

AMENDED AND RESTATED
BYLAWS
OF
THE SOUTHWESTERN REGIONAL GOLF ASSOCIATION, INC.

General. These are the Amended & Restated Bylaws of the Southwestern Regional Golf Association, Inc, (hereinafter the "SWRGA"), an Oklahoma corporation not for profit organized for the purposes set forth .

ARTICLE I.
NAME AND PURPOSE OF THE ORGANIZATION

- SECTION 1. NAME AND ADDRESS OF REGISTERED OFFICE.** The name of SWRGA is the Southwest Regional Golf Association, Inc. (the "SWRGA"). The address of the Organization's registered office in the State of Oklahoma is 426 SW 80th, Lawton, Oklahoma 73505, Comanche county of Oklahoma, and the name of the registered agent as such address is Mr. Lawyer Clinkscapes, Jr.
- SECTION 2. MOVE OF REGISTERED OFFICE.** Move of the registered office from the location cited in Article I, Section 1 within the State of Oklahoma and County of Oklahoma may be accomplished by majority vote of the Board of Directors and subsequent filing of the new address with the Secretary of State for the State of Oklahoma.
- SECTION 3.** The Board of Directors may designate the use of other locations to conduct the SWRGA's business.
- SECTION 4. PURPOSE.** SWGRA is organized exclusively for charitable, religious, education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code.

SWGRA shall be to promote the general interest and welfare of the true spirit of the game of golf; to foster the concept of fellowship; to create an atmosphere that will be conducive to supplementing such existing needs as recreation, social and health to golf members throughout the region; and, to foster programs to strengthen and expand access to golf instruction and activities for Junior golfer, minority and underprivileged children, and by cultivating programs which develop a greater desire for education and personal development; and, any and all other activities for which a nonprofit corporation may be organized under the general corporation laws of the State of Oklahoma.

SECTION 5. DISSOLUTION. Upon the dissolution of SWRGA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of SWRGA, dispose of all assets or SWRA exclusively for the purposes of SWRGA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C-3) of the Internal Revenue Code of 1954, or the corresponding provision of

any further United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of SWGRA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE II.
MEMBERSHIP**

SECTION 1. The members of this association shall be classified and defined as follows

- (A) Active - An active member shall be a golfer who is first in good-standing with his/her local golf club and second with the Southwest Regional Golf Association, Inc. He or She shall be entitled to all privileges of the association.
- (B) Associate - An associate member shall be a golfer who shall be entitled to all privileges of the Association, except the right to vote or hold office.
- (C) Honorary - An individual whom the Association wishes to honor for his or her important contribution to the welfare of golf and to the Association in general. He or She shall be entitled to all privileges, except the right to vote or hold office.

SECTION 2. The following procedure shall be used for accepting new golf clubs into the Association.

- (A) Application in writing should be made.
- (B) The Board of Directors, which shall then approved or rejection the application.
- (C) The members of the Board, by secret ballot, shall make the final decision and the vote must be % majority of the members present and voting of members of the Board.

SECTION 3. The term "in good standing" shall mean a person eligible for membership, as a board member shall have paid his/her dues for the current period to his/her local club.

SECTION 4. APPLICATION FOR MEMBERSHIP. Each organization for membership shall submit a letter to the Secretary. There are no application fees. Applicants for **MEMBERSHIP** should also submit payment of their annual membership dues, which shall be prorated for the remaining number of months in that calendar

SECTION 5. MEMBERSHIP DUES. Annual membership dues for **ACTIVE MEMBER ORGANIZATION** shall be determined and approved by the Board of Directors. The annual fiscal period of the Southwest Regional

Golf Association, Inc. shall begin on September 1 of each calendar year and end on August 31 of the succeeding calendar year. Each organization membership dues are due and payable in the month of September of each year.

- SECTION 6. POSTING OF MEMBERSHIP.** The Secretary shall keep a book, which records admissions and termination of all members.
- SECTION 7. PERSONAL LIABILITIES.** At no time any member or any member organization (Golf Club) shall be personally liable or responsible for any of the corporation's liabilities, debts, or obligations.
- SECTION 8. SUSPENSION OR EXPULSION.** Any violation of the By-laws of the Organization or any conduct unbecoming of a member of the Southwest Regional Golf Association, Inc. shall be cause for censure of the offending member by reprimand, suspension or expulsion. Such purported offense by any member or organization shall be made known to the Board of Directors by written report from any other member inducing any member of the Board. If the alleged offending member be so judged by two-thirds vote of the Board of Directors, reprimand, expulsion, or temporary suspension of a specified duration maybe imposed upon the offender by the Board of Directors.
- SECTION 9. RESIGNATION.** Any member of the Organization may resign from membership by letter delivered to the Secretary; provided, however, that no resignation shall become effective until all indebtedness to the Organization shall been discharged by such resigning member.

**ARTICLE III.
MEETINGS OF MEMBERS**

- SECTION 1. ANNUAL MEETINGS.** The regular annual meeting of the members of the Southwest Regional Golf

Association, Inc. shall be held the third weekend of September, at such hour and location as may be specified in the notice of such meeting.

SECTION 2. REGULAR BOARD MEETINGS. The Board shall meet not less than four times a calendar year. The date and location of these meetings should be determined at the annual meeting in

September of each year, unless otherwise made known.

SECTION 3. SPECIAL MEETINGS. The President, or in his absence the Vice President, or any five members of the Board of Directors may call a special meeting of the general membership.

SECTION 4. NOTICE OF MEETINGS. Notice of the annual meeting or special meetings shall be mailed by the Secretary to all **ACTIVE MEMBERS** at least five days before such meeting, stating the time and place for the meeting.

ARTICLE IV. Board of Directors

SECTION 1. EXECUTIVE COMMITTEE. The Board of Directors shall vote and select the Executive Committee, which consist of four officers: President, Vice-President, Secretary and Treasury. The Chaplain will be an appointed position by the President. The Executive Committee shall act for the Board during interim, makes recommendation on matters of policy to the Board of Directors, and shall report fully and promptly to the Board.

SECTION 2. DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors shall have general charge of the affairs, funds, and property of the organization, and shall have the full power to carry out the purposes of the organization according to its Bylaws. The Board shall be composed of four elected officers and one at Large

member from each active club, and any appointed position by the president. The Board shall keep a record of all its official acts and make a report of the same at the Annual Meeting of the organization. Members of the Board receive no compensation, other than reimbursement for authorized and reasonable expenses for conducting organization business.

The Board shall have the power to fill vacancies on the Board by a majority vote of all its members, and the person or persons appointed to fill such vacancy shall serve out the remaining term of the Director of Directors who has ceased to function.

SECTION 3. OFFICERS AND DUTIES. There shall be four elected officers on the Executive Board consisting of a President, Vice President, Secretary, Treasurer, and the Chaplain will be appointed by the President.

President - The president shall be the Chief Executive Officer of the organization, following the latest copy of the Roberts Rules of Order. The president shall preside at all meetings of the membership of the Board of Directors. The president shall have all the general powers and duties which are usually vested in the office of the president of an organization, including the power to appoint committees, assign specific duties to various offices from time to time as may be deemed appropriate to assist in the conducting of the affairs of the organization. The president shall coordinate and encourage the implementation of the organization yearly activities and represent the organization to the community, state and region.

SECTION 4. Vice President - The vice-president shall serve on the Board of Directors and shall preside at meetings in the absence of the president. The Vice President will chair committees on special subjects as designated by the Board of Directors. The Vice President shall also perform other such duties as may be assigned by the President.

Secretary - The Secretary shall be responsible for keeping records on all Board actions. This position will include overseeing and taking the minutes at all Board meetings. The Secretary will be sending out meeting announcements at least two weeks in advance of the meeting date. He/She will distribute copies of the minutes and the agenda to each Board meeting. The Secretary will be responsible for safekeeping and maintenance of all legal records of the organization.

Treasurer - The treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, and help develop fund raising plans, and make financial information available to Board members and the public. The treasurer is responsible for coordinating the development and submitting a yearly budget to the Finance Committee for the operations of the organization prior to the January Board meeting for approval by the members.

SECTION 4. TERM OF OFFICERS. All Board members shall serve two-year terms, but are eligible for re-election. The officers are not subject to term limits, but the majority-voting members will vote each officer into office.

SECTION 5. EXECUTIVE BOARD ELECTIONS. Election of new Executive Directors or election of current Executive Directors to a second term will occur as the first item of business at the annual meeting of the organization. Directors will be elected by a majority vote of the **ACTIVE MEMBERS** in attendance at the Annual Meeting or represented by proxy.

SECTION 6. QUORUM. A quorum must be two-third of the current active members of this organization. As long as two-third of the membership of the board is present all matters that come before this body for business can be transacted or motions made to vote on.

SECTION 7. RESIGNATIONS, TERMINATIONS, AND ABSENCES.
Resignation from the Executive Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences or removed for other reasons by a two-third vote of the remaining directors.

**ARTICLE V.
ELECTION OF OFFICERS AND DIRECTORS AT LARGE**

SECTION 1. The elected officers of the Southwest Regional Golf Association, Inc shall consist of a President, Vice-President, Secretary, Treasurer, Chaplain and one at Large Board Member from each active club membership, all of whom shall be elected by the Board of Directors.

SECTION 2. The election of officers and board members for the Southwest Regional Golf Association, Inc shall be held every two years by the following procedures:

- a) The following officers' position shall be up for re-election in alternating years; the President, Treasurer and at large members. The next year the following officer's position will rotate in; Vice-President,

Secretary, and the at large members. This will allow more continuity to the organization future management leadership.
- b) A committee comprised of three members will be appointed by the President and be responsible for nominations and elections and will identify and nominate candidates for election as officers and directors, and conduct the election.
- c) The committee shall nominate candidates who in its opinion are best able to carry on the administration of the organization and shall invite and accept nominees from the floor and/or write-ins.
- d) Nominees shall be active members with an organization that is a member of the Southwestern Regional Golf Association, Inc. Nominees need not be present to be nominated but shall make known their acceptance of being nominated verbally or in writing to the Nominations and Elections Committee.

- e) Ballots indicating nominated candidate will be sent out to all active members that are eligible to vote two weeks in advance of the annual meeting. The election will be held at the annual meeting in September.
- f) Ballots received by the Nominations and Elections Committee prior to or at the legal vote cast will be elected.
- g) The elected officers and directors will be installed immediately.

These by-laws may be amended when necessary by a two-thirds majority vote of the **Active Board Members** who are present at the regular schedule board meeting of the organization. However, these amendments must be presented in writing at a previous meeting, and notice of the proposal to change the by-laws has been mailed to each member prior to the next meeting.

These by-laws were approved at a meeting of the Board of Directors of the Southwest Regional Golf Associations, Inc. on

Signature :

President

Secretary

**Amended Certificate of Incorporation
For
The Southwestern Regional Golf Association, Inc.**

Article Four of the Articles of Incorporation for The Southwestern Regional golf Association, Inc. is amended as follows:

“Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to an organization that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code”.

The governing body of the corporation adopted the amendment proposed and declaring its advisability after notification from the IRS as part of the procedures required for status as a 501(c)(3) organizations.

ATTESTED BY:

Melvin Brown Jr.
Secretary