

**CONSTITUTION AND BY-LAWS OF GATEWAY SECTION, PGA OF AMERICA**

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**ARTICLE I  
PRINCIPAL OFFICE**

The principal office of the Gateway Section, PGA of America, shall be located at such offices in the Metropolitan St. Louis area as may be designated by its Executive Board.

**ARTICLE II  
OBJECTS AND PURPOSES**

The objects and purposes for which the Gateway Section shall stand shall be as defined in the current Constitution and By-Laws of the Professional Golfers' Association of America.

**SECTION 1.**

The Constitution and By-Laws of the Gateway Section, PGA of America, shall be considered as the organization guidelines for this Section; its provisions are additions to the current Constitution of the Professional Golfers' Association of America.

**ARTICLE III  
CODE OF ETHICS**

Commented [AJ1]: Per PGAHQ, recommend removal of entire Article III as al Members & Associates are governed by the PGA of America's Code of Ethics found in the National By Laws. This is repetitive and does not keep up with any changes made nationally.

**~~SECTION 1. DEDICATION~~**

~~Believing that the growth of the game of golf and its high standing in this country is largely due to the efforts of its early professional exponents and because of their ideals of sportsmanship and ethical practices, the Association is dedicated to the perpetuation of those ideals. In the fulfillment of the purpose to which it is dedicated, the Association enjoins upon its Members and Associates rigid observance of a Code of Ethics.~~

**~~SECTION 2. POLICY~~**

~~The term "Golf Professional" must be a synonym and pledge of honor, service and fair dealing. Professional integrity, fidelity to the game of golf, and a sense of great responsibility to employers, employees, manufacturers, golfers and fellow golf professionals transcends thought of material gain in the motives of the true Golf Professional.~~

**~~SECTION 3. VIOLATIONS~~**

~~Members and Associates shall be deemed to have violated the Code of Ethics by:~~

- ~~(a) Abusing the privileges extended to them, including by way of example, playing without invitation on any golf course;~~
- ~~(b) Causing public embarrassment to fellow golf professionals, the Gateway Section or the PGA of America~~
- ~~(c) Applying for or otherwise seeking, soliciting or accepting any employment in an unprofessional manner;~~

Unprofessional Manner:

- ~~1. Providing false or misleading information;~~
- ~~2. Making slanderous comments;~~
- ~~3. Attempting to persuade the staff of the resident golf professional to undermine the reputation, performance or ability to perform of the resident golf professional;~~
- ~~4. Falsifying or tampering with the business records or financial information of the resident golf professional.~~

- ~~(d) Conducting themselves in such a manner as to adversely impact or otherwise the reputation of the Association or its Members;~~

~~Profanity and Berating of Others:~~

~~Conduct injurious to the reputation of the Association shall include the indiscreet and inappropriate use of profanity and the offensive berating of others.~~

Bankruptcy:

~~Bankruptcy in itself is not a violation but should be taken into consideration in determining the overall financial responsibility of the Member. Failing to meet financial obligations promptly may adversely impact or otherwise injure the reputation of the Association or its Members.~~

- ~~(e) Conducting business in an unethical manner;~~
- ~~(f) Engaging in any conduct which is contrary to or inconsistent with the policies of the Association.~~

#### **SECTION 4. DISCIPLINARY ACTION**

~~Members or Associates who violate the Association's Code of Ethics, its rules or provisions of its Constitution, By-Laws, or Regulations shall be subject to disciplinary action by either a two-thirds majority of their Section Officers or the Association's Board of Directors. Such disciplinary action may include one or more of the following:~~

- ~~(a) Imposition of fines not to exceed \$1,000;~~
- ~~(b) Revocation of privileges to participate in certain National or Section activities for a limited period of time;~~
- ~~(c) Suspension or expulsion from membership or registration in the Associate program;~~
- ~~(d) Such other reasonable actions as may be determined.~~

~~The Board of Directors shall be responsible for promulgating regulations which set forth the procedures to be followed for disciplinary matters. Members and Associates accused of disciplinary violations shall have the right to appear at all hearings and have witnesses appear on their behalf.~~

Procedures for Code of Ethics Violations:

~~Individuals accused of violating the Code of Ethics shall be provided written notification of the charges and the time and place of all hearings and meetings. The individual may request up to 30 days to respond to the accusations before any hearings or meetings are held. Upon request by the accused individual, additional time may be provided by the Section or Board if they determine the request to be~~

~~reasonable. All decisions shall be provided to the accused individual in writing either by personal delivery or via registered or certified mail. The Secretary of the Section shall immediately give written notice of all decisions to the Secretary of the association. The National Secretary shall immediately notify all Section Secretaries of all suspensions and expulsions.~~

#### **SECTION 5. APPEALS OF DISCIPLINARY ACTIONS**

- ~~(a) Members and Associates accused of disciplinary violations may appeal decisions of their Section Officers to their Section Board of Directors, which may overrule the action of the Section Officers by a two-thirds majority vote of the Section Board of Directors voting at the meeting. The Section Officers shall not vote at the appeal. The Section Officers shall be required to submit to the Board of Directors a written statement delineating the reasons for their decision.~~
- ~~(b) Members and Associates may appeal decisions of their Section Board of Directors to the Association's Board of Directors, which may overrule the action of the Section Board of Directors by a two-thirds majority vote of the Association's Board of Directors voting at the meeting.~~
- ~~(c) Members and Associates who are suspended or expelled from membership directly by the Board of Directors may appeal such action to the Delegates at the next Annual Meeting. The Delegates, by a two-thirds vote, may overrule the action of the Board of Directors. The decision of the Delegates shall be final.~~
- ~~(d) All disciplinary actions shall be held in abeyance during any appeal pending a final decision.~~
- ~~(e) Any appellate body may increase or decrease the original penalty upon appeal.~~

##### Appeals of Disciplinary Action:

~~Appeals of disciplinary actions must be filed within thirty (30) days of receipt of notice of decision being appealed. An appeal is filed by the posting or hand delivery of written notice of the intent to appeal to the Secretary of the Section (in cases of appeals to the Section Board of Directors) or the Secretary of the Association (in cases of appeals to the Association Board of Directors or Annual Meeting Delegates).~~

#### **SECTION 6. SUSPENSIONS**

- ~~(a) Any Member or Associate who is in suspended status for more than two years shall be considered to be expelled and shall again be eligible for membership or registration in the Associate Program only by being re-elected or reregistered. Any Member or Associate who is more than two months delinquent on a IGMSECU (formerly PGA Credit Union) loan shall be automatically suspended, unless excused with cause by the Board of Directors or unless arrangements have been made with the Credit Union.~~

##### Rights of Suspended Professionals:

- ~~Suspended individuals shall lose all rights of membership. Life and liability insurance shall not be denied to suspended members as a result of their suspension. Individuals employed by a suspended Member may not be denied any rights or privileges. Time in suspended status shall count towards Life Member status.~~

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### **ARTICLE IV MEMBERSHIP**

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**Commented [AJ2]:** From here forward, "Executive Board" shall be renamed to "Board of Directors" per the recommendation of PGAHQ, to keep consistent with governance language used and to avoid confusion as multiple terms are used to reference the intention of Board of Directors throughout the document.

## SECTION 1. ELIGIBILITY

- (a) The definitions, rules of eligibility, the classes of memberships, Section affiliation and election procedure specified in the Constitution of PGA of America shall control admission to membership in the Gateway Section, PGA of America. Any PGA of America Member who is employed within the geographic boundaries of the Gateway Section for at least 183 days in a calendar year shall be a Member of the Gateway Section.
- ~~(b) Any registered Associate employed within the geographical boundaries of the Gateway Section shall be affiliated with the Gateway Section. The Executive BoardBoard of Directors may extend the title "Honorary Member" to any person who it feels has made an extraordinary contribution to the game of golf. Honorary Members may not be granted any rights or privileges in the Gateway Section. Associates MUST work a minimum of 40 hours per week for a minimum of six months per year.~~

**Commented [AJ3]:** Recommend to add by PGAHQ as the affiliation of the Section is also used to determine admission to membership in the Gateway Section.

**Commented [AJ4]:** Recommend to remove per PGAHQ as now Members may be dues-paying Members in multiple Sections.

**Commented [AJ5]:** Per PGAHQ, remove any language associated with Associates as Section 1 covers Members and Associates.

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## SECTION 2. PARTICIPATION

- (a) All Members and registered Associates of the Gateway Section, except those falling under paragraphs b, and c, of this section, unless excused by the Executive BoardBoard of Directors, must have attended the Fall Meeting of the prior calendar year or the current Spring Meeting, or forfeit the right to participate in the Section's tournament program of the current calendar year.
- (b) A PGA Member who is employed in the section after the Spring Meeting may play in a current year's tournament program providing his membership is not Class F. A registered Associate, or an assistant professional serving his six months employment prior to registering in the Associate Program who is employed in the section after the Spring Meeting may be granted playing privileges in the tournament program by the Executive BoardBoard of Directors within thirty (30) days of the time the Secretary is notified in writing of that person's employment. Reserve Members of the Association shall be permitted to play in Pro OpensStroke Plays, Pro-Ams, Pro-Pro's and the Lake Team Championship, but may not play in the Section Championship, Gateway PGA Professional Championship, the Match Play, the Team Championship or the Assistant's Championship. (November 17, 2005)
- (c) Appeals for playing privileges are to be made to the Board of Directors.

## SECTION 3. SPECIAL AWARDS

- ~~(a) All Gateway PGA Professionals, in good standing, are eligible for a Gateway PGA award. The only exception is the immediate past winner of the Award. Nominations may be made by any class A Gateway PGA Professionals in good standing. A Class A Gateway PGA Professional may nominate themselves or a fellow Gateway PGA Professional for any non-playing Award. Nomination forms will be emailed to the membership by no later than August 1<sup>st</sup> of each year. Award Winners will be selected, determined, or voted on before the Fall Meeting of each year. The Gateway PGA Board of Directors must affirm all Gateway PGA Award Winners.~~
- ~~(b) Awards Committees will be assembled, for non-playing awards, under the direction of the Gateway PGA Board of Directors. The awards committee will be chaired by the immediate past Gateway PGA Professional of the Year. Each committee will consist of at least three (3) of the following:~~

**Commented [AJ6]:** Per PGAHQ, recommend removing this Section and include it in the Gateway PGA's Board Policy document as it's not part of governance of the Section.

- ~~—A Past President~~
- ~~—A Life Member~~
- ~~—A Past Winner~~
- ~~—The Immediate Past Winner~~
- ~~—A Gateway PGA Board Member and/or relevant Committee Chair~~

~~All eligibly selected committee members may reserve the right to step down as a committee member in the event that they are nominated for the award. They must step down in the event that they choose to pursue the award——~~

~~(e) The awards selection process will be guided through three distinct categories: Voting Awards, Non-Voting Awards, and Playing Achievement Awards. All voting and non-voting awards candidates will be emailed/mailed a questionnaire to be completed for further consideration. The assembled committee for each award will choose up to five (5) finalists for their respective award. The selection will be based off of the answers to the questionnaire and individual criteria delineated for each award.~~

~~Non-Voting Award~~

~~At the discretion of the Committee, finalists may be called, interviewed, or sent an additional questionnaire. The committee will cut the group of finalists until a winner has been selected~~

~~Voting Award/s~~

~~Up to (5) finalists will be presented to the Class A Members of the Gateway PGA for a vote. The nominee with the most votes will be selected as the winner.~~

~~Playing Award/s~~

~~All playing awards will be based off of the final point standings for the following divisions: Regular, Senior, Super Senior, Assistant, and Ladies. All recipients of a playing award must be in good standing with the PGA and Gateway PGA~~

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**ARTICLE V  
OBLIGATIONS**

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**SECTION 1.**

The annual dues of the Gateway Section, PGA of America, shall be established by the ~~Executive Board~~Board of Directors. The Secretary shall notify the national office of any changes in the amount of the sectional dues within one week of the date such a change is approved by the ~~Executive Board~~Board of Directors.

**SECTION 2. NATIONAL DUES**

The PGA of America will collect both National Dues and Section dues. Upon collection of Section Dues, the PGA of America will distribute these dues to the Gateway Section.

**SECTION 3. AGREEMENT TO ABIDE**

A Member, on paying ~~his~~their annual dues to the Gateway Section, PGA of America, and to the Professional Golfers' Association of America, is considered thereby to have submitted ~~himself~~themselves to the rules governing the said Association and the Gateway Section, PGA of America, and on these conditions, is entitled to enjoy the privileges of membership as hereinafter defined.

**Commented [AJ7]:** Amend to gender-neutral language.

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**ARTICLE VI  
RIGHTS OF MEMBERSHIP**

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**SECTION 1. RIGHTS – CLASS “A”**

The holders in good standing of a Class “A” Membership shall have all rights and privileges including, but not limited to, the right to govern and control the affairs of the Gateway Section, PGA of America, and only such Members have the right to vote or hold office.

**SECTION 2. GENERAL PRIVILEGES**

All Members of any class shall have the privilege of attending all sessions and activities unless such sessions and activities are regulated as closed. In this case only Class “A” Members are eligible.

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**ARTICLE VII  
MEETING OF MEMBERS**

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**SECTION 1. ANNUAL MEETINGS**

At least two regular meetings of the entire membership shall be held annually; one in the Spring prior to June 30, and the other in the Fall prior to December 31 of each year. Attendance shall be restricted to the Members and such other persons that are expressly invited to attend.

**SECTION 2. NOTIFICATION**

Written notice of the date, time and place of the regular meetings shall be distributed to each Member in good standing. Such notice must be distributed not more than 60 days nor less than 10 days prior to the date of the meeting.

**SECTION 3. MATTERS CONSIDERED**

Matters considered at all regular meetings will be those that the ~~Executive Board~~Board of Directors deems proper and advisable.

**SECTION 4. QUORUM**

A quorum is said to exist at all regular meetings when at least ~~450%~~450% of the Class “A” or Members and ~~four~~three (3) elected officers are present.

**SECTION 5. ORDER OF BUSINESS**

The order of business at all regular meetings shall be stated in the By-Laws and Regulations of the current Constitution of the PGA of America.

**SECTION 6. SPECIAL MEETINGS**

Special meetings of the Members may be called by the ~~Executive Board~~Board of Directors or by the President or Vice President of the Gateway Section, PGA of America. The President or Vice-President shall inform each

**Commented [AJ8]:** Recommend, per PGAHQ, to lower the quorum percentage necessary to call a Membership Meeting a valid meeting.

Member of a Special Meeting setting forth the date, time, place and purposes of such Special Meeting and only those purposes or business specified shall be transacted. The written notice of a Special Meeting shall be distributed not more than 30 days nor less than 10 days prior to the date of a Special Meeting.

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**ARTICLE VIII**  
**DICIPLINARY ACTION**

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**Commented [AJ9]:** Per PGAHQ, recommend removing the Section as it's in the national Constitution and By Laws.

**SECTION 1. SUSPENSION**

~~Any Member of any class of the Gateway Section, PGA of America, who violates any of its rules or any provisions of its By Laws, rules or regulations, or conducts himself in a manner likely to injure or discredit the reputation or standing of the Gateway Section, PGA of America, shall be subject to suspension or expulsion by a secret ballot vote of the Executive Board.~~

**SECTION 2. NATIONAL NOTIFICATION**

~~Notification of suspension or expulsion of any Member shall be made to the proper authorities of the PGA of America and thereafter the procedures of the PGA of America shall be controlling.~~

**SECTION 3. RIGHT OF APPEAL TO SECTION MEMBERSHIP**

~~Any Member so suspended or expelled shall have the right to appeal within 15 days of receiving the Executive Board's decision, to the Sectional Membership.~~

**SECTION 4. RIGHT OF APPEAL TO NATIONAL EXECUTIVE COMMITTEE**

~~Any Member so suspended or expelled shall have the right to appeal within 15 days of the Sectional Membership decision, to the Executive Committee of the PGA of America.~~

**SECTION 5. REINSTATEMENT**

~~A Member suspended for any reason by the PGA of America must appear before the Executive Board of the Gateway Section, PGA of America, to request reinstatement.~~

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**ARTICLE IX**  
**OFFICERSBOARD OF DIRECTORS**

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**Commented [AJ10]:** Amend to use consistent language regarding Board of Directors.

**SECTION 1. OFFICERSBOARD OF DIRECTORS**

The following Directors shall control the Gateway Section, PGA of America:

- |                                      |   |
|--------------------------------------|---|
| Officers (Elected):                  | President   |
|                                      | Vice President  |
|                                      | Secretary   |
| <u>Regional</u> Directors (Elected): | <del>—</del> Metropolitan St. Louis   |
|                                      | <del>Outstate</del> Mid Missouri  |
|                                      | Mid Illinois  |
|                                      | Southern Illinois/Southern Missouri   |
| Director (By Board Acclamation):     | Immediate Past President  |
|                                      | President or Director of <del>Gateway</del> PGA REACH <del>Gateway</del> Foundation |

**Commented [AJ11]:** Amend to keep consistent with DBA name of the Foundation.

Director (By Board Appointment): Appointment made by President  
Independent Director, Non-PGA Member or Associate

## SECTION 2. ELECTION

All ~~O~~fficers ~~and Regional Directors~~ shall be elected bi-annually at the Fall Meeting of the Section by a written secret ballot of Class "A" and Life Members in good standing.

If no eligible Gateway PGA Member is elected to serve the positions of Director – Metropolitan St. Louis, Director – ~~Outstate-Mid~~-Missouri, Director Mid-Illinois or Director – Southern Illinois at the Fall Meeting immediately preceding the upcoming two-year term, the respective Director position(s) shall be filled with any eligible Gateway PGA Member whom may be nominated from the floor, regardless of geographical location, subject to the respective Nominee's approval. If more than one Gateway PGA Member is nominated, an election at said Fall Meeting shall commence to fill this position. If there are multiple Nominees from the floor and an election ensues, all Nominees will be eligible to serve in the vacant position, regardless of geographical location.

- (a) Nominations for all elective officers may be proposed by the voting membership to the Secretary of the Section at least thirty (30) days in advance of the annual Fall Meeting.
- (b) The Secretary of the Section shall forward the names of said nominees to the voting members at least ten (10) days in advance of the Fall Meeting.
- (c) If there are fewer than two (2) nominees for any office at the time of the election, oral nominations for such may be made from the floor.
- (d) The election shall be administered by the Past Presidents and a Parliamentarian appointed by the President of the Section. This group shall prepare, distribute and count all ballots, which shall be numbered to the extent of the eligible voting Members. Upon verification of the accuracy of the count, the marked ballots shall immediately be delivered to the President of the Section for safekeeping and eventual destruction.
- (e) Any request for a recount of the ballots must be submitted prior to adjournment of the Fall Meeting in which the election was held.
- (f) All nominees for elective office who are nominated from the floor must be present at the time of their election/or the person nominating must possess written permission from the nominee indicating his/her willingness to serve.

## SECTION 3. TENURE

No ~~O~~fficer may be elected to the same office for more than two (2) consecutive terms.

## SECTION 4. VACANCIES

If the term of any ~~O~~fficer is not completed by reason of death, disability or otherwise, the remaining members of the ~~Executive Board~~Board of Directors shall elect one of its members to fill the vacancy ~~of President~~ and all other vacancies in ~~offices~~any Director role shall be appointed by the President from Class "A" Membership.



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**ARTICLE X.**  
**POWERS AND DUTIES OF OFFICERS**

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**SECTION 1. PRESIDENT**

- (a) To preside at all meetings of the Section, ~~Executive Board~~Board of Directors and Executive Committee.
- (b) Appoint one (1) Member to the ~~Executive Board~~Board of Directors who is a Class "A" Member of the Association.
- (c) To set the date, time and place of all regular meetings of the membership.
- (d) To appoint such committees as shall, in his judgment, be necessary, designating the Chairman thereof.
- (e) To sign contracts entered into by the Gateway Section.
- (f) To sign checks drawn on funds owned by the Gateway Section, PGA of America.
- (g) To serve as a Delegate to the Annual Meeting of the PGA of America.

**SECTION 2. VICE PRESIDENT**

~~(a) To perform the duties of the President, as the Acting President, in the event of absence or disability of the President.~~

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- ~~(b)~~(b) Keep, or cause to be kept, all accounts of the Gateway Section, PGA of America.
- ~~(c)~~(c) Collect or direct the collection of all monies due.
- ~~(d)~~(d) Report in writing to the ~~Executive Board~~Board of Directors the financial condition of the Section, when required to do so.
- ~~(e)~~(e) Sign checks drawn on funds owned by the Gateway Section, PGA of America.
- ~~(f)~~(f) To serve on the ~~Executive Board~~Board of Directors and Executive Committee.
- ~~(g)~~(g) To serve as a Delegate to the Annual Meeting of the PGA of America.

**SECTION 3. SECRETARY**

~~(a) To perform the duties of the President, as the Acting President, in the event of absence or disability of the President.~~

**Commented [AJ12]:** Amend as this is the role of the Vice President vs the Secretary.

- ~~(a)~~(a) To keep a roll of the Members and their respective classes.
- ~~(b)~~(b) To issue the call to the Membership for such meetings as may be authorized by the President and Executive Board.
- ~~(c)~~(c) To record the minutes of all meetings, and to present them to the Executive Director for disbursement to the Membership.
- ~~(d)~~(d) To serve on the ~~Executive Board~~Board of Directors and Executive Committee.
- ~~(e)~~(e) In the absence of the President and/or Vice President, to serve as a Delegate to the Annual Meeting of the PGA of America.
- ~~(f)~~(f) To sign checks drawn on funds owned by the Gateway Section, PGA of America.

**SECTION 4. REGIONAL DIRECTORS**

**Commented [AJ13]:** Clarifying "Regional Directors" (Directors voted up by the Membership) vs "Director" (by Board acclamation).

- (a) Represent the Professionals in their respective geographical areas.
- (b) To serve on the ~~Executive Board~~Board of Directors.

**SECTION 5. DISTRICT DIRECTOR**

Once every nine years the Gateway PGA Section selects a member in good standing to represent PGA of America; District 7 on the National Board of Directors. This person will be expected to commit to four (4)

years in this position. During the first year the member chosen will be an observer to the National process in which ~~he or she~~they will shadow the current District 7 Director. The next three (3) years ~~he or she~~they will serve ~~his~~their official term of Director on the National PGA Board of Directors.

**Commented [AJ14]:** Change to gender-neutral language.

(a) **Nomination and Selection:**

During the Section's selection year, nominations may be made in the months of June and July (prior to the November PGA Annual meeting). During this time, Class A members in good standing may nominate themselves, other Class A members in good standing, or the Board of Directors may solicit Gateway PGA members in good standing who they feel possess the skills and abilities to represent District 7 on the National Board of Directors. During the month of August, prior to the upcoming PGA of America Annual Meeting, the Board of Directors will meet, vote, and announce its selection to the Section membership. The chosen candidate will be selected by a majority vote of the Board of Directors no later than August 31<sup>st</sup> prior to the PGA of America Annual Meeting.

(b) **More Than One Candidate:**

If during the selection/nomination process the Board of Directors has more than one (1) candidate, all candidates will have the opportunity to make a ten (10) minute presentation to the members of the Board during a selection meeting at a date set by the Board. After all candidates have had the opportunity to make their presentation, the Board of Directors will vote and announce its recommendation to the Section membership.

## **SECTION 6. COUNCIL OF PAST PRESIDENTS**

(a) **COMPOSITION**

The Council of Past Presidents shall be comprised of all the Past Gateway Section Presidents, elected or appointed, who are still registered members of the Section.

(b) **CHAIRMAN**

The immediate Past President shall be the Chairman of the Council, and preside at all scheduled meetings. He shall represent the Past Presidents by vote at all meetings of the ~~Executive Board~~Board of Directors.

(c) **MEETINGS AND QUORUM**

A meeting of the Council may be called at any time by the Chairman, or any Past President of the Section. A quorum will exist when a minimum of four (4) Past Presidents are present.

(d) **ADVICE AND PARTICIPATION**

At their discretion, all Past Presidents of the Section shall have the right, and are encouraged, to attend the open session portion of meetings of the ~~Executive Board~~Board of Directors, for the purpose of giving their advice and opinion on any Section matter.

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## **ARTICLE XI**

### **~~EXECUTIVE BOARD~~OFFICERS COMMITTEE**

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**Commented [AJ15]:** Per PGAHQ, intent is to delineate between the roles the 3 Officers have in governing the Section vs the role the 3 Officers & Executive Director have in overseeing day to day operations of the Section.

## **SECTION 1. COMPOSITION**

The ~~Executive BoardOfficers Committee of this Section~~ shall be comprised of the President, Vice President, ~~and Secretary, and Executive Director~~ of the Gateway Section.

**SECTION 2. ~~ELIGIBILITY~~**

~~Members of the Executive Board must be Class “A” Members of the PGA of America.~~

**SECTION 3. QUORUM**

~~Four-Three~~ (34) members of the ~~Executive BoardOfficers Committee~~ shall constitute a quorum.

**SECTION 4. POWERS AND DUTIES**

The ~~Executive BoardOfficers Committee~~ shall be entrusted with the management of the Gateway Section, PGA of America. They shall have the right to interpret By-Laws, its Rules and Regulations, and give directions in cases not proved for therein.

- (a) All orders and regulations made by them shall be binding until and unless set aside by a two-thirds majority vote of the Class “A” Members at a regular or special meeting called for that purpose.
- (b) The ~~Executive BoardOfficers Committee~~ shall resolve all complaints and disputes between Members of any class.
- (c) Meetings of the ~~Executive BoardOfficers Committee~~ may be called at any time by the President or Vice President, but no business transacted at such meeting shall be valid or binding unless ~~four-three~~ or more members of the ~~Executive CommitteeOfficers Committee~~ are present in person and have waived notice of the time and purpose of the meeting.
- (d) All business in need of Sectional vote must be passed upon by the ~~Executive BoardOfficers Committee~~ before presentation to the Section.

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**ARTICLE XII  
EXECUTIVE COMMITTEE**

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**SECTION 1. ~~COMPOSITION~~**

The Executive Committee of this Section shall be comprised of the members of the ~~Executive BoardOfficers Committee~~ and the ~~Executive DirectorAppointed Chairman of the Committees deemed necessary for operation of the Section.~~

**SECTION 2. DUTIES**

The Executive Committee shall be responsible for the daily operation of the organized activities of the Section.

**SECTION 3. MEETINGS**

The Executive Committee shall meet regularly to report on the condition of the Section’s activities.

**Commented [AJ16]:** Recommend removing per PGAHQ as Officers must be Members already.

**Commented [AJ17]:** Per PGAHQ, intent is to delineate between the roles the 3 Officers have in governing the Section vs the role the 3 Officers & Executive Director have in overseeing day to day operations of the Section.

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**ARTICLE XIII**  
**AMENDMENTS**

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**SECTION 1. PROCEDURE**

This Constitution may be amended at any regular meeting of the Members by a written vote of two-thirds majority of the Class "A" Members voting.

- (a) Proposed amendments must be submitted in writing to the ~~Executive Board~~Board of Directors 30 days in advance of any regular meeting.

**BY-LAWS AND REGULATIONS**

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**ARTICLE I.  
EXECUTIVE DIRECTOR**

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**SECTION 1. DUTIES**

An Executive Director, who does not need to be a Member of the Gateway Section, PGA of America, may be appointed by the ~~Executive Board~~Board of Directors to perform all administrative, public relations, promotional and such other duties and functions deemed advisable and necessary by the ~~Executive Board~~Board of Directors. This individual shall be responsible for all day-to-day operations involved in operating the Section. The term of and compensation to be paid therefore shall be established by the ~~Executive Board~~Officers Committee and shall be paid out of the funds of the Gateway Section, PGA of America.

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**ARTICLE II  
TOURNAMENT REGULATIONS**

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**SECTION 1.**

The attached Tournament Regulations are an acting segment of the By-Laws.