



SUN COUNTRY AMATEUR GOLF ASSOCIATION BY-LAWS

ADOPTED 2004

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SUN COUNTRY AMATUER GOLF ASSOCIATION, INC.

BY-LAWS

I. NAME

- A. The name of the corporation shall be SUN COUNTRY AMATEUR GOLF ASSOCIATION, INC., hereinafter referred to as the ASSOCIATION.

II. OFFICES

- A. The registered office of the ASSOCIATION within the State of New Mexico shall be at 2316 Southern Blvd Rio Rancho, NM 87124.
- B. The ASSOCIATION may also have an office or offices other than said registered office, either within or without the State, as the Board of Directors shall determine and the activities of the ASSOCIATION may require.

III. MEMBERSHIP

- A. **Eligibility** - Membership in the ASSOCIATION shall be voluntary and shall include Regular and any other forms of membership as shall be determined by the Board of Directors from time to time. However, only Regular members shall have voting rights for the election of Directors and for such other business as may be properly conducted at a meeting of the members of the ASSOCIATION. Regular membership shall only be open to:
 - i. An organized club of amateur golf players located within the State of New Mexico or a contiguous State (including States within the country of Mexico). An organized club of amateur golf players has dues paying members and manages its affairs (including golf course facilities) through elected officers or committees.
 - ii. Any organized club, league or association of amateur golf players consisting of ten (10) or more individual persons and which manages its affairs through elected officers or committees; and, is not eligible for membership in Sun Country Amateur Golf Association as provided in subsection 1 of this Section.
- B. **Annual Dues** - The Board of Directors shall fix the amount and payment date of annual dues. Dues shall be delinquent if not paid within thirty (30) days from the date said annual dues are billed to members. Any member delinquent in payment of annual dues may be denied voting privileges, all services of the ASSOCIATION and the right to have its individual members participate in events sponsored or conducted by the ASSOCIATION.
- C. **Member Duties** - Each member agrees to abide by the Articles of Incorporation and By-Laws of the ASSOCIATION, as well as to accept and enforce the decisions of the ASSOCIATION'S Board of Directors and the Executive Committee.
- D. **Suspension and Expulsion** - A member may be denied any or all membership privileges fifteen (15) days after mailing (via Certified Mail) at the U.S. Post Office of written notice by the ASSOCIATION of a serious violation by the member of the ASSOCIATION'S Articles of Incorporation, By-Laws or Operating Procedures; unless within that fifteen (15) day period the member requests an opportunity to be heard by the Executive Committee. The Executive Committee shall then set a date, time and place to hear the response by the member to the allegations. In that case, the Executive Committee shall delay its decision and the reporting of its findings to the Board of Directors on Suspension or Expulsion until after the member has presented its response to the Executive Committee.
 - i. A suspension of a member's benefits and privileges shall be for a specific period of time set by the Board of Directors; after which the member's full rights and privileges shall be reinstated without further process.

- ii. An expulsion means that a member's rights, benefits and privileges are terminated until the member re-applies for membership in the ASSOCIATION.
- iii. A suspension or expulsion shall be effective immediately upon the mailing at the U.S. Post Office (via Certified Mail) of such written notice by the ASSOCIATION to the affected member.
- iv. Any suspension or expulsion shall also apply to all individual members of the affected member of the ASSOCIATION.

IV. MEETINGS OF MEMBERS

- A. Annual meeting** - There shall be an annual meeting of the members of the ASSOCIATION each year for the election of Directors, and for any other business as may be properly brought before the meeting, on such date and at such time and place as shall be determined by the President. Written notification of the Annual Meeting must be sent to each member club at least fourteen (14) days prior to the meeting.
- B. Special meetings** - There shall be special meetings of the members of the ASSOCIATION upon the call for such special meeting of the ASSOCIATION:
 - i. by twenty (20) percent of members of the ASSOCIATION; or
 - ii. by a two-thirds majority of Directors; or
 - iii. By unanimous vote of members of the Executive Committee.
- C. Notice of meetings** - Notice of annual and special meetings of the members of the ASSOCIATION shall be provided by the Secretary to all members of the ASSOCIATION, electronically or otherwise, not less than fifteen (15) calendar days prior to the date of the annual or special meeting.
 - i. Such notices of annual and special meetings of members of the ASSOCIATION shall include an agenda for the meeting, and shall include such reports as may be necessary for the informed conduct of business by the members of the ASSOCIATION.
- D. Quorum** - A quorum for any annual or special meeting of members shall consist of a simple majority of regular members of the ASSOCIATION being represented by a representative designated in writing and attending in person or by written proxy.
- E. Conduct of Meetings** - All meetings of members of the ASSOCIATION shall be conducted using Robert's Rules of Order- Revised.

V. BOARD OF DIRECTORS

- A.** The business and affairs of the ASSOCIATION shall be managed by or under the direction of a Board of Directors consisting of elected Directors.
- B.** The Board of Directors shall have all the powers, authority and duties specified within the Articles of Incorporation and within these By-Laws; and shall have all of the powers, authority and duties prescribed by the laws of the State of New Mexico for non-profit corporations. The number of Directors shall be no less than five (5) and no more than sixteen (16). Each Director shall have one (1) vote on any issue being considered by the Board of Directors.
- C.** Each Director must be a member of a current member of the ASSOCIATION.
- D.** The geographical area served by the ASSOCIATION shall be divided by the Board of Directors into six (6) Districts, each of which shall elect Directors as follows:
 - i. District # 1 shall elect one (1) Director
 - ii. District # 2 shall elect two (2) Directors
 - iii. District # 3 shall elect five (5) Directors
 - iv. District # 4 shall elect two (2) Directors

- v. District # 5 shall elect three (3) Directors
 - vi. District # 6 shall elect three (3) Directors.
- E.** Until changes are determined by the Board of Directors, the Districts for the ASSOCIATION shall be:
- i. District # 1 – North West - Cibola, McKinley, Rio Arriba and San Juan counties in New Mexico
 - ii. District # 2 – North East - Colfax, Harding, Los Alamos, Mora, San Miguel, Santa Fe, Taos and Union counties in New Mexico
 - iii. District # 3 – Central – Bernalillo and Sandoval counties in New Mexico
 - iv. District # 4 – East Central – Chavez, Curry, De Baca, Guadalupe, Lincoln, Otero, Quay, Roosevelt and Tarrant counties in New Mexico; plus Parmer county in Texas
 - v. District # 5 – South West – Catron, Dona Ana, Grant, Hidalgo, Luna, Sierra, Socorro and Valencia counties in New Mexico
 - vi. District # 6 – El Paso –Eddy and Lea counties in New Mexico; El Paso County in Texas; together with any additional counties in the State of Texas; and any States within the Country of Mexico as may be determined from time to time by the Board of Directors.
- F. Terms** - Directors shall be three (3) years; and shall be staggered to ensure continuity of leadership and programs.
- G. Vacancy** - The term of any Director who vacates shall be filled at the earliest possible date by a majority vote of the remaining Directors at a regular or special meeting. The director filling the vacancy shall serve until the next general board election.
- H. Honorary Directors** - may be elected for each year by a majority vote of the Board of Directors for a term of one calendar year. Honorary Directors may attend meetings of the ASSOCIATION or its Board of Directors at the invitation of the President; but shall have no voting privileges.
- I. Emeritus Directors** - may be elected by the Board of Directors from time to time. An Emeritus Director shall serve for life and may attend meetings of the members of the ASSOCIATION and its Board of Directors at the invitation of the President. Emeritus Directors shall have no voting privileges.
- i. Past Presidents of the ASSOCIATION automatically become “Emeritus” Directors at the conclusion of their term as President and retain all privileges that the office contains.
- J.** The Board of Directors shall meet at least three (3) times each calendar year, with such regular meetings occurring at times and at places set by the President. Along with written or email notices of the date, time and place of each such regular meeting, an Agenda shall be prepared at the direction of the President and provided to each member of the Board of Directors by mail or email at least fourteen (14) days in advance of the scheduled meeting.
- i. Special meetings of the Board of Directors may be called by the President at any time upon not less than seven (7) days advance notice to each Director. An agenda for the special meeting shall be prepared at the direction of the President and provided to each Director along with the meeting notice. At special meetings the Board of Directors shall only take action on matters expressly identified on the Agenda.
 - ii. All meetings of Directors shall be conducted using Robert’s Rules of Order Revised.
- K. Duties** – Duties of the Directors shall be as follows:

- i. Attend regular and special meetings of the Board of Directors. Each Director is required to attend at least two (2) meetings of the Board of Directors during each calendar year.
 - ii. Directors shall serve as liaison with constituent members to ensure prompt communication on issues of interest to members and the ASSOCIATION.
 - iii. Perform committee functions as may be assigned by the President.
- L. Quorum** - At any meeting of the Board of Directors, a quorum shall consist of a majority of Directors attending in person and/or remotely via technology.
 - i. Members of the Board of Directors or any committee may participate in a meeting of the Board or committee by means of conference telephone, video conference, internet or similar methods of communication so long as all participants in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting
 - ii. Board members may vote by email so long as the vote is unanimous and all Board members waive formal notice of a meeting and consent to the action.
- M. Compensation** - All Directors shall serve without compensation of any kind for service as a Director; exclusive of reimbursement for certain expenses associated with approved other activities on behalf of the ASSOCIATION.
- N. Removal** - A Director may be removed from office for just cause by a two-thirds (2/3) vote of all Directors, after the subject Director has been given reasonable written notice of the contemplated action, and has had an opportunity to present information in defense against such removal to the Board of Directors for its consideration.

VI. OFFICERS

- A.** The Board of Directors shall elect officers annually at the board meeting typically scheduled alongside the ASSOCIATION'S annual meeting of members. The Board of Directors shall have a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.
- B.** The powers, duties and responsibilities of the officers shall be as follows:
 - i. The President shall:
 - a. Serve as the chief executive officer of the association
 - b. Preside at each meeting of the members, the Board of Directors and chair meetings of the Executive Committee
 - c. Exercise such additional powers and perform such additional functions incident to the office of President or as assigned from time to time by the Board of Directors.
 - ii. The First Vice President shall:
 - a. Preside at meetings of members and Board of Directors in the absence of the President
 - b. Serve as a member of the Executive Committee
 - c. Exercise such powers and perform such other duties as may be delegated from time to time by the Board of Directors or the President
 - iii. The Second Vice President shall:
 - a. Serve as a member of the Executive Committee
 - b. Exercise such powers and perform such other duties as may be delegated from time to time by the Board of Directors or the President
 - iv. The Secretary shall:
 - a. Serve as a member and secretary of the Executive Committee
 - b. Keep full and accurate records of all meetings of members and the Board of Directors

- c. Provide all notices in accordance with the provisions of these by-laws and as required by law
 - d. Provide copies of the minutes of annual and special meetings of members and meetings of Directors to each member of the ASSOCIATION within thirty (30) days after such meetings
 - e. Attest to any documents as may be required by law
 - f. Ensure that required non-financial reports to government agencies are prepared accurately and filed timely.
 - g. Be the custodian of the records of the ASSOCIATION and ensure that the books, reports, statements and other documents and records required by law to be kept and filed are properly kept and filed.
 - h. Perform such additional duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board of Directors or the President.
- v. The Treasurer shall:
- a. Serve as a member of the Executive Committee and chair the finance committee
 - b. Work with, supervise and assist the Executive Director
 - 1. To prepare an annual operating budget for the Board's approval
 - 2. To manage the moneys and valuables of the ASSOCIATION
 - 3. To supervise the investment of the ASSOCIATION's funds
 - 4. To keep and manage accurate amounts of the ASSOCIATION's financial books
 - 5. To ensure any and all required financial reporting is executed accurately and timely
 - 6. To handle day to day financial matters
 - c. In general, perform all duties incident to the office of the Treasurer, and such other duties as may be assigned from time to time by the Board of Directors or the President
- C. Officers shall serve without compensation of any kind whatsoever, except for certain out of pocket expenses approved by the Board of Directors.
- D. The Board of Directors may require persons serving as Officers to give bond to the ASSOCIATION in such form and in amounts determined by the Board of Directors. Any costs of such required bonds shall be paid by the ASSOCIATION.

VII. EXECUTIVE DIRECTOR

- A. The Board of Directors may employ an Executive Director who shall serve at the pleasure of the Board of Directors and in accord with such terms, conditions, and compensation as may be determined by the Executive Committee.
- B. The Executive Director shall:
- i. Serve as the chief administrative officer of the ASSOCIATION with such authorities and duties as may be determined by the Board of Directors
 - ii. Serve as a non-voting member of the Executive Committee
 - iii. Serve as an ex-officio member, without vote, of the Board of Directors and of all committees of the Board of Directors
 - iv. Perform such other duties as may be assigned from time to time by the Board of Directors or the President

VIII. COMMITTEES & ADDITIONAL BOARD DUTIES

- A. The Board of Directors shall establish an Executive Committee and a Finance Committee as standing Committees, and by resolution such Ad-Hoc Committees from time to time as deemed appropriate to accomplish the purposes and goals of the ASSOCIATION.
 - i. Each Ad-Hoc Committee shall serve at the pleasure of the Board of Directors and shall have at least three members of the Board of Directors as members of the Committee.
 - ii. Except to the extent restricted by statute or the ARTICLES OF INCORPORATION, each such Ad-Hoc Committee, to the extent provided in the resolution creating it, shall have and may exercise all of the powers and authority of the Board of Directors.
- B. The President may also establish Ad-Hoc Committees from time to time, and shall designate the Chairperson of each such Ad-Hoc Committee. In addition to three or more members of the Board of Directors, the President may designate one or more other persons to serve, without vote, on such Ad-Hoc Committees so established. Ad-Hoc Committees established by the President shall only recommend action by the President or the Board of Directors.
- C. Minutes shall be kept of all meetings of Committees, copies of which shall be provided to the President within fifteen (15) days of the meetings.
- D. Standing committees are to be established as follows:
 - i. **Executive Committee:**
 - a. The Executive Committee shall consist of the President, First and Second Vice Presidents, Secretary, Treasurer and the Executive Director
 - b. The President shall chair the Executive Committee
 - c. The Secretary shall serve as secretary to the Executive Committee
 - d. The Executive Committee shall have authority to ensure compliance with policies and procedures established by the Board of Directors
 - e. The Executive Committee shall meet at least once during each calendar year, or as often as deemed necessary by the President
 - f. A quorum for each meeting of the Executive Committee shall consist of four (4) members of the committee, including the President and the Executive Director. The Executive Committee may meet via conference telephone call at the discretion of the President
 - g. The Executive Committee, with the exception of the Executive Director, shall determine the terms of employment and compensation of the Executive Director
 - h. The Executive Committee shall report results of each meeting to the Board of Directors within fifteen (15) days of each meeting
 - ii. **Finance Committee:**
 - a. The Finance Committee shall consist of the Treasurer, as Chairperson, and two other members of the Board of Directors. The President may also appoint two persons, not currently serving as Directors of the ASSOCIATION, to serve on the Finance Committee without vote.
 - b. The Finance Committee shall review compliance with policies on all financial matters pertinent to the ASSOCIATION
 - c. The Finance Committee shall assist the Treasurer, and the Executive Director, prepare annual operating budgets for presentation to, and approval of, the Board of Directors at its November meeting in each year.
 - d. The Finance Committee shall arrange for outside audit services as may be deemed necessary by the Board of Directors
 - e. Advise the Executive Committee on financial matters.

- E. The SCAGA Board of Directors shall provide three representatives to sit on the Sun Country Junior Golf Foundation Board of Directors. Those representatives must have at one time been a member of the SCAGA BOD, and will be appointed by February 1, annually, by the current President.

IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- A. The ASSOCIATION shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the ASSOCIATION, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the ASSOCIATION, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.
- B. **Derivative Actions** - The ASSOCIATION shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the ASSOCIATION to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the ASSOCIATION. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- C. **Indemnification in Certain Cases** - To the extent that a Director, Officer, employee, or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs A. or B. of this Section 9, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.
- D. **Procedure** - Any indemnification under paragraphs A and B of this Section IX (9) (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph A and B of this Section IX (9). Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors

who were not parties to such action, suit, or proceeding; or, (b) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the members.

- E. Advances for Expenses** - Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the ASSOCIATION as authorized in this Section IX (9).
- F. Rights Not Exclusive** - The indemnification provided by this Section IX (9) shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, by-law, agreement, vote of members, or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- G. Insurance** - The ASSOCIATION shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the ASSOCIATION would have the power to indemnify him or her against such liability under the provisions of this Section IX (9).
- H. Definition of the ASSOCIATION** - For purposes of this Section IX (9), references to the "ASSOCIATION" include all constituent corporations absorbed in a consolidation or merger as well as the surviving corporation, so that any person who is or was a Director, Officer, employee, or agent of such a constituent corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall stand in the same position under the same provisions of this Section IX (9) with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

X. FISCAL YEAR

- A.** The fiscal year for the ASSOCIATION shall be a calendar year, from January 1 through December 31.
- B.** The fiscal year may be changed by the Board of Directors and as it may be consistent with Federal and State law for corporations recognized as not-for-profit.

XI. CHECKS, NOTES, DRAFTS, AND SO FORTH

- A.** All checks, notes, drafts, or other order for the payment of money of the ASSOCIATION shall be signed, endorsed, or accepted in the name of the ASSOCIATION by such Officer, Officers, person, or persons as from time to time may be designated by the Board of Directors or by an Officer or Officers authorized by the Board of Directors to make such designations.

XII. EXECUTION OF CONTRACTS, DEEDS, AND SO FORTH

- A.** The Board of Directors may authorize any Officer or Officers, agent or agents, in the name and on behalf of the ASSOCIATION, to enter into or execute and deliver any and all deeds,

bonds, mortgages, contracts, and other obligations or instruments, and any such authority may be general or confined to specific instances.

XIII. AMENDMENTS

- A.** These By-Laws may be amended or repealed or replaced by new By-Laws adopted by:
 - i.** action of the members entitled to vote thereon at any annual or special meeting of members
 - ii.** action of the Board of Directors.
- B.** Any By-Law made by the Board of Directors may be amended or repealed by the members