

B Y L A W S
OF THE
NORTH-SOUTH
TURFGRASS ASSOCIATION

Bylaws of the North-South Turfgrass Association

ARTICLE I NAME

The name of this organization shall be the North-South Turfgrass Association (the "Association"), a North Carolina nonprofit corporation.

ARTICLE II OBJECTIVES

The objective of the Association shall be to promote the advancement of the turfgrass industry and related fields by providing opportunities for education, networking, and information exchange to its members.

ARTICLE III GENERAL

Section 1: The Association is a nonprofit North Carolina corporation, and shall have members and not shareholders. No part of the assets or income of the Association shall inure to the benefit of any officer, director or member of the Association.

Section 2: Masculine pronouns in these Bylaws shall include feminine pronouns.

ARTICLE IV MEMBERSHIP

Section 1: Membership in the Association shall be of the following classes:

- Class A: Regular Member
- Class B: Commercial Member
- Class C: Honorary Member
- Class D: Lifetime Honorary Member

- Section 2: Regular Members shall consist of individuals who are actively interested in the objectives of the Association. Regular Members shall have the right to vote and hold office and shall enjoy all the privileges of the Association.
- Section 3: Commercial Members shall consist of individuals who are associated with or representatives of firms or organization that are interested in, and contribute financially to, the Association. Commercial Members shall have the right to vote and hold office and shall enjoy all the privileges of the Association.
- Section 4: Honorary Members shall consist of individuals whom the Board of Directors determines have made notable and valuable contributions to the betterment of turfgrass. Honorary Members shall not have the right to vote or hold office, but shall enjoy all other privileges of the Association. The status of all Honorary Members shall be reviewed annually by the Board of Directors.
- Section 5: Lifetime Honorary Members shall consist of individuals whom the Board of Directors determines have made extraordinary contributions to the Association. Lifetime Honorary Members shall not have the right to vote or hold office but shall enjoy all other privileges of the Association during their lifetime or until resignation.
- Section 6: Any person who desires to become a Regular Member or Commercial Member of the Association shall file an application in writing with the Association on an application form, which will be furnished by the Association upon request. The application must be signed by the applicant. The completed application must be accompanied by remittance of one year's dues.
- Section 7: The Board of Directors may approve or reject membership applications.
- Section 8: Membership in the Association is not transferrable. A member of the Association may resign at any time.

**ARTICLE V
DUES AND SUSPENSION FOR NONPAYMENT**

- Section 1: The annual dues for Regular Members and Commercial Members shall be the sum approved by the members at the annual meeting of the Association. Dues shall be payable in advance. The membership year shall be January 1 through December 31.
- Section 2: All members whose dues shall remain in arrears more than sixty days following the second renewal notification shall be suspended from the Association without the necessity for further notice being given.
- Section 3: The Board of Directors may, at its discretion for good cause shown, temporarily excuse or extend the time of payment of annual dues or assessments for any member who, because of economic circumstance, ill health, or advanced age, or for any other good cause, shall be unable to make payments within the fixed time.

**ARTICLE VI
REINSTATEMENT OF MEMBERSHIP**

Any former member suspended for nonpayment of dues, desiring to be reinstated to membership, may apply for reinstatement in the same manner as provided for a new application for membership. Application for reinstatement must be accompanied by remittance of such dues as are payable at the time of such application.

**ARTICLE VII
OFFICERS, BOARD OF DIRECTORS, AND BOARD MEMBERS**

- Section 1: Officers: There shall be elected at each annual meeting of the Association the following officers: President, Vice-President, Secretary, and Treasurer. Each such officer shall perform the duties hereinafter described for such office and such other duties as determined from time to time by the Board of Directors. Each officer shall be elected for a term of one year, to be installed as of January 1, until the successor for that office is elected and installed as of the following January 1. No person shall be elected unless he is a member in good standing in the Association. No person shall hold more than one office, unless the Board of Directors so decides. The President and the Vice-President may not serve more than two

consecutive terms in office but may be re-elected after being out of office for a full term. The Secretary and Treasurer may continue in office until such time as other persons are elected to those offices. Upon the election and installation of a new President, the President shall become the new Immediate Past President.

- Section 2: Vacancies occurring in any office of the Association between elections shall be filled by appointment by the President and approved by the Board of Directors, and such appointment may in extenuating circumstances result in two offices being held by one person. Appointments made under the provisions of this Section shall be for the unexpired term of office vacated.
- Section 3: Directors: There shall be constituted a Board of Directors composed of nine persons, which shall include the President, Vice-President, Secretary, Treasurer, Immediate Past President and four at-large directors who are Regular Members or Commercial Members and not officers. Two at-large directors shall be elected at each annual meeting for two-year terms, to be installed on January 1 following election. The at-large directors may serve successive terms; provided that the terms of persons who are directors by virtue of holding one of the offices of the Association shall be consistent with the term of their office.
- Section 4: The Board of Directors may nominate a slate of members for election as officers and directors at large, and other nominations may come from the floor or self nominations. The Board of Directors shall consider, but is not required to adopt, a slate of officer nominations from the pool of at-large directors then in office, so that new officers will be experienced in the affairs of the Association.
- Section 5: Each member of the Board of Directors shall be entitled to vote at the meetings thereof, and a majority of the Board of Directors in office at the beginning of the meeting shall constitute a quorum necessary for the transaction of business. Once a member of the Board of Directors is present for any purpose at a meeting, that member is deemed present for quorum purposes for the remainder of the meeting. If a quorum is present, any motion or other matter presented shall pass by the affirmative vote of the majority of the votes cast.

- Section 6: All corporate powers of the Association shall be exercised by or under the authority of, and the officers and affairs of the Association shall be managed under the direction of, the Board of Directors. In addition, each member of the Board of Directors is charged with representing the Association in and near his place of residence, to work diligently to interest qualified persons in applying for admission to the Association, and to publicize the purposes of the Association.
- Section 7: The President, shall, during any period when the Board of Directors is not in session, have general charge and supervision of the affairs and property of the Association, subject, however, to direction by the Board of Directors. He shall preside at all meeting of the Association and Board of Directors and shall be an ex officio member of all committees. He shall appoint all committees, subject to the approval of the Board of Directors, except that where action is required of such committee or committees prior to a meeting of the Board of Directors, such approval of appointment shall not be required.
- Section 8: In case of the absence or inability of the President to act, the Vice-President shall, during the period of such absences or disability, perform the duties required of the President. In the event the office of President shall become vacant because of his death, resignation, or removal, the Vice-President shall perform all duties of the President until the next annual election or until his successor shall be elected. In addition, the Vice-President shall be in charge of programs, as designated by the Board of Directors.
- Section 9: The Secretary shall attend all meetings of the Association and the Board of Directors, making and keeping custody of a correct record of the proceedings of such meetings, which are to be read at the next succeeding meeting. He shall see that due and proper notice is given of all meetings of the Association to the members. He shall maintain a current list of members of the Association entitled to vote at meetings. It shall be his duty to answer all correspondence. He shall be custodian of the records and shall perform all other duties usually performed by the Secretary of a like organization. The Secretary or such other officer designated by the Board of Directors shall have the responsibility and authority to maintain and authenticate the records of the Association.

Section 10: The Treasurer shall receive all monies turned over to him by the Secretary or received from any other source and shall keep an accurate account of all monies so received, giving and taking sufficient receipts and vouchers. He shall render an account thereof at each business meeting of the Association and to the Board of Directors when so requested. He shall pay all bills of the Association and be accountable for all monies spent.

Section 11: The books and records of the Secretary and Treasurer shall, at all times, be open to inspection by the members of the Board of Directors.

Section 12: The Board of Directors may remove any officer at any time for failure to perform the duties of that office.

ARTICLE VIII MEETINGS

Section 1: Regular meetings of the Association shall be during April, May, June, and September. An annual meeting shall be during the final quarter of the year. Special meetings may be called by the Board of Directors as necessary. All meeting dates shall be determined by the Board of Directors and all dates are subject to change by the Board of Directors based on availability.

Section 2: The location of regular and annual meetings may be in or out of North Carolina and shall be determined by the Board of Directors.

Section 3: The Association shall give notice of annual, regular and special meetings to members by any means and at such times that are fair and reasonable under the circumstances. The notice shall include the date, time and place of the meeting and a description of any matters that shall be presented the members for vote. Notice of a special meeting shall include the purpose for which the meeting is called. Notice of outings and events may be given as determined by the Board of Directors.

Section 4: At all meetings of the Association, twenty percent of the members entitled to vote shall be present or represented by proxy to constitute a quorum necessary for the transaction of business. Once a member is present for any purpose at a meeting, that member is deemed present for quorum purposes for the remainder of the meeting. If a quorum is present, officers

and directors shall be elected by a plurality of the votes cast, and any other motions or other matters presented shall pass by the affirmative vote of the majority of the votes cast.

Section 5: A member who is entitled to vote at any meeting in person may vote by proxy by delivering to the Secretary a proxy-appointment form, containing: (a) the printed name of the member, (b) the member's signature, (c) the name of the proxy, (d) the date of signature, and (e) the date of the meeting at which the proxy may vote for the member. An electronic record that may be verified and directly reproduced in paper form by an automated process and that bears the member's electronic signature shall be deemed a valid appointment form for the purposes of this section. An appointment of a proxy is effective when received by the Secretary or other agent authorized by the Board of Directors. The Association is entitled to accept the proxy's vote or other action as that of the member making the appointment. The appointment of a proxy is revoked by the member attending the meeting and voting in person or by signing and delivering to the Secretary or other agent a written statement that the proxy appointment is revoked.

Section 6: There shall be a registration fee for each meeting of the Association, the amount to be set by the Board of Directors, and said amount to be used to help defray the expense of the meeting.

Section 7: The suggested order of business at all meetings of the Board of Directors and of the Association shall be as follows:

- Call to Order
- Presentation of Guest Speaker (if applicable)
- Minutes of Previous Meetings
- Communication
- Reports of Officers
- Reports of Committees
- Unfinished Business
- New Business
- Election of Officers and Directors (if applicable)
- Announcements
- Adjournment

Section 8: All matters of parliamentary procedure not specifically dealt with herein shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE IX DISSOLUTION

If for any reason the Association is voluntarily dissolved, the Association shall adopt a plan of dissolution in compliance with Article 14 of the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes. All liabilities of the Association shall be paid or discharged, or adequate provisions be made therefor, and the remainder of the Associations's assets be transferred or conveyed to Carolinas Golf Course Superintendents Association or the Golf Course Superintendents Association of America.

ARTICLE X CONDUCT OF MEMBERS

Section 1: The following conduct is prohibited for members of the Association:

(A) Violations of the Code of Ethics of the Golf Course Superintendents Association of America, which Code of Ethics is hereby adopted and incorporated herein by this reference.

(B) Use of the Association's affiliation for the purpose of promoting schemes, ideas or objectives that are detrimental to the Association.

(C) Conduct unbecoming a member or harmful to the Association.

(D) Submitting false information on an application for membership.

Section 2: Upon a showing of just cause, a member may be disciplined, suspended, or expelled by the affirmative vote of two-thirds of the Board of Directors, after being provided due notice of the charges relating to his conduct and a meaningful opportunity to be present and heard. The Board of Directors shall act in good faith to reach a fair and reasonable decision in each case, and may make standing rules of procedure to be followed in such cases.

**ARTICLE XI
ADOPTION AND AMENDMENTS**

- Section 1: In adopting these Bylaws, the members of the Association recognize that actions previously taken by the Association or by its officers and directors were governed by an earlier and different version of Bylaws, and the members approve and ratify such actions.
- Section 2: These Bylaws may be amended the affirmative vote of two-thirds of the votes cast at any meeting of the Association at which a quorum is present, provided that the proposed amendment has been approved by the Board of Directors, and submitted to the members entitled to vote thereon at least thirty, but not more than sixty, days in advance of the meeting.
- Section 3: These Bylaws were duly adopted on _____, 2009, after full and proper notice, by the affirmative vote of two-thirds of the votes cast at a meeting of the members of the Association at which a quorum was present, in accordance with the requirements of Article IX of the Bylaws of the North-South Turfgrass Association, January 2003, and in accordance with the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes.

(signature)

(date)

(title)

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