decisions of the Board of Directors made within its jurisdiction.

SECTION 4. SUSPENSION. Refusal on the part of any member to abide by the obligation of membership in this association will render the member liable to suspension or expulsion with the affirmative vote of two-thirds of the Board of Directors. No member shall be suspended or expelled without notice and an opportunity to be heard by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

There shall be a Board of Directors (hereinafter referred to as “the Board”) composed of the Officers and a minimum of eight (8) additional members known as Directors.

SECTION 1. GENERAL.

- A. Members of the Board of Directors shall meet the requirements and qualifications set forth in Article III hereof.

SECTION 2. ELECTION. New Directors shall be elected by written ballot at the last scheduled Board meeting of each year and shall serve until their successors are duly elected. A simple majority of the Board members is sufficient for election. Officers currently elected and Board members currently appointed under the pre-existing By-Laws shall form the nucleus of the inaugural Board and their terms will be staggered to prevent subsequent election of all Board members in the same year.

SECTION 3. TERM.

- A. Directors shall be elected to serve a term of two (2) years, commencing on January 1 of the year following election. A Director may be elected for additional two-year terms.
- B. Any Officer and/or Director of the Board may be removed from the Board for conduct prejudicial to the best interests of the Association or for failure to exercise their official duties. Such removal shall require two-thirds vote of the entire Board at a regular or called meeting of the Board or by e-mail, provided that written notice of such intent has been issued to all Directors at least fourteen (14) days prior to the date of such meeting.

SECTION 4. VACANCIES.

- A. Any vacancy occurring on the Board between election meetings shall be filled through appointment by the President, with the approval of the Executive Committee.
- B. Such appointment shall be effective until the conclusion of that term.

- C. The election of a Director to an office automatically ends that term of service.

SECTION 5. DUTIES OF THE BOARD.

- A. Members of the Board shall be the sole members of the Association who are entitled to vote. They shall have all the rights and duties afforded to them by law, the Articles of Incorporation, these By-Laws, and any Association Policies and Rules.
- B. The Board shall have complete control of the management of the affairs, properties, employees, and policies of the Association. Any recommendations made by members shall be considered at a future Board meeting.
- C. The Board shall set annual dues and dues categories.
- D. The Board shall have the power to control all decisions and actions of the committees and sub-committees.
- E. The Board shall have the responsibility of conducting the Association Championships.
- F. The Board shall have the responsibility to acquire adequate insurance coverage for the Association.
- G. Each member of the Board is expected to attend all meetings, unless excused by the President.

SECTION 6. MEETINGS.

- A. The Board shall have a minimum of two (2) meetings, annually. Any meeting may be conducted in person or by means of electronic devices, such as telephone conference call or e-mail.
- B. Two (2) weeks notice of the day, time and place of meetings shall be given to all members of the Board.
- C. Special meetings may be called at any time by the President or three (3) members of the Board. Notification of the time, place and reason(s) for the meeting must be given 48 hours in advance.
- D. Any emergency business may be transacted by telephone or email.

SECTION 7. QUORUM. Two-thirds of the Board shall constitute a quorum and a majority of those present and voting shall prevail except in those areas specified in sections of these By-Laws.

SECTION 8. EXECUTIVE COMMITTEE. There shall be an Executive Committee composed of the Officers of the Association. The duty of this committee shall be to transact any business requiring immediate action during the intervals between Board meetings. Approval of unbudgeted expenditures may not exceed \$500.00. The Executive Committee shall report said actions to the Board for information or ratification at its next meeting. If no Board of Directors meeting is scheduled within thirty (30) days of an Executive Committee meeting, the report shall be emailed to the Board of Directors.

ARTICLE V – OFFICERS

The Officers of the Association shall be a President, Vice-President, Treasurer, Secretary, and Immediate Past-President.

SECTION 1. ELECTION. The Officers shall be elected by and from the Board at the last scheduled meeting of each year. Their terms shall be staggered with the President and Vice-President elected in odd years and the Secretary and Treasurer elected in even years. Newly elected officers shall take office January 1 of the year following election.

SECTION 2. TERM. Officers shall be elected to serve terms of two (2) years and may be re-elected to serve a second two-year term. Retiring Officers not elected to other offices may be nominated to be re-elected as a Director.

SECTION 3. VACANCIES. Any vacancy occurring during an Officer's term shall be filled through appointment by the President, with the approval of the Executive Committee.

- A. An Officer so appointed shall fill the unexpired term and shall then be eligible for two (2) additional terms, provided the unexpired term was more than half completed.
- B. If the unexpired term was less than half completed, it shall be counted as a term and the appointee shall be eligible for only one (1) additional term.

SECTION 5. DUTIES. In general, all officers will perform duties incident to her office, as prescribed in the Policy Manual.

- A. The President shall:
 - 1. Preside at all meetings of the WOGA Board and all meetings of the Executive Committee.
 - 2. Be an ex-officio member of all WOGA committees.
 - 3. Appoint special Team Captains.
- B. The Vice-President shall:
 - 1. Perform the duties of the President in the event the President is absent or unable to serve.
 - 2. Perform other duties as may be assigned to her by the President.
- C. The Secretary shall:
 - 1. Keep minutes and records of all such meetings and circulate these to Directors in a timely manner.
 - 2. Handle all correspondence and papers of the Association, except those specifically delegated to other Officers and Directors.
- D. The Treasurer shall:
 - 1. Oversee the management and the reporting of the Association's finances.
 - 2. Be responsible for all matters relating to the Association's compliance with 501c3 regulations.
- E. The Immediate Past President shall:
 - 1. Act as chairman of the Nominating Committee for the election of Officers and Directors.
 - 2. Work closely with the President in all WOGA business.

ARTICLE VI – NOMINATIONS

There shall be a Nominating Committee consisting of the Immediate Past President, who shall serve as Chairman, and two (2) Directors appointed by the President.

SECTION 1. GENERAL.

- A. A Director may not serve on the Nominating Committee two consecutive years.
- B. Each Board member is responsible for submitting nominees to the Nominating Committee.
- C. The WOGA membership will be notified of opening and closing dates for nominations.

SECTION 2. DUTIES.

- A. The Committee shall present a slate of Officers and Directors (including nominees as new Directors and those being nominated for re-election) via e-mail or mail to each member of the Board thirty (30) days prior to the Election Meeting.
- B. The Election Meeting shall be the last scheduled meeting of the Board in each calendar year.
- C. Conduct a written ballot with each candidate's name listed.

- D. Other candidates for Officers and Directors, who have consented, may be nominated from the floor and shall be added to the previously presented slate.

ARTICLE VII – COMMITTEES

The Committees of the Board shall include, but are not limited to, Public Relations/Marketing, Course Rating, Junior Girls' Programs, Development, Membership, Rules, Scholarships and Grants, Historian, and Tournament Administration.

SECTION 1. GENERAL.

- A. Committee Chairmen shall be appointed by the President from the Board.
- B. The term of each committee chairman will be two (2) years, coincident with the term of the President.
- C. The President may reappoint any committee chair for additional years.
- D. Committee chairmen may select Association members or outside volunteers to serve on any WOGA committee. Outside volunteers shall have the approval of the Executive Committee.
- E. Specific committee duties are listed in the WOGA Policy Manual.

SECTION 2. PUBLIC RELATIONS/MARKETING – The Public Relations/Marketing committee shall be responsible for publicizing WOGA events to all print, broadcast, and social media sources, including pre- and post-tournament news releases and photographs; maintain supervision of the WOGA website; and publish newsletters, either in print form or electronic form.

SECTION 3. COURSE RATING – The Course Rating Chairman shall direct the rating of courses throughout the state in accordance with USGA procedures and guidelines.

SECTION 4. JUNIOR GIRLS' PROGRAMS – The Junior Girls' Programs Chairman shall develop programs to encourage the growth of junior girls golf, oversee the Girls' Junior Championship and appoint a Tournament Chairman for the Girls' Junior Championship.

SECTION 5. DEVELOPMENT – The Development Committee shall consist of the Chairman, the Treasurer, the Junior Girls' Programs Chairman, one (1) member of the Board appointed by the President, and additional members as the chairman shall deem necessary. It shall develop and implement programs designed to increase Association income.

SECTION 6. MEMBERSHIP – The Membership Chairman shall maintain a list of all club and individual members and develop and implement plans to foster an increase in membership.

SECTION 7. RULES – The Rules Chairman shall work closely with the Tournament Administration chairman in developing entry requirements, conditions of competition, and local rules for WOGA tournaments, be responsible for set-up of the course for WOGA events, and provide on-site officials at WOGA events to insure the proper playing of the game.

SECTION 8. SCHOLARSHIPS & GRANTS – The Scholarships & Grants committee shall consist of a chairman, the Treasurer, one (1) member of the Board appointed by the President, the Junior Development Chair and any additional member(s) the chairman shall deem necessary. The committee shall administer any and all scholarships, grants, and donations made by WOGA.

SECTION 9. TOURNAMENT ADMINISTRATION – The Tournament Administration committee shall consist of the chairman, Rules chairman, Prize Chairman, Fore State and USGA State Team Captains and any additional members the chairman deems necessary. The chairman of the Tournament Administration Committee shall be responsible for conducting all tournaments

in accordance with the Rules of Golf and shall maintain possession of WOGA tournament equipment.

SECTION 10. HISTORIAN – The Historian shall collect and maintain any and all items and information pertaining to the preservation of WOGA’s history.

ARTICLE VIII – FINANCES

SECTION 1. BUDGETS – Operating and Tournament budgets shall be adopted by the Board of Directors annually.

SECTION 2. FINANCIAL REVIEWS – The year-end financial records shall be reviewed by a person independent of the Board of Directors. This report shall be presented to the Board of Directors no later than June 1st of the following year.

SECTION 3. FISCAL YEAR – The Association fiscal year shall be the calendar year, January 1 through December 31.

ARTICLE IX – DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, the corporation shall distribute its assets for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code (or any corresponding section of any future federal tax code) or in accordance with Oklahoma law. The corporation shall dispose of any assets not distributed in accordance with the foregoing provision pursuant to the order of a court of general jurisdiction of the county in which the corporation then has its principal offices.

ARTICLE X – AMENDMENTS

Any proposed amendment to these by-laws shall be submitted in writing to the Executive Committee for approval as to the content, proper form, and compatibility with existing WOGA by-laws.

These by-laws may be amended or new by-laws may be adopted at a regularly scheduled business meeting or at any special meeting called for that purpose, provided written notice of each proposed amendment shall have been distributed, at the direction of the Executive Committee, to all individual members and members of the Board at least thirty (30) days prior to the date of such meeting. Amendments to the by-laws shall require a majority vote of the entire WOGA Board.

Amended - April 1, 2014