**Article I**

**Section A - Name**

The name of the association shall be the Mid-Atlantic Association of Golf Course Superintendents, a non-profit association, and shall hereinafter be referred to in these By-laws as the “Association”.

**Section B - Location**

The office and mailing address for the Association shall be determined by the Board of Directors.

**Section C - Purpose**

The Mid-Atlantic Association of Golf Course Superintendents is dedicated to providing value to members through programs and services that enhance our profession.

The MAAGCS Chapter and Members will be consistently recognized as:

Supportive of growing the game
Supportive of turfgrass research and the golf course management profession
A strong allied golf organization partner
Leaders in environmental stewardship
Promoting government relations and advocacy efforts

**Section D - Fiscal Year**

The Association’s fiscal year shall be the calendar year.

**ARTICLE II**

**Section A - Officers**

The Officers of this Association shall be the President, Vice President/Treasurer, and Secretary. They shall be elected at the Annual Meeting and shall serve for a period of two (2) years.

**Section B - Board of Directors**

The Board of Directors shall consist of the President, Vice President/Treasurer, Secretary, Past President, and five (5) elected Class A, Class B or Class C members of the Association actively employed as golf course superintendents / assistant superintendents. Two (2) members will be elected biannually on alternating years to serve for a period of two (2) years; three (3) members will be elected annually to serve for a period of one year. The President shall be the Chief Executive of the Board of Directors and shall assign each of the five (5) elected Directors to chair one of the standing committees. Each of the five (5) Directors chairing the standing committees, the President, Vice President/Treasurer, Secretary, and Past President shall be Class A, Class B, or Class C members of the Golf Course Superintendents Association of America, and are termed “Directors” under these By-laws.

**Section C - Organization**

The entire management of the Association, its affairs, properties and assets shall be vested in the Board of Directors, and the Chapter Executive of the Association, subject to the mandates of the voting members at their Annual Meeting or at any special meeting called for the purpose of acting upon the affairs of the Association.

**Section D - Powers**

In addition to any and all powers conferred upon the Directors by law, these By-laws, without in any manner or degree abrogating, limiting or modifying any such powers, grant to the Directors the following authority:

A.     All decisions of the Board of Directors shall be by majority vote of those Directors present except where otherwise provided.

B.      In addition to any and all powers conferred upon the Directors by law, these By-laws, without in any manner or degree abrogating, limiting or modifying any such powers, grant to the Directors the following authority:

(1)    To set forth the terms and conditions upon which a person may be accepted to membership; to examine and adjudge the qualification of each applicant for membership, being hereby granted full and final authority to accept or reject any such membership application in accordance with Article IV, Section A, and to periodically review and change the classification of an individual’s membership when necessary.

2)      To hear and determine charges made against any member, full and final authority being hereby granted to reprimand, to suspend, or to expel any member in accordance with Article X, Section C. A member may be privately disciplined, for cause, upon the affirmative vote of a majority of the Directors, but public reprimand, suspension or expulsion shall require the affirmative vote of six (6) of the nine (9) Directors.

3)      To appoint a nominating committee to select and recommend names of members to be posted as nominees for Officers and Directors, in accordance with Article VI, Section A. This committee is to be chaired by the Past President.

4)      To determine annual dues in accordance with Article VIII, Section A.

5)      To make, alter, or amend Association rules and provide penalties for infraction of rules and By-laws as prescribed in Article X.

6)      To make or authorize the purchase of materials or supplies for whatever may be reasonably required in the operation of the Association.

7)      To appoint delegates to various Association meetings.

8)      To remove a Director from the Board of Directors, for cause.

9)      To choose a successor who shall hold office for the unexpired term in the event of a vacancy of any Officer or Director.

**Section E - Duties of the President**

A.     The President shall be the Chief Executive Officer of the Association, performing any and all duties under these By-laws that are incident to the office of the President, including general supervision and management of Association business.

B.      The President shall preside at all meetings of the Association and of the Board of Directors.

C.      The President shall call all special meetings of the Association and the

Board of Directors.

D.     The President shall enforce all rules and regulations of the Association.

E.      With the consent and approval of the Board of Directors, the President shall appoint a Director to chair each of the standing committees, and shall be a member ex-officio of all such committees.

F.      The President shall make a report to the Association at its Annual Meeting.

G.     The President shall sign all written contracts, documents, obligations and instruments of the Association, along with the Secretary, or the Chapter Executive.

H.     The President shall perform all other duties as properly may be required by the Board of Directors.

I.       To appoint an Assistant Superintendent to serve as the representative for the Assistant Committee.

J. To appoint an Equipment Manager to serve as the representative for the Equipment Manager Committee.

**Section F - Duties of the Vice President/Treasurer**

A.     In the absence of the President, the Vice President/Treasurer shall perform all duties incumbent to the President; if the office of President should become vacant, the Vice President/Treasurer shall hold the office of President until the next election.

B.      The Vice President/Treasurer by virtue of the office shall attend all meetings of the Board of Directors.

C.      The Vice President/Treasurer shall coordinate the Association’s meeting sites for the following year including hospitality rooms at affiliated events held by the GCSAA, USGA, and other associations as determined by the Board of Directors.

D.     The Vice President/Treasurer shall oversee the Association’s outside accounting firm whom will have custody of the funds of the Association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association in such depositories as may be designated by the Board of Directors. Detailed statements of the receipts and expenditures for the preceding calendar month shall be made each month to the Board of Directors.

**Section G - Duties of the Secretary**

A.     The Secretary shall sign or countersign all written contracts, documents, obligations or instruments as may be required as an Officer of the Association.

B.      The Secretary shall conduct or cause to be conducted all official correspondence deemed necessary by the Board of Directors on behalf of the Association. Such correspondence shall be properly preserved and filed until otherwise disposed by the Board of Directors.

C.      The Secretary shall perform all other duties that may be assigned by the Board of Directors.

D.     The Secretary will be responsible for the Association’s online communication tools such as Facebook, Twitter and the Association’s website.

**Section I -Duties of the Chapter Executive**

A.     The Chapter Executive shall establish a sound organizational structure for the Association’s general office and administrative operations, to include maintaining a postal box, business telephone, facsimile line and e-mail address.

B.      The Chapter Executive shall keep the Board of Directors fully informed on the conditions and operations of the Association, and on important factors influencing its functions.

C.      The Chapter Executive shall attend all Board of Directors meetings and send notices of meetings.

D.     The Chapter Executive shall provide the necessary liaison and staff support to Board committee chairs and to committee members to enable them to properly perform their functions.

E.      The Chapter Executive shall be an ex-officio member of all committees, except the nominating committee.

F.      The Chapter Executive shall perform all other duties as properly may be required by the Board of Directors.

G.     The Chapter Executive shall keep the minutes of all Board of Directors and Association meetings. In the absence of the Chapter Executive, the Secretary or other Board member as designated by the President shall perform this function.

**Section J - Compensation**

No Salary or other compensation shall be paid to any Officer or Director of the Association. The Chapter Executive shall be paid as an employee of the Association, whose salary shall be determined by the Board of Directors and reviewed annually.

**Article III**

**Section A - Standing Committees**

As stated in Article II, Section B of the Association By-laws, the five (5) elected Directors will be appointed by the President to Chair the standing committees, which shall be as follows:

Education Committee

                              Golf Committee

                              Government Relations Committee

                              Media/Public Relations/Newsletter Committee

Membership Services Committee

A.     Each committee shall be composed of as many members as the Board of Directors or the standing committee Chair may determine. Committee appointments may be for one year or less at the discretion of the Directors.

B.      The Board of Directors shall provide each committee Chair a set of rules detailing each committee’s specific activities and responsibilities.

C.      All committees shall report on their activities to the Board of Directors whenever requested and are at all times under the direct supervision and control of the Board of Directors, having only such authority as specifically defined herein and as may be delegated to them by the Board of Directors.

D.     No committee shall have the right to obligate the Association in any way or in any sum in excess of the specific budgeted amount established for use for the current fiscal year, without prior approval of a two-thirds majority of the Board of Directors.

**Article IV**

**Section A - Membership**

Only members of the Golf Course Superintendents Association of America in good standing or pending members who desire to become Class A or Class B members of the Association shall present or cause to be presented to the Membership Services Committee an application of the form approved and supplied by the Membership Services Committee. The form must be signed by the applicant and one (1) voting member of the Association in good standing to sponsor the prospective member. Proof of membership or pending membership in the Golf Course Superintendents Association of America, and one year’s dues, in advance, must accompany application for membership.

Applicants for Class AA, Class C, Class D, Class E, and Class F memberships must meet all requirements stated above except they need not be members of the Golf Course Superintendents Association of America.

**Article V**

**Section A - Classes**

There shall be seven (8) classes of membership.

Voting members:

Class A-Golf Course Superintendent

Class B -Golf Course Superintendent

Class C-Assistant Golf Course Superintendent

Class AA-Life Members

Non-Voting members:

Class D- Honorary, Complimentary, Student, Inactive

Class E- Retired

Class F- Affiliate

Class EM- Equipment Manager

**Section B - Voting Members**

The term “Voting Members” hereinafter referred to in these By-laws will apply only to Classes A, B, C and AA.

**Section C - Re-classification**

A member, who becomes eligible for another classification by change of position or meeting the requirements of another classification, may apply for re-classification to the Board of Directors.

**Section D - Class AA (Life Member)**

To qualify for life membership, a member must have been a regular voting member for at least twenty-five (25) years and must have retired from active service as a golf course superintendent. A life member shall have all the rights and privileges of the Association except that of holding office.

**Section E - Class A (Golf Course Superintendent)**

To qualify for Class A membership an applicant must be employed as a golf course superintendent in charge of a golf course for at least three (3) years. A golf course superintendent is one who is entrusted with the management and operation of the

tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.  A class A member shall have the right to vote at any Association meeting and shall be eligible to hold any Association office. A Class A member whose place of employment is outside a one-hundred (100) mile radius of Columbia, Maryland may elect to declare Non-Resident status at one-half annual dues rate. Those members declaring Class A Non-Resident status shall have all of the rights and privileges of the Association except that of holding office.

**Section F - Class B (Golf Course Superintendent)**

To qualify for Class B membership an applicant shall have been a golf course superintendent for less than three (3) years and shall be presently serving in such capacity. A golf course superintendent is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment. Class B members shall have all the privileges of the Association. A Class B member whose place of employment is outside a one-hundred (100) mile radius of Columbia, Maryland may elect to declare Non-Resident status at one-half the annual dues rate. Those members declaring Class B Non-Resident status shall have all of the rights and privileges of the Association except that of holding office.

**Section G - Class C (Assistant Golf Course Superintendent)**

To qualify for a Class C membership an applicant, at the time of application, must be actively employed as an assistant golf course superintendent. Class C members shall have all the privileges of the Association except that of holding office. A Class C member whose place of employment is outside a one-hundred (100) mile radius of Columbia, Maryland may elect to declare Non-Resident status at one-half the annual dues rate. Those members declaring Class C Non-Resident status shall have all of the rights and privileges of the Association except that of holding office. A Class C member shall be eligible to run for the Assistant Superintendent Representative position of the Board.

**Section H - Class D (Honorary, Complimentary, Student, Inactive)**

(1)   Honorary - one who in recognition of his or her distinguished service in some worthy field of endeavor is selected by the Board of Directors of this Association. The Honorary member shall have all the privileges of the Association except the right to vote and hold office. A Class AA member who has been selected to receive an Honorary Membership shall have all rights and privileges of the Association except that of holding office.

(2)   Complimentary –The same as Honorary, except it is limited to one year, at which time, at the discretion of the Board of Directors of this Association, a vote will be taken to extend or cancel the membership. The Complimentary member shall have all the privileges of the Association except the right to vote and hold office. Superintendents who have lost their job qualify for this based on the Board of Directors recommendation.

(3)   Student - any person enrolled in Turfgrass Management, Agronomy, Horticulture or other related full-time college program. The Student member shall have all the privileges of the Association except the right to vote and hold office. Their membership must be designated and approved annually, by the Board of Directors.

(4)   Inactive-any member who has belonged to the Association for fifteen (15) years prior to retirement. The Inactive member shall have all the privileges of the Association except the right to vote and hold office. Their membership must be designated and approved annually**,** by the Board of Directors. Assistant superintendents do not qualify for membership in this classification.

**Section I - Class E (Retired)**

Any Class A, B, C, D or F member reaching age fifty-five (55) who is retired and no longer seeking employment within the scope of activities of any membership class of this Association, may apply for a Class E membership. A retired member shall have all the privileges of the Association afforded the member in his previous classification with the exception of voting and holding office. A retired member qualifying for a Class AA membership shall have all the rights and privileges of the Association except that of holding office.

**Section J - Class F (Affiliate)**

To qualify for Class F membership an applicant must be a person interested in the growing, management or production of turfgrass or an individual employed by a business firm or government agency interested in golf course management or the production of fine turfgrass, who does not qualify for membership in another class and who shall have sufficient interest to attend meetings and work for the benefit of the Association. A Class F member shall have all the privileges of the Association except the right to vote and hold office.

**Section K - Class G (Non-Resident Associate Member)**

Non-Resident Associate membership shall include all privileges of full membership with the exception of the right to vote and hold office.

**Section L - Class EM (Equipment Manager Member)**

To qualify for a Class EM membership an applicant, at the time of application, must be actively employed as an equipment manager at a golf facility or business that directly services the turfgrass market. Class EM members shall have all the privileges of the Association except that of holding office. A Class EM member whose place of employment is outside a one-hundred (100) mile radius of Columbia, Maryland may elect to declare Non-Resident status at one-half the annual dues rate. Those members declaring Class EM Non-Resident status shall have all of the rights and privileges of the Association except that of holding office. A Class EM member shall be eligible to run for the Equipment Manager position of the Board.

**Article VI**

**Section A - Nominating Committee**

The immediate Past President shall be the only member of the Board of Directors on the Nominating Committee.  The committee shall nominate one or more Class A or B members as candidates to fill necessary vacancies as defined in Article II.

**Section B - Floor Nominations**

Nominations may be made from the floor by any voting member, in good standing, at the Annual Meeting.

**Section C - Elections**

The election of members as Officers and Directors shall be held at the Annual Meeting of the Association. Candidates for Director shall be permitted to give a nominating speech on their behalf.  In addition to the slate of candidates recommended by the Nominating Committee, nominations will be open from the floor. When nominations have been closed, the election will proceed by ballot for all elections of officers and directors, however, if there is but one candidate for any office, that election may be held by voice vote. The ballots will be counted by two tellers appointed for that purpose by the Chair of the Nominating Committee, neither of whom shall be a member of the Board of Directors. The Chair of the Nominating Committee shall relay the results of the Annual Election to the voting members present.

**Article VII**

**Section A - Annual Meeting**

The Annual Meeting of the Association shall be held before December 15th, at a place and on a date to be determined by the Board of Directors for the election of Officers and Directors and for the transaction of other business which properly may be brought before the Association for action. Notice of this Annual Meeting shall be published at least thirty (30) days prior to the date of the meeting.

**Section B - Order of Business of the Annual Meeting**

The order of business at the Annual Meeting of the Association shall be as follows:

Call to order, golf awards, and business meeting to include the reading and disposition of any unapproved minutes, unfinished business, Officers’ reports, Directors’ reports, new business, Golf Course Superintendents Association of America business, election of Officers and Directors and adjournment.

**Section C - Regular Association Meetings**

Regular meetings of the Association shall be held at a place to be designated by the Vice President on such dates designated by the Board of Directors.

**Section D - Order of Business at Regular Association Meetings**

The order of business at the regular association meetings shall be as follows:

Call to order, introduction of any new members or guests, education program, unfinished business, Golf Course Superintendents Association of America business, new business, golf awards and adjournment, unless changed by the President.

**Section E - Special Association Meetings**

Special meetings of the Association shall be called by the President, acting on behalf of the Board of Directors or upon the written application of fifteen (15) members, not in arrears, and filed with the Secretary. A special meeting shall be held at a time and place to be determined by the Board of Directors. A notice giving the time and place of the meeting stating the nature of the business to be transacted, shall be emailed by the Chapter Executive or the Secretary to each member of the Association at least seven (7) days prior to the meeting. No other business, other than that stated, may be conducted at a special meeting.

**Section F - Quorum of Association Meetings**

A quorum at any Association meeting shall consist of ten (10) voting members, represented in person, but less than that number may adjourn the meeting to a fixed date without further notice thereof.

**Section G - Regular Board of Directors Meetings**

Regular meetings of the Board of Directors shall be held at a place to be designated by the President, and on such dates and times as shall be designated.

**Section H - Special Directors Meetings**

Special meetings of the Board of Directors shall be held at the call of the President acting on his own initiative, or upon written application of six (6) members of the Board of Directors.

**Section I - Order of Business at Directors Meetings**

The order of business at regular Board of Directors meetings shall be as follows: Call to order, requests for amendments and additions to the agenda, approval of the previous meeting minutes, Officers’ reports, Chapter Executive’s report, committee reports, discussion items, action items to include the approval of the Treasurer’s report and any new members to the Association and adjournment.

**Section J - Quorum of Directors Meetings**

A quorum at any meeting of the Board of Directors shall consist of five (5) member Directors, except in expulsion proceedings when the quorum shall be six (6) Directors.

**Section K - Parliamentary Rules**

In the conduct of all meetings, either Association or Board of Directors, Roberts “Rules of Order” shall govern.

**Article VIII**

**Section A - Annual Dues**

The annual dues for each class of membership for the following year shall be the sum fixed by the Board of Directors prior to the Annual Meeting.

**Section B – Special Assessments**

Special assessments may be levied against dues paying members in an amount not to exceed the annual dues fixed for that current fiscal year; they shall not be levied more than once during any fiscal year. This action may be taken by the unanimous approval of the Board of Directors, or by the majority of members present at any Annual Meeting or any special meeting of the Association called for that purpose.

**Section C - Prorated Dues**

Members joining the Association after June 30thshall pay one-half the annual dues rate for the balance of the fiscal year.

**Section D - Period of Dues Payment**

All Association dues shall be payable from January 1stthrough March 31st. The Chapter Executive or the Treasurer shall send a statement to every member indebted to the Association.

**Section E - Benevolence and Education Fund**

To support the purpose of the Association as stated in Article I, Section C a percentage of the annual dues will be allocated to the Benevolence Fund (5%) and the Education Fund (15%).  A percentage of the annual dues will be allocated to the education fund.  The education fund will be capped at $10,000 and the percentage of dues will be added each year as needed (up to 15%).  A percentage of the dues may also be allocated to the Benevolence Fund (up to 5%).  At no time will the balance of the Benevolence Fund exceed $10,000.

**Article IX**

**Section A - Delinquency**

Any member with dues or assessments that shall remain in arrears more than sixty (60) days after April 1st, or any special assessment as provided in Article VIII, Section B, that remains in arrears for more than sixty (60) days, shall be suspended from the Association without necessity of notice. Upon the expiration of sixty (60) days, delinquent members shall be divested of all rights, privileges, and immunities of the Association.

**Section B - Extension**

The Board of Directors may, at their discretion and for good cause shown and assigned in writing, temporarily excuse or extend the time of payment of annual dues or assessments for any member who due to ill health, advanced age or other good cause shall be unable to make payment within the time fixed. Such members shall retain their present class of membership. The Board of Directors shall review such cases annually, and act on the same for the coming year.

**Section C - Resignations**

A.     Any member wishing to withdraw from the Association should notify, in writing, the Chapter Executive, or the Secretary-Treasurer.

B.      No resignation of any member indebted to the Association shall be accepted until the member has paid any Association obligations, in full.

**Section D - Reinstatement**

A.     Any member who has resigned, or been expelled for non-payment of dues or assessments, may apply for reinstatement by submitting a new application for membership as outlined in Article IV, Section A.

B.      Any member who has been expelled, for cause, other than non-payment of dues may after not less than one year from the date of expulsion, apply for reinstatement of membership by submitting a new application for membership as outlined in Article IV, Section A.

**Article X**

**Section A - Formulation**

All association rules governing members, guests, Officers, Directors, committees and employees shall be formulated by the Board of Directors in cooperation with the various standing committees.

**Section B - Publications**

A copy of all the Rules shall be mailed to all members of the Association and the Chapter Executive, or the Secretary shall distribute a copy of these By-laws and any and all future amendments thereto, to all members of the Association.

**Section C - Conduct of Members**

The following conduct is prohibited for members of the Mid-Atlantic Association of Golf Course Superintendents:

A.     Violations of the Association’s Rules, By-laws or Code of Ethics.

B.      Use of the Association’s affiliation for the purpose of promoting schemes, ideas, or objectives that are detrimental to the Association or its members.

C.      Conduct unbecoming a member or inimical to the Association. Conduct that is prohibited shall be cause for disciplinary action, or expulsion from the Association, under the procedure set forth in Article II, Section D, paragraph B-2

**Section D - Complaint**

Any complaint made by a member regarding the conduct of another member or guest, or the conduct or the performance of any Officer, Director, Committee Member, or any employee of the Association, or regarding any phase of the operation of any Association facility, shall be submitted, in writing, by the member lodging the complaint, to the Secretary who shall bring it before the Board of Directors for final decision and disposition.

**Section E - Appeal**

Any member shall have the right to appeal to the Board of Directors the decision(s) of any committee with respect to its interpretation and enforcement of any Rule or By-law. The Board of Directors’ decision in all matters shall be final.

**Article XI**

**Section A - By-law Amendments**

These By-laws may be amended by a two-thirds vote of the voting members represented in person at any meeting of the Association provided that the proposed amendment or amendments shall be posted at least fifteen (15) days prior to the meeting at which the amendment or amendments are to be considered, and providing that a copy of each proposed amendment has been emailed to each member. However, these restrictions shall not apply to the amending of a proposed amendment when being acted upon by the Association at its meetings.

**Article XII**

**Section A - Indemnification**

The Association shall indemnify any and all persons who may serve or have served at any time as Officers or Directors, and their respective heirs, paid administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, are made a party or parties, or which may be asserted against them or any of them, by reason of being, or having been, an Officer or Director of this Association, except in relation to matters as to which any such Officer or Director , or former Officer or Director, shall be adjudged in any action, suit or proceeding to be liable for those acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled including such immunities under any law, By-law agreement, or otherwise.

**Article XIII**

**Section A - Dissolution**

In the event of the dissolution of the Association, after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with the Internal Revenue Code concerning its exempt status or in accordance with State Law. The decision of distribution shall be made by the Board of Directors.