

BY-LAWS

LANDINGS MEN'S GOLF ASSOCIATION, INC.

A 501(c) (7) NON-PROFIT CORPORATION
CHARTERED IN THE STATE OF GEORGIA

ARTICLE I NAME

Section 1.1 General Provisions

- (a) Name: The name of the organization shall be "Landing Men's Golf Association, Inc." (LMGA). The pertinent governing body is the LMGA Board, hereinafter referred to as the "Board."
- (b) Location: The principal office of the LMGA shall be at the home of the Secretary of the LMGA Board of Directors, whoever that may be, Savannah, GA 31411. The location of said office may be changed at the discretion of the Association's Board upon filing notice of such pursuant to applicable provisions of law. Meetings of the Board for the transaction of business and meetings of the members, except such as may be required by law or these bylaws to be held at the principal office, shall be held at any place in Chatham County, Georgia, as the Board may from time to time determine, or the business of the Association requires.
- (c) Authorities. The Club's activities are subject to its Articles of Incorporation, these Bylaws, the Nonprofit Corporation Act, and other laws of the State of Georgia and the United States.
- (d) Fiscal Year. The Club's fiscal year shall be the calendar year.

ARTICLE II PURPOSES

Section 2.1 Purposes

The Landings Men's Golf Association exists to expand and enhance the already excellent men's golfing experiences at the Landings Club. Specifically to:

- (a) Establish and maintain an administrative framework to improve communications, promote member participation in planning, executing and playing in both LMGA sponsored men's golf events and the golf events of the Landings Club;
- (b) Encourage member input into event planning;
- (c) Improve member awareness of various playing groups within the club to encourage greater member participation;
- (d) Promote ethics, good sportsmanship, proper etiquette, and stewardship of our golf course and facilities;
- (e) To encourage member compliance with the policies and rules established by the Board of Governors of The Landings Club;
- (f) To support the objectives and standard procedures of the United States Golf Association (USGA) and the Georgia State Golf Association (GSGA);

- (g) Provide opportunities for members to meet and play with a wider set of individuals;
- (h) Promote Junior Golf and support golf-related charities as may be appropriate; and
- (i) Work cooperatively with the Board of Governors, the Golf Professionals and the staff of The Landings Club to achieve the goals of the LMGA

ARTICLE III MEMBERSHIP

Section 3.1 Individual Membership Requirements

- (a) Membership in the LMGA is open to all male golf members in good standing of The Landings Club, who are 18 years of age or older, regardless of the Club membership option in which the golfer is currently enrolled. All rules of Landings Club membership options apply to LMGA play.

Section 3.2 Membership Information

- (a) Applicants shall submit the following:
 1. A completed information form, which can be obtained from, the LMGA Membership Chairman, any of the LMGA board members, or on the LMGA web site.
 2. Charter members are defined as those who have joined the LMGA prior to May 31, 2013.
 3. LMGA membership fees are determined annually by the Board of Directors.

ARTICLE IV GOVERNING BOARD

Section 4.1 Governing Board

- (a) The governing board of the Landings Men's Golf Association (LMGA Board) shall be composed of four (4) officers, seven (9) committee chairs, and four (4) golf captains.
- (b) The four (4) officers shall be: President, Vice-President, Secretary, and Treasurer. This also shall be the order of precedence for chairing meetings when absences occur.
- (c) The following committee chairmen shall be appointed by, and serve at the pleasure of, the President of the governing board: (1) LMGA Golf, (2) Social, (3) Membership, (4) Communications, (5) New Neighbors, (6) Rules and Handicap, (7) Technology, (8) Inter-club, and (9) TLC Golf.
- (d) The immediate past President shall serve as Advisor. He shall attend Board meetings in a non-voting capacity. He shall also serve as the Chairman of the Nominating Committee in the year following his term as President.
- (e) The officers of the Board shall act as the LMGA rules infractions committee.

Section 4.2 Board Meetings

- (a) Meetings of the Board shall be held on a monthly schedule, but will be held more frequently if needed.
- (b) A quorum of 25% or more of the Board may call a special meeting of the Board.

Section 4.3 Quorum and Voting

- (a) Nine (9) members of the Board, at least two of which are officers, shall constitute a quorum.
- (b) If necessary, the Board may discuss matters and vote electronically, via e-mail or by password-protected forms at the LMGA web site.

Section 4.4 Terms of Office

- (a) The initial Board shall assume office as of the date of the first election and shall serve until the 2014 annual meeting. The date of the first election should be immediately following the adoption of these Bylaws
- (b) Election of officers will be held at annual meetings. All subsequent Boards shall assume office immediately upon their election.
- (c) The President and Vice President have terms of one year, and cannot repeat in their office for five years. The Secretary and Treasurer have terms of one year, but can repeat in their office for one second term at any time during a five year period.

Section 4.5 Board Vacancies

- (a) The office of President, if vacated, shall be filled by the Vice-President.
- (b) Other vacancies on the Board shall be filled by a majority vote of the Board.

Section 4.6 Absence

- (a) A Board member's absence from two (2) consecutive meetings of the Board without adequate excuse shall be cause for removal when confirmed by two-thirds (2/3) vote of the Board.

ARTICLE V OFFICERS AND CAPTAINS

Section 5.1 President

- (a) The President shall preside at meetings of the Board and general membership meetings.
- (b) He shall be an ex-officio member of all committees except the Nominating Committee.
- (c) He shall appoint, with the approval of the Board, ad hoc committee chairmen as required.
- (d) He supervises activities of the LMGA.
- (e) He shall have the power to execute all documents, including checks, on behalf of the LMGA and shall have such other authority as may be delegated to him by the Board. The President, Vice President and Treasurer have authorization to sign checks for up to \$500. Amounts above \$500 should have written approval of at least one of the other two officers.

Section 5.2 Vice-President

- (a) The Vice-President shall perform duties of the President in his absence and shall, in the case the office is vacated, assume the office of Chairman and serve until the next regular election.

- (b) In the absence of the President, he shall have the power to execute all documents, including checks, on behalf of the LMGA and shall have such other authority as may be delegated to him by the Board. The President, Vice President and Treasurer have authorization to sign checks for up to \$500. Amounts above \$500 should have written approval of at least one of the other two officers.
- (c) He shall be ex-officio, a member of all committees except the Nominating Committee.

Section 5.3 Secretary

- (a) The Secretary shall be responsible for the minutes of the Board and general membership meetings. Immediately after their approval, he shall post the minutes on the LMGA web site and provide a copy of such minutes to the Board of Governors of The Landing Club.
- (b) He shall perform such other duties as assigned by the LMGA President.
- (c) He shall give and serve notices of all meetings of the Board.
- (d) He shall be responsible for updating the major policy decisions and other records as required.
- (e) He shall be a member of the Technology Committee.

Section 5.4 Treasurer

- (a) The Treasurer shall keep full and accurate accounts of all monies received and shall deposit the same in the name and to the credit of the LMGA in such depositories as may be designated by the Board.
- (b) He shall be authorized to sign checks to disburse monies under the direction of the Board. The President, Vice President and Treasurer have authorization to sign checks for up to \$500. Amounts above \$500 should have written approval of at least one of the other two officers. He shall have authority to receive monies due and payable to the LMGA from any source.
- (c) He shall present at each meeting of the Board a written report of the fiscal affairs of the LMGA. Each Board member shall be given a copy of the Treasurer's report.
- (d) The annual Treasurer's Report may be audited as directed by the Board of the LMGA.
- (e) In consultation with the President, he shall prepare a proposed annual budget for presentation to the Board and membership.
- (f) He shall maintain a minimum cash balance as established by the Board.
- (g) He shall save financial documentation in a permanent form for at least seven years.
- (h) Where required, he shall file an IRS tax return annually with a copy to the State of Georgia and file the annual tax return with the State of Georgia, including the payment of such fees as may be required to maintain the organization in good standing.
- (i) He shall, with the consent of the Board President, shall appoint an assistant treasurer to ensure continuity of treasurer functions
- (j) He shall be a member of the Technology Committee.

Section 5.5 LMGA Golf Committee Chairman

- (a) Appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) He shall be responsible for all tournaments and golf events for the LMGA. This shall include responsibility for the selection and scheduling of weekly tournament play.
- (c) He shall appoint a Tournament Coordinator for each tournament and golf event.

- (d) He and his appointees, as appropriate, shall work with the professional golf staff in developing tournament schedules and formats.
- (e) He shall present rules of play for all events conducted by the Tournament Committee to and reviewed by the Rules and Handicap Committee.
- (f) He shall recommend the appointment and replacement of golf captains to the President of the Board.
- (g) He shall coordinate the work of the golf captains to insure performance consistent with the policies of the Board.
- (h) He shall monitor and provide updates to be posted to the tournament section of the LMGA website.

Section 5.6 Social Committee Chairman

- (a) The Social Committee Chairman is appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) He shall plan all social activities for the LMGA and provide support for all tournaments as may be requested by the tournament committee chairman.
- (c) He shall appoint event captains, as necessary, to assist in planning and executing social activities.
- (d) He shall organize and conduct the annual member dinner in consultation with the Board President, the Membership Chairman and the Communications chairman.

Section 5.7 Membership Committee Chairman

- (a) The Membership Committee Chairman is appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) His key emphasis shall be to build and maintain the membership of LMGA by soliciting new members from a broad range of constituencies.
- (c) He shall maintain a record of all current members.
- (d) He shall maintain general LMGA member awareness of the LMGA and its activities through public communications vehicles. This shall specifically include providing promotional assistance to the tournament committee chairman as may be requested.
- (e) He shall appoint committee members as necessary to assist in carrying out these duties.
- (f) He shall recommend golfing, social, and other activities focused on increasing membership and/or enhancing the membership experience.

Section 5.8 Communications Committee Chairman

- (a) The Communications Committee Chairman is appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) He shall prepare a comprehensive, integrated communications plan for the LMGA, to include the newsletter, public relations, mail campaigns, and such other vehicles as he may deem appropriate and necessary to ensure effective distribution of LMGA information to all LGMA members and other relevant constituencies.
- (c) He shall provide timely notification of LMGA activities, events and Board actions via letter, email, telephone, and all other appropriate and available communications vehicles normally read by Landings residents.
- (d) He shall be responsible for the coordination of all member communications by the Board and all Board committees.

- (e) He shall appoint such committee members as he may deem necessary from time to time to assist in the implementation of the communications plan.
- (f) He shall be a member of the Technology Committee

Section 5.9 New Neighbors Committee Chairman

- (a) The New Neighbors Committee Chairman is appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) He shall coordinate activities of the LMGA with the New Neighbors, LLC and appoint captains to organize weekly play of New Neighbors members. Participation in New Neighbors golf does not require membership in LMGA.
- (c) In coordination with other LMGA committees he shall develop and maintain mechanisms designed to both integrate New Neighbors golf with LMGA activities and provide transition paths from New Neighbors to the other golfing activities of the LMGA.
- (d) He shall monitor and provide updates to be posted to the new neighbors section of the LMGA website.

Section 5.10 Rules and Handicap Committee Chairman

- (a) The Rules and Handicap Committee Chairman is appointed by the President of the LMGA and attends Board Committee meetings as a voting member.
- (b) He shall be responsible for ensuring that all LMGA members follow the protocols and procedures of The Landings Club, the GSGA and USGA with regard to the rules of golf.
- (c) He shall coordinate with the Handicap Committee of The Landings Club and the staff of The Landings Club.
- (d) He shall review the rules of play for all tournaments and regular play of the LMGA and advise the tournament committee with regard to same.
- (e) Any and all issues related to the rules of play either with regard to LMGA play or compliance by an individual LMGA member shall be referred to the Rules and Handicap Committee. Their rulings on such matters shall be final.
- (f) He shall monitor and provide updates to be posted to the rules and handicap section of the LMGA website.

Section 5.11 Technology Committee Chairman

- (a) The Technology Committee Chairman is appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) His committee is comprised of himself, the Board Secretary, Treasurer, Communications Committee Chairman, and such other members as he may determine necessary.
- (c) He shall build and maintain a technical infrastructure that is responsive to the needs of the LMGA Board of Directors including, but not necessarily limited to the website, mail services, a shopping cart, and back-end file management.
- (d) His responsibilities shall be limited to the building and maintenance of technical services and he shall train other LMGA Board members and appointees in the use of the infrastructure.

Section 5.12 Inter-Club Committee Chairman

- (a) The Inter-Club Captain is appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) He shall schedule home on home inter-club events with other clubs in the local region
- (c) He shall conduct monthly qualifiers for inter-club play
- (d) He shall, in coordination with the Communications Chair, regularly publish the schedule for inter-club play, the results of inter-club qualifiers, and the points status of players on the inter-club squads.
- (e) He shall endeavor to insure that inter-club teams are competitive, yet equitable to all members of the inter-club squads.
- (f) He shall coordinate with clubhouse captains, the Membership Committee Chairman, and the Social Committee Chairman on inter-club planning and play
- (g) He shall monitor and provide updates to be posted to the inter-club section of the LMGA website.

Section 5.12 TLC Golf Committee Chairman

- (a) Appointed by the President of the LMGA and attends Board meetings as a voting member.
- (b) He shall be responsible for the golf events of The Landings Club (TLC) for the male golf members of TLC.
- (c) He shall appoint a captain for each TLC golf event.
- (d) He and his appointees shall work with the professional golf staff of TLC in developing tournament schedules and formats.
- (e) He shall present the rules of play for all TLC men's events to the Rules and Handicap Committee.
- (f) He shall coordinate the work of the event captains to ensure performance consistent with the policies of the Board.
- (g) He shall monitor and provide updates to be posted to the TLC events section of the LMGA website.
- (h) He shall organize and manage an advisory committee to work with the Director of Golf of TLC in support of the major Men's Tournaments of TLC.

Section 5.14 Deer Creek, Marshwood, Oakridge, and Plantation Captains (Clubhouse Captains)

- (a) The Clubhouse Captains are appointed by the President of the LMGA and attend Board meetings as voting members.
- (b) They coordinate LMGA play on their course
- (c) They coordinate with the Inter-Club Captain and/or captains from other clubs on elements of inter-club play
- (d) They solicit and maintain membership in their squad for both inter- and intra- club activities
- (e) They are a key point of dissemination of information about LMGA activities
- (f) They develop and recommend approaches to enhance the golfing experiences for LMGA members.

Section 5.15 Tenure of Committee Chairmen and Captains

- (a) Committee Chairmen and Captains shall serve no longer than two (2) consecutive years as the Chairman of an individual Committee.

- (b) At the end of their terms they shall attend, in a non-voting and advisory capacity, at least the next meeting of their committee, and one more should a new committee chairman so request.
- (c) In the event it is deemed necessary and in the best interest of LMGA, the President may waive 5.15(a) above for Committee Chairmen for a period of one (1) year.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 6.1 Nominating Committee

- (a) The initial Nominating Committee shall be comprised of the four organizers of the LMGA. It shall prepare and present a slate of officers and Committee Chairmen to the first meeting of the membership.
- (b) For all subsequent elections, a Nominating Committee of three (3) people shall be selected by the Board at least two months prior to the November general meeting. The immediate past President of the LMGA shall serve as the Chairman of the Nominating Committee, and members will be one current officer of the Board and one representative of the general membership. The Nominating Committee shall carefully consider and identify qualified individuals to fill all open Officer positions.
- (c) The slate of officer nominees to be provided by the Nominating Committee shall include the President, the Vice President, the Secretary and the Treasurer.

Section 6.2 Qualification for Nomination

- (a) Any member of the LMGA in good standing shall be eligible to be elected as an officer of the LMGA subject only the limitations stipulated below.
- (b) No person shall be eligible for the same elected office on the Board for more than one (1) year with the exception of the Secretary and the Treasurer.
- (c) A member of the Board of Governors of The Landings Club may not serve concurrently as an elected officer of the LMGA.

Section 6.3 Election Procedure

- (a) With respect to the initial officers and committee chairmen to serve at the launch of the LMGA, the Nominating Committee will present its slate of officers and committee chairmen to the first meeting of the membership. In the event members choose to nominate alternate candidates for any of the nine positions, they may do so, provided that the candidate indicates his willingness to serve. For those offices where there is no opposing candidate, a voice affirmation will constitute election to the position. If there is more than one candidate for an individual position, a secret ballot shall be conducted with the individual garnering the most votes being elected as the initial officer or committee chairman.
- (b) For all subsequent elections, the Nominating Committee Chairman shall present the names of the nominees to the Board and post the slate of nominees on the LMGA web site and advertised in publications available to Landings residents. This shall be done two (2) weeks prior to the annual November meeting. Nominees shall have consented to serve.

- (c) An election shall be held at the annual November meeting. The Nominating Committee Chairman shall present the proposed slate of nominees.
- (d) Nominations from the floor shall be accepted provided such nominations are accompanied by the written consent of the nominee and a petition signed by ten (10) members.
- (e) Election shall be by voice vote, except when nominations are made from the floor. The vote for the contested office(s) shall be by secret ballot. In such case, the Chairman of the Nomination Committee shall be responsible for distributing and counting the ballots.

ARTICLE VII FINANCE

Section 7.1 Fiscal Year

- (a) The fiscal year of this organization shall be the calendar year.

Section 7.2 Sources of Funds

- (a) Funds for the operation of the LMGA may be collected through member dues, event and activity entry fees, or other methods as determined by the Board.
- (b) The annual member dues shall be determined by the Board. New members joining on or after July 1st of each year shall be required to pay one-half the annual membership dues.

Section 7.3 Reserve Fund

- (a) A working fund sufficient to cover all outstanding obligations, plus a reserve fund shall be maintained in the treasury. The amount of the reserve fund will be determined by the Board.

Section 7.4 Usage of Treasury Funds

- (a) The use of Treasury funds shall be approved by the Board.

ARTICLE VIII MEETINGS

Section 8.1 Annual Meeting

- (a) The annual meeting of the LMGA shall be held at The Landings Club in November. This meeting date and place may be rescheduled by the Board, if necessary. Notice of change shall be posted on the LMGA web site two (2) weeks prior to the meeting and advertised in publications available to Landings residents.

Section 8.2 Special Meetings

- (a) Special meetings of the general membership may be called by the President, a quorum of at least 50% of the Board, or upon written request of twenty (20) members of the LMGA.
- (b) Notice of special meetings shall be given by e-mail and by posting a notice on the LMGA web site two (2) weeks prior to such meetings. This notice shall state the date, time,

place and purpose of meeting and be advertised in publications available to Landings residents.

Section 8.3 Voting procedures

- (a) Any action at an annual or special meeting shall require a vote of more than 50% of those LMGA members in attendance.
- (b) Proxy voting is prohibited at LMGA meetings

**ARTICLE IX
AMENDMENTS**

Section 9.1 Amendments

- (a) On an annual basis the President shall appoint a committee of two Board members to review these Bylaws and to determine whether amendments are necessary, and to report their findings to the Board four months prior to the annual meeting of the LMGA. The Board will review and approve any proposed changes prior to presenting them to the general membership.
- (b) These Bylaws may be amended by a two-thirds (2/3) vote of those attending at any general or special membership meeting of the LMGA, provided that a quorum of twenty (20) members are present.
- (c) A copy of any proposed amendment(s) shall be posted on the LMGA website by the Secretary at least two (2) weeks prior to the meeting date and advertised in publications generally available throughout the Landings.