



## MICHIGAN WOMEN'S GOLF ASSOCIATION ARTICLES OF CONSTITUTION

### ARTICLE I: NAME

The name of the Association shall be the Michigan Women's Golf Association (MWGA).

### ARTICLE II: PURPOSE

The Association is organized to operate exclusively for charitable, scientific, literary or educational purposes and to foster amateur sports competition within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), and in particular to: (1) educate female golfers on the rules and values of the game of golf by conducting tournaments, educational clinics and other events for the benefit of its membership and by actively supporting other events sponsored by organizations in which the Association is a member, such as the USGA (United States Golf Association) and the GAM (Golf Association of Michigan) and (2) provide golf instruction and programming to underprivileged and disadvantaged children and youth. All funds, whether membership dues, income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

### ARTICLE III: MEMBERSHIP

Section 1: Membership in the Association shall be open to female golfers, businesses and organizations.

Section 2: There shall be four classes of membership in the Association.

Section 2a: Regular membership shall be granted to female golfers who do not qualify for membership under Section 2b of this Article and shall consist of all the privileges, benefits and rights granted in the Constitution and By-Laws of the Association. For dues purposes, Regular membership shall be divided into three groups: Regular age 18-49, Senior age 50-69, and Super Senior (age 70+).

Section 2b: Student membership shall be available to female golfers who are aged twenty-one (21) years and younger and shall consist of all the privileges, benefits and rights granted in the Constitution and By-Laws of the Association.

Section 2c: Associate membership shall be available to businesses and organizations and shall include all the privileges and benefits of the Association except voting rights.

Section 2d: Honorary membership shall be limited to persons who have made outstanding contributions to the development of women's golf in Michigan. Honorary membership requires nomination by the Board of Directors and approval by the majority of the membership in attendance at the Annual Meeting. Honorary membership shall consist of all the privileges, benefits and rights granted in the Constitution and By-Laws of the Association except voting rights and election to office.

Section 3: Expansion Chapters

Section 3a: The Association shall allow the formation of expansion chapters within the State of Michigan for the purpose of increasing the membership and advancing the purpose (Article II) of the Association to a larger geographical area than

can be serviced by the original organization based in the greater metropolitan Detroit area.

Section 3b: Regional chapters shall be managed by local committees reporting to the Board of Directors of the Association.

Section 3c: All finances of a chapter shall be included in the primary accounts of the Association.

Section 3d: Regional chapters shall comply with all requirements of the MWGA Constitution and By-Laws.

Section 3e: The Association reserves the right to dissolve any chapter that does not comply with these guidelines.

#### **ARTICLE IV: BOARD OF DIRECTORS**

Section 1: The Association shall be governed and managed by a Board of Directors consisting of not less than fifteen (15) regular members.

Section 2: The Board of Directors shall be comprised of the officers, directors and chairpersons of the standing committees as defined in the By-Laws of the Association.

Section 3: The Board of Directors terms of office shall be three (3) years as defined in the By-Laws of the Association.

Section 4: The officers, directors and chairpersons of the standing committees shall be elected at the first Board of Directors meeting following the General Election.

Section 5: The current USGA Representative of the WAPL (Women's Amateur Public Links) Committee may be a non-elected, non-voting member of the Board of Directors.

Section 6: A majority of the Board of Directors present at any meeting shall constitute a quorum.

#### **ARTICLE V: INDEMNIFICATION**

Section 1: Each person who is or was a director, officer, or member of a committee of the Association and each person who serves or has served at the request of the Association as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Association to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Association may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee, non-director volunteer, or agent of the Association to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The Association may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify such person against such liability under the preceding sentences.

Section 2: Further, no member of the Board of Directors of the Association who is a volunteer director and no volunteer officer, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended (the "Act"), shall be personally liable to the Association or its members for monetary damages for a breach of the director's or officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director or officer for any of the

following: (1) a breach of the director's or officer's duty of loyalty to the Association or its members, (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) a violation of section 551(1) of the Act, (4) a transaction from which the director or officer derived an improper personal benefit, (5) an act or omission occurring before the filing of these Articles of Constitution, or (6) an act or omission that is grossly negligent.

Section 3: In addition, the Association shall assume all liability for all acts or omissions of a volunteer director, volunteer officer or other non-director volunteer, as those terms are defined in the Act, occurring on or after the effective date of the filing of these Articles of Constitution if all of the following are met: (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority, (2) the volunteer was acting in good faith, (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct, (4) the volunteer's conduct was not an intentional tort, and (5) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

Section 4: However, the Association shall not assume any liability to the extent the assumption is inconsistent with the status of the Association as an organization described in section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE VI: FISCAL YEAR**

The fiscal year of the Association shall be from January 1 to December 31.

#### **ARTICLE VII: ASSOCIATION COLORS**

The colors of the Michigan Women's Golf Association shall be blue and white.

#### **ARTICLE VIII: AMENDMENTS**

Section 1: This Constitution may be amended at the Annual Meeting by a two-thirds majority of the members present provided the proposed amendment has been submitted in writing to all members at least two (2) weeks prior to the vote.

Section 2: The Board of Directors may call a special meeting of the Association for the purpose of amending this Constitution by a two-thirds majority of the members present provided the proposed amendment has been submitted in writing to all members at least two (2) weeks prior to the vote.

#### **ARTICLE IX: DISSOLUTION**

In the event of the termination of the activities of the Association and its dissolution, the entire assets of the Association, together with any and all accumulations thereto, after payment of all debts, obligations, liabilities, costs and expenses of the Association, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purposes.