

ARTICLE I
NAME, PURPOSE, AND JURISDICTION

Section 1. NAME

By authority of The Middle Atlantic Section of The Professional Golfers' Association, Inc. ["Section"], this Association shall be duly chartered by the Section. The Association shall be known as The Assistant Professional Association [referred to herein as the "Association"].

Section 2. PURPOSE

The mission of the Association will be to elevate the standards of the assistant professional's vocation, enhance the economic well-being of the individual Association member, stimulate interest in the game of golf, and promote overall vitality of the game. The Association will accomplish this mission by enhancing the skills of its members through conducting educational workshops, seminars, tournaments and encouraging individual and group relationships and mentoring.

Section 3. DISSOLUTION

The Association shall use its funds only to accomplish the objectives of the Association and no part of said funds shall inure or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed to the replacement organization or an organization that commits to providing similar opportunities to PGA Assistant Professionals and Apprentices. If no replacement organization exists within one year, the remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic association selected by the Section Board of Directors.

Section 4. ASSOCIATION ORGANIZATION

The Board of Directors may charter any organization or entity, wholly owned by the Association, reasonably necessary to carry out its policies and decisions consistent with these Bylaws.

Section 5. JURISDICTION

- (a) The jurisdiction of the Association shall extend only to the members of the Association.
- (b) The Association shall exercise only those powers authorized herein and by the Section Board of Directors. All Association actions shall be subject to review by and approval of the Section Board of Directors.
- (c) The Section Board of Directors shall have the complete authority, in its sole discretion, to withdraw the authorization of the Association or to overrule the decisions or course of action by the Association.

Section 6. RESPONSIBILITIES

- (a) The Association shall manage its own affairs with regard to Tournament Activity.
- (b) A copy of the minutes of all Association meetings shall be forwarded to the Section Secretary within thirty (30) days after each meeting, and these minutes shall be submitted to the Section Board of Directors for approval.
- (c) The Association shall submit its activity calendar to the Section and shall not have conflicting dates with Section activities unless given approval by the Section Board of Directors.

ARTICLE II MEMBERSHIP

Section 1. ELIGIBILITY

Membership in the Association shall be extended to all eligibly employed A-8 and A-6 PGA members, and registered apprentices.

All applications to the Association will be reviewed and acted upon by the Board of Directors of the Association.

Class "F" members of The PGA will be eligible for membership.

Section 2. PRIVILEGES

All members of the Association shall be entitled to the rights of voting, voicing opinions and concerns, and participating in meetings, tournaments and other events conducted by the Association.

Section 3. OBLIGATIONS

All members shall be responsible to attend the Annual Association Meeting and meet educational and financial requirements for membership in The PGA of America. In addition, all members shall be responsible for the prompt payment of Association dues, which are established on an annual basis by the Association Board of Directors. No individual shall enjoy or benefit from any privileges granted by the Association unless his or her dues have been paid and is otherwise in good standing.

ARTICLE III BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

The Board of Directors for the Association shall be made up of the MAPGA Section A-8 Director, and the three Chapter A-8 Directors.

Section 2. RESPONSIBILITIES

The Board of Directors shall be responsible for the management of the Association, all related concerns, and shall have full authority in all matters, including the power to interpret these Bylaws and give direction in cases not provided therein, with approval of the Section Board of Directors.

ARTICLE IV THE OFFICERS

Section 1. OFFICERS

The Officers of the Association will be the current MAPGA Section A-8 Director, and the Northern, Central, and Southern Chapter A-8 Directors.

Section 2. ELECTION OF OFFICERS

- (a) The officers shall be elected every two years at the MAPGA Section and Chapter Membership Meeting(s) in accordance with the MAPGA Bylaws.-
- (b) The officers of the Association shall be the President, (MAPGA Section A-8 Director) and three (3) Vice Presidents, (Chapter A-8 Directors). In the case that an officer leaves the section or is promoted into a position that causes them to leave their Director position, the new officer will be selected in accordance with the MAPGA Bylaws. The Association Board of Directors shall be empowered, in extenuating circumstances, to modify these terms in the best interest of the Association, with approval of the Section Board of Directors.

Section 3. THE PRESIDENT

The President of the Association shall serve as the Chair of the Board of Directors and shall have the following powers and duties:

- (a) To preside at all meetings of the Association membership and of the Board of Directors.
- (b) With at least one Vice President, he shall sign all contracts entered into by the Association.
- (c) In the absence, or inability of a Vice President, he shall sign checks drawn on the funds of the Association in banks or other institutions handling Association funds.
- (d) To serve as the chief spokesman for the Association on all issues. He shall keep the other officers, Section Board of Directors, and the Section staff advised of such statements.
- (e) To represent the Association among PGA members and apprentices, the golfing public, and other organizations.
- (f) To consult with and advise the Section staff of all matters pertaining to the Association's policies, progress and finances. He shall review all financial statements which are issued by the Association.
- (g) Such other powers and duties as may be prescribed by law, the Board of Directors, the Section Board of Directors or these Bylaws.
- (h) To assign duties of the Vice Presidents as outlined in Section 4 (Vice Presidents).
- (i) To appoint such committees and their chairpersons as may be deemed necessary.

Section 4. THE VICE PRESIDENTS

The Vice Presidents will primarily be responsible in the areas of Education, Tournament Operations, Community Service and Outreach. He shall have the following powers and duties:

- (a) To operate a tournament program to develop playing and tournament operations skills of the membership.
- (b) To operate an education program to enhance the professional skills of the membership.

- (c) To operate a Community Service and Outreach program to enhance the value of the membership within the respective communities.
- (d) To keep the minutes of all meetings of the Association and keep the roll of such meetings.
- (e) To keep a roll of members.
- (f) To be responsible for the maintenance of all correspondence and documents belonging to the Association.
- (g) Such other powers and duties as may be prescribed by law, the Board of Directors or these Bylaws.

ARTICLE V AMENDMENTS

Section 1. AMENDMENTS PROCEDURE

The Members of the Association may amend the Bylaws in the following matter.

- (a) The Association, Board of Directors or individual members in good standing, may propose amendments to the Bylaws by resolutions submitted to the Association President at least thirty (30) days prior to the next annual Membership Meeting.
- (b) The proposed resolutions shall be harmonized and communicated to voting members at least fifteen (15) days prior to the next annual Membership Meeting.
- (c) Proposed resolutions may be amended by a majority vote and shall be adopted by a two-thirds vote of the membership present at any Membership Meeting.
- (d) Amendments to the Bylaws shall be effective as specified in the amendment. If no date is specified, the effective date of the amendment shall be immediate.

ARTICLE VI
MEETINGS

Section 1. MEETINGS OF THE MEMBERSHIP

- (a) A membership meeting shall be held annually in the Fall ["Membership Meetings"]. The attendance at all such meetings shall be limited to Association members, the Section Board of Directors, and authorized Section staff. At the discretion of the Association Board of Directors, representatives of the news media and selected guests may be permitted to attend. Other than as provided for in these Bylaws, all issues shall be decided by a majority vote. The presiding officer shall entertain any requests for new business from the floor and may impose a time limit to all debatable issues. Each member shall be notified of the place and time of each meeting. Time permitting; the presiding officer may conduct an open forum after the regular business session is concluded. Any recommendations from such forums shall be presented to the Association Board of Directors for consideration.
- (b) The newly elected officers should be sworn in by a Past President of the Association or a member of the Section Board of Directors, but the incumbent officers shall conclude the agenda for the meeting. The incoming officers shall assume their official duties upon adjournment of the Membership Meeting.
- (c) When considered to be warranted by a situation which may affect the status of the Association or the welfare of its members, Special Meetings of the Association membership may be called by the Board of Directors with a Vice President issuing notice at least ten (10) days prior to the day of the meeting.
- (d) All Membership Meetings shall be held at such place within the geographical area comprising the territory under the jurisdiction of the Section as shall be selected by the President and stated in the notice of the meeting.
- (e) The Oath of Office, to be administered to all elected officers and members of the Board of Directors of the Association shall be as follows:
I (name) _____, as an officer / member of the Board of Directors of the Assistant Professional Association, the Middle Atlantic Section, The Professional Golfers' Association of America, do hereby affirm that I will, at all times, adhere to and uphold the Bylaws, Decisions and Policies of the Association, and that I will otherwise conduct my activities in a manner that will be in keeping with my position as an officer / member of the Board of Directors of the Association and which will reflect credit upon the PGA of America, the Section and the Association and their members.

ARTICLE VII
TENSES

In these Bylaws, the singular shall include the plural and the masculine gender shall include the feminine and neuter, and vice versa, unless the content otherwise requires.

ARTICLE VIII
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member of the Association under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIX
INDEMNIFICATION

The Association shall indemnify every person who was or is a party or was or is threatened to be made party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he was or is a Director, officer, employee or agent of the Association, or was or is serving at the request of the Association as a Director, officer employee, agent or trustee of another Association, Section, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including counsel fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his expenses in advance of final disposition of such action, suit or proceeding, subject to the provisions of any applicable statute. Indemnification shall extend to officers, Directors and employees of subsidiary entities of the Association.