

**AMENDED AND RESTATED CONSTITUTION AND BYLAWS
OF THE
WOMEN'S GOLF ASSOCIATION OF METROPOLITAN INDIANAPOLIS**

**Article I
Name**

This association shall be called the Women's Golf Association of Metropolitan Indianapolis (WGAMI). "Metropolitan Indianapolis" shall be defined as all of Marion County and its contiguous counties Boone, Hamilton, Hancock, Hendricks, Johnson, Morgan and Shelby counties.

**Article II
Purpose**

The purpose of WGAMI shall be to promote the interests of amateur women's golf in Metropolitan Indianapolis and to conduct an annual amateur championship (the "Championship") and such other championships, tournaments and events as may from time to time be proposed by the Board of Directors and approved by the Members (as defined in Article III).

**Article III
Membership**

All country clubs, golf clubs or recognized golf organizations and leagues in Metropolitan Indianapolis which provide golf privileges to females ("Members") are eligible for membership in this association. Membership is established when dues are paid annually for the respective calendar year.

**Article IV
Dues**

Annual dues of the Members shall be recommended and approved by the Board of Directors.

**Article V
Officers and Directors**

Section 1. The officers of WGAMI shall consist of a President, Vice-President, Treasurer, Secretary, and the Immediate Past President, who, as a group, shall comprise the Board of Directors.

Section 2. The Officers shall be elected at the Annual Meeting.

Section 3. Each officer is expected to rotate through the offices from Secretary to Treasurer to Vice-President to President to Immediate Past President. Each officer shall hold office commencing on the date of the Annual Meeting for one year of each rotation or until her respective successor has been elected or appointed.

Section 4. An officer must have played in at least one Championship to be eligible to hold office.

Section 5. No person may serve on the Board of Directors for more than six consecutive years.

Section 6. Directors may also be committee members.

Article VI Duties of Officers and Directors

Section 1. The President shall conduct the business of WGAMI in accordance with these Amended and Restated Constitution and Bylaws (the "Bylaws") and the policies and guidelines established by the Board of Directors. The President shall preside at all meetings of WGAMI and of the Board of Directors, supervise the Championship, appoint a Nominating Committee to select the slate of officers to be elected, establish any other committees and appoint their chairmen, call any special meeting as needed, and be an ex-officio member of any committees.

Section 2. The Vice-President shall perform the duties of the President in her absence. She shall attend to publicity for the Championship, maintain the scrapbook and perform any other duties requested by the President in connection with conducting the Championship.

Section 3. The Treasurer shall collect all sums due WGAMI and expend them under the direction of the Board of Directors. She shall keep a list of all entrants in the Championship. She shall give in writing a full report to the Members at the Annual Meeting showing all receipts and expenditures and she shall perform the duties customary in such position and such other duties as the Board of Directors or the President may prescribe.

Section 4. The Secretary shall attend to correspondence of WGAMI and keep the minutes of all meetings. She shall keep the list of Members, championship reports and record any changes as may be made in the Bylaws.

Section 5. The Immediate Past President shall advise the Board of Directors on past practices and assist as needed in conducting the affairs of WGAMI.

Section 6. The control and management of WGAMI and its affairs and property shall be entrusted to the Board of Directors.

Section 7. The officers acting as the Board of Directors shall have full power and authority to fill vacancies.

Section 8. It shall be the duty of the Board of Directors to conduct the Championship at such time and place as they shall designate and to have charge of such championship. The Board of Directors may conduct any other championships, tournaments or events as approved by the Members.

Section 9. The Board of Directors shall set policies and guidelines for conducting the Championship consistent the purpose of WGAMI and the provisions of the Bylaws.

Article VII Committees

Section 1. The President shall appoint a Nominating Committee to select the slate of Officers and Directors to be voted on at the annual meeting (consent of the Nominees having been obtained).

Section 2. Other Committees may be desirable, such as, but not limited to, Website, Rules, Prizes and Scoring. Committee Chairs shall be appointed by the President and each committee may have as many members as the respective chair deems necessary.

Article VIII Meetings

Section 1. There shall be an annual meeting and election of officers by the Members of WGAMI to be held at such time and place as the Board of Directors shall designate by at least fourteen (14) day notice.

Section 2. The order of business at the Annual Meeting shall be:

- (a) Reading of the Minutes
- (b) Report of the Treasurer
- (c) Reports of Committees
- (d) Report of the President
- (e) Unfinished Business (including event calendar)
- (f) Election of Officers
- (g) New Business

Section 3. Special meetings of the Members may be called by the President at any time. Upon written request of ten (10) Members or participants in the Championship or four (4) Directors, a special meeting of WGAMI shall be called at any time by the President. The names of the members or Directors requesting such a meeting and its purpose must be stated in the notice of such meeting.

Section 4. There shall be a meeting of the players in the Championship at the players' luncheon or such other time and place as may be called by the President. At the players' meeting the order of business will be:

- (a) Reading of the Minutes
- (b) Report of the Treasurer
- (c) Reports of Committees
- (d) Report of the President
- (e) Unfinished Business
- (f) Presentation of Prizes and Awards
- (g) New Business

Section 5. Forty Percent (40%) of the Members of WGAMI shall constitute a quorum.

Section 6. Each Director and one representative of each Member shall be entitled to one (1) vote on any subject presented for a vote at meeting of the Members.

Section 7. Accepted American parliamentary law shall govern the conduct of the affairs of WGAMI and the procedure of its meetings.

Section 8. Any notice required to be given, shall be in writing and sent by first class mail, or if sent by facsimile or email such notice shall be effective only upon delivery which must be received by the party to whom it is sent as evidenced by confirmation slip or email.

Article IX The Championship

Section 1. The winner of the Championship shall be awarded each year a trophy emblematic of such championship. She shall be its custodian so long as she remains Champion. As many other prizes may be awarded as the Board of Directors may deem advisable.

Section 2. The Championship shall be played in accordance with the USGA Rules of Golf.

Section 3. Entrants in the Championship shall meet the following criteria:

- (a) Be a female
- (b) Be an amateur
- (c) Be entitled to privileges of or affiliated with a country club, golf club or recognized ladies golf organization or league, located in Metropolitan Indianapolis and that is a member of WGAMI
- (d) Have established a USGA handicap index

Section 4. All entries for the Annual Championship shall be subject to approval of the Board of Directors, who shall have full power and absolute discretion to reject any entry.

Article X Amendments

The Bylaws may be amended by a two-thirds vote of the Members of WGAMI present, provided that a quorum is present and that written notice of each proposed amendment shall have been sent to the Members at least fourteen (14) days prior to the vote.

These Restated Bylaws supersede any previously adopted Constitution, Bylaws and Policies of WGAMI and are hereby adopted and effective as of December 4, 2010.