

BY-LAWS OF
THE SALT RIVER PROJECT GOLF ASSOCIATION (SRPGA)

<u>ARTICLE I</u>	Membership
<u>ARTICLE II</u>	Elections
<u>ARTICLE III</u>	Officers and Directors
<u>ARTICLE IV</u>	Officers
<u>ARTICLE V</u>	Meetings
<u>ARTICLE VI</u>	Standing Committees
<u>ARTICLE VII</u>	Membership Fees and Dues
<u>ARTICLE VIII</u>	Rules
<u>ARTICLE IX</u>	Discipline
<u>ARTICLE X</u>	Tournaments
<u>ARTICLE XI</u>	Fundraising
<u>ARTICLE XII</u>	Amendments

PREAMBLE

As directed in the Constitution of the SRPGA, it is intended that these By-Laws further define the intent of the Articles of the Constitution where so referenced and, in general, set forth any standing rules of operation for the SRPGA.

ARTICLE I

MEMBERSHIP

1. Project Employee Recreation Association (PERA) Club eligibility for participation in the SRPGA:

- a. To participate in the SRPGA, an individual must be a PERA Club member or have PERA Club privileges approved in accordance with the Articles and By-Laws of the Salt River Project Employees' Recreational Association, Incorporated, as well as meet any specific criteria set forth by the SRPGA as provided for in the SRPGA Constitution and By-Laws.

b. Criteria for PERA Club Membership:

To be eligible for a PERA Club membership, an individual must qualify as one of the following:

- b.1 Be an SRP Employee on SRP payroll.
- b.2 Be an SRP Board or Council Member.
- b.3 Be an officially retired SRP employee.
- b.4 Have PERA privileges approved by the PERA Club Board.

c. Criteria for Privileges through a PERA Club Member:

The immediate family members of the PERA Club member (member as defined in Article I, Section 2.d) are eligible to participate as regular voting members in the SRPGA. The SRPGA is responsible for verifying the membership status of a PERA member or his/her immediate family with the PERA Club office.

d. Definition of Immediate Family Member:

The immediate family of a PERA Club member will mean his or her spouse and unmarried children residing (eating, sleeping, living) within the same residence of the PERA Club member.

e. Criteria for Social Membership:

Parents, sisters, brothers, grandchildren and other relatives, as well as persons unrelated to the PERA Club member, are eligible for Social Membership Status in

the SRPGA. Social Members are allowed if the sponsoring PERA Club member is active and remains active in the SRPGA. Social Members will have an SRPGA status of “Social” and not as “Regular” members. Social Membership cannot exceed a ratio of 25% of the SRPGA membership roll.

f. Criteria for Guest Participation:

The SRPGA defines a guest as any participant who is not a regular or social member. The SRPGA may allow guest participation in regular monthly tournaments as provided for in any given event under the guidelines of SRPGA Policy #3. With the exception of the Spring and Fall special tournaments, guests may not displace participation of any regular or social member.

g. SRPGA Membership Definitions:

Regular Member - Eligibility for membership is defined herein. The SRPGA defines a “regular” member as a PERA Club member who has joined the SRPGA and whose SRPGA membership dues are current. Regular members will enjoy all privileges of the SRPGA, as well as the right to run for office and vote on all SRPGA activities as provided for in the Constitution and By-Laws.

Social Member - Those eligible are as defined herein. The SRPGA defines a “social” member as a non-PERA Club member whose SRPGA membership is sponsored by a regular member of the SRPGA. Social members will enjoy all privileges of the SRPGA, including the right to serve on the Board of Directors and vote on all SRPGA activities, as provided for in the Constitution and By-Laws. No more than 25% of the sitting Board can be social members, and a social board member may not serve as an officer.

Senior Member - Those eligible are as defined herein. The SRPGA defines a “senior” member as a regular member who has reached the age of 62 prior to January 1st of the current year.

Lifetime Member – As the PERA Club constitution does not require the SRPGA to make provisions for Lifetime membership, the SRPGA does not recognize Lifetime membership status.

Honorary Member - As the PERA Club constitution does not require the SRPGA to make provisions for Honorary membership, the SRPGA does not recognize Honorary membership status.

2. The minimum age for membership or participation in the activities of the SRPGA will be 14 years of age.
3. Membership dues are non-refundable.
4. Membership in the SRPGA is non-transferable.

ARTICLE II

ELECTIONS

1. A thirteen (13) member Board of Directors plus one (1) Alternate Director will be elected by secret ballot by the voting membership of the SRPGA, in good standing in the fourth (4th) quarter of each calendar year.
2. A Nominating Committee of at least two (2) Board members will be appointed by the President of the Board at least ninety (90) days prior to the election to propose a roster of candidates from among the voting membership, provided, however, that the voting membership will be given at least two (2) weeks notice prior to the close of nominations to send in written nominations to be included on the election ballot.
3. At the direction of the Board, the Secretary will send to all voting members, in good standing, at least two (2) weeks in advance of the closing date, a notice indicating the closing date for the voting membership to send in written nominations of candidates to the Secretary to be included on the election ballot.
4. The Nominating Committee will prepare an election ballot at least sixty (60) days prior to the annual membership meeting that will include candidates selected by the Nominating Committee and/or write-in nominations from the voting membership at large. One (1) ballot will be sent to each association member at least thirty (30) days prior to the annual membership meeting with the election results to be announced at the annual membership meeting.
5. The results of the general election of the Board of Directors will be announced at the annual membership meeting. All newly elected Directors will be invited to the first meeting of the board following the election, and the new Directors will elect the Officers of the SRPGA to serve the next term in accordance with Article III, Part 2.

ARTICLE III

OFFICERS AND DIRECTORS

1. The number of Officers and Directors conducting the affairs of the SRPGA will total thirteen (13) plus, the addition by election of one (1) Alternate Director who will understudy the Board but will have no authority to vote or conduct business.
2. The directors will be elected each year from the voting membership at large and will hold office until such time as they are replaced by their successors as provided for in the By-Laws. Officers and Directors will serve a one (1) year term, whose term will commence at the annual membership meeting with the announcement of the newly elected Board and will terminate at the next annual membership meeting with the announcement of the election results.

3. The first vacancy occurring in the thirteen (13) member Board of Directors between elections will be filled by the elected "Alternate Director" with any subsequent vacancies being filled by appointment by the Board of Directors from among the voting membership. This succession or appointment will only be to the position of a Director of the Board and not as an Officer. If a vacancy also vacates an office, the Board of Directors will elect a new officer at the next scheduled board meeting once the replacement of the Directorship has been completed.
4. The directors have the authority to assess or levy such fees and/or charges as may be required to accomplish the purposes of the SRPGA as provided for in the By-Laws.
5. The directors have the authority to waive and set aside any of the tournament policies or requirements of the SRPGA for the purpose of conducting special tournaments, provided:
 - a. All board members receive notice of this intent at least 30 days prior to the event, and:
 - b. A majority of the board members approve of the proposed waiver.

ARTICLE IV

OFFICERS

The Officers of the SRPGA will be a President, a Vice-President, a Secretary and a Treasurer who will be elected by the Board of Directors from among their own. No Director will hold more than one (1) office during the same election term.

1. President:

The President will preside at all meetings of the SRPGA and of the Board of Directors, and in general will perform the duties incident to this office.

2. Vice-President:

During the absence or inability of the President to perform his duties, the Vice-President will perform the duties of that office.

3. Secretary:

The Secretary will keep the records of all SRPGA and Board of Directors meetings; give and serve all notices of meetings; assume responsibility for and have charge of all correspondence, files, records, and papers of the SRPGA, except those pertaining to the office of the Treasurer; and present at each annual meeting of the SRPGA a full report on all matters relating to the affairs of the SRPGA, including a summary of all action taken during the year by the Board of Directors.

4. Treasurer:

The Treasurer will keep full and accurate accounts of all moneys received and will deposit the same in the name and to the credit of the SRPGA in such depositories as may be designated by the Board of Directors. The Treasurer will have authority to: receive and to give receipt of all moneys due and payable to the SRPGA from any source whatsoever; endorse on behalf of the SRPGA all checks, drafts, notes, warrants and orders for the payment of money; and present a written report at each annual meeting of the SRPGA or whenever requested by the Board of Directors. The Treasurer's report may be subject to an audit at any time, as determined by the Board of Directors.

The Treasurer will serve as the primary signatory for all SRPGA financial account transactions, and the President will serve as the secondary signatory in the absence of the Treasurer.

ARTICLE V

MEETINGS

Meetings may be regular or special in nature, and will be called in accordance with Article VI of the Constitution except as herein specified.

1. An annual membership meeting of the SRPGA will be held in the month of December each year at such time and place as the Board of Directors specifies.
2. The following will be the order of business observed for all meetings:
 - a. Reading of the minutes of previous meeting.
 - b. Secretary's Report.
 - c. Treasurer's Report.
 - d. Committee Reports.
 - e. Consideration of appeals from action of suspension or expulsion of members as provided by Article IX of the Constitution.
 - f. Election of Officers and members of Board of Directors.
 - g. General Business.
 - h. Adjournment.
3. Membership and/or Board meeting notices will be issued to all concerned as provided for in the By-Laws and must contain date, time, meeting place, agenda items, and objective of meeting.
4. The president will call a special meeting at the request of ten (10) voting members or three Board members.

ARTICLE VI

STANDING COMMITTEES

The standing committees of the SRPGA will be as noted herein and will be appointed by the President at the first meeting of the new fiscal year to serve for a period of one (1) year. The President will also appoint other committees from within the Board or otherwise as from time to time will be required to carry out the objectives, goals, and affairs of the SRPGA.

1. The Handicap Chairman will be responsible for supervision and administration of handicaps, and will be the contact with other organizations in all matters pertaining to handicapping.
2. The Tournament Scheduler will be responsible for the formulation of the SRPGA playing schedule. The Scheduler will be the contact with all other organizations in tournament and related matters.
3. The Webmaster will be responsible for maintaining and updating the SRPGA webpage.
4. The Rules Chairman will be responsible for enforcement of the SRPGA's Constitution and By-Laws and enforcement of U.S.G.A. and SRPGA rules and regulations. The Rules Chairman may select a committee consisting of no more than five (5) members.
5. The Fundraising Committee will be responsible for oversight and promotion of all SRPGA fundraising activities.
6. The Dinner Committee will be chaired by the Vice President who will choose members as deemed necessary, and will be responsible for coordinating all arrangements and activities for the annual dinner and membership drive.

ARTICLE VII

MEMBERSHIP FEES AND DUES

1. The Board of Directors will determine and establish an annual membership fee for each person joining the SRPGA.
2. The annual membership fees as established by the Board of Directors will be payable on or before the 31st day of December of each year. Members delinquent in dues will be denied all privileges of membership, and will not be certified as members of the SRPGA for competitions held by the United States Golf Association and other associations of which the SRPGA may be a member. Members whose dues are not paid by the First of February will be dropped from membership roster, but may be reinstated by paying the late renewal fee.
3. The writer of any check submitted to the SRPGA that is returned for insufficient funds must reimburse the SRPGA for all fees assessed by the bank(s). Any member or guest who has an outstanding balance due will be denied participation privileges in SRPGA activities until the outstanding balance is paid in full.

ARTICLE VIII

RULES

1. The Board of Directors will exercise absolute discretion in the interpretation of the By-Laws and will in every way safeguard the best interests of the SRPGA, its membership, and the game of golf.
2. The SRPGA, in dealing with questions involving the amateur classification of a member, will be guided by the rulings of the United States Golf Association.
3. All competition within the control of the SRPGA will be played under and in accordance with the rules of golf as approved by the United States Golf Association.
4. The handicap system of the SRPGA will be established in accordance with the rules of the United States Golf Association.
5. The Board of Directors or voting membership may amend the By-Laws of the SRPGA as provided for herein.

ARTICLE IX

DISCIPLINE

The Board of Directors will have the authority to discipline the members of this organization for cause and subject said members to reprimand, suspension, and/or expulsion, provided:

1. Cause, in general, is defined as, but not limited to:
 - a. Failures to comply with article VII of the SRPGA Constitution.
 - b. Conduct unbecoming or detrimental to the objectives, purposes, affairs, and/or good name, functioning, or administration of the SRPGA.
 - c. Failure to remit the fees, charges, and/or dues assessed by the SRPGA.
2. Written notice of the date, location, and description of the alleged charges will be delivered to the member.
3. Written notice of the date and location of a hearing of the charges by the Board of Directors will be delivered to the member.
4. The member will be granted an opportunity to present a defense at the hearing.
5. The Board of Directors will serve as the judicial body in all matters of discipline except as follows:

- a. No member of the Board of Directors involved in any dispute will sit in hearing or vote on such complaint or dispute.
- b. Those functions for which an authoritative body has been appointed will first exercise their authority of discipline, for which the affected member will have the recourse of appeal to the Board of Directors.

ARTICLE X

TOURNAMENTS

1. Regular tournaments:

It is the intent of the SRPGA to conduct regularly scheduled tournaments on behalf of its membership. These tournaments will be scheduled as frequently as practical, usually one tournament per month, and at locations approved by the SRPGA board members.

2. Special Tournaments:

The SRPGA may from time to time conduct special tournaments or events as approved by the Board.

- a. **Spring and Fall Tournaments** - The Spring and Fall tournaments are not regular tournaments conducted by the SRPGA. They are special events and the SRPGA rules governing regular tournament participation and play do not apply. The Spring and Fall tournaments are conducted by the SRPGA on behalf of the PERA Club for all SRP employees (full time, part time, contract, provisional, student, etc.) and the members of the SRPGA only. These two tournaments are closed events. Guests who are not SRP employees will not be eligible to participate.

One or more flights will be created for those participants that do not have a current handicap established and recognized by the SRPGA and are not eligible for handicapped flight prizes in accordance with Policy 1, Part 7. The winners in these non-handicap flights will be determined using the Calloway system, or any other system approved by the SRPGA board.

In the event that the number of sign-up's for either the Spring or Fall tournaments exceed the number allowed by the course, the lottery process will be used as defined in Policy #2 to reduce the size of the playing field to a number not to exceed that allowed by the course.

- b. **Annual Team Scramble & Calcutta** – This event will generally be the final tournament of the year and will occur on the Saturday following the annual SRPGA dinner. It will be played as a 2-person team scramble. The directors may, at their discretion, conduct an auction and auction off teams for added prize money to each flight. They may also elect to simply have each team “buy in” to the added pot for a set amount.

The team handicaps will be calculated according this Article X of the SRPGA Bylaws. In order to participate each player must have an established handicap in the SRPGA handicapping system, and must have played in 2 SRPGA events within the most recent 12 months.

3. Scramble Tournaments:

The SRPGA may from time to time conduct team event tournaments using the scramble format. For these events the directors will employ the USGA recommended handicapping for such events such that the following percentages of course handicaps are used for the A, B, C, and D players on each team.

- a. For 4-player teams: A – 20%, B – 15%, C – 10%, D – 5%
- b. For 2-player teams: A – 35%, B – 15%

ARTICLE XI

FUNDRAISING

1. SRPGA Fundraising - The SRPGA supports fund raising activities in order to help defray the cost of participation by SRPGA members and Salt River Project (SRP) employees in SRPGA sanctioned events.
2. Improper Solicitation of Contributions - The SRPGA specifically forbids approaching any vendor, business associate, or business partner conducting business with SRP for the purpose of promoting sponsorship of any SRPGA sponsored event. This action constitutes a violation of the SRP code of conduct, presents a conflict of interest, and could place undue pressure upon the vendor, associate, or partner to comply with the request for sponsorship.
3. Permissible Fundraising Activities - Fund raising activities may include but are not limited to: raffles (including 50-50 raffles); donated in-kind gifts such as merchandise; monetary contribution; cash equivalents such as gift cards by an individual, corporation, or business provided such contributions do not violate SRP's Code of Conduct.
4. How Funds May Be Utilized - The SRPGA may utilize the proceeds from a fundraising activity, or the contribution of cash or merchandise, for the benefit of the SRPGA to assist in underwriting the costs associated with sponsoring a tournament or other sanctioned event. The purpose is to help defray costs of participation. The SRPGA may also exercise its option to contribute fundraising proceeds or excess merchandise to a worthy 501(c)(3) charity.
5. Donated Merchandise - Should the situation arise whereby donated merchandise or other items is not awarded because no one won the skill or the pre-determined use of the item(s), then it shall be at the tournament directors' discretion to either utilize the item(s) as door prizes, create a special award such as highest gross score, etc., elect to hold the

item(s) for awarding at the next scheduled event, or choose to donate the item(s) to a worthy 501(c)(3) charity.

6. Marketing - Any entity or person through its merchandise or monetary contribution will be entitled, at its discretion, to have its trademarked name and logo appear on the distribution flyer(s) for the event; be entitled to have its name and logo displayed on the SRPGA webpage as a sponsor of an event; and be entitled to have tee markers placed on appropriate locations during a golfing event. Further, any contributing entity or individual may have its name and logo displayed at the SRPGA annual banquet.
7. Accounting - A separate ledger account will be set up and maintained by the Treasurer to monitor receipts from raffles or other funds received, as well as any funds distributed from this account. Dispersal of these excess funds will require majority approval of the board of directors and recorded in meeting minutes. Also, a system will be set up and maintained to monitor the receipt and dispersal of in-kind gifts that have been donated for various sanctioned events.

ARTICLE XII

AMENDMENTS

1. The Board of Directors has the authority to adopt, amend and rescind the By-Laws of the SRPGA by a simple majority of a quorum of the Board, provided at least one (1) week notice in writing has been given to the Board indicating the intended amendments and the date, time, and place they are to be voted upon.
2. The voting members of the SRPGA may adopt, amend, and rescind these By-Laws in accordance with the provisions in the SRPGA Constitution, Article V, section 2; Article VI, sections 1 & 2; and Article XIV, section 2.

The Officers of the SRPGA having complied with the provision of Article IX of these By-Laws on the 3rd day of March 2007 as reflected in the minutes of that meeting, hereto affix our signatures this 1st day of May 2007 as the foregoing being the Articles of our By-Laws until such time as amendments may be necessary as provided for in these By-Laws.

Ray Ybarra
Signature

5/1/2007
Date

President

Tom Barnett
Signature

5/1/2007
Date

Vice-President

Kirk Hooper

5/1/2007

Signature

Date

Secretary

Becky Harsh

5/1/2007

Signature

Date

Treasurer

9/21/06 = Added section 3 under Article X, added article XI on Fundraising

3/1/07 = Reworded Article II, section 5 to invite newly elected board members to November meeting

3/1/07 = Reworded Article X, section 2a to preclude flighting non-members in Spring and Fall tournaments

5/1/07 = Added Article VI, section 6 to define vice president as chairman of Dinner Committee