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## **COLORADO WOMEN'S GOLF ASSOCIATION BYLAWS**

*Amended 2/27/10*

### **Article I. Name**

The name of this corporation shall be the Colorado Women's Golf Association, hereinafter referred to as the Corporation, operating as a 501(c)(3).

### **Article II. Objectives**

Sec. 1 To promote, educate and maintain the best interests of the game of golf.

Sec. 2 To hold amateur golf championship tournaments and to coordinate the dates of amateur club tournaments held by its members.

Sec. 3 To promote good fellowship among the members of the clubs which belong to this Corporation.

Sec. 4 To adopt, enforce and interpret the USGA Rules of Golf in all Corporation events.

### **Article III. Membership**

Sec. 1 Golf facilities and organized clubs formed to promote the game of golf in the state of Colorado shall be eligible for membership in the Corporation. Individual female golfers not associated with an organized club are eligible for affiliate membership in the Corporation.

Sec. 2 Application for club membership shall be made to the Secretary of the Corporation, and shall be accompanied by check for the annual dues of the current year and a copy of the club's bylaws. Application for facility or affiliate membership shall be made to the Executive Director and accompanied by the annual dues for the current year.

Sec. 3 Any eligible club whose application has been properly presented and filed may be admitted to membership, in accordance with the bylaws adopted pursuant thereto upon a majority vote of the Club Representatives present at meetings of the Corporation. Any eligible facility or affiliate whose application has been properly presented and filed may be admitted to membership upon approval of the Executive Director.

Sec. 4 The acceptance of membership in the Corporation shall bind each member facility, club, or Affiliate to abide by all the conditions, rules and regulations of the Corporation, and to accept and enforce all decisions of the Board of Directors within its jurisdiction. Refusing or neglecting a strict and honorable compliance with the rules and regulations of this Corporation, or with the decisions of the Board of Directors, shall render any member facility, club, or Affiliate liable to expulsion or suspension by the affirmative vote of two-thirds (2/3) of the Board of Directors. An appeal from this decision may be taken to the Club Representatives having voting rights at the next annual or special meeting.

Sec. 5 All member facilities, clubs, and Affiliates shall pay annual dues as determined by the Board of Directors.

Sec. 6 All individual members of member clubs shall pay to their respective member clubs individual CWGA membership fees as determined by the Board of Directors.

Sec. 7 All individual members of member clubs shall utilize the CWGA computerized handicap service.

Sec. 8 Each member club of the Corporation shall appoint one Club Representatives to represent the club at meetings of the Corporation. Each club will be allowed one vote. Alternates may be appointed.

Sec. 9 Each member club shall provide their individual club members with a copy of their club's bylaws upon request.

#### Article IV. Officers

- Sec. 1 **Elected Officers.** Elected officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, providing further that the offices of Secretary and Treasurer may be held by the same person.
- Sec. 2 **Eligibility.** To be eligible to serve in the office of President, a candidate shall have been a member of the Board of Directors for at least two years within the last five years.
- Sec. 3 **Term of Office.** Officers shall assume office on January 1<sup>st</sup> following election. The President and Vice President shall serve for a term of two years, and the Secretary, and Treasurer shall serve for a term of one year or until their successors are elected and have assumed office. Any part of a term in excess of six months shall be considered a full term.
- A. **Each officer** shall perform the duties as set forth in these bylaws, the Blue Book, and in the adopted parliamentary authority.
  - B. **The President** shall preside at all meetings of the Club Representatives, of the Board of Directors and of the Executive Committee. She shall appoint all committees, and shall be an ex-officio member of all committees except the Nominating Committee.
  - C. **The Vice President** shall, in the absence of, or at the request of, the President, perform the duties of the President; perform such other duties as may be required of her by the President; and serve as Chairman of the Long Range Planning Committee.
  - D. **The Secretary** shall keep a permanent record of all proceedings of the meetings of the Board of Directors, the Executive Committee and of the meetings of Club Representatives. She shall conduct correspondence; accept membership applications; maintain an official list of members; give all notices required of meetings; be responsible for the custody of the corporate books, records and files; and perform such other duties as may be required of her by the President.
  - E. **The Treasurer** shall perform all duties incident to the office. She shall keep a record of all such financial accounts and shall provide a report to the Board of Directors monthly, or when requested. She shall perform such other duties as may be required of her by the President. (Refer to Article XII)
  - F. **Parliamentarian.** A qualified parliamentarian may be appointed by the President, but does not serve as a member of the Board of Directors. The parliamentarian shall advise, when requested, the President, the Board of Directors, and Club Representatives on parliamentary procedure.
  - G. **Vacancy.** A vacancy in any elective office, including that of President, shall be filled by the Board of Directors.
  - H. **Duties.** These officers shall perform the duties prescribed in these bylaws and by the duties described in their respective Blue Books (updated annually).

#### Article V. Nominations and Elections

- Sec. 1 **Nominating Committee.** A Nominating Committee composed of five members; three from the Board of Directors and two representatives at large shall be elected by plurality vote at the March Board of Directors meeting. The Chair shall be elected by the members of the Committee from the three members from the Board of Directors. Current officers of the Board of Directors are not eligible to serve on the Nominating Committee.
- Sec. 2 **The Slate.** The Nominating Committee shall nominate at least one candidate for each office. All candidates (for Officers and members of the Board of Directors) shall be individual members of a member club.
- Sec. 3 No member shall hold more than one office at a time except the offices of Secretary and Treasurer may be held by the same person.

#### Sec. 4 **Elections.**

- A. The election of Officers shall be by ballot at the October meeting of the Board of Directors, except when there is but one nomination for an office, the vote may be by voice. Their terms shall begin on January 1st following election. Those elected will be presented to the membership at the Annual Meeting of the Corporation.
- B. A majority vote shall be required for election. In the event no candidate receives a majority, there shall be additional balloting, dropping the name of the candidate receiving the least number of votes until one candidate receives a majority of the votes cast.
- C. The election of the Directors shall occur during the month of October in accordance with the election procedures outlined in the Blue Book. Each Club is entitled to one vote. Directors' terms shall begin on January 1<sup>st</sup> following election. Election results shall be reported in the Annual Meeting notice. The elected Directors will be presented to the membership at the Annual Meeting.

#### **Article VI. Meetings**

- Sec. 1 **Number of Meetings.** There shall be one (1) meeting of the Club Representatives each year. This meeting shall be held on a date set by the President of the Corporation. This meeting shall be the Annual Meeting of the Corporation.
- Sec. 2 **Special Meetings.** A special meeting of the Club Representatives may be called at any time by the Board of Directors.
- Sec. 3 **Voting Members.** Those members of the Corporation entitled to vote shall be the Club Representatives, one vote per Club.
- Sec. 4 **Quorum.** A majority of the number of Club Representatives who have registered as attending shall constitute a quorum.

#### **Article VII. Board of Directors**

- Sec. 1 **Composition.** The Board of Directors shall consist of the elected Officers, the elected Directors, and CWGA members who are also members of either the USGA Executive Committee or USGA Women's Committee. There shall be at least 11, and not more than 15, members.
- Sec. 2 **Residence.** At least one-half (1/2) of the Directors shall be individual members of member clubs situated in the Denver Metropolitan area, which shall include the city and county of Denver, and the counties of Arapahoe, Jefferson, Adams, Boulder and Douglas. At least one member of the Board shall represent the Western Slope.
- Sec. 3 **Term.** Directors shall serve for three years or until their successors are elected and have assumed office. A Director may be elected to additional terms. One-third (1/3) of the Board shall be elected each year in October.
- Sec. 4 **Removal.** Any Director may be removed, with or without cause, by a majority vote of the Board of Directors at any regular or special meeting.
- Sec. 5 **Special Meetings.** A special meeting of the Board of Directors may be called at any time by either the President or five (5) Directors.
- Sec. 6 **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.
- Sec. 7 **Vacancy.** A vacancy among the Directors shall be filled by the Board of Directors, by a majority vote, at any regular or special meeting. Any Director may fill out an unexpired term of another Director or succeed herself.
- Sec. 8 **Duties.** The Board of Directors shall have general supervision of the affairs of the Corporation between the meetings of Club Representatives; fix the date, hour and place of the meetings; make recommendations to the Corporation; and shall perform such other duties as are specified in these bylaws and by the duties described in their respective Blue Books (updated annually). Board members shall be assigned specific job responsibilities by the President, including chairmanships of the Standing Committees and all other committees. The Board shall be subject to the order of the Corporation, and none of its acts shall conflict with action taken by the Corporation.

## Article VIII. The Executive Director

- Sec. 1 **Appointment.** There shall be a chief executive administrator known as the Executive Director. The Executive Director shall be appointed by the Board of Directors.
- Sec. 2 **Responsibilities.** The Executive Director shall be the chief salaried administrator of the Corporation, shall be responsible for providing advice and assistance to the Corporation, the Board of Directors, the President and other Officers, and the committees; and shall be responsible for administering the total operations of the Corporation. The Executive Director shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors. The Executive Director shall have such other powers and duties as may be provided by the Board of Directors. The Executive Director shall be accountable to the Board of Directors through the President.
- Sec. 3 **Editorial.** The Executive Director is authorized to make non-substantive grammatical, punctuation, section designation, and such other technical changes as may be necessary to these bylaws.

## Article IX. Executive Committee

- Sec. 1 **Composition.** The members of the Executive Committee shall be the elected Officers.
- Sec. 2 **Duties.** The Executive Committee shall serve as the Budget Committee, and shall serve as a consulting committee to the President and the Board of Directors.
- Sec. 3 **Meetings.** The Executive Committee shall meet at the call of the President or two (2) members of the Executive Committee. It shall consider such matters of concern to the Corporation that require decision or direction before the next meeting of the Board of Directors.
- Sec. 4 **Quorum.** More than half of the members of the Executive Committee shall constitute a quorum.

## Article X. Committees.

- Sec. 1 **Composition.** The President shall have the power to appoint committees, and their chairs, as listed in these bylaws, and such additional committees as may be required to fulfill the goals of the organization, except as otherwise provided by these bylaws.
- Sec. 2 **Standing Committees.** The chairs of the Standing Committees shall be appointed by the President.
- A. **Course Rating and Handicapping Committee**
- The committee has jurisdiction over all women's USGA Handicap Indexes issued in the state of Colorado. The committee shall rate all member golf facilities to provide a uniform basis for handicapping, in accordance with the recommendations of the United States Golf Association.
- B. **Development Committee**
- The committee shall develop alternative sources of revenue for the Corporation.
- C. **Junior Committee**
- The committee shall administer championship tournaments for junior girls sponsored by the Corporation.
- D. **Long Range Planning Committee**
- The committee shall develop short and long term goals of the Corporation for the approval of the Board of Directors. This committee shall be chaired by the Vice President.
- E. **Membership/Public Relations Committee**
- The committee shall provide educational resources to member facilities, member clubs, and individual members of the Corporation, increase membership in the Corporation, and promote the image of the Corporation within the golf community as well as to the general public.

F. **Rules Committee**

The committee shall educate the membership on the USGA Rules of Golf and settle all disputes in connection with the interpretation of the Rules. At least one member of the committee shall be present at each championship tournament.

G. **Site Location Committee**

The committee shall determine the golf facilities to host championship tournaments sponsored by the Corporation.

H. **Tournament Committee**

The committee shall administer championship tournaments sponsored by the Corporation. This committee shall include, but not be limited to: the Tournament Chair and the Junior Chair.

Sec. 3 **Duties of Committees.** These committees shall perform such other duties as are specified in these bylaws and by the duties described in the Blue Books (updated annually).

**Article XI. State Championships and Competitive Play**

Sec. 1 **State Championships.** An annual Match Play Championship and an annual Stroke Play Championship shall be held by the Corporation to determine the state of Colorado Women's Golf Champions.

Sec. 2 **Other Championship Tournaments.** Except as set forth in Section 1 above, The Board of Directors may add, delete, or change tournaments as necessary.

Sec. 3 **Girls' Junior Americas Cup.** The Board of Directors shall select annually a Captain for the Colorado Girls' Junior Americas Cup Team. The Junior Chair, Girls' Junior Americas Cup Team Captain, and the Director of Rules & Competitions shall select the Colorado Girls' Junior Americas Cup Team, annually, before the competition. Recommendations for team selection shall be included in the Captain's Blue Book.

Sec. 4 **Eligibility for State Championship Tournaments.** To compete in championship tournaments, a participant must: (1) be a female amateur golfer; (2) abide by the USGA Rules of Amateur Status; (3) have an active 18-hole USGA Handicap Index; and (4) be at least fourteen (14) years of age on the first day of the tournament.

Exceptions:

- a. Senior Stroke Play entrant must be at least fifty (50) years of age on the first day of the tournament.
- b. Entrant in the Junior Stroke Play and Junior Match Play Championships must not have reached her nineteenth (19) birthday by the last day of the tournament following graduation from high school.
- c. If either the Stroke Play Championship field or the Match Play Championship field is not full by the entry deadline, the minimum age requirement may be waived.

Sec. 5 **USGA Rules of Golf.** All competitions held by this Corporation shall be played under the USGA Rules of Golf, modified by such local rules as are necessary on the course over which the competition takes place.

**Article XII. Finance**

Sec. 1 **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Directors.

Sec. 2 **Depositories.** All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Sec. 3 **Approved Signatures.** All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by resolution of the Board of Directors.

Sec. 4 **Bonding.** All persons having access to major responsibility for the handling of moneys and securities of the Corporation shall be bonded as provided by resolution of the Board of Directors.

- Sec. 5 **Budget.** An annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of total budgeted amounts without approval of the Board of Directors.
- Sec. 6 **Contracts and Debts.** Contracts and debts may be entered into, debts incurred, or property of the Corporation conveyed or encumbered only as directed by a motion of the Board of Directors.
- Sec. 7 **Contributions.** All contributions, bequests and gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.
- Sec. 8 **Audits.** There shall be an annual examination of the financial accounts of the Corporation. A report of this examination shall be submitted to the Board of Directors.
- Sec. 9 **Financial Reports.** A summary report of the financial operation of the Corporation shall be made at least annually to the membership in such form as the Board of Directors shall prescribe.
- Sec.10 **Investments.** Funds of the Corporation shall be invested in accordance with the direction of the Board of Directors.
- Sec.11 **Legal Counsel.** Independent legal counsel shall be retained by the Board of Directors as necessary.

### **Article XIII. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this Corporation in all cases to which it is applicable and in which it is not inconsistent with these bylaws.

### **Article XIV. Amendments**

These bylaws may be amended by a two-thirds (2/3) vote of the Voting Members present at any regular or special meeting called for that purpose. All such proposed amendments must be submitted in writing to the Club Representatives at least fifteen (15) days before the meeting at which such amendments are to be acted upon.