

**HOUSTON GOLF ASSOCIATION
BY-LAWS**

**ARTICLE I
NAME AND PURPOSE**

- Section 1 Name. The name of the Association shall be the “Houston Golf Association,” sometimes hereinafter referred to as “Association” and/or “HGA.”
- Section 2 Purpose. The purpose of the Association shall be purely charitable, scientific, literary, and educational or to foster national amateur sports competition within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE II
MEMBERSHIP**

- Section 1 Upon recommendation of the Chief Executive Officer/President, the Board of Directors may establish categories and classifications of membership or eliminate categories and classifications of membership.
- Section 2 Requirements. The Board of Directors shall establish and revise from time to time categories of membership in the HGA and all requirements for categories of membership. Membership categories and requirements shall become effective upon approval by the Board of Directors and distribution and publication to the membership of such categories and requirements. Acceptance of membership implies knowledge of and agreement to abide by these By-Laws and any and all other rules and requirements promulgated by the Board of Directors for members in each category.

**ARTICLE III
MEETINGS**

- Section 1 Meetings. A date for an annual meeting of the members shall be set no later than March 31st of each year, the specific date, time and location of which will be determined by the Chairman of the Board of Directors and the HGA Chief Executive Officer/President. At the annual meeting of the members the following shall be presented; the Board of Directors and officers, a report of the activities of the Association, and the direction of the Association for the coming year and future years.
- Section 2 Procedure. The provisions of the most current edition of Robert’s Rules of Order shall govern the procedure for conduct of all meetings in so far as the same do not conflict with these By-Laws.

**ARTICLE IV
BOARD OF DIRECTORS**

- Section 1 Composition. Except as otherwise provided in these By-Laws, the operations and affairs of the Association shall be under the authority and direction of the Board of Directors (“the Board”). The Board shall be composed of not less than nine (9) nor more than twenty (20) Directors. The Chief Executive Officer/President shall attend all Board meetings but shall

not have the right to vote. In the event of term expiration, resignation, termination or inability to serve of any elected or appointed member of the Board of Directors, such vacancy may be filled by election of a majority of the remaining Board members. Directors elected to fulfill unexpired terms shall serve for the remaining length of such Director's term.

- Section 2 Qualifications. All Directors shall have a personal commitment to the goals and objectives of the Association and shall be expected to meet the reasonable expectations established by the Governance Committee and approved by the Board. Any Director who does not comport with applicable qualifications or has been found to have engaged in acts or omissions which could cause, have caused or will cause embarrassment, injury or ridicule to the Association, may be subject to removal as a Director upon the vote of not less than seventy-five percent (75%) of the Board.
- Section 3 Term. All Directors may serve up to a maximum of two (2) consecutive three-year terms, subject to an annual review by the Governance Committee. However, this provision does not preclude a Director from being elected for future Board service.
- Section 4 Authority. The Board of Directors may, from time to time: (i) delegate to the Chief Executive Officer/President, the Chairman of the Board of Directors or the Executive Committee the power to enter into and execute contracts with other corporations, entities, associations, groups or individuals; and (ii) establish policy with regard to specific procedures to be followed, with such policies to be organized in numerical order in a "Policy Book" maintained by the Secretary and kept at the offices of the Association.
- Section 5 Chief Executive Officer/President. At the direction of the Board of Directors, the Association may employ a Chief Executive Officer/President. The Chief Executive Officer/President shall manage the operational affairs of the Association and shall establish operating committees and designate chairs of such committees. The Chief Executive Officer/President shall be provided with the necessary staff, office space, supplies and equipment and be compensated for their services in a manner and to the extent deemed necessary and proper by the Board of Directors. The duties and performance of the Chief Executive Officer/President will be reviewed and approved annually by the Board of Directors.
- Section 6 Meetings. The Board of Directors will convene as necessary to conduct and supervise the business of the Association. The Board shall convene not less than four (4) meetings per year. Meetings will be called by the Chairman or Chief Executive Officer/President. The Chairman or a two-thirds (2/3rd) majority of the members of the Board may call such other special meetings of the Board as deemed necessary and desirable. Notice for regular and special meetings, including the time and location, will be either: (i) mailed to the Directors at their last known address; (ii) electronically mailed to the Directors or (iii) through such other method as may be reasonably determined by the Board or by the Chief Executive Officer/President at least five (5) days in advance of such meeting. Emergency meetings may be called by telephone notice if necessary.
- Section 7 Quorum. A minimum of two-thirds (2/3rd) voting members of the Board will constitute a quorum for any meeting of the Board. A quorum shall include Directors in attendance in person or by proxy.

Section 8 Indemnification. The Association shall indemnify, to the full extent allowed by law, any person who was, is, or is threatened to be named a defendant or respondent in a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such action, suit or proceeding, or any inquiry or investigation that could lead to such an action, suit or proceeding because the person is or was a Director or officer of the Association. The Association may likewise advance reasonable expenses incurred by any person eligible for indemnification before final disposition of the proceeding if the party on whose behalf expenses are advanced agrees in writing to reimburse the Association for any amounts to which it is ultimately determined he is not entitled.

The Association shall purchase and maintain insurance on behalf of the Association and on behalf of a person who is or was a Director or officer of the Association against any liability asserted against him and incurred by him in such capacity or arising out of his status as such a person, whether or not the Association would have the power to indemnify him against the liability under these bylaws or the laws of the State of Texas. Any indemnification or advance or purchase of insurance under this section shall be made by the Association only as authorized in the specific case upon a determination by the Board of Directors that indemnification or advance of expenses is permitted and proper under the laws of the State of Texas.

ARTICLE V OFFICERS AND COMMITTEES

Section 1 Officers. The following officers shall be elected by the Board from members of the Board:

- (a) Chairman,
- (b) Vice-Chairman,
- (c) Secretary.

Section 2 Duties. Duties of the above-named officers are as follows:

(a) Chairman. The Chairman shall be the Association's chief volunteer officer and shall preside at all meetings of the membership and the Board. The Chairman shall be elected by the Board. The Chairman shall be the Chairman of the Executive Committee. The Chairman may appoint a parliamentarian.

(b) Vice-Chairman. In the absence or disability of the Chairman, the Vice-Chairman elected by the Board shall perform all duties of the Chairman.

(c) Secretary. The Secretary shall direct and supervise the keeping of all records of the Association and shall see that the minutes of each meeting and all records pertaining thereto are retained and preserved in the books and records of the Association.

(d) Terms. Officers shall serve a term of one (1) year beginning on the date of their election to office, unless they shall sooner resign or be removed by two-thirds (2/3rd) vote of the Board or are completing a vacated term in the event of a resignation or removal.

Section 3

Committees. The Board has the authority to establish additional committees or eliminate existing committees as it determines necessary. All established Board Committees shall report to the Board. Upon recommendation by the Chairman and the Chief Executive Officer/President, the Governance Committee shall review and recommend to the Board for approval all proposed new Board Committees, any proposed Board Committees to be eliminated and all Board Committee Chairs. The Association shall initially have the following Board Committees:

Board Committees:

The Board Committees shall report directly to the Board. The Chairman and members of each Board Committee shall be a member of the Board.

(a) Finance, Investment and Risk Management Committee: The Finance, Investment and Risk Management Committee's oversight role shall be in compliance with the Finance, Investment and Risk Management Committee's Charter as approved by the Board.

(b) Executive Committee. The Executive Committee shall be comprised of the Chairman and Vice-Chairman of the Board and the Chairs of the Finance, Investment and Risk Management; Audit and Governance Committees. During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise the authority of the Board necessary or convenient for the direction of the business and affairs of the Association and all things incident or pertaining thereto in such a manner as it may deem in the best interest of the Association. It is not intended, however, that the Executive Committee have final authority in any purchase or sale of real property by the Association. In addition, the Executive Committee shall serve as the Compensation Committee for the purpose of recommending the compensation of the Chief Executive Officer/President to the Board. All the acts of the Executive Committee shall be reported to the Board not later than its next meeting and shall be subject to revision or alteration by the Board; provided, however, that no rights of any third party shall be affected by such revision or alteration with the consent of such third party.

(c) Audit Committee. The Audit Committee's primary function shall be to assist the Board in fulfilling its oversight responsibilities with respect to (1) the audit of the books and records and (2) the system of internal financial controls of the Association. The Audit Committee shall be chaired by a member of the Board and have between three and five members. Its members shall have requisite knowledge of financial matters. The Audit Committee will be appointed by the Board. The Audit Committee's oversight role shall be in compliance with the Audit Committee's Charter as approved by the Board.

d) Governance Committee. The Governance Committee will be responsible for the ongoing review and assessment of the ability of the Board to meet its responsibilities as well as the quality and effectiveness of the members of the Board. The chair of the Governance Committee shall be recommended by the Chair and Chief Executive Officer/President and approved by the Board. The Governance Committee shall be comprised of non-officer Board members. The Governance Committee shall assess the Board's composition; including identifying, assessing and nominating individuals to be elected as Board officers and/or members of the Board.

All Committees shall appoint a secretary whose responsibility will be to take Roll Calls at each committee meeting along with minutes of the meeting. Within a timely matter after the meeting, said minutes will then be provided to the Chairman and the Chief Executive Officer/President for archives.

**ARTICLE VI
AMENDMENTS**

Section 1 These By-Laws may be amended at any meeting of the Board, or any special meeting of the Board called for such purpose, by a two-thirds (2/3rd) vote of the Directors quorum present in person or by proxy. In order for action to be taken on amendments to the By-Laws at any meeting, Directors must have been notified, in accordance with the notice provisions of these By-laws, and such notification shall include a copy of the proposed amendment or amendments.

**ARTICLE VII
MISCELLANEOUS**

Section 1 By-Laws A copy of the By-Laws shall be maintained at the Association office and shall be continuously posted on the Association’s website.

Section 2 Membership Registry The Secretary or Chief Executive Officer/President shall maintain a current registry of the membership of the Association, which will be available to any member for inspection.

Section 3 Gender Neutral. Wherever the context requires, all words in these Bylaws in the male gender shall be deemed to include the female gender or be gender neutral and all words in the female gender shall be deemed to include the male gender or be gender neutral, and all singular words shall include the plural, and all plural words shall include the singular.