

**BY-LAWS
OF
THE WISCONSIN SECTION OF
THE PROFESSIONAL GOLFERS' ASSOCIATION
OF AMERICA**

ARTICLE I

PRINCIPAL OFFICE

SECTION 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the Corporation shall be located in the boundaries of the Wisconsin Section of the Professional Golfers' Association.

ARTICLE II

MEMBERS

SECTION 1. MEMBERSHIP. Membership in the Corporation shall be limited to persons who (a) are members of the Professional Golfers' Association of America, an association organized under the laws of the State of Florida (hereinafter called the "National PGA"); (b) who fulfill any special requirements for membership as specified in the By-Laws of the Corporation and such other requirements as may from time to time be established by resolution of the Board of Directors; and (c) are approved by the Board of Directors of the Corporation.

SECTION 2. CLASSIFICATION OF MEMBERS;

ELIGIBILITY FOR MEMBERSHIP.

Unless otherwise specified in these By-Laws, the classes of Members and the eligibility and other requirements for membership in the Corporation shall be those established from time to time by the Constitution, By-Laws and Regulations of the National PGA for membership in the National PGA and for Sectional Affiliation.

SECTION 3. RIGHTS OF MEMBERSHIP

(a) VOTING. Only Class "A", Life Members Active and Past Presidents who are currently members of the Wisconsin Section shall be entitled to vote on matters submitted to the membership.

(b) OTHER RIGHTS. Members shall have such rights as shall be established from time to time by the Constitution, By-Laws and Regulations of the National PGA.

SECTION 4. OBLIGATIONS OF MEMBERS. Members of the Corporation shall be obligated to pay all dues, assessments and other charges

which may from time to time be established by the Board of Directors; to abide by the Code of Ethics of the National PGA and to comply with all other obligations that may from time to time be established by these By-Laws and Regulations of the National PGA.

SECTION 5. APPLICATION FOR MEMBERSHIP AND ELECTION PROCEDURE.

Candidates for membership in the Corporation shall submit their applications to the Secretary of the Corporation. Applications for membership shall be in the form prescribed from time to time by the Constitution, By-Laws and Regulations of the National PGA and by the Board of Directors of the Corporation. The Board of Directors or a committee designated by the Board may require the applicant to pass examinations prior to election to membership. Applicants whose applications for membership are rejected shall be entitled to appeal such rejection in the manner specified in the Constitution, By-Laws and Regulations of the National PGA.

SECTION 6. DISCIPLINARY ACTION. Members and Associates shall be subject to suspension, fine, revocation of privileges, expulsion, and such other disciplinary action as other charges of the Corporation; for violation of these By-Laws; for violation of the Constitution, By-Laws and Regulations or the Code of Ethics of the National PGA or any rules of the National PGA or the Corporation; or for conduct which, in the opinion of the Board of Directors, is likely to injure or discredit the reputation or standing of the National PGA or the Corporation or have his privileges with the Corporation revoked, as the case may be. The rules and procedures for the imposition of disciplinary action shall be as prescribed in the Constitution, By-Laws and Regulations of the National PGA from time to time existing.

SECTION 7. MEMBERSHIP MEETINGS.

(a) **REGULAR MEETINGS.** There shall be an annual meeting of the members held in the spring of each year.

(b) **FALL MEETINGS.** There shall be district meetings or a fall meeting held each year prior to the annual meeting of the National PGA.

(c) **SPECIAL MEETINGS.** Special meetings of the Members may be called by the Board of Directors or by the President of the Corporation.

(d) **NOTICE OF MEETING.** Written notice of all regular, district, and special meetings of the Members of the Corporation shall be mailed or delivered electronically to each Member in good standing by either the Secretary or the Executive Director of the Corporation at least seven (7) days prior to the date of such meeting. Notice of any special meeting shall designate the purpose or purposes for which the special meeting is called. The notice shall be deemed to be delivered when deposited in the United States

mail, addressed to the Member at his address on the records of the Corporation, the postage thereon is prepaid.

(e) PLACE OF MEETINGS. The time and place at which regular, district, and special meetings of the Members shall be held shall be designated by the President of the Corporation.

(f) QUORUM. Twenty-five percent (25%) of all Members of the Corporation entitled to vote shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of the majority of the Members present at the meeting and entitled to vote on the subject matter shall be the act of the Members unless the vote of a greater number is required by law, the Articles of Incorporation or By-Laws of the Corporation. Though less than a quorum of the Members are present at a meeting, a majority of the Members so present may adjourn the meeting from time to time without further notice. At such an adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

(g) CONDUCT OF MEETINGS. The President, and in their absence any person chosen by the Members present, shall call the meeting of the Members to order and shall act as chair of the meeting, and the Secretary of the Corporation shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. The following order of business may be observed at all meetings of Members:

1. Approval of the minutes of any meeting since the previous regular meeting
2. Election and installation of directors and officers
3. Reports of the officers
4. Reports of the committees
5. Report of old business
6. Report of new business
7. Adjournment

(h) VOTING. To be entitled to vote on any matter, a Member must be present in person.

ARTICLE III

DIRECTORS

SECTION 1. POWERS. Subject to the limitations of the Articles of Incorporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

SECTION 2. NUMBER AND CLARIFICATION. The authorized number

of Directors of the Corporation shall be fourteen(14) (10-27-14-B); provided, however, that such authorized number may be changed (but in no event to a number less than three (3) by an amendment of these By-Laws duly adopted by an action of the Board of Directors or Members of the Corporation. One Director will be an Independent Director(10-27-14-B). One Director will be the current President of the Wisconsin State Golf Association. The remaining Directors must be voting Members of the Corporation. The most immediate past President, whether still serving a term as a director or not, still a member of the Section, shall be Honorary President of the Section, be a member and have a vote on the Board of Directors. If the most immediate past President has not completed his elected term of office, it shall be filled as provided by the By-Laws in order to maintain the authorized number of Directors of fourteen (14). (10-27-14-B) The voting Members of each of the following geographical districts (as hereinafter defined) within the State of Wisconsin and the nine counties annexed from the State of Michigan (07-01-84) shall nominate and elect (10-20-85-B) one Director from among their voting Members:

- (a) Southwest District.
- (b) Metropolitan District.
- (c) Northeast District.
- (d) Northwest District.

The one Independent Director, who is not a Member of the Association, shall be elected by the Board of Directors from a list of one (1) or more names submitted by the President.(07-09-95-B)

The remaining seven (7) Directors shall be elected by the voting Members of the Corporation.

SECTION 3. ELECTION AND TERM OF OFFICE. Each Director, not including Independent Directors, shall hold office for a term of three (3) years and until his successor is duly elected and qualified or until their death, resignation or removal. Directors may hold more than one term in office. Directors shall be elected at the annual meeting of members. The term of office of Directors shall be staggered, i.e. three (3) Directors shall be elected one year, four (4) Directors the next year, and four (4) Directors the following year. Election procedure is as follows for Directors:

(a) DIRECTORS AT LARGE

(1) Not later than 30 days prior to the Annual Meeting, the PGA Office shall submit to the General Membership the slate of names eligible to be nominated for the Board of Directors.

Should any member of said organization, in good standing, desire to place a name in nomination for the Board of Directors, they may do so in writing, not less than 20 days before said meeting.

Not later than 10 days prior to the Annual Meeting the PGA Office shall submit to the General Membership of the final slate of names placed in nomination for the Board of Directors.

At the time of election, no nominations shall be taken from the floor.

(2) The persons up for election shall have the opportunity to state their reasons and qualifications before the membership as a whole on the day of the Annual Meeting.

(3) The election shall be held on the day of the Annual Meeting and shall be election by ballot. Only voting members as defined in Article 2, Section 3a shall be allowed to vote.

(4) The applicable number of candidates (either three or four) receiving the largest number of votes will be declared elected. In case of ties a separate run-off election will be held immediately.

(b) DISTRICT DIRECTORS

(1) Should any member of said organization, in good standing, desire to place a name in nomination for the Board of Directors, from their District only, they may do so in writing, not less than 20 days before said meeting.

Not later than 10 days prior to the Annual Meeting the PGA Office shall submit to the General Membership of the Southwest, Northeast, Metropolitan and Northwest Districts the final slate of names placed in nomination, by the members of each district respectively.

At the time of election, nominations may be taken from the floor.

(2) The persons up for election shall have the opportunity to state their reasons and qualifications before the District Membership as a whole prior to the election at the Annual Meeting.

(3) When voting for District Directors the nominee receiving the largest number of votes, in each particular area, shall be declared elected.

(4) The election shall be held on the day of the Annual Meeting and shall be election by ballot. Only voting members as defined in Article 2, Section 3a shall be allowed to vote.

(5) A district shall have the right to select their District Director prior to the Annual Meeting by polling the members of their district or by calling a district meeting where a simple majority vote (51%) of members present determines their District Director.

Not later than 40 days prior to the Annual Meeting A District must notify the PGA Office of its District Director if electing before the Annual Meeting.

SECTION 4. INDEPENDENT DIRECTORS.

(a) The term of office for the Independent Director shall be two (2) years. The Independent Director may serve more than one (1) term, but not more than two terms. (07-09-95-B)

(b) In the event of the death, disability, resignation or refusal to serve on the part of the Independent Director, the Board of Directors shall elect a successor to serve the unexpired term from a list of names submitted by the President (07-09-95-B)

SECTION 5. PAST PRESIDENT. A Past President of the Corporation shall be defined as any member that has served a term as President of the Association. A term is to be defined as serving a minimum of no less than one year and one day in office. Past Presidents shall be included in all board meetings as non-voting attendees. Any Past President that is no longer a PGA member will still be considered a Past President but will not be invited to meetings. Past Presidents must remain in good standing with the PGA of America and must not have been removed from office of President for any type of misconduct. (01-09-2017-B)

SECTION 6. RESIGNATION. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. REMOVAL. Any individual Director may be removed from office, with or without cause, by the action of the voting Members.

SECTION 8. VACANCIES. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by the action of the Board of Directors of the Corporation; provided, however, a vacancy or vacancies in the Board of Directors resulting from the resignation, death or removal of a Director who is elected by the voting Members of the Northwest, Metropolitan, Northeast, or Southwest Districts shall be filled by the voting Members of such District. The Secretary of the Corporation shall within 10 days of when a vacancy occurs will notify all the members of that District in good standing of the vacancy. The Secretary shall preside over the election of a new Director. Not later than 30 days of when a vacancy occurs a new Director shall be elected. Each Director so elected shall hold office for the unexpired portion of the term they were elected to fill and until their successor is elected and qualified, or until their death, resignation, or removal.

SECTION 9. REGULAR MEETINGS. Regular meetings of the Board of Directors of the Corporation shall be held at such a time and place as the Board of Directors may designate, or in the absence of designation by the Board, as the President shall designate.

SECTION 10. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation or any three (3) Directors.

SECTION 11. PLACE OF MEETINGS. Meetings of the Board of

Directors shall be held at any place within the State of Wisconsin which may be designated from time to time by resolution of the Board. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

SECTION 12. NOTICES. Notice of any regular or special meeting of the Board of Directors in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally, electronically or in writing at least twenty-four (24) hours before the time set for such meeting, or, if notification is by mail, by mailing such a notice at least seventy-two (72) hours before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at his address as it appears on the records of the Corporation.

SECTION 13. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting, and (b) each Director present at the meeting who objected therat to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made part of the minutes of the meeting.

SECTION 14. ACTION WITHOUT MEETING. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

SECTION 15. QUORUM. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the law, the Articles of Incorporation or these By-Laws require a greater proportion.

SECTION 16. ADJOURNMENT. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

SECTION 17. ORGANIZATION. The President of the Corporation, or in his absence, a chair chosen by a majority of the Directors present, shall act as chair at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence any

person appointed by the chairman of the meeting, shall act as secretary of the meeting.

SECTION 18. EXECUTIVE COMMITTEE. The Board of Directors may designate from among the Directors an Executive Committee, which shall consist of President, Vice-President, and Secretary of the Corporation automatically provided that no more than one Office is held by the same person. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers and the filling of vacancies in the Executive Committee pursuant to this Section. The Board of Directors may elect one or more Directors as alternate members of the Executive Committee, who may take the place of any absent committee member or members at any meeting of the Executive Committee. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law. The Executive Committee shall fix its own Directors of its activities as the Board of Directors may request.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The Corporation shall have a President, Vice-President, a Secretary and such other officers as the Board of Directors may appoint. The term of office shall be two (2) years.

SECTION 2. ELECTION AND QUALIFICATIONS. The officers of the Corporation shall be chosen at the Board Meeting prior to the Annual Meeting. The Board of Directors shall elect from among themselves a President, Vice-President and Secretary, and each shall hold office until a successor shall have been duly elected and qualified, or until their death, resignation or removal. All officers shall be voting Members and Directors of the Corporation. No officer shall hold office for more than three (3) consecutive terms.

SECTION 3. RESIGNATION. Any officer may resign at any time by giving written notice to the Secretary or the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. REMOVAL. Any officer may be removed from office by the action of Members or the Board of Directors, whenever in their judgement the best interests of the Corporation will be served thereby.

SECTION 5. VACANCIES. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

SECTION 6. PRESIDENT. The President shall have such responsibilities and powers as are incident to the office of President or as may be delegated to them by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors, except when the signing and executive thereof shall have been expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation. They shall have such other powers and duties as may be prescribed by these By-Laws. They shall, whenever it may in their opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors.

SECTION 7. SECRETARY. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original copy of its By-Laws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records of the Corporation

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(f) Exhibit at all reasonable times to any Director, upon application the By-Laws and minutes of the proceedings of the Board of Directors and committees thereof of the Corporation.

(g) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 8. VICE-PRESIDENT. The Vice-President shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account

of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit at all reasonable times the books of account and records to any Director during business hours at the office of the Corporation where such books and records are kept.

(d) Render a statement of the condition of the finance of the Corporation at all meetings of the Board of Directors, and a full financial report at the annual meeting of the Members.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE V

INSTRUMENTS; BANK ACCOUNTS; CLERKS AND DRAFTS; LOANS; SECURITIES

SECTION 1. EXECUTION OF INSTRUMENTS. Except as in these By-Laws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

SECTION 2. BANK ACCOUNTS. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-Laws, as the Board may deem expedient.

SECTION 3. CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President, the Secretary, the Treasurer or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped

impression in the name of the Corporation.

SECTION 4. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or director of the Corporation, directly or indirectly.

SECTION 5. SALE OF SECURITIES. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest in stock, bonds or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificate for stock, and any certificates representing any rights to subscribe for shares of stock.

**ARTICLE VI
COMMITTEES**

SECTION 1. STANDING COMMITTEES. The following standing committees may be appointed by the Board of Directors (10-27-2014 B).

- (a) Player Development
- (b) Employment
- (c) Education
- (d) Tournaments
- (e) Membership
- (f) Assistants
- (g) Special Awards

SECTION 2. AD HOC COMMITTEES. Ad Hoc committees may be appointed at the direction of the President of the Corporation as need arises.

**ARTICLE VII
EXECUTIVE DIRECTOR**

SECTION 1. EXECUTIVE DIRECTOR. The Board of Directors may appoint an Executive Director for the Corporation with the terms and responsibilities to be determined by the Executive Officers of the Corporation.

**ARTICLE VIII
DUTIES OF THE EXECUTIVE DIRECTOR**

SECTION 1. DUTIES. Subject to general direction of the Board

of Directors, the Executive Director shall perform the duties as described in the position outline on file in the office of the Executive Director.

ARTICLE IX

MISCELLANEOUS

SECTION 1. FISCAL YEAR. The fiscal year of the Corporation shall be the period of March 1, to February 28 of each year unless some other fiscal year is fixed by resolution of the Board of Directors.

SECTION 2. CORPORATE SEAL. The Corporation shall have no corporate seal.

SECTION 3. AMENDMENT.

(a) BY MEMBERS. These By-Laws may be altered, amended or repealed and new By-Laws adopted by an affirmative vote of a majority of the Members present at any meeting of Members at which a quorum is in attendance.

(b) BY DIRECTORS. These By-Laws may be altered, amended or repealed and new By-Laws adopted by an affirmative vote of the majority of the Directors comprising the Board of Directors at a meeting in which a quorum is in attendance; but no By-Laws adopted by the Members shall be amended or repealed by the Board of Directors if the By-Laws so adopted so provides.

(c) IMPLIED. Any action taken or authorized by the Members or by the Board of Directors which would be inconsistent with the By-Laws then in effect but is taken or authorized by affirmative vote of not less than the number of Members or the number of Directors required to amend the By-Laws so that the By-Laws would be consistent with such action shall have the same effect as though the By-Laws had been temporarily amended, but only so far as is necessary to permit the necessary action so taken or authorized.

SECTION 4. GEOGRAPHICAL DISTRICTS. The Members of the Corporation shall be divided into the following four (4) geographical districts (See Appendix I):

SOUTHWEST - The area which includes all of Waushara, Marquette, Green Lake, Adams, Juneau, Vernon, Crawford, Richland, Sauk, Columbia, Dane, Iowa, Grant, Lafayette, Green and Rock Counties.

METROPOLITAN - The area which includes all of Dodge, Washington, Ozaukee, Milwaukee, Waukesha, Jefferson, Walworth, Racine and Kenosha Counties.

NORTHEAST - The area which includes all of Forest, Florence, Marinette, Langlade, Menominee, Oconto, Shawano, Waupaca, Outagamie, Brown, Door, Kewaunee, Manitowoc, Calumet, Winnebago, Fond du Lac, and Sheboygan Counties in the State of Wisconsin plus Keweenaw, Houghton, Baraga, Iron, Dickinson, Menominee and Delta Counties in the State of Michigan.

NORTHWEST - The entire area within the State of Wisconsin, excluding St. Croix County (National) which is not included in the Southwest, Metropolitan, or Northeast Districts, plus Ontonagon and Gogebic Counties in the State of Michigan.

SECTION 5. DELEGATES TO NATIONAL MEETINGS. The President and Vice-President shall represent the Corporation delegates to the annual meeting or national convention of the National PGA. The Secretary shall serve as an alternate delegate. In the event that either the President or Vice-President is unable to attend the meeting or convention, the Secretary shall represent the Corporation as a delegate. In the event none of the foregoing persons are able to attend the meeting or convention, the Board of Directors shall appoint from among the Directors delegates to such meeting or convention.

SECTION 6. District 6 Director(01-13-04-B). The vote for the PGA of America District 6 Director will take place at a Board of Directors meeting of the Corporation. Such election shall occur at least one year prior to the commencement of the official term on the Board of Directors of the PGA of America.

Nominations for District 6 Director of the PGA may be made by any member of the Corporation in good standing at least 30 days prior to the date of the election. Those individuals nominated may be allowed to speak on his or her behalf at the Board meeting where the election will occur or they may provide written materials to state their reasons and qualifications.

SECTION 7. RULES AND REGULATIONS. The Board of Directors may from time to time establish and adopt rules and regulations, including tournament regulations, which shall be applicable and binding upon the Members of the Corporation. The section's current and approved tournament rules, regulations, conduct and eligibility policies are to be considered a corporate part of the Section's By-Laws, and for convenience are printed separately. (03-31-85-B)

SECTION 8. CONFLICT WITH CONSTITUTION, BY-LAWS AND REGULATIONS OF NATIONAL PGA. It is intended that these By-Laws shall not conflict with any of the provisions of the Constitution, By-Laws and Regulations of the National PGA, from time to time existing. In the event any provisions of these By-Laws conflict with or are in conflict with any provisions contained in the Constitution, By-Laws and Regulations of the National PGA, the provisions contained in such Constitution, By-Laws and Regulations shall supersede and take precedence over these By-Laws.