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BY-LAWS
of
THE KALISPELL GOLF ASSOCIATION
Proposed By-Law Amendments
April 24, 2019

ARTICLE III Directors:

Sec. 6:

Current:

In each year following the Annual Meeting of the Corporation, the Executive Committee shall review all existing contracts with the General Manager and Course Superintendent of the Corporation, and retire and/or replace as deemed necessary. The Executive Committee shall also negotiate any new contracts or employment agreements with the General Manager and Golf Superintendent. This procedure shall be completed by December 31st of that year.

Proposed: Eliminate entire section 6 and address in section 7

Sec. 7:

Current:

The Directors shall elect, appoint or remove the General Manager and Course Superintendent of the corporation, as well as prescribe their duties.

Proposed:

The Board of Directors shall negotiate any new contracts or employment agreements with the General Manager and Golf Course Superintendent.

Reasoning:

The By-Laws Committee recommends the entire Board of Directors should be responsible for negotiating contracts of employment agreements with the General Manger and Course Superintendent of the Corporation and not just the Executive Committee.

Note: Sections numbered 9, 10, 11 are re-numbered 8, 9, 10 as a result of eliminating sec. 6

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Proposed Changes to By-Laws continued

ARTICLE V MEETINGS

Current:

Sec. 1: Annual Meeting

A. The Annual Meeting of the members of this corporation shall be held in April of each year, at such time and place as may be directed by the Board of Directors, for the purpose of election of Directors and for transacting such other business as may be placed on the agenda prior to the meeting. Notice of such Annual Meeting shall be mailed to each member not less than ten (10) days prior to such date. Any item to be placed, by members of the Corporation, on the agenda of the Annual Meeting shall be submitted to the proper Committee of the Board by February 15 of that year.

Proposed:

Sec. 1: Annual Meeting

The Annual Meeting of the members of this corporation shall be held in April of each year, at such time and place as may be directed by the Board of Directors, for the purpose of election of Directors and for transacting such other business as may be placed on the agenda prior to the meeting. Notice of such Annual Meeting shall be mailed **or e-mailed** to each member not less than ten (10) days prior to such dated. Any item to be placed, by members of the Corporation, on the agenda of the Annual Meeting shall be submitted to the proper Committee of the Board by February 15 of that year.

Reasoning:

The By-Laws Committee suggested the addition of **“or e-mailed”** since many members prefer receiving notifications via “e-mail”.

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Proposed Changes to By-Laws continued

ARTICLE V: Meetings

Current:

Sec. 2:

Special Meetings

Special meetings of the members of the Corporation may be held at such time and place as may be directed by the Board of Directors provided notice of such special meeting shall have been mailed to each member not less than seven (7) days prior to such meeting. Special meetings may be called upon an affirmative action of a majority of the Board of Directors or upon the written request to the Board by not less than seventy-five (75) members of the Corporation.

Proposed:

Special Meetings

Special meetings of the members of the Corporation may be held at such time and place as may be directed by the Board of Directors provided notice of such special meeting shall have been mailed **or e-mailed** to each member not less than seven (7) days prior to such meeting. Special meetings may be called upon an affirmative action of a majority of the Board of Directors or upon the written request to the Board by not less than seventy-five (75) member of the Corporation.

Reasoning:

The By-Laws Committee suggested the addition of **“or e-mailed”** since many members prefer receiving notifications via “e-mail”.

Current:

Sec. 3: **Quorum**

At either the Annual Meeting or a special meeting, twenty-five (25) members shall constitute a quorum for the transaction of business.

Once a quorum is established, all business transacted will be binding regardless of the number of members.

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Proposed:

Sec. 3: Quorum

At either the Annual Meeting or a Special Meeting, twenty-five (25) members **present** shall constitute a quorum is established, all business transacted will be binding regardless of the number of members.

Once a quorum is established, all business transacted will be binding regardless of the number of members.

Reasoning:

The By-Laws Committee suggested the addition of “**present**” to ensure the validity of a quorum without the possibility of absentee ballots affecting the outcome of any meeting.

Current:

Sec. 4: Voting

Members may vote in person or by absentee ballot. Members in good standing who are unable to attend the meeting may obtain an absentee ballot from the KGA business office up to 10 days prior to the vote in accordance with the following provisions:

1. Request for absentee ballots must be made in writing or in person at the KGA business office.
2. Completed absentee ballots must be signed, dated, and submitted to the Secretary/Treasurer prior to the start of the meeting.
3. Ballots submitted after the meeting is called to order will not be counted. Secretary/Treasurer will maintain a complete record of all absentee ballots issued, returned by absentee voters, and those not submitted by the specified deadline.
4. The absentee ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.
5. The absentee ballot is valid for only one specified election or meeting of the members and expires automatically after the completion of the election or meeting.
6. The absentee ballot does not authorize another person to cast votes on behalf of the member.

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Proposed:

Sec. 4: Voting

Members may vote in person or by absentee ballot. Members in good standing who are unable to attend the meeting may obtain an absentee ballot from the KGA business office up to 10 days prior to the vote in accordance with the following provisions:

1. Request for absentee ballots must be made in writing or in person at the KGA business office.
2. Completed absentee ballots must be signed, dated, and **submitted to the KGA business office 24 hours prior to the start of the meeting.**
3. Ballots submitted after the meeting is called to order will not be counted. **The KGA office** will maintain a complete record of all absentee ballots issued, returned by absentee voters, and those not submitted by the specified deadline.
4. The absentee ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.
5. The absentee ballot is valid for only one specified election or meeting of the members and expires automatically after the completion of the election or meeting.
6. The absentee ballot does not authorize another person to cast votes on behalf of the member.

Reasoning:

The By-Laws Committee suggests the **deletion of "Secretary/Treasurer" in numbers 2 and 3** for consistency since all ballots are sent or given to the KGA business office and not directly to the Secretary or Treasurer.

"24 hours prior to the start of the meeting" was added to allow sufficient time for the KGA office to account for all ballots.

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ARTICLE VI COMMITTEES

Current:

Sec. 1: The President, with the approval of the Board of Directors, shall appoint members of the Corporation to such committees as may be deemed advisable by the Board.

Sec. 2: Standing Committees The following shall be the Standing Committees of the Board:

- A. House Committee - Operation and maintenance of the clubhouse and its immediate adjuncts and environs. Planning and carrying out the social program of the Corporation. Reporting Club activities to the local new media.
- B. Greens Committee - Operation and maintenance of the Golf Course and grounds.
- C. Rules and Tournament - Responsible for enforcing the rules of golf promulgated by the U.S.G.A., and such local rules as may be adopted. Planning and staging of The Annual Labor Day Tournament.
- D. Memorial Committee - Development and Administration of Memorials to honor deceased members of the Kalispell Golf Association.
- E. Finance & Audit Committee - Shall be responsible for the formulation of the club's financial policies and procedures all of which are subject to the review and approval of the Board. The Committee shall present for Board approval the annual operating and capital budgets. They shall oversee the implementation of the annual audit.
- F. Long Range Development Committee - Recommend and investigate growth options of the Association. Monitor National and Regional trends of Golf Courses and Golf Club Operations.
- G. Bylaws Committee - Review and update Association Bylaws and Articles of Incorporation, and assure that Board Orientation is provided to the Board of Directors on a yearly basis.
- H. Grievance Committee - Responsible for customer grievances, problem resolution, enforcement of rules and regulations; and determines proper sanctions for course violations.

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Proposed:

Sec. 2:

- A. House Committee - Operation and maintenance of the clubhouse and its immediate adjuncts and environs. Planning and carrying out the social program of the Corporation.
- B. Greens Committee – No changes.
- C. Rules and Tournament - Responsible for enforcing the rules of golf promulgated by the U.S.G.A., and such local rules as may be adopted. Planning and staging of tournaments.
- D. Memorial Committee – No changes.
- E. Finance & Audit Committee - Shall be responsible for the formulation of the club's financial policies and procedures all of which are subject to the review and approval of the Board. The Committee shall present for Board approval the annual operating and capital budgets. They shall assure the implementation of the annual audit.
- F. Long Range Development Committee – No changes.
- G. By-Laws Committee - Review and update Association By-Laws and Articles of Incorporation as needed.
- I. Grievance Committee – No changes.

Reasoning for Changes:

- A. House Committee – The By-Laws Committee determined the General Manager is responsible for contact with the local news media. It is therefore suggested, the verbiage “Reporting Club activities to the local news media.” be deleted.
- C. Rules and Tournament – The By-Laws Committee suggests this change since the R&T Committee is responsible for all tournaments and not just the Labor Day Tournament.

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- E. Finance & Audit Committee – The By-Laws Committee suggests the word “oversee” be changed to “assure” since the General Manager is the main contact with the CPA firm performing the audit. The Finance and Audit Committee “assures” that the CPA firm is engaged to complete the audit by the approval of an engagement letter.

- G. By-Laws Committee – The By-Laws Committee suggests the verbiage “and assure that Board Orientation is provided to the Board of Directors on a yearly basis” be changed to “as needed”. Each Board member upon election is required to read and sign documents as to Conflicts of Interest, Commitment to Serve and is given a “Job Description”. The By-Laws Committee feels this is sufficient and does not need to be done on a yearly basis.