



PGA

North Florida Section

**Constitution
and
Bylaws**

CONSTITUTION

ARTICLE I - NAME, AREA, AND PURPOSE

Section 1. NAME

By authority of the Professional Golfers' Association of America, hereinafter referred to as the Association, incorporated in the State of Florida, this Section shall be known as The North Florida Section of the Professional Golfers' Association of America, hereinafter referred to as the Section. It is composed of the North Florida Section PGA, a not-for-profit corporation organized under the laws of the State of Florida with any additional corporations, trust funds or committees which may be established under this Constitution.

The Section shall be governed in all particulars by the Constitution, By-Laws, and Regulations of the Association, as supplemented by the Section Constitution. However, the provisions of this Section Constitution shall not be inconsistent with or at variance with the Constitution, By-Laws and Regulations of the Association nor with any of its policies and in the event any provision herein is in such conflict, the Association's policy shall take precedence.

Section 2. AREA

Under the Charter, the territory under the jurisdiction of the Section shall be the southern county line of Sarasota and Desoto Counties, shall follow the eastern county line of Desoto and Hardee Counties north to the intersection of Polk County, then proceed east along the southern county lines of Polk, Osceola, and Brevard Counties; east of the Apalachicola River and south of the Georgia-Florida State line. All area inside this geographic outline shall form the Section, except for an area in southern Sarasota County, which the Association has assigned to the South Florida Section. The boundaries of the Section may be modified by the Board of Directors of the PGA of America as necessary.

The Association has assigned the Section to PGA District 13, comprising the Georgia, North Florida and South Florida Sections.

Section 3. PURPOSE

The mission of the Section is to promote the enjoyment and involvement in the game of golf and to contribute to its growth by providing services to golf professionals and the golf industry.

The Section will accomplish this mission by enhancing the skills of its professionals and the opportunities for amateurs, employers, manufacturers, employees, and the general public.

In so doing, the Section will elevate the standards of the professional golfer's vocation, enhance the economic well-being of the individual member, stimulate interest in the game of golf, and promote the overall vitality of the game.

ARTICLE II - MEMBERSHIP

Membership requirements and classifications shall be those established by the Association as set forth in the Association's Constitution and the procedure for processing membership applications, giving membership examinations, conducting interviews, etc. shall be in accordance with regulations established by the Association.

ARTICLE III - ORGANIZATION

Section 1. CHAPTERS

For more convenient management, improved communications and to provide an opportunity for a greater number of Section members to become active in the organization, establishment of the following Chapters of the Section is authorized: Northern, East Central, West Central and Southwestern. Chapter affiliation is determined by the following: 1. Current Employment; 2. Most recent employment in the section; 3. Residence.

a) Territory

Northern: All area east of the Apalachicola River, south of the Georgia-Florida State line and north of the northern boundaries of Citrus, Marion and Volusia Counties except that portion of Flagler County known as Palm Coast, which the Executive Board has assigned to the East Central Chapter.

East Central: All of Volusia, Brevard, Osceola, Orange, Seminole, Lake, Sumter and Marion Counties.

West Central: All of Citrus, Hernando, Pasco, Pinellas, Hillsborough and Polk Counties except that portion of Polk County (all facilities east of US Highway 27) which the Executive Board has assigned to the East Central Chapter.

Southwestern: All of Manatee, DeSoto, Hardee and Sarasota Counties except that portion of southeast Sarasota County that the Association has assigned to the South Florida Section.

Note: Exemptions to these guidelines must be approved by the Executive Board of the Section. All requests for exemptions and the decision of the Board will be kept on file in the section office.

b) Constitution and By-Laws

Each Chapter may adopt a Constitution and By-Laws which shall not be inconsistent with the Constitution and By-Laws of the Association or Section, nor with any rules, regulations or policies of either.

c) Jurisdiction

The jurisdiction of the Chapters shall extend only to the discussion of and action taken concerning matters which pertain solely to their geographic area or the members located within those boundaries. The Chapters shall exercise only those powers authorized herein or by the Executive Board and their actions shall be subject to review by and approval of the Board.

The Executive Board of the Section shall have the complete authority to withdraw the authorization of any Chapter.

Additional Chapters may be organized with the consent of the Section Executive Board. Any additional Chapter must have, as a prerequisite to its formation, a petition signed by at least ten (10) members of the Section employed at approved golf facilities within its proposed boundaries. Each Chapter shall manage its own business and financial affairs, and direct its own tournament schedule at its own expense and subject to the approval of the Section Executive Board.

d) Chapter Officers

In the even years, the Northern and West Central Chapters shall elect their officers. The slate will include a President who shall direct the affairs of the Chapter and serve as a member of the Section Executive Board; a Vice President and a Secretary. In the odd years, the East Central and Southwestern Chapters shall also elect a President, Vice President and Secretary who shall also fulfill their duties as directed by the Section Executive Board.

Each Chapter shall hold their election of officers and annual meeting at least sixty (60) days prior to the Fall meeting of the Section. Resolutions, motions, and all other business to be presented at the Section Fall meeting shall be drawn up at this time. The Chapter President shall submit a written report of his Chapter's activities to the Section office sixty (60) days prior to the Fall meeting of the Section.

The Chapter Presidents should attend the Association's annual meeting as observers, if the Chapter will pay all or part of their expenses.

Should any Chapter officer resign his position or otherwise be unable to complete his elected term, a special meeting of the Chapter members shall be called to elect a replacement. All voting members must be notified of said meeting by mail, and those present shall constitute a quorum.

Section 2. OFFICERS

Elected Officers

The Officers shall be the President, Vice-President and Secretary who shall serve a term and have powers and duties specified in the By-Laws.

Chief Executive Officer

The Chief Executive Officer will be the Executive Director who shall be selected by the Executive Board of the Section and whose duties and responsibilities are specified in the By-Laws.

Officers Committee

Between meetings of the Executive Board, the President, Vice President, Secretary and the Honorary President shall constitute an Officer's Committee, which shall be authorized to act for the Section in accordance with the By-Laws, Regulations and Policies adopted by the Executive Board. The Honorary President is defined as the immediate Past President of the Section.

Section 3. EXECUTIVE BOARD

Composition

The Executive Board shall be composed of the three Officers, the Honorary President, and such other Directors as set forth in the By-Laws.

Authority, Responsibility and Procedures

The Executive Board shall conduct its business and shall be responsible for the management of the Section in accordance with the Articles of Incorporation, Constitution, By-Laws, and Regulations. Between Annual Meetings, the Executive Board shall have full authority in all matters, including the power to interpret the Constitution and By-Laws and to give direction in cases not provided for therein. In matters involving emergencies, for the good of the Section, the Executive Board shall have complete and final authority.

Policies and Procedures

The Board shall conduct its business in accordance with the Bylaws.

Section 4. AMENDMENTS

The Constitution of the Section may be amended by a two-thirds (2/3) vote of the voting members in attendance at the business meetings of the Section, providing that such amendment was made in writing to the Secretary at least thirty (30) days prior to such meeting. The chapters or the Executive Board may propose amendments to the Constitution by Resolution submitted to the Officer's Committee in accordance with the Bylaws. The Officer's Committee will then submit the proposed amendments to the membership in accordance with the Bylaws.

All amendments to the Constitution become effective when adopted or at the time specified in the amendment.

Section 5. INDEMNIFICATION

The Section shall indemnify every person who was or is a party or was or is threatened to be made a 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 Section, or was or is serving at the request of the Section as a Director, Officer, employee, agent or trustee of another Section, partnership, joint venture, trust, employee benefit plan, other enterprise, against expenses (including counsel fees and costs), judgements, 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, at the discretion of the Executive Board, include advances of his expenses in advance of final disposition of such action, suit or proceeding, subject to the provisions of any applicable statute.

Section 6. INTERPRETATION

All disputes or issues regarding the interpretation of this Constitution, By-Laws and Regulations shall be interpreted and resolved by the Executive Board whose decision shall be final.

Section 7. DISSOLUTION

The Section shall use its funds only to accomplish the objectives and purpose specified in the Constitution and no part of said funds shall inure or be distributed to the members of the Section. On the dissolution of the Section, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic association selected by the Executive Board.

Section 8. PARLIAMENTARY PROCEDURE

All meetings of the Section should be conducted in conformity with *Robert's Rules of Order*. When deemed necessary, the President shall have the authority to appoint a Parliamentarian who shall be charged with the responsibility of insuring proper procedures are followed.

ARTICLE IV - MEETINGS

Section 1. MEETINGS

The President, with the consent of the Executive Board, shall set the date of the general or special membership meetings of the Section. Ninety (90) days prior to the Fall Meeting, the President will instruct all other Officers and Committee Chairmen to submit their reports to the Section office to be assembled and mailed to the membership. These reports must be in the hands of the membership no later than seven (7) days prior to said meeting. At all Section meetings, a majority of eligible voting members present shall represent a quorum.

Section 2. DELEGATES TO THE ASSOCIATION'S ANNUAL MEETING

The Section President and Vice President shall serve as delegates to the Annual Meeting of the PGA of America at the expense of the appropriate governing body. The Secretary of the Section and the Honorary President, shall serve as alternate delegates with expenses paid by the Section. The Section Executive Director shall also attend this meeting, and any meeting called by the National Executive Directors organization at the expense of the appropriate governing body.

SECTION BYLAWS

ARTICLE I - CODE OF ETHICS

Section 1. POLICY

The name "Professional Golfer" must be a synonym and pledge of honor, service and fair dealing. His professional integrity, fidelity to the game of golf, and a sense of his great responsibility to employer and employees, manufacturers and clients, and to his brother Professionals transcend thought of material gain in the motives of the true Professional Golfer.

In the fulfillment of the purpose to which it is dedicated, the Section enjoins upon its membership rigid observance of this Code of Ethics as defined in Article II of the PGA of America By-Laws.

ARTICLE II - OBLIGATIONS

Section 1. DUES

The Association will collect all Section and Chapter dues along with the National dues, and will remit said dues to the Section Vice President.

SECTION DUES AND FEES SCHEDULE

Master Professional	\$300
Class A	\$300
Class A-3	\$130
Class F	\$300
Inactive	\$187
Life Member – Active	\$160
Life Member – Retired	\$25
Apprentice	\$207
Apprentice Head Professional	\$274

ARTICLE III - OFFICERS

Section 1. Election of Officers

- (a) The Officers shall be elected at the Fall Membership Meeting held during the odd years, by a majority of those voting.
- (b) The term of office shall be two (2) years.
- (c) The Officers shall not be eligible to be elected to the same office for more than one (1) two (2) year term.
- (d) Candidates for the Officers may be proposed by the Nominating Committee to the Section Secretary at least sixty (60) days in advance of the Fall Membership Meeting.
- (e) The Section Secretary shall forward the names of all candidates to the General Membership at least thirty (30) days prior to the Fall Membership Meeting.
- (f) If there are fewer than two (2) nominees for any office at the time of the election, oral nominations for such office may be made from the floor of the Fall Membership Meeting.

Section 2. THE PRESIDENT

The President shall serve as Chairman of the Executive Board and shall have the following duties and powers:

- a) To preside at all Executive Board and General Membership meetings.
- b) To authorize the Executive Director to sign all contracts and all other obligations of the Section.
- c) He shall appoint all Committees judged necessary to the smooth operation of the Section, and shall select a Chairman for each.
- d) He may name an Advisory Board for the Section. This Board should not exceed seven (7) members, and appointees are subject to Executive Board approval.
- e) To serve as the chief spokesman for the Section on all issues. He shall keep the other Officers, Executive Board members and Executive Director advised of such statements.
- f) To represent the Section among PGA members and apprentices, the golfing public and other organizations.
- g) Such other powers and duties as may be prescribed by law, the Executive Board or the Constitution, By-Laws or Regulations of the Section.

In the event of the absence or temporary disability of the President, the Vice President shall perform the duties of the President. If the President for any reason cannot complete his term of office, he shall be succeeded by the Vice President.

Section 3. THE VICE PRESIDENT

The Vice President is primarily responsible for the financial affairs of the Section. He shall have the following powers and duties:

- a) To keep, or cause to be kept, the accounts of the Section and shall collect or direct the collection of all monies due the Section, dealing with the same under the direction of the Executive Board.
- b) To report in writing concerning the condition of the Section finances as required. The accounts of the Vice President may be audited annually. He shall furnish bond in such amount and form as stipulated by the Executive Board; the expense of such bonding shall be borne by the Section.
- c) To sign all checks and withdraw the funds of the Section, but he may delegate this authority to the Executive Director, or other alternates.
- d) Such other powers and duties as may be prescribed by law, the Executive Board or the Constitution, By-Laws or Regulations of the Section.

In the event of his absence or disability, the Secretary shall perform the duties of the Vice President. If the Vice President resigns, or becomes totally incapacitated, he shall be succeeded by the Secretary, who shall function as the Secretary-Vice President for the remainder of the term of office.

Section 4. THE SECRETARY

The Secretary is primarily responsible for the membership matters of the Section. He shall have the following powers and duties:

- a) To cause the minutes of all the meetings held by the Section and the Executive Board to be kept. He shall issue the call for such meetings as provided for in this Constitution, or at the discretion of the President.
- b) To keep a roll of the Members and Apprentice members.
- c) To take charge of all correspondence, records, and other papers belonging to the Section. On receiving notice from the Association of those members having but thirty (30) days remaining to remit dues payments to avoid suspension, he shall endeavor by personal contact or the use of registered or certified mail, to insure that all delinquent members pay all dues and assessments necessary to retain their membership in the Association.
- d) Such other powers and duties as may be prescribed by law, the Executive Board or the Constitution, By-Laws or Regulations of the Section.

In the event of his absence or disability, the Vice President shall perform the duties of the Secretary. If the Secretary resigns or becomes totally incapacitated, he shall be succeeded by the Vice President who becomes the Secretary-Vice President for the remainder of the term of office.

If any Officer of the Section has to assume the position and duties of any other Officer for the balance of that Officer's term, Article III, Section 3 does not apply and that Officer may run for reelection to said position.

ARTICLE IV - EXECUTIVE BOARD

Section 1. COMPOSITION

The Executive Board of the Section shall be composed of the President, Vice President, Secretary, Honorary President, four Chapter Presidents, four Chapter Vice Presidents), and the Tournament Chairman. The Executive Director shall hold a seat on the Executive Board in an advisory capacity. The Chapter Presidents holding office at the time of the Section Fall Meeting shall be seated on the Board at its first meeting following the Section Fall Meeting and serve until the completion of their elected term.

Section 2. MEETINGS

The Executive Board shall meet at the time of the General Membership meetings and at such other times as determined by the Executive Board. The President may call a special meeting at any time. If any member of the Board requests a special meeting and a majority of the other members concur, the Secretary shall issue such a call. Between meetings, the Secretary shall conduct a mail or telephone ballot of the members of the Board at the request of the President. Any member who fails to reply within seven (7) days to the mail ballot, and any member who cannot be contacted by telephone shall be considered to have voted in the affirmative. At all meetings of the Executive Board, a majority of the members present shall constitute a quorum.

Section 3. RESPONSIBILITY

The Executive Board shall manage all Section business and shall have full authority to act in all matters. The Board shall also have the power, by two-thirds (2/3) majority vote, to amend the Constitution and By-Laws subject to conformity with the Association's Constitution and By-Laws, and subject to the approval of the general membership at their next regularly scheduled meeting, or any special meeting that might be called. The Executive Board shall select an Executive Director who shall be the Chief Executive Officer and Administrator of the Section, and he shall report directly to the Board.

Section 4. DISTRICT DIRECTOR

The Executive Board shall select the individual who will serve as the District 13 Director from candidates who have expressed an interest in the position and have been interviewed by the Board. This selection shall come at the time dictated by the Association. The District 13 Director shall hold a seat on the Executive Board as an advisor in PGA of America matters.

ARTICLE V - TOURNAMENT PROGRAM

Section 1. TOURNAMENT PROGRAM

The Section shall sponsor a tournament program as planned and scheduled by the Tournament Committee, Tournament Director and members of the section staff, and approved by the Executive Board. The schedule for such events shall be distributed to the general membership of the Section by January 1 of each year.

All tournament procedures and formats for Section sanctioned events shall be outlined in a Tournament Rules and Regulations manual which must be approved by the Executive Board. Any additions or deletions to said manual must also be approved by the Board.

Section 2. TOURNAMENT COMMITTEE

The Tournament Committee shall be composed of the Tournament Chairman, the four Chapter Tournament Chairmen or their designated representatives and the Chairmen of other Section Committees who deal with tournament activities. The Tournament Director, the Executive Director and other select members of the section staff shall hold seats on the Committee in an advisory capacity. The Tournament Committee is responsible for matters involving Section tournaments subject to the approval of the Executive Board. The Committee must submit a calendar of all Section tournament dates and sites no later than November 1 of each year.

Section 3. THE TOURNAMENT CHAIRMAN

The Tournament Chairman shall be elected to the Executive Board as a voting member by the general membership, and is responsible for the supervision and coordination of the tournament activities of the Section.

In the event the Tournament Chairman cannot complete his term, the Section President shall appoint an interim Tournament Chairman for the balance of the term of office.

There is a two consecutive term limit for this position as adopted by the Board in 2015. A past Tournament Chair may rerun following this rule.

ARTICLE VI - EXECUTIVE DIRECTOR

Section 1. DUTIES AND RESPONSIBILITIES

- a) The Executive Director shall be the Chief Executive Officer and Administrator of the Section.
- b) The Executive Director, acting pursuant to policies, rules and directives prescribed by the Executive Board, shall be responsible to the Officers for the day-to-day operation of the Section.
- c) The Executive Director may represent the Section on behalf of the Officers before other organizations and the general public.
- d) The Executive Director may speak for the Section. He shall keep the Officers and the Executive Board advised of such statements.
- e) The Executive Director shall have other duties and responsibilities as assigned by the Executive Board.

Section 2. SELECTION OF THE EXECUTIVE DIRECTOR

The Executive Board shall select the Executive Director of the Section.

ARTICLE VII -AMENDMENTS

The By-Laws and Regulations of the Section may be amended by a two-thirds (2/3) vote of the voting members in attendance at the business meetings of the Section, providing such amendment was made in writing to the Secretary at least sixty (60) days prior to said meeting. The Executive Board may amend the Bylaws between Membership Meetings by a 2/3 majority of those voting. The Proposed amendments shall be mailed to the chapters for ratification. The proposed amendments shall be adopted if a 2/3 majority of those returning votes are in favor.

ARTICLE VIII - SPECIAL AWARDS

Section 1. OFFICERS

All Officers of the Section who complete one full term of office shall receive a commemorative plaque for their service to the Section or other gift as approved by Officers Committee.

Section 2.

Awards Committee will determine Annual Special Awards in accordance with Executive Board Approved Awards Programming, mirroring National Awards in addition to Section Level Awards.

MEMBERSHIP MEETING REGULATIONS

Order of Business: the Order of Business of the General Membership Meetings of the Section shall follow the format as stated in the Appendix of the Bylaws and Regulations of the Association. The Section President may amend that format as necessary.

Oath of Office:

The Oath of Office, to be administered to all elected Officers of the Section by a Past President of the Section, shall be as follows:

“I, (name), as an elected Officer of the North Florida Section, Professional Golfers’ Association of America, do hereby affirm that I will at all times adhere to and uphold the Constitution, Bylaws, Rules and Regulations of the Association and the Section, and that I shall otherwise conduct activities in a manner that will be in keeping with my position as an Officer of the Section, and which will reflect credit upon the Association, the Section and their Members”.