

CONSTITUTION

Article I - Name

The name of this Association shall be "Free State Seniors Golf Association of Maryland, Inc.", hereafter known as the Association. The Association is a corporation under and by virtue of the General Laws of the State of Maryland, granted on November 28, 1990. The Articles of Incorporation are held with the Association's records.

ARTICLE II - Objectives

The objectives of this Association shall be to provide senior golfers the opportunity to enjoy competitive golf and good fellowship in an organized program of golf tournaments and concurrent social activities.

ARTICLE III - Amendments

The constitution of this Association may be amended by an affirmative vote of two-thirds (2/3) or more of the Board. It may be altered or amended at any annual meeting by the affirmative vote of the majority of the active members eligible to vote thereon, provided that notice of such proposed changes is given with the notice of the meeting. Proposed amendments to the Constitution, other than those proposed by the Board or at the annual meeting, shall be accompanied by a petition signed by at least twenty (20) percent of the active members of the Association submitted to the Secretary at least thirty (30) days in advance of any proposed meeting to consider such amendments.

BY-LAWS

ARTICLE I - Membership

A. Eligibility: Any amateur male golfer who is 50 years of age or older and is a member in good standing of a golf or country club shall be eligible for membership in this Association. The Executive Secretary and/or the Board of Directors reserve the right to grant exemptions to the above (except the age requirement) on a case by case basis and based solely on the merits of each case.

B. New Member Application: Any eligible golfer wishing to become an Association member must submit a completed Association application form signed by one (1) Association member. Applications are available from the Association's website (www.freestateseniors.com) or any Board member.

C. Approvals: The Executive Secretary will review all submitted applications and approve all new members absent any issues. After a final decision, the applicant will be informed of the action taken.

D. Membership Fees/dues: Initiation fees, if applicable, will be submitted with a new application. Annual membership dues will be paid to the Association upon notification that the applicant has been selected

from the waiting list, if any, and offered an active membership. Membership in the Association will be on an annual basis concurrent with the Association's fiscal year (See Article VII). The Executive Secretary will bill each member for the annual dues. Annual dues and initiation fees will be set by the Board and reviewed annually. Dues are payable upon request by the Executive Secretary and apply for the fiscal year.

E. Delinquent members: Dues must be paid within forty-five (45) days; otherwise the delinquent member may be removed from the rolls of the Association. To regain membership in the Association, a new application for membership will be processed as any new applicant.

F. Categories/Limits of Membership: There are three (3) categories of membership:

1. *Active members:* Those members in good standing and maintain their residence in Maryland or Delaware or reside within fifty (50) miles of the Maryland State border. Active members shall be limited to 375 (no more than 30 from a single club).

2. *Non-resident members:* Those members in good standing who have changed their residence to another state more than 50 miles beyond the Maryland State border, but who wish to continue their membership and to participate in the Association's activities whenever convenient. In order to participate in the Association's tournaments, they must present a current official handicap, properly authenticated, or the non-resident member must play from scratch. Non-resident members in good standing are eligible to attend all social events of the Association. They shall pay the same dues as an active member but will not be eligible to hold elective office. There are no limits on this category.

3. *Honorary members:* An individual who by reason of meritorious service has been elected by a majority vote of the Board of Directors. An honorary member will not pay dues and will not hold elective office. These members will be eligible to attend all social functions and participate in Association golf tournaments. There are no limits on this category.

G. Meetings. A meeting of the Association's membership will be held when one of the following occurs: (1) at the direction of the President, (2) at a majority vote of the Association's Board, (3) at the last tournament of each Fiscal Year, if the Board deems appropriate, or (4) when at least 20 percent of the active membership provides notice to the Board. Should a meeting be called, the Executive Secretary will provide notice of the meeting, stating the time, place and purpose. A quorum of at least 25, not including Board members must be present to conduct business. Any carried motion will become an agenda item at the next scheduled Association Board meeting for final vote.

H. Conduct. A member is deemed to be in good-standing unless the member violates the Constitution, By-Laws, or established rules of the Association. A member whose conduct is deemed to be injurious to the character or disadvantageous to the interests of the Association may have all privileges in the Association revoked, may be suspended, or expelled from the Association by a majority vote of the Board. The Board will be the sole judge of what constitutes conduct injurious to the character and disadvantageous to the interests of the Association and what constitutes a violation of the Constitution, By-Laws and established rules of the Association.

ARTICLE II - Board of Directors

A. Purpose. The Board of Directors (Board) will exercise general supervision over and have full power to manage the affairs of the Association. It will have the authority and responsibility to establish By-Laws as well as alter or repeal them. It will control the finances, assets and property of the Association. In general, the Board will have the power to do such things and to exercise all such powers as are vested in the members of this Association and which will promote the objectives and purposes of this Association and its members. Actions by the Board will require the affirmative vote of a majority of the Directors, except where an affirmative vote of two-thirds or more of the Directors is required in specific cases. The Board will govern the affairs of the Association, enforce its Constitution and By-Laws, and take cognizance of all infractions thereof, and will have the power and authority to delegate such duties and responsibilities to

any officers or committees as it deems advisable in the interests of the Association for the purposes of carrying out its objectives.

B. Administration. The administration of the Association and its policies will be vested in a Board of twelve (12) elected members (Directors), the Executive Secretary, who will be a voting member appointed by the Board, and non-voting ex-officio members (as deemed necessary) to assist in carrying out the business of the Association. Each Director of the Board must be an active member in good standing at the time of election and throughout the member's tenure in office. The Board's executive officers (see Article III.C) will be selected from among the 12 Directors. All new officers shall be elected at the first Board meeting of the Fiscal Year, and they will assume their duties immediately. Any Director who misses three (3) consecutive meetings of the Board without acceptable reasons will be subject to removal from the Board. Special Board meetings may be held at the call of the President or at the request of a majority of the Board. All members of the Board will be given reasonable notice by the President or the Secretary stating the purpose of the meeting. In order to constitute a quorum for the transaction of business, a majority of the Board must be present, two (2) of who must be officers.

ARTICLE III - Election of the Board of Directors

A. Distribution. To provide an equitable distribution of Board Members, the Association will be divided into two geographic districts. District I consists of those Free State Clubs located in the Greater Baltimore Metropolitan Area and the Eastern Shore. District II consists of those Free State clubs located in the Greater Washington Metropolitan Area and Western Maryland.

B. Nomination. Not later than forty-five (45) days prior to the end of the Fiscal Year, the Chairman of the Nominating Committee will report to the Board the names of those persons nominated as candidates for vacancies on the Board. The Committee shall be restricted in its nomination to one member from any club. Any additional nominations will require the written request of twenty-five (25) active members, provided such requests are filed with the Executive Secretary at least 30 days before the end of the fiscal year. Such petitions must have the members names clearly printed below their signatures so that they can be identified. Solicitation of signatures for any petition during official tournaments or Association social affairs is contrary to the established practice of the Association and will be considered a violation of our established rules. The Executive Secretary will give notice of additional nominations not less than fifteen (15) days before the end of the fiscal year, provided that the additional nominations have been filed in accordance with the requirements of this section.

C. Election. After approval of the candidates by the Board, the Executive Secretary will prepare a ballot and either mail it to the membership or post it electronically. The members shall return the ballots by the date specified in order for their votes to be valid. The candidate(s) receiving the greatest number of votes for the vacancies will become members of the Board at the first meeting of the Board at the beginning of the fiscal year.

D. Term: The terms of office of four (4) members of the Board will expire each year, and the vacancies will be filled by the election of four (4) members to serve for three (3) years. Directors will be limited to a period of continuous service not to exceed seven (7) years. This continuous service period can consist of an appointed term of up to one (1) year and two elected successive terms. After an interval of a year or more, a former Director will be eligible for a reappointment or election as a Director.

E. Executive Officers: At the first Board meeting at the beginning of the fiscal year, the Board will elect the following officers:

President
Chairman of the Board
1st Vice President
2nd Vice President
Secretary

Treasurer
Executive Secretary

If deemed desirable by the Board, an Assistant Treasurer, Assistant Secretary or an Assistant Executive Secretary may also be elected. All officers shall be elected from current members of the Board with the exception of the Executive Secretary and the Assistant Executive Secretary.

F. Ex-Officio Board Member – as deemed appropriate by the Board, one or more members in good standing may be approved by the Board in order to provide the Board expertise of technical matters not otherwise available within the Board's membership. As long as the specific technical need exists, the Ex-Officio position will be filled.

G. *Vacancy*. In case of a vacancy on the Board owing to death, resignation or other causes, the Board will appoint an Association member to serve until the next annual election when the membership will elect a Director to fill the remaining portion of the term.

ARTICLE IV - Duties of Officers

A. *President*. The President will be the Chief Executive Officer and will preside at all meetings of the Association, the Board and the Executive Committee. The President will report to the Board on any matter, which in his judgment may be important to the Association. The President will appoint the chairpersons and members of all committees annually and may appoint such other committees as are deemed necessary as soon after the election as feasible, and shall have the authority to fill all committee membership vacancies, and perform such other duties as are incident to the office. All committee appointments are subject to the approval of the Board. Any additional committees the President may appoint to assist in the management of the Association may be appointed at any time and disbanded once they have served their purpose. The President will be an ex-officio member of all committees, with the right to vote.

B. *Vice Presidents*: In the event of the President's absence or inability to serve or act, a Vice President will in the order of rank act in his stead in all matters. The 1st Vice President will chair the Golf Committee and the 2nd Vice President will chair the Planning Committee.

C. *Secretary*: The secretary will keep an accurate record of the proceedings of all meetings of the Board and the Executive Committee and will prepare a draft copy for review by all Board members within one (1) week after each meeting. The secretary will review and incorporate appropriate changes and forward a final copy of the minutes to each Board member. The members shall approve or correct the minutes at the next Board meeting.

D. *Treasurer*. The Treasurer will see that all monies due the Association are collected and deposited in financial institutions approved by the Board, and to make payments as directed by the President and the Board. The Treasurer will furnish an annual report of the receipts and expenditures of the Association for the preceding year at the first meeting of the newly-elected Board. In addition, the Treasurer will furnish an up-to-date accounting at each meeting of the Board, and maintain proper financial reports as the Board may request. He will also file our annual taxes to maintain our 501(C)(7) status. The Treasurer and an Assistant Treasurer (if one is elected by the Board) will, within thirty (30) days of taking office, execute a bond in such amount as may be fixed by the Board, unless waived by a majority vote of the Board. The premium for such bond coverage will be paid from Association funds. The funds of the Association can be withdrawn from any or all financial institutions authorized by the Board. The following officers are authorized to sign checks: *President, Treasurer, and Assistant Treasurer*. Only one signature is required to sign an Association check.

E. *Executive Secretary*: The Executive Secretary shall be a voting member of the Board. The term of office will be concurrent with that of the Association's officers and will be renewed annually at the discretion of the Board. In the event of the incapacity of the Executive Secretary, the Assistant Executive Secretary will assume the duties of the Executive Secretary. All authorized expenses incurred by the Executive Secretary on behalf of the Association will be paid as soon as possible upon presentation of receipts or vouchers to the Treasurer or Assistant Treasurer indicating the amounts expended on behalf of the Association. The Executive Secretary shall perform the following duties:

- 1) Arrange the golf tournaments with the cooperation and assistance of Board members.
- 2) Organize and manage each tournament.
- 3) Provide administrative support for the Association's activities.
- 4) Deposit all monies received from tournaments, dues and initiation fees.
- 5) Keep the Association's records in accordance with the Constitution, By-Laws and Board policies.
- 6) Upon direction of the President, shall notify all Board members or the Executive Committee of the time and place of each meeting.

The Executive Secretary will report at each Board meeting the status of all future events, the dates, cost, field limitations, type of tournament and other factors pertinent to each event.

F. Chairman of the Board. The immediate past President will serve as Chairman of the Board, if an active Director. The duties of the Chairman of the Board will be to serve in an advisory capacity to the Board. The President may request the Chairman to perform such special duties as he may consider being in the best interests of the Association.

G. Historian: The President may appoint a member to keep a running history of the Association's events, meetings and finances.

ARTICLE V - Committees

A. Executive Committee: The Executive Committee will consist of the following Board members:

President

1st Vice President

2nd Vice President

Secretary

Treasurer

Chairman of the Board

Executive Secretary

The Executive Committee meetings will be called by the President and will be empowered to act on behalf of the Board between Board meetings, except where the By-Laws require action by the Board. The ranking Officer present at the Executive Committee meetings will preside and report any action taken to the Board at its next meeting. The Executive Committee shall carry out such additional duties and responsibilities as may be delegated to it by the Board. A quorum for the Executive Committee meetings shall consist of any four (4) of the Committee's members.

B. Membership Committee: The Membership Committee shall consist of at least four (4) members and shall be responsible for recruiting new members and for the promotion of activities to create and maintain interest in the Association. The Executive Secretary will be a permanent member of the Membership Committee and will administer the applicant waiting list. Upon his recommendation for approval or rejection of each nominee, the Executive Secretary will notify the applicant.

C. Golf Committee: The Golf Committee will be chaired by the First Vice President and will be responsible for coordinating the golf program for the Association and provide assistance to the Executive Secretary in the administration and conduct of tournaments. The Executive Secretary will be a permanent member of this Committee and will arrange all tournaments. The Committee is responsible for determining each tournament format. The committee is also responsible for reviewing posted scores and managing Association competitions such as the Player of the Year. All actions by this Committee are subject to the approval by the Board.

D. Nominating Committee: The President will appoint four (4) or more members of the Board to serve as a Nominating Committee. This Committee will nominate members from Divisions I and II from which two (2) members will be elected from each Division. The Committee will submit the nominees' names to the Board for their approval at least forty-five (45) days prior to the end of the fiscal year.

E. Audit Committee. The Audit Committee will consist of three (3) or more members who will audit the Association's ledgers and financial reports. This Committee shall conduct audits using current industry

best practices for financial and audit procedures. Additionally, the Committee's audit shall include compliance with the Enhanced Internal Financial Controls Policy described in Appendix 1. This Committee will report its findings to the Board as soon as practical after the end of the fiscal year.

F. Distinguished Seniors Committee: The Distinguished Seniors Committee will consist of at least (4) members. This Committee may periodically recommend to the Board an individual member who should be recognized as a Distinguished Senior. An individual selected for this honor must have made exceptional and significant contributions to the Association, over a period of five or more years. He also must be recognized for his sportsmanship and devotion to the game of golf. The Board must consider the member nominated to receive this honor. The individual selected and approved will receive an appropriate award provided by the Association, to be presented at such time and in such manner as the Board directs.

G. Planning Committee: This Committee will be chaired by the 2nd Vice President and will consist of four (4) or more members. In the conduct of their planning functions, this Committee shall review the operations of the Association, and when appropriate, make recommendations to the Board. In addition, the Committee will prepare a Five (5) year Budget Plan on an annual basis for review and approval by the Board. Periodic review of the Association's By-Laws shall be conducted and recommended changes submitted to the Board for approval.

H. Association Match Play (Wally Engle Memorial) Committee: The President will appoint one (1) or more members of the Board to serve as the FSSGAM Match Play Committee. The appointee or appointees will work with the Executive Secretary to conduct the duties of this Committee. The Committee will prepare the seasonal schedule for the annual Free State Seniors Match Play Championship, disseminating the schedule along with rules and directions for the Championship to the various clubs involved and to act as coordinator for the Championship. Coordination includes obtaining results, resolving questions and disputes and insuring proper passage of the Championship plaque from the past winner to the new winner each year.

ARTICLE VI - Order of Business

The order of business at each meeting of the Board of Directors will be at the discretion of the Presiding Officer and, at a minimum, will include:

1. Approval of the minutes of the last meeting
2. Treasurer's Report
3. Executive Secretary's Report
4. Reports of the Existing Committees
5. Old Business
6. New Business
7. Adjournment

ARTICLE VII - Fiscal Year

For the purpose of annual dues, maintaining financial records and the performing the annual audit, the Fiscal Year will be from November 1st to October 31st.

ARTICLE VIII - Tournaments

A. Schedule. The Association shall conduct one event each month, each April through October. Should weather cause postponements, the schedule may be modified as necessary. All tournaments will be conducted under the rules of the United States Golf Association (USGA), except as modified by local club rules, or any exceptions recommended by the Association's Board.

B. Entries. Entries to all tournaments must be received ten (10) days prior to the tournament date. Following the deadline for submitting an entry, the Executive Secretary will promptly notify all applicants of their tournament status. Entry fees for all tournaments will be refundable if a cancellation notice is received by the Executive Secretary four (4) days prior to the day of the tournament. Cancellations of less

than four (4) days due to an emergency will be reviewed by the Golf Committee to determine if the entry fee will be refunded.

C. Oversubscription. In the event there are more entries than available spaces for the tournament, the Executive Secretary will select entries by a lottery and place the extra entries on a reserve list. Priority will be given to those new members playing in their first Association event. Those members who are placed on the reserve list will be contacted to fill vacancies caused by cancellations. Entries by past presidents and current Board members will receive priority. At tournaments in which the entries exceed the spaces available, those members on the reserve list will be given priority for participating in the next scheduled tournament, providing they submit their entry forms ten (10) days prior to the date of the tournament. A member will lose the priority to the next tournament if contacted by the Executive Secretary to fill a vacancy for the current tournament and declines the offer.

D. Handicaps. The Association will use the United States Golf Association handicap system for all tournaments. Each member will be required to enter his latest Handicap Index on the entry form when applying for an Association tournament.

E. Score Posting. To ensure equitable competition at each Association's tournament, each member who played in an Association event will be required to post their score as a tournament score, as adjusted in accordance with the USGA. The Association's Golf Committee will review monthly those scores posted by winners of events. As necessary, actions may be taken by the Board to address non-posting of scores by members.

ARTICLE IX – Association Information

To foster sharing of Association business, news, results, and other information, the Association will maintain a website, be active in social media, as appropriate, and send emails to facilitate information sharing. The established Association website is www.freestateseniors.com.

ARTICLE X – Amendments and Appendices

These By-Laws may be amended at any duly called meeting of the Board of Directors by a majority vote of the Board members present, providing that a minimum of two-thirds (2/3) of the members are present and vote. Appendices are defined as supplemental policies, directives, interpretations, or clarifications to the current By-Laws. All appendices must be approved by a majority vote of the Board.

ARTICLE XI - Adoption

These By-Laws are adopted at the meeting of the Board of Directors on April 17, 2019, and further amended and adopted June 17, 2020. The current By-Laws will be posted on the Association's website. A printed copy of the approved, current By-Laws will be retained in the Executive Secretary's official records.

ARTICLE XII - Dissolution

This Association shall continue until the event of dissolution by its members, at which time the entire assets of the Association, together with any and all accumulations thereto shall be distributed and administered by the Board to such charitable organizations as are described in Section 501(C)(7) of the Internal Revenue Code of 1954.

APPENDICES

APPENDIX 1

Enhanced Internal Financial Controls Policy

Effective: November 14, 2019

To ensure the Free State Seniors Golf Association of Maryland has enhanced internal financial controls the organization will purchase appropriate accounting software (e.g.; Quicken) for both the Treasurer and Assistant Treasurer. The purchased accounting software along with the financial transactions and scanned documents shown within the purchased accounting system will represent the primary repository to the organization's financial books and records.

The Treasurer will compile the organization's periodic financial statements (i.e.; Balance Sheet and Income Statement) and will provide such financial statements to the Board of Directors at each of its business meetings. The financial statements will be compiled from the information contained within the organization's accounting software system. Additionally, on at least a once a month basis the Treasurer will provide the Assistant Treasurer with a copy of the most recent accounting software data file so that he too has access the updated detailed transactions within the accounting system.

The Treasurer on an ongoing basis will scan all relevant supporting documentation (e.g., bank statements, deposit slips, invoices, cancelled checks, etc.) into separate PDF files and will attach such scanned documents to the appropriate individual transactions shown within the accounting software system. In doing so all relevant supporting documentation for each transaction will be immediately available from the accounting system for the Treasurer, Assistant Treasurer, the Audit Committee or any other appropriate organization or individual (e.g., Internal Revenue Service, insurance agency, Executive Secretary, etc.) should they require such information.